

HYTONE TEXTYLES LIMITED

Regd. Office: Plot No.70, T.T.C (MIDC) Industrial Area, Mahape Village, Navi Mumbai-400706

Tel. 9869992817/9324002995 E-mail: praful@hytonetextile.com

CIN: U17120MH1989PLC050330

NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF HYTONE TEXTYLES LIMITED

Meeting Day	Monday
Meeting Date	28th July 2025
Meeting Time	3.00 p.m.
Mode of meeting	The meeting shall be conducted physically as well as through Video Conferencing / Other Audio-Visual Means (VC / OAVM) with the facility of remote e-voting prior to the meeting as well as e-voting / physical voting system during the meeting
Meeting Venue	Flysky Banquets, Plot No 630/631, T.T.C Industrial Area, Mahape, Near LTI Mindtree, Navi Mumbai - 400710

Remote e-voting period prior to the meeting

<u>Commencing on</u>	25th July 2025 at 9.00 am (IST)
<u>Ending on</u>	27th July 2025 at 5.00 pm (IST)

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FORM CAA.2

[Pursuant to section 230(3) and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. C.A.(CAA) / 25MB / 2025**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder;

AND

In the matter of Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective shareholders.

Hytone Textstyles Limited,

a Company incorporated under the provisions of
Companies Act, 1956 having its registered office at
Plot no. 70, TTC MIDC industrial area, Mahape village,
Navi Mumbai, Thane 400706,

}
}
}
}
}

**... Applicant Company 2 /
Transferee Company /
Demerged Company**

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF THE APPLICANT
COMPANY 2 PURSUANT TO THE ORDER DATED MARCH 6, 2025 TO BE READ WITH
ORDER DATED MAY 30, 2025, PASSED BY THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

To,

All the equity shareholders of Hytone Textstyles Limited (the **Applicant Company 2'** or 'HTL' or 'the **Transferee Company'** or 'Demerged Company')

NOTICE is hereby given that by an Order dated March 6, 2025 to be read with order dated May 30, 2025 ('Orders'), the Mumbai Bench of the National Company Law Tribunal ('NCLT') has directed that a meeting of equity shareholders of the Applicant Company 2 be held for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Composite Scheme of Arrangement (enclosed herewith) between Hytone Textstyles Limited and Anant Synthetics Private Limited and Sadguru Gruh Nirman Private Limited and their respective shareholders as amended pursuant to observation of NCLT vide order dated 6th March 2025 ('Scheme').

This Composite Scheme of Arrangement provides for :

- Reduction of equity share capital of Hytone Textstyles Limited (as as more specifically defined in clause 5 of Part II of the proposed Scheme) held by Public Shareholders i.e. shareholders of HTL other than Promoter Shareholders who are holding shares of HTL as on Record Date, whose equity shares shall be cancelled pursuant to Part II of the proposed Scheme becoming effective (more particularly defined in clause 1.11 of Part I of the proposed Scheme);
- Amalgamation of Anant Synthetics Private Limited (defined hereinafter) with Hytone Textstyles Limited;
- Demerger of Demerged Undertaking i.e. all assets and liabilities pertaining to the industrial

- property renting business at Kopar Khairane, Navi Mumbai, of the Demerged Company, on a going concern basis, more specifically defined in clause 1.6 of Part I of the proposed Scheme from Hytone Textstyles Limited to Sadguru Gruh Nirman Private Limited; and
- d. Various other matters consequential or otherwise integrally connected herewith.

For the abovesaid purpose the NCLT has appointed Mr. L.N. Gupta, IAS (Retd.) and Former Member NCLT, to be the Chairperson for the abovesaid meeting and Mr. Ashwini Ramakant Gupta, Company Secretary, COP 18163, as the Scrutinizer of the said meeting including for any adjournment thereof.

In pursuance of the abovesaid Orders and as directed therein, the meeting of the Equity shareholders of the Applicant Company 2 will be held at **"Flysky Banquets, Plot No 630/631, T.T.C Industrial Area, Mahape, Near LTI Mindtree, Navi Mumbai – 400710"** at 3:00 P.M. on July 28, 2025, either in person or through Video Conference (VC) / Other Audio Video Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 ('the Act'). The equity shareholders are requested to attend the meeting at the aforesaid date and time either at the aforesaid venue or through VC / OAVM to consider and if thought fit, to pass, with or without modification(s), the following resolutions for approval of the proposed Scheme as prescribed under Section 230(1) and (6) read with Section 232(1) of the Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of sections 230 to 232 read with section 66 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification and re-enactment thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company, and subject to compliance with other applicable laws/regulations/rules, as may be applicable, and subject to the requisite approval of the shareholders and creditors of the Company, if required, and the sanction of the National Company Law Tribunal, Mumbai Bench, ("NCLT") and/or such other competent authority, as may be applicable, the consent of the shareholders (hereinafter referred to as "members") be and is hereby accorded to the Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company' or 'the Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective shareholders, and as amended pursuant to observation of NCLT vide order dated 6th March 2025 ('Scheme'), as per the terms and conditions mentioned in the Scheme, placed before this meeting and initialled by the chairman for the purpose of identification."

"RESOLVED FURTHER THAT the draft Scheme and the report as per section 232(2)(c) of the Companies Act, 2013, explaining the effect of the proposed Scheme on each class of shareholders, promoter and non-promoter shareholders, key managerial personnel, depositors, creditors, debenture holders, deposit trustee, debenture trustees, and employees, as placed before the Board and initialled by the chairman for the purpose of identification, be and is hereby considered and approved."

"RESOLVED FURTHER THAT the any of the directors of the Company, Mr. Amrut Tilak Shah be and are hereby severally 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 arrangement embodied in the proposed Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the proposed Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the proposed Scheme, as may deem fit and proper."

Copy of the proposed Scheme, the statement under section 230(3) read with section 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules') along with other annexures, as mentioned in the Index, are annexed to this Notice. Copy of the proposed Scheme and the statement under section 230(3) can also be obtained free of charge at the Registered Office of the Applicant Company 2.

In compliance with the provisions of (i) section 230(4) read with sections 108 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Rules; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Applicant Company 2 has also provided the facility of voting by e-voting system arranged through MUFG Intime India Private Limited / physical voting system at the time of the meeting so as to enable the equity shareholders of the Applicant Company 2, to consider and amend the scheme, if thought fit, by way of the aforesaid resolutions. Accordingly, voting by equity shareholders of the Company to the Scheme / amended scheme shall be carried out through e-voting / physical voting system (at the venue of the meeting).

The equity shareholders may refer to the 'notes' to this notice for further details on the e-voting system and remote e-voting.

It is clarified that the votes cast by means of remote e-voting does not disentitle an equity shareholder as on the cut-off date from attending the meeting. However, the equity shareholders who have casted their votes by remote e-voting will not be eligible to again cast their votes at the time of meeting. It is further clarified that votes may be cast personally or by duly authorized proxy at the venue of meeting, as provided in this notice.

Voting rights of equity shareholders shall be in proportion to their equity shareholding in the Applicant Company 2 as on closure of business hours on 18th June, 2025 ('**Cut-off Date**').

The Scheme, if approved in the aforesaid meeting, will be subject to the final approval of NCLT.

Dated this 14th day of June, 2025

Sd/-

Amrut Tilak Shah
Managing Director
DIN: 00259420

Place: Mumbai

Registered Office:

Plot No. 70, TTC MIDC Industrial Area,
Mahape Village, Navi Mumbai,
Thane 400706

Notes for the meeting of the Equity Shareholders of the Applicant Company 2:

1. Only registered equity shareholders of the Applicant Company 2 are entitled to attend and vote, either in person or by proxy (a proxy need not be an equity shareholder of the Applicant Company 2) or, in the case of a body corporate, through a representative authorized under Section 113 of the Companies Act, 2013, at the meeting of the equity shareholders of the Applicant Company 2. The authorised representative of a body corporate which is a registered equity shareholder may attend and vote at the meeting provided a copy of the resolution of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the meeting of the Equity shareholders of the Applicant Company 2 is either sent to the scrutinizer through e-mail at guptaashwini@gmail.com with a copy marked to praful@hytonetextile.com or deposited at the registered office of the Applicant Company 2 not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Applicant Company 2.
2. As per section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Applicant Company 2 carrying voting rights. Further, a member holding more than 10% of the total share capital of the Applicant Company 2 carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. All alterations made in the form of proxy should be initialed.
4. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company 2, provided that not less than 3 (three) days of notice in writing is given to the Applicant Company 2.
5. The equity shareholders of the Applicant Company 2 whose names appear in the records of the Applicant Company 2 as on the Cut- off date i.e. 18th June, 2025 shall be eligible to attend and vote at the meeting of the equity shareholders of the Applicant Company 2 either in person or by proxies (in cases where members attend the meeting physically) or cast their votes by using e-voting system / physical voting system (at the venue of the meeting) .
6. A Member or his/her Proxy is requested to bring the copy of this notice to the meeting and produce the attendance slip, duly completed and signed, at the entrance of the meeting venue.
7. Registered equity shareholders who hold shares in dematerialized form are requested to bring their Client ID and DPID details for easy identification of the attendance at the meeting.
8. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Applicant Company 2 between 11.00 a.m. to 4.00 p.m. on all days (except Saturdays, Sundays and Public holidays) up to the date of the meeting.
9. In accordance with the provisions of sections 230 to 232 read with and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, the proposed Scheme shall be acted upon only if majority of persons representing three fourth in value of the Equity shareholders of the Applicant Company 2, voting in person or by proxy (in cases where members attend the meeting physically) or remote e-voting agree to the proposed Scheme. Further, as stated by the Hon'ble NCLT vide order passed in C.A (CAA)25(MB)/2025 dated March 6, 2025 to be read with order dated May 30, 2025, Mumbai, the fourth bullet point of Clause 27.1, Part IV of the proposed Scheme does not specify the nature of the instrument to be issued as consideration. Accordingly, the Hon'ble NCLT has directed that suitable changes be made to the proposed Scheme and that the amended Scheme be approved

by the respective Boards of Directors of the Petitioner Companies. In accordance with the provisions of Section 114, read with other applicable provisions of the Companies Act, 2013, the amended Scheme shall be deemed approved by the members through a special resolution if the votes cast in favor of the resolution by entitled members, whether voting in person or by proxy, are at least three times the votes, if any, cast against it by such members.

10. Kindly note that the equity shareholders can opt for only one mode either for remote e-voting or e-voting/physical voting at the time of meeting. If equity shareholders who have cast their votes through remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. However, in case equity shareholder(s) cast their vote both via e-voting / physical voting at the time of meeting and remote e-voting, then voting validly done through remote e-voting shall prevail and voting done through e-voting system / physical voting (at the venue of the meeting) at the time of meeting shall be treated as invalid.
11. The voting period for remote e-voting shall commence on and from 25th July, 2025, Friday at 9.00 am and shall end on 27th July, 2025, Sunday at 5.00 pm. During this period equity shareholders of the Applicant Company 2 holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by Applicant Company 2 for voting on 27th July, 2025 Sunday at 5.00 pm. Once the vote on the resolutions is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
12. Mr. Ashwini Ramakant Gupta, Company Secretary has been appointed by NCLT as the Scrutinizer to conduct the voting at the venue of the meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report and submit the same to the Chairperson of the Meeting or to any other person so authorized by him (in writing), who shall countersign the same. The results of votes cast through remote e-voting process, and e-voting system / physical voting (at the venue of the meeting) will be announced on or before July 28, 2025 at the venue of the meeting Flysky Banquets, Plot No 630/631, T.T.C Industrial Area, Mahape, Near LTI Mindtree, Navi Mumbai – 400710. The results, together with the scrutinizer's reports, will be displayed on the website of the Applicant Company 2 viz. www.hytonetextstyles.com.
13. The quorum of the meeting of the equity shareholders of the Applicant Company 2 shall be 30 (Thirty) equity shareholders of the Company, present in person or through proxy. In case the quorum for the meeting of the Applicant Company 2 is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum, the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the Applicant Company 2 at least 48 hours before the meeting.
14. The Notice convening the meeting will be published through advertisement in 'Business Standard' in the English language and in 'Navshakti' in Marathi, having circulation in the State of Maharashtra stating that the copies of proposed Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Act.
15. The Notice, along with the Explanatory Statement and accompanying documents, are being sent to all the Equity shareholders of Applicant Company 2 as on the Cut-off Date i.e. 16th June, 2025 through electronic mail or registered post to those equity shareholders whose email addresses and registered post addresses are registered with the Company. Voting rights shall be reckoned on the outstanding amount due from Applicant Company 2 as on the Cut-off Date. People who are not Equity shareholders of the Applicant Company 2 on the Cut-off date should treat this notice for information purposes only.

16. Equity shareholders are requested to carefully read all the notes set out herein and in particular, instructions for joining the Meeting and manner of casting their vote through electronic means.

INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE MEETING ARE AS FOLLOWS:

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

Visit URL: <https://www.evoting.nsdl.com>

- a) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- b) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode /

Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

1.

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

- d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.

- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.
 Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.

- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Instructions for Members to attend the meeting through (VC/OAVM) :

Members are entitled to attend the meeting through VC/OAVM provided by RTA, Link Intime Pvt. Ltd., by following the below mentioned process:

- i. Facility for joining the meeting through VC/OAVM shall open 15 minutes before the time scheduled for the meeting and shall be kept open till the expiry of 15 minutes after the scheduled time on first-come-first basis.
- ii. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- iii. Members will be provided with Insta Meet facility wherein they shall register their details and attend the AGM as under:
 - 1. Open the internet browser and open the URL <https://instameet.linkintime.co.in>
 - 2. Select the "Company" and "Event date" and register with your following details:
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.
 - a. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - b. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - c. Members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company/RTA.
 - 3. Click "Go to Meeting": You are now registered for InstaMeet and your attendance is marked for the meeting. (Note: Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting).

Instructions for Members to Vote during the meeting:

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

However, they will not be eligible to vote at the meeting. Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, the Members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Members VC page, click on the link for e-Voting "Cast your vote
- ii. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for
- iii. InstaMEET and click on "Submit".
- iv. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- v. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- vi. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vii. Once you confirm your vote on the resolutions, you will not be allowed to modify or change your vote subsequently.

Instructions for Members to Speak during the meeting:

- i. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before 25th June, 2025, mentioning their name, demat account number/folio number, e-mail ID, mobile number, questions to ask, if any, at: compsec.india@ksb.com
- ii. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.
- iii. Members will get confirmation on first cum first basis. First 10 Speakers registered with the Company will only be allowed to speak at the meeting for a duration upto 3 minutes each.
- iv. Members will receive "speaking serial number" once they mark attendance for the meeting.
- v. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- vi. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- vii. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the meeting.

The Members who do not wish to speak during the meeting but have queries may send their queries in advance on or before 25th June, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at: compsec.india@ksb.com These queries will be replied to by the Company suitably by e-mail. In case shareholders/members have any queries regarding login, they may send an e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175

Helpdesk:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. C.A.(CAA) / 25MB / 2025**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder;

AND

In the matter of Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective shareholders.

Hytone Textstyles Limited,

a Company incorporated under the provisions of
Companies Act, 1956 having its registered office at
Plot no. 70, TTC MIDC industrial area, Mahape village,
Navi Mumbai, Thane 400706,

}
}
}
}
}

**... Applicant Company 2 /
Transferee Company /
Demerged Company**

EXPLANATORY STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH SECTION 102 OF THE COMPANIES ACT, 2013; AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATION) RULES, 2016 FOR THE MEETING OF EQUITY SHAREHOLDERS OF HYTONE TEXTSTYLES LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

1. Pursuant to the Order dated March 6, 2025 to be read with order dated May 30, 2025 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench I (hereinafter referred to as "NCLT"), in the Company Application No. C.A.(CAA) / 25MB / 2025 (hereinafter referred to as the "NCLT Orders"), enclosed as **Annexure 8**, meeting of the Equity shareholders of Hytone Textstyles Limited ('HTL' or 'the Transferee Company' or 'the Demerged Company' or 'the Applicant Company 2') is being held at Flysky Banquets, Plot No 630/631, T.T.C Industrial Area, Mahape, Near LTI Mindtree, Navi Mumbai – 400710 on 26th July, 2025, Saturday at 3:00 p.m. Indian Standard Time, for the purpose of considering, and if thought fit, approving, with or without modification(s), Composite Scheme of Arrangement between Anant Synthetics Private Limited ('ASPL' or 'Transferor Company' or 'the Applicant Company 1') and Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company' or 'the Applicant Company 2') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company' or 'Applicant Company 3') and their respective shareholders as amended pursuant to observation of NCLT vide order dated 6th March 2025 ('Scheme'), under sections 230 and 232 read with section 66 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
2. The Transferor company and the Transferee / Demerged Company and Resulting Company are together referred to as the "Companies" or "Parties", as the context may admit. A copy of the proposed Scheme, which has been, inter-alia approved by the Board of Directors of the Transferor company and the Transferee / Demerged Company and Resulting Company at their respective meetings, is enclosed as **Annexure 4**.
3. In terms of the Orders, the quorum for the said meeting shall be 30 (Thirty). Further NCLT has appointed Mr. L.N. Gupta, IRS (Retd.) Former Member NCLT, as the Chairman and Mr. Ashwini Ramakant Gupta, Company Secretary, COP 18163, as the Scrutinizer of the meeting of the Applicant Company 2.

4. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 (the Act') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. As stated earlier, as per the directions of NCLT by its Orders, meeting of the Equity shareholders of the Applicant Company 2 shall be convened and held at Flysky Banquets, Plot No 630/631, T.T.C Industrial Area, Mahape, Near LTI Mindtree, Navi Mumbai – 400710 on 26th July, 2025, Saturday at 3:00 pm, either in person or through /Video Conference (VC) / Other Audio Video Means (OAVM), for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the proposed Scheme. Equity shareholders would be entitled to vote in the said meeting through e-voting system / physical voting system (at the venue of meeting). Equity shareholders would be entitled to vote in the said meeting either in person or through proxy. In addition, the Applicant Company 2 is seeking the approval of its equity shareholders to the proposed Scheme by way of voting through remote e-voting. The Scrutinizer appointed for conducting remote e-voting process will submit his report to the Chairman of the Applicant Company 2 or to the person so authorised by him after completion of the scrutiny of the remote e-voting submitted/cast by the Equity shareholders so as to announce the results of remote e-voting.
6. In accordance with the provisions of Sections 230 – 232 of the Act, the proposed Scheme shall be acted upon only if a majority in number representing three fourths in value of the Equity shareholders, of the Applicant Company 2, voting through remote e-voting and through e-voting / physical voting (at the venue of meeting) at the time venue of meeting agree to the proposed Scheme.

7. Background of the Companies:

A. Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company')

- i) HTL was originally incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the state of Maharashtra on the 11th day of January 1989 under the name and style of 'Hytone Synthetics Private Limited'. Subsequently, on the 27th day of May 1992, HTL got converted from a private limited company to a public limited company, and consequently its name got changed to 'Hytone Synthetics Limited'. On 18th day of November 1999, its name was again changed to its current name 'Hytone Textsyles Limited'. Its Corporate Identification Number is U17120MH1989PLC050330.
- ii) The registered office of the Transferee Company is situated at Plot no. 70, TTC MIDC industrial area, Mahape village, Navi Mumbai, Thane, Maharashtra 400706. There is no change in the registered office of the Transferee Company in the last five years.
- iii) The email-id of the Transferee Company is praful@hytonetextile.com.
- iv) The Permanent Account Number of HTL is AAACH2033B.
- v) The main objects of Transferee Company as set out in the Memorandum of Association are as under:

To carry on the business of, manufacturers, spinners, weavers, twistors, doublers, texturizers, processors, sanforisers, mercerisers, knitters, dyers, colourers, printers, bleachers, water proofers, ginners, combers, winders, blenders, packers, balers, dealers, importers, exporters of all types of cotton, wool, wilk, art silk, nylon, polyester, rayon, flex, hemp, linen, jute, shoddy or any combination thereof or other natural or synthetic fibres, fabrics, garments, fibrous materials, textiles and textile goods and to undertake and carry on the business of leasing/ Renting of immovable properties and/or Furniture's, Fixtures, which is owned or acquired on lease/ rent of all kinds and description and right title and interest

therein required for commercial, industrial or business use or any other purpose.

- vi) There is no change in the Object Clause in the last five years.
- vii) The Transferee Company is engaged in the business of renting properties. It currently carries on the business of renting properties at two locations viz. Kopar Khairane, Navi Mumbai, and Mahape, Navi Mumbai.
- viii) The authorised, issued, subscribed and paid-up share capital of Transferee Company as on 31st March, 2024 is as under:

Particulars	Amount (INR)
<u>Authorised Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
1,50,000 1% Non-Cumulative Redeemable Preference Shares (Series-I) of INR 100 each	1,50,00,000
7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	7,20,00,000
Total	14,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
6,85,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	6,85,00,000
Total	12,15,00,000

The share capital of the Transferee Company as on the date of approval of the proposed Scheme by its Board of Directors is as under:

Particulars	Amount (INR)
<u>Authorised Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
1,50,000 1% Non-Cumulative Redeemable Preference Shares (Series-I) of INR 100 each	1,50,00,000
7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	7,20,00,000
Total	14,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
3,69,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	3,69,00,000
Total	8,99,00,000

- ix) The equity shares of Transferee Company were listed on BSE Limited; however, the equity shares were compulsorily delisted from BSE Limited with effect from June 20, 2023, in accordance with the Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2021 ('Delisting Regulations') and BSE Order dated June 16, 2023 ('BSE Order'). The promoters of HTL have provided an exit offer to the public shareholders, post compulsory delisting, for purchasing their shares in accordance with the BSE Order and the Delisting Regulations (Exit Offer'). The Exit Offer, given suo-moto by the promoters, to the public shareholders of Transferee Company, started from August 16, 2023 and ended on August 30, 2023, with an extension of one year from the closing of the Exit Offer i.e. up to August 30, 2024. The public shareholders hold approximately 26.21% of the equity share capital of Transferee Company as on the date of approval of this proposed Scheme by the board of directors .
- x) The proposed Scheme is approved by the Board of Directors during the board meeting held on November 11, 2024. All directors present in the board meeting, Mr. Amrut Tilak Shah, Mr.

Kaushik Morarji Chheda, Mr. Satish Khimji Gala and Mr. Kalpana Praful Dedhia voted in favor of the proposed Scheme. Report adopted by the directors of Hytone Textstyles Limited on November 11, 2024, explaining effect of the proposed Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, laying out in particular the share exchange ratio, if any are annexed herewith as **Annexure 5**. Later, based on NCLT's observations in its order dated March 6, 2025, the proposed Scheme was amended and approved by the Board of Directors in the meeting held on June 14, 2025.

B. Anant Synthetics Private Limited ('ASPL' or 'Transferor Company')

- i) ASPL was incorporated as a public limited company under the erstwhile provisions of the Companies Act, 1956 in the State of Maharashtra on the 12th day of October 1989 under the name and style of 'Anant Synthetics Limited'. Subsequently, on the 21st day of October 1994, ASPL got converted from a public limited company to a private limited company, and consequently its name got changed to 'Anant Synthetics Private Limited'. Its Corporate Identification Number is U17100MH1989PTC053858.
- ii) The registered office of the Transferor Company is situated at C/702, Anant Regency, 46, M. M. Malaviya Road, Opp. Telephone Exchange, Mulund West, Mumbai 400080. There is no change in the registered office of the Transferee Company in the last five years.
- iii) The email id of Transferor Company is vijaysagvekar1979@gmail.com.
- iv) The Permanent Account Number of ASPL is AAACA4268R.
- v) The main objects of ASPL as set out in the Memorandum of Association are as under:
To carry on the business, manufacturers, spinners, weavers, twistors, doublers, texturizers, processors, sanforisers, mercerisers, knitters, dyers, colours, printers, bleachers, water proofers, ginners, combers, winders, blenders, packers, balers, dealers, importers, exporters of all types of cotton, wool, wilk, art silk, nylon, polyester, rayon, flex, hemp, linen, jute, shoddy or any combination thereof or other natural or synthetic fibres, fabrics, garments, fibrous materials, textiles and textile goods. To acquire and take over as a going concern, the partnership firm at Bombay under the name Style of M/s. Anil Textiles and all or any of the assets including Machinery, Furniture and Fixtures, Tools & Spares etc. and liabilities of that firm on such terms and conditions as may be mutually agreed upon.
- vi) There is no change in the Object Clause in the last five years.
- vii) The Transferor Company was incorporated with the objective of carrying on the business of trading fabrics.
- viii) The authorised, issued, subscribed and paid-up share capital of ASPL as on 31st March 2024 is as under:

Particulars	Amount in INR
<u>Authorised Capital</u>	
85,75,000 Equity Shares of INR 10 each	8,57,50,000
85,500 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	85,50,000
Total	9,43,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
77,36,900 Equity Shares of INR 10 each	7,73,69,000
40,000 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	40,00,000
Total	8,13,69,000

Subsequent to 31st March 2024 and till the date of approval of the proposed Scheme by the Board of Directors of the Transferor Company, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company.

- viii) The proposed Scheme is approved by the Board of Directors during the board meeting held on November 11, 2024. All directors present in the board meeting, Mr. Amrut Tilak Shah, Mr. Kaushik Morarji Chheda, Mr. Satish Khimji Gala and Mr. Praful Keshavji Dedhia voted in favor of the proposed Scheme. Report adopted by the directors of Hytone Textstyles Limited on November 11, 2024, explaining effect of the proposed Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, laying out in particular the share exchange ratio, if any are annexed herewith as **Annexure 5**. Later, based on NCLT's observations in its order dated March 6, 2025, the proposed Scheme was amended and approved by the Board of Directors in the meeting held on June 14, 2025.

C) SADGURU GRUH NIRMAN PRIVATE LIMITED ('SGNPL' or 'Resulting Company')

- i) SGNPL was incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the State of Maharashtra on the 21st day of May 2012 under the name and style of 'Sadguru Gruh Nirman Private Limited'. Its Corporate Identification Number is U45400MH2012PTC231307.
- ii) The registered office is situated at Plot No 70, TTC, MIDC Industrial Area Mahape, Navi Mumbai, Thane, Maharashtra 400710. There is no change in the registered office of the Transferee Company in the last five years.
- iii) The email id of SGNPL is vijaysagvekar1979@gmail.com
- iv) The Permanent Account Number of SGNPL is AARCS6266J.
- v) The main objects of SGNPL as set out in the Memorandum of Association are as under:
To carry on the business as builders and contractors, land developers, dealers in estates, land and property estate agents and to carry out either alone or jointly with any other company or firms or persons or other bodies, erections and constructions of houses, flats, garages, shops, buildings, civil works, drainage and sewage works, roads, bridge, water supply works, plumbing and sanitary work, water purification, canals, tanks, reservoirs, dams, foundations, tunnels, wells, piles, docks, harbours, piers, jetties, wharves, hydro electric works, warehouses, factories, prestressed and cement concrete works, reinforced cement concrete works, grouting, rock cutting, reclamations, cement gunting, water proofing works, painting, decorating, furnishing, repairing and maintaining of structures, buildings, transport works.
- ix) There is no change in the Object Clause in the last five years.
- vi) The Resulting Company is incorporated with the objective of engaging in the business of building and development of real estate properties as well as leasing/ renting of properties. The Resulting Company is also a wholly owned subsidiary of the Transferee Company.
- vii) The authorised, issued, subscribed and paid-up share capital of SGNPL as on 31st March 2024 is as under:

Particulars	Amount (INR)
<u>Authorised Capital</u>	
10,000 Equity Shares of INR 10 each	100,000
Total	100,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of INR 10 each	100,000
Total	100,000

Subsequent to 31st March 2024 and till the date of approval of the proposed Scheme by the Board of Directors of the Resulting Company, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Resulting Company. As on the date of approval of this proposed Scheme by the Board of Directors, the Resulting Company is a wholly owned subsidiary of the Transferee Company/ Demerged Company.

- viii) The proposed Scheme is approved by the Board of Directors during the board meeting held on November 11, 2024. All directors present in the board meeting, Mr. Amrut Tilak Shah, Mr. Kaushik Morarji Chheda, Mr. Satish Khimji Gala and Mr. Praful Keshavji Dedhia voted in favor of the proposed Scheme. Report adopted by the directors of Hytone Textstyles Limited on November 11, 2024, explaining effect of the proposed Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, laying out in particular the share exchange ratio, if any are annexed herewith as **Annexure 5**. Later, based on NCLT's observations in its order dated March 6, 2025, the proposed Scheme was amended and approved by the Board of Directors in the meeting held on June 14, 2025.
8. **Relationship between the Companies involved in the proposed Scheme:**
Hytone Textstyles Limited ("HTL" or the "Transferee Company" or the "Demerged Company") is a subsidiary of Anant Synthetics Private Limited ("ASPL" or the "Transferor Company"). Sadguru Gruh Nirman Private Limited ("SGNPL" or the "Resulting Company") is a wholly owned subsidiary of Hytone Textstyles Limited.
9. **Rationale/Benefits of the Scheme:**
- a) **Capital Reduction by HTL**
- The equity shares of HTL have been compulsorily delisted from BSE Limited with effect from 20th day June 2023 vide BSE Order.
 - As on the date of approval of the Scheme by the board of directors vide resolution dated 11th November 2024, HTL has 6,423 public shareholders, holding 26.21% in the equity share capital of HTL.
 - The Exit Offer closed on 30th day of August 2024, and the Public Shareholders no longer have tradability and liquidity for HTL equity shares. Hence, the capital reduction of equity shares held by the Public Shareholders of HTL will provide an exit mechanism and liquidity to all the Public Shareholders of HTL.
- b) **Merger of ASPL with HTL**
- ASPL is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through ASPL. Accordingly, the merger of ASPL with HTL will result in the following benefits:
 - Direct participation of the promoters in the business of HTL.
 - Simplification and streamlining of shareholding structure of HTL by elimination and reduction of shareholding tiers.
 - Greater transparency to the shareholders and a reduction of overhead / administrative costs.

c) **Separation of industrial property renting business at Kopar Khairane, Navi Mumbai, of HTL, by way of demerger, into SGNPL**

- HTL currently is engaged in the business of renting industrial properties at Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The demerger is proposed to segregate the industrial property renting business at Kopar Khairane. Accordingly, the proposed demerger will result in the following benefits:
- The nature of risk and competition involved in the industrial property renting business at each of the locations is distinct from the other. In order to lend greater focus to the operations of each of the businesses, HTL proposes to segregate, by way of a demerger, its industrial property renting business at Kopar Khairane, Navi Mumbai, to SGNPL.
- The proposed segregation will allow a focused strategy in operations of the business at each of the locations, which would be in the best interest of all the stakeholders.
- Segregation of the businesses will unlock the true potential of each business, which will allow more focused strategy, management bandwidth and attention to execute each business segment's respective vision.
- Provide higher degree of flexibility to evaluate independent business opportunities as well as attract the right set of strategic and financial investors, lenders and other stakeholders. This will also help each business in its independent fund requirements.

10. **Salient features of the Scheme:**

- i. The Composite Scheme of Arrangement between Hytone Textstyles Limited and Anant Synthetics Private Limited and Sadguru Gruh Nirman Private Limited and their respective shareholders as amended pursuant to observation of NCLT vide order dated 6th March 2025 ('Scheme'), under sections 230 and 232 read with section 66 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- ii. The Scheme provides for Reduction of equity share capital of Hytone Textstyles Limited held by Public Shareholders, Amalgamation of Anant Synthetics Private Limited with Hytone Textstyles Limited; Demerger of Demerged Undertaking from Hytone Textstyles Limited to Sadguru Gruh Nirman Private Limited; and various other matters consequential or otherwise integrally connected herewith.
 - The "Appointed Date" of the Scheme (for Amalgamation of Anant Synthetics Private Limited with Hytone Textstyles Limited AND Demerger of Demerged Undertaking from Hytone Textstyles Limited to Sadguru Gruh Nirman Private Limited) is 1st day of April 2024, or such other date as may be decided by the NCLT
 - The Scheme, as may be approved or imposed or directed by the Tribunal shall become effective from the last of the dates on which all the following conditions and matters occur or have been fulfilled, obtained or waived, as applicable:
 - The Scheme being approved by the requisite majority of respective shareholders and creditors (wherever applicable) of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company, as may be directed by the NCLT;
 - The sanction of this Scheme by NCL T under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act in favor of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company being obtained;
 - The certified copy of orders of NCLT sanctioning the Scheme being filed with Registrar of Companies by Transferor Company, Transferee Company / Demerged Company and the Resulting Company.

- "Record Date" under the part II of the Scheme shall be the effective date of the scheme. The "Record Date" under the part III and part IV of the Scheme means the date to be fixed by the Board of Directors of the Transferee Company / Demerged Company or Resulting Company for the purpose of determining the shareholders of the Transferee Company / Demerged Company to whom shares will be issued and allotted pursuant to the scheme.

11. Summary of Valuation Report

- i. The Valuation Report has been obtained from Vishal R. Laheri, Registered Valuer (SFA) ("Valuer"/ "Independent Valuer") (IBBI Registration No. IBBI/RV / 05/2019 /11283). For the purpose of capital reduction, the valuer has adopted the Adjusted Net Asset Value (NAV) method for the valuation exercise. Based on this approach, the fair value of the equity shares of the Transferee/Demerged Company, as of the valuation date, has been determined to be INR 66.79 per share, considering the financials as of March 31, 2024.
The consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share.

- ii. In the case of the merger of the Transferor Company into the Transferee Company, the fair value per share of the Transferor Company has adopted Adjusted Net Asset Value (NAV) method, from which it has been determined as INR 22.34, while the fair value of the Zero% Optionally Convertible Redeemable Preference Shares of the Transferee Company is INR 94.37.

The Transferee Company shall issue and allot Zero % Optionally Convertible Redeemable Preference Shares to the equity shareholders of the Transferor Company, whose names appear in the register of members of the Demerged Company on the Record Date in the following manner:

"237 (two hundred and thirty-seven) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares ("OCRPS") of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 10 each held in Transferor Company"

Redeemable Preference shares of the Transferee Company shall be issued and allotted to the preference shareholders of the Transferor Company on the same terms and conditions that were applicable to the Redeemable Preference shareholders in the Transferor Company, in the following manner

1 (One) fully paid up 4% redeemable preference shares (RPS) of INR 100/- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 100/- (Indian Rupees One Hundred only) each held in the Transferor Company.'

- iii. In the case of the demerger, owing to mirror shareholding, the rights of the shareholders of both the companies does not in any way gets altered upon the transfer and vesting of Demerged Undertaking from Transferee Company / Demerged Company into Resulting Company. Therefore, any share exchange ratio will be fair. The management has proposed to issue consideration for demerger by way of issue of 18 equity share of INR 10/- each of the Resulting Company for every 100 equity shares of INR 10/- each held in the Demerged Company and 18 Redeemable Preference Share of INR 100/- each of the Resulting Company for every 100 Redeemable Preference Shares of INR 100/- each held in the Demerged Company (this ratio is for each class of redeemable preference shares held in Demerged Company) whose names appear in the register of members of the Demerged Company on the Record Date in the following manner:

"18 (Eighteen) fully paid up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the

Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 10/- (Indian Rupees Ten only) each held in the Demerged Company”

“18 (Eighteen) fully paid up Zero % Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

“18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

“18 (Eighteen) fully paid up 4% Non-Cumulative Redeemable Preference share(‘RPS’) of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 4% Non-Cumulative Redeemable Preference share (‘RPS’) of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

- iv. The valuation report is available for inspection at the Registered office of the Transferee Company.
- v. A copy of the Valuation Report is enclosed to this notice as **Annexure 2**.

12. Summary of Fairness Opinion

- i) The Fairness Opinion has been obtained from Navigant Corporate Advisors Limited, a SEBI-registered Category I Merchant Banker (SEBI Registration No. INM000012243) which states that the rationale for Share Exchange Ratios and consideration paid pursuant to capital reduction as explained above, will be issued as assumed by Valuer is justified. In their opinion that the valuer has appropriately justified the fair value of the companies, covering all relevant aspects of the valuation. Furthermore, they believe that, as of the date hereof, the share exchange ratios for the merger and demerger, as determined by the valuer in their valuation exercise and outlined in the report, are fair.
- ii) A copy of the Fairness Opinion is enclosed to this notice as **Annexure 3**.

13. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme:

- i. In compliance with the requirement of section 230(5) of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, a notice in the prescribed form and seeking approvals, sanctions or no-objections shall be served to the concerned regulatory and government authorities for the purpose of the proposed Scheme, as directed by the Hon’ble Tribunal.
- ii. All the Applicant Companies would obtain such necessary approvals/sanctions/no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, if so required.

14. Amounts due to Secured Creditors as on July 31, 2024

There are no secured creditors in all the Applicant Companies as on July 31,2024

15. Amounts due to Unsecured Creditors as on July 31, 2024

Particulars of amounts due to Unsecured Creditors from the Applicant Companies involved in

the Scheme as at 31st July 2024 are detailed herein:

Name of the Company	Unsecured Creditors
Hytone Textstyles Limited	INR 1,55,42,225
Anant Synthetics Private Limited	INR 4,99,750
Sadguru Gruh Nirman Private Limited	INR 14,06,461

16. Effect of the Scheme on various parties:

Effect of the arrangement on:	
a) Key managerial personnel;	No Effect
b) Directors;	No Effect
c) Promoters;	No Effect
d) Non-promoter members;	No Effect
e) Creditors;	No Effect
f) Employees	No Effect
g) Debenture holders;	Not applicable
h) Debenture trustee;	Not applicable

17. No investigation or proceedings under the Companies Act, 1956 and /or Companies Act, 2013 have been instituted or are pending in relation to the Transferor Company and the Transferee Company or Resulting Company.

18. There are no winding up proceedings pending against the Transferor Company and the Transferee Company and the Resulting Company as of date.

19. Taxation

As per the provisions of Section 2(22)(d) of the Income-tax Act, 1961, the proposed reduction may be considered as a deemed dividend to the extent of the accumulated profits as on the effective date. Furthermore, as per Section 45 of the Income-tax Act, 1961, any consideration received by public shareholders over and above the deemed dividend and the cost of acquisition may be subject to capital gains tax.

Payment to resident shareholders - In case of payment made to resident shareholders pursuant to capital reduction, provisions of tax deduction at source u/s 194 of the Income tax Act, 1961 are applicable to deemed dividend and the Hytone will be liable deduct tax @10% on payment exceeding INR 5,000 on capital reduction deemed as dividend.

Payment to non-resident shareholders - In case of payment made to non-resident shareholders pursuant to capital reduction, provisions of tax deduction at source u/s 195 read with section 115A (to the extent payment is deemed as dividend u/s 2(22)(d) of the Income tax Act, 1961) and 112 (to the extent payment is in nature of capital gains u/s 45 of the Income tax Act, 1961) of the Income tax Act, 1961 are applicable whole of the amount paid and the Hytone will be liable deduct tax at applicable rates on such payment made.

The exact tax implications will depend on individual shareholder circumstances and applicable tax laws.

20. Payment to non-resident public shareholders

To the extent consideration pursuant to capital reduction is payable to the Public Shareholders who are non-residents, the Company shall comply with the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder and may seek any information from such

Non-resident Public Shareholders as on the Record Date to comply with the said provisions. If the payment to any Non-resident Public Shareholder pursuant to the Scheme is subject to approval of a governmental authority, and such approval has not been obtained after satisfaction of all the conditions to this Scheme, the payment shall be made only after the relevant approval is obtained.

21. Following documents will be available for obtaining extract from or for making or obtaining copies of or inspection by the members of the Applicant Company 2 at its registered office between 11:00 a.m. to 4:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting namely:
 - a. Latest Audited Financial Statements of the Transferee Company, Transferor Company and the Resulting Company including Consolidated Financial Statements as on 31st March 2024;
 - b. Unaudited Financial Statements of Transferor Company, Transferee Company and Resulting Company as on 31st July 2024;
 - c. Copy of Memorandum of Association and Articles of Association of Transferor Company Transferee Company and Resulting Company;
 - d. Copy of the order(s) of Tribunal dated March 6, 2025 to be read with order dated May 30, 2025 in pursuance of which the meeting is to be convened or has been dispensed with;
 - e. Copy of the Scheme;
 - f. Contracts or Agreements material to the Scheme– *There are no contracts or agreements material to the Scheme*;
 - g. Certificate issued by the Auditor of the Transferee Company and the Resulting Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013;
 - h. Copies of the resolutions passed by the respective Board of Directors of the Transferor Company; Transferee Company and Resulting Company;
 - i. Report adopted by the Board of Directors of Transferor Company, Transferee Company and Resulting Company at its meeting held on 11th November 2024 pursuant to the provisions of section 232(2)(c) of the Companies Act, 2013;
 - j. Valuation Report on recommendation of fair value to be paid on capital reduction, dated 11th November 2024 issued by Vishal R. Laheri, Registered valuer;
 - k. Fairness opinion dated 11th November 2024 issued by Navigant Corporate Advisors Ltd, independent SEBI Registered Category-I Merchant Banker on the valuation report which is issued by Vishal R Laheri, Registered Valuer having IBBI registration no. IBBI/RV/05/2019/11283;
 - l. Such other information or documents as the Board or the management believes necessary and relevant for making decision for or against the Scheme.

This statement may be treated as an Explanatory Statement under sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and section 102 and other applicable provisions of the Companies Act, 2013. A copy of the Scheme or Explanatory Statement may be obtained from the Registered Office of the Applicant Company.

Dated this 14th day of June, 2025

Place: Mumbai

Registered Office:

Plot no. 70, TTC MIDC industrial area,
Mahape Village, Navi Mumbai,
Thane- 400706.

**COMPOSITE SCHEME OF ARRANGEMENT
BETWEEN
HYTONE TEXTSTYLES LIMITED
(‘TRANSFEREE COMPANY’ OR ‘DEMERGED COMPANY’)
AND
ANANT SYNTHETICS PRIVATE LIMITED
(‘TRANSFEROR COMPANY’)
AND
SADGURU GRUH NIRMAN PRIVATE LIMITED
(‘RESULTING COMPANY’)
AND
THEIR RESPECTIVE SHAREHOLDERS**



**UNDER SECTIONS 230 TO 232 READ WITH SECTION 66 AND OTHER APPLICABLE PROVISIONS OF
THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER**

A. PREAMBLE

This Composite Scheme of Arrangement is presented under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder for:

- a) Reduction of equity share capital of Hytone Textstyles Limited (defined hereinafter) held by Public Shareholders (defined hereinafter);
- b) Amalgamation of Anant Synthetics Private Limited (defined hereinafter) with Hytone Textstyles Limited;
- c) Demerger of Demerged Undertaking (defined hereinafter) from Hytone Textstyles Limited to Sadguru Gruh Nirman Private Limited (defined hereinafter); and
- d) Various other matters consequential or otherwise integrally connected herewith.

B. DESCRIPTION OF COMPANIES

a) HYTONE TEXTSTYLES LIMITED (‘HTL’ or ‘Transferee Company’ or ‘Demerged Company’)

HTL was originally incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the state of Maharashtra on the 11th day of January 1989 under the name and style of ‘Hytone Synthetics Private Limited’ (Registration Number: 11-50330). Subsequently, on the 27th day of May 1992, HTL got converted from a private limited company to a public limited company, and consequently its name got changed to ‘Hytone Synthetics Limited’. On 18th day of November 1999, its name was again changed to its current name ‘Hytone Textstyles Limited’. Its Corporate Identification Number is U17120MH1989PLC050330. Its registered office is situated at Plot no. 70, TTC MIDC industrial area, Mahape village, Navi Mumbai, Thane, Maharashtra 400706. HTL is engaged in the business of renting of properties. It currently carries on the business of renting properties at two locations viz. Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The equity shares of HTL were listed on BSE Limited, however, the equity shares were compulsorily delisted from BSE Limited with effect from 20th June, 2023, in accordance with the Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2021 (‘Delisting Regulations’) and BSE Order dated 16th June 2023 (‘BSE Order’). The promoters of HTL have provided an exit offer to the public shareholders, post compulsory delisting, for purchasing their shares in accordance with the BSE Order and the Delisting Regulations (‘Exit Offer’). The Exit Offer, given suo-moto by the promoters, to the public shareholders of HTL, started from 16th August 2023 and ended on 30th August 2023, with an extension of one year from the closing of the Exit Offer i.e. up to 30th August 2024. The public shareholders hold approximately 26.21% of the equity share capital of HTL as on the date of approval of this Scheme by the board of directors.



a) **ANANT SYNTHETICS PRIVATE LIMITED ('ASPL' or 'Transferor Company')**

Anant was incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the State of Maharashtra on the 12th day of October 1989 under the name and style of 'Anant Synthetics Private Limited'. It was converted into closely held public limited company and its name got changed to Anant Synthetics Limited. Subsequently, it was re-converted into private limited company on 21st day of October 1994, and consequently its name got changed to Anant Synthetics Pvt. Ltd. Its Corporate Identification Number is U17100MH1989PTC053858. Its registered office is situated at 46, Ananta Regency, M. M. Malaviya Road, Opp. Telephone Exchange, Mulund West, Mumbai 400080.

b) **SADGURU GRUH NIRMAN PRIVATE LIMITED ('SGNPL' or 'Resulting Company')**

SGNPL was incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the State of Maharashtra on the 21st day of May 2012 under the name and style of 'Sadguru Gruh Nirman Private Limited'. Its Corporate Identification Number is U45400MH2012PTC231307. Its registered office is situated at Plot No 70, TTC, MIDC Industrial Area Mahape, Navi Mumbai, Thane, Maharashtra 400710. SGNPL is incorporated with the objective of engaging in the business of building and development of real estate properties as well as leasing/ renting of properties. SGNPL is a wholly owned subsidiary of HTL.

A. RATIONALE OF THE SCHEME

a) **Capital Reduction by HTL**

- The equity shares of HTL have been compulsorily delisted from BSE Limited with effect from 20th day June 2023 vide BSE Order.
- As on the date of approval of the Scheme by the board of directors, HTL has 6,423 public shareholders, holding 26.21% in the equity share capital of HTL.
- The Exit Offer closed on 30th day of August 2024, and the Public Shareholders no longer have tradability and liquidity for HTL equity shares. Hence, the capital reduction of equity shares held by the Public Shareholders of HTL will provide an exit mechanism and liquidity to all the Public Shareholders of HTL.

b) **Merger of ASPL with HTL**

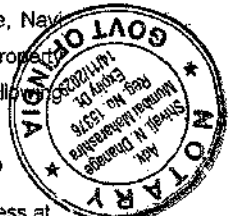
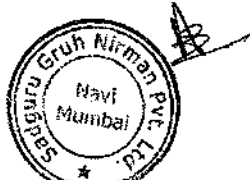
ASPL is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through ASPL. Accordingly, the merger of ASPL with HTL will result in the following benefits:

- Direct participation of the promoters in the business of HTL.
- Simplification and streamlining of shareholding structure of HTL by elimination and reduction of shareholding tiers.
- Greater transparency to the shareholders and a reduction of overhead / administrative costs.

c) **Separation of industrial property renting business at Kopar Khairane, Navi Mumbai, of HTL, by way of demerger, into SGNPL**

HTL currently is engaged in the business of renting industrial properties at Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The demerger is proposed to segregate the industrial property renting business at Kopar Khairane. Accordingly, the proposed demerger will result in the following benefits:

The nature of risk and competition involved in the industrial property renting business at each of the locations is distinct from the other. In order to lend greater focus to the operations of each of the businesses, HTL proposes to segregate, by way of a demerger, its industrial property renting business at Kopar Khairane, Navi Mumbai, to the Resulting Company.

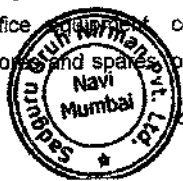


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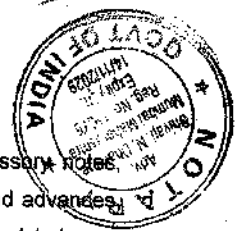


1. DEFINITIONS

- 1.1. **"Act" or "the Act"** means the Companies Act, 2013, and ordinances, rules and regulations made thereunder, and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force.
- 1.2. **"Applicable Law"** means any applicable statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any appropriate authority including any statutory modification or re-enactment thereof for the time being in force.
- 1.3. **"Appointed Date"** means the 1st day of April 2024, or such other date as may be approved by the NCLT (defined below) for Part III and Part IV of this Scheme.
- 1.4. **"ASPL" or "Transferor Company"** means 'Anant Synthetics Private Limited', a company incorporated as a private limited company under the Companies Act, 1956 with Corporate Identification Number U17100MH1989PTC053858, and having its registered office at C/702, Anant Regency, 46, M.M. Malaviya Road, Opp. Telephone Exchange, Mulund West, Mumbai – 400080, Maharashtra, India.
- 1.5. **"Board of Directors" or "Board"** means the Board of Directors of the Transferor Company, Transferee Company / Demerged Company and Resulting Company, as the case may be, and shall include any committee or sub-committee or any person(s) appointed and authorized by the respective Board of Directors for the purposes of matters pertaining to this Scheme or any other matter relating thereto.
- 1.6. **"Demerged Undertaking"** shall mean all assets and liabilities pertaining to the industrial property renting business at Kopar Khairane, Navi Mumbai, of the Demerged Company, on a going concern basis, and specifically including the following:
 - i. All assets and properties, whether movable or immovable, tangible or intangible, whether corporeal or incorporeal, leasehold or otherwise, plant and machinery, capital work in progress, sundry debtors, inventories, investments, cash and bank balances, shares, securities, bills of exchange, other fixed assets, loans, inventory and work in progress wherever situated pertaining to the industrial property renting business at Kopar Khairane, Navi Mumbai;
 - ii. Loans, inter-corporate deposits, and advances, including capital advances, pertaining to the industrial property renting business at Kopar Khairane, Navi Mumbai;
 - iii. Assets, other than those referred to in sub-clause (i) and sub-clause (ii), being general in nature, if any, allocated to the industrial property renting business at Kopar Khairane, Navi Mumbai, in the manner as may be decided by the Board of Directors of the Demerged Company;
 - iv. Without prejudice to the generality of the above, the Demerged Undertaking shall include in particular:
 - a. Immovable property and rights thereto pertaining to the industrial property renting business at Kopar Khairane, Navi Mumbai i.e. land together with buildings and structures standing thereon, whether freehold / owned, leasehold, leave and licensed, right of way, tenancies or otherwise, and whether recorded in the books of accounts or not, all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, title and interest, benefits and interests of rental agreements for lease or license (including approvals from Maharashtra Industrial Development Corporation) or other rights to use of industrial premises, in connection with the said immovable properties pertaining to the industrial property renting business at Kopar Khairane, Navi Mumbai;
 - b. All assets, as are moveable in nature, whether present or future, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installation, inventories, stock in trade, stores and spares, packing material, raw material, receivable claims,

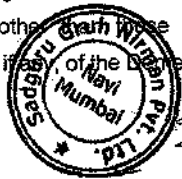


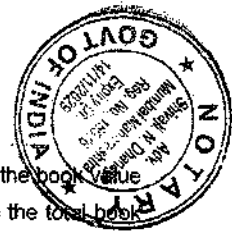
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earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities / branches, outstanding loans and advances, recoverable in cash or kind or for value to be received, receivables, funds, cash and bank balances and deposits (including but not limited to deposits with 'Maharashtra Industrial Development Corporation' and 'Maharashtra State Electricity Board') including accrued interest thereto with government, semi-government, local and other appropriate authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets and credits, including but not limited to service tax input credits, CENVAT credits, value added / sales tax / entry tax credits, input tax credits under Goods and Service Tax ('GST') regime, or set-offs, advance tax, tax deducted at source, MAT credits, right to carry forward and set-off accumulated losses and unabsorbed depreciation, if any, and other taxes and tax refunds in connection with or relating to the industrial property renting business at Kopar Khairane, Navi Mumbai;

- c. all quotas, rights and licenses, assignments and grants thereof, all permits, permissions, registrations, rights under any agreement, contracts, government contracts, applications, memorandum of understanding, letters of intent, tender (including open tender), or any other contracts, approvals, regulatory approvals, consents, entitlements, industrial and other licenses, municipal permissions, cash balances, bank balances, bank accounts, privileges, benefit of any deposits, financial assets, corporate guarantees, bank guarantees, or any other instruments of similar nature issued to/in favour of the Demerged Company in relation to the industrial property renting business at Kopar Khairane, Navi Mumbai, privileges, all other claims, rights, benefits and licenses, powers and facilities of every kind, nature and description whatsoever, rights to use and avail utilities, water and other services, provisions, funds, tenancies in relation to the office and / or residential properties for the employees, offices, investments and / or interest (whether vested, contingent or otherwise) in relation to the activities undertaken for the industrial property renting business at Kopar Khairane, Navi Mumbai, either solely or jointly with other parties, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the industrial property renting business at Kopar Khairane, Navi Mumbai;
- d. all books, records, files, papers, computer programs, manuals, data, catalogues, quotations, backup and other data and records, whether physical or electronic form, directly or indirectly in connection with or relating to the industrial property renting business at Kopar Khairane, Navi Mumbai;
- e. all contracts, agreements, understanding in connection with or pertaining to or relatable to the industrial property renting business at Kopar Khairane, Navi Mumbai; and
- f. all employees of the Demerged Company employed in and / or relatable to the property renting business at Kopar Khairane, Navi Mumbai.
- v. All present and future liabilities, contingent liabilities (including corporate guarantees, letter of comfort or any other similar non-fund based facilities) arising out of the activities or operations of the industrial property renting business at Kopar Khairane, Navi Mumbai and loans, inter corporate deposits, debts, debentures, current liabilities, provisions, duties and obligations relatable to the industrial property renting business at Kopar Khairane, Navi Mumbai, including without limitation the following:
 - a. All liabilities, including statutory liabilities and contingent liabilities, arising out of the activities or operations of the industrial property renting business at Kopar Khairane, Navi Mumbai, including in connection with taxes in relation to its contracts, other obligations, duties and sums owing;
 - b. Specific loans, borrowings, debentures, inter corporate deposits, raised, incurred and utilized by the Demerged Company solely for the activities or operations of the industrial property renting business at Kopar Khairane, Navi Mumbai;
 - c. All other debts, borrowings, debentures, security deposit, inter corporate deposits, provisions, duties and obligations, other than those referred above, being the liabilities general or multipurpose borrowings, if any, of the Demerged Company as allocated to the industrial property





renting business at Kopar Khairane, Navi Mumbai in the same proportion in which the book value of the assets transferred under this demerger, as on the Appointed Date bears to the total book value of the assets of the Demerged Company immediately before the Appointed Date.

vi. Any question that may arise as to whether a specific asset or liability pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking shall be decided by mutual agreement between the Board of Directors of the Demerged Company and Resulting Company or committee(s) thereof authorised by Board of Directors.

1.7. **"Effective Date"** means:

- In relation to Part II of this Scheme, such date as of which HTL has filed the certified copy of the NCLT Order sanctioning this Scheme with the Registrar of Companies;
- In relation to Part III of this Scheme, such date as of which the Transferor Company and the Transferee Company have filed the certified copy of the NCLT order sanctioning this Scheme with the Registrar of Companies, but not earlier than the Effective Date of Part II of the Scheme;
- In relation to Part IV of this Scheme, such date as of which the Demerged Company and the Resulting Company have filed the certified copy of the NCLT order sanctioning this Scheme with the Registrar of Companies, but not earlier than the Effective Date of Part III of the Scheme

Any references in this Scheme to 'coming into effect of this Scheme' or 'effectiveness of the Scheme' or 'Scheme becoming effective' shall mean the Effective Date.

1.8. **"HTL" or "Transferee Company" or "Demerged Company"** means 'Hytone Textstyles Limited', a company incorporated as a public limited company under the Companies Act, 1956 with Corporate Identification Number U17120MH1989PLC050330 and having its registered office at Plot No. 70, TTC MIDC Industrial Area, Mahape Village, Navi Mumbai- 400706, Maharashtra, India.

1.9. **"NCLT" or "Tribunal"** means the National Company Law Tribunal, Mumbai Bench, having jurisdiction in relation to each of the companies under this Scheme and shall be deemed to include, if applicable, a reference to such other forum or authority which may be vested with any of the powers of the NCLT to sanction the Scheme under the Act.

1.10. **"Promoter Shareholders"** means Anant Synthetics Private Limited and such other shareholders which are listed in Schedule I to this Scheme, and as previously disclosed under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1.11. **"Public Shareholders"** means shareholders of HTL other than Promoter Shareholders who are holding shares of HTL as on Record Date, whose equity shares shall be cancelled pursuant to Part II of the Scheme becoming effective.

1.12. **"Record Date"** shall be the Effective Date in relation to Part II of this Scheme.

1.13. **"Registrar of Companies"** means the Registrar of Companies, Mumbai, Maharashtra, having jurisdiction over the Transferor Company, Transferee Company / Demerged Company, and the Resulting Company.

1.14. **"Remaining Business Undertaking"** means all undertakings, businesses, activities, operations, assets, investments and liabilities of the Demerged Company, other than the Demerged Undertaking.

1.15. **"Scheme" or "the Scheme" or "this Scheme"** means this composite scheme of arrangement in its present form or with any modification(s) made under clause 36 of this Scheme.

1.16. **"SGNPL" or "Resulting Company"** means 'Sadguru Gruh Nirman Private Limited', a company incorporated as a private limited company under the Companies Act, 1956 with Corporate Identification Number U45400MH2012PTC231307 and having its registered office at Plot No 70, TTC, MIDC Industrial Area Mahape, Navi Mumbai, Thane, Maharashtra 400710, India.

2. INTERPRETATION

2.1. All terms and words used but not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act or other Applicable Law, as the case may be or any statutory modification or re-enactment thereof for the time being in force.

References to clauses, recitals and schedules of and to this Scheme, unless otherwise provided, are to be construed as references to clauses, recitals and schedules of and to this Scheme.





- 2.3. The headings herein shall not affect the construction of this Scheme.
- 2.4. Unless context otherwise requires, reference to any law or to any provision thereof shall include reference to any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.
- 2.5. The singular shall include the plural and vice versa; and references to one gender shall include all genders.
- 2.6. Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the word preceding those terms.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme as set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT, as the case may be, shall be effective from the Appointed Date but shall be operative from the Effective Date. The various parts of the Scheme shall be deemed to have taken effect as per the following chronology and sequence:

PART II – Reduction of equity share capital of Public Shareholders of HTL:

PART III – Amalgamation of the Transferor Company with the Transferee Company;

PART IV – Transfer and vesting of the Demerged Undertaking from the Demerged Company to the Resulting Company.

It is expressly clarified that each part shall be deemed to take effect as per the chronology mentioned above.

4. SHARE CAPITAL

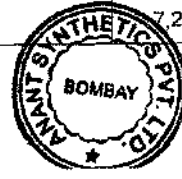
- 4.1. The share capital of Transferee Company / Demerged Company as on 31st March 2024 is as under:

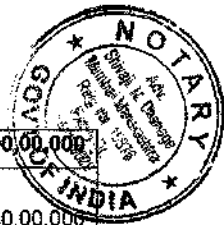
Particulars	Amount (INR)
<u>Authorised Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
1,50,000 1% Non-Cumulative Redeemable Preference Shares (Series-I) of INR 100 each	1,50,00,000
7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	7,20,00,000
Total	14,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
6,85,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	6,85,00,000
Total	12,15,00,000

Subsequently, the Transferee Company / Demerged Company has undertaken a buyback of preference shares pursuant to which 3,16,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of Rs. 100/- each of the Transferee Company / Demerged Company have been cancelled.

The share capital of the Transferee Company / Demerged Company as on the date of approval of this Scheme by its Board of Directors is as under:

Particulars	Amount (INR)
<u>Authorised Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
1,50,000 1% Non-Cumulative Redeemable Preference Shares (Series-I) of INR 100 each	1,50,00,000
7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	7,20,00,000





Total	14,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
3,69,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	3,69,00,000
Total	8,99,00,000

4.2. The share capital of the Transferor Company as on 31st March 2024 is as under:

Particulars	Amount in INR
<u>Authorised Capital</u>	
85,75,000 Equity Shares of INR 10 each	8,57,50,000
85,500 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	85,50,000
Total	9,43,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
77,36,900 Equity Shares of INR 10 each	7,73,69,000
40,000 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	40,00,000
Total	8,13,69,000

Subsequent to 31st March 2024 and till the date of approval of this Scheme by the Board of Directors of the Transferor Company, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company.

4.3. The share capital of the Resulting Company as on 31st March 2024 is as under:

Particulars	Amount (INR)
<u>Authorised Capital</u>	
10,000 Equity Shares of INR 10 each	100,000
Total	100,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of INR 10 each	100,000
Total	100,000

Subsequent to 31st March 2024 and till the date of approval of this Scheme by the Board of Directors of the Resulting Company, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Resulting Company. As on the date of approval of this Scheme by the Board of Directors, the Resulting Company is a wholly owned subsidiary of the Transferee Company/ Demerged Company.

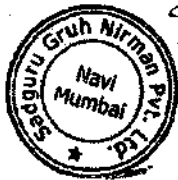




PART II-REDUCTION OF EQUITY SHARE CAPITAL OF HYTONE TEXTYLES LIMITED HINDIA
PUBLIC SHAREHOLDERS

5. REDUCTION OF EQUITY SHARE CAPITAL OF HTL

- 5.1 Upon Part II of this Scheme becoming effective, and subject to provisions of this Scheme, all equity shares of INR 10 (Indian Rupees Ten only) each of HTL held by Public Shareholders as on Record Date, shall stand cancelled.
- 5.2 The consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share.
- 5.3 The consideration shall be discharged by issue of cheque/draft/pay order/electronic transfer of funds/ NEFT/RTGS/IMPS to the last known address / bank details of such shareholder, as available with HTL or Registrar and Share Transfer Agent.
- 5.4 The consideration paid for the reduction of the equity share capital shall be subject to the applicable withholding taxes. Accordingly, net consideration shall be paid after deducting appropriate withholding tax.
- 5.5 The consideration for the reduction of the equity share capital shall be paid within such number of days from the Record Date, as may be decided by the Board, and subject to such approvals, if any, as may be required under the Applicable Law, or as may be directed by the NCLT, on the Part II of the Scheme becoming effective.
- 5.6 The reduction of paid-up equity share capital of HTL, as aforesaid, would not involve diminution of liability in respect of unpaid share capital, if any, but will involve payment of paid-up equity share capital to the Public Shareholders of HTL. The proposed reduction of share capital of HTL would not in any way adversely affect the operations of HTL or the ability of HTL to honour its commitment or to pay its debts in the ordinary course of its business. Further, no compromise or arrangement is contemplated to be made with the creditors of HTL under the Scheme.
- 5.7 With respect to the equity shares of HTL held by Public Shareholders in dematerialised form, as on the Record Date, necessary corporate action shall be executed with Registrar and Transfer agent for effecting the aforesaid reduction of capital. With respect to the equity shares of HTL held by Public Shareholders in physical form, the share certificates of such equity shares of HTL shall without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to the Scheme.
- 5.8 The reduction in the paid-up share capital, as mentioned above, shall be effected as an integral part of this Scheme and in accordance with the Explanation to sub-section (12) of section 230 of the Act, hence the procedure under Section 66 of the Act is not required to be followed separately. The order of the NCLT sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purposes of confirming the reduction of share capital.
- 5.9 Notwithstanding the reduction in the paid-up share capital of HTL, HTL will not be required to add the suffix "And Reduced" to its name.
- 5.10 The payment made by HTL to the Public Shareholders shall be considered as the full and final settlement for the investment made by the Public Shareholders and there shall be no further claims or dues payable by HTL to the Public Shareholders.
- 5.11 Where the monies to be paid-out on capital reduction have not been claimed by or received by the Public Shareholders, on account of cheques returned and / or undelivered, cheques not deposited or shareholders being untraceable or for any other reason, HTL shall retain such monies in a special bank account for a period of 7 (seven) years on behalf of such Public Shareholders. The amount outstanding in the special bank account after the said period shall be utilized in a manner, as may be permitted under any law then in force or shall be transferred to the Investor Education and Protection Fund, as per the applicable provisions of the Act.



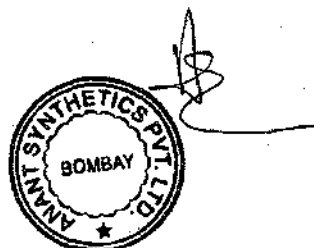
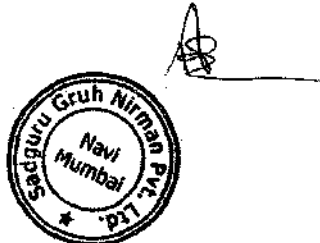
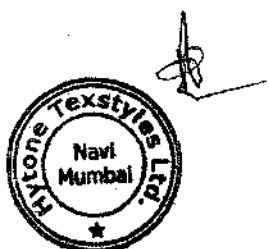


6. ACCOUNTING TREATMENT IN THE BOOKS OF HTL

On Part II of the Scheme becoming effective, HTL shall account for capital reduction in its books of accounts as per the applicable Indian Accounting Standards, as notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other generally accepted accounting principles. The accounting treatment for the capital reduction based on the generally accepted accounting principles is as follows:

- 6.1 The issued, subscribed and paid-up equity share capital of HTL shall be debited by the face value of the equity shares held by Public Shareholders which are cancelled as per clause 5.1 of the Scheme;
- 6.2 HTL will credit the amount payable to the Public Shareholders, as per clause 5.2 of the Scheme;
- 6.3 The difference between the face value of the equity shares cancelled, as per clause 6.1 above, and the amount credited, as per clause 6.2 above, shall be first adjusted against the capital redemption reserve of HTL. Balance, if any, shall be adjusted against the general reserves of HTL.

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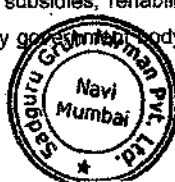




PART III- AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFeree COMPANY

7. TRANSFER AND VESTING

- 7.1. Upon coming into effect of Part III of this Scheme, and with effect from the Appointed Date, and subject to the provisions of this Scheme, the entire business of the Transferor Company, shall under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, and pursuant to the order of the Tribunal or other appropriate authority, if any, sanctioning the Scheme shall without any further act, deed, matter or thing, stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties and liabilities of the Transferee Company in accordance with the provisions of Section 2(1B) of the Income-tax Act, 1961.
- 7.2. Upon coming into effect of Part III of this Scheme, and with effect from the Appointed Date, the whole of the Transferor Company, as a going concern, including its business, all secured and unsecured debts, liabilities, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building, whether owned, leased, licensed, all fixed and movable plant and machinery, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses, registrations, copyrights, patents, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trademarks, tenancy rights, premise, ownership flats, hire purchase and lease arrangements, lending arrangements, joint venture agreements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all rights, title, interest, goodwill benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances accounts and all other rights, benefits of all agreements, grants, tax credits [including but not limited to benefits of tax relief under the Income-tax Act, 1961 such as credit for advance tax, taxes deducted at source, etc., benefits under the Sales Tax Act, sales tax set off, benefits of any unutilised MODVAT / CENVAT / Service tax credits, unutilised input tax credit under The Integrated Goods and Services Tax Act, 2017 (IGST), The Central Goods and Services Tax Act, 2017 (CGST), any State Goods and Services Tax Act, 2017 (SGST), The Goods and Services Tax (Compensation to States) Act, 2017, Professional Tax etc.], software license, domain / website etc., data quotations sales / advertisement materials and former customers (price information) / suppliers (credit information) data, other records whether in physical, electronic form in connection / relating to the Transferor Company and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, whether in India or abroad, as on the Appointed Date, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions, if any, of the Act, and without any further act or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become from the Appointed Date, the business of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations therein.
- 7.3. Upon coming into effect of Part III of this Scheme, and with effect from the Appointed Date, any statutory licences, permissions, approvals, quotas or consents to carry on the operations and business of the Transferor Company shall stand vested in or transferred to the Transferee Company, without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company. The benefit of all statutory and regulatory permissions, factory licences, environmental approvals and consents, sales tax, service tax, excise registrations, the Transferee Company had been the party thereto or the beneficiary or the obligee thereof pursuant to this Scheme. In so far as the various incentives, subsidies, rehabilitation schemes, special status and other benefits or privileges enjoyed, granted by any governmental body, local authority or by any other person or availed of



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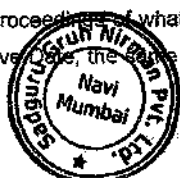


by the Transferor Company as the case may be, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions.

- 7.4. Upon coming into effect of Part III of this Scheme, and with effect from the Appointed Date, all respective debts, liabilities (including contingent liabilities), duties and obligations of every kind, nature and description pertaining to the Transferor Company shall be deemed to have been transferred to the Transferee Company and to the extent they are outstanding on the Effective Date shall, without any further act, deed, matter or thing be and stand transferred to the Transferee Company and shall become the liabilities and obligations of the Transferee Company which undertakes to meet, discharge and satisfy the same and 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 and obligations have arisen in order to give effect to the provisions of this clause.
- 7.5. Where any of the respective debts, liabilities (including contingent liabilities), duties and obligations of the Transferor Company as on the Appointed Date, deemed to be transferred to the Transferee Company have been discharged by the Transferor Company, after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 7.6. All the assets and properties which are acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date shall be deemed to be and shall become the assets and properties of the Transferee Company and 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, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme pursuant to the provisions of Sections 230 to 232 of the Act.
- 7.7. Loans, advances and other obligations, if any, due or which may at any time in future becomes due between the Transferor Company and the Transferee Company, shall stand cancelled and there shall be no liability in that behalf on either party.
- 7.8. The transfer and vesting of the entire business of the Transferor Company shall be subject to the existing securities, charges, mortgages and other encumbrances if any, subsisting over or in respect of the property and assets or any part thereof to the extent such securities, charges, mortgages, encumbrances are created to secure the liabilities forming part of the Transferor Company. Provided always that this Scheme shall not operate to enlarge the scope of security for any loan, deposit or facility availed of by the Transferor Company, and the Transferee Company shall not be obliged to create or provide any further or additional security therefore after the Effective Date or otherwise.
- 7.9. Without prejudice to the provisions of the foregoing clauses, upon coming into effect of Part III of this Scheme, and with effect from the Appointed Date, the Transferor Company and the Transferee Company shall execute all such instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and / or modification(s) of charge, with the Registrar of Companies to give formal effect to the above provisions.
- 7.10. Upon coming into effect of Part III of this Scheme, and with effect from the Appointed Date, the Transferee Company shall be entitled to operate all bank accounts related to the Transferor Company and all cheques, drafts, pay orders, direct and indirect tax balances and/or payment advices of any kind or description issued in favour of the Transferor Company, either before or after the Appointed Date, or in future, may be deposited with the bank of the Transferee Company and credit of all receipts thereunder will be given in the accounts of the Transferee Company.
- 7.11. Upon coming into effect of Part III of this Scheme, and with effect from the Appointed Date, the Transferee Company shall preserve the books of accounts, papers, files and records, whether in physical or electronic form, of the Transferor Company and shall not dispose off the same without the prior permission of the Central Government in terms of the provisions of Section 239 of the Act.

8. LEGAL PROCEEDINGS

Suits, appeals or other legal proceedings of whatsoever nature pending by or against the Transferor Company on or before the Effective Date, shall not abate or be discontinued in any way





prejudicially affected by reason of the Scheme or by anything contained in this Scheme, but shall be continued and enforced by or against the Transferee Company, in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company, as if the Scheme had not been made.

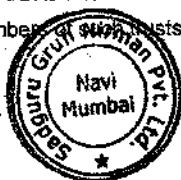
- 8.2. The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to in Clause 8.1 above transferred in its name respectively and to have the same continued, prosecuted and enforced by or against the Transferee Company, to the exclusion of the Transferor Company.

9. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

- 9.1. Upon the coming into effect of Part III of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, insurance policies, indemnities, guarantees, arrangements and other instruments, whether pertaining to immovable properties or otherwise, of whatsoever nature to which the Transferor Company are a party or the benefit of which the Transferor Company may be eligible and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, 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 a beneficiary or an obligee thereto or there under.
- 9.2. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of Part III of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, power of attorney given by, issued to or executed in favour of the Transferor Company shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall make applications and do all such acts or things which may be necessary to obtain relevant approvals from the concerned governmental or other authorities as may be necessary in this behalf.
- 9.3. The Transferee Company at any time after the Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to which the Transferor Company is a party in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings and to carry out or perform all such formalities or compliances, referred to above, on behalf of the Transferor Company.

10. TREATMENT OF STAFF, WORKMEN AND EMPLOYEES

- 10.1. Upon coming into effect of Part III of this Scheme, all staff, workmen, employees of the Transferor Company, who are in service on the date immediately preceding the Effective Date, shall become the staff, workmen, employees of the Transferee Company, without any break or interruption in their services, on terms and conditions not less favourable than those on which they are engaged by the Transferor Company. The Transferee Company further agrees that, for the purpose of payment of all retirement benefits/compensation, such immediate uninterrupted past services of such employees with the Transferor Company shall be taken into account from the date of their appointment with the Transferor Company and such benefits to which the employees are entitled in the Transferor Company shall also be taken into account and paid (as and when payable) by the Transferee Company.
- 10.2. The accounts / funds of staff, workmen and employees, past or present, relating to pension and / or superannuation, provident fund, gratuity fund or any other special fund or trusts created or existing for the benefit of staff, workmen and employees of the Transferor Company shall be identified, determined and transferred to the respective trusts / funds of the Transferee Company and such employees shall be deemed to have become members of such trusts / funds of the Transferee Company.





11. TREATMENT OF TAXES

- 11.1. The provisions of Part III of this Scheme as they relate to the amalgamation of the Transferor Company with Transferee Company, have been drawn up to comply with the conditions relating to "Amalgamation" as defined under Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the aforesaid section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, 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.
- 11.2. Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other state Sales Tax / Value Added Tax (VAT) laws, Chapter V of Finance Act, 1994, IGST, CGST, SGST, The Goods and Services Tax (Compensation to States) Act, 2017, stamp laws or other Applicable Laws / regulations (hereinafter in this clause referred to as "Tax Laws") dealing with taxes / duties / levies allocable or related to the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 11.3. All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, CGST, SGST, IGST, GST Compensation Cess, VAT, professional tax, etc.) paid or payable by the Transferor Company in respect of the operations and / or the profits of the Transferor Company on and from the Appointed Date, shall be on account of the Transferee Company and, in so far as it relates to the tax payment, whether by way of deduction at source, advance tax, credits, or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the business carried out on and 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.
- 11.4. Any refund under the Tax Laws due to the Transferor Company consequent to the assessments made on the Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Transferee Company.
- 11.5. All benefits, incentives, set offs, credits (including without limitation benefit under advance tax, MAT credits, GST credits, tax deduction at source, etc.) under the Tax Laws to which the Transferor Company is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company and the obligations, if any, for payment of tax shall be deemed to be the obligation of the Transferee Company.
- 11.6. Upon Part III of this Scheme becoming effective, Transferee Company, if required, is expressly permitted to revise and file the income tax return and other statutory returns, including tax deducted / collected at the source returns, service tax returns, excise tax returns, sales tax / VAT returns, GST returns, as may be applicable, and has expressly reserved the right to make such provision in its returns and to claim refunds, claim of sum prescribed under section 43B of the Income-tax Act, 1961 on payment basis, claim for deduction of provisions written back by the Transferee Company previously disallowed in the hands of the Transferor Company under the Income-tax Act, 1961, credit of foreign taxes paid / withheld, advance tax credits, MAT credits, unutilized input tax credit of CGST, IGST, SGST, GST Compensation Cess, or any other credits of all taxes paid / withheld, if any, or claim of set offs as may be required, consequent to implementation of this Scheme. Such returns may be revised and filed notwithstanding that the statutory period for such revision and filing may have expired.

12. CONDUCT OF BUSINESSES UNTIL EFFECTIVE DATE

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

- 12.1. The Transferor Company undertakes to preserve and carry on its business with reasonable diligence and business prudence.
- 12.2. The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the appropriate authorities concerned as necessary for the application of Law for such consent, approvals and sanctions



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which the Transferee Company may respectively require to carry on the relevant business of the Transferor Company and to give effect to the Scheme.

- 12.3. The Transferor Company shall carry on and be deemed to have carried on all business and activities and shall stand possessed of all the assets, liabilities, rights, title and interest for and on account of, and in trust for the Transferee Company.
- 12.4. All profits and cash accruing to or losses arising or incurred (including the effect of taxes, if any thereon), by the Transferor Company shall for all purposes, be treated as the profits and cash, taxes or losses of the Transferee Company.
- 12.5. All debts raised and all liabilities and obligations incurred or assets acquired by the Transferor Company, after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used, incurred or acquired for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also, without any further act, instrument or deed be and be deemed to become the debts, liabilities, duties, obligations or assets, respectively, of the Transferee Company.

13. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the assets, liabilities and obligations pertaining / relating to the Transferor Company, pursuant to this Scheme, and the continuance of the proceedings by or against the Transferee Company, under Clause 8 of this Scheme shall not affect any transactions or proceedings already completed by the Transferor Company, on and after the Appointed Date to the end and intent that the Transferee Company accepts all acts, deeds and things done and executed by and / or on behalf of the Transferor Company.

14. CANCELLATION OF THE EXISTING EQUITY SHARE CAPITAL OF HTL

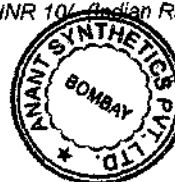
- 14.1. Upon Part III of this Scheme becoming effective, the investment in equity shares of the Transferee Company held by the Transferor Company shall, without further act, application, or deed, stand cancelled without any payment. Accordingly, the paid-up share capital of the Transferee Company shall stand reduced to the extent of the face value of the shares held by the Transferor Company.
- 14.2. The cancellation of equity share capital of the Transferee Company shall be effected as an integral part of this Scheme without having to follow the process under Section 66 of the Act separately and the order of the NCLT sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital to the shareholders and the provisions of Section 66 of the Act will not be applicable. The Transferee Company shall not be required to add "And Reduced" as suffix to its name consequent to such reduction.

15. CONSIDERATION

- 15.1. Upon the Part III of this Scheme becoming effective and in consideration of the merger and vesting of the business of the Transferor Company with the Transferee Company, in accordance with this Scheme, the Transferee Company shall, without any further application or deed, issue and allot to shareholders of the Transferor Company whose names appear in the register of members of the Transferor Company on the record date, to be fixed by the Board of Directors of the Transferee Company, or to such of their heirs, executors, administrators or the successors-in-title, as the case may be recognized by the Board of Directors, in the following manner:

"237 (two hundred and thirty-seven) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares ("OCRPS") of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 10/ (Indian Rupees Ten

each held in the Transferor Company





"1 (One) fully paid-up 4% redeemable preference shares ("RPS") of INR 100/- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 100/- (Indian Rupees One Hundred only) each held in the Transferor Company."

- 15.2. The terms of OCRPS are given in **Schedule II** to this Scheme. Such terms of OCRPS can be varied in accordance with the provisions of the Companies Act, 2013.
- 15.3. RPS of the Transferee Company shall be issued and allotted to the RPS holders of the Transferor Company on the same terms and conditions that were applicable to the RPS holders in the Transferor Company.
- 15.4. In case any shareholders holding is such that the shareholder becomes entitled to a fraction of the share of the Transferee Company, the Transferee Company shall not issue fractional shares to such shareholder, but any fraction arising out of allotment of shares shall be rounded up to the nearest integer.
- 15.5. The shares shall be issued and allotted in dematerialized form to the shareholders of Transferor Company, in accordance with the Applicable Law, in the demat account in which shares of the Transferor Company is held. The shareholders of Transferor Company who hold shares in physical form should provide the requisite details, relating to his/her/its account with a depository participant, to the Transferor Company or Transferee Company, prior to the record date.
- 15.6. However, if no such details have been provided to the Transferor Company or Transferee Company by the shareholders holding shares of the Transferor Company in physical form on or before the record date, the Transferee Company shall deal with the relevant shares in such manner as may be permissible under the Applicable Law, including by way of issuing the corresponding shares in dematerialised form to a trustee who shall hold these shares in trust for the benefit of such shareholder. The shares of the Transferee Company held by the trustee of the Transferee Company for the benefit of the shareholder shall be transferred to the respective shareholder once such shareholder provides details of his/her/its demat account to the trustee of the Transferee Company, along with such other documents as may be required by the trustee of the Transferee Company. The respective shareholders shall have all the rights of the shareholders of the Transferee Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer of shares from the trustee.
- 15.7. Shares to be issued by the Transferee Company to the shareholders of Transferor Company, as above, shall be subject to the Memorandum and Articles of Association of the Transferee Company, and shall rank *pari passu* with the existing shares of the Transferee Company in all respects, including dividends.
- 15.8. The issue and allotment of shares is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Transferee Company and / or the Transferor Company or their shareholders. It is clarified that the approval of the shareholders of the Transferee Company to this Scheme, shall be deemed to be their consent / approval for the issue and allotment of shares which shall be deemed to be in due compliance of the provisions of sections 42, 62 and other applicable provisions of the Act and such other Applicable Law.
- 15.9. The Transferee Company shall take necessary steps to increase or alter or reclassify, if necessary, its authorized share capital suitably to enable it to issue and allot the shares required to be issued and allotted by it and shall be deemed to be made in compliance with the procedure laid down under the Act. The approval of this Scheme by the shareholders of the Transferee Company shall be deemed to be their approval under Sections 13, 14 and other applicable provisions of the Act for increasing the authorised share capital, if required.

16. AGGREGATION OF AUTHORISED SHARE CAPITAL

- 16.1. Upon this Scheme becoming effective, the authorized share capital of the Transferor Company shall stand consolidated and vested in and be merged with the authorised share capital of the Transferee Company without any further act, instrument or deed on the part of the Transferee Company, including without payment of stamp duty and fees payable to the Registrar of Companies, and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorized share capital) shall,





without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Section 13, Section 14, Section 61 and Section 232(3)(i) respectively of the Act or any other applicable provisions of the Act, as the case may be, and for this purpose the stamp duties and fees paid on the authorised share capital of the Transferor Company shall be utilised and applied to the increased authorised share capital of the Transferee Company and no payment of any extra stamp duty and/or fee shall be payable by the Transferee Company for increase in the authorised share capital to that extent. Further, in the event of any increase in or re-classification of the authorised share capital of Transferor Company and/or Transferee Company before the Effective Date, such increase or re-classification shall be given effect to while aggregating the authorised share capital.

- 16.2. Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be amended/ altered/ modified as under:

Authorised Share Capital	Amount in INR
Authorised Capital	
11,20,000 Equity Shares of INR 10 each	1,20,00,000
3,69,000 1% Non-Cumulative Redeemable Preference Shares of INR 100 each (Series II)	3,69,00,000
40,000 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	40,00,000
17,30,190 Zero % Optionally Convertible Redeemable Preference Shares of INR 100 each	17,30,19,000
Total	22,59,19,000

Accordingly, in terms of this Scheme, the authorised share capital of the Transferee Company shall stand enhanced to an amount of INR **22,59,19,000/-** (Indian Rupees Twenty-two Crores, Fifty-nine Lakhs Nineteen Thousand Only) divided into 11,20,000 (Eleven Lakhs and Twenty Thousand) equity shares of INR 10 each (Indian Rupees Ten Only), 3,69,000 (Three Lakhs and Sixty-nine Thousand) 1% Non-Cumulative Redeemable Preference Shares (Series II) of INR 100 each (Indian Rupees One Hundred Only), 40,000 (Forty Thousand) 4% Non-Cumulative Redeemable Preference Shares of INR 100 each (Indian Rupees One Hundred Only) and 17,30,190 (Seventeen Lakhs, Thirty Thousand, One Hundred and Ninety) Zero % Optionally Convertible Redeemable Preference Shares of INR 100 each (Indian Rupees One Hundred Only). Consequently, Clause V of the Memorandum of Association of Transferee Company shall without any act, instrument or deed be and stand altered, modified and substituted pursuant to Section 13 of the Act and Section 230 to 232 and other applicable provisions of the Act, as set out below –

"V (a) The Authorised Share Capital of the Company is INR 22,59,19,000 (Twenty-two Crores, Fifty-nine Lakhs and Nineteen Thousand Only) divided into 11,20,000 (Eleven Lakhs and Twenty Thousand) equity shares of INR 10 (Indian Rupees Ten Only) each, 3,69,000 (Three Lakhs and Sixty-nine Thousand) 1% Non-Cumulative Redeemable Preference Shares (Series II) of INR 100 each (Indian Rupees One Hundred Only), 40,000 (Forty Thousand) 4% Non-Cumulative Redeemable Preference Shares of INR 100 each (Indian Rupees One Hundred Only) and 17,30,190 (Seventeen Lakhs, Thirty Thousand, One Hundred and Ninety) Zero % Optionally Convertible Redeemable Preference Shares of INR 100 each (Indian Rupees One Hundred Only).

- 16.3. It is clarified that the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14 and 61 of the Act or any other applicable provisions of the Act, would be required to be separately passed.





17. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFeree COMPANY

- 17.1. Upon Part III of the Scheme becoming effective, the Transferee Company shall account for the merger of the Transferor Company in its books of accounts with effect from the Appointed Date as per the applicable accounting principles and as prescribed under Appendix C of Indian Accounting Standards (Ind-AS) 103 notified under section 133 of the Companies Act, 2013 read along with the Companies (Indian Accounting Standards) Rules, 2015, and other generally accepted accounting principles.
- 17.2. All the assets and liabilities of Transferor Company shall be recorded in the financial statements of the Transferee Company at the carrying value as appearing in the financial statements of the Transferor Company as on the Appointed Date.
- 17.3. The identity of the reserves pertaining to the Transferor Company, shall be preserved and shall appear in the merged financial statements of Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company, and it shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company, as on the Appointed Date.
- 17.4. The Transferee Company shall credit the share capital account in its books of account with the aggregate face value of the new shares issued to the shareholders of Transferor Company, as per clause 15.1 of this Scheme.
- 17.5. Investment of the Transferor Company in the share capital of the Transferee Company shall stand cancelled, as per clause 14.1 of this Scheme, and accordingly the issued and paid-up share capital of the Transferee Company shall stand reduced to the extent of the face value of shares held by the Transferor Company in the Transferee Company.
- 17.6. Inter corporate deposits/ loans and advances between the Transferor Company and the Transferee Company shall stand cancelled and there shall be no further obligation outstanding in this behalf.
- 17.7. The difference, if any, between the amount recorded as share capital issued and cancellation of share capital, as per clause 17.4 and 17.5 above respectively, cancellation of inter corporate deposits/ loans and advances between the Transferor Company and the Transferee Company as per clause 17.6 and assets, liabilities and reserves of the Transferor Company taken over, as per clause 17.2 and 17.3 above shall be adjusted to capital reserves.
- 17.8. Additionally, the Transferee Company shall pass such accounting entries which are necessary in connection with the Scheme to comply with the other applicable Accounting Standards such as Ind AS 8, Ind AS 10, etc.
- 17.9. In respect of accounting for subsequent events, the Transferee Company shall solely follow the requirements of Ind AS 10 - 'Events after the Reporting Period' in order to give effect to the Scheme. Accordingly, if the approval of NCLT for the Scheme is received after the balance sheet date but before the approval of the financial statements for issue by the Board of Directors, it shall be treated as an adjusting event under Ind AS 10 - 'Events after the Reporting Period' and shall be given effect to in the financial statements with effect from the Appointed Date.
- 17.10. In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same will be quantified and adjusted in the reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the true financial position on the basis of consistent accounting policy.

18. DISSOLUTION OF THE TRANSFEROR COMPANY

Upon Part III of this Scheme becoming effective, the Transferor Company shall be dissolved without winding up, on an order made by the NCLT under sections 230 to 232 of the Act.

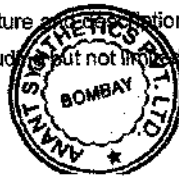


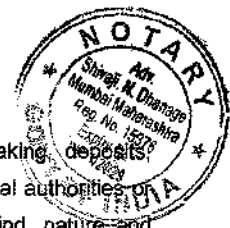


PART IV—TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING FROM THE DEMERGED COMPANY TO THE RESULTING COMPANY

19. TRANSFER AND VESTING OF DEMERGED UNDERTAKING

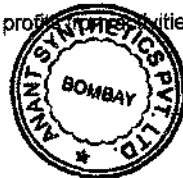
- 19.1. Upon coming into effect of Part IV of this Scheme, and with effect from the Appointed Date, and subject to the provisions of this Scheme, the Demerged Undertaking of the Demerged Company shall, under provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act and pursuant to the order of the Tribunal or other appropriate authority, if any, sanctioning the Scheme, without any further act, deed, matter or thing stand transferred to and vested in and / or deemed to be transferred to and vested in the Resulting Company, on a going concern basis in accordance with Section 2(19AA) of the Income-tax Act, 1961, so as to become the properties and liabilities of the Resulting Company.
- 19.2. Upon coming into effect of Part IV of this Scheme, and with effect from the Appointed Date, all assets and properties relating to the Demerged Undertaking of the Demerged Company shall, under the provisions of Sections 230 to 232 of the Act, without any further act or deed or instrument, be transferred to the Resulting Company and shall become the assets and properties of the Resulting Company. The order of the NCLT shall, for all purposes, be treated as the instrument conveying such properties and assets to the Resulting Company, subject to payment of all statutory dues, including the payment of stamp duty, if any, relating to any such property.
- 19.3. Upon coming into effect of Part IV of this Scheme, and with effect from the Appointed Date, all immovable properties, if any, (including land, building and any other immovable property) pertaining to the Demerged Undertaking of the Demerged Company, whether freehold or leasehold or leave and licensed, and any documents of title, rights (including approvals from Maharashtra Industrial Development Corporation) and easements in relation thereto, and whether recorded in the books of accounts or not (including but not limited to lands together with buildings and structures thereon pertaining to the Demerged Undertaking) shall automatically stand transferred to and vested in the Resulting Company without the requirement of execution of any further documents or instruments of conveyance for registering the name of the Resulting Company as the owner thereof. The Resulting Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The Demerged Company shall take all steps as may be necessary to ensure that lawful, peaceful, and unencumbered possession, right, title, interest of its immovable property is given to the Resulting Company.
- 19.4. In respect of assets such as movable properties, intangible assets, actionable claims, sundry debtors, outstanding loans, advances recoverable in cash or kind or for value to be received, bank balances and deposits (including but not limited to deposits from 'Maharashtra Industrial Development Corporation' and 'Maharashtra State Electricity Board' with the government, semi-government, local and other authorities, bodies and customers, relating to the Demerged Undertaking of the Demerged Company shall be deemed to have been transferred to the Resulting Company. The Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the NCLT or such other appropriate authority, if any, having sanctioned this Scheme under Section 232 of the Act, the relevant assets, actionable claims, loans and advances, be paid or made good or held on account of the Demerged Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realize the same stands transferred to the Resulting Company.
- 19.5. Upon coming into effect of Part IV of this Scheme, and with effect from the Appointed Date, all , content, software, manuals, and other industrial properties and rights of any nature whatsoever and licenses, assignments, applications of any nature, grants in respect thereof, privileges, liberties, easements, contract advantages, benefits, quota rights, permits approvals, authorizations, right to use and avail of telephones, telexes, facsimile and other communication facilities, connections, equipment and installations, utilities, electricity and electronic devices and all other services of every kind, nature and whatsoever, reserves, provisions, funds, benefits of all agreements, arrangements including but not limited to indemnities





/ guarantees given by the Demerged Company in relation to the Demerged Undertaking, advances, recoverable and receivables whether from government, semi-government, local authorities or any other customs etc. and all other rights, interests, claims and powers of every kind, nature and description of and arising to them, cash and bank balances, all earnest monies and / or deposits including security deposits paid by them, the entire business and benefits and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Demerged Company and relating to Demerged Undertaking, shall stand transferred to and vested in and / or be deemed to be and stand transferred to and vested in the Resulting Company pursuant to the provisions of Sections 230 to 232 of the Act so as to become the estate, assets, right, title and interests of the Resulting Company.

- 19.6. Upon coming into effect of Part IV of this Scheme, and with effect from the Appointed Date, the Resulting Company shall preserve the books of accounts, papers, files and records, whether in physical or electronic form, of the Demerged Company pertaining to the Demerged Undertaking and shall not dispose off the same without the prior permission of the Central Government in terms of the provisions of Section 239 of the Act. With effect from the Appointed Date
- 19.7. Upon coming into effect of Part IV of this Scheme, any statutory licenses, permissions or approvals, or consents held by the Demerged Company that are required to carry on the operations of the Demerged Undertaking shall stand transferred to and vested in the Resulting Company by virtue of order of NCLT sanctioning the Scheme, and without any further act or deed shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. The benefit of all statutory and regulatory permissions, approvals and consents, registration or other licenses, and consents shall vest in and become available to the Resulting Company pursuant to the Scheme.
- 19.8. Upon coming into effect of Part IV of this Scheme, and with effect from the Appointed Date, all debt securities, debentures, and other instruments of like nature (whether convertible into equity shares or not), all debts (whether in Indian Rupees or foreign currency), liabilities, including, without limitation, all secured and unsecured debts, sundry creditors, contingent liabilities (including corporate guarantees, letter of comfort or any other similar non-fund based facilities), duties, obligations and undertakings of the Demerged Company in relation to the Demerged Undertaking, whether arising in the past, present or future, of every kind, nature and description whatsoever and howsoever arising, raised, incurred or utilized for business activities and operations, whether provided for or not in the books of account or disclosed in the balance sheet of the Demerged Company, shall pursuant to the sanction of this Scheme by the NCLT, as the case may be, and under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing being made, done or executed, be transferred to, and vested in, or be deemed to have been transferred to and vested in the Resulting Company so as to become, as on and from the Appointed Date, the liabilities, debt securities, debentures, and other instruments of like nature (whether convertible into equity shares or not), debts, sundry creditors, contingent liabilities (including corporate guarantees, letter of comfort or any other similar non-fund based facilities), duties and obligations of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company. The Resulting Company shall meet, discharge and satisfy the liabilities and 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 liabilities have arisen in order to give effect to the provisions of this clause.
- 19.9. All taxes (including income tax, sales tax, excise duty, service tax, VAT, Central Goods and Services Tax ('CGST'), Integrated Goods and Services Tax ('IGST'), State Goods and Services Tax ('SGST'), GST Compensation Cess, custom duty, etc. paid or payable by the Demerged Company in respect of the operations and / or the profits of Demerged Undertaking shall be on account of the Demerged Company and, insofar as it relates to the tax payment (including without limitation, sales tax, excise duty, custom duty, income tax, service tax, VAT, CGST, IGST, SGST, etc.) whether by way of deduction at source, advance tax or otherwise howsoever, by the Demerged Company in respect of the profits and duties of Demerged



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Undertaking after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company, and shall, in all proceedings, be dealt with accordingly.

- 19.10. Without prejudice to the generality of the above, all benefits, incentives, set offs, credits (including limitation, benefit under advance tax, MAT credits GST credits, tax deduction at source, etc.) to which the Demerged Company is entitled to in respect of Demerged Undertaking shall be available to the Resulting Company.

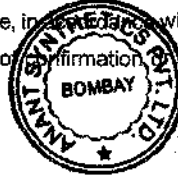
20. TRANSFER OF LEGAL PROCEEDINGS OF THE DEMERGED UNDERTAKING

- 20.1. All suits, appeals or other legal proceedings of whatsoever nature pending in relation to the Demerged Undertaking on or before the Effective Date, as decided by the Demerged Company and the Resulting Company, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme, but shall be continued and enforced by or against the Resulting Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company.
- 20.2. The Resulting Company shall be replaced / added as a party to all such legal proceedings, as mentioned in Clause 20.1 above, and it shall prosecute or defend such proceedings at its own cost. The liability of the Demerged Company in relation to all such legal proceedings shall stand nullified and shall stand transferred to the Resulting Company. The Demerged Company and the Resulting Company shall make relevant applications in that behalf, as may be required.
- 20.3. After the Appointed Date, if any proceedings are continued or initiated against the Demerged Company for matters mentioned in Clause 20.1 above, the Demerged Company shall defend the same at the cost of and on behalf of the Resulting Company, and the Resulting Company shall indemnify and reimburse the Demerged Company against all such liabilities and obligations incurred by the Demerged Company.
- 20.4. Any refund on account of the outcome of proceedings as mentioned in Clause 20.1 due to the Demerged Company relating to Demerged Undertaking shall belong to and be received by the Resulting Company. Accordingly, on and from the Appointed Date, if the Demerged Company receives any refund in relation to the proceedings by or against the Demerged Company relating to the Demerged Undertaking, the Demerged Company shall remit all such amounts to the Resulting Company.

21. TRANSFER OF CONTRACTS, DEEDS AND OTHER INSTRUMENTS OF THE DEMERGED UNDERTAKING

- 21.1. Upon the coming into effect of Part IV of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, insurance policies, indemnities, guarantees, arrangements and other instruments, whether pertaining to immovable properties or otherwise, of whatsoever nature relating to the Demerged Undertaking to which the Demerged Company are a party or to the benefit of which Demerged Undertaking may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or a beneficiary or an obligee thereto or there under.
- 21.2. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, power of attorney given by, issued to or executed in relation to operations of the Demerged Undertaking shall stand transferred to the Resulting Company, as if the same were originally given by, issued to or executed in favour of the Resulting Company and the Resulting Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the Resulting Company. The Resulting Company shall make applications and do all such acts or things which may be necessary to obtain relevant approvals from the concerned governmental or other authorities as may be necessary in this behalf.

Resulting Company at any time after the Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds or confirmations or other writings or





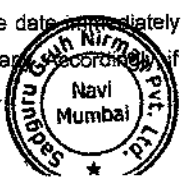
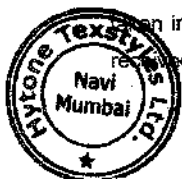
arrangements with any party to any contract or arrangement in relation to the Demerged Undertaking which the Demerged Company are a party in order to give formal effect to the above provisions. The Resulting Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Resulting Company and to carry out or perform all such formalities or compliances, referred to above, on behalf of the Demerged Company.

22. TREATMENT OF STAFF, WORKMEN AND EMPLOYEES OF THE DEMERGED UNDERTAKING

- 22.1. Upon the coming into effect of Part IV this Scheme, all staff, workmen, employees relating to the Demerged Undertaking who are in service on the date immediately preceding the Effective Date, shall become the staff, workmen, employees of the Resulting Company, without any break or interruption in their services, on terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company further agrees that, for the purpose of payment of all retirement benefits / compensation, such immediate uninterrupted past services of such employees with the Demerged Company shall be taken into account from the date of their appointment with the Demerged Company and such benefits to which the employees are entitled in the Demerged Company shall also be taken into account and paid (as and when payable) by the Resulting Company.
- 22.2. The funds of staff, workmen and employees, past or present, relating to pension and/or superannuation, provident fund, gratuity fund or any other special fund or trusts created or existing for the benefit of staff, workmen and employees of the Demerged Company pertaining to the Demerged Undertaking shall be identified, determined and transferred to the respective trusts / funds of the Resulting Company and such employees shall be deemed to have become members of such trusts / funds of the Resulting Company.

23. TREATMENT OF TAXES OF THE DEMERGED UNDERTAKING

- 23.1. The provisions of this Scheme as they relate to the demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the aforesaid section of the Income-tax Act, 1961, at a later date, including resulting from an amendment of law or for any other reason whatsoever, 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(19AA) of the Income-tax Act, 1961. Such modification will, however, not affect other parts of the Scheme.
- 23.2. Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other state Sales Tax / VAT laws, Chapter V of Finance Act, 1994, IGST, CGST, any SGST, The Goods and Services Tax (Compensation to States) Act, 2017, stamp laws or other Applicable Laws / regulations (hereinafter in this clause referred to as "Tax Laws") dealing with taxes / duties / levies allocable or related to the Demerged Undertaking of the Demerged Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Resulting Company.
- 23.3. All taxes, wealth tax, sales tax, excise duty, customs duty, service tax, CGST, SGST, IGST, GST Compensation Cess, value added tax, professional tax etc.), property taxes paid or payable by the Demerged Company in relation to the Demerged Undertaking in respect of the operations and / or the profits of the business on and from the Appointed Date, shall be on account of the Resulting Company and, in so far as it relates to the tax payment, whether by way of deduction at source, advance tax, credits, or otherwise howsoever, by the Demerged Company in respect of the profits or activities or operation of the Demerged Undertaking on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company, and, shall, in all proceedings, be dealt with accordingly.
- 23.4. Any refund under the Tax Laws due to the Demerged Company relating to Demerged Undertaking consequent to the assessments or otherwise made on the Demerged Company and for which no credit is shown in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Resulting Company. If the Demerged Company receives any refund or interest





thereon in relation to the Demerged Undertaking, the Demerged Company shall remit all such amounts to the Resulting Company.

- 23.5. The benefit of any incentives, set-offs, tax credits (including MAT credits), whether central, state or local, availed by the Demerged Company, in relation to Demerged Undertaking, and the obligations, if any, for payment of the tax on any assets of the Demerged Company shall be deemed to have been availed by the Resulting Company or as the case may be, deemed to be the obligations of the Resulting Company.
- 23.6. Upon this Scheme being effective, the Demerged Company and the Resulting Company, if required, are expressly permitted to revise and file their respective income tax returns and other statutory returns, including tax deducted / collected at the source returns, service tax returns, excise tax returns, sales tax / VAT returns, goods and service tax returns, as may be applicable, and has expressly reserved the right to make such provision in its returns and to claim refunds, claim of sum prescribed under section 43B of the Income-tax Act, 1961 on payment basis, claim for deduction of provisions written back by the Resulting Company previously disallowed in the hands of the Demerged Company under the Income-tax Act, 1961, credit of foreign taxes paid / withheld, advance tax credits, unutilized input tax credit of CGST, IGST, SGST, GST Compensation Cess, or any other credits of all taxes paid / withheld, if any, or claim of set offs as may be required, consequent to implementation of this Scheme. Such returns may be revised and filed notwithstanding that the statutory period for such revision and filing may have expired.

24. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE

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

- 24.1. The Demerged Company undertakes to preserve and carry on the business and activities related to the Demerged Undertaking, with reasonable diligence and business prudence and in the same manner as the Demerged Company had been doing hitherto.
- 24.2. The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the appropriate authorities concerned as necessary under applicable law for such consents, approvals and sanctions which the Resulting Company may respectively require to carry on the relevant business of the Demerged Company and to give effect to the Scheme.
- 24.3. The Demerged Company shall carry on and be deemed to have carried on all business and activities relating to the Demerged Undertaking and shall stand possessed of all the assets, liabilities, rights, title and interest for and on account of, and in trust for the Resulting Company.
- 24.4. All profits or income arising or accruing to the Demerged Company in relation to the Demerged Undertaking and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, securities transaction tax, taxes withheld/paid in a foreign country, etc.) or losses arising or incurred by the Demerged Company shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses of the Resulting Company;
- 24.5. All the assets and properties which are acquired by the Demerged Undertaking on or after the Appointed Date but prior to the Effective Date shall be deemed to be and shall become the assets and properties of the Resulting Company and 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, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Resulting Company upon the coming into effect of this Scheme; and
- 24.6. All debts raised and all liabilities and obligations (including but not limited to issue of debentures) incurred or assets acquired by the Demerged Company after the Appointed Date and prior to the Effective Date in relation to the Demerged Undertaking, shall, subject to the terms of this Scheme, be deemed to have been raised, used, incurred or acquired for and on behalf of the Resulting Company in which the relevant Demerged Undertaking shall vest in terms of this Scheme and to the extent they are outstanding on the Effective Date, shall also, without any further act, instrument or deed be and be deemed to become the debts, liabilities, duties, obligations or asset, respectively, of the Resulting Company.





25. REMAINING BUSINESS UNDERTAKING

- 25.1. The Remaining Business Undertaking and all the assets, liabilities and obligations other than Demerged Undertaking shall continue to belong to and be vested in and be managed by the Demerged Company.
- 25.2. All legal, taxation or other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business Undertaking (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business Undertaking) shall be continued and enforced by or against the Demerged Company after the Effective Date.
- 25.3. With effect from the Appointed Date and up to and including the Effective Date:
- The Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business Undertaking for and on its own behalf;
 - All income and profits accruing to the Demerged Company thereon or expenditure or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business Undertaking shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company; and
 - All assets and properties acquired by the Demerged Company in relation to the Remaining Business Undertaking on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company.

26. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Demerged Undertaking as above and the continuance of proceedings as referred in clause 20 above, by or against the Demerged Company in relation to the Demerged Undertaking shall not affect any transaction or proceedings already concluded on or after the Appointed Date till the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by the Demerged Company in respect thereto as done and executed on behalf of the Resulting Company.

27. CONSIDERATION

- 27.1. Upon Part IV of this Scheme becoming effective and in consideration of the demerger and vesting of the Demerged Undertaking into the Resulting Company, in accordance with this Scheme, the Resulting Company, shall, without any further application or deed, issue and allot to shareholders of the Demerged Company whose names appear in the register of shareholders of the Demerged Company on the record date, to be fixed by the Board of Directors of the Resulting Company, or to such of their heirs, executors, administrators or the successors-in-title, as the case may be, recognized by the Board of Directors, in the following manner:

- "18 (Eighteen) fully paid up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 10/- (Indian Rupees Ten only) each held in the Demerged Company"
- "18 (Eighteen) fully paid up Zero % Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."
- "18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."



- 27.9. The holders of shares of the Demerged Company and the Resulting Company shall, save as otherwise provided under this Scheme, continue to enjoy their existing rights ~~in~~ ⁱⁿ their respective Articles of





Association, including the right to receive dividend from the respective companies of which they are shareholders till the Effective Date.

28. CANCELLATION OF THE EXISTING EQUITY SHARE CAPITAL OF THE DEMERGED COMPANY

- 28.1. Upon Part IV of this Scheme becoming effective, and after the issue of shares as per Part II, Part III and Part IV of this Scheme, the investment in shares of the Resulting Company held by the Demerged Company shall, without further act, application, or deed, stand cancelled without any payment. Accordingly, the paid-up share capital of the Resulting Company shall stand reduced to the extent of the face value of the shares held by the Demerged Company.
- 28.2. The cancellation of equity share capital of the Resulting Company shall be effected as an integral part of this Scheme without having to follow the process under Section 66 of the Act separately and the order of the NCLT sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital to the shareholders and the provisions of Section 66 of the Act will not be applicable. The Resulting Company shall not be required to add "And Reduced" as suffix to its name consequent to such reduction.

29. REDUCTION OF FACE VALUE OF THE PREFERENCE SHARE CAPITAL OF THE DEMERGED COMPANY

- 29.1. Upon Part IV of this Scheme becoming effective, and after the issue of shares as per Part II, Part III and Part IV of this Scheme, the face value of each class of preference share capital of the Demerged Company shall without any further act, application, or deed shall stand reduced from INR 100 to INR 82, without any payment. Without prejudice to the generality of the foregoing clause, all other existing terms shall remain unchanged.
- 29.2. The reduction of face value of preference share capital of the Demerged Company shall be effected as an integral part of this Scheme without having to follow the process under Section 66 of the Act separately and the order of the NCLT sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital to the shareholders and the provisions of Section 66 of the Act will not be applicable. The Demerged Company shall not be required to add "And Reduced" as suffix to its name consequent to such reduction.

30. ACCOUNTING TREATMENT

Upon Part IV of this Scheme becoming effective, the Demerged Company and the Resulting Company shall account for the demerger in its books of accounts as per the applicable accounting principles, as prescribed under Indian Accounting Standards (Ind-AS) notified under section 133 of the Act read along with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other generally accepted accounting principles.

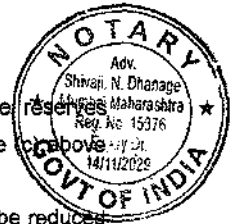
30.1. ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY

With effect from the Appointed Date, the Demerged Company shall account for the demerger of the Demerged Undertaking in its books of accounts as under:

- The book value of assets, liabilities and reserves of the Demerged Company relating to the Demerged Undertaking shall be reduced from the respective balances appearing for such assets, liabilities and reserves in the books of the Demerged Company.
- The Demerged Company shall transfer the balances of Capital Redemption Reserve Account, Retained Earnings and General Reserve Account to the Resulting Company in the proportion of net assets transferred to the Resulting Company as on Appointed Date.

Investment of the Demerged Company in the share capital of the Resulting Company shall stand cancelled, as per clause 28.1 of this Scheme.





- (d) The difference, if any, between the net assets transferred pursuant to clause (a) above and the net assets transferred pursuant to clause (b) above and cancellation of investment as per clause (c) above shall be adjusted to capital reserves.
- (e) The face value of paid-up preference share capital of the Demerged Company shall be reduced from INR 100 to INR 82, as per clause 29.1 above, and accordingly the issued and paid-up share capital of the Demerged Company shall stand reduced to the extent of the amount corresponding to the reduction in the face value of preference shares, and the difference will be credited to the capital reserve account.

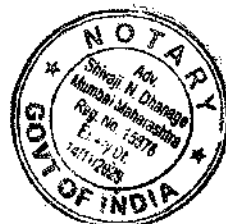
30.2. ACCOUNTING TREATMENT IN THE BOOKS OF THE RESULTING COMPANY

Since the transaction involves entities which are under common control before and after the demerger, the Resulting Company shall account for the transfer and vesting of the Demerged Undertaking (which qualifies as 'Business' as per the definition mentioned in Ind AS 103) as per the 'Pooling of interest method' in its books of accounts in accordance with Appendix C of Ind AS 103 'Business combinations of entities under common control' prescribed under Section 133 of the Act as enumerated below:

- (a) All identifiable assets and the liabilities acquired, including reserves, related to the Demerged Undertaking, shall be recorded at their respective carrying values, as appearing in the books of accounts of the Demerged Company.
- (b) The identity of the reserves transferred by the Demerged Company relating to the Demerged Undertaking, as mentioned in (a) above, shall be preserved and shall appear in the books of accounts of the Resulting Company in the same manner and form, in which they appeared in the books of accounts of the Demerged Company.
- (c) In respect of shares to be issued by the Resulting Company pursuant to Clause 27.1 of this Scheme as consideration, the Resulting Company shall credit its share capital account for the aggregate face value of these shares.
- (d) In respect of the shares cancelled by the Resulting Company pursuant to clause 28.1 above shall be debited to the share capital account.
- (e) The balance, if any, after giving effect to (a) to (d) above shall be adjusted to the capital reserve account.



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PART V- GENERAL TERMS AND CONDITIONS

31. DIVIDEND

The Transferor Company, Transferee Company / Demerged Company and the Resulting Company, shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting periods prior to the Effective Date.

32. APPLICATION TO THE NCLT OR SUCH OTHER COMPETENT AUTHORITY

The Transferor Company, Transferee Company / Demerged Company and the Resulting Company, shall make, as applicable, joint or separate applications and petitions, under Sections 230 to 232 read with other applicable provisions of the Act to the NCLT for seeking approval of this Scheme

33. CONDITIONALITY OF THE SCHEME

The Scheme is conditional upon and subject to the following:

- 33.1. The Scheme being approved by the requisite majority of respective shareholders and creditors (wherever applicable) of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company, as may be directed by the NCLT;
- 33.2. The sanction of this Scheme by NCLT under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act in favour of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company being obtained;
- 33.3. The certified copy of order of NCLT sanctioning the Scheme being filed with Registrar of Companies by Transferor Company, Transferee Company / Demerged Company and the Resulting Company.

34. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTION

In the event of any of the said sanctions and approvals not being obtained and / or the Scheme not being sanctioned by NCLT, this 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 this Scheme or as may otherwise arise in law.

35. POWER TO AMEND OR WITHDRAW THE SCHEME

- 35.1. Subject to approval of the Tribunal, the Transferor Company, Transferee Company / Demerged Company and the Resulting Company, through their respective Board of Directors, may consent, on behalf of all persons concerned, including but not limited to shareholders and/or creditors of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company to any modifications/amendments to the Scheme or to any conditions or limitations that the NCLT may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) and solve all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect.
- 35.2. For the purpose of giving effect to this Scheme or to any modification thereof, the Board of Directors of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company may give and are authorized to give such directions including directions for settling any question of doubt or difficulty that may arise, and to do all such acts, deeds and things which may be necessary for aforesaid purposes.
- 35.3. In the event of any of the conditions imposed by the Tribunal or other authorities, which the Transferor Company, Transferee Company / Demerged Company and the Resulting Company may find unacceptable for any reason, in whole or in part, or if they are of the view that the coming into effect of the Scheme could have adverse implications on the Transferor Company, Transferee Company/ Demerged Company and the Resulting Company then they are at liberty to withdraw the Scheme at any time either in whole or in



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36. BINDING EFFECT

Upon the Scheme becoming effective, the same shall be binding on the Transferor Company, Transferee Company/ Demerged Company and the Resulting Company and all concerned parties and stakeholders without any further act, deed, matter or thing.

37. COSTS, CHARGES & EXPENSES

- 37.1. All costs, charges and expenses (including stamp duty, registration charges and statutory amounts) arising out of or in connection with this Scheme shall be borne in the manner as may be mutually decided between the Board of Directors of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company.
- 37.2. The entire Scheme shall be treated as one composite Scheme for the purpose of all costs, charges and expenses (including stamp duty, registration charges and statutory amounts).

38. SEVERABILITY

- 38.1. If any part of this Scheme hereof is invalid, ruled illegal by any Court of competent jurisdiction or unenforceable under present or future laws, then it is the intention of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company that 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 this Scheme to become materially adverse to either of the parties, in which case the parties shall attempt to bring about a modification in this Scheme, as will best preserve for the Transferor Company, Transferee Company / Demerged Company and the Resulting Company the benefits and obligations of the Scheme, including but not limited to such part.



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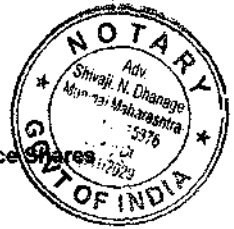
Schedule I

Persons forming part of the Promoter Shareholders as on March 31, 2024 (there has been no change from the aforementioned date till the date of approval of scheme by board of directors)

Sr No.	Name of the Promoter	Shareholding (In %)
1	Kaushik Morarji Chheda	4.59%
2	Satish Khimji Gala	4.45%
3	Praful Keshavji Shah	3.89%
4	Amrut Tilak Shah	3.79%
5	Ranjan Satish Gala	0.98%
6	Kalpna Praful Shah	0.81%
7	Indira Amrut Shah	0.59%
8	Ketan Keshavji Shah	0.45%
9	Bhanuben Morarji Chheda	0.13%
10	Manish Morarji Chheda	0.07%



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Schedule II

Terms and conditions for issue of Zero % Optionally Convertible Redeemable Preference Shares ('OCRPS')

Type of share	Zero % Optionally Convertible Redeemable Preference Shares
Face value	INR 100 per share
Issue Price	At face value
Dividend coupon	Zero %
Terms of conversion	Each OCRPS shall be converted into equity shares based on the fair value prevailing at the time of conversion, in accordance with the Act. Option of conversion shall be with the OCRPS holder at any time prior to end of the tenure.
Redemption	Redemption option shall be with the OCRPS holder at any time after a period of 18 months from the date of issue. Any OCRPS which are not converted at the end of the tenure shall be redeemed by the company.
Redemption premium	OCRPS shall be redeemable at a premium calculated at 10% per annum on a simple interest basis (non-compounded). This premium will be applied to the face value of the OCRPS for the duration they are held prior to redemption. (For example, if the face value of each OCRPS is ₹100, and the redemption occurs after a period of 3 years, the redemption premium would amount to ₹30, resulting in a total redemption value of ₹130 per share)
Tenure	20 years from the date of allotment. However, early redemption is possible at the option of the OCRPS holder, at any time after a period of 18 months from the date of issue.
Voting Rights	The holder of the OCRPS shall have the right to vote in general meeting of the Company in accordance with Section 47 of the Act
Taxation	All payments in respect of redemption of ORPS shall be made after deducting applicable withholding taxes or other taxes / duties, as may be applicable.
Winding up	In the event of winding up of the company, the OCRPS holders shall have a right to receive repayment of the capital paid-up and arrears of dividend.



Amrut
Tilak Shah

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Amrut Tilak Shah
Date: 2024.12.11
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VISHAL R. LAHERI

B.Com, FCA

Registered Valuer (Securities or Financial Assets)

Recommendation of the Fair Value of Hytone Textstyles Limited for Capital Reduction of the equity share capital of Hytone Textstyles Limited, Recommendation of Swap ratio for Merger of Anant Synthetics Private Limited into Hytone Textstyles Limited and Recommendation of Swap ratio for Demerger of industrial property renting business at Kopar Khairane of Hytone Textstyles Limited to Sadguru Gruh Nirman Private Limited as on 31st March, 2024

Date: 11th November, 2024

VISHAL R. LAHERI

B.Com, FCA, CS

Registered Valuer (Securities & Financial Assets)

Unit No 1006, 10th Floor, Techno IT Park, Next to Eskay Resort, New Link Road, Borivali (West), Mumbai 400 092.

Email: vishal@mnacaps.com

Date: 11th November, 2024**To,**

The Board of Directors
Hytone Textstyles Limited
 Plot No 70, TTC,
 MIDC Industrial Area Mahape,
 Navi Mumbai,
 Maharashtra-400710

To Board of Directors
Anant Synthetics Private Limited
 46, Ananta Regency, M. M.
 Malaviya Road, Opp. Telephone
 Exchange, Mulund West, Mumbai
 400080

To Board of Directors
Sadguru Gruh Nirman Private Limited
 Plot No 70, TTC, MIDC Industrial
 Area Mahape, Navi Mumbai, Thane,
 Maharashtra 400710

Dear Sir, Ma'am,

I, Vishal R. Laheri, have been appointed by the Board of Directors on 11th November 2024 ("Appointment Date") for providing Valuation services ('Assignment') to Hytone Textstyles Limited ("HTL" or "Hytone" or "The Company" or "Transferee" or "The Demerged Company"). We understand that the Management of the Company has proposed a restructuring arrangement in the scheme which is as under:

1. Part II - Capital reduction of equity shares held by the public shareholders, as defined in the scheme ('Public Shareholders'), of HTL.
2. Part III- Merger of the Holding Company of HTL i.e., Anant Synthetics Private Limited ("Anant" or "The Transferor") into HTL and
3. Part IV - Demerger of 'industrial property renting business at Kopar Khairane' of HTL ("Demerged Undertaking") into Sadguru Gruh Nirman Private Limited ["SGNPL" or "the Resultant Company").

The above restructuring transactions shall be implemented through a composite scheme of arrangement under Section 230 to Section 232 read with section 66 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act ("**Scheme**"). The Appointed date for Part III and Part IV of the Scheme is 01st April 2024.

I am registered as a Registered Valuer for the asset class (Securities or Financial Assets) with the Insolvency and Bankruptcy Board of India pursuant to which I am recognized to issue recommendation on the Fair Value of HTL for Capital Reduction, recommendation of Swap ratio for Merger of Anant into HTL and recommendation of Swap ratio for demerger of industrial property renting business at Kopar Khairane of HTL into SGNPL.



All information in this report with respect to the valuation subject has been obtained by me from you / your authorized personnel only. I am responsible only to the Companies engaging me and nobody else. I understand that the contents of our report have been reviewed in detail by the Management and that you agree with the contents of this report (especially fact based).

I do not have any conflict of interest in issuing this opinion

Thanking You,

Yours Sincerely,



Vishal R. Laheri

Registered Valuer

(Securities or Financial Assets)

UDIN: 24115033BKCIRM7938

Registration No: IBB/ RV / 05 / 2019 / 11283

Place: Mumbai

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1. About the Companies and Business

a) About HTL (Transferee Company or Demerged Company):

HTL was originally incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the state of Maharashtra on the 11th day of January 1989 under the name and style of 'Hytone Synthetics Private Limited' (Registration Number: 11-50330). Subsequently, on the 27th day of May 1992, HTL got converted from a private limited company to a public limited company, and consequently its name got changed to 'Hytone Synthetics Limited'. On 18th day of November 1999, its name was again changed to its current name 'Hytone Textsyles Limited'. Its Corporate Identification Number is U17120MH1989PLC050330. The equity shares of HTL were listed on BSE Limited, however, the equity shares were compulsorily delisted from BSE Limited with effect from 20th June, 2023, in accordance with the Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2021 and BSE Order dated 16th June 2023. Its registered office is situated at Plot no. 70, TTC MIDC Industrial area, Mahape village, Navi Mumbai, Thane, Maharashtra 400706. HTL is engaged in the business of renting of industrial properties. It currently carries on business of renting of industrial properties at two locations viz. Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai.

The share capital of HTL as on 31st March 2024 is as under:

Particulars	Amount in INR
<u>Authorised Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
1,50,000 1% Non-Cumulative Redeemable Preference Shares (Series-I) of INR 100 each	1,50,00,000
7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	7,20,00,000
Total	14,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
6,85,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	6,85,00,000
Total	12,15,00,000

The share capital of HTL as on the date of approval of this Scheme by its Board of Directors is as under:

Particulars	Amount (INR)
<u>Authorised Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
1,50,000 1% Non-Cumulative Redeemable Preference Shares (Series-I) of INR 100 each	1,50,00,000
7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	7,20,00,000
Total	14,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
3,69,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	3,69,00,000
Total	8,99,00,000

b) About Anant (Transferor Company)

Anant was incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the State of Maharashtra on the 12th day of October 1989 under the name and style of 'Anant Synthetics Private Limited'. It was converted into closely held public limited company and its name got changed to Anant Synthetics Limited. Subsequently, it was re-converted into private limited company on 21st day of October 1994, and consequently its name got changed to Anant Synthetics Pvt. Ltd. Its Corporate Identification Number is U17100MH1989PTC053858. Its registered office is situated at 46, Ananta Regency, M. M. Malaviya Road, Opp. Telephone Exchange, Mulund West, Mumbai 400080. Anant was incorporated with objective of carrying on business of trading of fabrics. Anant holds 51.26% stake in HTL as on 31st March, 2024.

The share capital of Anant / The Transferor Company as on 31st March 2024 is as under:

Particulars	Amount in INR
<u>Authorised Capital</u>	
85,75,000 Equity Shares of INR 10 each	8,57,50,000
85,500 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	85,50,000
Total	9,43,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
77,36,900 Equity Shares of INR 10 each	7,73,69,000
40,000 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	40,00,000
Total	8,13,69,000

Subsequent to 31st March 2024 and till the date of approval of the Scheme by the Board of Directors of the Transferor Company, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company.

c) About SGNPL (Resulting Company)

SGNPL was incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the State of Maharashtra on the 21st day of May 2012 under the name and style of 'Sadguru Gruh Nirman Private Limited'. Its Corporate Identification Number is U45400MH2012PTC231307. Its registered office is situated at Plot No 70, TTC, MIDC Industrial Area Mahape, Navi Mumbai, Thane, Maharashtra 400710. SGNPL is incorporated with the objective of engaging in the business of building and development of real estate properties as well as leasing/ renting of properties. SGNPL is a wholly owned subsidiary of HTL.

The share capital of the Resulting Company as on 31st March 2024 is as under:

Particulars	Amount in INR
<u>Authorised Capital</u>	
10,000 Equity Shares of INR 10 each	100,000
Total	100,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of INR 10 each	100,000
Total	100,000

Subsequent to 31st March 2024 and till the date of approval of this Scheme by the Board of Directors of the Resulting Company, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Resulting Company.

d) Current Status of HTL

The equity shares of HTL were listed on BSE Limited, however, the equity shares were compulsorily delisted from BSE Limited with effect from 20th June 2023, in accordance with the Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2021 ('Delisting Regulations') and BSE Order dated 16th June 2023. The promoters of HTL have provided an exit offer to the public shareholders, post compulsory delisting, for purchasing their shares in accordance with the BSE Order dated 16th day of June 2023, and in accordance with the Delisting Regulations ('Exit Offer'). The Exit Offer, given suo-moto by the promoters, to the public shareholders of HTL, started from 16th August 2023 and ended on 30th August 2023, with an extension of one year from the closing of the Exit Offer i.e. up to 30th August 2024. The public shareholders hold approximately 26.21% of the equity share capital of HTL as on the date of approval of the Scheme by the board of directors.

e) Rationale of the Proposed Transaction

I understand the management of the Companies are contemplating the following restructuring arrangements whereby:

i. Capital Reduction by HTL

- Post closure of the Exit Offer on 30th day of August 2024, the Public Shareholders no longer have any tradability and liquidity for HTL equity shares. Hence, the capital reduction of equity shares held by the Public Shareholders, of HTL will provide an exit mechanism and liquidity to all the Public Shareholders, of HTL.

ii. Merger of Anant with HTL

- Anant is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through Anant.
- Hence, merger of Anant is proposed into HTL for achieving the following benefits:
 - Direct participation of the promoters in the business of HTL
 - Simplification and streamlining of shareholding structure of HTL by elimination and reduction of shareholding tiers,



- o Greater transparency to the shareholders and a reduction of overhead / administrative costs

iii. **Separation of industrial property renting business at Kopar Khairane, Navi Mumbai, of HTL, by way of demerger, into SGNPL**

- HTL currently is engaged in renting industrial properties at Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The demerger is proposed to segregate industrial property renting business at Kopar Khairane which is proposed to entail following benefits.
 - o The nature of risk and competition involved in the industrial property renting business at each of the locations is distinct from the other. In order to lend greater focus to the operations of each of the businesses, the Demerged Company proposes to segregate, by way of a demerger, its industrial property renting business at Kopar Khairane, Navi Mumbai, to the Resulting Company.
 - o The proposed segregation will allow a focused strategy in operations of the business at each of the locations, which would be in the best interest of all the stakeholders.
 - o Segregation of the businesses will unlock the true potential of each business, which will allow more focused strategy, management bandwidth and attention to execute each business segment's respective vision.
 - o Provide higher degree of flexibility to evaluate independent business opportunities as well as attract the right set of strategic and financial investors, lenders and other stakeholders. This will also help each business in its independent fund requirements
- As a consideration, fully paid-up equity shares of the resulting company shall be allotted to the equity shareholders of the demerged company. Further, preference shares of the Resulting Company shall be issued and allotted to the different classes of preference shareholders of the Demerged Company on the same terms and conditions that were applicable to the respective classes of preference shareholders in the Demerged Company.

The scope of our services is to conduct valuation in accordance with generally accepted professional standards for the above-mentioned Proposed Transaction.



f) **Salient Features of the Scheme****Capital Reduction of HTL**

- All equity shares of HTL held by Public Shareholders as on Record Date shall stand cancelled.
- Cash consideration will be discharged for cancellation and extinguishment of the equity share capital held by Public Shareholders as on the Record Date.

Merger of Anant into HTL

- With effect from the Appointed Date, whole of the Transferor Company, as a going concern, including its business, all the assets and liabilities as on the Appointed Date, shall under the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act, without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company so as to become the properties and liabilities of the Transferee Company in accordance with the provisions of Section 2(1B) of the Income- tax Act, 1961.
- As a consideration of merger, fully paid up optionally convertible redeemable preference shares of HTL shall be issued and allotted to the equity shareholders of Anant. Also, fully paid-up redeemable preference shares of HTL shall be issued and allotted to the redeemable preference shareholders of Anant on the same terms and conditions.
- Further, the investment in shares of HTL held by the Anant shall stand cancelled without any payment.

Demerger of 'industrial property renting business at Kopar Kharane' of HTL into SGNPL

- With effect from the Appointed Date, the industrial property renting business at Kopar Khairane, Navi Mumbai, shall be deemed to be transferred in accordance with Section 2(19AA) of the Income Tax Act, 1961.
- With effect from the Appointed Date, all assets and liabilities pertaining to the industrial property renting business at Kopar Khairane, Navi Mumbai, of the Demerged Company, on a going concern basis, under the provisions of Sections 230 to 232 of the Act, without any further act or deed or instrument, be transferred to the Resulting Company and shall become the assets and liabilities of the Resulting Company.

As a consideration of demerger, fully paid-up equity shares of SGNPL shall be issued and allotted to the equity shareholders of HTL. Also, fully paid-up redeemable preference shares of SGNPL shall be issued and allotted to the redeemable preference shareholders of HTL on

the same terms and conditions (this is for each class of redeemable preference shares held in HTL)

2. Scope & Approach of the Assignment

The Scope and approach of the Assignment is as follows:

Sr	Key Particulars	Our Approach
1	Purpose of valuation	I have been appointed for recommendation of fair value of HTL's equity share for payment of full and final settlement to the Public Shareholders, on capital reduction of equity shares held by Public Shareholders in HTL, for recommendation of swap ratio for merger of Anant into HTL and recommendation of swap ratio for demerger of industrial property renting business at Kopar Khairane of Hytone into SGNPL (Resulting Company) as per Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013.
2	Appointing Authority and Date of Appointment	Board of Directors of HTL on 1 st November 2024
3	Valuation Date	31 st March, 2024
4	Date of Report	11 th November, 2024
5	Basis of Value	Fair Value
6	Premise of Value	Going Concern Basis
7	Valuation standards followed	International Valuation Standards
8	Identity of the RV	Please see our Credentials in Annexure 1
9	Any other experts involved in the valuation	Nil
10	Inspections and /or investigations undertaken	Nil
11	Intended Users of the	The Board of the Directors of the Companies for the



	Valuation	purpose of Proposed Transaction only.
12	Disclosure of my interest or conflict	I have no present or prospective interest in the Companies that are the subject of this opinion / report, and I have no personal interest with respect to the parties involved. I have no bias with respect to the Companies that are the subject of this opinion / report or to the parties involved with this assignment.
13	Whether Fees are contingent	My engagement in this assignment was not contingent upon developing or reporting predetermined results. My compensation for completing this assignment is not contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the Client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this Valuation.

While my work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client's existing business records. My report is subject to the Caveats, Limitations and Disclaimers as detailed in Annexure 1. Please note that my report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made as on the Valuation Date. Due to possible changes in market forces and circumstances, this document can only be regarded as relevant as at the Valuation Date. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.



3. Nature & Sources of Information

a) Source of Information

For the purposes of undertaking this Valuation exercise, I have relied on the following sources of information and documents:

- Audited financials of HTL, Anant, industrial property renting business at Kopar Khairane of HTL & SGNPL as on 31st March, 2024
- Audited financials of Arihant Industrial Corporate Limited and Ananttsab Realtors LLP as on 31st March 2024
- List of Shareholders of HTL, Anant & SGNPL as on 31st March, 2024
- Valuation report of plots and building of HTL as on 1st April 2024 issued by a Registered Valuer Ajinkya Raorane and Associates.
- Ledger balance of dividend payable by HTL till 31st March 2024
- Statement for NAV as on 31st March, 2024 for the Investment made in HDFC Mutual fund by HTL and Term deposit statement of Anant and HTL as on 31st March, 2024
- Draft Composite scheme of arrangement of HTL.
- Discussion with management of the Company regarding its business operations,
- Representation Letter as provided by the Client;

b) Quality and adequacy of Information

The information provided to me and the time for carrying out the valuations has been adequate for the nature and size of this valuation and the assumptions used by management/others in developing projections have been appropriately reviewed, enquiries made regarding basis of key assumptions in context of business being valued and the industry/economy and we find them reasonable.

I assume that the Client has brought to our attention all material transactions, events or any other factors having an impact on the valuations. I have not conducted any inspection or investigations of the Company and have solely relied on the documents and representations provided by the Client and as stated above.



4. Applicable Regulations & Valuation Methodologies

- Section 247 of the Companies Act, 2013 prescribes that *"where a valuation is required to be made in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets (herein referred to as the assets) or net worth of a company or its liabilities under the provision of this Act, it shall be valued by person having such qualifications and experience and registered as a valuer in such manner, on such terms and conditions as may be prescribed and appointed by the audit committee or in its absence by the Board of Directors of that company"*.
- Sub-section 2 of Section 247 further states that "the valuer appointed under sub-section (1) shall,
 - make an impartial, true and fair valuation of any assets which may be required to be valued;
 - exercise due diligence while performing the functions as valuer;
 - make the valuation in accordance with such rules as may be prescribed; and
 - not undertake valuation of any assets in which he has a direct or indirect interest or becomes so interested at any time during a period of three years prior to his appointment as valuer or three years after the valuation of assets was conducted by him.
- Further, the Ministry of Corporate Affairs (MCA) have prescribed Companies (Registered Valuers and Valuation) Rules, 2017 ("Valuation Rules") which prescribe the conditions of registration and conduct of valuation.
- Rule 8 of the Valuation Rules, which deals with the conduct of valuations, prescribes that the registered valuer shall, while conducting a valuation, comply with the valuation standards as notified or modified under rule 18. Provided that until the valuation standards are notified or modified by the Central Government, a valuer shall make valuations as per:
 - Internationally accepted valuation standards;
 - Valuation standards adopted by any registered valuer's organisation.
- Since the Central Government has yet not notified any valuation standards, I have carried out the valuation on the basis of International Valuation Standards 2017 ("IVS")¹ and Indian Valuation Standards 2018 issued by the Institute of Chartered Accountants of India, a registered valuer's organization.

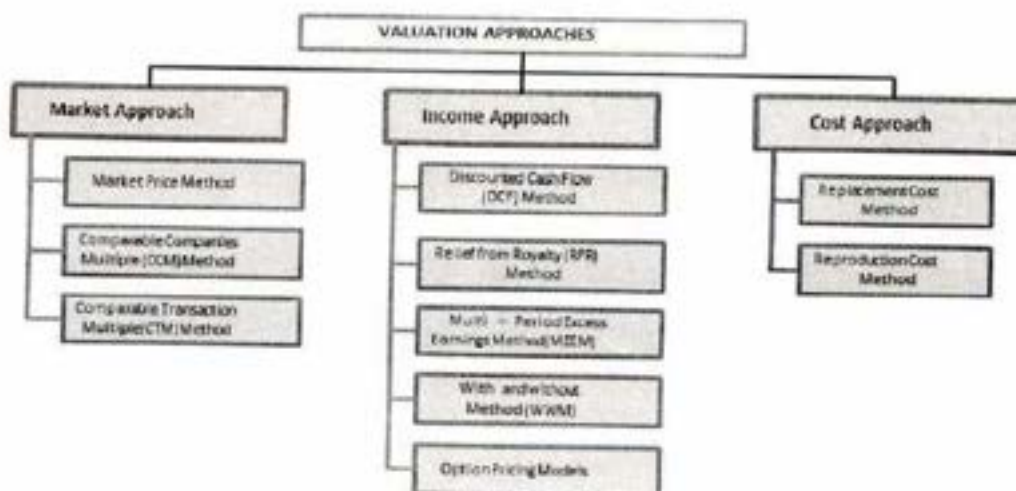
¹ <https://www.ivsc.org/files/file/view/id/811>

a) Valuation Bases

- IVS 102 defines the Valuation Bases and prescribes the corresponding fundamental assumptions on which valuation will be based and provides the premises of values.
- IVS 102 provides three valuation bases which are required to be chosen by the Valuer considering the terms and purpose of the valuation engagement.
 - **Fair value:** Price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the Valuation Date.
 - **Participant specific value:** Estimated value of an asset or liability after considering the advantages and disadvantages that may arise to the owner, identified participant or identified acquirer.
 - **Premise of Value:** The logic behind the current and future use of the asset. Some common premises of value are highest-and-best-use, as-is-where-is, going concern value, orderly liquidation and forced transaction.

b) Valuation Methodologies

The IVS provides for following main valuation methods:



• Market Approach

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



o **Market Price Method**

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investor's perception about the true worth of the company.

o **Comparable Companies Multiples (CCM) Method**

The value is determined on the basis of the multiples derived from valuations of comparable companies, as manifest in the stock market valuations of listed companies. This valuation is based on principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

o **Comparable Transactions Multiples (CTM) Method**

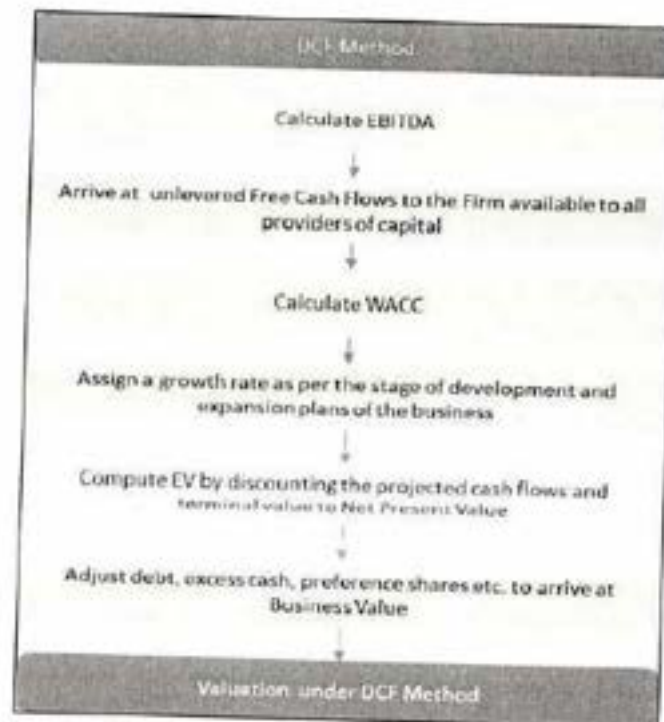
Under CTM Method, the value is determined on the basis of multiples derived from valuations of similar transactions in the industry. Relevant multiples need to be chosen carefully and adjusted for differences between circumstances.



• **Income Approach**

Discounted Cashflow Approach ("DCF")

- DCF Approach is widely used for valuation under 'Going Concern' basis. It focuses on the income generated by the company in the past as well as its future earning capability.
- Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows in the explicit period and those in perpetuity are discounted by Weighted Average Cost of Capital (WACC). The WACC, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of future cash flows as it considers debt-equity risk by incorporating debt-equity ratio of the firm.
- The perpetuity (terminal value) is calculated based on the business potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of forecast period.
- The discounting factor reflects not only the time value of money, but also the risk associated with the future business operations. The Enterprise Value (aggregate of present value of explicit period and terminal period cash flows) so derived, is further reduced by value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of business.



- **Cost Approach**

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

- **Replacement Cost Method**

Replacement Cost Method, also known as 'Depreciated Replacement Cost Method' involves valuing an asset based on the cost that a market participant shall have to incur to recreate an asset with substantially the same utility (comparable utility) as that of the asset to be valued, adjusted for obsolescence.

- **Reproduction Cost Method**

Reproduction Cost Method involves valuing an asset based on the cost that a market participant shall have to incur to recreate a replica of the asset to be valued, adjusted for obsolescence.

5. Valuation Analysis

The valuation exercise involves selecting a method suitable for the purpose of valuation, by exercise of judgment, based on the facts and circumstances as applicable to the business of the companies to be valued.

(a) Procedures adopted in carrying out the valuation:

The principal procedures adopted in carrying out the valuation are briefly summarized below:

- Review of past financials;
- Review of audited financials as of the Valuation Date;
- Review of property valuation report;
- Review of draft Scheme;
- Industry analysis;
- Discussions with the management;
- Review of principal agreements/documents etc;



6. Valuation Analysis – Capital Reduction of equity shares of HTL

6.1 Selection of Valuation Methodology

Based on our understanding and discussion with Management, we have considered the following factors in arriving at our valuation methodology and conclusion on HTL's fair value:

Hytone is engaged in the industrial property renting business. The Company has immovable property in two locations i.e. Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The Company has leased out both the assets.

Due to the uncertainty in the projected lease payments, the income approach has been ruled out and we have considered the Adjusted Net Asset Value Method, which is more reliable and certain to arrive at the fair value of the equity shares of Hytone.

6.2 Adjusted Net Asset Value Method

To arrive at the Adjusted Net Asset Value of the company, the following adjustments were made to the book value of the company as on 31st March 2024:

- We have considered the adjusted fair market value (Net of taxes) of the leasehold land and factory building as on 1st April 2024 basis the Valuation report issued by a Registered Property Valuer Ajinkya Raorane & Associates.
- For the investment of HTL in Anantsab Relators LLP (ARL), the fair value of ARL as on 31st March 2024 has been considered basis working provided by management of HTL in the MRL.
- The company has invested in the equity shares of SGNPL. Since the NAV of SGNPL as on the Valuation Date is negative. The fair market value of such investment has been considered as NIL for the purpose of our valuation.
- The company has investment in Mutual funds (unquoted). The fair Market value (Net of Taxes) of such mutual funds on the Valuation Date i.e. 31st March 2024 has been considered to derive the adjusted Net Asset Value.
- Further, the company has fixed deposits amounting to INR 9.48 crores as on the Valuation Date. The interest income accrued on such fixed deposits as on 31st March 2024 has been considered net of taxes.
- The fair value of loans and advances given to SGNPL has been considered based on the Net Realisable Value on waterfall basis.

Since HTL has been delisted from the stock exchange, the shares of HTL cannot be easily traded in the open market. Therefore, the discount for lack of marketability (DLOM) of 20% has been considered while arriving at the Adjusted NAV value per share of the company.

7. Valuation Analysis – Merger of Anant into HTL

Merger of Anant into HTL

- Anant is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through Anant.
- **Selection of Valuation Methodology**

Based on our understanding and discussion with Management, the following factors in arriving at our valuation methodology and conclusion on Anant and HTL's fair value:

As mentioned in Point 6.1 above, the fair value of the equity shares of HTL has been arrived basis Net Adjusted Asset Value.

- Anant owns 26.22% stake in Hytone. Anant was incorporated to carry on business of trading in fabrics. Currently the Company does not have any operating business other than holding shares in Hytone. Since Anant is the holding company of HTL, they belong to the same group and hence, pursuant to the Scheme of Amalgamation no assets are moving outside the Group, thus, the interest of the existing shareholders of Anant would not be prejudicially affected. Therefore, the fair value of Anant has been arrived basis Net Adjusted Asset Value.

Adjusted Net Asset Value Method

To arrive at the Adjusted Net Asset Value of the company, the following adjustments were made to the book value of the Transferor Company and Transferee Company as on 31st March 2024:

- The Adjusted Net Asset Value of the Transferee Company is arrived as provided under Point 6 in this Report.
- The Adjusted Net Asset Value of Anant based on the fair valuation of the underlying assets and liabilities as under:
 - We have considered the fair value of the unquoted investments basis the Adjusted Net Asset Value Method.
 - Further, we have adjusted the preference dividend receivable from its investment in the Redeemable Preference Shares of HTL.
 - Since Anant is not listed on the stock exchange, the shares of Anant cannot be easily traded in the open market. Therefore, the discount for lack of marketability (DLOM) of 20% has been considered while arriving at the Adjusted NAV value per share of the company.



8. Valuation Analysis – Demerger of industrial property renting business at Kopar Khairane of HTL into SGNPL

• Selection of Valuation Methodology

Based on our understanding and discussion with Management, the following factors in arriving at our valuation methodology and conclusion on fair value of the Demerged Undertaking and SGNPL:

- The Demerged Undertaking is the industrial property renting business in Kopar Khairane, Navi Mumbai of HTL. The Demerged Undertaking has an immovable property at Kopar Khairane, Navi Mumbai
- SGNPL is incorporated with the objective of engaging in the business of building and development of real estate properties as well as leasing/ renting of properties. SGNPL is a wholly owned subsidiary of HTL. Currently the Company does not have any operations.
- The Proposed Transaction contemplates demerger of Demerged Undertaking of HTL and transfer to SGNPL, a 100% subsidiary, pursuant to the Scheme. As a consideration for the transfer of Demerged Undertaking, SGNPL shall issue its equity shares / preference shares to the shareholders of HTL. Accordingly, the eligible shareholders of HTL are and will, upon demerger, be ultimate economic beneficial owners of SGNPL inter-se in the same proportion as they hold in HTL. Owing to such mirror shareholding, the rights of the shareholders of both the companies does not in any way gets altered upon the transfer and vesting of Demerged Undertaking from HTL into SGNPL. Therefore, any share exchange ratio will be fair.



9. Valuation Conclusion

I have conducted the valuation process and prepared this report in compliance with the above regulations and guidance.

Capital Reduction

- In the light of the above and on consideration of all relevant factors and circumstances as discussed and outlined in this report, the fair value of the equity shares of HTL as based on Adjusted Net Asset Value Method as on Valuation Date is INR 66.79 (Basis the financials as of 31st March, 2024).

Merger of Anant into HTL

- The Share Entitlement Ratio is based on the valuation methodologies explained herein earlier and various qualitative factors, having regard to key underlying assumptions and limitations.
- Based on the foregoing, and on consideration of all the relevant factors and circumstances as discussed and outlined herein above, I have arrived at the values per share as follows:

Company	Fair Value per share
Anant - Equity Shares	22.34
HTL - Zero% Optionally convertible Redeemable Preference Shares	94.37

- Based on the above, and on the consideration of all the relevant factors and circumstances as discussed and outlined herein above, I recommend the following Share Entitlement Ratio:
237 Zero% Optionally convertible Redeemable Preference Shares of HTL (of INR 10/- each, fully paid up) for every 1000 equity shares held in Anant (of INR 10/- each fully paid up) for the Proposed Transaction.
- Since the Redeemable Preference shares of the Transferee Company shall be issued and allotted to the preference shareholders of the Transferor Company on the same terms and conditions that were applicable to the Redeemable Preference shareholders in the Transferor Company, I recommend the following Share Entitlement Ratio:
1 fully paid-up 4% Redeemable preference shares of INR 100/- each of the Transferee Company shall be issued and allotted for every 1 fully paid-up 4 % Redeemable preference shares of INR 100/- each held in the Transferor Company for the Proposed Transaction.

Demerger of 'industrial property renting business at Kopar Khairane' of HTL into SGNPL

- The Share Entitlement Ratio is based on the valuation methodologies explained herein earlier and various qualitative factors, having regard to key underlying assumptions and limitations.
- As discussed in para 8, owing to mirror shareholding, the rights of the shareholders of both the companies does not in any way gets altered upon the transfer and vesting of Demerged Undertaking from HTL into SGNPL. Therefore, any share exchange ratio will be fair. The management has proposed to issue consideration for demerger by way of issue of **18 equity share of INR 10/- each of the Resulting Company for every 100 equity shares of INR 10/- each held in the Demerged Company and 18 Redeemable Preference Share of INR 100/- each of the Resulting Company for every 100 Redeemable Preference Shares of INR 100/- each held in the Demerged Company** (this ratio is for each class of redeemable preference shares held in Demerged Company)

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10. Annexure 1 – Caveats, Limitations and Disclaimers**i. Restriction on use of Valuation Report**

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our Client is the only authorized user of this report and is restricted for the purpose indicated in appointment terms letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use and the Regulations. Further, we do understand that the report will be shared with the auditors / advisors / submission to government authorities [including National Company Law Tribunal ("the tribunal")], regulators towards statutory compliances and such other persons as may be required to give effect to the Scheme and we provide our consent for the same. I/we do not take any responsibility for the unauthorized use of this report. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.

ii. Our Responsibility

I/We owe responsibility to only to the authority/client that has appointed me/us under the terms of the engagement letters. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.

iii. Accuracy of Information

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.

iv. Achievability of the forecast results

We do not provide assurance on the achievability of the results forecast by the management/owners as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

v. Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the Valuation Date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the Valuation Date.

vi. Range of Value Estimate

The valuation of companies and assets is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving



at the value, there is, therefore, no indisputable single value and the estimate of the value is normally expressed as falling within a likely range. value and we normally express our opinion on the value as falling within a likely range. However, as the purpose of this report requires the expression of a single value, we have adopted a value at the mid-point of our valuation range. Whilst, I / we consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

vii. No Responsibility to the Actual Price of the subject asset if sold or transferred/ exchanged

The actual market price achieved may be higher or lower than our estimate of value (or value range of value) depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which actual transaction will take place.

viii. Reliance on the representations of the owners/clients, their management and other third parties

The Client and its management/representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the owners/clients, their management and other third parties concerning the financial data and other operational and tangible assets data, as applicable to this case except as specifically stated to the contrary in the report. I/We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents.

ix. No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

x. Compliance with relevant laws

The report assumes that the company/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies/business/assets will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to us.



xi. Multiple factors affecting the Valuation Report:

The valuation report is tempered by the exercise of my / our judicious discretion and judgment taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

xii. Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report

I/We are fully aware that based on the opinion of value expressed in this report, I/we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and my / our tendering evidence before such authority shall be under the applicable laws.



11. Annexure 2 – Valuer's Credentials

I, Vishal Laheri, have around 20 years of experience in tax, accounting, valuation and M&A and have worked on several large transactions across a variety of sectors including financial services, Technology Media & Telecom and Infrastructure & Power Sector.

I have worked with the Reliance Group since its inception in 2005 across tax, accounting and M&A structures. My latest role was as the Head - Mergers & Acquisition & Strategy at Reliance Capital Limited (RCAP), the financial arm of the Reliance Group. I was also inducted in the Leadership Committee of RCAP as part of accelerated management development program. He was instrumental in negotiating and closing several joint ventures with Nippon Life Insurance (Japan), Sumitomo Mitsui Trust & Bank (Japan), Ming Yang Group (China) and various other transactions in the financial services, telecom media & technology & Infra space. Prior to Reliance, I worked for about 4 years in the transaction advisory practice of RSM Advisors Pte Ltd, Mumbai where I worked on several transactions for both domestic & overseas acquisition for reputed conglomerates assisting on complex structures, cross border deals, valuations, diligences and implementations. Currently, I am advising several corporates and funds on valuations, restructuring and M&A transactions.

I am a Fellow Chartered Accountant and a Company Secretary besides being a Registered Valuer for Securities and Financial Asset under IBC Code under IBBI Act. I am a state government merit scholarship student with graduation from the N.M College of Commerce & Economics, Mumbai (1999).



This is an Annexure to the Report issued dated 11th November, 2024 for Recommendation of the Fair Value of Hytone Textstyles Limited ("HTL") for Capital Reduction of the equity share capital of Hytone Textstyles Limited, Recommendation of Swap ratio for Merger of Anant Synthetics Private Limited ("Anant") into Hytone Textstyles Limited and Recommendation of Swap ratio for Demerger of industrial property renting business at Kopar Khairane of Hytone Textstyles Limited to Sadguru Gruh Nirman Private Limited as on 31st March, 2024

1. Capital Reduction by HTL

Workings to arrive at the Fair Value of HTL as on 31st March, 2024 is as under:

Hytone Textstyles Limited		
Part I - Capital Reduction		
		(in Rs)
PARTICULARS	31.03.2024	FMV
Fixed Assets	3,27,84,261	33,76,67,936.04
Leasehold Land	2,82,95,176.00	30,53,20,479
Factory Building	23,53,547.00	3,02,11,819
Plant & Machinery	4,31,244.00	4,31,244
Vehicles	16,17,887.00	16,17,887
Furniture	86,506.62	86,507
Non-current Assets	37,24,483	37,74,483.00
Financial Assets-Others	-	-
Others	37,24,483	37,74,483
Investment (Non Current)	14,64,63,000	14,79,81,525
Capital with Anantab Relators LLP	2,06,18,500	2,31,77,129
Capital with Sadguru Gruh Nirman	1,00,000	-
Investment in Mutual Funds (Unquoted At FVTPL)	3,68,50,460	3,54,20,357
Fixed Deposits having maturity more than 12 months	8,93,94,040	8,93,94,040
Non Current tax Assets	15,17,230	15,17,230
Deferred Tax Asset	70,64,330	70,64,330
Current Assets	1,63,77,110.00	1,52,12,390.00
Sundry Debtors	12,62,700	12,62,700.00
Cash in hand	4,51,500	4,51,500.00
Bank Accounts	12,15,610	12,15,610.00
Other Current Assets	10,62,740	10,62,740.00
Other Financial Assets	15,84,560	15,84,560.00
Loans and Advances	12,25,000	60,280
Investment	75,75,000	75,75,000
TOTAL ASSETS	20,79,80,414	51,32,17,894.27
Liabilities		
Financial Liabilities	1,27,40,360.00	1,27,40,360.00
Provisions	65,50,070.00	65,50,070.00
Statutory Payments	10,35,340.00	10,35,340.00
Sundry Creditors	5,24,780.00	5,24,780.00
Other Non-current Liabilities	46,30,170.00	46,30,170.00
Non Current Liabilities	1,78,33,720.00	1,78,33,720.00
Dividend Payable		
Dividend Payable on Pref Shares-Series II - Ind AS	55,25,300.00	55,25,300.00
Security Deposit	1,23,08,420.00	1,23,08,420.00
LOANS		
3% Cumu. Redeem Pref. Shares (Series-II)	4,01,42,000.00	4,01,42,000.00
TOTAL LIABILITY	7,07,16,080	7,07,16,080.00
NAV	13,72,64,334	44,25,01,814.27
Add/Less: Adjustments		
Available for Equity Holders	13,72,64,333.62	44,25,01,814.27
Less: DLOM @ 20%		8,85,00,362.85
		35,40,01,451.41
No. of Shares		53,00,000.00
Value per share		66.79

2. Merger of Anant into HTL

Workings to arrive at the Swap ratio for merger is as under:

Anant Synthetic Private Limited		
PARTICULARS	31.03.2024	FMV
Non - Current assets	7,35,58,975.00	21,09,83,097.28
-Investment in Associate Company (Hytone)	4,60,71,228	18,48,71,981
- Quoted Investment	18,389.00	18,389.00
-Investment in Arihant Industrial Corporation Limited	24,62,500.00	10,85,869
-Investment in preference Shares of Hytone	2,01,00,000.00	2,01,00,000.00
Long Term & Advances	49,06,858.00	49,06,858
II. Current Assets	2,55,47,959.13	2,55,47,959.13
Cash & Cash Equivalents	2,54,69,436.13	2,54,69,436.13
Other Current Assets	78,523.00	78,523.00
TOTAL ASSETS	9,91,06,934.13	23,65,31,056
Liabilities	2,21,25,310	2,21,25,310
I. Non-Current Liabilities		
Long Term Borrowings	88,60,000	88,60,000
4% Non-Cum. Redeemable Pref. Shares @ 100/-	40,00,000	40,00,000
Non - Current Liabilities		
a) Long - Term Borrowings	88,60,000	88,60,000
Current Liabilities		
a) Trade Payables	1,11,550	1,11,550
b) Other Current Liabilities	5,250	5,250
c) Short - Term Provisions	2,88,510	2,88,510
TOTAL LIABILITY	2,21,25,310	2,21,25,310
Add/(Less): Adjustment		
Add: Preference Dividend Receivable	16,21,123.02	16,21,123.02
FMV	7,86,02,747.15	21,60,26,869.43
Less: DLOM @ 20%		4,32,05,373.89
Adjusted NAV		17,28,21,495.54
No. of Shares		77,36,900.00
Value per share		22.34

Hytone

Optionally Convertible Redeemable Preference	
Tenure	20
Discount Rate	14.09%
Coupon Rate	0.00%
IRR	10.00%
Frequency	Annually
Investment Amount (INR in Crs.)	17.41
No. of OCRPs	17,40,803.00
Face Value	100.00
Issue Price	100.00
Valuation Date	31st March 2024

Annex 1

(INR)						
Period	Cumulative	PVF	Principal	Yield	Dividend	Total CF
31 March 2025	12	0.88	-	-	-	-
31 March 2026	18	0.82	100.00	15.00	-	94.37
PV of OCRPs						94.37

Annexure 1

Calculation of borrowing rate / Discounting Rate	
Risk free rate	7.10%
Spread as per FIMMDA	6.99%
Borrowing cost	14.09%
Add: Alpha	0.00%
Discounting Rate	14.09%
Discounting Rate (Rounded off to)	14.09%

19 year government bond yield as on 31st Ma
BBB-rated, for 20 years maturity as on March



**FAIRNESS OPINION REPORT ON VALUATION FOR THE PROPOSED SCHEME OF
ARRANGEMENT**

FOR

**REDUCTION OF EQUITY SHARE CAPITAL OF HYTONE TEXTYLES LIMITED,
AMALGAMATION OF ANANT SYNTHETICS PRIVATE LIMITED WITH HYTONE TEXTYLES
LIMITED AND DEMERGER OF DEMERGED UNDERTAKING FROM HYTONE TEXTYLES
LIMITED TO SADGURU GRUH NIRMAN PRIVATE LIMITED**

AND

THEIR RESPECTIVE SHAREHOLDERS

By



Navigant

Navigant Corporate Advisors Limited

804, Meadows, Sahar Plaza Complex,

J.B. Nagar, Andheri Kurla Road,

Andheri East, Mumbai-400 059

Email Id- navigant@navigantcorp.com

Web: www.navigantcorp.com

November 11, 2024

**SEBI Registered Category I Merchant Banker
SEBI Registration No. INM000012243**



Notice to Reader

Navigant Corporate Advisors Limited ("Navigant" / "NCAL" or "Authors of the Report") is a SEBI registered 'Category I' Merchant Banker in India and was engaged by Board of Directors of Hytone Textstyles Limited ("HTL" or "Transferee Company / Demerged Company") to prepare an Independent Fairness Opinion Report ("Report") with respect to providing an independent opinion and assessment as to Fairness of Valuation Report and Swap Ratio determined by Vishal R. Laheri, Registered Valuer (SFA) ("Valuer" / "Independent Valuer") an Independent Valuer for the purpose of

- a) Reduction of equity share capital of Hytone Textstyles Limited held by Public Shareholders;
- b) Amalgamation of Anant Synthetics Private Limited with Hytone Textstyles Limited;
- c) Demerger of Demerged Undertaking from Hytone Textstyles Limited to Sadguru Gruh Nirman Private Limited;

with effect from the Appointed Dates and consequent to the above, payment of consideration to Public Shareholders (as defined in the Scheme) and issuance of the Equity / Preference Shares to the shareholders of Transferor Company / Demerged Company in accordance with the Scheme, pursuant to section 230-232 read with Section 66 and other applicable provisions of the Companies Act, 2013 in the matter provided for in this Scheme.

HTL, Anant and SGNPL are collectively referred to as "Companies".

The Report has been prepared on the basis of the review of information provided to Navigant and specifically the Valuation Report (hereinafter referred as Valuation Report) prepared by Valuer as an Independent Valuer. The Report does not give any valuation or suggest any Swap Ratio; however, this Report is limited to provide its Fairness Opinion on the Valuation Report.

The information contained in this Report is selective and is subject to updations, expansions, revisions and amendments. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent.



This Report is based on data and explanations provided by the Management and certain other data culled out from various websites believed to be reliable. Navigant has not independently verified any of the information contained herein. Neither the Company nor Navigant, nor affiliated Bodies Corporate, nor the Directors, Shareholders, Managers, Employees or Agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information contained in the Report. All such Parties and Entities expressly disclaim any and all liability for or based on or relating to any such information contained in, or errors in or omissions from, this Report or based on or relating to the Recipients' use of this Report.



Background of the Companies

HTL was originally incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the state of Maharashtra on the 11th day of January 1989 under the name and style of 'Hytone Synthetics Private Limited' (Registration Number: 11-50330). Subsequently, on the 27th day of May 1992, HTL got converted from a private limited company to a public limited company, and consequently its name got changed to 'Hytone Synthetics Limited'. On the 18th day of November 1999, its name was again changed to its current name 'Hytone Textsyles Limited'. Its Corporate Identification Number is U17120MH1989PLC050330. Its registered office is situated at Plot no. 70, TTC MIDC industrial area, Mahape village, Navi Mumbai, Thane, Maharashtra 400706. HTL is engaged in the business of renting of properties. It currently carries on the business of renting properties at two locations viz. Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai.

Anant was incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the State of Maharashtra on the 12th day of October 1989 under the name and style of 'Anant Synthetics Private Limited'. It was converted into closely held public limited company and its name got changed to Anant Synthetics Limited. Subsequently, it was re-converted into private limited company on 21st day of October 1994, and consequently its name got changed to Anant Synthetics Pvt. Ltd. Its Corporate Identification Number is U17100MH1989PTC053858. Its registered office is situated at 46, Ananta Regency, M. M. Malaviya Road, Opp. Telephone Exchange, Mulund West, Mumbai 400080. Anant was incorporated with objective of carrying on business of trading of fabrics. Anant holds 51.26% stake in HTL as on 31st March, 2024.

SGNPL was incorporated as a private limited company under the erstwhile provisions of the Companies Act, 1956 in the State of Maharashtra on the 21st day of May 2012 under the name and style of 'Sadguru Gruh Nirman Private Limited'. Its Corporate Identification Number is U45400MH2012PTC231307. Its registered office is situated at Plot No 70, TTC, MIDC Industrial Area Mahape, Navi Mumbai, Thane, Maharashtra 400710. SGNPL is incorporated with the objective of engaging in the business of building and development of real estate properties as well as leasing/ renting of properties. SGNPL is a wholly owned subsidiary of HTL.



Transaction Overview and Rational

i. Capital Reduction by HTL

- Post closure of the Exit Offer on 30th day of August 2024, the Public Shareholders no longer have any tradability and liquidity for HTL equity shares. Hence, the capital reduction of equity shares held by the Public Shareholders, of HTL will provide an exit mechanism and liquidity to all the Public Shareholders, of HTL

ii. Merger of Anant with HTL

- Anant is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through Anant.
- Hence, merger of Anant is proposed into HTL for achieving the following benefits:
 - Direct participation of the promoters in the business of HTL
 - Simplification and streamlining of shareholding structure of HTL by elimination and reduction of shareholding tiers,
 - Greater transparency to the shareholders and a reduction of overhead / administrative costs

iii. Separation of industrial property renting business at Kopar Khairane, Navi Mumbai, of HTL, by way of demerger, into SGNPL

- HTL currently is engaged in the business of renting industrial properties at Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The demerger is proposed to segregate the industrial property renting business at Kopar Khairane which is proposed to entail following benefits.
 - The nature of risk and competition involved in the leasing business at each of the locations is distinct from the other. In order to lend greater focus to the operations of each of the businesses, the Demerged Company proposes to segregate, by way of a demerger, its industrial property renting business at Kopar Khairane, Navi Mumbai, to the Resulting Company.
 - The proposed segregation will allow a focused strategy in operations of the business at each of the locations, which would be in the best interest of all the stakeholders.
 - Segregation of the businesses will unlock the true potential of each business, which will allow more focused strategy, management bandwidth and attention to execute each business segment's respective vision.
 - Provide higher degree of flexibility to evaluate independent business opportunities as well as attract the right set of strategic and financial investors, lenders and other stakeholders. This will also help each business in its independent fund requirements



Valuation Summary:

For the valuation of HTL, Valuer adopted that HTL is engaged in the industrial property renting business. The Company has immovable property in two locations i.e. Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The Company has leased out both the assets and due to the uncertainty in the projected lease payments, the income approach has been ruled out and value has considered the Adjusted Net Asset Value Method to arrive at the fair value of the equity shares of HTL. Hence, Valuer has adopted Asset Approach for determining the equity value of HTL.

For the valuation of Anant, valuer adopted that Anant was incorporated to carry on business of trading in fabrics. Currently the Anant does not have any operating business other than holding shares in HTL. Since Anant is the holding company of HTL, they belong to the same group and hence, pursuant to the Scheme of Amalgamation no assets are moving outside the Group, thus, the interest of the existing shareholders of Anant would not be prejudicially affected. Therefore, the fair value of Anant has been arrived basis Net Adjusted Asset Value.

Information relied upon:

We have prepared the Fairness Opinion Report on the basis of the information provided to us and inter alia the following:

Valuation Report dated 11th November 2024 issued by Vishal R. Laheri, Registered Valuer (SFA) ("Valuer"/ "Independent Valuer") (IBBI Registration No. IBBI/RV/05/2019/11283);

- Other information and explanations as provided by the Management.

Further, we had discussions on such matters which we believe are necessary or appropriate for the purpose of issuing the Valuation Report.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed to be good and marketable and we would urge the Company to carry out the independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment.

We have been informed that all information relevant for the purpose of issuing the Fairness Opinion Report has been disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed.



Our Opinion and Analysis is limited to the extent of review of the Valuation Report by the Valuer and the Draft Scheme In connection with the opinion, we have

- A) Valuation Report by the Valuer dated 11th November 2024.
- B) Financial statements of HTL, Anant, SGNPL for the period ended 31st March 2024;
- C) Reviewed Draft Scheme of Arrangement;
- D) Held discussions with the Valuer, in relation to the approach taken to Valuation and the details of various methodologies utilized by them in preparing the Valuation Report and recommendations;
- E) Reviewed such other information and explanations as we have requested and which have been provided by the Management of HTL, Anant and SGNPL.

This Opinion is intended only for the sole use and information of HTL and for no other purpose. We are not responsible in any way to any Person/Party/Statutory Authority for any decision of such Person or Party or Authority based on this opinion. Any Person/Party intending to provide finance or invest in the Shares/Business of HTL, Anant and SGNPL or their Subsidiaries /Joint Ventures/Associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use and the Regulations. Further, we do understand that the report will be shared with the auditors / advisors / submission to government authorities [including National Company Law Tribunal ('the tribunal')], regulators towards statutory compliances and such other persons as may be required to give effect to the Scheme and we provide our consent for the same.

For the purpose of this Assignment, Navigant has relied on the Valuation Certificate for the proposed "Scheme" of HTL, Anant and SGNPL and their respective Shareholders and information and explanation provided to it, the accuracy whereof has not been evaluated by Navigant. Navigant's work does not constitute certification or due diligence of any past working results and Navigant has relied upon the information provided to it as set out in working results of the aforesaid reports.

Navigant has not carried out any physical verification of the Assets and Liabilities of the Companies and takes no responsibility on the identification and availability of such Assets and Liabilities.

Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme with the provisions of any Law including Companies, Taxation and Capital Market related Laws or as regards any Legal implications or issues arising thereon.

The information contained in this Report is selective and is subject to updating, expansions, revisions and amendment, if any. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent. Recipients are advised to independently conduct their own investigation and analysis of the business of the Companies.



The Report has been prepared solely for the purpose of giving a Fairness Opinion on Valuation Certificate issued for the proposed Scheme between HTL, Anant and SGNPL and their respective Shareholders, and may not be applicable or referred to or quoted in any other context.

Our opinion is dependent on the information provided to us considering complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment does not involve performing Audit tests for the purpose of expressing an Opinion on the Fairness or Accuracy of any Financial or Analytical information used during the course of our work. As such we have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any Opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to this date.

We have assumed that the Final Scheme will not differ in any material respect from the Draft Scheme Document shared with us.

We do not express any Opinion as to any tax or other consequences that might arise from the Scheme on HTL, Anant and SGNPL and their respective Shareholders, nor does our Opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the respective Companies have obtained such advice as they deemed necessary from qualified Professionals. We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, government investigation or other contingent liabilities to which HTL, Anant and SGNPL and/or their Associates/ Subsidiaries, are or may be Party.

The Company has been provided with an opportunity to review the Draft Opinion as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Final Opinion.

Our Opinion is not intended to and does not constitute a recommendation to any Shareholder as to how such holder should vote or act in connection with the Scheme or any matter thereto.



Our Fairness Opinion:

Based upon Valuation work carried out by valuer, we are of the Opinion that the purpose of the proposed arrangement is fair, from a financial point of view.

The fairness of the Proposed Transaction is tested by:

- (1) Considering whether the Valuation Methods adopted by valuer depict a correct picture on the value of shares of all companies;
- (2) Considering qualitative factors such as economies of scale of operations, synergy benefits that may result from the proposed arrangement between HTL, Anant and SGNPL.

In the light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined in the valuation report, dated 11th November, 2024 issued by valuer, it has been recommended by the Valuer that fair consideration for capital reduction and the fair exchange ratios for the proposed Scheme shall be as follows:

Part I: Capital Reduction

- In the light of the above and on consideration of all relevant factors and circumstances as discussed, the fair value of the equity shares of HTL as based on Adjusted Net Asset Value Method as on Valuation Date is INR 66.79 (Basis the financials as of 31st March, 2024).

Merger of Anant into HTL

- The Share Entitlement Ratio is based on the valuation methodologies explained herein earlier and various qualitative factors, having regard to key underlying assumptions and limitations.
- Based on the foregoing, and on consideration of all the relevant factors and circumstances as discussed and outlined herein above, valuer have arrived at the values per share as follows:

Company	Fair Value per share
Anant	22.34
HTL	94.37

- Based on the above, and on the consideration of all the relevant factors and circumstances as discussed and outlined herein above, valuer recommend the following Share Entitlement Ratio:

237 Zero% Optionally convertible Redeemable Preference Shares of HTL (of INR 10/- each, fully paid up) for every 1000 equity shares held in Anant (of INR 10/- each fully paid up) for the Proposed Transaction.

- Since the Redeemable Preference shares of the Transferee Company shall be issued and allotted to the preference shareholders of the Transferor Company on the same terms and conditions that were applicable to the Redeemable Preference shareholders in the Transferor Company, valuer recommend the following Share Entitlement Ratio :

1 fully paid-up 4% Redeemable preference shares of INR 100/- each of the Transferee Company shall be issued and allotted for every 1 fully paid-up 4 % Redeemable preference shares of INR 100/- each held in the Transferor Company for the Proposed Transaction.



Demerger of 'industrial property renting business at Kopar Khairane' of HTL into SGNPL

- The Share Entitlement Ratio is based on the valuation methodologies as explained in the Valuation report and various qualitative factors, having regard to key underlying assumptions and limitations.
- Owing to mirror shareholding, the rights of the shareholders of both the companies does not in any way gets altered upon the transfer and vesting of Demerged Undertaking from HTL into SGNPL. Therefore, any share exchange ratio will be fair. The management has proposed to issue consideration for demerger by way of issue of 18 equity share of INR 10/- each of the Resulting Company for every 100 equity shares of INR 10/- each held in the Demerged Company and 18 Redeemable Preference Share of INR 100/- each of the Resulting Company for every 100 Redeemable Preference Shares of INR 100/- each held in the Demerged Company (this ratio is for each class of redeemable preference shares held in Demerged Company)

The rationale for Share Exchange Ratios and consideration paid pursuant to capital reduction as explained above, will be issued as assumed by Valuer is justified.

We are in opinion that, Valuer is justified by taking the Fair Value of Companies, and covers each aspect of valuation. We are of the opinion that, as of the date hereof, the consideration paid pursuant to capital reduction and shares exchange ratios for merger and demerger as described in the scheme, determined by the Valuer pursuant to their valuation exercise and as set forth in the Report, is fair.

This being of our best of professional understanding, we hereby sign the Fairness Opinion Report on Valuation.

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director
Date: November 11, 2024
Place: Mumbai

HYTONE TEXTYLES LIMITED

Regd. Office: Plot No.70, T.T.C (MIDC) Industrial Area, Mahape Village, Navi
Mumbai-400709,
Tel. 022-27782143/44 E-mail: praful@hytonetextile.com
CIN: U17120MH1989PLC050330

Report adopted by the Board of Directors of Hytone Textyles Limited (the Company) in accordance with section 232(2)(c) of the Companies Act, 2013 at its meeting held on 11th November 2024

Background

1. The Board of directors of Hytone Textyles Limited ('the Company') at its meeting held on 11th November 2024 has considered and approved the Composite Scheme of Arrangement between Hytone Textyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective shareholders ('Scheme'), which *inter alia* includes the following parts:
 - Reduction of equity share capital of the Company held by public shareholders;
 - Amalgamation of ASPL with the Company;
 - Demerger of Demerged Undertaking from HTL to SGNPL; and
 - Various other matters consequential or otherwise integrally connected herewith.
2. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the directors explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, employees, and laying out in particular the share exchange ratio, if any. This report is required to be circulated to the shareholders / creditors, along with the notice convening their meetings, in accordance with directions of the Tribunal.
3. At the board meeting, following documents were placed before the board of directors for their consideration:
 - a. Scheme;
 - b. Memorandum of Association and Article of Association of the Transferor Company, the Company and the Resulting Company;
 - c. Audited financial statements of the Transferor Company, the Company and the Resulting Company as on March 31, 2024;
 - d. Unaudited financial statements of the Transferor Company, the Company and the Resulting Company as on July 31 2024;
 - e. Valuation report dated 11th November 2024 issued by Vishal R. Laheri, Registered Valuer having IBBI registration no. IBBI/RV/05/2019/11283, providing the share entitlement ratios for the Scheme ("Valuation Report");
 - f. Fairness opinion dated 11th November 2024 issued by Navigant Corporate Advisors Ltd, independent SEBI Registered Category-I Merchant Banker on the valuation report, which is issued by Vishal R Laheri, Registered Valuer having IBBI registration no.

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CIN: U17120MH1989PLC050330

IBBI/RV/05/2019/11283 ("Fairness opinion Report");

- g. Certificate issued by the Statutory Auditors of the Company confirming that the accounting treatment provided in the Scheme is in conformity with the accounting standards prescribed under section 133 of the Companies Act, 2013

Rationale of the Scheme

a) Capital Reduction by HTL

- The equity shares of HTL have been compulsorily delisted from BSE Limited with effect from 20th day June 2023 vide BSE Order.
- As on the date of approval of the Scheme by the board of directors, HTL has 6,425 public shareholders, holding 26.22% in the equity share capital of HTL.
- The Exit Offer closed on 30th day of August 2024, and the Public Shareholders no longer have tradability and liquidity for HTL equity shares. Hence, the capital reduction of equity shares held by the Public Shareholders of HTL will provide an exit mechanism and liquidity to all the Public Shareholders of HTL.

b) Merger of ASPL with HTL

ASPL is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through ASPL. Accordingly, the merger of ASPL with HTL will result in the following benefits:

- Direct participation of the promoters in the business of HTL.
- Simplification and streamlining of shareholding structure of HTL by elimination and reduction of shareholding tiers.
- Greater transparency to the shareholders and a reduction of overhead / administrative costs.

c) Separation of industrial property renting business at Kopar Khairane, Navi Mumbai, of HTL, by way of demerger, into SGNPL

HTL currently is engaged in the business of renting industrial properties at Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The demerger is proposed to segregate the industrial property renting business at Kopar Khairane. Accordingly, the proposed demerger will result in the following benefits:

- The nature of risk and competition involved in the industrial property renting business at each of the locations is distinct from the other. In order to lend greater focus to the operations of each of the businesses, HTL proposes to segregate, by way of a demerger, its industrial property renting business at Kopar Khairane, Navi Mumbai, to the Resulting Company.
- The proposed segregation will allow a focused strategy in operations of the business at each of the locations, which would be in the best interest of all the stakeholders.

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- Segregation of the businesses will unlock the true potential of each business, which will allow more focused strategy, management bandwidth and attention to execute each business segment's respective vision.
- Provide higher degree of flexibility to evaluate independent business opportunities as well as attract the right set of strategic and financial investors, lenders and other stakeholders. This will also help each business in its independent fund requirements.

Conditionality of the Scheme

The Scheme is conditional upon and subject to the following:

- The Scheme being approved by the requisite majority of respective shareholders and creditors (wherever applicable) of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company, as may be directed by the NCLT;
- The sanction of this Scheme by NCLT under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act in favour of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company being obtained;
- The certified copy of order of NCLT sanctioning the Scheme being filed with Registrar of Companies by Transferor Company, Transferee Company / Demerged Company and the Resulting Company.

Valuation

1. The Valuation Report has been obtained from Vishal R. Laheri, Registered Valuer (SFA) ("Valuer"/ "Independent Valuer") (IBBI Registration No. IBBI/RV / 05/2019 /11283). For the purpose of capital reduction, the valuer has adopted the Adjusted Net Asset Value (NAV) method for the valuation exercise. Based on this approach, the fair value of the equity shares of the Transferee/Demerged Company, as of the valuation date, has been determined to be INR 66.79 per share, considering the financials as of March 31, 2024.
2. The consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share.
3. In the case of the merger of the Transferor Company into the Transferee Company, the fair value per share of the Transferor Company has adopted Adjusted Net Asset Value (NAV) method, from which it has been determined as INR 22.34, while the fair value of the Zero% Optionally Convertible Redeemable Preference Shares of the Transferee Company is INR 94.37.
4. The Transferee Company shall issue and allot Zero % Optionally Convertible Redeemable Preference Shares to the equity shareholders of the Transferor Company, whose names appear in the register of members of the Demerged Company on the Record Date in the following manner:

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"237 (two hundred and thirty-seven) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares ("OCRPS") of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 10 each held in Transferor Company"

Redeemable Preference shares of the Transferee Company shall be issued and allotted to the preference shareholders of the Transferor Company on the same terms and conditions that were applicable to the Redeemable Preference shareholders in the Transferor Company, in the following manner

1 (One) fully paid up 4% redeemable preference shares (RPS) of INR 100/- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 100/- (Indian Rupees One Hundred only) each held in the Transferor Company.'

5. In the case of the demerger, owing to mirror shareholding, the rights of the shareholders of both the companies does not in any way gets altered upon the transfer and vesting of Demerged Undertaking from Transferee Company / Demerged Company into Resulting Company. Therefore, any share exchange ratio will be fair. The management has proposed to issue consideration for demerger by way of issue of 18 equity share of INR 10/- each of the Resulting Company for every 100 equity shares of INR 10/- each held in the Demerged Company and 18 Redeemable Preference Share of INR 100/- each of the Resulting Company for every 100 Redeemable Preference Shares of INR 100/- each held in the Demerged Company (this ratio is for each class of redeemable preference shares held in Demerged Company) whose names appear in the register of members of the Demerged Company on the Record Date in the following manner:

"18 (Eighteen) fully paid up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 10/- (Indian Rupees Ten only) each held in the Demerged Company"

"18 (Eighteen) fully paid up Zero % Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

"18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 1%

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Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

“18 (Eighteen) fully paid up 4% Non-Cumulative Redeemable Preference share(‘RPS’) of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 4% Non-Cumulative of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

Fairness Opinion

The Fairness Opinion has been obtained from Navigant Corporate Advisors Limited, a SEBI-registered Category I Merchant Banker (SEBI Registration No. INM000012243) which states that the rationale for Share Exchange Ratios and consideration paid pursuant to capital reduction as explained above, will be issued as assumed by Valuer is justified. In their opinion that the valuer has appropriately justified the fair value of the companies, covering all relevant aspects of the valuation. Furthermore, they believe that, as of the date hereof, the share exchange ratios for the merger and demerger, as determined by the valuer in their valuation exercise and outlined in the report, are fair.

For Part II of the Scheme:

- Upon Part II of this Scheme becoming effective, and subject to provisions of this Scheme, all equity shares of INR 10 (Indian Rupees Ten only) each of HTL held by Public Shareholders as on Record Date, shall stand cancelled.
- The consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share.
- The consideration shall be discharged by issue of cheque/draft/pay order/electronic transfer of funds/ NEFT/RTGS/IMPS to the last known address / bank details of such shareholder, as available with HTL or Registrar and Share Transfer Agent.
- The consideration paid for the reduction of the equity share capital shall be subject to the applicable withholding taxes. Accordingly, net consideration shall be paid after deducting appropriate withholding tax.
- The consideration for the reduction of the equity share capital shall be paid within such number of days from the Record Date, as may be decided by the Board, and subject to such approvals, if any, as may be required under the Applicable Law, or as may be directed by the NCLT, on the Part II of the Scheme becoming effective.

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- The reduction of paid-up equity share capital of HTL, as aforesaid, would not involve diminution of liability in respect of unpaid share capital, if any, but will involve payment of paid-up equity share capital to the Public Shareholders of HTL. The proposed reduction of share capital of HTL would not in any way adversely affect the operations of HTL or the ability of HTL to honour its commitment or to pay its debts in the ordinary course of its business. Further, no compromise or arrangement is contemplated to be made with the creditors of HTL under the Scheme.
- With respect to the equity shares of HTL held by Public Shareholders in dematerialised form, as on the Record Date, necessary corporate action shall be executed with Registrar and Transfer agent for effecting the aforesaid reduction of capital. With respect to the equity shares of HTL held by Public Shareholders in physical form, the share certificates of such equity shares of HTL shall without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to the Scheme.
- The reduction in the paid-up share capital, as mentioned above, shall be effected as an integral part of this Scheme and in accordance with the Explanation to sub-section (12) of section 230 of the Act, hence the procedure under Section 66 of the Act is not required to be followed separately. The order of the NCLT sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purposes of confirming the reduction of share capital.
- Notwithstanding the reduction in the paid-up share capital of HTL, HTL will not be required to add the suffix "And Reduced" to its name.
- The payment made by HTL to the Public Shareholders shall be considered as the full and final settlement for the investment made by the Public Shareholders and there shall be no further claims or dues payable by HTL to the Public Shareholders.
- Where the monies to be paid-out on capital reduction have not been claimed by or received by the Public Shareholders, on account of cheques returned and / or undelivered, cheques not deposited or shareholders being untraceable or for any other reason, HTL shall retain such monies in a special bank account for a period of 7 (seven) years on behalf of such Public Shareholders. The amount outstanding in the special bank account after the said period shall be utilized in a manner, as may be permitted under any law then in force or shall be transferred to the Investor Education and Protection Fund, as per the applicable provisions of the Act.

For Part III of the Scheme:

- Upon the Part III of this Scheme becoming effective and in consideration of the merger and vesting of the business of the Transferor Company with the Transferee Company, in accordance with this Scheme, the Transferee Company shall, without any further application or deed, issue and allot to shareholders of the Transferor Company whose names appear in the register of members of the Transferor Company on the record date, to be fixed by the Board of Directors of the Transferee Company, or to such of their heirs, executors, administrators or

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the successors-in-title, as the case may be recognized by the Board of Directors, in the following manner:

“225 (two hundred and twenty five) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares (“OCRPS”) of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company.”

“1 (One) fully paid-up 4% redeemable preference shares (RPS) of INR 100/- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 100/- (Indian Rupees One Hundred only) each held in the Transferor Company.”

For Part IV of the Scheme:

- Upon Part IV of this Scheme becoming effective and in consideration of the demerger and vesting of the Demerged Undertaking into the Resulting Company, in accordance with this Scheme, the Resulting Company, shall, without any further application or deed, issue and allot to shareholders of the Demerged Company whose names appear in the register of shareholders of the Demerged Company on the record date, to be fixed by the Board of Directors of the Resulting Company, or to such of their heirs, executors, administrators or the successors-in-title, as the case may be, recognized by the Board of Directors, in the following manner:

“18 (Eighteen) fully paid up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 10/- (Indian Rupees Ten only) each held in the Demerged Company”

“18 (Eighteen) fully paid up Zero % Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

“18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 1%

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Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

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Effect of the Scheme on various parties:

Effect on the KMPs

None of the KMPs of the Company have any interest in the Scheme except to the extent of the equity shares held by them and their directorship, if any, in the Company. The effect of the Scheme on the interests of the KMPs and their relatives holding shares in the Company is not different from the effect of the Scheme on the other shareholders of the Company.

Effect on the creditors:

The proposed reduction of share capital of the Company would not in any way adversely affect the operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of its business. Further, no compromise or arrangement is contemplated to be made with the creditors of HTL under the Scheme.

Under the Scheme, no arrangement or compromise is being proposed with the creditors of the Company. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Company) of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions applicable prior to the Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company (Employees) will be deemed to have become employees of the Company pursuant to the Scheme with effect from the Effective Dates.

All such Employees shall be deemed to have become employees of the Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Company, shall not be less favorable than those applicable to them with reference to their employment in the Company as on the Effective Date.

HYTONE TEXTYLES LIMITED

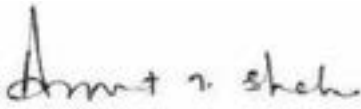
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Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoter and non-promoter shareholders), KMP's, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the shareholders (promoter and non-promoter shareholders) KMP's, creditors and employees of the Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferee Company/ Demerged Company to comply with the requirements of extant regulations applicable to companies undertaking any scheme of amalgamation, this report of the Board may please be taken on record while considering the Scheme.

For and on behalf of the Board of Directors
Hytone Textyles Limited



Amrut Tilak Shah

Director

DIN: 00259420

Place - Mumbai

Date -11th day of November, 2024

Anant Synthetics Private Limited

Regd. Office: 46, Anant Regency, M.M. Malviya Road, Opp. Mulund Telephone Exchange,
Mulund West, Mumbai 400080.

CIN: U17100MH1989PTC053858 E-mail: vijaysagvekar1979@gmail.com

Report adopted by the Board of Directors of Anant Synthetics Private Limited (the Company) in accordance with section 232(2)(c) of the Companies Act, 2013 at its meeting held on 11th November 2024

Background

1. The Board of directors of Anant Synthetics Private Limited ('the Company') at its meeting held on 11th November 2024 has considered and approved the Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective shareholders ('Scheme'), which inter alia includes the following parts:
 - Reduction of equity share capital of the Company held by public shareholders;
 - Amalgamation of ASPL with the Company;
 - Demerger of Demerged Undertaking from HTL to SGNPL; and
 - Various other matters consequential or otherwise integrally connected herewith.

2. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to adopted by the directors explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, employees, and laying out in particular the share exchange ratio, if any. This report is required to be circulated to the shareholders / creditors, along with the notice convening their meetings, in accordance with directions of the Tribunal.

3. At the board meeting, following documents were placed before the board of directors for their consideration:
 - a. Scheme;
 - b. Memorandum of Association and Article of Association of the Transferor Company, the Company and the Resulting Company;
 - c. Audited financial statements of the Transferor Company, the Company and the Resulting Company as on March 31, 2024;
 - d. Unaudited financial statements of the Transferor Company, the Company and the Resulting Company as on July 31 2024;
 - e. Valuation report dated 11th November 2024 issued by Vishal R. Laheri, Registered Valuer having IBBI registration no. IBBI/RV/05/2019/11283, providing the share entitlement ratios for the Scheme ("Valuation Report");
 - f. Fairness opinion dated 11th November 2024 issued by Navigant Corporate Advisors Ltd, independent SEBI Registered Category-I Merchant Banker on the valuation report, which is issued by Vishal R Laheri, Registered Valuer having IBBI registration no. IBBI/RV/05/2019/11283 ("Fairness opinion Report");

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- g. Certificate issued by the Statutory Auditors of the Company confirming that the accounting treatment provided in the Scheme is in conformity with the accounting standards prescribed under section 133 of the Companies Act, 2013.

Rationale of the Scheme

a) Capital Reduction by HTL

- The equity shares of HTL have been compulsorily delisted from BSE Limited with effect from 20th day June 2023 vide BSE Order.
- As on the date of approval of the Scheme by the board of directors, HTL has 6,425 public shareholders, holding 26.22% in the equity share capital of HTL.
- The Exit Offer closed on 30th day of August 2024, and the Public Shareholders no longer have tradability and liquidity for HTL equity shares. Hence, the capital reduction of equity shares held by the Public Shareholders of HTL will provide an exit mechanism and liquidity to all the Public Shareholders of HTL.

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ASPL is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through ASPL. Accordingly, the merger of ASPL with HTL will result in the following benefits:

- Direct participation of the promoters in the business of HTL.
- Simplification and streamlining of shareholding structure of HTL by elimination and reduction of shareholding tiers.
- Greater transparency to the shareholders and a reduction of overhead / administrative costs.

c) Separation of industrial property renting business at Kopar Khairane, Navi Mumbai, of HTL, by way of demerger, into SGNPL

HTL currently is engaged in the business of renting industrial properties at Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The demerger is proposed to segregate the industrial property renting business at Kopar Khairane. Accordingly, the proposed demerger will result in the following benefits:

- The nature of risk and competition involved in the industrial property renting business at each of the locations is distinct from the other. In order to lend greater focus to the operations of each of the businesses, HTL proposes to segregate, by way of a demerger, its industrial property renting business at Kopar Khairane, Navi Mumbai, to the Resulting Company.
- The proposed segregation will allow a focused strategy in operations of the business at each of the locations, which would be in the best interest of all the stakeholders.

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- Segregation of the businesses will unlock the true potential of each business, which will allow more focused strategy, management bandwidth and attention to execute each business segment's respective vision.
- Provide higher degree of flexibility to evaluate independent business opportunities as well as attract the right set of strategic and financial investors, lenders and other stakeholders. This will also help each business in its independent fund requirements.

Conditionality of the Scheme

The Scheme is conditional upon and subject to the following:

- The Scheme being approved by the requisite majority of respective shareholders and creditors (wherever applicable) of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company, as may be directed by the NCLT;
- The sanction of this Scheme by NCLT under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act in favour of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company being obtained;
- The certified copy of order of NCLT sanctioning the Scheme being filed with Registrar of Companies by Transferor Company, Transferee Company / Demerged Company and the Resulting Company.

Valuation

1. The Valuation Report has been obtained from Vishal R. Laheri, Registered Valuer (SFA) ("Valuer"/ "Independent Valuer") (IBBI Registration No. IBBI/RV / 05/2019 /11283). For the purpose of capital reduction, the valuer has adopted the Adjusted Net Asset Value (NAV) method for the valuation exercise. Based on this approach, the fair value of the equity shares of the Transferee/Demerged Company, as of the valuation date, has been determined to be INR 66.79 per share, considering the financials as of March 31, 2024.
2. The consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share.
3. In the case of the merger of the Transferor Company into the Transferee Company, the fair value per share of the Transferor Company has adopted Adjusted Net Asset Value (NAV) method, from which it has been determined as INR 22.34, while the fair value of the Zero% Optionally Convertible Redeemable Preference Shares of the Transferee Company is INR 94.37.
4. The Transferee Company shall issue and allot Zero % Optionally Convertible Redeemable Preference Shares to the equity shareholders of the Transferor Company, whose names appear in the register of members of the Demerged Company on the Record Date in the following manner:

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"237 (two hundred and thirty-seven) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares ("OCRPS") of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 10 each held in Transferor Company"

Redeemable Preference shares of the Transferee Company shall be issued and allotted to the preference shareholders of the Transferor Company on the same terms and conditions that were applicable to the Redeemable Preference shareholders in the Transferor Company, in the following manner

1 (One) fully paid up 4% redeemable preference shares (RPS) of INR 100/- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 100/- (Indian Rupees One Hundred only) each held in the Transferor Company.'

5. In the case of the demerger, owing to mirror shareholding, the rights of the shareholders of both the companies does not in any way gets altered upon the transfer and vesting of Demerged Undertaking from Transferee Company / Demerged Company into Resulting Company. Therefore, any share exchange ratio will be fair. The management has proposed to issue consideration for demerger by way of issue of 18 equity share of INR 10/- each of the Resulting Company for every 100 equity shares of INR 10/- each held in the Demerged Company and 18 Redeemable Preference Share of INR 100/- each of the Resulting Company for every 100 Redeemable Preference Shares of INR 100/- each held in the Demerged Company (this ratio is for each class of redeemable preference shares held in Demerged Company) whose names appear in the register of members of the Demerged Company on the Record Date in the following manner:

"18 (Eighteen) fully paid up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 10/- (Indian Rupees Ten only) each held in the Demerged Company"

"18 (Eighteen) fully paid up Zero % Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

"18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

"18 (Eighteen) fully paid up 4% Non-Cumulative Redeemable Preference share('RPS') of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be

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CIN: U17100MH1989PTC053858 E-mail: vijaysagvekar1979@gmail.com

issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 4% Non-Cumulative of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

Fairness Opinion

The Fairness Opinion has been obtained from Navigant Corporate Advisors Limited, a SEBI-registered Category I Merchant Banker (SEBI Registration No. INM000012243) which states that the rationale for Share Exchange Ratios and consideration paid pursuant to capital reduction as explained above, will be issued as assumed by Valuer is justified. In their opinion that the valuer has appropriately justified the fair value of the companies, covering all relevant aspects of the valuation. Furthermore, they believe that, as of the date hereof, the share exchange ratios for the merger and demerger, as determined by the valuer in their valuation exercise and outlined in the report, are fair.

For Part II of the Scheme:

- Upon Part II of this Scheme becoming effective, and subject to provisions of this Scheme, all equity shares of INR 10 (Indian Rupees Ten only) each of HTL held by Public Shareholders as on Record Date, shall stand cancelled.
- The consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share.
- The consideration shall be discharged by issue of cheque/draft/pay order/electronic transfer of funds/ NEFT/RTGS/IMPS to the last known address / bank details of such shareholder, as available with HTL or Registrar and Share Transfer Agent.
- The consideration paid for the reduction of the equity share capital shall be subject to the applicable withholding taxes. Accordingly, net consideration shall be paid after deducting appropriate withholding tax.
- The consideration for the reduction of the equity share capital shall be paid within such number of days from the Record Date, as may be decided by the Board, and subject to such approvals, if any, as may be required under the Applicable Law, or as may be directed by the NCLT, on the Part II of the Scheme becoming effective.
- The reduction of paid-up equity share capital of HTL, as aforesaid, would not involve diminution of liability in respect of unpaid share capital, if any, but will involve payment of paid-up equity share capital to the Public Shareholders of HTL. The proposed reduction of share capital of HTL would not in any way adversely affect the operations of HTL or the ability of HTL to honour its commitment or to pay its debts in the ordinary course of its business. Further, no compromise or arrangement is contemplated to be made with the creditors of HTL under the Scheme.
- With respect to the equity shares of HTL held by Public Shareholders in dematerialised form, as on the Record Date, necessary corporate action shall be executed with Registrar and Transfer agent for effecting the aforesaid reduction of capital. With respect to the equity

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shares of HTL held by Public Shareholders in physical form, the share certificates of such equity shares of HTL shall without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to the Scheme.

- The reduction in the paid-up share capital, as mentioned above, shall be effected as an integral part of this Scheme and in accordance with the Explanation to sub-section (12) of section 230 of the Act, hence the procedure under Section 66 of the Act is not required to be followed separately. The order of the NCLT sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purposes of confirming the reduction of share capital.
- Notwithstanding the reduction in the paid-up share capital of HTL, HTL will not be required to add the suffix "And Reduced" to its name.
- The payment made by HTL to the Public Shareholders shall be considered as the full and final settlement for the investment made by the Public Shareholders and there shall be no further claims or dues payable by HTL to the Public Shareholders.
- Where the monies to be paid-out on capital reduction have not been claimed by or received by the Public Shareholders, on account of cheques returned and / or undelivered, cheques not deposited or shareholders being untraceable or for any other reason, HTL shall retain such monies in a special bank account for a period of 7 (seven) years on behalf of such Public Shareholders. The amount outstanding in the special bank account after the said period shall be utilized in a manner, as may be permitted under any law then in force or shall be transferred to the Investor Education and Protection Fund, as per the applicable provisions of the Act.

For Part III of the Scheme:

- Upon the Part III of this Scheme becoming effective and in consideration of the merger and vesting of the business of the Transferor Company with the Transferee Company, in accordance with this Scheme, the Transferee Company shall, without any further application or deed, issue and allot to shareholders of the Transferor Company whose names appear in the register of members of the Transferor Company on the record date, to be fixed by the Board of Directors of the Transferee Company, or to such of their heirs, executors, administrators or the successors-in-title, as the case may be recognized by the Board of Directors, in the following manner:

"225 (two hundred and twenty five) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares ("OCRPS") of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company."

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"1 (One) fully paid-up 4% redeemable preference shares (RPS) of INR 100/- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 100/- (Indian Rupees One Hundred only) each held in the Transferor Company."

For Part IV of the Scheme:

- Upon Part IV of this Scheme becoming effective and in consideration of the demerger and vesting of the Demerged Undertaking into the Resulting Company, in accordance with this Scheme, the Resulting Company, shall, without any further application or deed, issue and allot to shareholders of the Demerged Company whose names appear in the register of shareholders of the Demerged Company on the record date, to be fixed by the Board of Directors of the Resulting Company, or to such of their heirs, executors, administrators or the successors-in-title, as the case may be, recognized by the Board of Directors, in the following manner:

"18 (Eighteen) fully paid up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 10/- (Indian Rupees Ten only) each held in the Demerged Company"

"18 (Eighteen) fully paid up Zero % Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

"18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

"18 (Eighteen) fully paid up 4% Non-Cumulative Redeemable Preference share('RPS') of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 4% Non-Cumulative of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

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Effect of the Scheme on various parties:

Effect on the KMPs

None of the KMPs of the Company have any interest in the Scheme except to the extent of the equity shares held by them and their directorship, if any, in the Company. The effect of the Scheme on the interests of the KMPs and their relatives holding shares in the Company is not different from the effect of the Scheme on the other shareholders of the Company.

Effect on the creditors:

The proposed reduction of share capital of the Company would not in any way adversely affect the operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of its business. Further, no compromise or arrangement is contemplated to be made with the creditors of HTL under the Scheme.

Under the Scheme, no arrangement or compromise is being proposed with the creditors of the Company. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Company) of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions applicable prior to the Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company (Employees) will be deemed to have become employees of the Company pursuant to the Scheme with effect from the Effective Dates.

All such Employees shall be deemed to have become employees of the Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Company, shall not be less favorable than those applicable to them with reference to their employment in the Company as on the Effective Date.

Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoter and non-promoter shareholders), KMP's, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the shareholders (promoter and non-promoter shareholders) KMP's, creditors and employees of the Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferee Company/ Demerged Company to comply with the requirements of extant regulations applicable to companies undertaking any scheme of

Anant Synthetics Private Limited

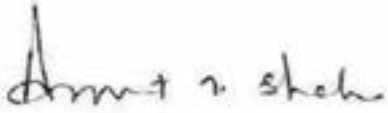
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amalgamation, this report of the Board may please be taken on record while considering the Scheme.

For and on behalf of the Board of Directors

Anant Synthetics Private Limited



Amrut Tilak Shah

Director

DIN: 00259420

Place - Mumbai

Date -11th day of November 2024

Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

Report adopted by the Board of Directors of Sadguru Gruh Nirman Private Limited (the Company) in accordance with section 232(2)(c) of the Companies Act, 2013 at its meeting held on 11th November 2024

Background

1. The Board of directors of Sadguru Gruh Nirman Private Limited ('the Company') at its meeting held on 11th November 2024 has considered and approved the Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective shareholders ('Scheme'), which *inter alia* includes the following parts:
 - Reduction of equity share capital of the Company held by public shareholders;
 - Amalgamation of ASPL with the Company;
 - Demerger of Demerged Undertaking from HTL to SGNPL; and
 - Various other matters consequential or otherwise integrally connected herewith.
2. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the directors explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, employees, and laying out in particular the share exchange ratio, if any. This report is required to be circulated to the shareholders / creditors, along with the notice convening their meetings, in accordance with directions of the Tribunal.
3. At the board meeting, following documents were placed before the board of directors for their consideration:
 - a. Scheme;
 - b. Memorandum of Association and Article of Association of the Transferor Company, the Company and the Resulting Company;
 - c. Audited financial statements of the Transferor Company, the Company and the Resulting Company as on March 31, 2024;
 - d. Unaudited financial statements of the Transferor Company, the Company and the Resulting Company as on July 31 2024;
 - e. Valuation report dated 11th November 2024 issued by Vishal R. Laheri, Registered Valuer having IBBI registration no. IBBI/RV/05/2019/11283, providing the share entitlement ratios for the Scheme ("Valuation Report");
 - f. Fairness opinion dated 11th November 2024 issued by Navigant Corporate Advisors Ltd, independent SEBI Registered Category-I Merchant Banker on the valuation report, which is issued by Vishal R Laheri, Registered Valuer having IBBI registration no. IBBI/RV/05/2019/11283 ("Fairness opinion Report");

Regd. Office: Plot No 70, TTC MIDC Industrial Area, Mahape, NaviMumbai, Thane, Thane, Thane, Maharashtra, India, 400710

Email Id: amrutshah24@gmail.com Contact No: 9004682236

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- g. Certificate issued by the Statutory Auditors of the Company confirming that the accounting treatment provided in the Scheme is in conformity with the accounting standards prescribed under section 133 of the Companies Act, 2013.

Rationale of the Scheme

a) Capital Reduction by HTL

- The equity shares of HTL have been compulsorily delisted from BSE Limited with effect from 20th day June 2023 vide BSE Order.
- As on the date of approval of the Scheme by the board of directors, HTL has 6,425 public shareholders, holding 26.22% in the equity share capital of HTL.
- The Exit Offer closed on 30th day of August 2024, and the Public Shareholders no longer have tradability and liquidity for HTL equity shares. Hence, the capital reduction of equity shares held by the Public Shareholders of HTL will provide an exit mechanism and liquidity to all the Public Shareholders of HTL.

b) Merger of ASPL with HTL

ASPL is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through ASPL. Accordingly, the merger of ASPL with HTL will result in the following benefits:

- Direct participation of the promoters in the business of HTL.
- Simplification and streamlining of shareholding structure of HTL by elimination and reduction of shareholding tiers.
- Greater transparency to the shareholders and a reduction of overhead / administrative costs.

c) Separation of industrial property renting business at Kopar Khairane, Navi Mumbai, of HTL, by way of demerger, into SGNPL

HTL currently is engaged in the business of renting industrial properties at Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The demerger is proposed to segregate the industrial property renting business at Kopar Khairane. Accordingly, the proposed demerger will result in the following benefits:

- The nature of risk and competition involved in the industrial property renting business at each of the locations is distinct from the other. In order to lend greater focus to the operations of each of the businesses, HTL proposes to segregate, by way of a demerger, its industrial property renting business at Kopar Khairane, Navi Mumbai, to the Resulting Company.
- The proposed segregation will allow a focused strategy in operations of the business at each of the locations, which would be in the best interest of all the stakeholders.

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- Segregation of the businesses will unlock the true potential of each business, which will allow more focused strategy, management bandwidth and attention to execute each business segment's respective vision.
- Provide higher degree of flexibility to evaluate independent business opportunities as well as attract the right set of strategic and financial investors, lenders and other stakeholders. This will also help each business in its independent fund requirements.

Conditionality of the Scheme

The Scheme is conditional upon and subject to the following:

- The Scheme being approved by the requisite majority of respective shareholders and creditors (wherever applicable) of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company, as may be directed by the NCLT;
- The sanction of this Scheme by NCLT under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act in favour of the Transferor Company, Transferee Company / Demerged Company and the Resulting Company being obtained;
- The certified copy of order of NCLT sanctioning the Scheme being filed with Registrar of Companies by Transferor Company, Transferee Company / Demerged Company and the Resulting Company.

Valuation

1. The Valuation Report has been obtained from Vishal R. Laheri, Registered Valuer (SFA) ("Valuer"/ "Independent Valuer") (IBBI Registration No. IBBI/RV / 05/2019 /11283). For the purpose of capital reduction, the valuer has adopted the Adjusted Net Asset Value (NAV) method for the valuation exercise. Based on this approach, the fair value of the equity shares of the Transferee/Demerged Company, as of the valuation date, has been determined to be INR 66.79 per share, considering the financials as of March 31, 2024.
2. The consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share.
3. In the case of the merger of the Transferor Company into the Transferee Company, the fair value per share of the Transferor Company has adopted Adjusted Net Asset Value (NAV) method, from which it has been determined as INR 22.34, while the fair value of the Zero% Optionally Convertible Redeemable Preference Shares of the Transferee Company is INR 94.37.
4. The Transferee Company shall issue and allot Zero % Optionally Convertible Redeemable Preference Shares to the equity shareholders of the Transferor Company, whose names

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appear in the register of members of the Demerged Company on the Record Date in the following manner:

"237 (two hundred and thirty-seven) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares ("OCRPS") of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 10 each held in Transferor Company"

Redeemable Preference shares of the Transferee Company shall be issued and allotted to the preference shareholders of the Transferor Company on the same terms and conditions that were applicable to the Redeemable Preference shareholders in the Transferor Company, in the following manner

1 (One) fully paid up 4% redeemable preference shares (RPS) of INR 100/- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 100/- (Indian Rupees One Hundred only) each held in the Transferor Company.'

5. In the case of the demerger, owing to mirror shareholding, the rights of the shareholders of both the companies does not in any way gets altered upon the transfer and vesting of Demerged Undertaking from Transferee Company / Demerged Company into Resulting Company. Therefore, any share exchange ratio will be fair. The management has proposed to issue consideration for demerger by way of issue of 18 equity share of INR 10/- each of the Resulting Company for every 100 equity shares of INR 10/- each held in the Demerged Company and 18 Redeemable Preference Share of INR 100/- each of the Resulting Company for every 100 Redeemable Preference Shares of INR 100/- each held in the Demerged Company (this ratio is for each class of redeemable preference shares held in Demerged Company) whose names appear in the register of members of the Demerged Company on the Record Date in the following manner:

"18 (Eighteen) fully paid up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 10/- (Indian Rupees Ten only) each held in the Demerged Company"

"18 (Eighteen) fully paid up Zero % Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

"18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

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“18 (Eighteen) fully paid up 4% Non-Cumulative Redeemable Preference share(‘RPS’) of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 4% Non-Cumulative of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

Fairness Opinion

The Fairness Opinion has been obtained from Navigant Corporate Advisors Limited, a SEBI-registered Category I Merchant Banker (SEBI Registration No. INM000012243) which states that the rationale for Share Exchange Ratios and consideration paid pursuant to capital reduction as explained above, will be issued as assumed by Valuer is justified. In their opinion that the valuer has appropriately justified the fair value of the companies, covering all relevant aspects of the valuation. Furthermore, they believe that, as of the date hereof, the share exchange ratios for the merger and demerger, as determined by the valuer in their valuation exercise and outlined in the report, are fair.

For Part II of the Scheme:

- Upon Part II of this Scheme becoming effective, and subject to provisions of this Scheme, all equity shares of INR 10 (Indian Rupees Ten only) each of HTL held by Public Shareholders as on Record Date, shall stand cancelled.
- The consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share.
- The consideration shall be discharged by issue of cheque/draft/pay order/electronic transfer of funds/ NEFT/RTGS/IMPS to the last known address / bank details of such shareholder, as available with HTL or Registrar and Share Transfer Agent.
- The consideration paid for the reduction of the equity share capital shall be subject to the applicable withholding taxes. Accordingly, net consideration shall be paid after deducting appropriate withholding tax.
- The consideration for the reduction of the equity share capital shall be paid within such number of days from the Record Date, as may be decided by the Board, and subject to such approvals, if any, as may be required under the Applicable Law, or as may be directed by the NCLT, on the Part II of the Scheme becoming effective.
- The reduction of paid-up equity share capital of HTL, as aforesaid, would not involve diminution of liability in respect of unpaid share capital, if any, but will involve payment of paid-up equity share capital to the Public Shareholders of HTL. The proposed reduction of

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share capital of HTL would not in any way adversely affect the operations of HTL or the ability of HTL to honour its commitment or to pay its debts in the ordinary course of its business. Further, no compromise or arrangement is contemplated to be made with the creditors of HTL under the Scheme.

- With respect to the equity shares of HTL held by Public Shareholders in dematerialised form, as on the Record Date, necessary corporate action shall be executed with Registrar and Transfer agent for effecting the aforesaid reduction of capital. With respect to the equity shares of HTL held by Public Shareholders in physical form, the share certificates of such equity shares of HTL shall without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to the Scheme.
- The reduction in the paid-up share capital, as mentioned above, shall be effected as an integral part of this Scheme and in accordance with the Explanation to sub-section (12) of section 230 of the Act, hence the procedure under Section 66 of the Act is not required to be followed separately. The order of the NCLT sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purposes of confirming the reduction of share capital.
- Notwithstanding the reduction in the paid-up share capital of HTL, HTL will not be required to add the suffix "And Reduced" to its name.
- The payment made by HTL to the Public Shareholders shall be considered as the full and final settlement for the investment made by the Public Shareholders and there shall be no further claims or dues payable by HTL to the Public Shareholders.
- Where the monies to be paid-out on capital reduction have not been claimed by or received by the Public Shareholders, on account of cheques returned and / or undelivered, cheques not deposited or shareholders being untraceable or for any other reason, HTL shall retain such monies in a special bank account for a period of 7 (seven) years on behalf of such Public Shareholders. The amount outstanding in the special bank account after the said period shall be utilized in a manner, as may be permitted under any law then in force or shall be transferred to the Investor Education and Protection Fund, as per the applicable provisions of the Act.

For Part III of the Scheme:

- Upon the Part III of this Scheme becoming effective and in consideration of the merger and vesting of the business of the Transferor Company with the Transferee Company, in accordance with this Scheme, the Transferee Company shall, without any further application or deed, issue and allot to shareholders of the Transferor Company whose names appear in the register of members of the Transferor Company on the record date, to be fixed by the Board of Directors of the Transferee Company, or to such of their heirs,

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executors, administrators or the successors-in-title, as the case may be recognized by the Board of Directors, in the following manner:

“225 (two hundred and twenty five) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares (“OCRPS”) of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company.”

“1 (One) fully paid-up 4% redeemable preference shares (RPS) of INR 100/- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 100/- (Indian Rupees One Hundred only) each held in the Transferor Company.”

For Part IV of the Scheme:

- Upon Part IV of this Scheme becoming effective and in consideration of the demerger and vesting of the Demerged Undertaking into the Resulting Company, in accordance with this Scheme, the Resulting Company, shall, without any further application or deed, issue and allot to shareholders of the Demerged Company whose names appear in the register of shareholders of the Demerged Company on the record date, to be fixed by the Board of Directors of the Resulting Company, or to such of their heirs, executors, administrators or the successors-in-title, as the case may be, recognized by the Board of Directors, in the following manner:

“18 (Eighteen) fully paid up equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 10/- (Indian Rupees Ten only) each held in the Demerged Company”

“18 (Eighteen) fully paid up Zero % Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

“18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100

Regd. Office: Plot No 70, TTC MIDC Industrial Area, Mahape, NaviMumbai, Thane, Thane, Thane, Maharashtra, India, 400710

Email Id: amrutshah24@gmail.com Contact No: 9004682236

Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

(Hundred) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

“18 (Eighteen) fully paid up 4% Non-Cumulative Redeemable Preference share(‘RPS’) of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 4% Non-Cumulative of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company.”

Effect of the Scheme on various parties:

Effect on the KMPs

None of the KMPs of the Company have any interest in the Scheme except to the extent of the equity shares held by them and their directorship, if any, in the Company. The effect of the Scheme on the interests of the KMPs and their relatives holding shares in the Company is not different from the effect of the Scheme on the other shareholders of the Company.

Effect on the creditors:

The proposed reduction of share capital of the Company would not in any way adversely affect the operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of its business. Further, no compromise or arrangement is contemplated to be made with the creditors of HTL under the Scheme.

Under the Scheme, no arrangement or compromise is being proposed with the creditors of the Company. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Company) of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions applicable prior to the Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company (Employees) will be deemed to have become employees of the Company pursuant to the Scheme with effect from the Effective Dates.

All such Employees shall be deemed to have become employees of the Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Company, shall not be less favorable than those applicable to them with reference to their employment in the Company as on the Effective Date.

Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

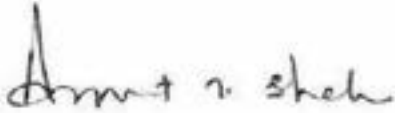
Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoter and non-promoter shareholders), KMP's, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the shareholders (promoter and non-promoter shareholders) KMP's, creditors and employees of the Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferee Company/ Demerged Company to comply with the requirements of extant regulations applicable to companies undertaking any scheme of amalgamation, this report of the Board may please be taken on record while considering the Scheme.

For and on behalf of the Board of Directors

Sadguru Gruh Nirman Private Limited



Amrut Tilak Shah

Director

DIN: 00259420

Place - Mumbai

Date – 11th day of November 2024

HYTONE TEXTYLES LIMITED

ANNUAL ACCOUNTS

**FOR THE YEAR ENDED
31ST MARCH 2024**

CGCA & ASSOCIATES LLP

(Formerly known as UKG & Associates)

CHARTERED ACCOUNTANTS

907, Kohinoor Square, 9th Floor, B Wing,

NC Kelkar Road, RG Gadkari Chowk,

Dadar (East), Mumbai - 400 014.

Tel: +91 22 4042 2400

Director's Report

Dear Members,

The Directors of the Company are pleased to present the 35th Annual Report on the business and operations of the Company together with the Audited Financial Statement for the financial year ended March 31, 2024.

1. Financial Summary:

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

Particulars	(Amount in '000)	
	2023-24	2022-23
Revenue from Operations	41,524.70	37,217.51
Other Income	10,429.28	7,851.07
Total Income	51,953.98	45,068.57
Expenditure	19,671	15,809.12
Finance Charges	5,203.04	4,832.42
Depreciation	1,849.33	1,964.15
Total Expenditure	28,785.36	22,605.69
Net Profit before tax	69,317.87	40,914.48
Deferred tax	51,213.58	(10,299.10)
Net Profit after tax	18,104.29	51,213.58

2. Overview of business and state of Company's Affairs:

The Company has disposed off its assets of its plant and machinery pertaining to the textile division. In the meantime, Company has earned its income by way of rental income. The Company's performance was satisfactory during the year. Your Directors are hopeful that the Company will perform better in the ensuing years.

3. Dividend:

With a view to conserve the resources for current as well as future business requirements and expansion plans, your Board is of the view that the current year's profit be ploughed back into the operations and hence no dividend is recommended for the financial year under review.

4. Transfer to reserves:

The Company does not propose to transfer amount to the general reserve out of the amount available for appropriation and considered it appropriate to retain the same in the profit and loss account.

5. Nature of Business:

During the year under review, there was no change in the nature of business.

6. Material changes and commitments

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

7. Details of Subsidiary/Joint Ventures/Associate Companies:

Sadguru Girah Nirman Private Limited became subsidiary of the Company w.e.f January 12, 2024. The Company is a subsidiary of M/s Anant Synthetics Private Limited w.e.f. November 1, 2023.



(Signature)

(Signature)

8. Consolidated Financial Statement:

The Company is a subsidiary of Anant Synthetics Private Limited and Sadguru Group Nirmam Private Limited is a subsidiary of Hytone Textyles Limited. Thus, pursuant to notification issued by the Ministry of Corporate Affairs, dated July 27, 2016, the Company seeks exemption from consolidation of financial statement as Anant Synthetics Private Limited, the ultimate holding company shall consolidate the financial statement.

A statement providing details of performance and salient features of the financial statement of Subsidiary/ Associate/ Joint Venture companies, as per Section 129(3) of the Companies Act, 2013 ("the Act"), is provided as an Annexure to the consolidated financial statement of Anant Synthetics Private Limited, the ultimate holding company and therefore not repeated in this Report to avoid duplication.

9. Share Capital:

The paid-up Share Capital of the Company as at March 31, 2024 stood at Rs. 12,15,00,000/- (Rupees Twelve Crore Fifteen Lakhs Only) consisting of 51,00,000 (Fifty-Three Lakh) equity shares of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 5,10,00,000 (Five Crore Thirty Lakhs only) and 6,85,000 (Six Lakh Eighty-Five Thousand) 1% Cumulative Redeemable Preference shares (Series II) of Rs. 100/- (Rupee Hundred Only) each aggregating to Rs. 6,85,00,000/- (Rupees Six Crore Eighty-Five Lakh).

There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted stock options. As on March 31, 2024, none of the directors of the Company hold instruments convertible into equity shares of the Company. During the financial year 2023-24, there is no change in the share capital of the Company.

In accordance with the SEBI (Delisting of Equity Shares) Regulations 2021 read with SEBI Circular No SEBI/HO/CFD/DCR/CIR/P 2016/81 dated September 7, 2016 the Company was compulsorily delisted from the stock exchange w.e.f June 20, 2023 vide Exchange Order Ref No: LIST/COMP/AS/514258/188/2023-24.

The Company provided exit offer to its shareholders as per the details mentioned below:

Date of opening of exit offer	Wednesday 16 th August 2023
Date of closing of exit offer	Wednesday 30 th August 2023
Last date for payment of consideration	Wednesday 6 th September 2023

The exit offer is valid for a period of 1 year from the date of closing of offer i.e. upto 30th August 2024.

Pursuant to the exit offer the company has acquired 3,97,437 equity shares of the company having face value of Rs. 10/- (Rupees Ten Only) at fair market value of Rs. 22.77 (Rupees Twenty Two point Seventy Seven Only).

10. Disclosures in respect of voting rights not directly exercised by employees:

No disclosure is required under Section 67(3)(c) of the Companies Act, 2013, read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said section are not applicable.

11. Indian Accounting Standard (IND AS):

As mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") from 1st April, 2017 with a transition date of 1st April, 2016. The financial results for the year 2023-24 have been prepared in accordance with IND AS, prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other recognized accounting practices and policies to the extent applicable.



12. Secretarial Standards:

Pursuant to the approval given on 10th April, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1st July, 2015. The said standards were further amended w.e.f. 1st October, 2017. The Company is in compliance with the same.

13. Directors and Key Managerial Personnel:

As on the date of the report, the Board of Directors consists of six members, of which two are Independent Directors. As on March 31, 2024, the Key Managerial Personnel of the Company under Section 203 of the Companies Act, 2013 are Mr. Anrutt T. Shah, Chairman and Managing Director, Mr. Vijay Sagvekar, Chief Financial Officer.

As per the provisions of Section 152(6) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Anrutt T. Shah (DIN: 00259420) shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment as a Director of the Company. The Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC) have recommended his re-appointment.

The Board of Directors on recommendation of the NRC has appointed Mr. Kaushik Morarji Chheda (DIN: 01015520) and Mr. Satish Khimji Gala (DIN: 01511534) as Whole-time Director of the Company for a period of 5 (five) years with effect from January 17, 2024, subject to approval of shareholders.

Further the Board of Directors on recommendation of the NRC has appointed Mrs. Kalpana Praful Dedhia (DIN: 02626062) as an Additional Director on the Board of Directors of the Company w.e.f. January 17, 2024. She shall hold office up to the date of the ensuing Annual General Meeting of the Company and it is further proposed to recommend their appointment as Director at the ensuing Annual General Meeting.

On the recommendation of the NRC, with effect from July 1, 2024, Mr. Dilip Manilal Khora (DIN: 00260208) and Ms. Nidhi Ketan Mehta (DIN: 10668487) were appointed as Additional Directors on the Board designated as Non-Executive Independent Director of the Company who shall hold office upto the conclusion of ensuing Annual General Meeting and the Board has recommended for their appointment as an Non Executive Independent Directors of the Company for a period of 5 years in the ensuing Annual General Meeting. The Company has received declarations from both the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Companies Act, 2013 and further there has been no change in the circumstances which may affect their status as an Independent Director. In the opinion of the Board, all the Independent Directors of the Company possess requisite expertise, integrity and experience.

The Company has received declarations from all the Independent Directors of the Company, confirming that:

- they meet with the criteria of independence as prescribed under the Act; and
- they have registered their names in the Independent Directors' Databank.

The following policies of the Company are attached herewith:

- Policy for selection of Directors and determining Director's independence as Annexure I; and
- Remuneration Policy for Directors, Key Managerial Personnel and other employees as Annexure II.

There has been no change in the aforesaid policies during the year.

14. Disclosure relating to remuneration of Directors and Key Managerial Personnel

The remuneration paid to the Directors is in accordance with the Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013. The details of remuneration paid to the directors including Executive Directors of the Company are given in Form MGT-9 placed on the website of the Company.




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15. Directors Responsibility Statement:

The Board of Director of the Company confirms that:

- in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

16. Number of Meeting of the Board

Nine meetings of the Board were held during the year. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Sr. No	Date of Board Meeting	Number of Directors on the Board of the Company	Number of Directors present
1	29.04.2023	4	4
2	30.05.2023	4	4
3	24.07.2023	4	4
4	01.08.2023	4	4
5	09.09.2023	4	4
6	01.11.2023	4	4
7	20.11.2023	4	4
8	11.01.2024	4	4
9	17.01.2024	4	4

17. Independent Directors' Meeting

In compliance with the requirements of Schedule IV of the Companies Act, 2013, a meeting of the Independent Directors was held on January 17, 2024. The Independent Directors carried out performance evaluation of Non-Independent Directors and the Board of Directors as a whole, performance of Chairman of the Company, the quality, contents and timelines of flow of information between the Management and Board, based on the performance evaluation framework of the Company.

18. Performance Evaluation:

The Company has devised a Policy for performance evaluation of the Board of Directors, Board Committees and Directors including Chairman, Executive Directors, Non-executive Directors and Independent Directors. Pursuant to the provisions of the Companies Act, 2013, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.



The Board of Directors has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The performance evaluation of the Chairman and Non-Independent Directors was carried out by Independent Directors. The reports on performance evaluation of the Individual Directors were reviewed by the Nomination and Remuneration Committee and the Chairman of the Board held discussions with each Board member and provided feedback to them on the evaluation outcome. The Board of Directors expressed their satisfaction with the evaluation process.

19. Internal Financial Controls:

The Company has an adequate internal control system commensurate with the size and scale of its business operations.

The Company has appointed Internal Auditors who periodically audit the adequacy and effectiveness of the internal controls laid down by the management and suggest improvements. The Audit Committee of the Board of Directors approves the annual internal audit plan, periodically reviews the progress of audits as per approved audit plans, critical internal audit findings presented by internal auditors, status of implementation of audit recommendations, if any, and adequacy of internal controls.

The Audit Committee takes due cognizance of the observations made by the auditors and gives their suggestions for improvement. The suggestions of the Audit Committee are also taken into account for further strengthening of the control systems.

20. Risk Management Policy:

Your Company recognizes that the risk is an integral part of business and is committed to managing the risks in proactive and efficient manner. Your Company periodically assesses the risks in the internal and external environment along with treating the risks and incorporates risk management plans in its strategy, business and operational plans.

The business plan for the future is devised and approved by the Board keeping in mind the risk factors which can significantly impact the performance of the particular business. All major capital expenditures commitments are subject to scrutiny by the Board and investments are permitted only on being satisfied about its returns or utility to the Company. There are no risks which in the opinion of the Board threaten the existence of the Company.

The Company has formulated and implemented a Risk Management Policy that outlines the framework and procedures to assess and mitigate the impact of risks. Under the guidance of the Board of Directors of the Company and Key Managerial Personnel who are conversant with risk management systems and procedures have been entrusted with the risk management of the Company in accordance with the formulated policy. The Audit Committee has additional oversight in the area of financial risks and controls. All risks are systematically addressed through mitigating actions on a continuing basis.

21. Audit Committee:

As on the date of this report, the Audit Committee consists of Independent Directors with Mr. Dilip Manilal Khona as Chairman and Ms. Nidhi Kesun Mehta and Mr. Anurag Tilak Shah as members. The Committee inter alia reviews the Internal Control Systems, Reports of Internal Auditors, Key Audit Matters presented by the Statutory Auditors and compliance of various regulations. The Committee also reviews the financial statements before they are placed before the Board of Directors.

22. Audit Committee Recommendations:

During the financial year 2023-24, there were no recommendations received from the Audit Committee by the Board of Directors that were not followed by the Board.



23. Nomination and Remuneration Policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee formulated Nomination and Remuneration Policy for determining the criteria for determining qualifications, positive attributes and independence of a director and also criteria for determining the remuneration of directors, key managerial personnel and other employees.

The key objectives of the Policy are to lay down the criteria for appointment and remuneration of Directors, Key Managerial Personnel and Executives at Senior Management level and recommend to the Board their appointment, and also to formulate criteria for evaluation of performance of Independent Directors and the Board and to devise a policy on Board diversity.

The Policy, inter-alia, includes criteria for determining qualifications, positive attributes, independence of a director, and expertise and experience required for appointment of Directors, KMP and Senior Management.

As per the Policy, the remuneration / compensation to the Managing Director shall be recommended by the Nomination and Remuneration Committee to the Board for its approval. However, the remuneration compensation to Managing Director shall be subject to the approval of the shareholders of the Company and Central Government, wherever required. The policy is available on the Company's website.

24. Corporate Social Responsibility Committee

Since the Net Profit, Net worth and the Turnover of the Company for the year under review is less than Rupees Five Crore, Rupees Five Hundred Crore and Rupees One Thousand Crore respectively, the constitution of Corporate Social Responsibility (CSR) Committee is not applicable as per the provisions of Section 135 of the Companies Act, 2013 read with Rule 3 of Companies (Corporate Social Responsibility Policy) Rules, 2014.

25. Statutory Auditors:

Pursuant to the provisions of section 139 of the Companies Act, 2013, the members of the Company at the 32nd Annual General Meeting held on 30th September, 2022 had appointed M/s. CGCA & Associates LLP, Chartered Accountants, (Firm Registration No.123393W) (Formerly known as UGC & Associates) as Statutory Auditors of the Company from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting, covering one term of five consecutive years.

They have confirmed their eligibility required under the Act for holding office as Statutory Auditors of the Company and that they are not disqualified for such appointment within the meaning of Companies Act, 2013.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

26. Secretarial Auditors:

During the year under review, the Company does not fulfill the requirements prescribed under Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence no Secretarial audit was required to be conducted.

27. Internal Audit:

During the year under review, the Company does not fulfill the requirements prescribed under Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014. Hence no Internal audit was required to be conducted.

28. Cost Auditors:

During the year under review, the Company has not carried on any manufacturing activities. Hence no cost audit was required to be conducted.



29. Reporting of Fraud

During the year under review, neither the statutory auditors nor the secretarial auditors have reported to the Audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

30. Transaction with related Parties:

All contracts / arrangements / transactions entered by the Company during the financial year with Related Parties were in its ordinary course of business and on arms' length basis. Pursuant to section 177 of the Companies Act, 2013, all Related Party Transactions were placed before the Audit Committee for its approval. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

During the financial year, the Company had not entered into any contract / arrangement / transaction with related parties which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

The policy on related party transactions as approved by the Board is uploaded on the Company's website. The Company's management ensures total adherence to the approved Policy on Related Party Transactions to establish Arm's Length Basis without any compromise.

Your Directors draw attention of the members to Note 38 to the financial statement which sets out related party disclosures.

31. Extract of Annual Return:

As provided under section 92(3) of companies Act, 2013 the extract of annual return will be hosted on the Company's website is <http://www.hytontextile.com.aspx> after necessary certification.

32. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2024 is given below:

(A) Conservation of Energy:

- (i) the steps taken or impact on conservation of energy –The Company has not continued with any manufacturing or processing activity. Considering the nature of Company's business there is no reporting to be made on conservation of energy in its operations.
- (ii) the steps taken by the Company for utilising alternate sources of energy – NIL.
- (iii) the capital investment on energy conservation equipments – NIL.

(B) Technology Absorption:

- (i) the efforts made towards technology absorption – NIL.
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution – NIL.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not applicable:
 - (a) the details of technology imported;
 - (b) the year of import;
 - (c) whether the technology been fully absorbed;
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and



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(iv) the expenditure incurred on Research and Development – Nil.

(B) Foreign Exchange Earnings and Outgo:

	Current Year	Previous year
Foreign Exchange Outgo	Nil	Nil
Foreign Exchange Earnings	Nil	Nil

33. Particulars of Loans, Guarantees, or Investments:

There were no loans, guarantees given by the Company under section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable. Your Directors draw attention of the members to Note 8 and 11 to the financial statement which sets out details of investments made by the Company.

34. Deposits from public:

During the year under review, your Company has not accepted or renewed any Deposit, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement of furnishing details of deposits which are not in compliance of Chapter V of the Act, is not applicable.

35. Prevention of Sexual Harassment of women at workplace

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and rules made there under, your Company has adopted a Sexual Harassment Policy for women to ensure healthy working environment without fear of prejudice, gender bias and sexual harassment. The Board of Directors of the Company state that the Company has also complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Board states that during the year under review there were no cases or complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Board of Directors further state that no cases of child labour, forced labour, involuntary labour or discriminatory employment were reported during the year under review.

36. Green Initiative

Electronic copy of the Annual Report 2023-24 and the Notice of the 35th Annual General Meeting are sent to all members whose email addresses are registered with the Company / depository participant. To support "Green Initiative" members who have not yet registered their email addresses are requested to register the same with their depository participants (DPs) in case the shares are held by them in electronic form. Members holding shares in physical mode and who have not updated their email addresses with the Company/Link Intime India Private Limited Registrar and Transfer Agent of the Company are requested to update their email addresses by writing to the Company at gratul@hytonetextile.com or to Link Intime India Private Limited at nt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, Members may write to gratul@hytonetextile.com.

Your Directors would like to draw your attention to Section 20 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time which permits paperless compliances and also service of notice / documents (including annual report) through electronic mode to its members.

To support this green initiative, we hereby once again appeal to all those members who have not registered their e-mail addresses so far are requested to register their e-mail address in respect of electronic holding with their concerned Depository Participants and/or with the Company.



37. General:

Your Directors state that no disclosures or reporting is required in respect of the following items:

- 1) Issue of shares including sweat equity shares and ESOS to employees of the Company under any scheme including ESOS.
- 2) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- 3) The Company does not have any Employees' Stock Option Scheme.
- 4) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- 5) The Whole-time Director of the Company does not receive any remuneration or commission from any of its subsidiaries/holding companies.
- 6) No significant or material orders were passed by the regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.
- 7) There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016 and there are no instances of onetime settlement with any bank or financial institution, during the year under the review.

38. Acknowledgement:

Your Directors place on record their deep sense of appreciation of the dedication of the Company's employees at all levels and are confident they will maintain their commitment to excellence in the coming years. Your Directors also express their deep appreciation of the support received from the Government and other Regulatory authorities. Your Directors also thank you, our valued shareholders, the Financial Institution, Banks, Dealers, Agents and customers for their continued trust in the Company and its management.

For and on behalf of the Board

Sd/-

Abhiram T. Shah
Abhiram T. Shah
Chairman & Managing Director
DIN: 00259420

Place: Navi Mumbai
Date: 28th August, 2024



Annexure I to Board's Report:**Policy for selection of Directors and determining Directors independence****INTRODUCTION:**

- 1.1 Hytone Textstyles Limited ("the Company") believes that an enlightened Board consciously creates a culture of leadership to provide a long-term policy approach to improve the quality of governance. Towards this, the Company ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.
- 1.2 The Company recognizes the importance of Independent Directors in achieving the effectiveness of the Board and aims to have an optimum combination of Non-Independent and Independent Directors.

SCOPE AND PURPOSE:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

TERMS AND REFERENCES:

In this Policy, the following terms shall have the following meanings:

- 3.1. "Director" means a director appointed to the Board of the Company.
- 3.2. "Nomination and Remuneration Committee" means the committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 178 of the Companies Act, 2013.
- 3.3. "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013.

ACCOUNTABILITIES:

- 4.1 The Board is ultimately responsible for the appointment of directors.
- 4.2 In terms of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee makes assessment and selection of candidates for appointment as directors and recommends to the Board appointment of directors on the Board. (Can we mention about removal also as given in the section)

ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE ("NRC"):

The NRC is responsible for:

- 5.1 identifying individuals suitably qualified to become Board members and who may be appointed in Senior Management and making recommendations to the Board on the appointment, re-appointment or removal of directors, key managerial personnel and senior management personnel;
- 5.2 formulation of criteria for evaluation of performance of every director including independent directors;
- 5.3 recommending remuneration payable to Independent and Non-Independent directors including sitting fee;



POLICY:**6.1 Qualifications and Criteria**

1. The Policy is aimed to engage directors (including non-executive directors and independent non-executive directors) who are highly skilled, competent and experienced persons within one or more fields of business, finance, accounting, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the business of the Company and who shall be able to positively carry out their supervisory role over the policies of the management of the Company and the general affairs of the Company.
2. The NRC and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with experience that are relevant for the Company's operations.
3. In evaluating the suitability of individual Board members, the NRC shall take into account many factors, including the following:
 - a) General understanding of the Company's business dynamics, business and social perspective;
 - b) Educational and professional background;
 - c) Personal achievements;
 - d) Personal and professional ethics, integrity and values;
 - e) Every director should ensure that he can give sufficient time and attention to the Company's affairs and attend the Board meetings and other committee meetings in which he is a member regularly.
4. The proposed appointee shall also fulfill the following requirements:
 - a) Shall possess a Director Identification Number;
 - b) Shall not be disqualified under the Companies Act, 2013;
 - c) Shall give his written consent to act as a Director;
 - d) Shall endeavor to attend all Board meetings and wherever he is appointed as a Committee Member, the Committee meetings;
 - e) Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
 - f) Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
 - g) Shall abide by the provisions of Section 166 of the Companies Act, 2013 which lays down the duties of directors as under:
 - i. Subject to the provisions of Companies Act, 2013, a director of a company shall act in accordance with the articles of the company.
 - ii. A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
 - iii. A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
 - iv. A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.



- v. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
 - vi. A director of a company shall not assign his office and any assignment so made shall be void.
 - h) Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013 and other relevant laws.
5. The NRC shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

6.2 Positive Attributes:

- a) Experience of management in a diverse organization;
- b) Excellent interpersonal and communication skills;
- c) Leadership skills;
- d) Having continuous professional development to refresh knowledge and skills;
- e) Commitment to high standards of ethics, personal integrity and probity;
- f) Commitment to the promotion of equal opportunities and health and safety in the workplace.

6.3 Criteria of Independence:

The NRC shall assess the independence of director at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determination of independence when any new interests or relationships are disclosed by a director.

The criteria of Independence, as laid down in Companies Act, 2013, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director—

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—



- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
- (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age.
- i. The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

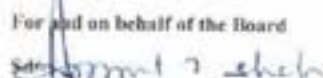
6.4 Other Directorships / Committee Memberships:

- 6.4.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NRC shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 6.4.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- 6.4.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.
- 6.4.4 A Director who is also a Director of a Listed Company, shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.



For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

For and on behalf of the Board


Amrut T. Shah
Chairman & Managing Director
DIN: 00259420

Place: Navi Mumbai
Date: 28th August, 2024



Annexure II to Board's Report:**Remuneration Policy for directors, key managerial personnel, senior management and other employees****1. Statement of Purpose:**

This Remuneration Policy (Policy) of Hytone Textyles Limited has been prepared to ensure the following:

- 1.1 The Policy is in compliance with Section 178(3) and Section 178(4) of the Companies Act, 2013 read with applicable Rules thereto.
- 1.2 Remuneration of directors, key managerial personnel, senior management and other employees is aligned to the interests of the Company and its shareholders within an appropriate governance framework.
- 1.3 The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, key managerial personnel, senior management and other employees of the quality required to run the company successfully.

2. Scope of policy:

The Policy applies to all directors, key managerial personnel, senior management and other employees.

- 2.1 The expression "key managerial personnel" means:

- (i) Chief Executive Officer, Managing Director, Manager and Whole-time Director;
- (ii) Company Secretary;
- (iii) Chief Financial Officer; and
- (iv) such other executive as may be prescribed.

- 2.2 The expression "senior management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

3. Remuneration Philosophy:

The Company believes in paying competitive remuneration to its executives. The remuneration philosophy aims at following outcomes:

- 3.1 Remuneration is structured to align with the Company's interests, taking account of the Company's strategies and risks.
- 3.2 Drive performance- Executive compensation is linked to individual and Company performance, which, in turn, impacts the quantum of payout.
- 3.3 External Equity – Executive compensation is designed to be competitively bench marked with the industry compensation or general industry compensation for applicable roles.
- 3.4 Internal Equity – Executives performing similar role, complexity of job are paid at similar compensation levels.
- 3.5 The Company complies with applicable legal requirements and appropriate standards of governance.



4. Remuneration guidelines:

- 4.1 The remuneration paid by the Company to its Directors, key managerial personnel, senior management and other employees is classified under following major heads:
 - 4.1.1 Total Fixed Cost: This includes base salary, other cash allowances, perquisites and retirement benefits.
 - 4.1.2 Variable Cost: This includes variable pay linked to Company and individual performance. Variable pay for senior executives constitutes a significant weightage of total remuneration.
 - 4.1.3 The sum total of the Total Fixed Cost and Variable Cost is called the Cost to Company in the relevant executive's remuneration package.
- 4.2 The Cost to Company being offered to a new hire for a replacement position or new position with reference to scope of this policy is governed by the remuneration philosophy as mentioned in clause no. 3. The endeavour is to ensure internal equity in compensation is maintained, however at the same time compensation is competitive to attract a new hire.
- 4.3 Remuneration is annually reviewed for all the executives who are eligible for compensation review in accordance with the remuneration philosophy.
- 4.4 The Nomination and Remuneration Committee shall ensure that the remuneration payable to managerial personnel is in accordance with the provisions of Chapter XIII (Sections 196 to 203) read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- 4.5 The Nomination and Remuneration Committee may recommend a suitable sitting fee, incidentals, travel and other costs to non-executive directors as may be prescribed under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board

Sd/-


Amrut T. Shah
 Chairman & Managing Director
 DIN: 00259420
Place: Navi Mumbai
Date: 28th August 2024


Independent Auditor's Report
To the Members of Hytone Textstyles Limited
Report on the Audit of Standalone financial statements
Opinion

We have audited the accompanying standalone financial statements of (Hytone Textstyles Limited) (the Company) which comprise the Standalone Balance Sheet as at 31st March 2024, the Standalone Statement of Profit and Loss, including other comprehensive income, the standalone Cash Flow Statement and the standalone statement of changes in equity for the year then ended and notes to standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the standalone 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 ("Act") in the manner so required and gives a true and fair view in conformity with the accounting principles with the Indian Accounting Standards ("Ind AS") specified under section 133 of the act read with the companies (Ind AS) Rules, 2015 and other accounting principal generally accepted in India of the state of affairs of the Company as at 31st March 2024 and its profit, including the other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SA's) specified under section 143(10) of the Act. Our responsibilities under those SA's are further described in the Auditor's Responsibility for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed in our audit
Revenue Recognition Revenue from services is recognised over a period of time/ at a point in time, as per the terms agreed with the customers. We determined this to be a key audit matter due to the significance of the time and effort involved in assessing the appropriateness of revenue recognition including accounting for the discounts and covering the aspects of completeness, accuracy, occurrence and cut	Our audit procedures included: <ol style="list-style-type: none"> Understood and performed procedures to assess, design and test the operating effectiveness of relevant controls related to recording of revenue including the related discounts. Assessed whether the policy of recognizing revenue was in line with IND AS - 115. Verified the lease agreement with the customers





off performance of obligations differ from the estimates as applied, this will have an impact on the accuracy of revenue recognized in the current year and accrued as at year end.	and ensured that the revenue was recognised over a period of time / at a point in time, as per the terms contracted with customers.
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Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the 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 and will 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 and Board of Director's Responsibility for the standalone financial statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Standalone 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 skepticism 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 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 with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions laid down in first and second proviso to Section 197(1) read with Schedule V to the Act.





2. A. 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 of the accompanying financial statements;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books *except for the matters stated in the paragraph (B-vi) below, on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;*
- (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flow 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 Indian Accounting Standards prescribed 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 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company as on 31 March 2024 and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion; and

B. 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 the impact of pending litigations (if any) as at 31st March, 2024 on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund.
- iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
 - a. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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; and

- b. No funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, 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 and
 - c. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.
 - vi. Based on our examination which included test checks and information given to us, the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March 2024, which did not have a feature of recording audit trail (edit log) facility throughout the year for all the relevant transactions recorded in the respective software, hence we are unable to comment on audit trail feature for the said software.
3. 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 B" a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

For CGCA & Associates LLP
Chartered Accountants
Firm Regn. No: 123393W/W100755




Champak K. Dedhia
Partner
Membership No: 101769

Place: Mumbai
Date: 24th June, 2024
UDIN: 24101769BKAJQH8228



Annexure - A to the Independent Auditors' Report of even date to the members of Hytone Textstyles Limited, on the standalone financial statements for the year ended 31st March, 2024

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Hytone Textstyles Limited ("the Company") as of 31st March 2024 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 and the Board of Director are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements 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 have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 with reference to Standalone financial statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting





principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone 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 31st March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For CGCA & Associates LLP
 Chartered Accountants
 Firm Regn. No: 123393W/W100755




Champak K. Dedhia
 Partner
 Membership No: 101769

Place: Mumbai
 Date: 24th June, 2024
 UDIN: 24101769BKAJQH8228



Annexure B referred to in paragraph 3 of the Independent Auditor's Report of even date to the members of Hytone Textstyles Limited on the standalone financial statements for the year ended 31st March 2024

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant and equipment.
 (B) The Company is not owning any intangible assets. Accordingly, para 3(i)(a)(B) of the Order is not applicable;
- b) The Company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- d) The company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year. Accordingly, para 3(i)(d) of the Order is not applicable
- e) As represented to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, para 3(i)(e) of the Order is not applicable
- ii. a) Company has no inventories. Accordingly, the requirement of clause (ii)(a) of para 3 of the order is not applicable to the Company.
- b) The Company has no working capital loans from any banks or financial institutions and hence, para 3 (ii)(b) of the order is not applicable
- iii. The Company has given unsecured loan to parties and made listed in the register maintained under section 189 of the Act as follows:
 - a) The Company has provided loan to its 1 subsidiary, as per details given below:

Particulars	Amount (in lakhs)
Aggregate amount granted /provided during the year - Wholly owned subsidiary	12.25
Balance outstanding as at balance sheet date in respect of above cases - Wholly owned subsidiary	12.25

During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to any entity and hence not commented upon by us.

- b) In our opinion, and according to the information and explanations given to us, the investments made, rate of interest and other terms and conditions on which the loans had been granted are, prima facie, not prejudicial to the interest of the Company. The Company





has not provided guarantees, given security or granted advances in nature of loans during the year and hence not commented upon by us.

- c) In respect of loans granted by the company, the schedule for repayment of principal and payment of interest has been stipulated by the Company. Repayment of principal and interest are stipulated as on demand/ regular.
- d) In respect of loans granted by the Company, the said loans are repayable on demand and are not overdue as at 31st March, 2024.
- e) No loans given has fallen due during the year that has been renewed or extended or fresh loans granted to settle the dues of the existing loans given to the same parties.
- f) The company has granted loan to its wholly owned subsidiary that is repayable on demand. Following is the details with respect to the said loan:

Type of borrower	Amount of loan outstanding Amount (in Lakhs)	Percentage of total loans
Promoters	-	-
Directors	-	-
KMP's	-	-
Related Parties	12.25	100%

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investment made by it. There is no guarantee or security provided by the Company to parties covered under section 185 and 186.
- v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under para 3(v) of the Order is not applicable to the Company.
- vi. To the best of our knowledge and as explained, the central government has not specified maintenance of the cost records under section 148(1) of the Companies Act, 2013 in regard to the activities of the Company.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues as and wherever applicable to the Company, with appropriate authorities and no dues remain outstanding for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, value added tax, service tax, goods and service tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute.
- viii. There are no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, para 3 (viii) of the Order is not applicable;
- ix. The Company has no loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, para 3(ix) of the Order is not applicable;





- x. a) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) or term loans during the year. Accordingly, para 3(x)(a) of the Order is not applicable to the Company.
- b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, accordingly, para 3 (x)(b) is not applicable to the Company.
- xi. a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees 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 by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year; accordingly, para 3 (xi)(c) is not applicable to the Company;
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, para 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, all the transactions entered into by the company with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules, 2015 as prescribed under Section 133 of the Act.
- xiv. a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under Section 138 of the Act which is commensurate with the size and nature of its business.
- b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- xv. According to the information and explanations given to us 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, para 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, para 3 (xvi)(a), (b) and (c) of the Order is not applicable to the Company.
- d) based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. The Company has not incurred any cash loss during the financial year and in the immediately preceding financial year, accordingly, para 3 (xvii) of the Order is not applicable.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly, para 3 (xviii) of the Order is not applicable;
- xix. According to the information and explanations given to us and 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 standalone financial statements, 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 exist as on the date of the audit report 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.

- xx. According to the information and explanations given to us, the Company does not fulfil the criteria as specified under Section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 for the year under consideration. Accordingly, reporting under para 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For CGCA & Associates LLP
 Chartered Accountants
 Firm Regn. No: 123393W/W100755




Champak K. Dedhia
 Partner
 Membership No: 101769

Place: Mumbai
 Date: 24th June, 2024
 UDIN: 24101769BKAJQH8228

HYTONE TEXTSTYLES LTD
STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2024


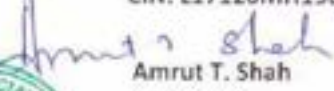

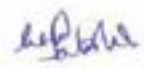
(Amount in '000)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
<u>Non - Current Assets</u>			
Property, Plant & Equipment	3	32,784.26	34,140.63
Financial Assets			
Investments	4	1,46,463.00	1,13,777.47
Others	5	3,774.48	3,950.16
Deferred Tax Asset	6	3,200.25	10,209.00
Non - Current Assets	7	1,517.23	1,650.84
Total Non - Current Assets		1,87,739.22	1,63,728.11
<u>Current Assets</u>			
Financial Assets			
Investments	8	7,575.00	10,140.00
Trade Receivables	9	3,262.70	174.45
Cash & Cash Equivalents	10	1,667.12	4,246.53
Loans	11	1,225.00	-
Other Financial Assets	12	1,584.56	1,056.97
Other Current Assets	13	1,062.74	189.84
Total Current Assets		16,377.11	15,807.79
TOTAL ASSETS		2,04,116.33	1,79,535.89



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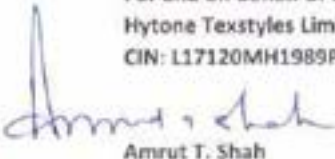



Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	53,000.00	53,000.00
Other Equity	15	80,262.69	62,323.68
Total Equity		1,33,262.69	1,15,323.68
Liabilities			
Non - Current Liabilities			
Financial Liabilities			
Borrowings	16	40,142.01	36,852.29
Other Financial Liabilities	17	17,833.72	17,940.27
Other non-current liabilities	18	1,162.34	2,554.49
Provisions	19	137.95	252.55
Total Non - Current Liabilities		59,276.01	57,599.59
Current Liabilities			
Financial Liabilities			
Trade Payables	20	524.78	106.25
Other Financial Liabilities	21	2,299.81	-
Other Current Liabilities	22	2,203.36	1,640.98
Provisions	23	6,549.67	4,865.38
Total Current Liabilities		11,577.61	6,612.61
Total Liabilities		70,853.63	64,212.21
TOTAL EQUITY AND LIABILITIES		2,04,116.33	1,79,535.89
CORPORATE INFORMATION	1		
SIGNIFICANT ACCOUNTING POLICIES	2		
NOTES ON ACCOUNTS	3-45		
As per our report of even date.			
For CGCA & Associates LLP Chartered Accountants (Firm Reg. No. 123393W/ W100755)  Champa K. Dedhia Partner Membership No. 101769 UDIN: 24101769BKPSG1H8228 Mumbai, 24th June, 2024		For and on behalf of the Board of Directors of Hytone Textstyles Limited CIN: L17120MH1989PLC050330  Amrut T. Shah (Director) DIN - 00259420  Mumbai, 24th June, 2024	 Satish K. Gala (Director) DIN-01511534



HYTONE TEXTSTYLES LTD
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount in '000)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
Income			
Revenue from Operations	24	41,524.70	37,217.51
Other Income	25	10,429.28	7,851.07
Total Income		51,953.98	45,068.57
Expenses			
Employee Benefit Expenses	26	9,476.17	7,302.60
Finance Cost	27	5,263.04	4,832.42
Depreciation	3	1,849.33	1,964.15
Other Expenses	28	10,196.83	8,506.52
Total Expenses		26,785.36	22,605.69
Profit Before Tax and Exceptional Item		25,168.62	22,462.88
Exceptional Item	29	-	18,451.60
Profit Before Tax		25,168.62	40,914.48
Tax Expenses			
Current Tax		-	-
Deferred Tax		7,064.33	-10,299.10
Profit After Tax		18,104.29	51,213.58
Other Comprehensive Income			
Items not to be classified to profit or loss (net of tax)		(165.26)	267.91
Total Other Comprehensive Income for the year		(165.26)	267.91
Total Comprehensive Income for the year		17,939.02	51,481.49
Earnings Per Share - Basic & Diluted (₹) (not annualised)		3.42	9.66
CORPORATE INFORMATION	1		
SIGNIFICANT ACCOUNTING POLICIES	2		
NOTES ON ACCOUNTS	3-45		
As per our report of even date,			
For CGCA & Associates LLP Chartered Accountants (Firm Reg. No. 123393W/ W100755)		For and on behalf of the Board of Directors of Hytone Textstyles Limited CIN: L17120MH1989PLC050330	
 Champak K. Medhia Partner Membership No. 101769 UDIN: 241017698KAJ048228 Mumbai, 24th June, 2024		 Amrut T. Shah (Director) DIN - 00259420	 Satish K. Gala (Director) DIN - 01511534
		Mumbai, 24th June, 2024	



HYTONE TEXTSTYLES LTD		
STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2024		
	(Amount in '000)	
Particulars	Year ended March 31, 2024	Year ended March 31, 2023
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	25,168.62	40,914.48
Add / (Less)- Adjustments for Non-Cash / Non-Operating Items:		
Depreciation	1,849.33	1,964.15
Finance Cost	5,258.85	4,827.94
Interest Income	(6,658.78)	(3,406.15)
Deferred lease rental income	(1,168.02)	(1,116.29)
Share of profit/ loss from partnership firm	-	(3,011.61)
Net (gain)/loss arising on financial assets measured at FVTPL	(2,574.75)	(1,437.81)
Operating Profit Before Changes in Working Capital	21,875.24	38,734.71
Adjustment for Changes in Working Capital		
(Increase) / Decrease in Trade Receivables	(3,088.25)	(66.17)
(Increase) / Decrease in Other Financial Assets	(351.92)	(32.73)
(Increase) / Decrease in Other Current Assets	(739.28)	53.08
Increase / (Decrease) in Trade Payables	418.53	(18,557.03)
Increase / (Decrease) in Other Financial Liabilities	1,392.15	2,850.01
Increase / (Decrease) in Other Current Liabilities	(829.79)	10.91
Increase / (Decrease) in Provisions	3,923.60	520.83
Cash Generated from Operations	22,600.29	23,513.61
Less: Net Taxes (Paid) / Refund	275.49	1,365.83
NET CASH FLOW FROM OPERATING ACTIVITY (A)	22,875.78	24,879.44
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment & Intangible Assets	-492.96	-
Investments (made) / redeemed other than securities during the year	(32,685.53)	(32,953.35)
Investments (made)/ redeemed during the year	2,565.00	3,329.50
(Increase) / Decrease in Loans	(1,325.00)	5,047.21
Interest Received	6,383.29	2,812.51
NET CASH FLOW FROM INVESTING ACTIVITY (B)	(25,455.20)	(21,764.13)
C CASH FLOW FROM FINANCING ACTIVITY		
Net (Repayment) of Financial Liabilities	-	-
Finance Cost Paid	-	-
NET CASH FLOW FROM FINANCING ACTIVITY (C)	-	-
NET CASH FLOW FOR THE YEAR (A + B + C)	(2,579.43)	3,115.32
Add: Opening Balance of Cash & Cash Equivalents	4,246.53	1,131.22
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	1,667.10	4,246.53
RECONCILIATION OF CASH AND CASH EQUIVALENT		
TOTAL CASH AND BANK BALANCE AS PER BALANCE SHEET		
CASH AND CASH EQUIVALENT COMPRISES AS UNDER:		
Balance with banks in current accounts	1,215.61	3,991.42
Cash on Hand	451.50	255.11
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	1,667.10	4,246.53
Note:		
i. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow Statement		
CORPORATE INFORMATION 1		
SIGNIFICANT ACCOUNTING POLICIES 2		
NOTES ON ACCOUNTS 3-45		
As per our report of even date.		
For CGCA & Associates LLP Chartered Accountants (Firm Reg. No. 423393W/ W100754)		
For and on behalf of the Board of Directors of Hytone Textstyles Limited CIN: L17120MH1989PLC050330		
Amrut T. Shah (Director) DIN - 00259420		
Satish K. Gala (Director) DIN-01511534		
Mumbai, 24th June, 2024		



HYTONE TEXTILES LTD
MATERIAL ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2024

1 CORPORATE INFORMATION

Hytone Textiles Limited (the Company) is a public limited by shares domestic in India, incorporated under the provisions of Companies Act, 1956. Its registered office is situated at Plot No. 70 TTC, MIDC Industrial Area, Mahape, Navi Mumbai - 400706, India. The Company is engaged in the business of real estate and renting of properties.

The Standalone financial statement were authorised for issue in accordance with a resolution of the directors on 28th June 2024.

2 STATEMENT OF Material Accounting Policies

This note provides a list of the Material Accounting Policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 BASIS FOR PREPARATION OF ACCOUNTS

a) Statement of Compliance with Ind AS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 (the "Act"), read together with the Companies (Indian Accounting Standards) Rules, 2015, relevant provisions of the Act and other accounting principles generally accepted in India.

b) Current versus Non-Current classification

All assets and liabilities have been classified as Current or Non-Current as per the Company's normal operating cycle (i.e. twelve months) and other criteria set out in the Schedule III of the Act.

c) Historical Cost Convention

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following:

- Certain financial assets and liabilities that are measured at fair value
- Defined benefit plans - plan assets measured at fair value

2.2 USE OF ESTIMATES

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment, intangible assets, impairment of property, investments, impairment of trade receivables, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

2.3 REVENUE RECOGNITION

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.



- a) **Sale of Goods**
Revenue from sale of products is recognised when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.
- b) **Rendoring of services**
Revenue of services are recognised when the services are rendered.
- c) **Dividend**
Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.
- d) **Interest Income**
Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

2.4 FOREIGN CURRENCY TRANSACTIONS

- a) **Functional and Presentation Currency**
The financial statements are presented in Indian Rupee (INR), which is company's functional and presentation currency.
- b) **Initial Recognition**
Transactions in foreign currencies are recorded at the exchange rate prevailing on the dates of the transactions. Exchange difference arising on foreign exchange transaction settled during the year are recognised in the Statement of profit and loss of the year.
- c) **Measurement of foreign currency items at the Balance sheet date**
Monetary assets and liabilities denominated in foreign currencies are re-translated into functional currency at the exchange rate prevailing at the end of the reporting period. Non-monetary assets and liabilities that are measured based on a historical cost in a foreign currency are not re-translated. Exchange differences arising out of these transaction are charged to the profit and loss.

2.5 PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

- a) **Property, plant and equipment (PPE)**
i) **Recognition and measurement**
Freehold land is carried at cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenses directly attributable to the acquisition of the assets. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- ii) **Subsequent expenditure**
Expenditure incurred on substantial expansion upto the date of commencement of commercial production are capitalised. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.
- b) **Capital Work-in-Progress And Pre-Operative Expenses During Construction Period**
Capital work-in-progress includes expenditure directly related to construction and incidental thereto. The same is transferred or allocated to respective Property, Plant and Equipment on their completion / commencement of commercial production.
- c) **Intangible assets**
Intangible assets are held on the balance sheet at cost less accumulated amortization and impairment loss, if any.

2.6 DEPRECIATION AND AMORTISATION

Depreciation is computed using Straight Line Method (SLM) over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013.

The management believes that useful lives currently used, which is prescribed under Part C of Schedule II to the Companies Act, 2013, fairly reflects its estimate of the useful lives and residual values of PPE, though these lives in certain cases are different from lives prescribed under Schedule II.

Asset Category	Useful Lives (in Years)
Factory Buildings	5
Plant & Machinery*	5
Vehicles	5
Furniture & Fixtures*	5

*In respect of these assets, management estimates different useful life than prescribed under Part C of Schedule II based on internal assessment and independent technical evaluation.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation and amortization on property, plant and equipment added/deducted off during the year has been provided on pro-rata basis with reference to the date of addition/disposal.

Depreciation and amortization methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted appropriately.



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2.7 IMPAIRMENT OF NON-FINANCIAL ASSETS

The Company's non-financial assets (other than inventories and deferred tax assets), are reviewed at each reporting date to determine whether there is an indication of impairment, if any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the value of money and the risks specific to the CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets of the CGU on a pro-rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.8 FINANCIAL INSTRUMENTS

i. Financial Assets

a) Classification of financial assets

The Company classifies financial assets as subsequently measures at amortised cost, fair value through other comprehensive income or fair value through profit & loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

1) Debt instrument at amortised cost:

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objectives is to hold assets for collecting contractual cash flow and
- Contractual terms of the asset give rise on specified dates to cash flow that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or cost that are an integral part of the EIR. The EIR Amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. The category generally applies to trade and other receivable.

2) Debt instrument at fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flow and selling the financial assets, where the assets' cash flow represents solely payments of principal and interest are measuring at FVOCI. movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue or foreign exchange gains and losses which are recognised in profit and loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the EIR method. The company does not have any instruments classified as fair value through other comprehensive income (FVOCI).



ii) Debt instrument measured at fair through profit and loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

iv) Equity investments:

Investment in associates are accounted using equity method.

All other equity investments which are in scope of Ind-AS 109 are measured at fair value. Equity instrument which are held for trading are classified as at FVTPL. For all other equity investments, the Company decide to classify the same either as at fair value through other comprehensive income (FVOCI) or FVTPL. The company makes such election on an instrument-by-instrument basis. The classification is made at initial recognition and is irrevocable.

For equity investments classified as FVOCI, all fair value changes on the instruments, excluding dividend, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of such investment.

Equity investments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

ii) Initial recognition and measurement

All financial assets are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction cost that are attributable to the acquisition of the financial assets.

Trade receivable are carried at original invoice price as the sales arrangements do not contain any significant financial component. Purchase or sales of financial assets that required delivery of assets within a time frame established by regulation or convention in the market place (regular way traded) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

c) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) primarily derecognised (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has neither transferred nor retained substantially all the risks and rewards of the assets, but has transferred control of the assets.

When the company has transferred its rights to receive cash flow from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all the risks and rewards of the assets, nor transferred control of the assets, the Company continues to recognise the transferred asset to the extent of the company's continuing involvement. In the case, the company recognises and associated liability. The transferred asset and the associated liability are measured on a basis that reflect the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and maximum amount of consideration that the company could be required to repay.

ii) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loan, debt security, deposits, and bank balance.
- Trade Receivables

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.



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The application simplified approach does not require the company to track change in risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivable. The provision matrix based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historically observed default rates updated and change in the forward looking estimates are analysed.

B. Financial liabilities and equity instruments

Debt and equity instruments issued by an entity are classified as either financial liability or as equity in accordance with substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

a) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

b) Financial liabilities – Classification

Financial liabilities are classified as either at FVTPL or other financial liabilities consists of derivative financial instruments, whereas the gains/losses arising from remeasurement of these instruments are recognised in the statements of profit and loss. Other financial liability (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

c) Initial recognition and measurement

All financial liability are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction cost that are attributable to issue of these instruments.

d) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of the new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

B. Fair Value

The Company determines the fair value of its financial instruments on the basis of the following hierarchy

- Level 1:** The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date. Examples include exchange traded commodity derivatives and other financial instruments in equity and debt securities which are listed in a recognised stock exchange.
- Level 2:** The fair value of financial instruments that are not traded in active markets is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate.
- Level 3:** The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

IV. Accounting for day 1 differences

If the fair value of the financial asset or financial liability at initial recognition differs from the transaction price, this if it is not consideration for goods or services or a deemed capital contribution or deemed distribution, is accounted as follows:

i) If the fair value is evidence by a quoted price in an active market for an identical asset or liability (ie level 1 input) or based on a valuation technique that uses data from observable market, the entire day 1 gain/loss is recorded immediately in the statement of profit and loss, or

ii) In all other cases, the difference between the fair value at initial recognition and transaction price is deferred. After initial recognition, the deferred difference is recorded as gain or loss in the statement profit and loss only to the extent that it arises from a change in a factor (excluding time) that market participants would take into account when pricing the asset or liability.



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In case difference represents:

(i) deemed capital contribution – it is recorded as investment in subsidiary

(ii) deemed distribution – it is recorded in equity

(iii) deemed consideration for goods and services – it is recorded as an asset or liability. This amount is amortised / accreted to the statement of profit and loss in per the substance of the arrangement (generally straight line basis over the duration of the arrangement)

1.9 INVENTORIES

Raw Materials, work-in-progress, finished goods, packing material and stock-in-trade are carried at lower of cost and net realisable value.

- Cost of Raw Material is determined on a First In First Out (FIFO) basis.

- Stores and Consumables are valued at cost or net realisable value whichever is lower.

- Work in Progress and Finished goods are valued at cost or net realisable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs, manufacturing overheads, depreciation and those overheads that have been incurred in bringing the inventories to their present location.

2.10 BORROWING COSTS

Borrowing Costs that are interest and other costs that the company incurs in connection with the borrowings of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest cost measured at EIR and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets, wherever applicable, till the assets are ready for their intended use. Such capitalisation is done only when it is probable that the asset will result in future economic benefits and the costs can be measured reliably. Capitalisation of borrowing cost is suspended and charged to statement when active development is interrupted.

Capitalisation of borrowing costs commences when all the following conditions are satisfied:

- Expenditure for the acquisition, construction or production of a qualifying asset is being incurred;
- Borrowing costs are being incurred; and
- Activities that are necessary to prepare the asset for its intended use are in progress.

A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue account.

2.11 EMPLOYEE BENEFITS

a) Short term employee benefit obligations

Liabilities for wages, salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are to be settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b) Post-employment obligations

The Company operates the following post-employment schemes:

- Defined benefit plans such as Gratuity
- Defined contribution plan such as Provident fund

Defined Benefit Plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.



Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plans

The Company pays premium fund contributions to publicly administered funds as per the local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due. Contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available.

2.12 ACCOUNTING FOR TAXES ON INCOME

a) Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Current tax assets and liabilities are offset only if, the Company

(i) has legally enforceable right to set off the recognised amounts; and

(ii) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

b) Deferred Taxes

Deferred tax is recognised in respect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purpose.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences only if it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and Deferred Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Any tax credit including MAT credit available is recognised as Deferred Tax to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised. The said asset is created by way of credit to the Statement of Profit and Loss and shown under the head deferred tax asset.

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilised. Unrecognised Deferred Tax Assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.



Deferred tax assets and liabilities are offset only if the Company:

- i) has legally enforceable right to set off the recognised amounts; and
- ii) the deferred tax assets and the deferred tax liabilities relate to income taxed levied by the same taxation authority on the same taxable entity.

2.13 PROVISIONS, CONTINGENT LIABILITIES and CONTINGENT ASSETS

a) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

b) Contingent Liability

Contingent liabilities are not provided for and if material, are disclosed by way of notes to accounts. Contingent liability is disclosed in the case of:

- i. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. A present obligation arising from the past events, when no reliable estimate is possible;
- iii. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

c) Contingent Asset

Contingent asset is not recognised in the financial statements. A contingent asset is disclosed, when an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.14 LEASES

At the inception it is assessed, whether a contract is a lease or contains a lease. A contract is a lease or contains a lease if it conveys the right to control the use of an identified asset, for a period of time, in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, company assesses whether the contract involves the use of an identified asset. Use may be specified explicitly or implicitly.

- Use should be physically distinct or represent substantially all of the capacity of a physically distinct asset.
- If the supplier has a substantive substitution right, then the asset is not identified.
- Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use.
- Company has the right to direct the use of the asset.
- In cases where the usage of the asset is predetermined and the right to direct the use of the asset is determined when the company has the right to use the asset or the company designed the asset in a way that predetermines how and for what purpose it will be used.
- At the commencement or modification of a contract, that contains a lease component, company allocates the consideration in the contract, to each lease component, on the basis of its relative standalone prices. For leases of property, it is elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

a) Company as a lessee

Company recognises a right-of-use asset and a lease liability at the lease commencement date.

Right-of-use asset (ROU):

The right-of-use asset is initially measured at cost. Cost comprises of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, any initial direct costs incurred by the lessee, an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the location in which it is located less any lease incentives received.



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Right-of-use asset is depreciated using straightline method from the commencement date to the end of the lease term. If the lease transfers the ownership of the underlying asset to the company at the end of the lease term or the cost of the right-of-use asset reflects company will exercise the purchase option, RDU will be depreciated over the useful life of the underlying asset, which is determined based on the same basis as property, plant and equipment.

Lease Liability:

Lease liability is initially measured at the present value of lease payments that are not paid at the commencement date. Discounting is done using the implicit interest rate in the lease, if that rate cannot be readily determined, then using company's incremental borrowing rate. Incremental borrowing rate is determined based on entity's borrowing rate adjusted for terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprises of fixed payments (including in substance fixed payments), variable lease payments that depends on an index or a rate, initially measured using the index or rate at the commencement date, amount expected to be payable under a residual value guarantee, the exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

Lease liability is measured at amortised cost using the effective interest method. Lease liability is re-measured when there is a change in the lease term, a change in its assessment of whether it will exercise a purchase, extension or termination option or a revised in substance fixed lease payment, a change in the amounts expected to be payable under a residual value guarantee and a change in future lease payments arising from change in an index or rate.

When the lease liability is re-measured corresponding adjustment is made to the carrying amount of the right-of-use asset. If the carrying amount of the right-of-use asset has been reduced to zero it will be recorded in statement of profit and loss.

Company has elected not to recognise right-of-use assets and lease liabilities for short term leases. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

b) Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.13 EARNING PER SHARE

a) Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting preference dividends, if any, and any attributable distribution tax thereon for the period.

b) Diluted Earnings Per Share

Diluted Earnings Per Share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.14 CASH AND CASH EQUIVALENTS

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

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments net of bank overdrafts which are repayable on demand as these form an integral part of the Company's cash management.



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2.17 DIVIDEND

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorised and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.18 ROUNDING OFF

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees, unless otherwise stated.

2.19 EVENTS OCCURRING AFTER THE REPORTING DATE

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognised in the financial statements. Material non-adjusting events (that are indicative of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' Report.

2.20 EXCEPTIONAL ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

2.21 OPERATING CYCLE

All assets and liabilities have been classified as current or non-current as per each Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

2.22 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company is responsible for allocating resources and assessing performance of the operating segments.

2.23 STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from 01/04/2024.



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NOTE:3 PROPERTY, PLANT & EQUIPMENT

DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION / AMORTIZATION			NET BLOCK	
	As At April 01, 2023	Additions / Transfers	Deductions	At At March 31, 2024	As At April 01, 2023	For the Year	As At March 31, 2024	As At March 31, 2024	As At March 31, 2023
						On Deductions			
TANGIBLE ASSETS									
Land - Leasehold	28,295.18	-	-	28,295.18	-	-	-	28,295.18	28,295.18
Factory Buildings	18,268.12	-	-	18,268.12	14,016.65	1,097.93	15,914.57	2,353.55	3,451.48
Plant & Machinery	257.75	451.94	-	709.69	242.27	36.18	278.45	431.24	15.48
Vehicles	6,382.40	-	-	6,382.40	4,076.80	607.71	4,764.51	1,617.89	2,305.60
Furniture & Fixture	182.49	41.02	-	223.51	109.50	27.51	137.01	86.50	73.00
Total	53,385.95	492.96	-	53,878.90	19,245.22	1,849.33	21,094.55	32,784.26	34,140.63
Previous Year's Total	53,385.95	-	-	53,385.95	17,281.07	1,964.15	19,245.22	34,140.63	36,104.88



NOTE 6 FINANCIAL ASSETS - INVESTMENTS (NON - CURRENT)

(Amount in '000)

Particulars	No of Units	As at March 31, 2024	As at March 31, 2023
Investment in Financial Instruments (Unquoted)			
Investments in Subsidiary (at cost)			
Equity Instruments (Unquoted)			
Sadguru Grah Nirman Pvt Ltd - Shares of Rs 10 each, fully paid up	10,000 (NB)	100.00	-
Investment in Partnership Firms (at Cost)			
Capital with Anantash Realities LLP		20,838.50	24,895.24
OTHER INVESTMENTS			
Investment in Mutual Funds (Invested At FVPL)	1100796 (1100796)	18,350.48	22,775.70
Fixed Deposits having maturity more than 12 months		89,398.04	55,116.51
TOTAL		1,46,463.02	1,13,777.47
Aggregate Amount of Quoted Investment & Market Value thereof		-	-
Aggregate amount of Unquoted Investments		1,46,463.00	1,13,777.47
Aggregate amount of impairment in value of Investments		-	-

Details of investment in partnership firm

Name of the partners	Share of Partner (%)	
	As at March 31, 2024	As at March 31, 2023
Ashar Hasan Zuberda	43.50%	43.00%
Kaushik Morari Chandra	7.00%	5.00%
Manish Morari Chandra	17.60%	12.00%
Hitenka Khushal Haria	8.00%	3.00%
Renuka Umesh Gula	5.50%	5.00%
Bahad Pradya Shah	2.50%	5.50%
Hytone Textstyle Limited	8.50%	10.00%
Zuberda Housing & Properties Pvt Ltd	9.00%	10.00%

NOTE 7 FINANCIAL ASSETS - OTHERS (NON-CURRENT)

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured and Considered Good Security and Other Deposits	8,774.48	8,774.48
Investment in term deposits (with remaining maturity of more than 12 months)	-	175.67
TOTAL	8,774.48	8,950.16

NOTE 8 DEFERRED TAX ASSET

A. RECONCILIATION OF EFFECTIVE TAX RATES

Particulars	As at March 31, 2024	As at March 31, 2023
Profit Before Tax	25,140.62	42,914.48
Applicable Tax rate	25.17%	25.17%
Tax using the Company's domestic tax rate	6,324.44	10,807.36
Effect of expenses that are not deductible in determining taxable profit	1,324.81	1,715.12
Effect of income that is exempt from tax	(594.32)	4,127.91
Other Differences*	-	(20,889.50)
Tax Expenses recognised in Statement of Profit and Loss (A+B)	7,054.93	(10,236.10)
Effective tax rate for the year	28.07%	(23.87)%

Deferred tax is recognized, subject to the consideration of prudence, in respect of deferred tax assets or liabilities, on timing differences, being the difference between taxable incomes and accounting incomes that originate in one period and are reversible in one or more subsequent periods.

*Deferred tax assets arising on the temporary timing differences are recognised only if there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In case of unabsorbed depreciation and carry forward losses, deferred tax asset is recognised to the extent that there is virtual certainty supported by convincing evidence. Accordingly, 25,889.50 pertains to deferred tax on earlier not recognised due to lack of reasonable certainty but now recognised based on current facts and

NOTE 7 NON - CURRENT TAX ASSETS

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance Income Tax	3,917.23	1,659.84
	3,917.23	1,659.84



NOTE:8 FINANCIAL ASSETS - INVESTMENTS (CURRENT)

(Amount in '000)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units	Amount	No. of units	Amount
Fixed Deposit having maturity of more than 3 months but less than 12 months.	-	7,575.00	-	10,140.00
TOTAL	-	7,575.00	-	10,140.00
Aggregate Amount of Quoted Investment & Market Value thereof		-		-
Aggregate amount of Unquoted Investments		7,575.00		10,140.00
Aggregate amount of impairment in value of Investments		-		-



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NOTE-9 FINANCIAL ASSETS - TRADE RECEIVABLES

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables		
Secured - Considered Good	-	-
Unsecured - Considered Good	3,262.70	174.45
Credit Impaired	-	-
TOTAL	3,262.70	174.45

Particulars	Total
As at 31st March 2024	
Undisputed Trade Receivables – considered good	3,262.70
Undisputed Trade Receivables – which have significant increase in credit risk	-
Undisputed Trade receivable – credit impaired	-
Disputed Trade receivables - considered good	-
Disputed Trade receivables - which have significant increase in credit risk	-
Disputed Trade receivables - credit impaired	-
Less: Allowance for doubtful trade receivables	-
TOTAL	3,262.70
As at 31st March 2023	
Undisputed Trade Receivables – considered good	174.45
Undisputed Trade Receivables – which have significant increase in credit risk	-
Undisputed Trade receivable – credit impaired	-
Disputed Trade receivables - considered good	-
Disputed Trade receivables - which have significant increase in credit risk	-
Disputed Trade receivables - credit impaired	-
Less: Allowance for doubtful trade receivables	-
TOTAL	174.45

Trade Receivables ageing schedule: As at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable Considered good	3,262.70	-	-	-	-	3,262.70
(ii) Undisputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable Considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
Total	3,262.70	-	-	-	-	3,262.70

Trade Receivables ageing schedule: As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable Considered good	174.45	-	-	-	-	174.45
(ii) Undisputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable Considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
Total	174.45	-	-	-	-	174.45



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NOTE:10 FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks in Current Accounts	1,215.61	3,991.42
Cash on Hand	451.50	255.11
TOTAL	1,667.10	4,246.53

NOTE:11 FINANCIAL ASSETS - LOANS (CURRENT ASSETS)

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured Considered Good		
Loans to related parties (Refer Note 37)	1,225.00	-
TOTAL	1,225.00	-

Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties.

Type of Borrower	As at March 31, 2024		As at March 31, 2023	
	Amount of loan or advance in	Percentage to the total Loans and Advances	Amount of loan or advance in	Percentage to the total Loans and Advances
Repayable on Demand				
Related Parties	1,225	100%	-	-
Total	1,225	100%	-	-



NOTE:12 FINANCIAL ASSETS - OTHERS (CURRENT)

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest Receivable	1,584.56	1,056.97
TOTAL	1,584.56	1,056.97

NOTE:13 OTHER CURRENT ASSETS

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Advances Other than capital advances		
Advance to Employees	27.00	5.00
Advance to Suppliers	874.80	-
Others		
Prepaid Expenses	160.94	184.84
TOTAL	1,062.74	189.84



NOTE-14 EQUITY SHARE CAPITAL

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
AUTHORIZED		
Equity Share Capital		
53,00,000 (53,00,000) Equity Shares of Rs. 10/- each	53,000	53,000
TOTAL AUTHORIZED SHARE CAPITAL	53,000	53,000
ISSUED, SUBSCRIBED & PAID UP		
Equity Share Capital		
53,00,000 (53,00,000) Equity Shares of Rs. 10/- each Fully paid	53,000	53,000
TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	53,000	53,000

a) Reconciliation of the number of shares outstanding :

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Reconciliation of the number of Equity Shares outstanding				
Shares at the beginning of the year	53,00,000	53,000	53,00,000	53,000
Add: Fresh issue of Equity Share made during the year	-	-	-	-
Shares at the end of the year	53,00,000	53,000	53,00,000	53,000

b) Rights, Preferences and restrictions attached to shares

The company has one class of equity shares having a par value Rs 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

c) Shareholders holding more than 5% Equity shares each :

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	%	No. of Shares	%
Anant Synthetics Private Limited	27,16,759	51.26%	23,69,432	44.71%

d) Shares held by Holding Company

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	%	No. of Shares	%
Anant Synthetics Private Limited	27,16,759	51.26%	23,69,432	44.71%

e) Disclosure of Shareholding of Promoters is as follows:-

As at 31st March 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Anant Synthetics Private Limited	21,69,432	3,47,327	27,16,759	51.26%	6.55%
Kaushik Morarji Chheda	2,43,525	-	2,43,525	4.59%	0.00%
Satish Khimji Gala	2,36,225	-	2,36,225	4.46%	0.00%
Praful Keshavji Shah	2,08,325	-	2,08,325	3.89%	0.00%
Arunut Tilak Shah	2,01,125	-	2,01,125	3.79%	0.00%
Total	32,58,632	3,47,327	36,03,959	68.00%	6.55%

As at 31st March 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Anant Synthetics Private Limited	23,69,432	-	23,69,432	44.71%	0.00%
Kaushik Morarji Chheda	2,19,025	24,500	2,43,525	4.59%	0.46%
Satish Khimji Gala	2,11,725	24,500	2,36,225	4.46%	0.46%
Praful Keshavji Shah	1,81,825	24,500	2,08,325	3.89%	0.46%
Arunut Tilak Shah	1,76,625	24,500	2,01,125	3.79%	0.46%
Total	31,58,632	98,000	32,56,632	61.45%	1.85%



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HYTONE TEXTSTYLES LTD
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2024

A. Equity Share Capital

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Balance as the beginning of the reporting period	53,00,000	53,000.00	53,00,000	53,000.00
Add: Changes in Equity Capital during the year	-	-	-	-
Balance at the end of the reporting period	53,00,000	53,000.00	53,00,000	53,000.00

B. NOTE 15: Other Equity

Particulars	Capital redemption reserve	General Reserve	Retained Earnings	Total
Balance as on April 01, 2022	15,000.00	1,25,225.18	(1,29,382.99)	10,842.19
Profit for the year ending	-	-	51,213.58	51,213.58
Other Comprehensive Income	-	-	267.91	267.91
- Remeasurement gains / (loss) on defined benefit plans	-	-	-	-
As at March 31, 2023	15,000.00	1,25,225.18	(77,901.50)	62,323.68
Profit for the year ending	-	-	18,104.29	18,104.29
Other Comprehensive Income	-	-	(165.26)	(165.26)
- Remeasurement gains / (loss) on defined benefit plans	-	-	-	-
As at March 31, 2024	15,000.00	1,25,225.18	(59,962.47)	80,262.69

Nature and Purpose of the Reserves

Capital Redemption Reserve

As per Companies Act, 2013, Capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilised in accordance with the provisions of section 69 of the Companies Act, 2013.

General Reserve

The Company has transferred a portion of Net Profits of the Company before declaring Dividends to General Reserve pursuant to the earlier provision of The Companies Act, 1956. Mandatory transfer to General Reserve, is not required under the Companies Act, 2013.

Securities Premium

Security premium account is created when shares are issued at premium. A company may utilise the security premium account as per the requirements of Companies Act.



NOTE:16 FINANCIAL LIABILITIES (LONG TERM BORROWINGS)

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
UNSECURED :		
Preference Shares (Refer Note A below)	40,142	36,852
TOTAL	40,142	36,852

A - Preference Shares :

a) Details of Preference Shares

(Amount in '000)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount	No of Shares	Amount
(a) Authorized				
1% Cum. Red. Preference Shares of Rs.100/- each. (Series - I)	1,50,000	15,000	1,50,000	15,000
1% Cum. Red. Preference Shares of Rs.100/- each. (Series - II)	7,20,000	72,000	7,20,000	72,000
(b) Issued, Subscribed and fully paid up				
1% Cum. Red. Preference Shares (Series I) of Rs.100/- each fully paid	*	*	*	*
1% Cum. Red. Preference Shares (Series II) of Rs.100/- each fully paid	6,85,000	68,500	6,85,000	68,500
TOTAL	6,85,000	68,500	6,85,000	68,500

* Pursuant to approval of the Board of Directors of Company vide resolution dated 28th August, 2020 the Company had bought back 1,50,000 fully paid up 1% Cumulative Redeemable Preference Shares (Series I) of Rs.100/- each at a price of Rs. 100/- per share in F.Y. 2020-21. Accordingly the Company has paid a total amount of Rs. 1,50,00,000/- for the said buyback of shares.

b) Terms of Issue of Preference Shares

i) 1% Cumulative Redeemable Preference Shares (Series I) of Rs.100/- each can be redeemed any time before the term of Maturity (i.e. 26.06.2030 - 20 years from the date of allotment) subject to availability of reserves.

c) Effective interest rate for the above preference shares is in the range of 8-9%

d) Details of preference shareholder holding more than 5% shares (Series II)

Class of shares / Name of shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Preference shares without voting rights				
Anant Tilak Shah	90,575	13.22%	90,575	13.22%
Kaushik Morari Chheda	1,21,000	17.66%	1,21,000	17.66%
Praful Keshavji Shah	61,000	8.91%	61,000	8.91%
Kalpna Deshta	60,000	8.76%	60,000	8.76%
Satish Khimji Gala	60,000	8.76%	60,000	8.76%
Ranjan Gala	61,000	8.91%	61,000	8.91%
Anant Synthetics Private Limited	2,01,000	29.34%	2,01,000	29.34%

e) Disclosure of Shareholding of Promoters is as follows:-

As at 31st March 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Anant Synthetics Private Limited	2,01,000	-	2,01,000	29.34%	0.00%
Kaushik Morari Chheda	1,21,000	-	1,21,000	17.66%	0.00%
Satish Khimji Gala	60,000	-	60,000	8.76%	0.00%
Praful Keshavji Shah	61,000	-	61,000	8.91%	0.00%
Anant Tilak Shah	90,575	-	90,575	13.22%	0.00%
Total	5,33,575	-	5,33,575	77.89%	0.00%

As at 31st March 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Anant Synthetics Private Limited	6,85,000	-4,84,000	2,01,000	29.34%	-70.56%
Kaushik Morari Chheda	-	1,21,000	1,21,000	17.66%	17.66%
Satish Khimji Gala	-	60,000	60,000	8.76%	8.76%
Praful Keshavji Shah	-	61,000	61,000	8.91%	8.91%
Anant Tilak Shah	-	90,575	90,575	13.22%	13.22%
Total	6,85,000	-5,33,425	5,33,575	77.89%	-32.11%



NOTE 17 FINANCIAL LIABILITIES - OTHERS (NON-CURRENT)

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Security deposit received from customers	12,304.92	18,239.08
Interest accrued but not due on borrowings	5,129.80	6,709.96
TOTAL	17,434.72	24,949.04

NOTE 18 OTHER NON-CURRENT LIABILITIES

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Other Non-Current Liability		
Deferred Lease Rental	1,187.80	2,514.91
TOTAL	1,187.80	2,514.91

NOTE 19 PROVISIONS (NON-CURRENT)

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits - Gratuity	127.86	252.95
TOTAL	127.86	252.95

NOTE 20 FINANCIAL LIABILITIES - TRADE PAYABLES

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Micro, Small and Medium Enterprises	34.75	2.92
Others (Refer Notes Below)	510.50	173.91
TOTAL	545.25	176.83

i. Based on the information in possession with the Company, creditors has been classified as being covered under Micro, Small and Medium Enterprise Development Act, 2006 ("the Act").

ii. The Company has called for balance confirmation of Trade Payables on certain basis. Out of which the Company has received response from some of the parties, which are subject to reconciliation with Company's account. The other balances of Trade Payables are subject to confirmation.

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Unbilled	Less than 1 year	1-2 years	2-3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	34.75	-	-	34.75
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	510.50	-	-	510.50
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
TOTAL	-	545.25	-	-	545.25

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Unbilled	Less than 1 year	1-2 years	2-3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	2.92	-	-	2.92
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	173.91	-	-	173.91
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
TOTAL	-	176.83	-	-	176.83

NOTE 21 FINANCIAL LIABILITIES - OTHERS (CURRENT)

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Security deposit received from customers	2,239.82	-
TOTAL	2,239.82	-

NOTE 22 OTHER CURRENT LIABILITIES

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory payments	1,695.34	472.97
Deferred Lease Rental	1,108.67	1,108.00
TOTAL	2,804.01	1,580.97

NOTE 23 PROVISIONS (CURRENT)

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits - Gratuity	6,217.40	4,422.45
Provision for Bonus	295.17	249.94
Provision for Audit Fees	200.00	173.00
Provision for Expense	875.00	-
TOTAL	7,587.57	4,845.39



NOTE:24 REVENUE FROM OPERATIONS

(Amount in '000)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Leave and license fee	41,524.70	37,217.51
TOTAL	41,524.70	37,217.51

NOTE:25 OTHER INCOME

(Amount in '000)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income		
- Bank Deposits	5,791.25	2,145.94
- Loan given	16.83	362.48
- Income Tax Refund	275.49	593.64
- Others	575.22	304.09
Fair value gain on mutual funds measured at fair value through profit and loss	2,574.75	1,437.81
Share in profit or loss	1,195.74	3,007.11
TOTAL	10,429.28	7,851.07

NOTE:26 EMPLOYEE BENEFIT EXPENSES

(Amount in '000)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	4,927.92	4,767.95
Directors remuneration	3,977.50	1,982.50
Gratuity expense	519.57	515.14
Staff welfare expenses	51.18	37.01
TOTAL	9,476.17	7,302.60

NOTE:27 FINANCE COST

(Amount in '000)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest on financial liability carried at amortised cost	1,147.80	1,084.00
Other Interest Cost	4,111.05	3,744.06
Other financial charges	4.19	4.37
TOTAL	5,263.04	4,832.42



NOTE:28 OTHER EXPENSES

(Amount in '000)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Power, Fuel and Utilities	436.43	471.85
Repairs & Maintenance on :		
Repairs to Building	2,285.89	2,225.32
Other Repairs	325.14	140.89
Payment to Auditors:		
As Auditor	200.00	170.00
Taxation Matters	30.00	30.00
Other Matters	40.00	55.00
Insurance	209.35	257.72
Rates and Taxes	1,048.29	1,004.63
Security Charges	336.00	318.00
Legal and Professional Fees	2,680.43	684.86
Brokerage & Commission	-	1,450.00
Labour Charges	387.89	387.89
Office expenses	812.47	289.98
Travelling and Conveyance	41.60	34.03
Share in Profit & Loss	-	-
Bad Debts	155.63	-
Sundry balances written off	96.52	91.93
Miscellaneous Expenses	1,111.18	894.44
TOTAL	10,196.83	8,506.52

NOTE:29 EXCEPTIONAL ITEMS

(Amount in '000)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Financial liability not payable (Refer note i below)	-	18,451.60
TOTAL	-	18,451.60

Notes:

i. The Company had made a provision for disputed property tax liability. During the quarter ended Sep 2022, The Company has settled the disputed liability with the concerned authorities and has cleared all the outstanding dues. Excess provision Rs. 184.52 lakhs has now been written back and reported as an exceptional gain.



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Note No. 38: UNIT INFORMATION

a) Revenue and expenses have been identified to a unit on the basis of the relationship to operating activities of the unit. Revenue and expense which relate to the company as whole and are not allocable to any unit on reasonable basis have been disclosed as "Unallocable".

b) Unit assets and liabilities represents assets and liabilities in respective unit, investment and tax related assets and other assets and liabilities that can not be allocated to a unit on reasonable basis have been disclosed as "Unallocable".

c) Inter-unit (if any) transfer are recorded at Cost to Cost basis.

(Amount in '000)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Leasing Unit at Mahape (Plot 70)	Leasing Unit at Koper Khairane (Plot 77)	Total	Leasing Unit at Mahape (Plot 70)	Leasing Unit at Koper Khairane (Plot 77)	Total
REVENUE						
Sales	23,161.74	28,362.97	41,524.70	21,718.61	15,498.89	37,217.51
Total Revenue	23,161.74	28,362.97	41,524.70	21,718.61	15,498.89	37,217.51
EXPENDITURE						
Depreciation expense	897.02	200.91	1,097.93	1,637.17	200.91	1,238.09
Other expenses	1,630.87	200.48	1,831.34	1,622.98	36.47	1,659.45
Total Expenditure	2,527.88	401.39	2,929.27	2,660.16	237.38	2,897.54
RESULTS						
Unit Results						
Unallocable Income	20,633.85	17,961.58	38,595.43	19,058.46	15,261.51	34,319.97
Unallocable Corporate Expenses	-	-	1,770.49	-	-	8,444.97
Operating Profit	20,633.85	17,961.58	38,595.43	19,058.46	15,261.51	34,319.97
Finance cost	-	-	5,263.04	-	-	4,832.42
Interest income	-	-	6,658.78	-	-	3,406.15
Income Taxes	-	-	-7,064.35	-	-	10,299.10
Profit from ordinary activities	20,633.85	17,961.58	38,595.43	19,058.46	15,261.51	34,319.97
Exceptional gain / (loss)	-	-	-	-	-	18,453.60
Net profit after tax after extra-ordinary items	20,633.85	17,961.58	38,595.43	19,058.46	15,261.51	34,319.97
Total other comprehensive income (net of taxes)	-	-	-165.26	-	-	267.91
Total comprehensive income	20,633.85	17,961.58	38,430.17	19,058.46	15,261.51	34,587.88
OTHER INFORMATION						
Unit Assets	36,624.78	11,049.11	47,673.89	27,515.45	8,168.13	35,683.57
Unallocable Assets	-	-	1,66,442.44	-	-	1,43,852.32
Total Assets	36,624.78	11,049.11	49,316.33	27,515.45	8,168.13	35,683.57
Unit Liabilities	7,106.22	9,832.75	16,938.97	7,745.87	10,860.72	18,606.59
Unallocable Liabilities	-	-	1,87,177.37	-	-	1,61,429.31
Total Liabilities	7,106.22	9,832.75	1,84,116.34	7,745.87	10,860.72	1,79,535.89



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NOTE:31 CONTINGENT LIABILITIES AND COMMITMENTS

There are no contingent liabilities and commitments during the period ended on 31st March, 2024.

NOTE:32 EARNINGS PER SHARE

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Profit for the year as per Statement of Profit & Loss	18,104	51,214
Weighted Average No. of Equity Shares for of Face Value ₹ 10 each	53,00,000	53,00,000
Earnings Per Share - Basic & Diluted	<u>3.42</u>	<u>9.66</u>

NOTE:33 CAPITAL MANAGEMENT

The Company's objective for Capital Management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. Capital includes: Equity Capital, Securities Premium and other reserves and surplus attributable to the equity shareholders of the Company. The Company determines the capital requirement based on annual operating plans and long term and strategic investment and capital expenditure plans. The funding requirements are met through a mix of equity, operating cash flows generated and debt. The operating management, supervised by the Board of Directors of the Company regularly monitors its key gearing ratios and other financials parameters and takes corrective actions wherever necessary. The relevant quantitative information on the aforesaid parameters are disclosed in these financial statements.

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Total borrowings	40,142	38,852
Less : Cash and Cash Equivalents	<u>-1,667</u>	<u>-4,247</u>
Adjusted Net Debt	38,475	32,605
Total Equity	<u>1,33,263</u>	<u>1,15,324</u>
Adjusted Equity	1,33,263	1,15,324
Adjusted net debt to adjusted equity ratio	<u>0.29</u>	<u>0.28</u>



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Notes forming part of the financial statements

NOTE-34 FINANCIAL RISK MANAGEMENT AND POLICIES

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the managing board. The details of different types of risk and management policy to address these risks are listed below:

(a) Market Risk:-

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

(a)(i) Market Risk - Interest Rate Risk

Exposure and Sensitivity to interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The company's exposure to the risk of changes in market interest rates primarily to the Company's borrowings, both short term and long term obligations with floating interest rates.

The company is also exposed to interest rate risk on its financial assets that include fixed deposits (which are part of cash and cash equivalents) since all these are generally for short durations, there is no significant interest rate risks pertaining to these deposits.

Exposure to interest rate risk

Particulars	(Amount in '000)	
	As at March 31, 2024	As at March 31, 2023
Fixed-rate Instruments		
Financial Liabilities - Borrowings	40,142	36,852
	40,142	36,852
TOTAL	40,142	36,852

Sensitivity analysis to interest rate risk

The company doesn't account for any fixed rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

(a)(ii) Market Risk - Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price.

Exposure to Price risk

The Company is mainly exposed to the price risk due to its investment in debt based mutual funds. At 31st March 2024, the investments in mutual fund (at market value) amounts to Rs. 3,63,50,456.31/- (31st March, 2023 : Rs. 3,37,75,704/-). These are exposed to price risk.

The Company does make deposit in fixed rate instrument. In view of this it is not susceptible to market price risk, arising from changes in interest rates or market yields which may impact the return and value of the investments.



Sensitivity analysis to price risk

A 2% movement in prices would have led to the following pre-tax impact in the statement of profit and loss.

(Amount in '000)

Particulars	As at March 31, 2023		As at March 31, 2022	
	3% Increase	3% Decrease	3% Increase	3% Decrease
Investment in Mutual Funds	1,090.51	-1,090.51	1,013.27	-1,013.27
TOTAL	1,090.51	-1,090.51	1,013.27	-1,013.27

(a)(ii) Market Risk - Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The fluctuation in foreign currency exchange rates may have a potential impact on the statement of profit and loss and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Company. The company has Nil exposure to the risk of changes in foreign currency exchange rates since it does not deal in cross border transactions. Accordingly company has Nil exposure to foreign currency risk, a change in foreign currency exchange rates at the reporting date would not affect profit or loss.

(b) Credit Risk

Credit Risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amount of Financial Assets represents the maximum credit exposure.

Trade Receivables

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, industry information, business intelligence and in some cases bank references.

Trade Receivables of the Company are typically unsecured, except to the extent of the security deposits received from the customers or financial guarantees provided by the market organizers in the business. Credit Risk is managed through credit approvals and periodic monitoring of the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company performs ongoing credit evaluations of its customers' financial condition and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business.

Expected credit loss for trade receivable:

The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables. On account of adoption of Ind AS 109, the Company uses Lifetime Expected Credit Loss (ECL) model for assessing the impairment loss. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount for trade receivables. Loss rates are based on actual credit loss experience and past trends. The provision matrix takes into account external and internal credit risk factors and historical experience / current facts available in relation to defaults and delays in collection thereof. Accordingly based on the provision matrix there is no expected credit loss to the company and accordingly there is no provision for doubtful debts.

Other Financial Assets

The company maintains its Cash and Cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit worthiness on an on going basis.

Expected credit loss on financial assets other than trade receivable:

With regards to all financial assets with contractual cash flows other than trade receivable, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from whom these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected credit loss has been provided on such financial assets. Break up of financial assets other than trade receivables have been disclosed on balance sheet.

The Company's maximum exposure to credit risk as at 31st March, 2024 and 31st March, 2023 is the carrying value of each class of financial assets.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Any short term surplus cash generated, over and above the amount required for working capital and other operational requirements is retained as Cash and Cash Equivalents (to the extent required).

Exposure to liquidity risk

The following table shows the maturity analysis of the Company's Financial Liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet Date.

(Amount in '000)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Long Term Borrowings	-	68,500.00	-	68,500.00
Trade Payables	524.78	-	106.25	-
Other Financial Liabilities	2,500.00	28,128.60	-	55,200.00
TOTAL	3,024.78	96,628.60	106.25	84,700.00



NOTE:35 FINANCIAL INSTRUMENTS - CLASSIFICATION AND MEASUREMENT

(a) Financial Assets and Liabilities

The carrying value of financial instruments by categories as at year end is as follows:

(Amount in '000)

Particulars	As at March 31, 2024	As at March 31, 2023
Financial Assets		
<u>Fair Value through Profit & Loss</u>		
Investments (Other than in Subsidiary)	36,350.46	33,775.70
<u>Amortised Cost</u>		
Investments	1,17,687.55	90,141.77
Trade Receivables	3,262.70	174.45
Cash & Cash Equivalents	1,667.12	4,246.53
Loans	1,225.00	-
Other Financial Assets	5,359.04	5,007.12
Total	1,65,551.87	1,33,345.57
Financial Liabilities		
<u>Amortised Cost</u>		
Borrowings	40,142.01	36,852.29
Other Financial Liabilities	17,833.72	17,940.27
Trade Payable	524.78	106.25
Total	58,500.51	54,898.81

Trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, current borrowings, trade payables and other current financial liabilities: fair values approximate their carrying amounts largely due to the short-term maturities of these instruments.

(b) Fair Value Hierarchy

The Fair Value Hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included in Level 1 that are observable for the assets or liabilities, either directly or indirectly.

Level 3 - Inputs are not based on observable market data (unobservable inputs).



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The Financial Instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market.

The financial instruments included in Level 3 of Fair Value Hierarchy have been valued using whole or in part using a valuation model based on assumptions as described below:

For Assets and Liabilities which are measured at Fair Values as at the Balance Sheet date, the classification of fair value calculations by category is summarized below:

Particulars	(Amount in '000)	
	As at March 31, 2024	As at March 31, 2023
Financial Assets		
<u>Level 1</u>		
Mutual Fund Units	36,350.46	33,775.70
Total	<u>36,350.46</u>	<u>33,775.70</u>

Measurement of Fair Values:

The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

Other non-current financial assets and liabilities are Fair value on initial recognition as required by Ind AS 109 by using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value. The valuation model considers the present value of expected receipt /payment discounted using appropriate discounting rates.



NOTE 36: EMPLOYEE BENEFITS

(a) Retirement Benefits

As per Ind AS 19 the Company has recognized "Employees Benefits", in the financial statements in respect of Employee Benefits Schemes as per Actuarial Valuation as at year ended

(A) Defined benefit plans

(Amount in '000)		
I Components of Employer Expenses	31st March 2024	31st March 2023
Particulars		
Current Service Cost	187.64	185.35
Interest Cost	331.92	329.80
Expected Return on Plan Assets	-	-
Actuarial (Gain)/Loss	220.85	-358.00
Total Expenses/(Gain) recognized in the Profit & Loss Account	740.41	157.14

II Net Asset/(Liability) recognized in Balance Sheet

(Amount in '000)		
Particulars	31st March 2024	31st March 2023
Present value of Funded Obligation	5,415.35	4,674.94
Fair Value of Plan Assets	-	-
Assets/(Liability) recognized in the Balance Sheet	5,415.35	4,674.94

III Change in Defined Benefit Obligations (DBO)

(Amount in '000)		
Particulars	31st March 2024	31st March 2023
Opening Balance of Present Value of Obligation	4,674.94	4,517.80
Current Service Cost	187.64	185.35
Interest Cost	331.92	329.80
Actuarial (Gain)/Loss	220.85	-358.00
Benefits Paid	-	-
Closing Balance of Present Value of Obligation	5,415.35	4,674.94

IV Changes in the Fair Value of Plan Assets

(Amount in '000)		
Particulars	31st March 2024	31st March 2023
Opening Balance of Present Value of Obligation	-	-
Expected Return on Plan Assets	-	-
Actuarial Gain/(Loss)	-	-
Contribution by Employer	-	-
Benefit Paid	-	-
Fair Value of Plan Assets as at 31st March	-	-

V Actuarial Assumption

(Amount in '000)		
Particulars	31st March 2024	31st March 2023
Discount Rate (Per Annum)	7.10%	7.30%
Expected Rate of Return on Assets Per Annum	-	-
Annual increase in Salary Costs Per Annum	7.00%	7.00%
Attrition Rate	5% to 1%	5% to 1%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

VI Major Categories of plan assets as a percentage of total plan assets

(Amount in '000)		
Particulars	31st March 2024	31st March 2023
Government of India Securities	-	-
High Quality Corporate Bonds	-	-
Equity Shares of listed companies	-	-
Property	-	-
Insurance Company	-	-

VII Movement in net liability recognized in Balance Sheet

(Amount in '000)		
Particulars	31st March 2024	31st March 2023
Net Opening Liability	4,674.94	4,517.80
Charges in statement of profit and loss	740.41	157.14
Contribution paid	-	-
Closing Net Liability	5,415.35	4,674.94

VIII Gratuity - Sensitivity Analysis on the profit and loss of the company due to change in significant actuarial assumptions

Particulars	31st March 2024		31st March 2023	
	Increase	Decrease	Increase	Decrease
Salary Growth Rate (1% movement)	17.01	-15.45	17.32	-15.78
Discount Rate (1% movement)	-15.30	17.26	-15.60	17.44
Withdrawal Rate (1% movement)	0.08	-0.09	0.25	-0.27

IX Expected benefit payments in the future years

(Amount in '000)		
Particulars	31st March 2024	31st March 2023
Year 1	5,277.40	4,422.39
Year 2	4.82	146.28
Year 3	4.65	3.80
Year 4	4.49	3.71
Year 5	4.33	3.58
Year 6 to Year 10	8.79	7.26
Closing Net Liability	5,304.48	4,587.05



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NOTE:37 LEASES

The Company's significant leasing arrangements are in respect of operating leases for Commercial premises. The future minimum lease receivables of operating leases are as under:

Assets Given on Lease

(Amount in '000)			
Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
(a)	In respect of Immovable properties given under operating lease, lease rent received and recognized in Statement of Profit and Loss.	40,356.69	36,101.22
(b)	<u>Future minimum lease payments under operating leases</u>		
	For a period not later than one year	42,303.42	39,914.58
	For the period later than one year and not later than five years	40,966.00	83,269.42



NOTE:39 RATIOS ANALYSIS AND ITS ELEMENTS

Ratio	Numerator	Denominator	31-Mar-24	31-Mar-23	% change
Current ratio (In times)	Total Current Assets	Total Current Liabilities	1.41	2.39	-40.83%
Debt- Equity Ratio (In times)	Debt consists of financial instruments classified as financial liability	Total Equity	0.29	0.28	2.12%
Debt Service Coverage ratio (In times) (Refer note v below)	Earnings before finance costs, depreciation and amortisation, exceptional items and tax (EBIDTA)	Debt service = Interest and Lease Payments + Principal Repayments	-	-	-
Return on Equity ratio (In %)	Profit Before Tax and Exceptional Item	Average Shareholder's Equity	20.25%	25.07%	-19.24%
Trade Receivable Turnover Ratio (In times)	Revenue from Operations	Average Trade Receivable	24.15	-	-
Trade Payable Turnover Ratio (In times)	Purchases and other expenses	Average Trade Payables	32.32	0.90	3502.12%
Net Capital Turnover Ratio (In times)	Revenue from Operations	Average Working Capital (i.e. Total Current Assets less Total Current Liabilities)	5.93	1.31	352.57%
Net Profit ratio (In %)	Net profit after tax	Revenue from Operations	60.61%	60.36%	0.42%
Return on Capital Employed (In %)	Earnings before tax and finance cost	Capital Employed = Net Worth + Long Term Borrowings	18.69%	21.85%	-14.44%
Return on Investment (%)	Income on investment including fair value changes	Average current investments	2.22%	1.75%	26.78%

Notes : Reasons for substantial changes in the ratios

- i) During the FY 23-24, security deposit accepted from customer is reclassified from non-current financial liability to current liability since the same is due in next 12 months as per the contractual rental agreement. Accordingly, there has been increase in current liability and thereby reduction in current ratio.
- ii) Return on Equity ratio has deteriorated on account of increase in directors remuneration as compared to last year.
- iii) Trade payable turnover ratio was substantially lower on account of unpaid disputed property tax liability which was then written back as exceptional item. Refer note no 29 for the same. Accordingly, there has been an improvement in net capital turnover ratio.
- iv) Return on investment has improved on account of higher interest rates and higher fair value changes in the market investment as compared to last year.
- v) As there is no actual cash outflow w.r.t interest payment and principal payment therefore Debt Service Coverage ratio is not applicable.



40 Loans given, Investments made and Corporate Guarantees given u/s 186(4) of the Companies Act, 2013 are disclosed as under:

(Amount in '000)						
Nature of Transaction (loans given/ investment made)	Purpose for which the loans given/ investment made)	Balance as at		Given during the year	Maximum amount outstanding during the year	
		31st March 2024	31st March 2023		31st March 2024	31st March 2023
1. Loans Given						
Anant Synthetics Private Limited	Business Advances	-	-	8.14	8.14	21,909.69
Sadguru Gruh Nirman Private Limited	Business Advances	1,225.00	-	1,225.00	1,241.83	-
2. Investment in Partnership firm						
Anantash Realtors LLP	Investment	18,721.01	21,873.65	-3,152.64	18,721.01	21,873.65


(Amount in '000)


- 41 Balances of Trade Receivables, Trade Payables, Advances and Deposits received / given, from / to customers are subject to confirmation and subsequent reconciliation.
- 42 Figures in brackets indicate previous year's figures. Previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform with this year's classification.
- 43 In accordance with the notification dated 27.07.2016 namely (Companies (Accounts) Amendment Rules, 2016), in the Rule 6 of the Companies (Accounts) Rules, 2014, as specified the company gets exemption from issuing consolidated financial statements as its ultimate holding company is filing consolidated financial statements with the Registrar for the year.
- 44 Other information
- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- a) The Company does not have any transactions with companies struck off.
- c) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
- i) 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
- ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company does not have any transactions which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 45 Previous year figures has been regrouped and reclassified wherever required

CORPORATE INFORMATION	1
SIGNIFICANT ACCOUNTING POLICIES	2
NOTES ON ACCOUNTS	3-45

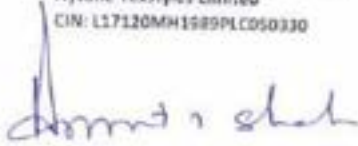
As per our report of even date.


For CGCA & Associates LLP
Chartered Accountants
(Firm Reg. No. 123593W/ W/100755)



Champak K. Geddia
Partner
Membership No. 101769
UDIN: 24101769BKAGSH5205
Mumbai, 24th June, 2024



For and on behalf of the Board of Directors of
Hytone Textstyles Limited
CIN: L17120MH1989PLC050330


Anurag T. Shah
(Director)
DIN - 00259420
Mumbai, 24th June, 2024


Satish K. Gala
(Director)
DIN-01511534




CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
LIMITED REVIEW REPORT
Champak K. Dedhia B.Com., FCA
Gautam R. Mota B.Com., LLB, FCA

To,
The Board of Directors,
Hytone Textstyles Limited,
Mumbai

Management's Responsibility

The Company's Board of Directors is responsible with respect to the preparation and presentation of the financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Companies Act; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Practitioner's Responsibility

We conducted our review in accordance with the standard on Review Engagements (SRE) 2410, *"Review of Interim Financial Information performed by the Independent Auditor of the Entity"*, issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

We have reviewed the accompanying statement of unaudited financial results ("Statement") of Hytone Textstyles Limited (the "Company") for the period ended 31st July, 2024 being submitted by the Company.


These financial statements are the responsibility of the Company's management and have been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

Restriction on Use

This report has been issued at the request of the management of the Company. Our certificate should not to be used for any other purpose or by any person other than the addressees / or its group companies. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For CGCA & Associates LLP
Chartered Accountants
Firm Reg. No.: 123393W / W100755




Champak K Dedhia
(Partner)
Membership No. 101769

UDIN: 24101769BKAKIG2375
Mumbai, 21st August, 2024

HYTONE TEXTYLES LTD


(CIN L17120MH1989PLC050330.)

BALANCE SHEET AS AT 31ST JULY, 2024*(Amount in '000)*

Particulars	Note No.	As at July 31, 2024
ASSETS		
<u>Non - Current Assets</u>		
Property, Plant & Equipment	3	32,127.27
Financial Assets		
Investments	4	1,47,968.63
Others	5	3,774.48
Deferred Tax Asset	6	597.58
Non - Current Assets	7	2,450.08
Total Non - Current Assets		1,86,918.02
<u>Current Assets</u>		
Financial Assets		
Investments	8	9,265.00
Trade Receivables	9	8,396.57
Cash & Cash Equivalents	10	3,001.17
Loans	11	1,325.14
Other Financial Assets	12	923.10
Other Current Assets	13	887.69
Total Current Assets		23,798.67
TOTAL ASSETS		2,10,716.69

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Particulars	Note No.	As at July 31, 2024
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	14	53,000.00
Other Equity	15	86,505.30
Total Equity		1,39,505.30
Liabilities		
<u>Non - Current Liabilities</u>		
Financial Liabilities		
Borrowings	16	41,302.59
Other Financial Liabilities	17	14,040.40
Other non-current liabilities	18	1,551.68
Provisions	19	137.95
Total Non - Current Liabilities		57,032.61
<u>Current Liabilities</u>		
Financial Liabilities		
Trade Payables	20	526.13
Other Financial Liabilities	21	6,806.79
Other Current Liabilities	22	774.54
Provisions	23	6,071.32
Total Current Liabilities		14,178.78
Total Liabilities		71,211.38
TOTAL EQUITY AND LIABILITIES		2,10,716.70
<p>For and on behalf of the Board of Directors of Hytone Textstyles Limited</p> <div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;">  <p>Place : Navi Mumbai Mumbai, 21st August, 2024</p> </div> <div style="text-align: center;"> <p><i>Kalpana P. Dedhia</i> Kalpana P. Dedhia (Director) DIN - 02626062</p> </div> <div style="text-align: center;"> <p><i>Satish K. Gala</i> Satish K. Gala (Director) DIN-01511534</p> </div> </div>		



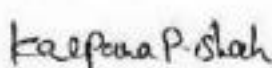

HYTONE TEXTSTYLES LTD


(CIN L17120MH1989PLC050330.)

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST JULY, 2024

(Amount in '000)

Particulars	Note No.	Period ended July 31, 2024
Income		
Revenue from Operations	24	14,287.54
Other Income	25	3,430.98
Total Income		17,718.52
Expenses		
Employee Benefit Expenses	26	3,460.44
Finance Cost	27	1,874.32
Depreciation	3	656.99
Other Expenses	28	2,881.48
Total Expenses		8,873.23
Profit Before Tax and Exceptional Item		8,845.29
Exceptional Item		-
Profit Before Tax		8,845.29
Tax Expenses		
Current Tax		-
Deferred Tax	5	2,602.67
Profit After Tax		6,242.62
Other Comprehensive Income		
Items not to be classified to profit or loss (net of tax)		-
Total Other Comprehensive Income for the year		-
Total Comprehensive Income for the year		6,242.62

For and on behalf of the Board of Directors of
Hytone Textstyles LimitedPlace : Navi Mumbai
Mumbai, 21st August, 2024


Kalpana P. Dedhia
(Director)
DIN - 02626062Satish K. Gala
(Director)
DIN-01511534

HYTONE TEXTSTYLES LTD (CIN: L17120MH1989PLC050330.) STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31ST JULY, 2024	
	[Amount in '000]
Particulars	Period ended July 31, 2024
A CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit / (Loss) Before Tax	8,845.29
Add / (Less):- Adjustments for Non-Cash / Non-Operating Items:	
Depreciation	656.99
Finance Cost	1,874.25
Interest Income	(2,465.30)
Deferred lease rental income	(389.34)
Share of profit/ loss from partnership firm	-
Net (gain)/loss arising on financial assets measured at FVTPL	(955.69)
Operating Profit Before Changes in Working Capital	7,556.19
Adjustment for Changes in Working Capital	
(Increase) / Decrease in Trade Receivables	(5,133.87)
(Increase) / Decrease in Other Financial Assets	661.46
(Increase) / Decrease in Other Current Assets	(757.79)
Increase / (Decrease) in Trade Payables	1.35
Increase / (Decrease) in Other Financial Liabilities	386.34
Increase / (Decrease) in Other Current Liabilities	(1,039.47)
Increase / (Decrease) in Provisions	487.33
Cash Generated from Operations	2,164.55
Less: Net Taxes (Paid) / Refund	-
NET CASH FLOW FROM OPERATING ACTIVITY (A)	2,164.55
B CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Property, Plant & Equipment & Intangible Assets	-0.00
Investments (made) / redeemed other than securities during the year	(1,505.63)
Investments (made)/ redeemed during the year	(1,690.00)
(Increase) / Decrease in Loans	(100.14)
Interest Received	2,465.30
NET CASH FLOW FROM INVESTING ACTIVITY (B)	(830.47)
C CASH FLOW FROM FINANCING ACTIVITY	
Net (Repayment) of Financial Liabilities	-
Finance Cost Paid	-
NET CASH FLOW FROM FINANCING ACTIVITY (C)	-
NET CASH FLOW FOR THE YEAR (A + B + C)	1,334.08
Add: Opening Balance of Cash & Cash Equivalents	1,667.10
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	3,001.18
RECONCILIATION OF CASH AND CASH EQUIVALENT	
TOTAL CASH AND BANK BALANCE AS PER BALANCE SHEET	
CASH AND CASH EQUIVALENT COMPRISES AS UNDER:	
Balance with banks in current accounts	2,585.44
Cash on Hand	415.74
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	3,001.17
Note: i. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow Statement	
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;">  <p>Place : Navi Mumbai Mumbai, 21st August, 2024</p> </div> <div style="text-align: center;"> <p>For and on behalf of the Board of Directors of Hytone Textstyles Limited</p> <p><i>Kalpna P. Dedhia</i> <i>Satish K. Gala</i></p> <p>Kalpna P. Dedhia Satish K. Gala (Director) (Director) DIN - 02620062 DIN-01511534</p> </div> </div>	



HYTONE TEXTSTYLES LTD
STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST JULY, 2024

A. Equity Share Capital

Particulars	As at 31st July, 2024	
	No. of Shares	Amount
Balance as the beginning of the reporting period	53,00,000	53,000.00
Add: Charges in Equity Capital during the year	-	-
Balance at the end of the reporting period	53,00,000	53,000.00

B. NOTE 14 : Other Equity

Particulars	Capital redemption reserve	General Reserve	Retained Earnings	Total
Balance as on April 01, 2023	15,000.00	1,25,225.18	(77,901.50)	62,323.68
Profit for the year ending	-	-	18,104.29	18,104.29
Other Comprehensive Income	-	-	-165.25	-165.25
- Remeasurement gains / (loss) on defined benefit plans	-	-	-	-
As at March 31, 2024	15,000.00	1,25,225.18	(59,962.46)	80,262.70
Profit for the year ending	-	-	5,242.52	5,242.52
Other Comprehensive Income	-	-	-	-
- Remeasurement gains / (loss) on defined benefit plans	-	-	-	-
As at July 31, 2024	15,000.00	1,25,225.18	(53,719.85)	86,505.30

Nature and Purpose of the Reserves

Capital Redemption Reserve

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilised in accordance with the provisions of section 69 of the Companies Act, 2013.

General Reserve

The Company has transferred a portion of Net Profits of the Company before declaring Dividends to General Reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to General Reserve, is not required under the Companies Act, 2013.

Securities Premium

Security premium account is created when shares are issued at premium. A company may utilise the security premium reserve account as per the requirements of Companies Act.



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NOTE:3 PROPERTY, PLANT & EQUIPMENT

DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION / AMORTIZATION			NET BLOCK	
	As At	Additions /	Deductions	As At	As At	For the Period	On Deductions	As At	As At
	April 01, 2024	Transfers		July 31, 2024	April 01, 2024			July 31, 2024	March 31, 2024
TANGIBLE ASSETS									
Land - Leasehold	28,295.18	-	-	28,295.18	-	-	-	28,295.18	28,295.18
Factory Buildings	18,258.12	-	-	18,258.12	15,914.57	365.98	-	1,987.57	2,353.55
Plant & Machinery	709.69	-	-	709.69	278.45	52.47	-	378.77	431.24
Vehicles	6,332.40	-	-	6,332.40	4,764.51	279.24	-	1,388.65	1,617.89
Furniture & Fixture	223.51	-	-	223.51	137.01	9.31	-	77.19	86.50
Total	53,878.90	-	-	53,878.90	21,094.55	656.99	-	32,127.27	32,784.26
Previous Year's Total	53,385.95	492.96	-	53,878.90	19,245.22	1,849.33	-	32,784.26	34,140.73

(Amount in '000)



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NOTE-4 FINANCIAL ASSETS - INVESTMENTS (NON - CURRENT)

(Amount in '000)	
Particulars	As at July 31, 2024
Investment in Financial Instruments (Unquoted)	
Investments in Subsidiary (at cost)	
Equity Instruments (Unquoted)	
Sadguna Gruh Nirman Pvt Ltd - Shares of Rs 10 each, fully paid up	100.00
Investment in Partnership Firms (at Cost)	
Capital with Anantash Realtors LLP	18,718.50
OTHER INVESTMENTS	
Investment in Mutual Funds (Unquoted At FVTPL)	37,316.14
Fixed Deposits having maturity more than 12 months	91,833.98
TOTAL	1,47,968.63
Aggregate Amount of Quoted Investment & Market Value thereof	-
Aggregate amount of Unquoted Investments	1,47,968.63
Aggregate amount of impairment in value of Investments	-

NOTE-5 FINANCIAL ASSETS - OTHERS (NON-CURRENT)

(Amount in '000)	
Particulars	As at July 31, 2024
Unsecured and Considered Good	
Security and Other Deposits	3,774.48
TOTAL	3,774.48

NOTE-6 DEFERRED TAX ASSET

A. RECONCILIATION OF EFFECTIVE TAX RATES

(Amount in '000)	
Particulars	As at July 31, 2024
Profit Before Tax	8,045.29
Applicable Tax rate	25.17%
Tax using the Company's domestic tax rate	2,226.18
Effect of expenses that are not deductible in determining taxable profit	474.48
Effect of income that is exempt from tax	-97.99
Tax Expenses recognised in Statement of Profit and Loss (A+B)	2,602.67
Effective tax rate for the year	29.42%

Deferred Tax is recognized, subject to the consideration of prudence, in respect of deferred tax assets or liabilities, on timing differences, being the difference between taxable incomes and accounting incomes that originate in one period and are reversible in one or more subsequent periods.

*Deferred tax assets arising on the temporary timing differences are recognised only if there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In case of unabsorbed depreciation and carry forward losses, deferred tax asset is recognised to the extent that there is virtual certainty supported by convincing evidence. Accordingly, 25,939.50 pertains to deferred tax of earlier not recognised due to lack of reasonable certainty but now recognised based on current facts and circumstances.

NOTE-7 NON - CURRENT TAX ASSETS

(Amount in '000)	
Particulars	As at July 31, 2024
Advance Income Tax	2,450.08
	2,450.08



NOTE:8 FINANCIAL ASSETS - INVESTMENTS (CURRENT)

(Amount in '000)

Particulars	As at July 31, 2024	
	No. of units	Amount
Fixed Deposit having maturity of more than 3 months but less than 12 months	-	9,265.00
TOTAL	-	9,265.00
Aggregate Amount of Quoted Investment & Market Value thereof		-
Aggregate amount of Unquoted Investments		9,265.00
Aggregate amount of impairment in value of Investments		-



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NOTE:9 FINANCIAL ASSETS - TRADE RECEIVABLES

(Amount in '000)

Particulars	As at July 31, 2024
Trade Receivables	
Unsecured - Considered Good	8,396.57
TOTAL	8,396.57

NOTE:10 FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

(Amount in '000)

Particulars	As at July 31, 2024
Balances with Banks in Current Accounts	2,565.44
Cash on Hand	415.74
TOTAL	3,001.17

NOTE:11 FINANCIAL ASSETS - LOANS (CURRENT ASSETS)

(Amount in '000)

Particulars	As at July 31, 2024
Unsecured Considered Good	
Loans to related parties (Refer Note 37)	1,325.14
TOTAL	1,325.14

NOTE:12 FINANCIAL ASSETS - OTHERS (CURRENT)

(Amount in '000)

Particulars	As at July 31, 2024
Interest Receivable	923.10
TOTAL	923.10

NOTE:13 OTHER CURRENT ASSETS

(Amount in '000)

Particulars	As at July 31, 2024
Advances Other than capital advances	
Advance to Employees	39.00
Advance to Suppliers	500.00
Others	
Prepaid Expenses	348.69
TOTAL	887.69



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NOTE:14 EQUITY SHARE CAPITAL

Particulars	(Amount in '000)	
	As at July 31, 2024	As at March 31, 2024
AUTHORISED		
Equity Share Capital		
53,00,000 (53,00,000) Equity Shares of Rs. 10/- each	53,000	53,000
TOTAL AUTHORIZED SHARE CAPITAL	53,000	53,000
ISSUED, SUBSCRIBED & PAID UP		
Equity Share Capital		
53,00,000 (53,00,000) Equity Shares of Rs.10/- each fully paid	53,000	53,000
TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	53,000	53,000



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NOTE:16 FINANCIAL LIABILITIES (LONG TERM BORROWINGS)

(Amount in '000)

Particulars	As at July 31, 2024
UNSECURED :	
Preference Shares (Refer Note A below)	41,303
TOTAL	41,303

A. Preference Shares :

a) Details of Preference Shares

(Amount in '000)

Particulars	As at July 31, 2024		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
(a) Authorised				
1% Cum. Red. Preference Shares of Rs.100/- each. (Series - I)	1,50,000	15,000	1,50,000	15,000
1% Cum. Red. Preference Shares of Rs.100/- each. (Series - II)	7,20,000	72,000	7,20,000	72,000
(b) Issued, Subscribed and fully paid up				
1% Cum. Red. Preference Shares (Series I) of Rs.100/- each fully paid	*	*	*	*
1% Cum. Red. Preference Shares (Series II) of Rs.100/- each fully paid	6,85,000	68,500	6,85,000	68,500
TOTAL	6,85,000	68,500	6,85,000	68,500

* Pursuant to approval of the Board of Directors of Company vide resolution dated 28th August, 2020 the Company had bought back 1,50,000 fully paid up 1% Cumulative Redeemable Preference Shares (Series I) of Rs.100/- each at a price of Rs. 100/- per share in F.Y. 2020-21. Accordingly the Company has paid a total amount of Rs. 1,50,00,000/- for the said buyback of shares.

b) Terms of Issue of Preference Shares

i) 1% Cumulative Redeemable Preference Shares (Series II) of Rs.100/- each can be redeemed any time before the term of Maturity (i.e. 25.06.2030 - 20 years from the date of allotment) subject to availability of reserves.



NOTE:17 FINANCIAL LIABILITIES - OTHERS (NON-CURRENT)

(Amount in '000)	
Particulars	As at July 31, 2024
Security deposit received from customers	8,209.31
Interest accrued but not due on borrowings	5,831.09
TOTAL	14,040.40

NOTE:18 OTHER NON-CURRENT LIABILITIES

(Amount in '000)	
Particulars	As at July 31, 2024
Other Non- Current Liability	
Deferred Lease Rental	1,551.68
TOTAL	1,551.68

NOTE:19 PROVISIONS (NON-CURRENT)

(Amount in '000)	
Particulars	As at July 31, 2024
Provision for Employee Benefits:	
Gratuity	137.95
TOTAL	137.95

NOTE:20 FINANCIAL LIABILITIES - TRADE PAYABLES

(Amount in '000)	
Particulars	As at July 31, 2024
Micro, Small and Medium Enterprises	307.69
Others (Refer Notes Below)	218.65
TOTAL	526.13
<p>i. Based on the information in possession with the Company, suppliers has been identified as being covered under Micro, Small and Medium Enterprise Development Act, 2006 ("the Act").</p> <p>ii. The Company has called for balance confirmation of Trade Payables on random basis. Out of which the Company has received response from some of the parties, which are subject to reconciliation with Company's account. The other balances of Trade Payables are subject</p>	

NOTE:21 FINANCIAL LIABILITIES - OTHERS (CURRENT)

(Amount in '000)	
Particulars	As at July 31, 2024
Security deposit received from customers	6,806.79
TOTAL	6,806.79

NOTE:22 OTHER CURRENT LIABILITIES

(Amount in '000)	
Particulars	As at July 31, 2024
Statutory payments	385.20
Deferred Lease Rental	380.34
TOTAL	774.54

NOTE:23 PROVISIONS (CURRENT)

(Amount in '000)	
Particulars	As at July 31, 2024
Provision for Employee Benefits - Gratuity	5,524.20
Provision for Bonus	522.11
Provision for Audit Fees	25.00
TOTAL	6,071.32

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NOTE:24 REVENUE FROM OPERATIONS*(Amount in '000)*

Particulars	Year Period July 31, 2024
Leave and license fee	14,287.54
TOTAL	14,287.54

NOTE:25 OTHER INCOME*(Amount in '000)*

Particulars	Year Period July 31, 2024
Interest income	
- Bank Deposits	2,303.11
- Loan given	31.69
- Others	130.50
Fair value gain on mutual funds measured at fair value through profit and loss	965.69
TOTAL	3,430.98

NOTE:26 EMPLOYEE BENEFIT EXPENSES*(Amount in '000)*

Particulars	Year Period July 31, 2024
Salaries, wages and bonus	1,198.63
Directors remuneration	2,015.00
Gratuity expense	246.80
TOTAL	3,460.44

NOTE:27 FINANCE COST*(Amount in '000)*

Particulars	Year Period July 31, 2024
Interest on financial liability carried at amortised cost	407.88
Other Interest Cost	1,466.37
Other financial charges	0.08
TOTAL	1,874.32



NOTE:28 OTHER EXPENSES

(Amount in '000)

Particulars	Year Period July 31, 2024
Power, Fuel and Utilities	162.13
Repairs & Maintenance on :	
Repairs to Building	801.00
Other Repairs	54.65
<u>Payment to Auditors:</u>	
As Auditor	25.00
Insurance	53.88
Rates and Taxes	348.60
Security Charges	240.59
Legal and Professional Fees	393.39
Labour Charges	96.97
Office expenses	89.27
Travelling and Conveyance	13.57
Sundry balances written off	107.88
Miscellaneous Expenses	494.55
TOTAL	2,881.48

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Note No. 29: UNIT INFORMATION

a) Revenue and expenses have been identified to a unit on the basis of the direct relationship to operating activities of this unit. Revenue and expense which relate to the company as whole and are not allocable to any unit on reasonable basis have been disclosed as "Unallocable".

b) Unit assets and liabilities represents assets and liabilities in respective unit. Investments and tax related assets and other assets and liabilities that can not be allocated to a unit on reasonable basis have been disclosed as "Unallocable".

c) Inter-unit (if any) transfer are recorded at Cost to Cost basis.

(Amount in '000)

Particulars	As at 1st July 2024			As at 31st March 2024		
	Leasing Unit at Mahipal (Plot 70)	Leasing Unit at Koper Khairani (Plot 72)	Total	Leasing Unit at Mahipal (Plot 70)	Leasing Unit at Koper Khairani (Plot 72)	Total
REVENUE						
Sales	8,021.55	6,265.99	14,287.54	23,161.74	18,302.97	41,524.70
Total Revenue	8,021.55	6,265.99	14,287.54	23,161.74	18,302.97	41,524.70
EXPENDITURE						
Depreciation expense	299.005	68.97	368.58	857.00	200.51	1,057.39
Other expenses	583.50	23.91	707.41	1,870.82	250.48	2,121.34
Total Expenditure	882.51	90.88	973.39	2,527.82	450.99	2,929.27
RESULTS						
Unit Results	7,039.04	6,175.11	13,214.15	20,633.88	17,961.58	38,595.43
Unallocable Income	-	-	965.69	-	-	965.69
Unallocable Corporate Expenses	-	-	-9,925.52	-	-	-9,925.52
Operating Profit	7,039.04	6,175.11	13,214.15	20,633.88	17,961.58	38,595.43
Finance cost	-	-	1,874.32	-	-	1,874.32
Interest Income	-	-	2,485.30	-	-	2,485.30
Income Taxes	-	-	-2,502.37	-	-	-2,502.37
Profit from ordinary activities	7,039.04	6,175.11	13,214.15	20,633.88	17,961.58	38,595.43
Exceptional gain / (loss)	-	-	-	-	-	-
Extraordinary Provision	-	-	-	-	-	-
Net profit after tax after extra-ordinary items	7,039.04	6,175.11	13,214.15	20,633.88	17,961.58	38,595.43
Total other comprehensive income (net of taxes)	-	-	-	-	-	-
Total comprehensive income	7,039.04	6,175.11	13,214.15	20,633.88	17,961.58	38,595.43
OTHER INFORMATION						
Unit Assets	20,320.42	10,122.35	30,442.77	26,624.78	11,040.11	37,664.89
Unallocable Assets	-	-	1,68,274.91	-	-	1,68,274.91
Total Assets	20,320.42	10,122.35	30,442.77	26,624.78	11,040.11	37,664.89
Unit Liabilities	2,135.70	9,811.75	11,947.45	7,106.22	9,812.75	16,918.97
Unallocable Liabilities	-	-	1,98,753.20	-	-	1,98,753.20
Total Liabilities	2,135.70	9,811.75	11,947.45	7,106.22	9,812.75	16,918.97



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Anant Synthetics Private Limited

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Mulund West, Mumbai 400080, Maharashtra

CIN: U17100MH1989PTC053858 E-mail: vijaysagvekar1979@gmail.com

BOARDS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report and the Company's audited accounts for the financial year ended March 31, 2024.

Financial Highlights:

The financial performance of the Company, for the year ended March 31, 2024 is summarized below:

(Amount in ₹ '000)

Particulars	Standalone		Consolidated	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Profit/(Loss) before Depreciation, Interest and Tax	2,095.10	9,236.1	34,320.43	9,236.1
Less: Depreciation	0	0	1,849.33	0
Interest	0	362.48	5,260.53	362.48
Profit / (Loss) before Exceptional Items and Tax	2,095.10	8,873.62	27,210.57	8,873.62
Less: Exceptional Items	0	0	0	0
Profit / (Loss) before Tax	2,095.10	8,873.62	27,210.57	8,873.62
Less: Tax Expenses	288.51	85.15	7,336	85.15
Profit/(Loss) after Tax	1,806.59	8,788.47	19,874.57	8,788.47

Overview of operations and state of Company's affairs:

During the year under review the Company has provided house-keeping and allied services. The Company has reported a net profit of ₹1,806.59 thousand for the current year as compared to net loss amounting to ₹ 8,788.47 thousand in the previous year. The Company's performance was satisfactory during the year.

Your Directors are hopeful that the Company will perform better in the ensuing years.





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Reserves:

Your Directors have not appropriated any amount to be transferred to reserves for the year under review.

Net Worth:

The net worth of the Company as on March 31, 2024 was ₹ 81,957.64 thousand whereas it was ₹ 89,051.05 thousands as on March 31, 2023.

Material changes between the date of the Board Report and end of Financial Year:

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Dividend:

Your Directors have not recommended any dividend on equity shares for the year under review.

Share Capital:

During the year under review, there was no change in the Authorised capital of the Company. As on March 31, 2024, the Authorized share capital of the Company was Rs. 94,300 thousands (Rupees Nine Crore Forty-Three Lakh Only).

During the year under review, the Company has redeemed 44,500 4% Non-Cumulative Redeemable Preference Shares of ₹ 100/- each in tranches. As on March 31, 2024 the paid-up share capital of the Company was Rs. 81,369 thousands /- (Rupees Eight Crore Thirteen Lakh Sixty Nine Thousand Only).



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Details of Subsidiary/Joint Ventures/Associate Companies:

As on March 31, 2024, the Company does not have any associate or joint venture companies. Hytone Textstyles Limited became the subsidiary of the Company w.e.f November 1, 2023. Sadguru Gruh Nirman Private Limited become the subsidiary of Hytone Textstyles Limited w.e.f January 12, 2024 and thus the Company is the ultimate holding company of Sadguru Gruh Nirman Private Limited. Form AOC 1 is annexed herewith and marked as **Annexure I** to this Report.

Consolidated Financial Statement:

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interests in subsidiaries, associates and Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

Change in the nature of business:

During the year under review there was no change in the nature of the business of the company.

Directors:

During the year under review, there was no change in the composition of the Board of Directors of the Company.

Key Managerial Personnel:

The Company is within the threshold limit of Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and it is not required to appoint whole-time key managerial personnel.





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Directors' Responsibility Statement:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Extract of Annual Return:

Extract of Annual Return of the Company is annexed herewith and marked as **Annexure II** to this Report.

Risk Management:

The Company has in place a Risk Management Policy which provides for a risk management framework to identify and assess risks such as operational, financial, regulatory and other risks. There is an adequate risk management infrastructure in place capable of addressing these risks.



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Contracts and arrangements with Related Parties:

During the year under review, all contracts / arrangements / transactions entered into by the Company with related parties were in the ordinary course of business and on an arm's length basis. During the financial year, the Company had not entered into any contract / arrangement / transaction with related parties which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. The details of the related party transactions during the year under review are provided in notes to accounts.

Statutory Auditors:

At the Annual General Meeting held on November 14, 2019, M/s. K.P.B & Associates, Chartered Accountants (FRN: 114841W), were appointed as Statutory Auditors of the Company to hold the office till the conclusion of the Annual General Meeting to be held in the calendar year 2024. They have confirmed their eligibility and qualification required under the Act for holding office as Statutory Auditors of the Company.

It is proposed to appoint M/s. K.P.B & Associates, Chartered Accountants (FRN: 114841W) as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2029. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limits under the provisions of Companies Act and that they are not disqualified for such appointment within the meaning of Companies Act, 2013.

Board's comments on qualification, reservation & adverse remarks or disclaimer made by Statutory Auditors:

Auditors' Observation/ Remark	Management reply
The Company has given loan to a party in which director and relative of a director is interested which is in non-compliance with Section 185 of the Companies Act, 2013.	The management has made the Auditor aware that the company is exempted from the applicability of the Section 185 vide MCA Notification dated June 5, 2015.
The Company's Financial Assets constitutes more than 50% of the total assets and Income from financial assets was more than 50% of aggregate revenue for that year.	This is a temporary situation arising due to sale of investments in the subsidiary in the current year and the holding company intends to take necessary steps to come out of this situation.



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Cost Auditors:

Section 148 of the Companies Act, 2013 is not applicable on the Company and hence no cost audit was conducted.

Detail of fraud as per auditor's report:

There is no fraud in the Company during the financial year ended March 31, 2024. This is also being supported by the report of the Auditors of the Company in their audit report for the financial year ended March 31, 2024.

Meetings of the Board:

During the year seventeen meetings of the Board were duly held in accordance with the provisions of Companies Act, 2013. The gap between 2 meetings was not more than 120 days as prescribed under Companies Act, 2013.

The names of the members of the Board, their attendance at the Board Meetings is as under:

Date	Board Strength	No of Directors present
May 3, 2023	4	4
July 20, 2023	4	4
August 3, 2023	4	4
August 8, 2023	4	4
August 15, 2023	4	4
August 18, 2023	4	4
September 4, 2023	4	4
September 29, 2023	4	4
October 17, 2023	4	4
November 21, 2023	4	4
December 6, 2023	4	4
January 4, 2024	4	4
January 17, 2024	4	4
January 27, 2024	4	4
February 22, 2024	4	4
February 29, 2024	4	4
March 27, 2024	4	4



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Attendance of Directors at Board Meetings:

Name of Director	Attendance at meetings during 2023-24
Mr. Amrut Shah	17
Mr. Kaushik Chheda	17
Mr. Praful Dedhia	17
Mr. Satish Gala	17

Deposits:

During the period under review, the Company had repaid outstanding deposits of ₹ 1700 thousands obtained from its members under Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Below is disclosure under Chapter V of Acceptance of Deposits by Companies:

(Amount in ₹ thousands)

Deposits accepted during the year	Remained unpaid or unclaimed as at the end of the year	Default in repayment of deposits or payment of interest		
		At the beginning of the year	maximum during the year	at the end of the year
NIL	NIL	NIL	NIL	NIL

The Company does not have deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

Particulars of loans taken:

Your Company had accepted an additional amount of ₹ 12,800 thousand in the form of unsecured loan from Directors and their relatives and the Company pursuant to Rule 2(c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014 had received a declaration in writing to the effect that the amount is not being provided out of funds acquired by him by borrowing or accepting loans or deposits from others.






Anant Synthetics Private Limited

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Mulund West, Mumbai 400080, Maharashtra

CIN: U17100MH1989PTC053858 E-mail: vijaysagvekar1979@gmail.com

Particulars of loans given, investments made, guarantees given and securities provided:

Details of loans given for business purposes and investments made are provided in Notes to accounts forming part of the financial statements. During the year under review there were no guarantees given or securities given.

Particulars of employees:

The provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company. Hence, no information is required to be appended to this report in this regard.

Disclosure under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and rules made there under, your Company has adopted a Sexual Harassment Policy for women to ensure healthy working environment without fear of prejudice, gender bias and sexual harassment.

The Board states that during the year under review there were no cases or complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Also, there were no cases of child labour, forced labour, involuntary labour and discriminatory employment.

Details of material Orders passed by Regulators/Courts/Tribunals:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Disclosure of particulars with respect of conservation of energy:

(A) Conservation of Energy-

- (i) The steps taken or impact on conservation of energy – The Company is not engaged in manufacturing and so no steps were required to be taken.



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(ii) The steps taken by the Company for utilizing alternate sources of energy - NIL

(iii) The capital investment on energy conservation equipment – NIL

(B) Technology Absorption-

(i) The efforts made towards technology absorption – NIL

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution - NIL

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not applicable

(a) The details of technology imported;

(b) The year of import;

(c) Whether the technology been fully absorbed;

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(iv) The expenditure incurred on Research and Development – NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO

	Current Year	Previous year
a) Foreign Exchange Outgo	NIL	NIL
b) Foreign Exchange Earnings	NIL	NIL

Secretarial standards

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by the Company.

General:

Your Directors state that no disclosures or reporting is required in respect of the following items:



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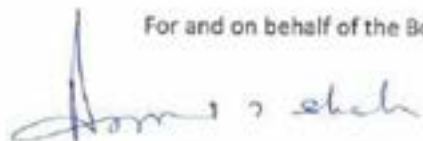
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1. Issue of shares including sweat equity shares to employees of the Company under any scheme including ESOS.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
4. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016 and there are no instances of onetime settlement with any bank or financial institution, during the year under the review.

Acknowledgement:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors



Amrut T. Shah
Director
DIN: 00259420



Praful K. Dedhia
Director
DIN: 01103424





Date: June 28, 2024
Place: Mumbai

Anant Synthetics Private Limited

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Annexure I to Boards Report:

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of
Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of
subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ and in thousands)

(Amount ₹ in Thousands)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Hytone Textstyles Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	1,21,500
5.	Reserves & surplus	80,262.69
6.	Total assets	2,04,116.33
7.	Total Liabilities	2,04,116.33
8.	Investments	1,54,038.004
9.	Turnover	41,254.70
10.	Profit before taxation	25,168.62
11.	Provision for taxation	NA
12.	Profit after taxation	18,104.29
13.	Proposed Dividend	NA
14.	% of shareholding	51.2596%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: Nil
- Names of subsidiaries which have been liquidated or sold during the year: Nil



[Signature]

[Signature]

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Part "B": Associates and Joint Ventures:

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amount ₹ in Thousands)

Sr No.	Name of associates/Joint Ventures	
1.	Latest audited Balance Sheet Date	-
2.	Shares of Associate/Joint Ventures held by the company on the year end	-
	No.	-
	Amount of Investment in Associates/Joint Venture	-
	Extend of Holding%	-
3.	Description of how there is significant influence	-
4.	Reason why the associate/joint venture is not consolidated	-
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	-
6.	Profit/Loss for the year	-
	i. Considered in Consolidation	-
	ii. Not Considered in Consolidation	-

- Names of associates or joint ventures which are yet to commence operations: Nil
- Names of associates or joint ventures which have been liquidated or sold during the year: Nil

For and on behalf of the Board of Directors



Amrut T. Shah
Director
DIN: 00259420



Praful K. Dedhia
Director
DIN: 01103424



Date: June 28, 2024

Place: Mumbai

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Annexure II to Boards Report:

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U17100MH1989PTC053858
ii.	Registration Date	12/10/1989
iii.	Name of the Company	Anant Synthetics Private Limited
iv.	Category/Sub-Category of the Company	Private Company Limited by shares Indian Non-Government Company
v.	Address of the Registered office and contact details	46, Anant Regency, M.M. Malviya Road, Opp. Mulund Telephone Exchange, Mulund West, Mumbai-400080 Tel. 022-27782144 Email id: vijaysagvekar1979@gmail.com
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	*NA

*Link Intime India Private Limited were appointed as the Registrar and Transfer Agent during the FY 2024-2025.



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II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No	Name and Description of main services /products	*NIC Code of the product/services	% total turnover of the Company
1	Business support service activities n.e.c.	8291	100

*As per NIC code 2008.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	*Hytone Textstyles Limited Plot No.70, TTC MIDC Industrial Area, Mahape village, Navi Mumbai – 400705.	U17120MH1989PL C050330	Subsidiary	51.26%	2(87)

* Hytone Textstyles Limited has ceased to be the associate company and became subsidiary of the Company w.e.f November 1, 2023.



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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/HUF	0	7736890	7736890	99.999	0	7736900	7736900	100	0.001%
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	0	7736890	7736890	99.999	0	7736900	7736900	100	0.001%
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0



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d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	10	10	0.001	0	0	0	0	(0.001%)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2)	0	0	0	0	0	0	0	0	0



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Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	7736900	7736900	100	0	7736900	7736900	100	-



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ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year*
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Amrut Shah	1,61,998	2.09	-	3,66,629	4.74	-	2.65
2.	Indira Shah	12,16,960	15.73	-	12,16,960	15.73	-	-
3.	Amrut Shah HUF	2,04,621	2.64	-	-	-	-	(2.64)
4.	Rushabh Shah	1,75,318	2.27	-	1,75,318	2.27	-	-
5.	Naman Shah	1,75,318	2.27	-	1,75,318	2.27	-	-
6.	Praful Dedhia	5,30,987	6.86	-	7,31,217	9.45	-	2.59
7.	Kalpna P Shah	12,03,008	15.55	-	12,03,008	15.55	-	-
8.	Keshavji T Shah HUF	97,939	1.27	-	-	-	-	(1.27)
9.	Praful Dedhia HUF	1,02,291	1.32	-	-	-	-	(1.32)
10.	Kaushik M Chheda	16,50,547	21.33	-	18,47,760	23.88	-	2.55
11.	Kaushik M Chheda HUF	1,02,630	1.33	-	-	-	-	(1.33)
12.	Morarji N Chheda HUF	94,245	1.22	-	-	-	-	(1.22)
13.	Anant Chheda	86,465	1.12	-	86,465	1.12	-	-
14.	Satish Gala	1,52,086	1.97	-	4,05,209	5.24	-	3.27
15.	Ranjan Gala	10,93,433	14.13	-	10,93,433	14.13	-	-
16.	Mitej Gala	4,35,583	5.63	-	4,35,583	5.63	-	-
17.	Satish Gala HUF	2,53,123	3.27	-	-	-	-	(3.27)
18.	Manish Chheda HUF	338	0	-	-	-	-	-
	Total	77,36,890	99.999	-	77,36,900	100	-	0.001



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III. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Mr. Amrut Shah	1,61,998	2.09%	01.04.2023				
				08.08.2023	10	Transfer of Shares		
				15.08.2023	2,04,621	Transfer of Shares	3,66,629	4.74%
				31.03.2024	-	-	3,66,629	4.74%
2	Amrut Shah HUF	2,04,621	2.64%	01.04.2023				
				15.08.2023	- 2,04,621	Transfer of Shares	-	-
				31.03.2024	-	-	-	-
3	Mr. Praful Dedhia	5,30,987	6.86%	01.04.2023				
				03.08.2023	1,02,291	Transfer of Shares		
				06.12.2023	97,939	Transfer of Shares		
				31.03.2024	-	-	7,31,217	9.45%
4	Keshavji T Shah HUF	97,939	1.27%	01.04.2023				
				03.08.2023	-97,939	Transfer of Shares	-	-
				31.03.2024	-	-	-	-
5	Praful Dedhia HUF	1,02,291	1.32%	01.04.2023				
				03.08.2023	- 1,02,291	Transfer of Shares	-	-
				31.03.2024	-	-	-	-



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6	Mr. Kaushik M Chheda	16,50,547	21.33%	01.04.2023				
				04.09.2023	1,02,968	Transfer of Shares		
				27.01.2024	94,245	Transfer of Shares		
				31.03.2024	-	-	18,47,760	23.88%
7	Kaushik M Chheda HUF	1,02,630	1.33%	01.04.2023				
				04.09.2023	-1,02,630	Transfer of Shares	-	-
				31.03.2024	-	-	-	-
8	Mr. Keshavji T. Shah	-	-	01.04.2023				
				03.08.2023	97,939	Transfer of Shares		
				06.12.2023	- 97,939	Transfer of Shares	-	-
				31.03.2024	-	-	-	-
9	Morarji N Chheda HUF	94,245	1.22%	01.04.2023				
				27.01.2024	- 94,245	Transfer of Shares	-	-
				31.03.2024	-	-	-	-
10	Mr. Satish Gala	1,52,086	1.97%	01.04.2023				
				18.08.2023	2,53,123	Transfer of Shares	4,05,209	5.24%
				31.03.2024	-	-	4,05,209	5.24%
11	Satish Gala HUF	2,53,123	3.27%	01.04.2023				
				18.08.2023	-2,53,123	Transfer of Shares	-	-
				31.03.2024	-	-	-	-
12	Manish Chheda HUF	338	0%	01.04.2023				
				04.09.2023	-338	Transfer of Shares		
				31.03.2024	-	-	-	-



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iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Mr. Gautam Dama	10	0.0001%	01.04.2023				
				08.08.2023	10	Transfer of shares	-	-
				31.03.2024	-	-	-	-
	Total	10	0.0001%				-	-




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v. Shareholding of Directors

Sr. no	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Mr. Amrut Shah	1,61,998	2.09%	01.04.2023				
				08.08.2023	10	Transfer of Shares		
				15.08.2023	2,04,621	Transfer of Shares	3,66,629	4.74%
				31.03.2024	-	-	3,66,629	4.74%
2	Mr. Praful Dedhia	5,30,987	6.86%	01.04.2023				
				03.08.2023	1,02,291	Transfer of Shares		
				06.12.2023	97,939	Transfer of Shares		
				31.03.2024	-	-	7,31,217	9.45%
3	Mr. Kaushik M Chheda	16,50,547	21.33%	01.04.2023				
				04.09.2023	1,02,968	Transfer of Shares		
				27.01.2024	94,245	Transfer of Shares		
				31.03.2024	-	-	18,47,760	23.88%
4	Mr. Satish Gala	1,52,086	1.97%	01.04.2023				
				18.08.2023	2,53,123	Transfer of Shares	4,05,209	5.24%
				31.03.2024	-	-	4,05,209	5.24%



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V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Amount in ₹ '000)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	3,710	1,700	5,410
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total (i+ii+iii)	-	3,710	1,700	5,410
Change in Indebtedness during the financial year				
- Addition	-	12,800	-	12,800
- Reduction	-	(7,650)	(1,700)	(9,350)
Net Change	-	5,150	(1700)	3,450
Indebtedness at the end of the financial year				
i) Principal Amount	-	8,860	-	8,860
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	8,860	-	8,860



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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Whole-time Director/Manager/Managing Director

Sl. No.	Particulars of Remuneration	Name	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as 4 % of profit - others, specify...	-	-
5. -	Others, please specify	-	-
6.	Total (A)	-	-
	Ceiling as per the Act	-	-






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CIN: U17100MH1989PTC053858 E-mail: vijaysagvekar1979@gmail.com

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of the Directors		Total Amount
	<u>Independent Directors</u>	-	-	-
	- Fee for attending board committee meetings			
	- Commission			
	- Others, please specify			
	Total (1)	-	-	-
	<u>Other Non-Executive Directors</u>			
	- Fee for attending board committee meetings	-	-	-
	- Commission	-	-	-
	- Others, please specify - Remuneration	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			



Anant Synthetics Private Limited

Regd. Office: 46, Anant Regency, M.M. Malviya Road, Opp. Mulund Telephone Exchange,
Mulund West, Mumbai 400080, Maharashtra
CIN: U17100MH1989PTC053858 E-mail: vijaysagvekar1979@gmail.com

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	-	-	-



(5)

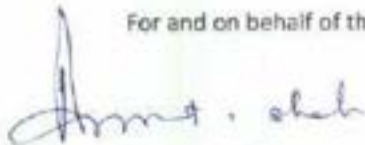
Anant Synthetics Private Limited

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty	NIL				
Punishment					
Compounding					
B. Directors					
Penalty	NIL				
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	NIL				
Punishment					
Compounding					

For and on behalf of the Board of Directors



Amrut T. Shah
Director
DIN: 00259420



Praful K. Dedhia
Director
DIN: 01103424



Date: June 28, 2024
Place: Mumbai

K P B & ASSOCIATES**Chartered Accountants**904, Centrum, Opp. Raila Devi Lake,
Wagle Estate, Thane (W) 400 604, MH

☎+91 22 25827822

☎+91 22 25827838

INDEPENDENT AUDITOR'S REPORT

To the Members of Anant Synthetics Private Limited

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

We have audited the accompanying financial statements of Anant Synthetics Private Limited ("the Company"), which comprise the Balance sheet as at 31st March, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

As described in Note 10 to the financial statements, the Company has given loan to a party in which director and relative of a director is interested which is in non-compliance with section 185 of the Companies Act, 2013. Further, if any loan is advanced or a guarantee or security is given or provided in contravention of this section, the Company may be liable for penal consequences mentioned in the said section, however no provision has been made in the financial statements.

As described in note 22 For the year ended March 31, 2024, the Company's financial assets constituted more than 50 percent of the total assets and income from financial assets was more than 50% of aggregate revenue for that year. Due to this technical matter, in the current year the company fell in the category of Non-Banking Financial Company (NBFC) under Section 45 (IA) of RBI Act, 1945. This is the temporary situation the Company intends to take necessary steps to come out of this situation.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.



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Anant Synthetics Private Limited

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Responsibilities of the Management for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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Anant Synthetics Private Limited

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the [standalone] financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in exercise of powers conferred by section 143(11) of the Act, we enclose in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and except for the matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) Except for the matters described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;



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Anant Synthetics Private Limited

- (d) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounts) Rules, 2014;
- (e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
- (f) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above;
- (h) This report does not include Report on the internal financial controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Report on internal financial controls'), since in our opinion and according to the information and explanation given to us, the said report on internal financial controls is not applicable to the Company basis the exemption available to the Company under MCA notification no. G.S.R. 583(E) dated June 13, 2017, read with corrigendum dated July 13, 2017 on reporting on internal financial controls with reference to standalone financial statements;
- (i) The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2024;
- (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has intimated that there is no pending litigation which has any probability of impact on the financial position in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were 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 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 persons or entities, including foreign entities ("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 have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company



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Chartered Accountants

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Anant Synthetics Private Limited

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; and

c. Based on the audit procedures that were 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 (a) and (b) contain any material misstatement.

- v. The company has not declared and paid any final dividend during the year and accordingly, provisions of section 123 of the Act does not apply.

For KPB & Associates

Chartered Accountants

ICAI Firm Registration Number: 114841W



Per Paras Savla

Partner

Membership Number: 105175



UDIN: 24105175 Bk FIZ P 4006

Place of Signature: Thane

Date: 28.06.2024

K P B & ASSOCIATES
Chartered Accountants

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Anant Synthetics Private Limited

ANNEXURE - 1 TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 of "Report on other legal and regulatory requirements" of our report of even date)
As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in exercise of powers conferred by section 143(11) of the Act. We are reporting on the matters specified in Paragraphs 3 and 4 of the order:

Re: Anant Synthetics Private Limited

- i. The Company does not have any fixed assets. Thus, reporting under clause 3(i) is not applicable to the Company.
- ii. In respect of its Inventories:
 - a. The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
 - b. The Company has not been sanctioned working capital limits in excess of Rs. Five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. In respect of loans, advances and investments:
 - a. During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to any companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
 - b. The terms and conditions of loans granted by the Company to other parties, total loan amount granted Rs.14,50,000 and balance outstanding as at balance sheet date Rs.4,50,000 may be prejudicial to the Company's interest since the loans have been granted at a zero interest rate which is significantly lower than the cost of funds to the Company and also lower than the prevailing yield of government security closest to the tenor of the loan.
 - c. In respect of advance in the nature of loan granted to other parties, the schedule of repayment of principal and payment of interest has not been stipulated in the agreement. Hence, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loan.
 - d. The Company has not granted loans or advances in the nature of loans to any companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.



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Chartered Accountants

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Anant Synthetics Private Limited

- e. There were no loans or advance in the nature of loan granted to other parties which had fallen due during the year.
 - f. The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to any companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- iv. The Company has given loans to a firm in which Director and the relative of Director is interested and which is not in compliance with section 185 of the Companies Act, 2013 and the details are tabulated below.

S.No.	Name of party to whom Company advanced any loan or loan represented by a book debt or given any guarantee or provided any security in connection with any loan taken by him or such other person.	Nature of non-compliance	Maximum Amount outstanding during the year	Balance as at Balance sheet date
1	Shrenik Enterprises	Loan given to the firm in which director and relative of a director is interested	Rs.4,50,000	Rs.4,50,000

- v. In our opinion and according to the information and explanation given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products of the Company.
- vii. In respect of its Statutory Dues:
 - a. The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.



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- b. There are no dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess, goods and service tax and other statutory dues which have not been deposited on account of any dispute.
- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. In respect of Loans:
 - a. The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company. Further, the terms and conditions for payment of interest and loan have not been stipulated.
 - b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c. The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
 - d. On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
 - e. On an overall examination of the financial statements of the Company, 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 loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- x. In respect of Monies received:
 - a. The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
 - b. The Company has made preferential allotment pursuant to private placement of shares under review and the requirement of section 42 of the companies act, 2013 have been complied with and according to information and explanations given to us, the amount raised has been used for the purposes for which the funds were raised.



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- xi. In respect of Fraud:
- a. No fraud/ material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
 - b. During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- xii. The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable to the Company.
- xiii. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xiv)(a) and 3(xiv)(b) of the Order is not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 became applicable to the Company during the previous year as the Company had satisfied the principal business test as at March 31, 2019. This is the temporary situation arising due to sale of investments in the Subsidiary in the current year and the Company intends to take necessary steps to come out of this situation.
- xvii. The Company has not incurred cash losses in the current year as well as in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed in note 20 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting 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 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



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Chartered Accountants

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 Anant Synthetics Private Limited

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. The Company is not required to contribute towards Corporate Social Responsibility and accordingly requirement to report on Clause 3(xx)(a) and (xx)(b) of the Order is not applicable to the Company.

For KPB & Associates
 Chartered Accountants
 ICAI Firm Registration Number: 114841W


 Per Paras Savla
 Partner

Membership Number: 105175



UDIN: 24105175 BkFIZP4006

Place of Signature: Thane

Date: 28.06.2024

Anant Synthetics Private Limited
CIN: U17100MH1989PTC053858
Standalone Balance Sheet as on 31st March, 2024

(All amounts in Rs. '000, unless otherwise stated)

Particulars	Note No.	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
I. EQUITY AND LIABILITIES			
Shareholders' Fund			
a) Share Capital	3	81,369.00	85,819.00
b) Reserves and Surplus	4	8,472.62	6,666.03
Non - Current Liabilities			
a) Long - Term Borrowings	5	8,860.00	5,410.00
Current Liabilities			
a) Trade Payables	6	111.55	142.00
b) Other Current Liabilities	7	5.25	3.00
c) Short - Term Provisions	8	288.51	85.15
TOTAL		99,106.93	98,125.18
II. ASSETS			
Non - Current assets			
a) Non - Current Investments	9	68,652.12	61,851.93
b) Long Term Loans and Advances	10	4,906.86	1,915.88
Current Assets			
a) Cash and Cash Equivalents	11	25,469.44	31,326.27
b) Other Current Assets	12	78.52	3,031.10
TOTAL		99,106.93	98,125.18

Summary of significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements.

As per Report of even date attached

Per Pro K P B & Associates
Chartered Accountants
F.R.N:114841W


Paras Savla

Partner

Membership No. 105175



Date: 29.06.2024

Place: Thane

UDIN: 24105175BKFI2P4006

For and on behalf of the Board
Anant Synthetics Private Limited



Kaushik Chheda

Director

DIN:01015520



Satish Gala

Director

DIN:01511534

Date: 29.06.2024

Place: Mumbai

Anant Synthetics Private Limited

CIN: U17100MH1989PTC053858

Statement of Profit and Loss for the year ended 31st March, 2024

(All amounts in Rs. '000, unless otherwise stated)

Particulars	Note No.	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
I. Revenue from operations	13	600.00	600.00
II. Other Income	14	1,863.31	10,913.74
III. Total Revenue [I+II]		2,463.31	11,513.74
IV. Expenses			
(a) Other Expenses	15	368.21	2,277.65
(b) Finance Costs	16	-	362.48
Total Expenses		368.21	2,640.13
V. Earnings before Taxes [III - IV]		2,095.10	8,873.62
VI. Tax expense:			
Current tax expense for current year		288.51	85.15
Adjustment of Previous years MAT credit		-	-
(Less):MAT credit		-	-
VII. Profit for the year (V-VI)		1,806.59	8,788.46
Earnings per share (of Rs. 10/- each)			
Earnings available for share holders	17	1,806.59	8,788.46
Number of shares		77,36,900	77,36,900
Earning per share		0.23	1.14
Face Value per share		10	10
Weighted average no. of shares		77,36,900	77,36,900

Summary of significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements.

As per Report of even date attached

Per Pro K P B & Associates

Chartered Accountants

F.R.N:114841W



Paras Savla

Partner

Membership No. 105175



For and on behalf of the Board

Anant Synthetics Private Limited



Kaushik Chheda

Director

DIN:01015520



Satish Gala

Director

DIN:01511534

Date: 28.06.2024

Place: Thane

UDIN: 24105175BKFI ZP4006

Date: 28.06.2024

Place: Mumbai

Anant Synthetics Private Limited
CIN: U17100MH1989PTC053858
Cash Flow Statement for the period ended on 31 March, 2024

(All amounts in Rs. '000, unless otherwise stated)

Particulars	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit for the year before tax	2,095.10	8,873.62
Adjustment for :		
Interest Expenses	-	362.48
Interest Income	(1,836.89)	-
Interest - Income Tax Refund	(1.13)	-
Profit on sale of shares	(0.64)	(3,953.28)
Dividend Income	(0.04)	-
Liabilities/provisions no longer required written back	(24.62)	(6,259.66)
Cash flow from Operations before Working Capital Changes	231.79	(976.85)
Adjustment for Working capital		
(Increase)/Decrease in Other Current Assets	3,040.36	(3,014.45)
Increase/(Decrease) in Trade Payables	(5.83)	(55.60)
Increase/(Decrease) in Other Current Liabilities	2.25	(512.43)
Increase/(Decrease) in Short term provisions	(85.15)	81.49
Net Cash from Operating Activities before tax	3,183.42	(4,477.84)
Income Tax paid (incl. Interest thereon)	(86.66)	(85.15)
Net Cash from Operating Activities	3,096.77	(4,562.99)
B CASH FLOW FROM INVESTING ACTIVITIES		
Acquisitions Investment	(6,800.19)	(2,462.50)
Sale of Investments	0.64	63,863.12
Net Cash used in Investment Activities	(6,799.56)	61,400.62
C CASH FLOW FROM FINANCING ACTIVITIES		
Grant /(Repayment) of Long Term Loans & Advances	(2,990.98)	(110.16)
Interest Paid	-	(362.48)
Acceptance/(Repayment) of Long Term Borrowings (Net)	3,450.00	(26,092.44)
Issue/Redemption of Preference Shares	(4,450.00)	8,400.00
Dividend Income	0.04	-
Interest Received	1,836.89	-
Buyback of Equity Shares	-	(8,326.99)
Net Cash flow from Financing Activities	(2,154.05)	(26,492.07)
Net cash Increase/(decrease) during the year	(5,856.84)	30,345.57
Cash & Cash Equivalents at the beginning of year	31,326.27	980.71
Cash & Cash Equivalents at the end of year	25,469.43	31,326.27
Other Bank Balances	-	-
Cash & Bank Balance at the end of year	25,469.43	31,326.27



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Anant Synthetics Private Limited

Notes forming part of Cash Flow Statements for the year ended 31 March, 2024

1) The cash flow statements has been prepared under the indirect method as set out in Accounting Standard - 3 issued by the Institute of Chartered Accountants in India and presents the cash flows by operating, investing and financing activities of the Company.

Summary of significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements.

As per Report of even date attached

Per Pro K P B & Associates

Chartered Accountants

F.R.N:114841W



Paras Savla

Paras Savla

Partner

Membership No. 105175

Date: 28-06-2024

Place: Thane

UDIN: 24105175BKFI2P4006

For and on behalf of the Board

Anant Synthetics Private Limited

Kaushik Chheda

Kaushik Chheda

Director

DIN:01015520

Satish Gala

Satish Gala

Director

DIN:01511534

Date: 28-06-2024

Place: Mumbai

Anant Synthetics Private Limited**Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024**

1. Anant Synthetics Private Limited is a Private Limited Company limited by shares, being incorporated under the provisions of the Companies Act, 1956 engaged in the business of trading of fabrics. The registered office of the company situated at 46, Anant Residency, M. M. Malviya Rd., Mulund (W) - 400080, Mumbai, Maharashtra, India.

2. **Significant Accounting Policies**

- A. **Basis of preparation of accounts & system of accounting:**

- i) These financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) under the historical-cost convention and comply in all material aspects with the mandatory applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 ('The Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

- ii) The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent, reasonable and based on their best knowledge of current events and actions. Actual results could differ from these estimates. Significant estimate used by the management in the preparation of these financial statements include estimates of the economic useful lives of fixed assets, provisions for bad and doubtful debts, etc.

- B. **Investments:**

- Long-term investments are stated at their cost of acquisition. The investment held by Transferor companies have been recorded as per "Purchase Method" as per the terms of scheme of Merger by way of Absorption in accordance with AS - 14 on "Accounting for Amalgamation" issued by Institute of Chartered Accountants of India. Further, no dividend has been received for current year on equity shares.

- C. **Revenue Recognition:**

- Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.

- D. **Recognition of Expenditure:**

- Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

- E. **Sundry Debtors, Sundry Creditors, Provisions & Loans & Advances:**

- Balance of sundry debtors, creditors and loans and advances are subject to confirmation, reconciliation, if any. In the opinion of the same are stated at the values that may realise in ordinary course of business not less than the amount at which they are stated in the balance sheet.

- F. **Earning per Share:**

- The Company has reported basic earning per share in accordance with AS - 20 on "Earnings Per Share". Basic earning per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the year.

- G. **Taxation:**

- Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.



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Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) credit is recognised 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. 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. Accounting for Merger:

As per the terms of the scheme, the company has accounted for the Merger by way of Absorption using the "Purchase Method" as prescribed in Accounting Standard 14 - on "Accounting for Amalgamations" issued by the Institute of Chartered Accountants of India.

I. Cash and cash equivalents :

Cash and cash equivalents for the purpose of cash flow statements comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

J. Provisions :

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates.

K. Contingent Liability :

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.



Anant Synthetic Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

3 Share Capital

(All amounts in Rs. '000, unless otherwise stated)

Particulars	As at 31st March, 2024 (Rs.)		As at 31st March, 2023 (Rs.)	
	Number	Amount	Number	Amount
Authorized				
Equity Shares of Rs. 10/- each	85,75,000	85,750.00	85,75,000	85,750.00
4% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each	85,500	8,550.00	85,500	8,550.00
	85,60,500	94,300.00	86,60,500	94,300.00
Issued, subscribed & paid up				
Equity Shares of Rs. 10/- each	77,36,900	77,369.00	77,36,900	77,369.00
(Of the above shares 77,36,900 [previous year 77,36,900] Equity Shares of Rs. 10/- each are allotted as fully paid up pursuant to a scheme of merger)				
4% Non-Cum. Redeemable Pref. Shares @ 100/-	40,000	4,000.00	84,500	8,450.00
(Of the above shares, 500 4% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each are allotted as fully paid up pursuant to a scheme of merger)				
Total		81,369.00		85,819.00



(Signature)

Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

Terms / Rights attached to shares:

- i) **Equity Shares:** Company has only one class of equity shares having a par value of Rs. 10/- per share. Each equity shareholder is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. During the year, no dividend is being declared.
- ii) In the current year the Company has redeemed preference shares at its face value amounting to Rs. 44,50,000. Accordingly, as required under Companies Act 2013, the same amount has been transferred to the Capital Redemption Reserves.

Reconciliation of the no. of shares o/s at the beginning and at the year ended 31st March, 2024

(Amount in '000)

Particulars	As at 31st March, 2024 (Rs.)		As at 31st March, 2023 (Rs.)	
	Number	Amount	Number	Amount
Equity Shares:				
Equity shares at the beginning	77,36,900	77,369.00	85,69,599	85,695.99
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	8,32,699	8,326.99
Equity shares at the end	77,36,900	77,369.00	77,36,900	77,369.00
Preference Shares:				
Preference shares at the beginning	84,500	8,450.00	500	50.00
Shares issued during the year	-	-	84,000	8,400.00
Shares redeemed during the year	44,500	4,450.00	-	-
Preference shares at the end	40,000	4,000.00	84,500	8,450.00
Total	77,76,900	81,369.00	78,21,400	85,819.00

Details of shareholders holding more than 5% in the Share Capital:

Name of the Shareholder	As at 31st March, 2024 (Rs.)		As at 31st March, 2023 (Rs.)	
	Number	% Holding	Number	% Holding
Equity Share Capital:				
Indira Amrut Shah	12,16,960	15.73%	12,16,960	15.73%
Kalpna Praful Shah	12,03,008	15.55%	12,03,008	15.55%
Mitrej Gala	4,35,583	5.63%	4,35,583	5.63%
Ranjan Satish Gala	10,93,433	14.13%	10,93,433	14.13%
Praful Dedhia	7,31,217	9.45%	5,30,987	6.86%
Kaushik M Chheda	18,47,760	23.88%	16,50,547	21.33%
Satish Gala	4,05,209	5.24%	1,52,080	1.97%
Preference Share Capital:				
Amrut T Shah	-	-	10,505	12.43%
Indira Amrut Shah	10,000	25.00%	10,545	12.48%
Kaushik Morari Chheda	10,000	25.00%	21,085	24.95%
Ranjan Satish Gala	10,000	25.00%	10,533	12.47%
Satish Khimji Gala	-	-	10,509	12.44%
Praful K Dedhia	10,000	25.00%	21,047	24.91%



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Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

Details of equity shares held by Promoters:

As at March 31, 2024

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year
1	Amrut Shah	1,61,998	2,04,631	3,66,629
2	Indira Shah	12,16,960	-	12,16,960
3	Amrut Shah HUF	2,04,621	(2,04,621)	-
4	Rushabh Shah	1,75,318	-	1,75,318
5	Naman Shah	1,75,318	-	1,75,318
6	Praful Dedhia	5,30,987	2,00,230	7,31,217
7	Kalpna P Shah	12,03,008	-	12,03,008
8	Keshavji T Shah HUF	97,939	(97,939)	-
9	Praful Dedhia HUF	1,02,291	(1,02,291)	-
10	Kaushik M Chheda	16,50,547	1,97,213	18,47,760
11	Kaushik M Chheda HUF	1,02,630	(1,02,630)	-
12	Anant Chheda	86,465	-	86,465
13	Morarji N Chheda HUF	94,245	(94,245)	-
14	Manish Chheda HUF	338	(338)	-
15	Satish Gala	1,52,086	2,53,123	4,05,209
16	Ranjan Gala	10,93,433	-	10,93,433
17	Mitej Gala	4,35,583	-	4,35,583
18	Satish Gala HUF	2,53,123	(2,53,123)	-
Total		77,36,890	10	77,36,900

Details of preference shares held by Promoters:

As at March 31, 2024

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	Number of shares at the end of the year
1	Amrut Tilak Shah	10,505	(10,505)	-
2	Indira Amrut Shah	10,545	(545)	10,000
3	Amrut Tilak Shah HUF	25	(25)	-
4	Rushabh Amrut Shah	25	(25)	-
5	Naman Amrut Shah	25	(25)	-
6	Kaushik Morarji Chheda	21,085	(11,085)	10,000
7	Kaushik M. Chheda HUF	20	(20)	-
8	Morarji Nanji Chheda HUF	15	(15)	-
9	Anant Kaushik Chheda	5	(5)	-
10	Praful Keshavji Dedhia	21,047	(11,047)	10,000
11	Kalpna Praful Shah	36	(36)	-
12	Praful Keshavji Dedhia HUF	20	(20)	-
13	Keshavji Tejpar Shah HUF	20	(20)	-
14	Ketan K Shah	2	(2)	-
15	Satish Khimji Gala	10,509	(10,509)	-
16	Ranjan Satish Gala	10,533	(533)	10,000
17	Satish Khimji Gala HUF	68	(68)	-
18	Mitej Satish Gala	15	(15)	-
Total		84,500	(44,500)	40,000



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Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

(All amounts in Rs. '000, unless otherwise stated)

4 Reserves & Surplus:

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
1. Statement of Profit & Loss:		
Balance as per last balance sheet	3,155.33	(5,633.14)
Add: Profit/(Loss) during the year	1,806.59	8,789.46
Less: Transferred to Capital Redemption Reserve	(4,450.00)	-
Closing Balance	511.92	3,155.33
2. Securities Premium Account	76.72	76.72
3. Capital Reserve Account:	3,433.99	3,433.99
4. Capital Redemption Reserve		
Balance as per last balance sheet	-	-
Add: Pursuant to redemption of preference shares	4,450.00	-
Closing Balance	4,450.00	-
Total	8,472.62	6,666.03

5 Long-term borrowings

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
Unsecured:		
From Shareholders & Related Parties*	8,860.00	3,710.00
From Others	-	1,700.00
Total	8,860.00	5,410.00

*The company has borrowed various loans from related parties at 0% rate of interest.

6 Trade Payables

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
Trade payables*	111.55	142.00
Total	111.55	142.00

*Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2024

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- MSME	99.75	-	-	-	99.75
- Others	11.80	-	-	-	-
Total	111.55	-	-	-	99.75

*Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2023

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- MSME	142.00	-	-	-	142.00
- Others	-	-	-	-	-
Total	142.00	-	-	-	142.00



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Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

(All amounts in Rs. '000, unless otherwise stated)

7 Other Current Liabilities

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
Statutory Dues payable	5.25	3.00
Total	5.25	3.00

8 Short Term Provisions

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
Provision for income tax payable (net)	288.51	85.15
Total	288.51	85.15

9 Non - Current Investments

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
1. Investment in Equity Instruments:		
a) Investment in Subsidiary Companies:		
(Quoted) 27,16,755 (NIL) Equity Shares of Hytone Textstyles Limited of Rs. 10/- each	46,071.23	-
b) Investment in Associate Companies:		
(Quoted) NIL (23,69,432) Equity Shares of Hytone Textstyles Limited of Rs. 10/- each	-	39,271.04
c) Other Investments:		
(Quoted) Other Investments	18.39	18.39
(Unquoted) 37,500 (37,500) Equity Shares of Anikant Industrial Corporation Limited	2,462.50	2,462.50
2. Investment in Preference Shares:		
2,01,000 (2,01,000) 1% Cumulative Pref. Shares of Hytone Textstyles Ltd. of Rs. 100/- each	20,100.00	20,100.00
Total	68,652.12	61,851.93

Note 9.1:

Aggregate of Quoted Investments:		
Cost (Net of Provision for Diminution)	46,089.62	39,289.43
Market Value	46,089.62	39,289.43
Aggregate of Unquoted Investments		
Cost (Net of Provision for Diminution)	22,562.50	22,562.50

Note 9.2 : Under the exit offer initiated by Hytone Textstyles Limited, the entity listed on the stock exchange, the Company has purchased 3,47,327 shares, out of which 3,29,627 shares are held in physical form, remaining 16,000 shares are under process for dematerialisation with Registrar and 1,700 shares are in Escrow Demat Account. Accordingly, Hytone Textstyles Limited has become the subsidiary of the Company.

10 Long Term Loans & Advances

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
Unsecured, considered good		
Loans and Advances	450.00	450.00
Advance Tax and TDS	331.24	245.71
MAT Credit	1,220.17	1,220.17
Advance for Purchase of shares of Hytone Textstyles Limited	1,905.45	-
Total	4,906.86	1,915.88

Note 10.1 : The Company has given advance of Rs. 29,05,452/- for 1,27,600 shares of Hytone Textiles Limited which are under process for dematerialisation with Registrar and Transfer Agents (RTA).



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Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

(All amounts in Rs. '000, unless otherwise stated)

11. Cash & Cash Equivalents

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
Cash on hand	34.71	34.01
Balance with bank	25,434.73	31,292.27
Total	25,469.44	31,326.27

12. Other Current Assets

Particulars	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
Balances with Govt Authorities	39.82	108.00
Fixed Deposit	-	2,680.00
Interest Accrued But Not Due	38.71	43.10
Security Deposits For Demat Account	-	200.00
Total	78.52	3,031.10

13. Revenue from operations

Particulars	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
Sale of services	600.00	600.00
Total	600.00	600.00

14. Other income

Particulars	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
Dividend	0.04	0.04
Interest Income	1,836.89	700.75
Interest on Income Tax Refund	1.13	-
Profit on sale of investments (refer note 9)	0.64	3,953.28
Liabilities / provisions no longer required written back	24.62	6,259.66
Total	1,863.31	10,913.74



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Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

(All amounts in Rs. '000, unless otherwise stated)

15 Other expenses

Particulars	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
Bank Charges	1.33	5.16
Interest on TDS	12.28	0.26
Late Filing Fees (TDS)	1.40	-
Legal & Professional Charges	136.00	1,937.60
Balances written off	-	-
Payment to Auditors*	105.00	125.00
RDC Fees	1.80	85.25
Stamp Duty Charges	-	4.61
Demat Charges	5.14	10.93
Office Expenses	101.03	108.85
Trading Accounting Charges	4.22	-
Total	368.21	2,277.65

*Payment to Auditors:

Particulars	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
Statutory Audit	75.00	60.00
Tax related matters	30.00	40.00
For other matters	-	25.00
Total	105.00	125.00

16 Finance Costs

Particulars	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
Interest on Loan	-	362.48
Total	-	362.48

17 Earning Per Share

Particulars	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
Earning available for Equity Shareholders	1,806.59	8,788.40
Weighted average no. of shares	7,736.90	7,736.90
Earning per share	0.23	1.14



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Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

18. Analytical Ratios:

Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Current ratio (in times)	Current assets	Current liabilities	88.0	149.38	(57.38)	Decrease in Working Capital in Current Year ending 31st March, 2024 vis a vis Previous Year
Debt-equity ratio (in times)	Total debt	Equity	0.10	0.06	66.39	Increase in Total debt vis a vis Previous Year
Debt service coverage ratio (in times)	Earnings available for debt service	Total debt service	0.24	1.71	(86.13)	Due to decrease in Current Year ending 31st March, 2024 earnings vis a vis Previous Year Earnings
Return on equity ratio (in %)	Net profit - preferred dividends	Average shareholder equity	3.22	10.24	(78.32)	Due to decrease in Current Year ending 31st March, 2024 net profit vis a vis Previous Year Net Profit
Trade payables turnover ratio (in times)	Net purchases	Average trade payables	-	-	-	No Purchase transactions
Net capital turnover ratio (in times)	Net sales	Working Capital	0.024	0.018	33.33	Due to increase in sales as well as Working Capital in Current Year ending 31st March, 2024 vis a vis Previous Year
Net profit ratio (in %)	Net profit	Net sales	75.94	76.33	(3.92)	Due to increase in proportionate profit as well as sales in Current Year ending 31st March, 2024 vis a vis Previous Year
Return on capital employed (in %)	Earnings before interest and taxes	Capital employed	2.33	9.99	(76.65)	Due to decrease in Current Year ending 31st March, 2024 earnings vis a vis Previous Year Earnings
Return on investment (in %)	Refer below note		1.01	9.30	(79.84)	Due to decrease in Current Year ending 31st March, 2024 net profit vis a vis Previous Year Net Profit



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Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

Definitions:

- (a) Earning for available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of Fixed assets etc.
- (b) Debt service = Interest & Lease Payments + Principal Repayments
- (c) Average inventory = (Opening inventory balance + Closing inventory balance) / 2
- (d) Net credit sales = Net credit sales consist of gross credit sales minus sales return
- (e) Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance) / 2
- (f) Net credit purchases = Net credit purchases consist of gross credit purchases minus purchase return
- (g) Average trade payables = (Opening trade payables balance + Closing trade payables balance) / 2
- (h) Working capital = Current assets - Current liabilities.
- (i) Earning before interest and taxes = Profit before exceptional items and tax + Finance costs - Other income
- (j) Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
- (k) Return on Investment (ROI) - calculated on the basis of return on equity

- 19 Micro, Small & Medium Enterprise under Micro and Small Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. This information has been relied upon by the Auditors.
- 20 Related party disclosure indicate loans from shareholders & directors which are pursuant to Accounting Standard - 18. The details being mentioned below:

Name of the related parties and related party relationship

Hytone Holdings Private Limited	Subsidiary Company (till 12 August 2022)
Hytone Textstyles Limited	Subsidiary Company
Kaushik Morarji Chheda	Director
Satish Gala	Director
Amrut Tilak Shah	Director
Keshavji Tejpar Shah	Director
Praful Keshavji Dedhia	Director
Rushabh Shah	Director
Morarji Chheda	Director
Mitej Gala	Relative of Director
Kaushik Morarji Chheda-HUF	Relative of Director
Suraj Shah	Relative of Director
Bhavik Praful Dedhia	Relative of Director
Bhishma Praful Dedhia	Relative of Director
Keshavji T Shah- HUF	Relative of Director
Ketan K Shah	Relative of Director
Sakarben K Shah	Relative of Director
Ranjan Gala	Relative of Director
Kalpna P Shah	Relative of Director
Ketan K Shah- HUF	Relative of Director
Praful Dedhia HUF	Relative of Director
Satish Gala - HUF	Relative of Director
Amrut Tilak Shah-HUF	Relative of Director
Indira A Shah	Relative of Director
Naman A Shah	Relative of Director
Anant K Chheda	Relative of Director



Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st March, 2024

(All amounts in Rs. '000, unless otherwise stated)

The following transactions were carried out with the related parties in the course of business:

Particulars	For the year ended 31st March, 2024 (Rs.)	For the year ended 31st March, 2023 (Rs.)
Long term Borrowings taken		
Hytone Holdings Private Limited	-	91.35
Hytone Textstyles Limited	-	16,862.48
Anant K Chheda	0.50	15.00
Kaushik Morari Chheda	2,712.00	16,563.23
Kaushik Morari Chheda-HUF	-	10.00
Mitej Gala	1.50	5.00
Ranjan S. Gala	3.30	4,929.60
Satish Gala	4,107.70	10,965.72
Satish Gala-HUF	-	50.00
Amrut Tilak Shah	3,153.00	13,110.57
Indira A. Shah	4.50	2,985.03
Naman A. Shah	2.50	-
Rushabh Shah	2.50	-
Morari Chheda-HUF	-	10.00
Keshavi T. Shah- HUF	-	15.00
Praful Keshavi Dedhia	2,808.70	12,108.89
Praful Dedhia HUF	-	10.00
Kalpna P. Shah	3.60	3,816.00
Ketan K. Shah	0.20	-
Long term Borrowings repaid		
Hytone Holdings Private Limited	-	8,042.01
Hytone Textstyles Limited	-	21,909.89
Anant K Chheda	0.50	15.00
Kaushik Morari Chheda	1,612.00	21,584.73
Kaushik Morari Chheda-HUF	-	10.00
Mitej Gala	1.50	5.00
Ranjan S. Gala	3.30	1,429.60
Satish Gala	2,807.70	15,454.22
Satish Gala - HUF	-	319.50
Amrut Tilak Shah	1,603.00	12,830.57
Amrut Tilak Shah-HUF	-	1,100.14
Indira A. Shah	4.50	3,479.10
Morari Chheda-HUF	-	10.00
Naman A. Shah	2.50	450.00
Rushabh Shah	2.50	779.10
Suraj Shah	-	2,616.45
Bhavik Praful Dedhia	-	650.00
Keshavi Tejpar Shah	-	500.00
Keshavi T. Shah- HUF	-	15.00
Praful Keshavi Dedhia	1,608.70	12,358.89
Praful Dedhia HUF	-	1,310.00
Sakrben K. Shah	-	1,200.00
Kalpna P. Shah	3.60	5,316.00
Ketan K. Shah	0.20	-
Interest expenses		
Hytone Textstyles Limited	-	362.48



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(All amounts in Rs. '000, unless otherwise stated)

Balances Outstanding as at the balance sheet date

Name of Related Party	As at 31st March, 2024 (Rs.)	As at 31st March, 2023 (Rs.)
Long term Borrowings		
Kaushik Morari Chheda	1,650.00	550.00
Satish Gala	1,300.00	-
Amrut Tilak Shah	3,510.00	1,960.00
Praful Keshavi Dedhia	2,400.00	1,200.00

21. Additional Regulatory Disclosures:

- a) Details of Loans given, Investments made and Guarantee given or security provided covered w/s 186 (4) of the Companies Act, 2013 are given under respective heads. The said loans and guarantees have been given for business purpose.
- b) There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- c) The Company has not been declared a wilful defaulter by any bank or financial institution.
- d) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- e) The Company have sanctioned borrowings/facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.

22. The Company's financial assets constituted more than 50 percent of the total assets and income from financial assets was more than 50 percent of aggregate revenue for that year. Due to this technical matter, in the current year the company fell in the category of Non-Banking Financial Company (NBFC) under Section 45 (IA) of RBI Act, 1945. This is the temporary situation arising due sale of investments in the Subsidiary in the previous year and the Company intends to take necessary steps to come out of this situation.**23. Comparative financial information (i.e. the amounts and other disclosures of the preceding year) presented above is included as an integral part of the current period's financial statements, and is to be read in relation to the amount and disclosures relating to the current period. Previous year's figures (including those which are in brackets) have been recasted/regrouped/rearranged/ classified wherever necessary.**

As per Report of even date attached

Per Pro K P B & Associates
Chartered Accountants
F.R.N:114841W


Paray Savia
Partner

Membership No. 105175



Date: 28.06.2024

Place: Thane

UDIN: 24105175BKFI2P4006

For and on behalf of the Board
Anant Synthetics Private Limited



Kaushik Chheda
Director
DIN:01015520



Satish Gala
Director
DIN:01511534

Date: 28.06.2024

Place: Mumbai

K P B & ASSOCIATES**Chartered Accountants**904, Centrum, Opp. Raila Devi Lake,
Wagle Estate, Thane (W) 400 604, MH

☎+91 22 25827822

☎+91 22 25827838

INDEPENDENT AUDITOR'S REPORT

To the Members of Anant Synthetics Private Limited

Report on the Consolidated Financial Statements**Qualified Opinion**

We have audited the accompanying consolidated financial statements of Anant Synthetics Private Limited (hereinafter referred to as "the Holding Company"), its subsidiaries, comprising of the consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanation given to us, except for the effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2024;
- In case of Statement of Profit and Loss, of the profit for the year ended March 31, 2024 and;
- In case of the Cash Flow Statement, of the cash flows for the year ended March 31, 2024.

Basis for opinion

As described in Note 16 to the financial statements, the holding Company has given loan to a party in which director and relative of a director is interested which is in non-compliance with section 185 of the Companies Act, 2013. Further, if any loan is advanced or a guarantee or security is given or provided in contravention of this section, the Company may be liable for penal consequences mentioned in the said section, however no provision has been made in the financial statements.

As described in note 35 For the year ended March 31, 2024, the holding Company's financial assets constituted more than 50 percent of the total assets and income from financial assets was more than 50% of aggregate revenue for that year. Due to this technical matter, in the current year the company fell in the category of Non-Banking Financial Company (NBFC) under Section 45 (IA) of RBI Act, 1945. This is the temporary situation arising due to sale of investments in the Subsidiary in the current year and the Holding Company intends to take necessary steps to come out of this situation.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.



K P B & ASSOCIATES**Chartered Accountants**

Page 2 of 4

Anant Synthetics Private Limited

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its subsidiaries in accordance with accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its subsidiaries and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (a) of the Other Matters below, is sufficient and appropriate.



K P B & ASSOCIATES

Chartered Accountants

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Anant Synthetics Private Limited

Other Matter

2 subsidiaries whose financial statements/ financial information reflect total assets (before consolidation adjustments) of Rs. 202274.91 ('000) as at 31st March 2024, total revenue (before consolidation adjustments) of Rs. 50758.23 ('000), and net cash outflow (before consolidation adjustments) of Rs. 2535.46 ('000) for the year ended on that date, as considered in the consolidated financial statements, which have been audited singly by one of us or other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries as noted in the 'other matter' paragraph, to the extent applicable, we report that:
 - a. Except for the matter described by the other auditors whose reports we have relied upon, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b. In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as appears from our examination of those books and the reports of the other auditors;
 - c. The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d. In our opinion, the aforesaid 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 of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiaries incorporated in India, none of the directors of the Group's companies and its subsidiary companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. This report does not include Report on the internal financial controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Report on internal financial controls'), since in our opinion and according to the information and explanation given to us, the said report on internal financial controls is not applicable to the Holding Company and subsidiary companies basis the exemption available to the Company under MCA notification no. G.S.R. 583(E) dated June 13, 2017, read with corrigendum dated July 13, 2017 on reporting on internal financial controls over financial reporting;
 - g. The provisions of section 197 read with Schedule V of the Act are not applicable to the holding Company and its subsidiaries incorporated in India for the year ended March 31, 2024.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate



K P B & ASSOCIATES**Chartered Accountants**

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Anant Synthetics Private Limited

financial statements as also the other financial information of the subsidiaries as noted in the 'Other matter' paragraph;

- i. The group has intimated that there is no pending litigation which has any remote probability of impact on the financial position in its financial statements.
- ii. The group does not have any long-term contracts including derivative contracts and accordingly, no such provision is required for the same.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and subsidiaries incorporated in India during the year ended March 31, 2024.
- iv. a. The respective managements of the Holding Company and subsidiaries which is incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or subsidiaries to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest.
- b. The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively 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 respective Holding Company or associate from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or subsidiaries 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; and
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that there presentations under sub-clause (a) and (b) contain any material misstatement.
- v. The Holding company and its subsidiaries incorporated in India have not declared and paid any final dividend during the year and accordingly, provisions of section 123 of the Act does not apply.



K P B & ASSOCIATES
Chartered Accountants

Page 5 of 4

Anant Synthetics Private Limited

- vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, the Holding Company and its subsidiary companies have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, for the periods where audit trail (edit log) facility was enabled and operated, we and respective auditors of such subsidiary companies did not come across any instance of audit trail feature being tampered with

For K P B & Associates

Chartered Accountants

ICAI Firm Registration Number: 114841W



per Parag Savla

Partner

Membership Number: 105175



UDIN: 24105175BK6JA07492

Place of Signature: Thane

Date: 19.09.2024

Anant Synthetics Private Limited
CIN: U17100MH1989PTC053858
Consolidated Balance Sheet as on 31 March, 2024

(₹ in Thousands)

Particulars	Note No.	As at 31 March, 2024	As at 31 March, 2023
I. EQUITY AND LIABILITIES			
Shareholders Fund			
a) Share Capital	3	81,369.00	85,819.00
b) Reserves and Surplus	4	13,824.79	6,666.03
Total Equity		95,193.79	92,485.03
Non-Controlling Interest	5	64,308.74	-
Non - Current Liabilities			
Long - Term Borrowings	6	49,002.01	5,410.00
Other-Non Current Liabilities	7	18,996.06	-
Provisions	8	137.95	-
Total Non- Current Liabilities		1,32,444.76	5,410.00
Current Liabilities			
Short Term Borrowings	9	-	-
Trade Payables	10	660.18	142.00
Other Current Liabilities	11	4,513.35	3.00
Short - Term Provisions	12	6,863.18	85.15
Total Current Liabilities		12,036.70	230
TOTAL EQUITY & LIABILITIES		2,39,675.25	98,125.18



(₹ in Thousands)			
Particulars	Note No.	As at 31 March, 2024	As at 31 March, 2023
II. ASSETS			
Non - Current assets			
Property, Plant & Equipment			
(i) Tangible Assets	13	32,784.26	-
(ii) Intangible Assets	14	3,889.72	-
Non - Current Investments	15	59,449.85	61,851.93
Long Term Loans and Advances	16	4,906.86	1,915.88
Deferred Tax Asset	17	3,213.63	-
Other Non-Current Assets	18	94,685.75	-
Total Non-Current Assets		1,98,930.06	63,767.81
Current Assets			
Investments	19	7,575.00	-
Trade Receivables	20	3,262.70	-
Cash and Cash Equivalents	21	27,193.58	31,326.27
Loans	22	-	-
Other Current Assets	23	2,713.92	3,031.10
Total Current Assets		40,745.19	34,357.37
TOTAL ASSETS		2,39,675.25	98,125.18

Summary of significant accounting policies

2

The accompanying notes are an integral part of the Consolidated financial statements.

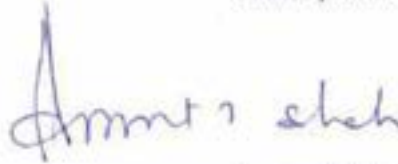
As per Report of even date attached

Per Pro K P B & Associates
Chartered Accountants
F.R.N:114841W

For and on behalf of the Board
Anant Synthetics Private Limited



Paras Savla
Partner
Membership No. 105175

Amrut Tilak Shah
Director
DIN:00259420



Praful Keshavji Dedhia
Director
DIN:01103424

Date: 19.09.2024
Place: Thane
UDIN: 241051756KJA07492

Date: 19.09.2024
Place: Mumbai

Anant Synthetics Private Limited
CIN: U17100MH1989PTC053858
Consolidated Statement of Profit and Loss for the year ended 31 March, 2024

		(₹ in Thousands)	
Particulars	Note No.	For the year ended 31st March, 2024	For the year ended 31st March, 2023
I. Revenue from operations	24	42,124.70	600.00
II. Other Income	25	12,277.44	10,913.74
III. Total Revenue (I+II)		54,402.14	11,513.74
IV. Expenses			
Employee Benefit Expense	26	9,476.17	-
Finance Cost	27	5,264.72	362.48
Depreciation & Amortisation Expense	28	1,849.33	-
Other Expenses	29	10,601.35	2,277.65
Total Expenses		27,191.57	2,640.13
V. Earnings before Taxes (III - IV)		27,210.57	8,873.62
VI. Tax expense:			
Current tax expense for current year		288.51	85.15
Adjustment of Previous years MAT credit		-	-
(Less):MAT credit		-	-
Deferred Tax		7,047.49	-
VII. Profit for the year (V-VI)		19,874.57	8,788.46
Other Comprehensive Income			
Items not to be classified to profit or loss (Net of tax)		(165.26)	-
Total Comprehensive Income for the Year		19,709.31	8,788.46
Earnings per share (of Rs. 10/- each)			
Earnings available for share holders	30	19,874.57	8,788.46
Number of shares		77,36,900	77,36,900
Earning per share		2.57	1.14
Face Value per share		10	10
Weighted average no. of shares		77,36,900	77,36,900

Summary of significant accounting policies

2

The accompanying notes are an integral part of the Consolidated financial statements.

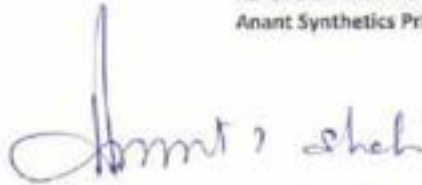
As per Report of even date attached

Per Pro K P B & Associates
Chartered Accountants
F.R.N:114841W


Pooja Savla
Partner
Membership No. 105175



For and on behalf of the Board
Anant Synthetics Private Limited



Amrut Tilak Shah
Director
DIN:00259420



Praful Keshavji Dedhia
Director
DIN:01103424

Date: 19.09.2024
Place: Thane
UDIN: 24105175 BKFJA07492

Date: 19.09.2024
Place: Mumbai

Anant Synthetics Private Limited
CIN: U17100MH1989PTC053858
Consolidated Cash Flow Statement for the period ended on 31 March, 2024

(₹ in Thousands)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023 (Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit for the year before tax	27,210.57	8,873.62
Adjustment for :		
Interest Expenses	5,264.72	362.48
Interest Income	(8,480.52)	-
Interest - Income Tax Refund	(1.13)	-
Profit on sale of shares	(0.64)	(3,953.28)
Dividend Income	(0.04)	-
Liabilities/provisions no longer required written back	-	(6,259.66)
Depreciation & Amortisation	1,849.33	-
Cash flow from Operations before Working Capital Changes	25,842.30	(976.85)
Adjustment for Working capital		
(Increase)/Decrease in Trade Receivables	(3,262.70)	-
(Increase)/Decrease in Other Non-Current Assets	(94,685.75)	-
(Increase)/Decrease in Deferred Tax Assets	(3,213.63)	-
(Increase)/Decrease in Other Current Assets	317.18	(3,014.45)
Increase/(Decrease) in Trade Payables	518.18	(55.60)
Increase/(Decrease) in Other Current Liabilities	56,105.05	(512.43)
Increase/(Decrease) in Other Non-Current Liabilities	18,996.06	-
Increase/(Decrease) in provisions	6,915.98	81.40
Net Cash from Operating Activities before tax	7,532.67	(4,477.84)
Income Tax paid (incl. Interest thereon)	(7,336.00)	(85.15)
Net Cash from Operating Activities	196.67	(4,562.99)
B CASH FLOW FROM INVESTING ACTIVITIES		
(Acquisition) / Sale of Investments	(5,172.92)	61,400.62
(Acquisition) / Sale of Asset	(34,633.59)	-
(Acquisition) / Sale of Intangible Asset	(3,839.72)	-
Net Cash used in Investment Activities	(43,696.23)	61,400.62
C CASH FLOW FROM FINANCING ACTIVITIES		
Grant / (Repayment) of Long Term Loans & Advances	(2,990.98)	(110.16)
Interest Paid	(5,264.72)	(362.48)
Acceptance / (Repayment) of Long Term Borrowings (Net)	43,592.01	(26,092.44)
Issue / Redemption of Preference Shares	(4,450.00)	8,400.00
Dividend Income	0.04	-
Interest Received	6,480.52	-
Buyback of Equity Shares	-	(8,326.99)
Proceeds From Short term Borrowings	-	-
Net Cash flow from Financing Activities	36,365.87	(26,492.07)
Net cash increase/(decrease) during the year	(4,132.69)	30,345.56
Cash & Cash Equivalents at the beginning of year	31,326.27	980.71
Cash & Cash Equivalents at the end of year	27,193.58	31,326.27
Other Bank Balances	-	-
Cash & Bank Balance at the end of year	27,193.58	31,326.27



Anant Synthetics Private Limited

Notes forming part of Cash Flow Statements for the year ended 31 March, 2024

1) The cash flow statements has been prepared under the indirect method as set out in Accounting Standard - 3 issued by the Institute of Chartered Accountants in India and presents the cash flows by operating, investing and financing activities of the Company.

Summary of significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements.

As per Report of even date attached

Per Pro K P B & Associates

Chartered Accountants

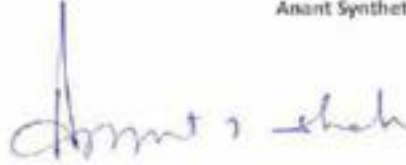
F.R.N:114841W



Parag Savla

Partner

Membership No. 105175

For and on behalf of the Board

Anant Synthetics Private Limited



Amrut Tilak Shah

Director

DIN:00259420

Praful Keshavji Dedhia

Director

DIN:01103424

Date: 19.09.2024

Place: Thane

UDIN: 24105175BKFI A07492

Date: 19.09.2024

Place: Mumbai

Anant Synthetics Private Limited

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2024

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. The Group 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 Group will pay normal income Tax during the specified period.

H. Accounting for Merger:

As per the terms of the scheme, the Group has accounted for the Merger by way of Absorption using the "Purchase Method" as prescribed in

Accounting Standard 14 - on "Accounting for Amalgamations" issued by the Institute of Chartered Accountants of India.

I. Cash and cash equivalents :

Cash and cash equivalents for the purpose of cash flow statements comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

J. Provisions :

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates.

K. Contingent Liability :

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the standalone financial statements.



3 Share Capital

(in thousands)

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	Number	Amount	Number	Amount
Authorized				
100 crore Shares of Rs. 10/- each	80,79,100	80,79,100	80,79,100	80,79,100
400 crore Cumulative Redeemable Preference Shares of Rs. 100/- each	80,00,000	8,000,000	80,00,000	8,000,000
	88,79,100	88,79,100	80,79,100	80,79,100
Issued, subscribed & paid up				
Equity Shares of Rs. 10/- each	77,34,500	77,34,500	77,34,500	77,34,500
77 crore Redeemable Preference Shares of Rs. 100/- each	40,000	4,000,000	40,500	4,050,000
	77,34,500	81,34,500	77,34,500	81,34,500
Total		81,34,500		81,34,500



Ascent Synthetics Private Limited
Notes forming part of Group Financial Statements for the year ended 31st March, 2024

Terms / Rights attached to shares:

- (i) **Equity Shares:** Group has only one class of equity shares having a par value of Rs. 10/- per share. Each equity shareholder is entitled to one vote per share. The Group declares and pays dividends in Indian Rupees. During the year, no dividend is being declared.
- (ii) In the current year the Gficia has redeemed preference shares at its face value amounting to Rs. 42,50,000. Accordingly, as required under Companies Act 2013, the same amount has been transferred to the Capital Redemption Reserve.

Reconciliation of the no. of shares &/- at the beginning and at the year ended 31st March, 2024

(₹ in Thousands)

Particulars	As at 31st March, 2024 (Rs.)		As at 31st March, 2023 (Rs.)	
	Number	Amount	Number	Amount
Equity Shares:				
Equity shares at the beginning	77,36,900	77,369.00	85,69,339	85,693.39
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	8,32,439	8,324.39
Equity shares at the end	77,36,900	77,369.00	77,36,900	77,369.00
Preference Shares:				
Preference shares at the beginning	84,500	8,450.00	500	5.00
Shares issued during the year	-	-	84,000	8,400.00
Shares redeemed during the year	44,500	4,450.00	-	-
Preference shares at the end	40,000	4,000.00	84,500	8,450.00
Total	77,76,900	81,369.00	78,21,400	85,819.00

Details of shareholders holding more than 1% in the Share Capital:

Name of the Shareholder	As at 31st March, 2024 (Rs.)		As at 31st March, 2023 (Rs.)	
	Number	% Holding	Number	% Holding
Equity Share Capital:				
Indira Anand Shah	12,18,960	15.73%	12,18,960	15.73%
Indira Prabhat Shah	12,03,000	15.42%	12,03,000	15.55%
Atul Gaba	4,35,583	5.62%	4,35,583	5.62%
Ramraj Singh Gaba	10,95,433	14.15%	10,95,433	14.15%
Pratik Doshi	7,31,217	9.45%	5,30,967	6.86%
Rashik M Chheda	18,47,760	23.82%	16,50,547	21.22%
Satish Gaba	4,68,208	6.04%	1,52,000	1.97%
Preference Share Capital:				
Anand T Shah	-	-	10,500	12.43%
Indira Anand Shah	10,800	26.86%	10,500	12.49%
Rashik Motani Chheda	10,800	26.86%	21,000	24.95%
Ramraj Singh Gaba	10,800	26.86%	10,500	12.47%
Satish Ching Gaba	-	-	10,500	12.44%
Pratik K Doshi	10,800	26.86%	11,000	12.90%



Anant Synthetics Private Limited
Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2024

Details of equity shares held by Promoters:
As at March 31, 2024

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year
1	Amrut Shah	1,61,898	2,04,631	3,66,529
2	Indira Shah	12,16,960	-	12,16,960
3	Amrut Shah HUF	2,04,621	(2,04,621)	-
4	Rushabh Shah	1,75,318	-	1,75,318
5	Naman Shah	1,75,318	-	1,75,318
6	Praful Dedhia	5,30,987	2,00,230	7,31,217
7	Kalpna P. Shah	12,03,008	-	12,03,008
8	Keshavi T. Shah HUF	97,939	(97,939)	-
9	Praful Dedhia HUF	1,02,291	(1,02,291)	-
10	Kaushik M. Chheda	16,50,547	1,97,213	18,47,760
11	Kaushik M. Chheda HUF	1,02,630	(1,02,630)	-
12	Anant Chheda	86,465	-	86,465
13	Morari N. Chheda HUF	94,245	(94,245)	-
14	Manish Chheda HUF	338	(338)	-
15	Satish Gala	1,52,086	2,53,123	4,05,209
16	Ranjan Gala	10,93,433	-	10,93,433
17	Mitaj Gala	4,55,583	-	4,55,583
18	Satish Gala HUF	2,53,123	(2,53,123)	-
Total		77,36,890	30	77,36,900

Details of preference shares held by Promoters:
As at March 31, 2024

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	Number of shares at the end of the year
1	Amrut Tilak Shah	10,505	(10,505)	-
2	Indira Amrut Shah	10,545	(545)	10,000
3	Amrut Tilak Shah HUF	25	(25)	-
4	Rushabh Amrut Shah	25	(25)	-
5	Naman Amrut Shah	25	(25)	-
6	Kaushik Morari Chheda	21,085	(11,085)	10,000
7	Kaushik M. Chheda HUF	20	(20)	-
8	Morari Nani Chheda HUF	15	(15)	-
9	Anant Kaushik Chheda	5	(5)	-
10	Praful Keshavi Dedhia	21,047	(11,047)	10,000
11	Kalpna Praful Shah	36	(36)	-
12	Praful Keshavi Dedhia HUF	20	(20)	-
13	Keshavi Tejpal Shah HUF	20	(20)	-
14	Ketan K. Shah	2	(2)	-
15	Satish Khimji Gala	10,509	(10,509)	-
16	Ranjan Satish Gala	10,513	(533)	10,000
17	Satish Khimji Gala HUF	68	(68)	-
18	Mitaj Satish Gala	15	(15)	-
Total		84,500	(44,500)	40,000



(₹ in Thousands)

4. Reserve & Surplus			31 March, 2024	31 March, 2023
Particulars				
1. Statement of Profit & Loss				
Balance as per last balance sheet			8,193.33	(5,633.14)
Add: Profit/(Loss) during the year			7,158.77	8,788.46
Less: Transferred to Capital Redemption Reserve			(4,490.00)	-
Closing Balance			8,862.10	3,155.32
2. Securities Premium Account			76.72	76.72
3. Capital Reserve Account			3,433.39	3,433.39
4. Capital Redemption Reserve				
Balance as per last balance sheet				
Add: Purge of the redemption of preference shares		*	4,490.00	-
Closing Balance			4,490.00	-
TOTAL			13,821.79	6,666.23
5. Non-Controlling Interest				
Particulars			31 March, 2024	31 March, 2023
Share in Capital			76,847.20	-
Share in Pre-acquisition Profits			83,361.48	-
Share in Post-acquisition Profits			5,081.56	-
Total			1,64,290.24	-
6. Long - term borrowings				
Particulars			31 March, 2024	31 March, 2023
Unsecured:				
From Shareholders & Related Parties*			8,800.00	9,750.00
From Others			-	1,706.02
Preference shares			80,142.31	-
Total			88,942.31	11,456.02
*The company has borrowed various loans from related parties at 2% rate of interest.				
7. Other Non-Current Liabilities				
Particulars			31 March, 2024	31 March, 2023
Security deposit received from customers			12,308.72	-
Interest accrued but not due on borrowings			5,575.10	-
Deferred Capital Gains			3,112.48	-
Total			21,006.30	-
8. Provisions				
Particulars			31 March, 2024	31 March, 2023
Provision for employee benefits				
Gratuity			137.95	-
Total			137.95	-
9. Short term borrowings				
Particulars			31 March, 2024	31 March, 2023
Unsecured:				
Loan from related party			-	-
Total			-	-
10. Trade Payables				
Particulars			31 March, 2024	31 March, 2023
Trade payables*			660.18	142.00
Total			660.18	142.00

*Ageing for trade payables from the due date of payment for each of the categories as at 31st March, 2024

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- M/S/MS	127.87	-	-	-	127.87
- Others	532.31	-	-	-	532.31
Total	660.18	-	-	-	660.18

*Ageing for trade payables from the due date of payment for each of the categories as at 31st March, 2023

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- M/S/MS	142.00	-	-	-	142.00
- Others	-	-	-	-	-
Total	142.00	-	-	-	142.00



Arvind Synthetics Private Limited
 Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in thousands)

13. Other Current Liabilities

Particulars	31 March, 2024	31 March, 2023
Security deposit received from customers	2,799.80	-
Interest accrued and due on borrowing	-	-
Marketing dues payable	1,041.53	3.00
Deferred Lease Rental	1,168.62	-
Total	4,511.95	3.00

13. Short Term Provisions

Particulars	31 March, 2024	31 March, 2023
Provision for Employee Benefits		
Gratuities	1,277.40	-
Bonus	353.27	-
Audit fees	225.00	-
Expenses	810.00	-
Provision for Income tax payable parts	268.51	81.51
Total	4,803.18	81.51

14. Intangible Assets - Goodwill

Particulars	31 March, 2024	31 March, 2023
Cost of Intangibles	65,171.23	-
Less: Share in Capital	27,167.88	-
Pre-Acquisition Profits	35,113.71	-
Total	3,889.72	-

15. Non-Current Investments

Particulars	31 March, 2024	31 March, 2023
I. Investment in Equity Instruments		
(A) Investment in Associate Companies		
(i) Quoted: Nil (21,19,432) Equity Shares of Hyson Teestyles Limited of Rs. 10/- each	-	30,271.04
(B) Other Investments		
(i) Quoted: Other Investments	18.39	18.39
(ii) Unquoted: 37,500 (37,500) Equity Shares of Arvind Industrial Corporation Limited	2,462.50	2,462.50
II. Investment in Preference Shares		
3,00,000 (2,60,000) 1% Cumulative Pref. Shares of Hyson Teestyles (B) of Rs. 100/- each	-	30,100.00
III. Investment in Partnership Firm		
Capital with Arvind's Teestyles LLP	38,539.50	-
C. Other Investments		
Investment in Mutual Funds	58,352.46	-
Total	39,449.85	61,851.93

Note 3.1:

Aggregate of Quoted Investments

Cost (Net of Provision for Diminution)	18.39	18,289.47
Market Value	18.39	18,289.47

Aggregate of Unquoted Investments

Cost (Net of Provision for Diminution)	22,562.50	22,562.50
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Note 3.2: Under the exit offer initiated by Hyson Teestyles Limited, the entity listed on the stock exchange, the Company has purchased 3,47,827 shares, out of which 3,29,827 shares are held in physical form, remaining 18,000 shares are under process for dematerialisation with Registrar and 1,700 shares are in Locked Demat Account. Accordingly, Hyson Teestyles Limited has become the subsidiary of the Company.

16. Long Term Loans & Advances

Particulars	31 March, 2024	31 March, 2023
Unsecured, considered good		
Loans and Advances	450.00	450.00
Advance Tax and TDS	331.24	145.71
SAIT Credit	1,220.17	1,130.17
Advance for Purchase of shares of Hyson Teestyles Limited	2,905.49	-
Total	4,906.88	1,911.88

17. Deferred Tax Assets

Particulars	31 March, 2024	31 March, 2023
Deferred Tax Assets	3,217.43	-
Total	3,217.43	-



Ascent Synthetics Private Limited
Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2024

18. Other Non-Current Assets

Particulars	31 March, 2024	31 March, 2023
Unmeasured & Considered Good		
Secured & Other deposits	3,774.48	-
Fixed Deposit having maturity more than 12 Months	85,294.94	-
Subsidiary Income Tax	1,517.29	-
Total	90,586.71	-

19. Investments

Particulars	31 March, 2024	31 March, 2023
Fixed Deposit having maturity of more than 3 month but less than 12 months	7,575.80	-
Total	7,575.80	-

20. Trade receivables

Particulars	31 March, 2024	31 March, 2023
Trade receivables		
Unmeasured-considered Good	3,262.79	-
Total	3,262.79	-

21. Cash & Cash Equivalents

Particulars	31 March, 2024	31 March, 2023
Cash on hand	490.29	94.61
Balance with bank	26,791.33	91,292.27
Total	27,281.62	91,386.88

22. Loans

Particulars	31 March, 2024	31 March, 2023
Unmeasured & Considered Good		
Loan to related parties	-	-
Total	-	-

23. Other Current Assets

Particulars	31 March, 2024	31 March, 2023
Unmeasured & Considered Good		
Interest receivables	1,583.43	-
Balances with Govt. Authorities	33.62	108.00
Fixed Deposit	-	2,580.00
Interest Accrued But Not Due	35.79	43.11
Security Deposits For Current Account	-	200.00
Advances other than Capital Advances	801.00	-
Others	180.91	-
Total	2,735.85	3,931.11

24. Revenue from operations

Particulars	31 March, 2024	31 March, 2023
Sale of services	600.00	600.00
License & License Fee	47,134.20	-
Total	47,734.20	600.00

25. Other Income

Particulars	31 March, 2024	31 March, 2023
Dividend	0.04	0.04
Interest Income	8,430.17	305.78
Interest on Income Tax Refund	1.19	-
Profit on sale of investments (refer note 2)	0.64	3,358.28
Liabilities / provisions no longer required written back	24.82	6,258.68
Fair value gain on mutual funds measured at fair value through Profit & Loss	2,574.25	-
Share in profit or loss	1,325	-
Total	12,377.44	10,922.78



Admet Ventilation Private Limited
Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2024

(₹ in Thousands)

26. Employee Benefit Expenses

Particulars	31 March, 2024	31 March, 2023
Employee Benefit Expenses	9,476.17	-
Total	9,476.17	-

37. Finance Costs

Particulars	31 March, 2024	31 March, 2023
Interest on Loan	5,260.54	362.46
Other Financial Charges	5.19	-
Total	5,265.72	362.46

38. Depreciation & Amortisation Expenses

Particulars	31 March, 2024	31 March, 2023
Depreciation Expenses	1,840.19	-
Total	1,840.19	-

39. Other expenses

Particulars	31 March, 2024	31 March, 2023
Power, Fuel & Utilities	455.45	-
Repair & Maintenance on :		
- Plant & Building	2,285.89	-
- Other repairs	329.34	-
Insurance	209.25	-
Rates & Taxes	1,056.25	-
Tenancy Charges	324.00	-
Payment to Auditors*	408.85	125.00
Legal & Professional Charges	2,816.45	1,957.60
Labour Charges	587.85	-
Traveling & Conveyance	41.60	-
Bad debts	155.55	-
Bank Charges	1.89	5.18
Interest on TDS	12.28	9.26
Late Filing Fees (TDS)	1.40	-
Salaries written off	96.32	-
ROC fees	1.80	85.29
Stamp Duty Charges	-	5.82
Demat Charges	5.34	33.58
Office Expenses	553.50	108.85
Trading Accounting Charges	4.25	-
Share Reserve Expenses	1,111.18	-
Total	12,601.88	2,277.59

*Payment to Auditors:

Particulars	31 March, 2024	31 March, 2023
Statutory Audit	300.00	10.00
Tax related matters	60.00	40.00
For other matters	18.85	25.00
Total	408.85	125.00

35. Earning Per Share

Particulars	31 March, 2024	31 March, 2023
Earning available for Equity Shareholders	19,834.57	8,768.45
Weighted average no. of shares	5,796.50	2,750.50
Earning per share	3.37	3.14



Archem Technologies Private Limited
Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2024

81. Analytical Ratios:

Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Current ratio (in times)	Current assets	Current liabilities	3.4	149.1	261.23	Decrease in Working Capital in Current Year ending 31st March, 2024 vis-a-vis Previous Year
Debt-equity ratio (in times)	Total debt	Equity	0.51	0.06	278.89	Increase in Total debt vis-a-vis Previous Year
Debt service coverage ratio (in times)	Earnings available for debt service	Total debt service	0.34	1.64	166.37	Due to decrease in Current Year ending 31st March, 2024 earnings vis-a-vis Previous Year Earnings
Return on equity ratio (in %)	Net profit + undivided dividends	Average shareholders equity	19.43	33.24	128.51	Due to decrease in Current Year ending 31st March, 2024 net profit vis-a-vis Previous Year Net Profit
Trade payables turnover ratio (in times)	Net purchases	Average trade payables	-	-	-	No Purchase transactions
Net capital borrowed ratio (in times)	Net sales	Working Capital	1.857	0.022	84,347.44	Due to increase in sales as well as Working Capital in Current Year ending 31st March, 2024 vis-a-vis Previous Year
Net profit ratio (in %)	Net profit	Net sales	76.73	76.73	73.34	Due to increase in operating profit as well as sales in Current Year ending 31st March, 2024 vis-a-vis Previous Year
Fixed or capital employed (in %)	Earnings before interest and taxes	Capital employed	0.29	0.26	116.81	Due to increase in Current Year ending 31st March, 2024 earnings vis-a-vis Previous Year Earnings
Return on investment (in %)	After tax earnings		26.03	0.13	12,782.41	Due to decrease in Current Year ending 31st March, 2024 net profit vis-a-vis Previous Year Net Profit



Anant Synthetics Private Limited

Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2024

Definitions:

- (a) Earning for available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of fixed assets etc.
- (b) Debt service = Interest & Lease Payments + Principal Repayments
- (c) Average inventory = (Opening inventory balance + Closing inventory balance) / 2
- (d) Net credit sales = Net credit sales consist of gross credit sales minus sales return
- (e) Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance) / 2
- (f) Net credit purchases = Net credit purchases consist of gross credit purchases minus purchase return
- (g) Average trade payables = (Opening trade payables balance + Closing trade payables balance) / 2
- (h) Working capital = Current assets - Current liabilities
- (i) Earning before interest and taxes = Profit before exceptional items and tax + Finance costs - Other income
- (j) Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
- (k) Return on Investment (ROI) - calculated on the basis of return on equity

32. Micro, Small & Medium Enterprise under Micro and Small Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group. This information has been relied upon by the Auditors.
33. Related party disclosure indicate loans from shareholders & directors which are pursuant to Accounting Standard - 18. The details being mentioned below:

Name of the related parties and related party relationship:

Hytone Holdings Private Limited	Subsidiary Company (19.12. August 2022)
Hytone Textiles Limited	Subsidiary Company
Kaushik Morarji Chheda	Director
Satish Gala	Director
Anirud Tilak Shah	Director
Keshav Tejpal Shah	Director
Pratul Keshavji Dedhia	Director
Rushabh Shah	Director
Morari Chheda	Director
Mitaj Gala	Relative of Director
Kaushik Morarji Chheda-HUF	Relative of Director
Saraj Shah	Relative of Director
Bhavik Pratul Dedhia	Relative of Director
Shreshtha Pratul Dedhia	Relative of Director
Keshav T Shah- HUF	Relative of Director
Ketan K Shah	Relative of Director
Sakarben K Shah	Relative of Director
Ranjan Gala	Relative of Director
Kalpna P Shah	Relative of Director
Ketan K Shah- HUF	Relative of Director
Pratul Dedhia HUF	Relative of Director
Satish Gala - HUF	Relative of Director
Anirud Tilak Shah HUF	Relative of Director
Indira A Shah	Relative of Director
Naman A Shah	Relative of Director
Anant K Chheda	Relative of Director
Hemang Chittlalal Shah	Executive / Additional Director
Satish Khimji Gala	Executive / Additional Director
Kalpna Pratul Dedhia	Executive / Additional Director
Ranjan Satish Gala	Relative of Director
Naman Shah	Relative of Director
Jayshree V Sagvekar	Relative of Director



Arvind Synthetics Private Limited
Notes forming part of Consolidated Financial Statements for the year ended 31 March, 2024

(₹ in Thousands)

The following transactions were carried out with the related parties in the course of business:

Particulars	31 March, 2024	31 March, 2023
Long term relationships settled		
Hydrex Holdings Private Limited	-	91.46
Hydrex Textiles Limited	-	19,862.48
Arvind K Chhabra	0.50	25.00
Kanchik Murari Chhabra	2,717.00	16,563.29
Kanchik Murari Chhabra HUF	-	20.00
Mitaj Gula	1.50	5.00
Ranjana S. Gula	5.50	4,829.60
Satish Gula	4,107.20	12,965.72
Satish Gula HUF	-	50.00
Arvind Tink Shah	2,135.00	13,110.57
Indira A. Shah	4.50	2,985.03
Ramman A. Shah	2.50	-
Ruchabh Shah	2.50	-
Murari Chhabra HUF	-	20.00
Kashwaj T. Shah HUF	-	25.00
Pratul Kashwaj Deshpande	2,808.70	12,128.89
Pratul Deshpande HUF	-	12.00
Kalpana P. Shah	9.60	3,416.00
Ketan K. Shah	0.20	-
Long term relationships settled		
Hydrex Holdings Private Limited	-	0,642.01
Hydrex Textiles Limited	-	21,909.69
Arvind K Chhabra	0.50	25.00
Kanchik Murari Chhabra	1,612.00	21,588.79
Kanchik Murari Chhabra HUF	-	20.00
Mitaj Gula	1.50	5.00
Ranjana S. Gula	3.30	1,421.06
Satish Gula	2,807.70	17,454.47
Satish Gula HUF	-	199.50
Arvind Tink Shah	1,603.00	12,800.17
Arvind Tink Shah HUF	-	1,100.14
Indira A. Shah	4.50	3,429.10
Murari Chhabra HUF	-	20.00
Ramman A. Shah	2.50	450.00
Ruchabh Shah	2.50	778.89
Indira Shah	-	2,625.45
Pratul Pratul Deshpande	-	600.00
Kashwaj Tink Shah	-	500.00
Kashwaj T. Shah HUF	-	15.00
Pratul Kashwaj Deshpande	1,608.70	12,358.89
Pratul Deshpande HUF	-	1,300.00
Ketan K. Shah	-	1,200.00
Kalpana P. Shah	9.60	3,316.00
Ketan K. Shah	0.20	-
Interest expenses		
Hydrex Textiles Limited	-	352.48
Directors Remuneration*	1,803.50	-
Arvind Shah	602.50	-
Ranjana Gula	800.00	-
Satish Gula	-	-
Salary*		
Chirag Tagrekar	504.90	-
Satish Gula	500.00	-
Labour charges		
Chirag V. Tagrekar	183.04	-
Reimbursement charged on the company		
Ramman Shah	435.34	-

* Provision for contribution to gratuity fund which are made based on actuarial valuation on overall company basis are not included in remuneration to Key Management Personnel



Amant Synthetics Private Limited
Notes forming part of Consolidated Financial Statements for the Year ended 31 March, 2024

(₹ in Thousands)

Statement Outstandings as at the balance sheet date

Name of Related Party	31 March, 2024	31 March, 2023
Directors Remuneration		
Surish Gali	129.44	-
Long term Borrowings		
Quanta Monetary Chandra	1,163.00	950.00
Surish Gali	1,390.00	-
Amant Tilsak Shah	9,513.00	1,960.00
Pratul Keshav Deshpande	2,400.00	1,250.00

34. Additional regulatory disclosures:

a) Details of loans given, investments made and guarantees given or security provided covered up to 100 (A) of the Companies Act, 2013 are given under respective heads. The said loans and guarantees have been given for business purpose.

b) There are no proceedings initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

c) The Group has not been declared a wilful defaulter by any bank or financial institution.

d) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

e) The Group has availed borrowings/advances from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Group with banks and financial institutions are in agreement with the books of accounts.

35. The Holding Company's financial assets constituted more than 50 percent of the total assets and income from financial assets was more than 50 percent of aggregate revenue for that year. Due to this technical matter, in the current year the Holding Company fell in the category of Non-Banking Financial Company (NBFC) under Section 45(5A) of RBI Act, 1948.

36. Comparative financial information (i.e. the amounts and other disclosures of the preceding year) presented above is included as an integral part of the current period's financial statements, and is to be read in relation to the amount and disclosures relating to the current period. Previous year's figures (including those which are in brackets) have been reclassified/reorganized/rearranged/ classified whenever necessary.

As per Report of even date attached

Per P K P B & Associates
Chartered Accountants
F.R.N. 148404W


Pratul Deshpande
Partner

Membership No. 105175

Date: 19.09.2024

Place: Thane

UDIN: 24105175BKFA07492





For and on behalf of the Board
Amant Synthetics Private Limited

Amant Tilsak Shah
Director
DIN: 00755426

Date: 19.09.2024
Place: Mumbai



Pratul Keshav Deshpande
Director
DIN: 01385424

Anant Synthetics Private Limited
Notes forming part of Consolidated Financial statements for the year ended 31 March, 2024

13. PROPERTY, PLANT & EQUIPMENT
(i) Tangible Assets

(₹ in Thousands)

DESCRIPTION	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTIZATION		NET BLOCK	
	As At April 01, 2023	Additions / Transfers	Deductions March 31, 2024	As At April 01, 2023	For the Year On Deductions March 31, 2024	As At March 31, 2024	As At March 31, 2023
TANGIBLE ASSETS							
Land - Leasehold	28,295.18	-	-	-	-	28,295.18	28,295.18
Factory Buildings	18,268.12	-	-	14,816.68	1,093.93	2,351.55	3,451.48
Plant & Machinery	257.75	451.54	-	242.27	36.18	431.74	15.48
Vehicles	6,382.40	-	-	4,076.80	687.71	1,617.89	2,306.60
Furniture & Fixture	182.49	41.02	-	169.50	27.51	86.50	73.00
Total	53,305.95	492.96	-	19,245.22	1,855.33	37,784.26	34,140.63
Previous Year's Total	-	-	-	-	-	-	-



Special Purpose Independent Auditor's Report

To,
The Board of Directors,
Anant Synthetics Private Limited

Report on the Audit of Special Purpose Financial Statements

We have audited the accompanying Special Purpose Financial Statements of Anant Synthetics Private Limited ("**the company**") comprising of Balance Sheet as at 31 July 2024, Statement of Profit and Loss ("**Special Purpose financial statements**") and notes tothereto.

The Special Purpose financial statements are prepared for the purpose of submission to the board of directors as an attachment to the application to be made to National Company Law Tribunal, Mumbai for composite scheme of arrangement under sections 230 to 232, read with section 66, and other applicable provisions of the Companies Act, 2013, and rules framed there under. As a result, the Special Purpose financial statements may not be suitable for another purpose.

Management's Responsibility for the Special Purpose Financial Statements

Management is responsible for the preparation of these Special Purpose financial statements that give a true and fair view of the state of affairs, results of operations of the Company; this includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Special Purpose financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Special Purpose financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Special Purpose financial statements are free from material misstatement.



K P B & ASSOCIATES
Chartered Accountants

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Special Purpose financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Special Purpose financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the Special Purpose financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at July 31, 2023, its profit and its cash flows for the year ended on that date.

Basis of Qualified Accounting

As described in note no 10 to the financial statements, the Company has given loan to a party in which director and relative of a director is interested which is in non-compliance with section 185 of the Companies Act, 2013. Further, if any loan is advanced or a guarantee or security is given or provided in contravention of this section, the Company may be liable for penal consequences mentioned in the said section, however no provision has been made in the financial statements.



K P B & ASSOCIATES**Chartered Accountants****Other Matters**

This document is addressed to the Board of Directors and has been issued at the request of the Company, based on the discussion and representation given by the management. This document relates only to the opinion specified above and does not extend to any other financial information/statements of the Company, taken as a whole. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report. Opinion is based on our understanding of the facts. Any change in facts or understanding may lead to changes.

Per Pro K P B & Associates**Chartered Accountants****F. R. No. 114841W**
**Paras Savla****Partner****Membership No. 105175****Date: 26-08-2024****Place: Thane****UDIN: 24105175BK FJAC3639**

Anant Synthetics Private Limited
CIN: U17100MH1989PTC053858
Balance Sheet as on 31st July, 2024

(All amounts in Rs. '000, unless otherwise stated)

Particulars	Note No.	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
I. EQUITY AND LIABILITIES			
Shareholders' Fund			
a) Share Capital	3	81,369	81,369
b) Reserves and Surplus	4	3,255	8,473
Non - Current Liabilities			
a) Long - Term Borrowings	5	400	8,860
Current Liabilities			
a) Trade Payables	6	99.75	111.55
b) Other Current Liabilities	7	-	5
c) Short - Term Provisions	8	93	289
TOTAL		85,217	99,107
II. ASSETS			
Non - Current assets			
a) Non - Current Investments	9	52,394	68,652
b) Long Term Loans and Advances	10	2,332	4,907
Current Assets			
a) Cash and Cash Equivalents	11	30,474	25,469
b) Other Current Assets	12	17	79
TOTAL		85,217	99,107

Summary of significant accounting policies


2

The accompanying notes are an integral part of the standalone financial statements.

As per Report of even date attached

Per Pro K P B & Associates
Chartered Accountants
F.R.N:114841W

For and on behalf of the Board
Anant Synthetics Private Limited


Paras Savla
Partner
Membership No. 105175




Amrut T Shah
Director
DIN:00259420



Praful K. Dedhia
Director
DIN:01103424

Date: 26 August, 2024
Place: Mumbai
UDIN: 24105175BKJFJAC3639

Date: 26 August, 2024
Place: Mumbai

Anant Synthetics Private Limited
CIN: U17100MH1989PTC053858

Statement of Profit and Loss for the period ended 31st July, 2024

(All amounts in Rs. '000, unless otherwise stated)

Particulars	Note No.	For the year ended 31st July, 2024 (Rs.)	For the year ended 31st March, 2024 (Rs.)
I. Revenue from operations	13	200	600
II. Other Income	14	736	1,863
III. Total Revenue [I+II]		936	2,463
IV. Expenses			
(a) Other Expenses	15	6,153	368
(b) Finance Costs	16	-	-
Total Expenses		6,153	368
V. Earnings before Taxes [III - IV]		(5,217)	2,095
VI. Tax expense:			
Current tax expense for current year		-	289
VII. Profit for the year (V-VI)		(5,217)	1,807
Earnings per share (of Rs. 10/- each)	17	(52,17,407)	18,06,596
Earnings available for share holders		77,36,900	77,36,900
Number of shares		(0.67)	0.23
Earning per share		10	10
Face Value per share		77,36,900	77,36,900
Weighted average no. of shares			

Summary of significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements.

As per Report of even date attached

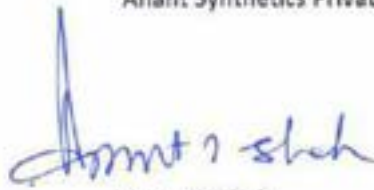
Per Pro K P B & Associates
Chartered Accountants
F.R.N:114841W


Paras Savla
Partner

Membership No. 105175



For and on behalf of the Board
Anant Synthetics Private Limited


Amrut T Shah
Director

DIN:00259420



Praful K. Dedhia
Director
DIN:01103424

Date: 26 August, 2024

Place: Mumbai

UDIN: 24105145BK FJAC3639

Date: 26 August, 2024

Place: Mumbai

Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

1. Anant Synthetics Private Limited is a Private Limited Company limited by shares, being incorporated under the provisions of the Companies Act, 1956 engaged in the business of trading of fabrics. The registered office of the company situated at 46, Anant Residency, M. M. Malviya Rd., Mulund (W) - 400080, Mumbai, Maharashtra, India.

2. Significant Accounting Policies

- A. Basis of preparation of accounts & System of Accounting:

- i) These financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) under the historical-cost convention and comply in all material aspects with the mandatory applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 ('The Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

- ii) The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent, reasonable and based on their best knowledge of current events and actions. Actual results could differ from these estimates. Significant estimate used by the management in the preparation of these financial statements include estimates of the economic useful lives of fixed assets, provisions for bad and doubtful debts, etc.

- B. Investments:

Long-term investments are stated at their cost of acquisition. The investment held by Transferor companies have been recorded as per "Purchase Method" as per the terms of scheme of Merger by way of Absorption in accordance with AS - 14 on "Accounting for Amalgamation" issued by Institute of Chartered Accountants of India. Further, no dividend has been received for current year on equity shares.

- C. Revenue Recognition:

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.

- D. Recognition of Expenditure:

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

- E. Sundry Debtors, Sundry Creditors, Provisions & Loans & Advances:

Balance of sundry debtors, creditors and loans and advances are subject to confirmation, reconciliation, if any. In the opinion of the same are stated at the values that may realise in ordinary course of business not less than the amount at which they are stated in the Balance sheet.

- F. Earning per Share:

The Company has reported basic earning per share in accordance with AS - 20 on "Earnings Per Share". Basic earning per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the year.

- G. Taxation:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.



Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) credit is recognised 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. 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. Accounting for Merger:

As per the terms of the scheme, the company has accounted for the Merger by way of Absorption using the "Purchase Method" as prescribed in Accounting Standard 14 - on "Accounting for Amalgamations" issued by the Institute of Chartered Accountants of India.

I. Cash and cash equivalents :

Cash and cash equivalents for the purpose of cash flow statements comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

J. Provisions :

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates.

K. Contingent Liability :

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.



Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

4 Share Capital

(All amounts in Rs. '000, unless otherwise stated)

Particulars	As at 31st July, 2024 (Rs.)		As at 31st March, 2024 (Rs.)	
	Number	Amount	Number	Amount
Authorized				
Twenty Shares of Rs. 10/- each	85,75,000	85,750	85,75,000	85,750
Rs. 10/- Cumulative Preference Shares of Rs. 100/- each	85,500	8,550	85,500	8,550
	86,60,500	94,300	86,60,500	94,300
Issued, subscribed & paid up				
Twenty Shares of Rs. 10/- each	77,34,900	77,349	77,34,900	77,349
(Of the above shares 77,34,900 (previous year 77,96,000) Twenty Shares of Rs. 10/- each are allotted as fully paid up pursuant to a scheme of merger.)				-
Rs. 100/- Cumulative Preference Shares of 100/-	40,000	4,000	40,000	4,000
Total		81,349		81,349



Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the period ended 31st July, 2024

Terms / Rights attached to shares:

- (i) **Equity Shares:** Company has only one class of equity shares having a par value of Rs. 10/- per share. Each equity shareholder is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. During the year, no dividend is being declared.
- (ii) In the current year the Company has redeemed preference shares at its face value amounting to Rs. 44,50,000. Accordingly, as required under Companies Act 2013, the same amount has been transferred to the Capital Redemption Reserves.

Reconciliation of the no. of shares a/s at the beginning and at the year ended 31st July, 2024

(All amounts in Rs. '000, unless otherwise stated)

Particulars	As at 31st July, 2024 (Rs.)		As at 31st March, 2024 (Rs.)	
	Number	Amount	Number	Amount
Equity Shares:				
Equity shares at the beginning	77,36,900	77,369	77,36,900	77,369
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Equity shares at the end	77,36,900	77,369	77,36,900	77,369
Preference Shares:				
Preference shares at the beginning	40,000	4,000	44,500	4,450
Shares issued during the year	-	-	-	-
Shares redeemed during the year	-	-	44,500	4,450
Preference shares at the end	40,000	4,000	40,000	4,000
Total	77,36,900	81,369	77,36,900	81,369

Details of shareholders holding more than 5% in the Share Capital:

Name of the Shareholder	As at 31st July, 2024 (Rs.)		As at 31st March, 2024 (Rs.)	
	Number	% Holding	Number	% Holding
Equity Share Capital:				
Indira Anant Shah	12,16,960	15.72%	12,16,960	15.72%
Kalpesh Praful Shah	12,01,008	15.53%	12,01,008	15.53%
Vitesh Gole	4,25,583	5.52%	4,25,583	5.52%
Ramjan Satish Gole	10,93,433	14.13%	10,93,433	14.13%
Praful Dedhia	7,91,217	9.45%	7,91,217	9.45%
Kaushik M Chhedra	18,47,760	23.80%	18,47,760	23.80%
Satish Gole	4,01,208	5.24%	4,01,208	5.24%
Preference Share Capital:				
Indira Anant Shah	10,000	25.00%	10,000	25.00%
Kaushik M Chhedra	10,000	25.00%	10,000	25.00%
Ramjan Satish Gole	10,000	25.00%	10,000	25.00%
Praful K Dedhia	10,000	25.00%	10,000	25.00%



Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

Details of equity shares held by Promoters:

As at July 31, 2023

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the period
1	Arunut Shah	1,60,629	-	1,60,629
2	Indira Shah	12,16,960	-	12,16,960
3	Ruchabh Shah	1,75,318	-	1,75,318
4	Narmen Shah	1,75,318	-	1,75,318
5	Pratul Doshi	7,31,217	-	7,31,217
6	Kalpna P Shah	12,09,008	-	12,09,008
7	Kaustik M Chheda	18,47,760	-	18,47,760
8	Anant Chheda	86,465	-	86,465
9	Satish Gole	4,09,209	-	4,09,209
10	Ranjan Gole	10,91,433	-	10,91,433
11	Nitin Gole	4,35,583	-	4,35,583
Total		77,39,900	-	77,39,900

Details of preference shares held by Promoters:

As at July 31, 2023

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	Number of shares at the end of the period
1	Indira Arunut Shah	10,000	-	10,000
2	Kaustik Moterji Chheda	10,000	-	10,000
3	Pratul Keshav Doshi	10,000	-	10,000
4	Ranjan Satish Gole	10,000	-	10,000
Total		40,000	(40,000)	40,000



Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

4. Reserves & Surplus:

(All amounts in Rs. '000, unless otherwise stated)

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
1. Statement of Profit & Loss		
Balance as per last balance sheet	312	3,155
Add: Profit/(Loss) during the year	(5,217)	1,907
Less: Transferred to Capital Redemption Reserve	-	(4,430)
Closing balance	(4,705)	312
2. Securities Premium Account	77	77
3. Capital Reserve Account	3,434	3,434
4. Capital Redemption Reserve		
Balance as per last balance sheet	4,450	-
Add: Pursuant to redemption of preference shares	-	4,450
Closing balance	4,450	4,450
Total	3,256	8,473

5. Long-term borrowings

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Unsecured:		
From Shareholders & Related Parties*	400	9,860
From Others	-	-
Total	400	9,860

*The company has borrowed various loans from related parties at 0% rate of interest.

6. Trade Payables

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Trade payables*	100	112
Total	100	112

*Aging for trade payables from the due date of payment for each of the category as at 31st July, 2024

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- NONE	100	-	-	-	100
- Others	-	-	-	-	-
Total	100	-	-	-	100

*Aging for trade payables from the due date of payment for each of the category as at 31st March, 2024

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- NONE	100	-	-	-	100
- Others	12	-	-	-	12
Total	112	-	-	-	112



Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

7 Other Current Liabilities

(All amounts in Rs. '000, unless otherwise stated)

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Statutory Dues payable	-	5
Total	-	5

8 Short Term Provisions

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Provision for income tax payable (net)	93	289
Total	93	289

9 Non-current Investments

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
1. Investment in Equity Instruments:		
a) Investment in Subsidiary Companies:		
(Unquoted) 77,56,761 (77,36,758) Equity Shares of Hyline Textiles Limited of Rs. 10/- each	49,913	45,071
b) Other Investments:		
(Quoted) Other Investments	-	-
(Unquoted) 77,500 (41,300) Equity Shares of Ashank Industrial Corporation Limited	18	18
	2,462	2,483
2. Investment in Preference Shares:		
2,01,000 (2,01,000) 2% Cumulative Pref. Shares of Hyline Textiles Ltd. of Rs. 100/- each	-	20,100
Total	52,394	68,662

Note 9.1:

Aggregate of Quoted Investments:

Cost (Net of Provision for Diminution)

Market Value

Aggregate of Unquoted Investments

Cost (Net of Provision for Diminution)

	49,913	45,000
	49,913	45,000
	-	-
	2,481	22,562

Note 9.2: Under the exit offer initiated by Hyline Textiles Limited, the entity listed on the stock exchange, out of total shares purchased by the Company 25,500 shares are under process for dematerialisation with Registrar and 3,300 shares are in Escrow Demat Account. Accordingly, Hyline Textiles Limited has become the subsidiary of the Company in the previous year.

Note 9.3: During the current period the Company has sold its investments in preference shares of Hyline Textiles Limited to Promoters of the Company at the rate of Rs. 20 per share based on the valuation report obtained and accordingly received cash of Rs. 40,80,000.

10 Long Term Loans & Advances

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Unsecured, considered good loans and Advances		
Advance Tax and TDS	450	450
VAT Credit	8	331
Advance for Purchase of shares of Hyline Textiles Limited	1,220	1,220
	653	2,905
Total	2,832	4,907

Note 10.1: The Company has given advance of Rs. 6,53,496/- for 28100 shares of Hyline Textiles Limited which are under process for dematerialisation with Registrar and Transfer Agents (RTA).



Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

11. Cash & Cash Equivalents

(All amounts in Rs. '000, unless otherwise stated)

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Cash on hand	1	35
Balance with bank	33,472	25,435
Total	33,473	25,469

12. Other Current Assets

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Balance with Bank Authorities	10	40
Interest Accrued But Not Due	6	31
Total	17	71

13. Revenue from operations

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Sale of services	200	600
Total	200	600

14. Other Income

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Dividend	-	0
Interest Income	-	-
Interest on Income Tax Refund	581	1,837
Profit on sale of investments	155	1
Liabilities / provisions no longer required written back	-	1
Total	736	1,839

15. Other expenses

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Bank Charges	-	1
Interest on TDS	0	12
Late Filing Fees (ITDs)	-	1
Legal & Professional Charges	5	138
Salaries written off	0	-
Payment to Auditors	-	105
BOD Fees	3	2
Stamp Duty Charges	4	-
Loss on sale of investments (refer note 5)	8,030	-
Donat Charges	72	5
Office Expenses	24	35
Trading Accounting Charges	-	4
Total	8,139	268



Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

16 Finance Costs

Particulars	[All amounts in Rs. '000, unless otherwise stated]	
	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Interest on Loan	-	-
Total	-	-

17 Earning Per Share

Particulars	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Earning available for Equity Shareholders	(52,17,407)	18,06,596
Weighted average no. of shares	77,36,900	77,36,900
Earning per share	(0.67)	0.23

18 Micro, Small & Medium Enterprise under Micro and Small Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. This information has been relied upon by the Auditors.

19 Related party disclosure indicate loans from shareholders & directors which are pursuant to Accounting Standard - 18. The details being mentioned below:

Name of the related parties and related party relationship

Hytone Textiles Limited	Subsidiary Company
Kausik Moraji Chheda	Director
Satish Gali	Director
Anand Tilak Shah	Director
Ashwaj Tejpal Shah	Director
Praful Kashraj Dethia	Director
Nunkeeth Shah	Director
Moraji Chheda	Director
Mint Gali	Director
Kausik Moraji Chheda-HUF	Relative of Director
Sunil Shah	Relative of Director
Shank Praful Dethia	Relative of Director
Shrinine Praful Dethia	Relative of Director
Ashwaj T. Shah - HUF	Relative of Director
Ketan K. Shah	Relative of Director
Sakant K. Shah	Relative of Director
Kanjan Gali	Relative of Director
Kalpesh P. Shah	Relative of Director
Satish K. Shah - HUF	Relative of Director
Praful Dethia HUF	Relative of Director
Satish Gali - HUF	Relative of Director
Anand Tilak Shah HUF	Relative of Director
Indira K. Shah	Relative of Director
Raman A. Shah	Relative of Director
Anand K. Chheda	Relative of Director



Anant Synthetics Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31st July, 2024

The following transactions were carried out with the related parties in the course of business:

(All amounts in Rs. '000, unless otherwise stated)

Particulars	For the year ended 31st July, 2024 (Rs.)	For the year ended 31st March, 2024 (Rs.)
Long term Borrowings, taken		
Anant K Chheda	-	1
Kaushik Minraj Chheda	-	2,712
Mishra Gali	-	2
Rangan S. Gali	-	3
Satish Gali	2,350	4,108
Amrut Tilak Shah	-	3,158
Indira A Shah	-	5
Naman A Shah	-	3
Rushabh Shah	-	3
Pratul Keshavji Dedhia	1,300	2,809
Kalpna P Shah	-	4
Ketan K Shah	-	0
Long term Borrowings, repaid		
Anant K Chheda	-	1
Kaushik Minraj Chheda	1,850	1,812
Mishra Gali	-	2
Rangan S. Gali	-	3
Satish Gali	3,550	2,809
Amrut Tilak Shah	3,810	1,608
Indira A Shah	-	5
Naman A Shah	-	3
Rushabh Shah	-	3
Pratul Keshavji Dedhia	3,600	1,609
Kalpna P Shah	-	4
Ketan K Shah	-	0

Balances Outstanding as at the balance sheet date

Name of Related Party	As at 31st July, 2024 (Rs.)	As at 31st March, 2024 (Rs.)
Long term Borrowings		
Kaushik Minraj Chheda	100	1,510
Satish Gali	100	1,900
Amrut Tilak Shah	100	1,510
Pratul Keshavji Dedhia	100	2,520



Anant Synthetics Private Limited
Notes forming part of Standalone Financial Statements for the Year ended 31st July, 2024

20. Additional Regulatory Disclosures:

- Details of Loans given, Investments made and Guarantees given in security provided covered u/s 186 (4) of the Companies Act, 2013 are given under respective heads. The said loans and guarantees have been given for business purpose.
- There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has not been declared a wilful defaulter by any bank or financial institution.
- There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- The Company have sanctioned borrowings/facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.

- 21.** The Company's financial assets constituted more than 10 percent of the total assets and income from financial assets was more than 50 percent of aggregate revenue for that year. Due to this technical matter, in the current year the company fell in the category of Non-Banking Financial Company (NBFC) under Section 45 (IA) of RBI Act, 1948. This is the temporary situation arising due sale of investments in the subsidiary in the previous year and the Company intends to take necessary steps to come out of this situation.

- 22.** Comparative financial information (i.e. the amounts and other disclosures of the preceding year) presented above is included as an integral part of the current period's financial statements, and is to be read in relation to the amount and disclosures relating to the current period. Previous year's figures (including those which are in brackets) have been reclassified/reorganized/modified wherever necessary.

As per Report of even date attached

Per PwC P B & Associates
Chartered Accountants
FARN:114942W



Pratik Sarda
Partner
Membership No: 109175


Date: 26 August, 2024
Place: Mumbai

UDIN: 24105175BKFJAC3639



For and on behalf of the Board
Anant Synthetics Private Limited


Anant T Shah
Director
DIN:00259420


Pratul K. Dodhia
Director
DIN:01103424

Date: 26 August, 2024
Place: Mumbai

**SADGURU GRUH NIRMAN PRIVATE
LIMITED**

ANNUAL ACCOUNTS

**FOR THE YEAR ENDED
31ST MARCH 2024**

CGCA & ASSOCIATES LLP
(Formerly known as UKG & Associates)
CHARTERED ACCOUNTANTS
907, Kohinoor Square, 9th Floor, B Wing,
NC Kelkar Road, RG Gadkari Chowk,
Dadar (East), Mumbai - 400 014.
Tel: +91 22 4042 2400

Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report and the Company's audited financial statement for the period ended March 31, 2024.

Financial Highlights:

The financial performance of the Company, for the year ended March 31, 2024 is summarized below:

(Amount in ₹ '000)

Particulars	FY 2023-24	FY 2022-23
Profit/ (Loss) Before Depreciation, Interest and Tax	(69.97)	(23.23)
Less: Depreciation	0	0
Less: Interest	(16.83)	0
Profit (Loss) Before Exceptional Item and Tax	(53.14)	(23.23)
Less: Exceptional Items	0	0
Profit / (Loss) Before Tax	(53.14)	(23.23)
Less: Tax Expense	0	0
Profit/(Loss) After Tax	(53.14)	(23.23)
Add: Balance brought forward from previous year	(1,280.51)	(1,257.28)
Balance Carried to Balance Sheet	(1,333.65)	(1,280.51)

Overview of business and state of Company's affairs:

The Company is engaged in the business of builders and contractors, land developers, dealers in estates, land and property estate agents. The Company has reported a net loss of ₹ 53.14 thousands for the current year as compared to net loss amounting to ₹ 23.23 thousand in the previous year.

The Directors of Company are evaluating causes of such losses and evaluating more opportunities for Company to evade such losses in future. Your Directors are hopeful that the Company will perform better in the ensuing years.

Reserves:

Your Directors have not appropriated any amount to be transferred to reserves for the year under review.



Net worth:

The Net worth of the Company as on March 31, 2024 was ₹ (1,233.65) thousands as compared to ₹ (1,180.51) thousands as on March 31, 2023.

Share Capital

During the year under review, there was no change in the Authorised and Paid-up share capital of the Company.

Material changes between the date of the Board Report and end of Financial Year:

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Dividend:

Your Directors have not recommended any dividend on equity shares for the year under review.

Details of Subsidiary/Joint Ventures/Associate Companies:

As on March 31, 2024, the Company does not have any subsidiary / joint venture / associate companies. The Company has become the subsidiary of Hytone Textstyles Limited w.e.f. January 12, 2024 and Anant Synthetics Private Limited is the ultimate holding Company of the Company.

Change in the nature of business:

During the year under review there was no change in the nature of the business of the company.

Registered Office:

The Company has shifted its registered office from Flat No.7, Jay Parash Apt. CHS. Ltd., Plot 52, Vallabh Baug Lane, 90 ft. Road, Garodia Nagar, Ghatkopar West, Mumbai 400077, Maharashtra to Plot No. 70, TTC MIDC Industrial Area, Mahape, Navi Mumbai, Thane 400710, Maharashtra w.e.f January 23, 2024.



Handwritten signatures and initials in blue ink.

Directors:

Mr. Amrut Shah (DIN: 00259420) and Mr. Praful Dedhia (DIN: 01103424), were appointed as an Additional Directors on the Board of Director of the Company with effect from January 12, 2024. They shall hold office up to the date of the ensuing Annual General Meeting of the Company. It is proposed to recommend their appointment as Director at the ensuing Annual General Meeting.

Further, Mr. Satish Gala (DIN: 01511534) and Mr. Kaushik Chheda (DIN: 01015520) were appointed as an Additional Directors on the Board of Director of the Company with effect from May 1, 2024. They shall hold office up to the date of the ensuing Annual General Meeting of the Company. It is proposed to recommend their appointment as Director at the ensuing Annual General Meeting.

Mr. Harish Visharia (DIN: 00210613) and Mr. Rushabh Visharia (DIN: 00210832) resigned as Directors of the Company with effect from January 12, 2024. The Board places on record its appreciation towards the valuable contribution made by Mr. Harish Visharia and Mr. Rushabh Visharia during their tenure as Director of the Company.

Directors' Responsibility Statement:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the loss of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.



Extract of Annual Return:

Extract of Annual Return of the Company is annexed herewith as **Annexure I** to this Report.

Contracts and arrangements with Related Parties:

During the year under review, all contracts / arrangements / transactions entered into by the Company with related parties were in the ordinary course of business and on an arm's length basis. During the financial year, the Company had not entered into any contract / arrangement / transaction with related parties which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. The details of the related party transactions during the year under review are provided in Notes to the financial statement.

Risk Management:

The Board of Directors of the Company have formulated a risk management policy of the Company. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its business.

Statutory Auditors:

At the Annual General Meeting held on November 30, 2021, M/s. S. A. Porwal & Associates, Chartered Accountants (FRN: 146381W), were appointed as statutory auditors of the Company to hold the office till the conclusion of the Annual General Meeting to be held in the year 2026. However, M/s. S. A. Porwal & Associates, Chartered Accountants (FRN: 146381W) resigned from the office of Statutory Auditors of the Company due to professional commitments and pre-occupation in other assignments.

At the Extra- Ordinary General Meeting held on March 4, 2024, M/s. CGCA & Associates LLP, Chartered Accountants (FRN: 123393W), were appointed as Statutory Auditors of the Company to hold the office till the conclusion of the Annual General Meeting to be held in the year 2024. They have confirmed their eligibility and qualification required under the Act for holding office as Statutory Auditors of the Company.

At the ensuing Annual General Meeting, it is proposed to recommend the appointment of M/s. CGCA & Associates LLP., Chartered Accountants (FRN: 123393W) as Statutory Auditors of the Company who shall hold office till the conclusion of the Annual General Meeting to be held for the financial year 2029. The Company has received a letter from the them to the effect that their appointment, if made, will be within the prescribed limits under the provisions of Companies Act and that they are not disqualified for such appointment within



the meaning of Companies Act, 2013.

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The observation made by the Statutory Auditors in their Report read with relevant notes to accounts and accounting policies are self-explanatory and therefore, do not call for any further comments.

Cost Auditors:

Section 148 of the Companies Act, 2013 is not applicable on the Company and hence no cost audit was conducted.

Detail of fraud as per auditor's report:

There is no fraud in the Company during the financial year ended March 31, 2024. This is also being supported by the report of the Auditors of the Company in their audit report for the financial year ended March 31, 2024.

Meetings of the Board:

During the year under review, four meetings of the Board were duly held in accordance with the provisions of Companies Act, 2013.

The names of the members of the Board, their attendance at the Board Meetings is as under:

Date	Board Strength	No of Director's Present
September 26, 2023	2	2
January 10, 2024	2	2
January 12, 2024	4	4
February 24, 2024	2	2

Attendance of Directors at Board Meetings:

Name of Director	Attendance at meetings during the Year
Mr. Harish Visharia	3
Mr. Rushabh Visharia	3
Mr. Amrut Shah	2
Mr. Praful Dedhia	2



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text 'SARVODAYA TRADING & INDUSTRIES LTD.' around the perimeter and 'MUMBAI' in the center.

Particulars of loans given, investments made, guarantees given and securities provided:

There were no loans given, investments made, guarantees given or securities provided in terms of section 186 of the Companies Act, 2013 during the year under review.

Particulars of employees:

The provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company. Hence, no information is required to be appended to this report in this regard.

Disclosure under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and rules made there under, your Company has adopted a Sexual Harassment Policy for women to ensure healthy working environment without fear of prejudice, gender bias and sexual harassment.

The Board states that during the year under review there were no cases or complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Also, there were no cases of child labour, forced labour, involuntary labour and discriminatory employment.

Details of material Orders passed by Regulators/Courts/Tribunals:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Disclosure of Particulars with Respect of Conservation of Energy:

(A) Conservation of Energy-

- (i) the steps taken or impact on conservation of energy – The Company is not engaged in any manufacturing or processing activity so no steps are required to be taken for conservation of energy.
- (ii) the steps taken by the Company for utilising alternate sources of energy - The Company is committed to reduce dependence on energy from fossil fuel.
- (iii) the capital investment on energy conservation equipments – NIL



(B) Technology Absorption-

- (i) the efforts made towards technology absorption – NIL
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution – NIL
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not applicable
 - (a) the details of technology imported;
 - (b) the year of import;
 - (c) whether the technology been fully absorbed;
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) the expenditure incurred on Research and Development – NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO

	Current Year	Previous Year
(a) Foreign Exchange Outgo	NIL	NIL
(b) Foreign Exchange Earnings	NIL	NIL

Secretarial standards

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by the Company.



General:

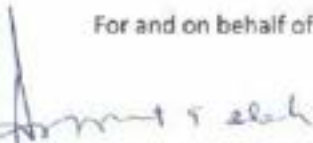
Your Directors state that no disclosures or reporting is required in respect of the following items:

1. As the Company did not have any subsidiary, joint venture or associate during the year, the reporting requirements under Rules 5, 6, 8(1) and 8(5)(iv) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.
2. Details relating to deposits covered under chapter V of the Act.
3. Issue of shares including sweat equity shares to employees of the Company under any scheme including ESOS.
4. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
5. No significant or material orders were passed by the regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.
6. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016 and there are no instances of onetime settlement with any bank or financial institution, during the year under the review.

Acknowledgement:

Your directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities and members during the year under review.

For and on behalf of Board of Directors



Amrut Shah
Director
DIN: 00259420



Praful Dedhia
Director
DIN: 01103424



Date: June 24, 2024

Place: Navi Mumbai

Annexure I to Boards' Report:

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U45400MH2012PTC231307
ii.	Registration Date	21/05/2012
iii.	Name of the Company	Sadguru Gruh Nirman Private Limited
iv.	Category/Sub-Category of the Company	Private Company Limited By Shares Indian Non-Government Company
v.	Address of the Registered office and contact details	*Plot No. 70, TTC MIDC Industrial Area, Mahape, Navi Mumbai, Thane 400710, Maharashtra Email: amrutshah24@gmail.com Contact no: +91 90046 82236
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited Address: C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai- 400083 Phone- 91 002 49186000

* The Registered Office of the Company has been shifted to from Flat No.7, Jay Parash Apt. CHS. Ltd., Plot S2, Vallabh Baug Lane, 90 ft. Road, Goradia Nagar, Ghatkopar West, Mumbai 400077, Maharashtra to Plot No. 70, TTC MIDC Industrial Area, Mahape, Navi Mumbai, Thane 400710, Maharashtra w.e.f January 23, 2024.



II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sr. No	Name and Description of main services /products	NIC Code of the product/services	% total turnover of the Company
*NIL			

*The Company has not generated any revenue during the year 2023-24

I. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. no	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Hytone Textstyles Limited	U17120MH1989PLC050330	Holding Company	100%	2(46)
2.	Anant Synthetics Private Limited	U17100MH1989PTC053858	Ultimate Holding Company	0%	2(46)



II. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	10,000	10,000	100%	0	*8	*8	0.08%	(99.92%)
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	9,992	9,992	99.92%	99.92%
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1): -	0	10,000	10,000	100%	0	10,000	10,000	100%	0
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2): -	0	0	0	0	0	0	0	0	0

B. Public Shareholding									
1. Institutions									



a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2)	0	0	0	0	0	0	0	0	0



Total Public Shareholding (B)=(B)(1) + (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	10,000	10,000	100	0	10,000	10,000	100	0

**Includes 8 shares held by a nominee, jointly with Hytone Textstyles Limited, the holding Company and the beneficial interest in such shares is with Hytone Textstyles Limited.*



II. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Rushabh Visharia	5,000	50%	-	-	-	-	(50%)
2	Mr. Harish Visharia	5,000	50%	-	-	-	-	(50%)
3	M/s. Hytone Textstyles Limited	-	-	-	*10,000	100%	-	100%
	Total	10,000	100%	-	10,000	100%	-	100%

*Includes 8 shares jointly held by Mr. Amrut Shah, Mr. Anant Chheda, Mrs. Indira Shah, Mr. Kaushik Chheda, Mr. Praful Dedhia, Mrs. Ranjan Gala, Mr. Satish Gala and Mrs. Kalpana Dedhia with Hytone Textstyles Limited as a nominee of Hytone Textstyles Limited.



iii. **Change in Promoters' Shareholding (Please specify, if there is no change)**

Sr. no	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Mr. Rushabh Visharia	5,000	50%	01.04.2023				
				12.01.2024	(5000)	Transfer of Shares	-	-
				31.03.2024	-	-	-	-
2	Mr. Harish Visharia	5,000	50%	01.04.2023				
				12.01.2024	(5000)	Transfer of Shares	-	-
				31.03.2024	-	-	-	-
3	M/s. Hyzone Textstyles Limited	-	-	01.04.2023				
				12.01.2024	10,000	Transfer of Shares	10,000	100%
				31.03.2024	-	-	10,000	100%





iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For each top ten Share holders				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-



v. Shareholding of Directors:

Sr. No	Name of Directors	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Rushabh Visharia	5,000	50%	-	-	-	-	(50%)
2.	Mr. Harish Visharia	5,000	50%	-	-	-	-	(50%)
3.	*Mr. Satish Gala	-	-	-	1	0.01%	-	0.01%
4.	*Mr. Kaushik Chheda	-	-	-	1	0.01%	-	0.01%
5.	*Mr. Amrut Shah	-	-	-	1	0.01%	-	0.01%
6.	*Mr. Praful Dedhia	-	-	-	1	0.01%	-	0.01%
	Total	10,000	100%	-	4	0.04%	-	0.04%

*Shares are held jointly with Hytone Textstyles Limited, the holding Company and the beneficial interest in such shares is with Hytone Textstyles Limited.



V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹ '000)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	1,170.38	-	1,170.38
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total (i+ii+iii)	-	1,170.38	-	1,170.38
Change in Indebtedness during the financial year				
- Addition	-	54.62	-	54.62
- Reduction	-	-	-	-
Net Change	-	54.62	-	54.62
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,225	-	1,225
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,225	-	1,225



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Whole-time Director/Manager/Managing Director

(Amount in ₹ '000)

Sl. No.	Particulars of Remuneration	Name	Total Amount
1.	Gross salary a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b. Value of perquisites u/s 17(2) Income-tax Act, 1961. c. Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as 4 % of profit - others, specify...	-	-
5. -	Others, please specify	-	-
6.	Total (A)	-	-
	Ceiling as per the Act		





B. Remuneration to other directors:

(Amount in ₹ '000)

Sl. No.	Particulars of Remuneration	Name of the Directors		Total Amount
	<u>Executive Director</u>	-	-	-
	<u>Independent Directors</u>			
	- Fee for attending board committee meetings	-	-	
	- Commission	-	-	
	- Others, please specify	-	-	
	Total (1)	-	-	-
	<u>Other Non-Executive Directors</u>			
	- Fee for attending board committee meetings	-	-	-
	- Commission	-	-	-
	- Others, please specify - Remuneration	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act			





C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b. Value of perquisites u/s 17(2) Income-tax Act, 1961 c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
6.	Total				





VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made, If any (give details)
A. Company					
Penalty	NIL				
Punishment					
Compounding					
B. Directors					
Penalty	NIL				
Punishment					
Compounding					
C. Other Officers In Default					
Penalty	NIL				
Punishment					
Compounding					

For and on behalf of Board of Directors




Amrut Shah
Director
DIN: 00259420

Praful Dedhia
Director
DIN: 01103424



Date: June 24, 2024

Place: Navi Mumbai



Independent Auditor's Report

To the members of Sadguru Gruh Nirman Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Sadguru Gruh Nirman Private Limited** ('the Company') which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss [including other comprehensive income, the Cash Flow Statement and the statement of changes in equity for the year then ended and notes to financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and gives a true and fair view in conformity with the accounting principles [with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the companies (Ind AS) Rules, 2015] and other accounting principal generally accepted in India of the state of affairs of the Company as at 31st March 2024 and its loss [including the other comprehensive income] its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the [Management Discussion and Analysis on Corporate Governance], Directors Report, but does not include the financial statements and our auditor's report thereon.

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





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

Responsibilities of Management and Those Charged with Governance for the financial statements

The accompanying financial statements have been approved by the Company's Board of Directors. 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 financial statements that give a true and fair view of the financial position, financial performance [including other comprehensive income, changes in equity] and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards [IND AS] 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either 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 Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As a part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:





- a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. Conclude on the appropriateness of Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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





Report on Other Legal and Regulatory Requirements

1. With respect to the matters to be included in the Auditors Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, during the year under review no remuneration has been paid by the company to any of its directors. Accordingly, provisions of Section 197 of the Act relating to remuneration to directors are not applicable.
2. A. As required by Section 143 (3) of the Act, based on our audit, we report, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying financial statements;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books *except for the matters stated in the paragraph (B-vi) below, on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;*
 - (c) The Financial statements dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards 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 and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
 - (f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (g) Clause (i) of Section 143(3) is not applicable pursuant to notification G.S.R 583(E) dated 13 June 2017
- B. 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 the impact of pending litigations *(if any)* on its financial position as at 31st March, 2024 in its financial statements:





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CHARTERED ACCOUNTANTS

Champak K. Dedhia B.Com., FCA

Gautam R. Mota B.Com., LLB, FCA

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts:
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024;
- iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
 - a. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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; and
 - b. No funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, 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 and
 - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses iv. (a) and (b) above contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. Based on our examination which included test checks and information given to us, the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March 2024, which did not have a feature of recording audit trail (edit log) facility throughout the year for all the relevant transactions recorded in the respective software, hence we are unable to comment on audit trail feature for the said software.




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3. 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.

For CGCA & Associates LLP
Chartered Accountants
Firm Regn No: 123393W/ W100755


Champak K. Dedhia
Partner
Membership No: 101769
Place: Mumbai
Date: 24th June 2024
UDIN: 24101769BKAJQN8840



Annexure – A referred to in paragraph 3 of the Independent Auditor's Report of even date to the members of Sadguru Gruh Nirman Private Limited on the financial statements for the year ended 31st March 2024

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) The Company does not have any Property, Plant and Equipment and Intangible Assets, hence para 3(i) of the said order is not applicable to the company.
- (ii) The Company does not have any inventory and hence the para 3(ii) of the said order is not applicable to the company.
- (iii) The company has not made any investments or granted any loan or guarantees to any parties. Accordingly, para 3(iii) of the said order is not applicable to the company.
- (iv) The Company has not given loans, investments, guarantees and securities to parties covered under section 185 and 186. Accordingly, para 3(iv) of the said order is not applicable to the Company.
- (v) The Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, para 3(v) of the said order is not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the central government has not specified maintenance of the cost records under section 148(1) of the Companies Act, 2013 in regard to the activities of the Company. Accordingly, para 3(vi) of the said order is not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company is regular in depositing undisputed statutory dues including income tax, custom duty, cess and other material statutory dues to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - b) There are no statutory dues mentioned in sub-clause (a) above which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of account.





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- (ix) The Company has no loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, para 3(ix) of the Order is not applicable;
- (x) According to the information and explanations given to us and on the basis of our examination of the records of the Company:
 - a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under para 3(x)(a) of the Order is not applicable to the Company.
 - b) Preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under para 3(x)(b) of the Order is not applicable to the Company.
- (xi)
 - a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees 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 by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
 - c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year; accordingly, para 3 (xi)(c) is not applicable to the Company;
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, para 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all the transactions entered into by the company with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable. Further, the details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules, 2015 as prescribed under Section 133 of the Act.
- (xiv) According to the information given to us and based on our examination of the records of the company, internal audit is not applicable to the company as per the relevant provisions of the Act and hence reporting under para 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with its directors and accordingly, reporting under para 3(xv) of the Order with respect to compliance with the provisions of sec 192 of the Act are not applicable to the company.





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- (xvi) (a) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Accordingly, reporting under para 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has incurred cash losses of Rs.10,646/- and Rs.17,232/- during the financial year covered by our audit and the immediately preceding financial year respectively.
- (xviii) There has been resignation of the statutory auditors during the year, as informed, there has been no issues, objections or concerns raised by the outgoing auditor.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (refer note 16 and 23 of financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, support letter received from Holding Company, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management 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 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 have also reviewed the financials of Holding Company, based on which we believe that the Company has the ability to discharge the financial liabilities of the company as and when they fall due. 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) According to the information and explanations given to us, the Company does not fulfil the criteria as specified under Section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 for the year under consideration. Accordingly, reporting under para 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under para 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the company. Accordingly, no comment has been included in respect of the said clause under this report

Place: Mumbai
Date: 24th June 2024
UDIN: 24101769BKAJQN8840



For CGCA & Associates LLP
Chartered Accountants
Firm Regn no. 123393W/ W100755


Champak K. Dedhia
Partner

Membership, No. 101769

SADGURU GRUH NIRMAN PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2024

(₹ in '000s)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
ASSETS				
CURRENT ASSETS				
<u>Financial Assets</u>				
Cash & Cash Equivalents	3	57.03	13.05	13.05
Other Current Assets	4	3.25	-	-
Total Current Assets		60.28	13.05	13.05
TOTAL ASSETS		60.28	13.05	13.05
EQUITY AND LIABILITIES				
EQUITY				
Equity Share Capital	5	100.00	100.00	100.00
Other Equity	6	(1,333.65)	(1,280.51)	(1,257.28)
Total Equity		(1,233.65)	(1,180.51)	(1,157.28)
LIABILITIES				
CURRENT LIABILITIES				
<u>Financial Liabilities</u>				
Borrowings	7	1,225.00	1,170.38	1,153.15
Trade Payables	8			
Dues to Micro & Small Enterprises		8.85	-	-
Dues to Others		15.00	23.18	17.18
Other Financial Liabilities	9	15.14	-	-
Other Current Liabilities	10	4.93	-	-
Provisions	11	25.00	-	-
Total Current Liabilities		1,293.93	1,193.56	1,170.33
TOTAL EQUITY AND LIABILITIES		60.28	13.05	13.05

CORPORATE INFORMATION

1

SIGNIFICANT ACCOUNTING POLICIES

2

NOTES ON ACCOUNTS

3 to 26

As per our report attached of even date

For CGCA & Associates LLP

Chartered Accountants

(Firm Reg. No. 123393W/W100755)

Champak K Dedhia

Partner

Membership No. 101769

Mumbai, 24th June, 2024

UDIN: 241017K9BKAFJG03840

For and on behalf of the Board of Directors of

Sadguru Gruh Nirman Pvt Ltd

CIN: U45400MH2012PTC231307

Director

Praful K. Dedhia

DIN - 01103424

Mumbai, 24th June, 2024


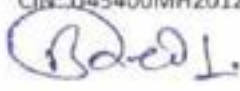

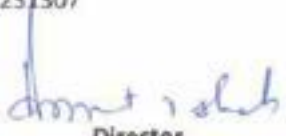

Director

Amrut T. Shah

DIN - 00259420

SADGURU GRUH NIRMAN PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(₹ in '000s)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
Income			
Revenue from Operations		-	-
Total Income		-	-
Expenses			
Finance Cost	12	16.83	-
Other Expenses	13	36.31	23.23
Total Expenses		53.14	23.23
Profit Before / (Loss) Tax and Exceptional Item		(53.14)	(23.23)
Exceptional Item		-	-
Profit Before Tax / (Loss)		(53.14)	(23.23)
Tax Expenses			
Current tax		-	-
Deferred tax	14	-	-
Profit After Tax		(53.14)	(23.23)
Other Comprehensive Income			
Items not to be classified to profit or loss (net of tax)		-	-
Total Other Comprehensive Income for the year		-	-
Total Comprehensive Income for the year		(53.14)	(23.23)
Earnings Per Share - Basic & Diluted (₹)	15	(5.31)	(2.32)
CORPORATE INFORMATION	1		
SIGNIFICANT ACCOUNTING POLICIES	2		
NOTES ON ACCOUNTS	3 to 26		
As per our report attached of even date			
For CGCA & Associates LLP Chartered Accountants (Firm Reg. No. 123393W/W100755)		For and on behalf of the Board of Directors of Sadguru Gruh Nirman Pvt Ltd CIN: U45400MH2012PTC231307	
 Champa K. Dedhia Partner Membership No. 101769 Mumbai, 24th June, 2024 UDIN: 2401628KPA36N5540		 Praful K. Dedhia Director DIN - 01103424 Mumbai, 24th June, 2024	
		 Amrut T. Shah Director DIN - 00259420	
			

SADGURU GRUH NIRMAN PRIVATE LIMITED
STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

(₹ in '000s)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	(53.14)	(23.23)
Add / (Less):- Adjustments for Non-Cash / Non-Operating Items:		
Finance Cost	16.83	-
Operating Profit Before Changes in Working Capital		
Adjustment for Changes in Working Capital		
Increase / (Decrease) in Trade Payables	0.67	6.00
Increase / (Decrease) in Other Financial Liabilities	(1.68)	-
Increase / (Decrease) in Other Current Liabilities	4.93	-
Increase / (Decrease) in Current Provisions	25.00	-
Increase / (Decrease) in Other Current Assets	(3.25)	-
Cash Generated from Operations	(10.65)	(17.23)
Less: Taxes Paid (Net of refund received)	-	-
NET CASH FLOW FROM OPERATING ACTIVITY (A)	(10.65)	(17.23)
B CASH FLOW FROM INVESTING ACTIVITIES		
Investments during the year	-	-
NET CASH FLOW FROM INVESTING ACTIVITY (B)	-	-
C CASH FLOW FROM FINANCING ACTIVITY		
Increase / (Decrease) in Short Term Borrowings	54.62	17.23
Finance Cost Paid	-	-
NET CASH FLOW FROM FINANCING ACTIVITY (C)	54.62	17.23
NET CASH FLOW FOR THE YEAR (A + B + C)	43.98	(0.00)
Add: Opening Balance of Cash & Cash Equivalents	13.05	13.05
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	57.03	13.05
RECONCILIATION OF CASH AND CASH EQUIVALENT		
TOTAL CASH AND BANK BALANCE AS PER BALANCE SHEET		
CASH AND CASH EQUIVALENT COMPRISES AS UNDER:		
Balance with banks in current accounts	50.99	13.02
Cash on Hand	6.04	0.04
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	57.03	13.05

Note

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.

CORPORATE INFORMATION

1

SIGNIFICANT ACCOUNTING POLICIES

2

NOTES ON ACCOUNTS

3 to 26

The accompanying notes are an integral part of these financial statements
As per our report attached of even date

For CGCA & Associates LLP

Chartered Accountants

(Firm Reg. No. 123393W/W100755)


Champa K. Dedhia
Partner

Membership No. 101769

Mumbai, 24th June, 2024

UDIN: 24101769KADJWS840



For and on behalf of the Board of Directors of
Sadguru Gruh Nirman Pvt Ltd
CIN: U45400MH2012PTC231307

Director

Praful K. Dedhia

DIN - 01103424

Mumbai, 24th June, 2024

Director

Amrut T. Shah

DIN - 00259420

SADGURU GRUH NIRMAN PRIVATE LIMITED
MATERIAL ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2024

1 CORPORATE INFORMATION

Sadguru Gruh Nirman Private Limited Company incorporated under the Companies Act, 1956. The company is engaged in the business of building and development of real estate properties.

The Standalone financial statement were authorised for issue in accordance with a resolution of the directors on 24th June 2024.

2 Note 2: STATEMENT OF MATERIAL ACCOUNTING POLICIES

This note provides a list of the Material Accounting Policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 BASIS FOR PREPARATION OF ACCOUNTS

a) Statement of Compliance with Ind AS

The Financial statements comply in all material aspects with Indian Accounting Standards (hereinafter referred to as "Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended notified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Act and other accounting principles generally accepted in India.

These Financial Statements for the year ended 31st March, 2024 are the first financial statements of the Company under IND AS. The date of transition to Ind AS is 1st April, 2022. Accordingly, the Company has followed the provisions of Ind AS 101, 'First Time Adoption of Indian Accounting Standards', in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. 1st April 2022. Certain of the Company's Ind AS accounting policies used in the Opening Balance sheet differed from its previous GAAP policies applied as at 31st March 2022, and accordingly adjustments were made to restate the opening balances as per Ind AS. The resulting adjustments arose from events and transactions before the date of transition to Ind AS. Therefore, as required by Ind AS 101, those adjustments were recognized directly through retained earnings as at 1st April 2022.

Refer Note 15 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and Cash Flows.

b) Historical Cost Convention

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following:

- Certain financial assets and liabilities that are measured at fair value
- Defined benefit plans - plan assets measured at fair value

c) Current versus Non-Current classification

All assets and liabilities have been classified as Current or Non Current as per the Company's normal operation cycle i.e. twelve months and other criteria set out in the Schedule III of the Act.

2.2 USE OF ESTIMATES

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, impairment of trade receivables, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.



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2.3 REVENUE RECOGNITION

Revenue from contract with customer is recognised, when a performance obligation is satisfied by transfer of promised goods or services to the customer, at an amount that reflects the consideration to which the company is expected to be entitled in exchange for those goods or services.

Revenue from real estate projects

Revenue is recognized at point in time with respect to contracts for sale of residential and commercial units as and when the control is passed on to the customers which is linked to the application and receipt of occupancy certificate.

In respect of development rights and other transferable development rights the Company recognises the revenue as and when the same is transferred.

Costs and progress payments received are accumulated during the course of the project. Revenue is not recognised until the project is substantially completed.

Interest receivable on customer dues is recognised as income in the Statement of Profit and Loss on accrual basis provided there is no uncertainty of realisation.

2.4 PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

a) Property, plant and equipment (PPE)

i) Recognition and measurement

Property, Plant & Equipment are stated at historical cost less the accumulated depreciation. Historical cost includes expenses directly attributable to the acquisition of the assets. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

ii) Subsequent expenditure

Expenditure incurred on substantial expansion upto the date of commencement of commercial production are capitalised. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

b) Capital Work-In-Progress And Pre-Operative Expenses During Construction Period

Capital work-in progress includes expenditure directly related to construction and incidental thereto. The same is transferred or allocated to respective Property, Plant and Equipment on their completion / commencement of production.

2.5 IMPAIRMENT OF NON- FINANCIAL ASSETS

An impairment loss is recognised if the carrying amount of an asset or cash-generating units (CGU) exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets of the CGU on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.



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2.6 DEPRECIATION AND AMORTISATION

Depreciation is provided on Straight Line Method as per the estimated useful life provided in Schedule II to the Companies Act, 2013

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Depreciation and amortization on property, plant and equipment added/disposed off during the year has been provided on pro-rata basis with reference to the date of addition/disposal.

Depreciation and amortization methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

2.7 FINANCIAL INSTRUMENTS

1. Financial Assets

a) Classification of financial assets

The Company classifies financial assets as subsequently measures at amortised cost, fair value through other comprehensive income or fair value through profit & loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

b) Initial recognition and measurement

All financial assets are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction cost that are attributable to the acquisition of the financial assets.

Trade receivable are carried at original invoice price as the sales arrangements do not contain any significant financial component. Purchase or sales of financial assets that required delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

c) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) primarily derecognised (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has neither transferred nor retained substantially all the risks and rewards all the assets, but has transferred control of the assets.

When the company has transferred its rights to receive cash flow from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all of the risks and rewards of the assets, nor transferred control of the assets, the Company continues to recognise the transferred asset to the extent of the company's continuing involvement. In the case, the company recognises and associated liability. The transferred asset and the associated liability are measured on a basis that reflect the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and maximum amount of consideration that the company could be required to repay.

d) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loan, debt security, deposits, and bank balance.
- Trade Receivables

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application simplified approach does not require the company to track change in risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivable. The provision matrix based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historically observed default rate updated and change in the forward looking estimates are analysed.



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II. Financial Liabilities and equity instruments

Debt and equity instruments issued by an entity are classified as either financial liability or as equity in accordance with substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

a) Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

b) Financial liabilities :- Classification

Financial liabilities are classified as either 'at FVTPL' or 'other financial liabilities' which consists of derivative financial instruments, wherein the gain/losses arising from remeasurement of these instruments are recognized in the statements of profit and loss. Other financial liability (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

c) Initial recognition and measurement:

All financial liability are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction cost that are attributable to issue of these instruments.

d) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of the new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

III. Fair Value

The Company determines the fair value of its financial instruments on the basis of the following hierarchy

Level 1 : The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.

- a) Examples include exchange traded commodity derivatives and other financial instruments in equity and debt securities which are listed in a recognised stock exchange

Level 2 : The fair value of financial instruments that are not traded in active markets is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate.

- b)
- c) Level 3 : The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs)

JO BORROWING COSTS

Borrowing Costs that are interest and other costs that the company incurs in connection with the borrowings of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest cost measured at EIR and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets, wherever applicable, till the assets are ready for their intended use. Such capitalisation is done only when it is probable that the asset will result in future economic benefits and the costs can be measured reliably. Capitalisation of borrowing cost is suspended and charged to statement when active development is interrupted.

Capitalisation of borrowing costs commences when all the following conditions are satisfied:

- Expenditure for the acquisition, construction or production of a qualifying asset is being incurred;
- Borrowing costs are being incurred; and
- Activities that are necessary to prepare the asset for its intended use are in progress.

A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue account.

Any specific borrowing which is outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings.



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2.01 ACCOUNTING FOR TAXES ON INCOME

a) Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Current tax assets and liabilities are offset only if, the Company :

- i) has legally enforceable right to set off the recognised amounts; and
- ii) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

a) Deferred Taxes

Deferred tax is recognised in respect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purpose.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences only if it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and Deferred Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Any tax credit including MAT credit available is recognised as Deferred Tax to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised. The said asset is created by way of credit to the Statement of Profit and Loss and shown under the head deferred tax asset.

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilised. Unrecognised Deferred Tax Assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset only if, the Company :

- i) has legally enforceable right to set off the recognised amounts; and
- ii) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.



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2.02 PROVISIONS AND CONTINGENT LIABILITIES

a) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

b) Contingent Liability

Contingent liabilities are not provided for and if material, are disclosed by way of notes to accounts. Contingent Liability is disclosed in the case of:

- i. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. A present obligation arising from the past events, when no reliable estimate is possible;
- iii. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

c) Contingent Assets

Contingent asset is not recognised in the financial statements. A contingent asset is disclosed, where an inflow of economic benefits is probable

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.03 LEASES

a) Company as a Lessee

As a lessee:

The Company recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the useful life of the asset or the balance lease term of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset shall be separately presented in the Balance Sheet and lease payments shall be classified as financing cash flows.

2.04 EARNING PER SHARE

a) Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing the profit/(loss) attributable to owners of the Company by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit/(loss) for the period after deducting preference dividends, if any, and any attributable distribution tax thereto for the period.



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b) Diluted Earnings Per Share

Diluted Earnings Per Share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.05 CASH AND CASH EQUIVALENTS

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

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments net of bank overdrafts which are repayable on demand as these form an integral part of the Company's cash management.

2.06 DIVIDEND

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorised and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.07 ROUNDING OFF

All amounts disclosed in the financial statements and notes have been presented in Indian Rupees (₹) and all values are rounded to the nearest thousand, except when otherwise indicated.

2.08 EVENTS OCCURRING AFTER THE REPORTING DATE

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Material non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' Report.

2.09 EXCEPTIONAL ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

2.10 OPERATING CYCLE

The Company's normal operating cycle in respect of operations relating to under-construction real estate projects may vary from project to project depending upon the size of the project, type of development, project complexities and related approvals. Operating cycle for all completed projects is based on 12 months period. Assets and liabilities have been classified into current and non-current, based on the project's operating cycle or a period of 12 months, as applicable.

2.11 SEGMENT REPORTING

As the Company has only one primary business activity, Segment reporting is not applicable.

2.12 STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2024



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SADGURU GRUH NIRMAN PRIVATE LIMITED
 NOTES FORMING PART OF FINANCIAL STATEMENTS
 NOTE 3 : FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

(₹ in '000s)

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Balances with Banks in Current Accounts	50.99	13.02	13.02
Cash on Hand	6.04	0.04	0.04
TOTAL	57.03	13.05	13.05

NOTE 4 : OTHER CURRENT ASSETS

Particulars	As at March 31, 2023 (Rs. in Lakhs)	As at March 31, 2022 (Rs. in Lakhs)	As at March 31, 2021 (Rs. in Lakhs)
Advance to Creditors	3.25	-	-
TOTAL	3.25	-	-



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NOTE 5 : EQUITY SHARE CAPITAL

Particulars	As at March 31, 2024		As at March 31, 2023		As at April 1, 2022	
	No. of Shares	Amount (Rs in '000)	No. of Shares	Amount (Rs in '000)	No. of Shares	Amount (Rs in '000)
Authorised						
10,000 Equity Shares of Rs. 10/- each	10,000	100.00	10,000	100.00	10,000	100.00
TOTAL AUTHORIZED SHARE CAPITAL	10,000	100.00	10,000	100.00	10,000	100.00
Issued, Subscribed & Paid Up						
10,000 Equity Shares of Rs. 10/- each fully paid-up	10,000	100.00	10,000	100.00	10,000	100.00
TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	10,000	100.00	10,000	100.00	10,000	100.00

a) Reconciliation of the number of shares outstanding :

Particulars	As at March 31, 2024		As at March 31, 2023		As at April 1, 2022	
	No. of Shares	Amount (Rs in '000)	No. of Shares	Amount (Rs in '000)	No. of Shares	Amount (Rs in '000)
Shares at the beginning of the year	10,000	100.00	10,000	100.00	10,000	100.00
Add: Fresh issue of Equity Share made during the year	-	-	-	-	-	-
Shares at the end of the year	10,000	100.00	10,000	100.00	10,000	100.00

b) Rights, Preferences and restrictions attached to shares

The company has one class of equity shares having a face value Rs. 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders will be entitled to receive any of the remaining asset of the company in proportion to the number of equity shares held by the shareholders, after distribution of all the preferential amounts.

c) Shares held by its holding company

Name of the Holding Company	As at March 31, 2024		As at March 31, 2023		As at April 1, 2022	
	No. of Shares	Amount (Rs in '000)	No. of Shares	Amount (Rs in '000)	No. of Shares	Amount (Rs in '000)
Hytone Textstyles Limited*	10,000	100.00	-	-	-	-
Total	10,000	100	-	-	-	-

* Out of above shares as held by Hytone Textstyles Limited, 8 shares are held by nominee who are as under
Details of Nominee and number of shares held are as follows:

Name of the Nominee	No. of Shares Held
	As at March 31, 2024
Amrut Tilak Shah	1
Anant Kaushik Chheda	1
Indira Shah	1
Kaushik Chheda	1
Pratul Dodiya	1
Ranjan Gala	1
Satish Gala	1
Kalpna Dodiya	1
Total	8

d) Shareholders holding more than 5% shares each:

Name of the Promoter Shareholder	As at March 31, 2024		As at March 31, 2023		As at April 1, 2022	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Hytone Textstyles Limited	10,000	100.00%	-	-	-	-
Rushabh Visharia	-	-	5,000	50.00%	5,000	50.00%
Harish Visharia	-	-	5,000	50.00%	5,000	50.00%
Total	10,000	100.00%	10,000	100.00%	10,000	100.00%

e) Disclosure of Shareholding of Promoters is as follows:-

As at 31st March 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Hytone Textstyles Limited	-	10,000	10,000	100%	100%
Rushabh Visharia	5,000	-5,000	-	0%	-50%
Harish Visharia	5,000	-5,000	-	0%	-50%
Total	10,000	-	10,000	100%	0%

As at 31st March 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Rushabh Visharia	5,000	-	5,000	50%	0%
Harish Visharia	5,000	-	5,000	50%	0%
Total	10,000	-	10,000	100%	0%

As at 1st April 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Rushabh Visharia	5,000	-	5,000	50%	0%
Harish Visharia	5,000	-	5,000	50%	0%
Total	10,000	-	10,000	100%	0%



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SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

A. Equity Share Capital

Particulars	As at March 31, 2024		As at March 31, 2023		As at April 1, 2022	
	No. of Shares	Amount (Rs in '000)	No. of Shares	Amount (Rs in '000)	No. of Shares	Amount (Rs in '000)
Balance as the beginning of the reporting period	10,000	100.00	10,000	100.00	10,000	100.00
Add: Changes in Equity Capital during the year	-	-	-	-	-	-
Balance at the end of the reporting period	10,000	100.00	10,000	100.00	10,000	100.00

B. NOTE 5 :Other Equity

Particulars	(₹ in '000s)	
	Retained Earnings	Total
Balance as on April 01, 2022	(1,257.28)	(1,257.28)
Profit / (Loss) for the period	(23.23)	(23.23)
As at March 31, 2023	(1,280.51)	(1,280.51)
Profit / (Loss) for the period	(53.14)	(53.14)
As at March 31, 2024	(1,333.65)	(1,333.65)



SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 7 : FINANCIAL LIABILITIES - SHORT TERM BORROWINGS

Particulars	(₹ in '000s)		
	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Unsecured:			
Loan from Related Party	1,225.00	1,170.38	1,153.15
TOTAL	1,225.00	1,170.38	1,153.15

Loan from Related Party is from holding company repayable on demand. Interest on the same is @ 7.5% p.a.

NOTE 8 : FINANCIAL LIABILITIES - TRADE PAYABLES

Particulars	(₹ in '000s)		
	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Due to Micro, Small and Medium Enterprises (Refer Note Below)	8.85	-	-
Due to Others	15.00	23.18	17.18
TOTAL	23.85	23.18	17.18

i. Based on the information in possession with the Company, suppliers has been identified as being covered under Micro, Small and Medium Enterprise Development Act, 2006 ("the Act").

ii. The Company has called for balance confirmation of Trade Payables on random basis. Out of which the Company has received response from some of the parties, which are subject to reconciliation with Company's account. The other balances of Trade Payables are subject to confirmation.

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

(₹ in '000s)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	8.85	-	-	-	8.85
(ii) Others	-	-	15.00	-	15.00
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	8.85	-	15.00	-	23.85

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

(₹ in '000s)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	7.50	15.68	-	-	23.18
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	7.50	15.68	-	-	23.18

Ageing for trade payables outstanding as at April 01, 2022 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	15.68	1.50	-	-	17.18
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	15.68	1.50	-	-	17.18

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
(i) Principal and interest amount remaining unpaid	8.85	-	-
(ii) Interest due thereon remaining unpaid	-	-	-
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-	-
(v) Interest accrued and remaining unpaid	-	-	-
(vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the supplier	-	-	-
Total	8.85	-	-



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Note 9 : FINANCIAL LIABILITIES - OTHERS (CURRENT)

Particulars	(₹ in '000s)		
	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Interest accrued and due on borrowings	15.14	-	-
TOTAL	15.14	-	-

NOTE 10 : OTHER CURRENT LIABILITIES

Particulars	(₹ in '000s)		
	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Statutory Dues	4.93	-	-
TOTAL	4.93	-	-

NOTE 11 : PROVISIONS (CURRENT)

Particulars	(₹ in '000s)		
	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Provision for Audit Fees	25.00	-	-
TOTAL	25.00	-	-

NOTE 12 : FINANCE COST

Particulars	(₹ in '000s)	
	As at March 31, 2024	As at March 31, 2023
Interest on borrowing	16.83	-
TOTAL	16.83	-

NOTE 13 : OTHER EXPENSES

Particulars	(₹ in '000s)	
	As at March 31, 2024	As at March 31, 2023
Payment to Auditors :		
Audit Fees	25.00	7.50
Other matters	8.85	-
Rates and taxes	1.90	-
Legal and Professional Fees	-	15.73
Bank Charges	0.56	-
TOTAL	36.31	23.23

NOTE 14 : TAX EXPENSE / (CREDIT)

A. RECONCILIATION OF EFFECTIVE TAX RATES

Particulars	(₹ in '000s)	
	As at March 31, 2024	As at March 31, 2023
Profit Before Tax	(53.14)	(23.23)
Applicable Tax rate	25.17%	25.17%
Tax expense at the applicable rate	(13.37)	(5.85)
Effect of expenses that are not deductible in determining taxable profit	2.23	-
Losses for the year on which deferred tax is not created	11.15	5.85
Tax Expenses recognised in Statement of Profit and Loss (A+B)	-	-
Effective tax rate for the year	0.00%	0.00%

Deferred Tax is recognized, subject to the consideration of prudence, in respect of deferred tax assets or liabilities, on timing differences, being the difference between taxable incomes and accounting incomes that originate in one period and are reversible in one or more subsequent periods.

^A In the absence of convincing evidence of availability of sufficient future taxable profit against which the unused tax losses or unused tax credits can be utilised by the entity, deferred tax assets have not been recognised as on 31st March, 2023 based on the facts and circumstances available then. Entity has reviewed the reasonability of the utilisation of unused tax loss of current year and is of the view to not recognise the deferred tax asset for the current year.



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NOTE 15(i) : FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (IND AS)

"These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31st March 2024, the comparative information presented in these financial statements for the year ended 31st March, 2023 and in the preparation of an opening Ind AS Balance Sheet at 1st April, 2022 (the Company's date of transition).

In preparing its opening Ind AS Balance Sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and Cash Flows is set out in the following tables and notes".

Exemptions applied

Ind AS 101 "First-time adoption of Indian Accounting Standards" allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Mandatory Exemption**1 Estimates**

An entity's estimates in accordance with Ind AS's at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were an error.

Ind AS estimates as at 1 April 2022 and 31 March 2023 are consistent with the estimates as at the same date made in conformity with the previous GAAP

2 Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

The remaining mandatory exceptions either do not apply or are not relevant to the Company.



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NOTE 14(ii) : RECONCILIATION OF EQUITY AS AT APRIL 01, 2022 AND MARCH 31, 2023

(₹ in '000s)

Particulars	As at March 31, 2023			As at April 01, 2022		
	Indian GAAP	Adjustments	Ind AS	Indian GAAP	Adjustments	Ind AS
ASSETS						
Current Assets						
Financial Assets						
Cash & Cash Equivalents	13.05	-	13.05	13.05	-	13.05
Total Current Assets	13.05	-	13.05	13.05	-	13.05
Non - Current Assets classified as held for sale						
TOTAL ASSETS	13.05	-	13.05	13.05	-	13.05
Particulars	As at March 31, 2023			As at April 01, 2022		
	Indian GAAP	Adjustments	Ind AS	Indian GAAP	Adjustments	Ind AS
EQUITY AND LIABILITIES						
Equity						
Equity Share Capital	100.00	-	100.00	100.00	-	100.00
Other Equity	(1,280.51)	-	(1,280.51)	(1,257.28)	-	(1,257.28)
Total Equity	(1,180.51)	-	(1,180.51)	(1,157.28)	-	(1,157.28)
Liabilities						
Current Liabilities						
Financial Liabilities						
Borrowings	1,170.38	-	1,170.38	1,153.15	-	1,153.15
Trade Payables	23.18	-	23.18	17.18	-	17.18
Total Current Liabilities	1,193.56	-	1,193.56	1,170.33	-	1,170.33
Liabilities associated with groups of assets held						
Total Liabilities	1,193.56	-	1,193.56	1,170.33	-	1,170.33
TOTAL EQUITY AND LIABILITIES	13.05	-	13.05	13.05	-	13.05




NOTE 14(iii) : RECONCILIATION OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in '000s)

Particulars	For the year ended March 31, 2023		
	Indian GAAP	Adjustment	Ind AS
Income			
Revenue from Operations	-	-	-
Total Income	-	-	-
Expenses			
Other Expenses	23.23	-	23.23
Total Expenses	23.23	-	23.23
Profit Before Tax and Exceptional Item	(23.23)	-	(23.23)
Exceptional Item	-	-	-
Profit Before Tax	(23.23)	-	(23.23)
Income Tax Expenses	-	-	-
Deferred Tax	-	-	-
Profit After Tax	(23.23)	-	(23.23)
Other Comprehensive Income not to be reclassified to Profit & Loss in subsequent years			
Items not to be classified to profit or loss (net of tax)	-	-	-
Total Other Comprehensive Income for the year	-	-	-
Total Comprehensive Income for the year	(23.23)	-	(23.23)




SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 16 :NOTE ON GOING CONCERN

The Company has incurred a loss during the year ended March 31, 2024 and has a negative net worth of Rs. 12,20,272 as at that date. However, during the year there has been a change in the shareholding and management as well. Considering the future business prospects of the new management and holding company support, financial statements of the company has been prepared on the going concern basis.

NOTE 17: CONTINGENT LIABILITIES & COMMITMENTS

There are no contingent liabilities and commitments during the period ended on 31st March,2024.

NOTE 18 : EARNINGS PER SHARE

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit/(Loss) for the year as per Statement of Profit & Loss	(53,137)	(23,232)
Weighted Average No. of Equity Shares for of Face Value ₹ 10 each	10,000	10,000
Earnings Per Share - Basic	<u>(5.31)</u>	<u>(2.32)</u>
Earnings Per Share - Diluted	<u>(5.31)</u>	<u>(2.32)</u>



SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 19: CAPITAL MANAGEMENT

The company's objective for Capital Management is to maximise shareholder value, safeguard business continuity, and support the growth of the company. Capital includes, Equity Capital and other reserves and surplus attributable to the equity shareholders of the company. The company determines the capital requirement based on annual operating plans and long term and strategic investment and capital expenditure plans. The funding requirements are met through a mix of equity, operating cash flows generated and debt. The operating management, supervised by the Board of Directors of the company regularly monitors its key gearing ratios and other financial parameters and takes corrective actions wherever necessary. The relevant quantitative information on the aforesaid parameters are disclosed in these financial statements.

Particulars	(₹ in '000s)		
	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Adjusted net debt	1,282.03	1,183.43	1,166.20
Adjusted equity	(1,233.65)	(1,180.51)	(1,157.28)
Net debt to equity ratio	(1.04)	(1.00)	(1.01)
Borrowings			
Borrowings (current)	1,225.00	1,170.38	1,153.15
Gross debt	1,225.00	1,170.38	1,153.15
Less : Cash and bank balances			
Cash and cash equivalents	57.03	13.05	13.05
Adjusted net debt	1,282.03	1,183.43	1,166.20
Total equity as per balance sheet	(1,233.65)	(1,180.51)	(1,157.28)
Adjusted equity	(1,233.65)	(1,180.51)	(1,157.28)




SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 20 : FINANCIAL INSTRUMENTS - CLASSIFICATION AND FAIR VALUE MEASUREMENT

(a) Financial Instruments - category and fair value hierarchy

The carrying value of financial instruments by categories as at year ending is as follows:

Particulars	(₹ in '000s)		
	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Financial Assets			
Amortised Cost			
Cash & Cash Equivalents	57.03	13.05	13.05
Total	57.03	13.05	13.05
Financial Liabilities			
Amortised Cost			
Borrowings	1,225.00	1,170.38	1,153.15
Trade Payable	23.85	23.18	17.18
Other Financial Liabilities	15.14	-	-
Total	1,263.99	1,193.56	1,170.33

Carrying amounts of Cash and Cash Equivalents, Borrowings, Trade Payables and Other Financial Liabilities as at March 31, 2024, March 31, 2023 and April 01 2022 approximate the fair value because of the short term nature.



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SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 21 : FINANCIAL RISK MANAGEMENT

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the managing board. The details of different types of risk and management policy to address these risks are listed below:

(a) Market Risk:-

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

(a)(i) Market Risk - Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The company's exposure to the risk of changes in market interest rates primarily to the Company's borrowings, both short term and long term obligations with floating interest rates, if any.

The interest rate profile of the Company's interest bearing financial instruments is as follows:

Exposure to interest rate risk

(₹ in '000s)

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 1, 2022
Fixed-rate instruments			
Financial Liabilities - Borrowings	1,225.00	1,170.38	1,153.15
Total	1,225.00	1,170.38	1,153.15

Sensitivity analysis to interest rate risk

The company doesn't account for any fixed rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

(a)(ii) Market Risk - Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price.

Exposure to Price risk

The Company is not exposed to the any price risk based item.

(a)(iii) Market Risk - Currency Risk

fluctuation in foreign currency exchange rates may have a potential impact on the statement of profit and loss and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Company. The company does not have any asset or liability in the foreign currency. In view of this it is not susceptible to market currency risk arising from fluctuation in foreign currency exchange rates.

(b) Credit Risk

Credit Risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The company does not have any receivables.

Other Financial Assets

The company maintains its Cash and Cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.



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Expected credit loss on financial assets other than trade receivable:

With regards to all financial assets with contractual cash flows other than trade receivable, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from whom these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected credit loss has been provided on such financial assets. Break up of financial assets other than trade receivables have been disclosed on balance sheet.

The Company's maximum exposure to credit risk as at 31st March 2024, 31st March 2023 and 01st April, 2022 is the carrying value of financial assets.

(c) Liquidity Risk

Liquidity Risk is the risk that the Company will face in meeting its obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Any short term surplus cash generated, over and above the amount required for working capital and other operational requirements is retained as Cash and Cash Equivalents (to the extent required).

Exposure to Liquidity Risk

The following table shows the maturity analysis of the Company's Financial Liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet Date:

Particulars	As at March 31, 2024		As at March 31, 2023		As at April 1, 2022	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Short Term Borrowings	1,225.00	-	1,170.38	-	1,153.15	-
Trade Payables	23.85	-	23.18	-	17.18	-
Other Financial Liabilities	15.14	-	-	-	-	-
TOTAL	1,263.99	-	1,193.56	-	1,170.33	-

(₹ in '000s)



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SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 22 : RELATED PARTY DISCLOSURES

List of related parties

A Holding Company

Hytone Textstyles Limited

B Key Managerial Personnel :

Director

- 1 Rushabh Visharia (ceased w.e.f 12.01.2024)
- 2 Harish Visharia (ceased w.e.f 12.01.2024)
- 3 Amrut Shah (w.e.f 12.01.2024)
- 4 Praful Dedhia (w.e.f 12.01.2024)

Name of Related Party	2023-24		2023-23	
	Amount	Balance O/S Dr/(Cr)	Amount	Balance O/S Dr/(Cr)
Key Management Personnel				
Harish Visharia				
Loan Taken	-	-	17.23	(489.56)
Loan Repaid	489.56	-	-	-
Rushabh Visharia				
Loan Taken	-	-	-	(680.82)
Loan Repaid	680.82	-	-	-
Holding Company				
Hytone Textstyles Limited				
Loan Taken	1,225.00	(1,225.00)	-	-
Interest on loan	15.83	15.14	-	-

Notes:

- i. Related parties are identified by the Company and relied upon by Auditors.



SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 23 : ANALYTICAL RATIOS

Particulars	Numerator/Denominator	March 31, 2024	March 31, 2023	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	0.05	0.01	325.96%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Equity}}$	NA	NA	NA
(c) Debt Service Coverage Ratio	$\frac{\text{Earning available for Debt Interest + Installments}}{\text{Interest + Installments}}$	NA	NA	NA
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	NA	NA	NA
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	NA	NA	NA
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	NA	NA	NA
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	NA	NA	NA
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Net Working Capital}}$	NA	NA	NA
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	NA	NA	NA
(j) Return on Capital employed	$\frac{\text{Net Profit}}{\text{Capital Employed}}$	NA	NA	NA
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	NA	NA	NA

Notes:

(a) Current Ratio	There has been higher cash inflow during the year as compared to last year and hence the current ratio is positively improved.
(b) Debt-Equity Ratio	Ratio cannot be given as the shareholders fund is negative
(c) Debt Service Coverage Ratio	In case of losses said ratio has not been calculated
(d) Return on Equity Ratio	Ratio cannot be given as the shareholders fund is negative
(e) Inventory turnover ratio	Ratio cannot be given as there is NIL Turnover
(f) Trade receivables turnover ratio	There are no trade receivables, so ratio is not ascertainable
(g) Trade payables turnover ratio	There are no purchases, so ratio is not ascertainable
(h) Net capital turnover ratio	Ratio cannot be given as there is NIL Turnover
(i) Net profit ratio	Ratio cannot be given as there is NIL Turnover
(j) Return on Capital employed	Ratio cannot be given as the shareholders fund is negative
(k) Return on investment	There are no investments in the books of accounts, so this ratio is not applicable

24 The Code on Social Security, 2020 (the "Code") has been enacted. The date of coming into force of the various provisions of the Code is to be notified and the rules thereunder are yet to be announced. The potential impact of the change will be estimated and accounted in the period of notification.

25 Other Information

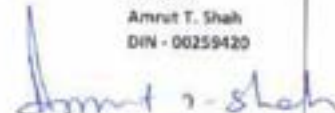
- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- The Company does not have any transactions with companies struck off.
- The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the year.



- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall :
- a) 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
- b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Company does not have any transactions which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
- vii) The Company has not given any Loans, Investments made and Corporate Guarantees given u/s 186(4) of the Companies Act, 2013.
- viii) The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- ix) Balances of Trade Receivables, Trade Payables, Advances and Deposits received / given, from / to customers are subject to confirmation and subsequent reconciliation if any.
- x) In the opinion of board, the value on realization of advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the balance sheet.
- xi) In the opinion of the board, provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 26 Previous year figures has been regrouped, rearranged and reclassified whenever necessary to conform with this year's classification.

CORPORATE INFORMATION	1
SIGNIFICANT ACCOUNTING POLICIES	2
NOTES ON ACCOUNTS	3 to 26

The accompanying notes are an integral part of these financial statements
As per our report attached of even date

<p>For CGCA & Associates LLP Chartered Accountants (Firm Reg. No. 123393W/W100755)</p> <p> Champa K Dedhia Partner Membership No. 101769 Mumbai, 24th June, 2024 UDIN: 24010169BKFTQNB340</p> <p></p>	<p>For and on behalf of the Board of Directors of Saguru Gruh Nirman Pvt Ltd CIN: U45400MH2012PTC231307</p> <p> Director Praful K. Dedhia DIN - 01103424 Mumbai, 24th June, 2024</p> <p></p> <p> Director Amrut T. Shah DIN - 00259420</p> <p></p>
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CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
LIMITED REVIEW REPORT
Champak K. Dedhia B.Com., FCA
Gautam R. Mota B.Com., LLB, FCA

To,
The Board of Directors,
Sadguru Gruh Nirman Private Limited,
Mumbai

Management's Responsibility

The Company's Board of Directors is responsible with respect to the preparation and presentation of the financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Companies Act; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Practitioner's Responsibility

We conducted our review in accordance with the standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

We have reviewed the accompanying statement of unaudited financial results ("Statement") of Sadguru Gruh Nirman Private Limited (the "Company") for the period ended 31st July, 2024 being submitted by the Company.

These financial statements are the responsibility of the Company's management and have been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

Restriction on Use

This report has been issued at the request of the management of the Company. Our certificate should not to be used for any other purpose or by any person other than the addressees / or its group companies. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For CGCA & Associates LLP
Chartered Accountants
Firm Reg. No.: 123393W / W100755




Champak K. Dedhia
(Partner)

Membership No. 101769

UDIN: 24101769BKAKIH1313
Mumbai, 21st August, 2024

SADGURU GRUH NIRMAN PRIVATE LIMITED

(CIN U45400MH2012PTC231307)

BALANCE SHEET AS ON 31ST JULY 2024

(Amount in ₹'000)

Particulars	Note No.	As at Jul 31, 2024
ASSETS		
CURRENT ASSETS		
<u>Financial Assets</u>		
Cash & Cash Equivalents	3	88.74
Total Current Assets		88.74
TOTAL ASSETS		88.74
EQUITY AND LIABILITIES		
EQUITY		
Equity Share Capital	4	100.00
Other Equity	5	(1,421.89)
Total Equity		(1,321.89)
LIABILITIES		
CURRENT LIABILITIES		
<u>Financial Liabilities</u>		
Borrowings	6	1,325.14
Trade Payables	7	
Dues to Micro & Small Enterprises		37.80
Dues to Others		15.00
Other Financial Liabilities	8	28.52
Other Current Liabilities	9	4.17
Total Current Liabilities		1,410.63
TOTAL EQUITY AND LIABILITIES		88.74

For and on behalf of the Board of Directors of
Sadguru Gruh Nirman Pvt Ltd



Praful K. Dedhia

Praful K. Dedhia
Director
DIN: 01103424

Satish K. Gala

Satish K. Gala
(Director)
DIN-01511534

Place : Navi Mumbai

Date : 21st August, 2024


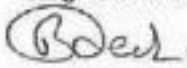
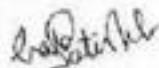


SADGURU GRUH NIRMAN PRIVATE LIMITED

(CIN U45400MH2012PTC231307)

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED JULY 31, 2024

(Amount in ₹'000)

Particulars	Note No.	Period ended Jul 31, 2024
Income		
Revenue from Operations		-
Total Income		-
Expenses		
Finance Cost	10	31.69
Other Expenses	11	56.56
Total Expenses		88.25
Profit Before Tax and Exceptional Item		(88.25)
Exceptional Item		-
Profit Before Tax		(88.25)
Tax Expenses		
Deferred Tax		-
Short Provision for Tax		-
Profit After Tax		(88.25)
Other Comprehensive Income		
Items not to be classified to profit or loss (net of tax)		-
Total Other Comprehensive Income for the year		-
Total Comprehensive Income for the year		(88.25)
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;"> <p>Place : Navi Mumbai Date : 21st August, 2024</p> </div> <div style="width: 30%; text-align: center;">  </div> <div style="width: 30%;"> <p>For and on behalf of the Board of Directors of Sadguru Gruh Nirman Pvt Ltd</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  Praful K. Dedhia Director DIN: 01103424 </div> <div style="text-align: center;">  Satish K. Gala (Director) DIN-01511534 </div> </div> </div> </div>		



SADGURU GRUH NIRMAN PRIVATE LIMITED

(CIN U45400MH2012PTC231307)

STATEMENT OF CASH FLOW FOR THE PERIOD ENDED JULY 31, 2024

(Amount in ₹'000)

Particulars	For the period ended July 31, 2024
A CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit / (Loss) Before Tax	(88.25)
Add / (Less):- Adjustments for Non-Cash / Non-Operating Items:	
Finance Cost	31.69
Operating Profit Before Changes in Working Capital	
Adjustment for Changes in Working Capital	
Increase / (Decrease) in Trade Payables	28.95
Increase / (Decrease) in Other Financial Liabilities	(18.31)
Increase / (Decrease) in Other Current Liabilities	(22.51)
Cash Generated from Operations	(68.44)
Less: Taxes Paid (Net of refund received)	-
NET CASH FLOW FROM OPERATING ACTIVITY (A)	(68.44)
B CASH FLOW FROM INVESTING ACTIVITIES	
Investments during the year	-
NET CASH FLOW FROM INVESTING ACTIVITY (B)	-
C CASH FLOW FROM FINANCING ACTIVITY	
Increase / (Decrease) in Short Term Borrowings	100.14
NET CASH FLOW FROM FINANCING ACTIVITY (C)	100.14
NET CASH FLOW FOR THE YEAR (A + B + C)	31.71
Add: Opening Balance of Cash & Cash Equivalents	57.03
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	88.74
RECONCILIATION OF CASH AND CASH EQUIVALENT	
TOTAL CASH AND BANK BALANCE AS PER BALANCE SHEET	
CASH AND CASH EQUIVALENT COMPRISES AS UNDER:	
Balance with banks in current accounts	82.70
Cash on Hand	6.04
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	88.74

Note

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.



Place : Navi Mumbai
Date : 21st August, 2024

For and on behalf of the Board of Directors of
Sadguru Gruh Nirman Pvt Ltd

Praful K. Dedhia
Praful K. Dedhia
Director
DIN: 01103424

Satish K. Gala
Satish K. Gala
(Director)
DIN-01511534



SADGURU GRUH NIRMAN PRIVATE LIMITED

NOTE 3 : FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

(Amount in ₹'000)

Particulars	As at July 31, 2024
Balances with Banks in Current Accounts	82.70
Cash on Hand	6.04
TOTAL	88.74



SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 4 : EQUITY SHARE CAPITAL

<i>(Amount in ₹'000)</i>	
Particulars	As at July 31, 2024
Authorised	
10,000 (10,000) Equity Shares of Rs. 10/- each	100.00
TOTAL AUTHORIZED SHARE CAPITAL	100.00
Issued, Subscribed & Paid Up	
10,000 (10,000) Equity Shares of Rs. 10/- each fully paid-up	100.00
TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	100.00



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SADGURU GRUH NIRMAN PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 5 : STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

(Amount in ₹'000)

Particulars	As at July 31, 2024	
	No. of Shares	Amount (Rs)
Balance as the beginning of the reporting period	10,000	100.00
Add: Changes in Equity Capital during the year	-	-
Balance at the end of the reporting period	10,000	100.00

B. Other Equity

(Amount in ₹'000)

Particulars	Retained Earnings	Total
Balance as on April 01, 2024	(1,333.65)	(1,333.65)
Profit / (Loss) for the period	(88.25)	(88.25)
As at July 31, 2024	(1,421.89)	(1,421.89)
Profit / (Loss) for the period		-
As at February 29, 2024		(1,421.89)

NOTE 6 : FINANCIAL LIABILITIES - SHORT TERM BORROWINGS

(Amount in ₹'000)

Particulars	As at July 31, 2024
Loan from Related Party	1,325.14
TOTAL	1,325.14

Loan from Related Party is from holding company unsecured in nature and repayable on demand. Interest on the same is @ 7.5% p.a.



NOTE 7 : FINANCIAL LIABILITIES - TRADE PAYABLES

(Amount in ₹'000)

Particulars	As at July 31, 2024
Due to Micro, Small and Medium Enterprises (Refer Note Below)	37.80
Due to Others	15.00
TOTAL	52.80

Note

i. Based on the information in possession with the Company, suppliers has been identified as being covered under Micro, Small and Medium Enterprise Development Act, 2005 ("the Act").

ii. The Company has called for balance confirmation of Trade Payables on random basis. Out of which the

Company has received response from some of the parties, which are subject to reconciliation with Company's account.

The other balances of Trade Payables are subject to confirmation.

Note 8 : FINANCIAL LIABILITIES - OTHERS (CURRENT)

(Amount in ₹'000)

Particulars	As at July 31, 2024
Interest accrued and due on borrowings	28.52
TOTAL	28.52

NOTE 9 : Other Current Liabilities

(Amount in ₹'000)

Particulars	As at July 31, 2024
Statutory Dues Payable	4.17
TOTAL	4.17

NOTE 10 : FINANCE COST

(Amount in ₹'000)

Particulars	As at July 31, 2024
Interest on Loan from Holding company	31.69
TOTAL	31.69

NOTE 11 : OTHER EXPENSES

(Amount in ₹'000)

Particulars	As at July 31, 2024
Legal and Professional Fees	50.25
Bank Charges	0.01
Miscellaneous Expenses	6.30
TOTAL	56.56



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CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Champak K. Dedhia B.Com., FCA
Gautam R. Mota B.Com., LLB, FCA

To,
The Board of Directors
Sadguru Gruh Nirman Private Limited
Plot No 70, TTC, MIDC Industrial Area,
Mahape Village, Navi Mumbai,
Thane - 400 710.

Independent Auditors' certificate on the proposed accounting treatment contained in the Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective Shareholders ('Scheme')

1. The certificate is issued in accordance with the terms of our agreement dated 8th November, 2024 with Sadguru Gruh Nirman Private Limited in accordance with Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ('the Act').
2. We, CGCA & Associates LLP, Chartered Accountants (Firm Registration Number - 123393W/W100755), the statutory auditors of Sadguru Gruh Nirman Private Limited, have examined the proposed accounting treatment specified in Clause 30.2 of Part IV of the Scheme in the terms of the provisions of Sections 230 to 232 read with Section 66 of the Act and rules made thereunder, with reference to its compliance with applicable Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015.

Managements' Responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the companies involved.

Auditor's responsibility

4. Our responsibility is to examine and report whether the proposed accounting of Sadguru Gruh Nirman Private Limited specified in Clause 30.2 of Part IV of the Scheme complies with the applicable Accounting Standards and other generally accepted accounting principles.
5. We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purpose (Revised 2016), issued by the Institute of Chartered Accountants of India. The Guidance note requires that we comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Controls (SQC) 1, Quality Control for Firms that Perform Audits and review of Historical Financial Information, and other Assurance and Related Service Engagements.





CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS

Champak K. Dedhia B.Com., FCA
Gautam R. Moia B.Com., LLB, FCA

ANNEXURE 1

ACCOUNTING TREATMENT IN THE BOOKS OF SADGURU GRUH NIRMAN PRIVATE LIMITED ON DEMRGER ON THE DEMRGED UNDERTAKING OF THE DEMRGED COMPANY INTO THE RESULTING COMPANY (AS PER CALUSE 30.2 OF THE SCHEME).

30.2 ACCOUNTING TREATMENT IN THE BOOKS OF THE RESULTING COMPANY

Since the transaction involves entities which are under common control before and after the demerger, the Resulting Company shall account for the transfer and vesting of the Demerged Undertaking (which qualifies as 'Business' as per the definition mentioned in Ind AS 103) as per the 'Pooling of interest method' in its books of accounts in accordance with Appendix C of Ind AS 103 'Business combinations of entities under common control' prescribed under Section 133 of the Act as enumerated below:

- (a) All identifiable assets and the liabilities acquired, including reserves, related to the Demerged Undertaking, shall be recorded at their respective carrying values, as appearing in the books of accounts of the Demerged Company.
- (b) The identity of the reserves transferred by the Demerged Company relating to the Demerged Undertaking, as mentioned in (a) above, shall be preserved and shall appear in the books of accounts of the Resulting Company in the same manner and form, in which they appeared in the books of accounts of the Demerged Company.
- (c) In respect of shares to be issued by the Resulting Company pursuant to Clause 27.1 of this Scheme as consideration, the Resulting Company shall credit its share capital account for the aggregate face value of these shares.
- (d) In respect of the shares cancelled by the Resulting Company pursuant to clause 28.1 above shall be debited to the share capital account.
- (e) The balance, if any, after giving effect to (a) to (d) above shall be adjusted to the capital reserve account.





CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS

Champak K. Dedhia B.Com., FCA
Gautam R. Mota B.Com., LL.B., FCA

Opinion

1. Based on our examination of the Scheme and according to the information and explanations given to us, in our view the accounting treatment proposed in Clause 30.2 of Part IV of the Scheme and as reproduced in Annexure 1 to this certificate, signed for identification purposes, is in conformity with the applicable accounting standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.

Restriction on Use

2. This certificate is issued at the request of Sadguru Grah Nirman Private Limited for onward submission to National Company Law Tribunal, Mumbai Bench (NCLT) and any other regulatory authorities as may be required to give effect to the Scheme. This certificate should not be used, quoted or referred for any other purpose without our prior written consent.

For CGCA & Associates LLP

Chartered Accountants

Firm Registration No. 123393W/ W100755


Champak K. Dedhia
(Partner)

Membership No. 101769

Mumbai, 11th November, 2024

Certificate No. : 24-25/280

UDIN: 24101769BKAKUN5334





To,
The Board of Directors
Hytone Textstyles Limited
Plot No 70, TTC, MIDC Industrial Area,
Mahape Village, Navi Mumbai,
Thane - 400 710.

Independent Auditors' certificate on the proposed accounting treatment contained in the Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Grah Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective Shareholders ('Scheme')

1. The certificate is issued in accordance with the terms of our agreement dated 8th November, 2024 with Hytone Textstyles Limited in accordance with Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ('the Act').
2. We, CGCA & Associates LLP, Chartered Accountants (Firm Registration Number - 123393W/W100755), the statutory auditors of Hytone Textstyles Limited, have examined the proposed accounting treatment specified in Clauses 6, 17 and 30.1 of Parts II, III and IV, respectively, of the Scheme in the terms of the provisions of Sections 230 to 232 read with Section 66 of the Act and rules made thereunder, with reference to its compliance with applicable Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015.

Managements' Responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards, as aforesaid, is that of the Board of Directors of the companies involved.

Auditor's responsibility

4. Our responsibility is to examine and report whether the proposed accounting treatment of Hytone Textstyles Limited specified in Clauses 6, 17 and 30.1 of Parts II, III and IV, respectively, of the Scheme complies with the applicable Accounting Standards and other generally accepted accounting principles.
5. We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purpose (Revised 2016), issued by the Institute of Chartered Accountants of India. The Guidance note requires that we comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Controls (SQC) 1, Quality Control for Firms that Perform Audits and review of Historical Financial Information, and other Assurance and Related Service Engagements.





CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS

Champak K. Dedhia B.Com., FCA

Gautam R. Mota B.Com., LLB, FCA

Opinion

7. Based on our examination of the Scheme and according to the information and explanations given to us, in our view the accounting treatment proposed in Clauses 6, 17 and 30.1 of Parts II, III and IV respectively of the Scheme, and as reproduced in Annexure 1 to this certificate, signed for identification purposes, is in conformity with the applicable accounting standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.

Restriction on Use

8. This certificate is issued at the request of Hytrac Textstyles Limited for onward submission to National Company Law Tribunal, Mumbai Bench (NCLT) and to any other regulatory authorities, as may be required, to give effect to the Scheme. This certificate should not be used, quoted or referred for any other purpose without our prior written consent.

For CGCA & Associates LLP

Chartered Accountants

Firm Registration No. 123393W/ W100755


 Champak K. Dedhia
 (Partner)

Membership No. 101769

Mumbai, 11th November, 2024

Certificate No. : 24-25/279

UDIN: 24101769BKAKUM4837





CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS

Champak K. Dedhia B.Com., FCA
Gautam R. Mehta B.Com., LLB, FCA

ANNEXURE 1

A. ACCOUNTING TREATMENT IN THE BOOKS OF HTL ON CAPITAL REDUCTION (AS PER CLAUSE 6 OF THE SCHEME)

6. ACCOUNTING TREATMENT IN THE BOOKS OF HTL

- 6.1 On Part II of the Scheme becoming effective, HTL shall account for capital reduction in books of accounts as per the applicable Indian Accounting Standards, as notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other generally accepted accounting principles. The accounting treatment for the capital reduction based on the generally accepted accounting principles is as follows:
- 6.2 The issued, subscribed and paid-up equity share capital of HTL shall be debited by the face value of the equity shares held by Public Shareholders which are cancelled as per clause 5.1 of the Scheme;
- 6.3 HTL will credit the amount payable to the Public Shareholders, as per clause 5.2 of the Scheme;
- 6.4 The difference between the face value of the equity shares cancelled, as per clause 6.1 above, and the amount credited, as per clause 6.2 above, shall be first adjusted against the capital redemption reserve of HTL. Balance, if any, shall be adjusted against the general reserves of HTL.

B. ACCOUNTING TREATMENT IN THE BOOKS OF HTL ON MERGER OF THE TRANSFEROR COMPANY WITH THE COMPANY (AS PER CLAUSE 17 OF THE SCHEME)

17. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEREE COMPANY

- 17.1 Upon Part III of the Scheme becoming effective, the Transferee Company shall account for the merger of the Transferor Company in its books of accounts with effect from the Appointed Date as per the applicable accounting principles and as prescribed under Appendix C of Indian Accounting Standards (Ind-AS) 103 notified under section 133 of the Companies Act, 2013 read along with the Companies (Indian Accounting Standards) Rules, 2015, and other generally accepted accounting principles.
- 17.2 All the assets and liabilities of Transferor Company shall be recorded in the financial statements of the Transferee Company at the carrying value as appearing in the financial statements of the Transferor Company as on the Appointed Date.
- 17.3 The identity of the reserves pertaining to the Transferor Company, shall be preserved and shall appear in the merged financial statements of Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company, and it shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company, as on the Appointed Date.
- 17.4 The Transferee Company shall credit the share capital account in its books of account with the aggregate face value of the new shares issued to the shareholders of Transferor Company, as per clause 15.1 of this Scheme.





CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS

Champak K. Dedhia B.Com., FCA
Gautam R. Mola B.Com., LLB, FCA

- 17.5 Investment of the Transferor Company in the share capital of the Transferee Company shall stand cancelled, as per clause 14.1 of this Scheme, and accordingly the issued and paid-up share capital of the Transferee Company shall stand reduced to the extent of the face value of shares held by the Transferor Company in the Transferee Company.
- 17.6 Inter corporate deposits/ loans and advances between the Transferor Company and the Transferee Company shall stand cancelled and there shall be no further obligation outstanding in this behalf.
- 17.7 The difference, if any, between the amount recorded as share capital issued and cancellation of share capital, as per clause 17.4 and 17.5 above respectively, cancellation of inter corporate deposits/ loans and advances between the Transferor Company and the Transferee Company as per clause 17.6 and assets, liabilities and reserves of the Transferor Company taken over, as per clause 17.2 and 17.3 above shall be adjusted to capital reserves.
- 17.8 Additionally, the Transferee Company shall pass such accounting entries which are necessary in connection with the Scheme to comply with the other applicable Accounting Standards such as Ind AS 8, Ind AS 10, etc.
- 17.9 In respect of accounting for subsequent events, the Transferee Company shall solely follow the requirements of Ind AS 10 - 'Events after the Reporting Period' in order to give effect to the Scheme. Accordingly, if the approval of NCLT for the Scheme is received after the balance sheet date but before the approval of the financial statements for issue by the Board of Directors, it shall be treated as an adjusting event under Ind AS 10 - 'Events after the Reporting Period' and shall be given effect to in the financial statements with effect from the Appointed Date.
- 17.10 In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same will be quantified and adjusted in the reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the true financial position on the basis of consistent accounting policy.

C. ACCOUNTING TREATMENT IN THE BOOKS OF HTL ON DEMERGER OF THE DEMERGER UNDERTAKING FROM THE COMPANY (AS PER CLAUSE 30.1 OF THE SCHEME)

30.1 ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY

With effect from the Appointed Date, the Demerged Company shall account for the demerger of the Demerged Undertaking in its books of accounts as under:

- (a) The book value of assets, liabilities and reserves of the Demerged Company relating to the Demerged Undertaking shall be reduced from the respective balances appearing for such assets, liabilities and reserves in the books of the Demerged Company.
- (b) The Demerged Company shall transfer the balances of Capital Redemption Reserve Account, Retained Earnings and General Reserve Account to the Resulting Company in the proportion of net assets transferred to the Resulting Company as on Appointed Date.





CGCA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS

Champak K. Dedhia B.Com., FCA
Gautam R. Mota B.Com., LLB, FCA

- (c) Investment of the Demerged Company in the share capital of the Resulting Company shall stand cancelled, as per clause 28.1 of this Scheme.
- (d) The difference, if any, between the net assets transferred pursuant to clause (a) above, reserves transferred pursuant to clause (b) above and cancellation of investment as per clause (c) above shall be adjusted to capital reserves.
- (e) The face value of paid-up preference share capital of the Demerged Company shall be reduced from INR 100 to INR 82, as per clause 29.1 above, and accordingly the issued and paid-up share capital of the Demerged Company shall stand reduced to the extent of the amount corresponding to the reduction in the face value of preference shares, and the difference will be credited to the capital reserve account.



HYTONE TEXTYLES LIMITED

Regd. Office: Plot No.70, T.T.C(MDC) Industrial Area, Mahape village, Navi Mumbai-400705, Mob. : 9323091501 E-mail: gmfu@hytoneindia.com
CIN no. U1120MH1689PLC000330

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF HYTONE TEXTYLES LIMITED AT THE MEETING HELD ON 11th NOVEMBER 2024 AT 11.30 AM AT PLOT NO. 70, T.T.C MDC INDUSTRIAL AREA, MAHAPE VILLAGE, NAVI MUMBAI - 400705, MAHARASHTRA.

CONSIDERATION AND APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENT BETWEEN THE COMPANY, ANANT SYNTHETICS PRIVATE LIMITED AND SUDGURU GRUH NIWMAN PRIVATE LIMITED

The Board may note that Hytone Textyles Limited (the Company) proposes to restructure its businesses under a composite scheme of arrangement to be filed with the National Company Law Tribunal, Mumbai Bench (NCLT). The restructuring will involve the following steps:

- Reduction of equity share capital of the Company held by public shareholders;
- Amalgamation of Anant Synthetics Private Limited with the Company;
- Demerger of Demerged Undertaking from the Company to Sudguru Gruh Niwman Private Limited; and
- Various other matters consequential or otherwise integrally connected herewith.

In view of the above, it is proposed to consider and approve the scheme to be filed with NCLT by passing the following resolution:

"RESOLVED THAT pursuant to the provisions of sections 230 to 232 read with section 86 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2018 (including any statutory modification and re-enactment thereof for the time being in force) existing provisions of the Memorandum and Articles of Association of the Company, and subject to compliance with other applicable laws/regulations/rule, as may be applicable, and subject to the requisite approval of the shareholders and creditors of the Company, if any, and the sanction of the National Company Law Tribunal, Mumbai Bench, (NCLT) and/or such other competent authority, as may be applicable, the consent of the Board of Directors (hereinafter referred to as "the Board") be and is hereby accorded to the Composite Scheme of Arrangement between Hytone Textyles Limited ("HTL" or "Transferor Company" or "Demerged Company" or "the Company") and Anant Synthetics Private Limited ("ASP" or "Transferee Company") and Sudguru Gruh Niwman Private Limited ("SGNPL" or "Resulting Company") and their respective shareholders / creditors, as per the terms and conditions mentioned in the Scheme, placed before the Board and initialed by the chairman for the purpose of identification."



HYTONE TEXTSTYLES LIMITED

00526

Regd. Office: Plot No.70, T.T.C.(MIDC) Industrial Area, Mulund (West), Mumbai-400709, Mob: 9322301501 E-mail: arafat@hytone-textiles.com
CIN no. U17120MH1996PLC050330

"RESOLVED FURTHER THAT the draft Scheme and the report as per section 23(2)(c) of the Companies Act, 2013, explaining the effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders, key managerial personnel, depositors, creditors, independent holders, deposit trustee, debenture trustees, and employees, as placed before the Board and verified by the chairman for the purpose of identification, be and is hereby considered and approved."

"RESOLVED FURTHER THAT the sole affidavit filed, as mentioned in the Valuation Report dated 11th November, 2024, submitted by Vishal R. Lunari, Registered Valuer, being the valuer appointed for the Scheme, be and is hereby considered and taken on record for the purpose of the said Scheme."

"RESOLVED FURTHER THAT the Fairness Opinion dated 11th November, 2024, submitted by Navigant Corporate Advisors Limited, independent SEBI Registered Category-I Merchant Banker, being the merchant banker appointed for the Scheme, be and is hereby considered and taken on record for the purpose of the said Scheme."

"RESOLVED FURTHER THAT the certificate dated 11th November, 2024 issued by CGCA & Associates LLP, the statutory auditors of the Company, confirming the accounting treatment mentioned in the Scheme, be and is hereby considered and taken on record."

"RESOLVED FURTHER THAT any director, Mr. Arvind Kishor Shah, Authorized Signatory, and Mr. Kausik Manoj Chheda, Authorized Signatory, are hereby authorized severally to take all the necessary steps for:

- Filing of the Scheme and any other information details with the NCLT and any other regulatory authorities concerned or any other agency to obtain approval or sanction of any of the provisions of the Scheme or for giving effect thereto;
- Filing of applications, petitions, affidavits and any other papers or documents or reports relating to the Scheme with the NCLT and / or such other competent authority, as may be necessary, seeking directions as to convening /dismissing with the meeting of the shareholders and/or directors of the Company;
- In case NCLT gives directions to convene the meeting, to finalize draft of the notices for convening with the meetings of the shareholders and/or directors of the Company and the draft of the explanatory statements in terms of the directions of the NCLT, and assent to such alterations, conditions, and modifications, if any, in the notices and explanatory statement, as may be prescribed or imposed by the NCLT, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme.



HYTONE TEXTSTYLES LIMITED

00527

Regd. Office: Plot No.70, T.T.C.(MCC) Industrial Area, Akhape village, Navi
Mumbai-400708. Mob : 9823601521 E-mail:prafu@hytoneventile.com
CIN no. U17120MH1989PLC0550336

- d) To sign and file affidavits, petitions, pleadings, applications, statements, memoranda and to engage Counsel, Advocates, Chartered Accountants and other professionals and to do all acts, deeds, matters and things as may be necessary for or in connection with obtaining the sanction of the NCLT to the Scheme and to file the return thereon.
- e) To file a-forms with the Regd. or such other competent authority as may be required to give effect to the Scheme.
- f) To sign and issue public advertisements and to issue notices to the members / creditors of any other class of persons, as per the directions of the NCLT.
- g) For the above purposes to engage advocates/counsel(s)/visitors/counsel(s), if required, for getting the Scheme approved by the NCLT and other related matters thereof.
- h) Obtaining approval/consent from such regulatory and statutory authorities and parties, including the shareholders, lenders, financial institutions, banks, as may be considered necessary.
- i) To settle any question/arise or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to this resolution.
- j) To make or consent to any modifications, alterations/amendments/changes or to any conditional sanction to the Scheme, as may be suggested, prospective, imperative or necessary particularly for satisfying the requirements or conditions imposed by the NCLT or any other competent authority.
- k) To apply for and obtain requisite approval and represent before Registrar of Companies, Regional Director and such other authorities and entities including shareholders, lenders, banking capital lenders, financial institutions, other lenders, as may be applicable, as may be considered necessary to give effect to the Scheme.
- l) To communicate and correspond with government authorities, local authorities and others where required about the Scheme and do all such acts, deeds, matters and things as may be at their discretion seem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as may may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions.
- m) To affix the common seal of the Company on the documents as per the Articles of Association.
- n) To sign all other documents relating to the Scheme and to do all acts, deeds, matters and things as may be necessary and expedient in relation thereto.
- o) To authorize the officer of the Company and/or any other person to discuss, negotiate, finalize, execute, sign, submit and file all required documents, deeds of assignment/conveyance and other deeds, documents, scheme, agreements, forms, returns, applicable letters, etc. including the modification thereto, as may be deemed necessary and expedient at their absolute discretion in order to give effect to this resolution.



HYTONE TEXTSTYLES LIMITED

Regd. Office: Plot No.70, T.T.C.(MIDC) Industrial Area, Mahape village, Navi
Mumbai-400709. Mob: +91223001501 E-mail:prah@hytonestyles.com
CIN no. U17120MH1989PLC050330

- p) Swearing and deposing affidavits.
q) To withdraw the above Scheme, if necessary.
r) Give such directions, as may seem, to settle any question or difficulty arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever provided therein or to review the decision relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those to the extent permissible under law."

"RESOLVED FURTHER THAT any directors of the Company are hereby jointly authorised to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever is concerned."

Certified True Copy
For Hytone Textstyles Limited

Mr. Amrut Tilak Shah

DIRECTOR

Dir: 00259420

Date: 11th November 2024
Place: Mumbai



CERTIFIED TRUE COPY.

For Hytone Textstyles Ltd

Director/Authorised Signatory



Amrut

Tilak Shah

Digitally signed
by Amrut Tilak
Shah

Date: 2024.12.11
15:36:01 +05'30'



ANANT SYNTHETICS PRIVATE LIMITED

Regd. Office: 46, Minerva, M. M. Malviya Road, Opp. Telephone Exchange, Mulund (West), Mumbai-400080 Mob: 9323001501 CIN no. U17100MH1989PTC053858
E-mail: anp@anantgroup.co.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ANANT SYNTHETICS PRIVATE LIMITED AT THE MEETING HELD ON 11th NOVEMBER 2024 AT 11.30 AM AT ANANT REGENCY, 46, M.M. MALAVIYA ROAD, OPP. TELEPHONE EXCHANGE, MULUND WEST, NUMBAI 400080, MAHARASHTRA.

CONSIDERATION AND APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENT BETWEEN HYDRO TEXTILES LIMITED, THE COMPANY AND SAGGURU GRIN NIRMAM PRIVATE LIMITED

The Board may note that Anant Synthetics Private Limited (The Company) proposes to merge with Hydro Textiles Limited under a composite scheme of arrangement to be filed with the National Company Law Tribunal, Mumbai bench (NCLT). The restructuring will involve the following steps:

- Reduction of equity share capital of Hydro Textiles Limited held by public shareholders;
- Amalgamation of the Company with Hydro Textiles Limited;
- De merger of Demerged Undertaking from Hydro Textiles Limited to Sagguru Grin Nirmam Private Limited; and
- Various other matters consequent if or otherwise integrally connected therewith.

In view of the above, it is proposed to consider and approve the scheme to be filed with NCLT by passing the following resolution:

"RESOLVED THAT pursuant to the provisions of sections 230 to 232 read with section 60 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification and re-enactment thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company, and subject to compliance with other applicable laws/regulations/rules, as may be applicable, and subject to the requisite approval of the shareholders and creditors of the Company, if required, and the sanction of the National Company Law Tribunal, Mumbai Bench, (NCLT) and/or such other competent authority, as may be applicable, the consent of the Board of Directors (hereinafter referred to as "the Board") be and is hereby accorded to the Composite Scheme of Arrangement between Hydro Textiles Limited ("HTL" or "Transferor Company" or "Demerged Company") and Anant Synthetics Private Limited ("ASP" or "Transferee Company" or "the Company") and Sagguru Grin Nirmam Private Limited ("SGNPL" or "Resulting Company") and their respective shareholders ("Scheme"), as per the terms and conditions mentioned in the Scheme, placed before the Board and initiated by the chairman for the purpose of identification."



ANANT SYNTHETICS PRIVATE LIMITED

00530

Regd. Office: 48, Minerva, M. M. Masrur Road, Opp. Telephone Exchange, Mulund
(West), Mumbai-400080 Mob: 9323001501 DIN no. U71100MH1689PTC053858
E-mail: info@anantsynthetic.com

"RESOLVED FURTHER THAT the draft Scheme and the report as per section 232(2)(a) of the Companies Act, 2013, explaining the effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders, key managerial personnel, depositors, creditors, debenture holders, deposit trustees, debenture trustees, and employees, as placed before the Board and installed by the chairman for the purpose of identification, be and is hereby considered and approved."

"RESOLVED FURTHER THAT the share entitlement ratios, as mentioned in the Valuation Report dated 11th November, 2024, submitted by Vishal R. Laheri, Registered Valuer, being the valuer appointed for the Scheme, be and is hereby considered and taken on record for the purpose of the said Scheme."

"RESOLVED FURTHER THAT the Fairness Opinion dated 11th November, 2024, submitted by Navigant Corporate Advisors Limited, Independent SEBI Registered Category-I Merchant Banker being the merchant banker appointed for the Scheme, be and is hereby considered and taken on record for the purpose of the said Scheme."

"RESOLVED FURTHER THAT any director, Mr Anant, Rishi Shah, Authorized Signatory, and Mr Pratik Keshavn Doshi, Authorized Signatory, are hereby authorized severally to take all the necessary steps for:

- Filing of the Scheme and any other intimation details with the NCLT and any other regulatory authorities concerned or any other agency to obtain approval or sanction of any of the provisions of the Scheme or for giving effect thereto;
- Filing of applications, petitions, affidavits and any other papers or documents or reports relating to the Scheme with the NCLT and / or such other competent authority, as may be necessary, seeking directions as to convening /dispensing with the meeting of the shareholders and/or creditors of the Company;
- In case NCLT gives directions to convene the meeting, to abide with all the notices for convening with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements in terms of the directions of the NCLT, and present to such alterations, conditions and modifications, if any, in the notices and explanatory statement, as may be prescribed or imposed by the NCLT, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- To sign and file affidavits, petitions, pleadings, applications, statements, motions, and to engage Counsel, Advocates, Chartered Accountants and other professionals and to do all acts, deeds, matters and things as may be necessary for or in connection with obtaining the sanction of the NCLT to the Scheme and to fix their remuneration.



ANANT SYNTHETICS PRIVATE LIMITED

00531

Regd. Office: 48, Minerva, M. M. Marathe Road, Opp. Telephone Exchange, Malad
(West), Mumbai-400080 Mob.: 9323001501 CIN no. U17100MH1999PT0038952
E-mail: anant@anantgroup.com

- a) To file e-forms with the RoC or such other competent authority as may be required to give effect to the Scheme.
- b) To sign and issue public advertisements and to issue notices to all members, creditors or any other class of persons, as per the directions of the MCLT.
- c) For the above purposes to engage advocates/counsel/intermediaries, if required, for getting the Scheme approved by the MCLT and other related matters thereof.
- d) Obtaining approval/consent from such regulatory and statutory authorities and parties, including the shareholders, lenders, financial institutions, banks, as may be considered necessary.
- e) To settle any question/issue or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to this resolution.
- f) To make or adopt or any modifications, alterations/amendments/changes or so any conditional limitation to the Scheme, as may be suggested, presented, expedient or necessary particularly for satisfying the requirements or conditions imposed by the MCLT or any other competent authority.
- g) To apply for and obtain requisite approval and represent before Registrar of Companies, Regional Director and such other authorities and entities, including shareholders, bank/lending/capital lenders, financial institutions, other lenders, as may be applicable, as may be considered necessary to give effect to the Scheme.
- h) To communicate and correspond with government authorities, local authorities and others where required about the Scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions.
- i) To affix the common seal of the Company on any document as per the Articles of Association.
- j) To sign all other documents, relating to the Scheme and to do all acts, deeds, matters and things as may be necessary and expedient in relation thereto.
- k) To authorize the officer of the Company and/or any other person to discuss, negotiate, finalize, execute, sign, affix and file all required documents, deeds of assignment/ conveyance and other deeds, documents, scheme, agreements, forms, returns, applications, notices, etc. including any modification thereto as may be deemed necessary and expedient at their absolute discretion in order to give effect to this resolution.
- l) Swearing and depositing affidavits.
- m) To withdraw the above Scheme, if necessary.
- n) Give such directions, as required, to settle any question or difficulty arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof in any manner whatsoever connected therewith or to revise the position relating to the



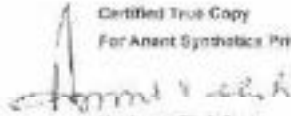
ANANT SYNTHETICS PRIVATE LIMITED**00532**

Regd. Office: 45, Minerva, M. M. Malviya Road, Opp. Telephone Exchange, Mulund
(West), Mumbai-400080 Mob. : 9323001501 CIN no. U11100WH1999PTC053850
E-mail: anant45@yahoo.co.in

satisfaction of various provisions of the Scheme and if necessary, in whole or in part to the extent permissible under law."

"RESOLVED FURTHER THAT any directors of the Company are hereby severally authorized to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever is concerned."

Certified True Copy
For Anant Synthetics Private Limited



Mr. Amrut Tilak Shah

DIRECTOR

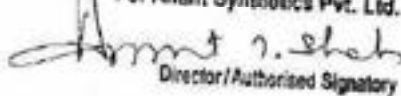
DIN: 00256420

Date: 11th November 2024
Place: Mumbai



CERTIFIED TRUE COPY

For Anant Synthetics Pvt. Ltd.



Director/Authorized Signatory



Amrut
Tilak
Shah

Digitally signed
by Amrut Tilak
Shah
Date:
2024.12.11
15:36:45 +05'30'



Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ANANT SYNTHETICS PRIVATE LIMITED AT THE MEETING HELD ON 1st NOVEMBER 2024 AT 12.00 AM AT PLOT NO. 70, TTC MIDC INDUSTRIAL AREA, MAHAPE VILLAGE, NAVI MUMBAI - 400705, MAHARASHTRA.

CONSIDERATION AND APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENT BETWEEN HYTRON TEXTILES LIMITED, ANANT SYNTHETICS PRIVATE LIMITED AND THE COMPANY

The Board may note that Sadguru Gruh Nirman Private Limited (the Company) proposes to acquire the industrial property sitting business of Kojur Khobane from Hytron Textiles Limited under a composite scheme of arrangement to be filed with the National Company Law Tribunal Mumbai bench (NCLT). The restructuring will involve the following steps:

- Reduction of equity share capital of the Company held by public shareholders;
- Amalgamation of Anant Synthetics Private Limited with Hytron Textiles Limited;
- Demerger of Demerged Undertaking from Hytron Textiles Limited to Sadguru Gruh Nirman Private Limited; and
- Various other matters consequential or otherwise necessary to give effect thereto.

In view of the above, it is proposed to consider and approve the scheme to be filed with NCLT by passing the following resolution:

"RESOLVED THAT pursuant to the provisions of sections 230 to 232 read with section 60 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2018 (including any statutory modifications and amendments in force), existing provisions of the Memorandum and Articles of Association of the Company, and subject to compliance with any applicable laws/regulations/rules, as may be applicable, and subject to the requisite approval of the shareholders and creditors of the Company, if required, and the sanction of the National Company Law Tribunal, Mumbai Bench, (NCLT) and/or such other competent authority as may be applicable, the consent of the Board of Directors (hereinafter referred to as the Board) be and is hereby accorded to the Composite Scheme of Arrangement between Hytron Textiles Limited (HTL or Transferee Company or Demerged Company) and Anant Synthetics Private Limited (ASPL or Transferor Company) and Sadguru Gruh Nirman Private Limited (SGNPL or Receiving Company or the Company) and their respective shareholders (Scheme), as per the terms and conditions mentioned in the Scheme, placed before the Board and indicated by the chairman in the purpose of identification."

Registered Office: Plot No. 70, TTC, MIDC Industrial Area, Mahape Village, Opp. Ravinagar Colony Bus Stop, Navi Mumbai 400710, Maharashtra Email Id: info@sadgurugruhnirman.com



Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

"RESOLVED FURTHER THAT the draft Scheme and the report as per section 232(1)(b) of the Companies Act, 2013, explaining the effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders, key managerial personnel, depositors, creditors, debenture holders, deposit holder, Secured Lenders, and employees, as placed before the Board and initiated by the chairman for the purpose of identification, be and is hereby considered and approved."

"RESOLVED FURTHER THAT the share settlement rates, as mentioned in the Valuation Report dated 11th November, 2024, submitted by Valuer R. Lohar, Registered Valuer, being the valuer appointed for the Scheme, be and is hereby considered and taken on record for the purpose of the said Scheme."

"RESOLVED FURTHER THAT the Fairness Opinion dated 11th November, 2024, submitted by Navigant Corporate Advisors Limited, Independent DCF Registered Category-I Merchant Banker being the merchant banker appointed for the Scheme, be and is hereby considered and taken on record for the purpose of the said Scheme."

"RESOLVED FURTHER THAT the certificate dated 11th November, 2024, issued by DCA & Associates LLP, the statutory auditor of the Company, confirming its auditing treatment mentioned in the Scheme, be and is hereby considered and taken on record."

"RESOLVED FURTHER THAT any director, Mr. Anant Talsi Shah, Authorized Signatory, and Mr. Pratul Kashavji Dechla, Authorized Signatory, are hereby authorized severally to take all the necessary steps for:

- Filing of the Scheme and any other information details with the NCLT and any other regulatory authorities concerned or any other agency to obtain approval or sanction of any or the provisions of the Scheme or to give effect thereto;
- Filing of applications, petitions, affidavits and any other papers or documents or reports relating to the Scheme with the NCLT and / or with other competent authority, as may be necessary, seeking directions as to convening / responding with the meeting of the shareholders and for conduct of the Company;
- In case NCLT gives directions to convene the meeting, to finalize draft of the notices to convening with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements in terms of the directions of the NCLT, and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement, as may be prescribed or imposed by the NCLT, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme.

Regd. Office: Plot No. 70, TTC, MIDC Industrial Area, Mahadev Village, Opp. Walimath Solar Bus Stop, Navi Mumbai-401110, Maharashtra Email to: info@sadguru.com



Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

- d) To sign and file affidavits, petitions, pleadings, applications, statements, memoros and to engage Counsellors, Advocates, Chartered Accountants and other professionals and to do all acts, deeds, matters and things as may be necessary for or in connection with obtaining the sanction of the NCLT to the Scheme and to fix their remuneration;
- e) To file e-forms with the RoC or such other competent authority as may be required to give effect to the Scheme;
- f) To sign and issue public advertisements and to issue notices to the members / creditors or any other class of persons, as per the directions of the NCLT;
- g) For the above purposes to engage advocates/counsellors/other counsel/ if required for getting the Scheme approved by the NCLT and other related matters thereof;
- h) Obtaining approval/ consent from such regulatory and statutory authorities and parties, including the shareholders, lenders, financial institutions, banks, as may be considered necessary;
- i) To settle any question/issue or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to this resolution;
- j) To make or assent to any modifications, alterations/amendments/changes in to any condition/ limitation to the Scheme, as may be suggested, prescribed, expedient or necessary particularly for satisfying the requirements or conditions imposed by the NCLT or any other competent authority;
- k) To apply for and obtain requisite approval and represent before Registrar of Companies, Regional Director and such other authorities and entities, including shareholders, while borrowing capital lenders, financial institution(s), other lenders, as may be applicable as may be considered necessary to give effect to the Scheme;
- l) To communicate and correspond with government authorities, local authorities and others where required about the Scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;
- m) To affix the common seal of the Company on any document as per the Articles of Association;
- n) To sign all other documents, relating to the Scheme and to do all acts, deeds, matters and things as may be necessary and expedient in relation thereto;
- o) To authorize the officer of the Company and/or any other persons in writing, negotiate, execute, sign, submit and file all required documents, deeds of assignment/ conveyance and other deeds, documents, scheme, agreements, forms, returns, applications, letters, etc. including any modification thereto as may be deemed necessary and expedient at their absolute discretion in order to give effect to this resolution;
- p) Swearing and depositing affidavits.

Regd. Office: Plot No. 70, TTC, MIDC Industrial Area, Ambekar Village, Opp. Ramnagar Solar Bus Stop, Navi Mumbai 400710, Maharashtra Email Id: info@sadgurugruhnirman.com



00536

Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

- vi) To withdraw the above Scheme, if necessary;
- vii) Give such directions, as required, to settle any question or difficulty arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof as may require interpretation connected therewith or to remove the question relating to the satisfaction of various conditions of the Scheme and if necessary, to make any of those to the extent permitted under law."

RESOLVED FURTHER THAT any directors of the Company are hereby severally authorised to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever is concerned.

Certified True Copy
For Sadguru Gruh Nirman Private Limited.

Mr. Amrut Tilak Shah

DIRECTOR

Date: 00250420

Date: 11th November 2024

Place: Mumbai



CERTIFIED TRUE COPY.
For SAGGURU GRUH NIRMAN PVT. LTD.

Amrut Tilak Shah
Director / Authorised Signatory



Amrut
Tilak
Shah

Digitally signed
by Amrut Tilak
Shah
Date: 2024.12.11
15:37:14 +05'30'

Regd. Office: Plot No. 70, TTC, MIDC Industrial Area, Mehgaon Village, Opp. Ramkrishna Bazar,
Bus Stop: Navi Mumbai 400710, Maharashtra Email Id: info@sgnirman.com



**THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

C.A (CAA)25(MB)/2025

In the matter of

The Companies Act, 2013 (18 of 2013)

and

Section 232 r/w Section 230 and Section 66 of

*The Companies Act, 2013 and other
applicable provisions of the Companies Act,
2013*

*read with the Companies (Compromises,
Arrangements and Amalgamations) Rules,
2016;*

In the matter of

Composite Scheme of Arrangement

Anant Synthetics Private Limited

CIN: U17100MH1989PTC053858

...Applicant Company 1/
Transferor Company

Hytone Textstyles Limited

CIN: U17120MH1989PLC050330

...Applicant Company 2/
**Transferee Company/
Demerged Company**

Sadguru Gruh Nirman Private Limited

CIN: U45400MH2012PTC231307

...Applicant Company 3/
Resulting Company

Order delivered on 06.03.2025

Coram:

Shri Prabhat Kumar

Hon'ble Member (Technical)

Justice V.G. Bisht (Retd.)

Hon'ble Member (Judicial)

Appearances (through)

For the Applicant Company : Mr. Hemant Sethi,
Advocate

ORDER

1. Heard the learned Counsel for the Applicant Companies.
2. The present Scheme is a Composite Scheme of Arrangement sought u/s 232 r/w Section 230 r/w Section 66 of the Companies Act, 2013 and other Applicable provisions of the Companies Act, 2013 and other rules framed thereunder amongst **Anant Synthetics Private Limited** (Transferor Company) and **Hytone Textstyles Limited** (Transferee Company/Demerged Company) with **Sadguru Gruh Nirman Private Limited** (Resulting Company) and their respective shareholders and creditors.
3. This Composite Scheme of Arrangement provides for :
 - a. Reduction of equity share capital of Hytone Textstyles Limited (as as more specifically defined in clause 5 of Part II of the proposed Scheme) held by Public Shareholders i.e. shareholders of HTL other than Promoter Shareholders who are holding shares of HTL as on Record Date, whose equity shares shall be cancelled pursuant to Part II of the Scheme becoming effective (more particularly defined in clause 1.11 of Part I of the proposed Scheme);
 - b. Amalgamation of Anant Synthetics Private Limited (defined hereinafter) with Hytone Textstyles Limited;
 - c. Demerger of Demerged Undertaking i.e. all assets and liabilities pertaining to the industrial property renting business at Kopar Khairane, Navi Mumbai, of the Demerged Company, on a going concern basis, more specifically defined in clause 1.6 of Part I of the proposed Scheme from Hytone Textstyles Limited to Sadguru Gruh

Nirman Private Limited; and

- d. Various other matters consequential or otherwise integrally connected herewith

4 Nature of business of the Applicant Companies

- a. First Applicant Company: It was incorporated with the objective of carrying on the business of trading of fabrics.
 - b. Second Applicant Company: It is engaged in the business of renting of properties. It currently carries on the business of renting properties at two locations viz. Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai.
 - c. Third Applicant Company: It is incorporated with the objective of engaging in the business of building and development of real estate properties as well as leasing/ renting of properties.
5. The Board of Directors of Applicant Companies in their respective meetings held on 11th November, 2024 have approved the scheme. The Appointed date fixed under the Scheme is 01.04.2024.

6 Rationale of The Scheme

- a. Capital Reduction by HTL •
 - i. The equity shares of HTL have been compulsorily delisted from BSE Limited with effect from 20th day June 2023 vide BSE Order.
 - ii. As on the date of approval of the Scheme by the board of directors, HTL has 6,423 public shareholders, holding 26.21 % in the equity share capital of HTL.
 - iii. The Exit Offer closed on 30th day of August 2024, and the Public Shareholders no longer have tradability and liquidity for HTL equity shares. Hence, the capital reduction of equity shares held by the Public Shareholders of HTL will provide an

exit mechanism and liquidity to all the Public Shareholders of HTL.

b. Merger of ASPL with HTL

ASPL is a promoter-owned entity. It is the majority promoter shareholder of HTL. Hence, a significant portion of the promoter shareholding in HTL is held by the promoters indirectly through ASPL. Accordingly, the merger of ASPL with HTL will result in the following benefits:

- i. Direct participation of the promoters in the business of HTL.
 - ii. Simplification and streamlining of shareholding structure of HTL by elimination and reduction of shareholding tiers.
 - iii. Greater transparency to the shareholders and a reduction of overhead I administrative costs.
- c. Separation of industrial property renting business at Kopar Khairane, Navi Mumbai, of HTL, by way of demerger thereof into SGNPL

HTL is currently engaged in the business of renting industrial properties as Kopar Khairane, Navi Mumbai and Mahape, Navi Mumbai. The demerger is proposed to segregate the industrial property renting business as Kopar Khairane, Accordingly, the proposed merger will result into following benefits.

- i. The nature of risk and competition involved in the industrial property renting business at each of the locations is distinct from the other. In order to lend greater focus to the operations of each of the businesses, HTL proposes to segregate, by way of demerger, its industrial property renting business at Kopar Khairane, Navi Mumbai and Mahape to the Resulting Company.

- ii. The locations, proposed which segregation would be in will the allow best a interest focused of strategy in operations of the business at each of the locations, which would be in the best interest of all the stakeholders.
- iii. Segregation of the businesses will unlock the true potential of each business, which will allow more focused strategy, management bandwidth and attention to execute each business segment's respective vision.
- iv. Provide higher degree of flexibility to evaluate independent business opportunities as well as attract the right set of strategic and financial investors, lenders and other stakeholders. This will also help each business in its independent fund requirements.

7. Consideration

- i. Upon Part II of this Scheme becoming effective, and subject to provisions of this Scheme, the consideration for cancellation and extinguishment of the equity share capital held by Public Shareholders, as on the Record Date, shall be INR 68/- (Indian Rupees sixty-eight only) per equity share;
- ii. Upon the Part III of this Scheme becoming effective and in consideration of the merger and vesting of the business of the Transferor Company with the Transferee Company, in accordance with this Scheme, the Transferee Company shall, without any further application or deed, issue and allot to shareholders of the Transferor Company whose names appear in the register of members of the Transferor Company on the record date, to be fixed by the Board of Directors of the Transferee Company, or to such of their heirs, executors, administrators or the successors-in-title, as the case may be recognized by the Board of Directors, in the following manner:

"237 (two hundred and thirty-seven) fully paid-up Zero % Optionally Convertible Redeemable Preference Shares ("OCRPS") of INR 100 (Indian Rupees One Hundred) each of the Transferee Company shall be issued and allotted for every 1000 (Thousand) fully paid-up equity shares of INR 101- (Indian Rupees Ten only) each held in the Transferor Company."

"1 (One) fully paid-up 4% redeemable preference shares ("RPS") of INR 1.001- (Indian Rupees One Hundred only) each of the Transferee Company shall be issued and allotted for every 1 (One) fully paid-up 4% redeemable preference shares of INR 1001- (Indian Rupees One Hundred only) each held in the Transferor Company."

- iii. Upon Part IV of this Scheme becoming effective and in consideration of the demerger and vesting of the Demerged Undertaking into the Resulting Company, in accordance with this Scheme, the Resulting Company, shall, without any further application or deed, issue and allot to shareholders of the Demerged Company whose names appear in the register of shareholders of the Demerged Company on the record date, to be fixed by the Board of Directors of the Resulting Company, or to such of their heirs, executors, administrators or the successors-in-title, as the case may be, recognized by the Board of Directors, in the following manner:

"18 (Eighteen) fully paid up equity shares of face value of INR 101- (Indian Rupees Ten only) each of the Resulting Company shall be issued and allotted to the shareholders of the Demerged Company for every 100 (Hundred) fully paid up equity shares of face value INR 101- (Indian Rupees Ten only) each held in the Demerged Company"

18 (Eighteen) fully paid up Zero% Optionally Convertible Redeemable Preference Share of face value INR 1001- (Indian Rupees One

Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every' 100 (Hundred) fully paid up Optionally Convertible Redeemable Preference Share of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

"18 (Eighteen) fully paid up 1% Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 1 % Cumulative Redeemable Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

"18 (Eighteen) fully paid up 4% Non-Cumulative Redeemable Preference share('RPS') of INR 100/- (Indian Rupees One Hundred only) each of the Resulting Company shall be issued and allotted to the shareholders of Demerged Company for every 100 (Hundred) fully paid up 4 % Non Cumulative of face value INR 100/- (Indian Rupees One Hundred only) each held in the Demerged Company."

8. Fourth bullet point of Clause 27.1, Part IV of the Scheme does not specify the nature of instrument to be issued in consideration. It only states " 4 % Non Cumulative of face value INR 100/- (Indian Rupees One Hundred only) ". Accordingly, the Petitioner Companies are directed to make suitable changes in the proposed Scheme and have the amended scheme approved from the respective Board of Directors of the Petitioner Companies. Such amended scheme shall be thereafter filed with this Tribunal and all stakeholders of concerned petitioner companies shall be provided copy of such amended scheme along with notice(s).
9. The share capital of the Transferor Company as on 31" March 2024 is as under:

THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI

CA (CAA)25(MB)/2025

Particulars	Amount
Authorized Share Capital	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000
Issued, Subscribed and Paid-up Share Capital	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000

Subsequent to 31st March 2024 and till the date of approval of this Scheme by the Board of Directors of the Transferor Company, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company.

10. The share capital of Transferee Company/Demerged Company as on 31st March 2024 is as under:

Particulars	Amount
Authorized Share Capital	
53,00,000 Equity Shares of INR 10/- each 7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	5,30,00,000
1,50,000 1% Non-Cumulative Redeemable Preference Shares (Series-I) of INR 100 each	1,50,00,000
7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	7,20,00,000
Total	14,00,00,000
Issued, Subscribed and Paid-up Share	

THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI

CA (CAA)25(MB)/2025

Capital	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
6,85,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	6,85,00,000
Total	12,15,00,000

Subsequently, the Transferee Company / Demerged Company has undertaken a buyback of preference shares pursuant to which 3, 16,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of Rs. 100/- each of the Transferee Company I Demerged Company have been cancelled.

11. The share capital of Transferee Company/Demerged Company as on the date of approval of the scheme is as under:

Particulars	Amount
Authorized Share Capital	
53,00,000 Equity Shares of INR 10/- each 7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	5,30,00,000
1,50, 000 1 % Non-Cumulative Redeemable Preference Shares (Series-I) of INR 100 each	1,50,00,000
7,20,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	7,20,00,000
Total	14,00,00,000

THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI

CA (CAA)25(MB)/2025

Issued, Subscribed and Paid-up Share Capital	
53,00,000 Equity Shares of INR 10 each	5,30,00,000
3,69,000 1% Non-Cumulative Redeemable Preference Shares (Series-II) of INR 100 each	3,69,00,000
Total	8,99,00,000

12. The share capital of the Resulting Company as on 31st March 2024 is as under:

Particulars	Amount
Authorized Share Capital	
85,75,000 Equity Shares of INR 10 each	8,57,50,000
85,500 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	85,50,000
Total	9,43,00,000
Issued, Subscribed and Paid-up Share Capital	
77,36,900 Equity Shares of INR 10 each	7,73,69,000
40,000 4% Non-Cumulative Redeemable Preference Shares of INR 100 each	40,00,000
Total	8,13,69,000

Subsequent to 31st March 2024 and till the date of approval of this Scheme by the Board of Directors of the Resulting Company, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Resulting Company. As on the date of approval of this Scheme by the Board of Directors, the Resulting Company is a wholly owned subsidiary of the Transferee Company/Demerged

Company.

13. There are 11 (Eleven) Equity Shareholders holding 7,73,69,000 for the face of Rs.10/- each. The Applicant Company submits that all the equity shareholders of Transferor Company have given consent in affidavit dated 27.11.2024 for approval of the scheme. In view of the fact that all the equity shareholders of the Transferor Company have given consent for approval of the scheme, the question of convening of meeting does not arise, accordingly, dispensed with.
14. The Applicant Companies submits that there are total 53,00,000 shares in the Applicant Company 2 for the face value of Rs.10/- each. The Applicant Companies submits that a meeting of the Equity Shareholders of the Applicant Company 2 required to convened and held within 60 days from the date of communication of this order, through physical mode/ video conferencing or other audiovisual means, for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme.
15. In terms of the aforesaid meeting is required to be convened of the and Equity Shareholders of the Applicant Company 2 as mentioned above it is hereby directed as under:
16. At least 1 (one) month before the aforesaid meetings of the Equity Shareholders of the Applicant Company 2 to be held as aforesaid, notice convening the said meetings at the day, date and time as fixed, 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 and the prescribed Form of Proxy, shall be sent to the respective

Equity Shareholders, by electronic mail to their registered e-mail address, as per the records available with the relevant Applicant Companies, as mentioned above.

17. At least 30 (Thirty) days before the aforesaid meetings of the Equity Shareholders of the Applicant Company 2 to be held as aforesaid, notice convening the said meetings, at the date and time fixed above be published each in 'Business Standard' in English and 'Navshakti' in Marathi having circulation in Maharashtra, 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 respective Applicant Companies.
18. The relevant Applicant Companies undertakes to:
 - a. Issue notice convening aforesaid meetings of the Equity Shareholder, Secured Creditor and Unsecured Creditors of the relevant Applicant Companies as per Form No CAA.2 (Rule the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
 - b. Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013; and
 - c. Advertise the notice convening aforesaid meetings as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

The undertaking is accepted.

19. Mr L.N. Gupta, IRS (Retd.) Former Member NCLT, Mob: 8076489376, email mbtgln@gmail.com shall be the Chairperson of the meeting of Equity Shareholders of the Applicant Company No. 2 with a remuneration of Rs. 2,00,000/. The Scrutinizer for the meeting of the Applicant

Company No. 2 shall be Mr. Ashwini Ramakant Gupta, Company Secretary, COP 18163, Mob: 8600629115, email guptaashwin@gmail.com with a remuneration of Rs.50,000/-.

20. The concerned Companies shall issue notice of the meeting of Equity Shareholders of Applicant Company 2 after approval of the notice by the Chairman. 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 aforesaid meetings of the Secured Creditor and Unsecured Creditors of the relevant Applicant Companies, in relation to the conduct of the aforesaid meetings including for deciding procedural questions that may arise at the aforesaid meetings or at any adjournment thereof or any other matter including, any amendment to the Scheme or resolution, if any, proposed at the aforesaid meetings by any Secured Creditor and Unsecured Creditor(s) of the relevant Applicant Companies.
21. The quorum for the aforesaid meetings of the Equity Shareholders of the Applicant Company 2 shall be as prescribed under Section 103 of the Companies Act, 2013.
22. The value and number of the Equity Shareholders of the Applicant Company 2 shall be in accordance with the books/ records maintained by the relevant Applicant Companies and where the entries in the books/ records are disputed, the Chairperson of the aforesaid meetings shall determine the value and number for the purpose of the aforesaid meetings and his decision in that behalf would be final.
23. The Chairperson shall file a compliance report not less than 7 (Seven) days before the date fixed for holding of the meetings of the

Equity Shareholders of the Applicant Company 2 y 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.

24. The voting by authorized representative, in case of a body corporate be permitted, provided that the authorization duly signed by the person entitled to attend and vote at the meeting is filed with the relevant Applicant Company 2 of the Equity Shareholders respectively, in physical at its registered office, at least 48 (Forty-Eight) hours before the aforesaid meetings, as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
25. The Chairperson shall report to this Tribunal, the result of the aforesaid meetings within 30 (Thirty) days of the conclusion of the said meeting and the said report shall be verified by his undertaking as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
26. There are 9 (Nine) Equity Shareholders holding 10,000 for the face of Rs.10/- each aggregating to Rs.1,00,000. The Applicant Company submits that all the equity shareholders of Resulting Company have given consent in affidavit for approval of the scheme. In view of the fact that all the equity shareholders of the Resulting Company have given consent for approval of the scheme, the question of convening of meeting does not arise, accordingly, dispensed with.
27. There are 4 (Four) Preference Shareholders holding 40,000 shares

for the face of Rs.100/- each. The Applicant Companies submits that all the equity Preference Shareholder of Transferor Company have given consent in affidavit dated 29.11.2024 for approval of the scheme. In view of the fact that all the Preference shareholders of the Transferor Company have given consent for approval of the scheme, the question of convening of meeting does not arise, accordingly, dispensed with.

28. There are 7 (Seven) Preference Shareholders holding 3,69,000 shares for the face of Rs.100/- each. The Applicant Companies submits that all the equity Preference Shareholder of Demerged Company/Transferee Company have given consent in affidavit dated 29.11.2024 for approval of the scheme. In view of the fact that all the Preference shareholders of the Demerged Company/Transferee Company have given consent for approval of the scheme, the question of convening of meeting does not arise, accordingly, dispensed with.
29. The Applicant Companies submits that there are no Secured Creditors in the Transferor Company, Transferee Company/Demerged Company as well as in Resulting, the same has been verified by the Chartered Accountant CGCA & Associates LLP in his certificate dated 11th November 2024.
30. There are 5 (five) unsecured creditors in the Transferor Company for the value of Rs.4,99,750/-. The Applicant Companies submits that all the unsecured creditors of the Transferor Company have given consent on affidavit dated 02.12.2024 approving the scheme of arrangement. In view of the fact that all the unsecured creditors of Transferor Company have given consent for approval of the scheme, the question of convening of meeting does not arise, accordingly, dispensed with.

31. There are 14 (fourteen) unsecured creditors in the Transferee Company/Demerged Company for the value of Rs.1,55,42,225/-. The Applicant Companies submits that out of the 14 unsecured creditors, 9 unsecured creditors have given consent for approval of the scheme, the consent affidavits have been filed vide separate affidavit dated 30.01.2025. Out of the balance 5 creditors, 4 creditors are tenants from whom security deposit has been obtained. The balance 1 trade creditors will be paid off in the ordinary course of business. The present Scheme is an arrangement between the Applicant Companies and its shareholders as contemplated in Section 230(1)(b) and not in accordance with Section 230(1)(a) of the Companies Act, 2013, as there is no compromise and / or arrangement with creditors as no sacrifice is called for. The Applicant Companies undertake that the creditors of the Applicant Companies will not be affected by the proposed Scheme and their liabilities will be paid in the ordinary course of business.
32. There are 3 (three) unsecured creditors in the Transferor Company for the value of Rs.14,06,461/-. The Applicant Companies submits that all the unsecured creditors of the Resulting Company have given consent on affidavit approving the scheme of arrangement. In view of the fact that all the unsecured creditors of Resulting Company have given consent for approval of the scheme, the question of convening of meeting does not arise, accordingly, dispensed with.
33. The Applicant Companies are directed to serve notices along with copy of scheme upon: -
- (a) the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai Maharashtra,

- (b) Registrar of Companies, Mumbai
- (c) Income Tax Authorities within whose jurisdiction the respective applicant companies are assessed to tax
- (d) The Official Liquidator,
- (f) Official Liquidator (in case of Transferor Company)
- (f) Securities Exchange Board of India

with a direction that they may submit their representations, if any, within a period of 30 (thirty) days from the date of receipt of such notice to the Tribunal with copy of such representations shall simultaneously be served upon the respective Applicant Companies.

34. The Notice shall be served through by Registered Post-AD, Speed Post and email along with copy of Scheme and state that “*If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme*”. It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the noticee.
35. The Applicant Companies will submit, to the extent not forming part of this Application, –
 - i. Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any.
 - ii. List of pending IBC cases, if any, along with all other litigation;
 - iii. pending against the Applicant Companies having material impact on the proposed Scheme.
 - iv. The Applicant Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money

details; if any.

36. The Applicant Companies to file an affidavit of service within 10 working days after serving to notice to all the regulatory authorities as stated above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd

Prabhat Kumar
Member (Technical)

Sd

Justice V.G. Bisht
Member (Judicial)

NATIONAL COMPANY LAW TRIBUNAL**COURT ROOM NO. 1****MUMBAI BENCH****Item No. 08****COMP.APPL/ 143(MB)2025 IN C.A.(CAA)/25(MB)2025**

CORAM:

SH. PRABHAT KUMAR**JUSTICE V.G. BISHT (Retd.)****HON'BLE MEMBER (TECHNICAL)****HON'BLE MEMBER (JUDICIAL)**ORDER SHEET OF THE HEARING ON **30.05.2025**NAME OF THE PARTIES: **ANANT SYNTHETICS PRIVATE LIMITED**

Section 230 of the Companies Act, 2013 and Rule 11 of NCLT

ORDER

1. Adv. Hemant Sethi for the Applicant is present.
2. This is an Application filed under Section 230 to 232 and Section 66 of the Companies Act, 2023 and rules framed thereunder, Rule 11 of NCLT Rules, 2016 and seeking rectification as under:
 - a. *That this Hon'ble Tribunal be pleased to rectify the Order dated 6th March 2025 passed in C.A.(CAA)/25(MB)/2025 as more particularly explained in paragraph 2 of the present Company Application.*
 - b. *That this Hon'ble Tribunal be pleased to allow Applicant Company 2 to convene and hold meeting of its Equity Shareholders within 60 days from the date of communication of the rectified Order.*
3. This Tribunal had passed an Order dated 6th March, 2025 admitting the Company Application C.A.(CAA)/25/MB/2025 filed under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, Rule 11 of NCLT Rules, 2016. The Applicant has pointed out

following discrepancies and mistakes in the said order and has sought rectification thereof :

Page no. of the Order	Clause no. of the Order	Particulars to be changed	Rationale for rectification
Pg. 7 and 8	9	the words "Transferor Company" be read as the "Resulting Company". Further, the words "As on the date of approval of this Scheme by the Board of Directors, the Resulting Company is a wholly owned subsidiary of the Transferee Company/Demerged Company" to be added at the end of clause 9.	The details of share capital mentioned in the said clause pertains to Resulting Company.
Pg. no. 10	12	the words "Resulting Company" be read as the "Transferor Company". Further, the words "As on the date of approval of this Scheme by the Board of Directors, the Resulting Company is a wholly owned subsidiary of the Transferee Company/Demerged Company" to be deleted.	The details of share capital mentioned in the said clause pertains to Transferor Company.
Pg. no. 11	13	the figure "7,73,69,000" be read as "77,36,900 shares"	The total number of equity shares in the Transferor company held by the equity shareholders is 77,36,900 shares.
Pg. no. 12	18(a)	the words "meetings of the Equity Shareholder, Secured Creditor and Unsecured Creditors of the relevant Applicant Companies" shall be read as "meeting of the Equity Shareholders of the Applicant Company 2"	As per para 15, directions are provided for convening meeting of only the Equity shareholders of the Applicant Company 2. There are no meetings to be convened for Secured creditors and unsecured creditors.
Pg. no. 13	20	the words "meetings of the Secured Creditor and Unsecured Creditors of the relevant Applicant Companies" shall be read as "meeting of the Equity shareholders of the Applicant Company 2". Further, the words "meetings by any Secured Creditor and Unsecured Creditor(s) of the relevant Applicant Companies" shall be read as the "aforesaid meeting by any Equity Shareholder of the Applicant Company 2"	As per para 15, directions are provided for convening meeting of only the Equity shareholders of the Applicant Company 2. There are no meetings to be convened for Secured creditors and unsecured creditors.

4. On perusal of the records, we find the said submissions correct. Accordingly, we pass the following order modifying the Order dated 6th March, 2025 passed in the Company Application C.A.(CAA)/25/MB/2025.

a. In clause 9 of the said Order, the words "*Transferor*" shall be substituted by the words "*Resulting*", and following sentence shall be added after the last sentence in the said clause :

"As on date of transfer of approval of scheme by the Board of Directors, the Resulting Company is a wholly owned subsidiary of Demerged/Transferee Company".

- b. In clause 12 of the said Order, the words “*Resulting*” shall be substituted by the words “*Transferor*”, and following sentence, as appearing in the last of the clause, shall be deleted :

“As on the date of approval of this Scheme by the Board of Directors, the Resulting Company is a wholly owned subsidiary of the Transferee Company/Demerged Company”.

- c. In clause 13 of the said Order, the figures “7,73,69,000” shall be substituted by the words and figures “77,36,900 shares”;
- d. In clause 18(a) of the said Order, the words “*Equity Shareholder, Secured Creditor and Unsecured Creditors*” shall be substituted by the words “*Equity Shareholders*”;
- e. At Para 20 of the said Order, the existing para shall be deleted and in place of deleted para, the following para shall be substituted –

“The Applicant Company 2 shall issue notice of the meeting of its Equity Shareholders after approval of the notice by the Chairman. The Chairperson shall have all powers under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in relation to the conduct of the aforesaid meeting including for deciding procedural questions that may arise at the aforesaid meeting or at any adjournment thereof or any other matter including, any amendment to the Scheme or resolution, if any, proposed at the aforesaid meeting by any Equity Shareholder of the Applicant Company 2.”

6. Rest of the Order shall remain unchanged.

7. The Petitioner Companies could not proceed to convene the meeting as per

directions vide Order dated 6th March, 2025 due to aforesaid mistakes/discrepancies in the order, which have been rectified now, accordingly, we allow the Petitioner Companies to hold the meeting in accordance with the Order dated 6th March, 2025 on or before 31st July, 2025.

8. In view of above, CA 143 of 2025 is **allowed and disposed of accordingly**.

-Sd/-

PRABHAT KUMAR
MEMBER (TECHNICAL)

Rehan Shaikh

-Sd/-

JUSTICE V.G. BISHT
MEMBER (JUDICIAL)

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH, AT MUMBAI**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder;

AND

In the matter of Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective shareholders ('Scheme').

Hytone Textstyles Limited,

a Company incorporated under the provisions of

Companies Act, 1956 having its registered office at

Plot no. 70, TTC MIDC industrial area, Mahape village,

Navi Mumbai, Thane 400706,

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}

}

**... Applicant Company 2 /
Transferee Company /
Demerged Company**

PROXY FORM

Name of the Shareholder(s)			
Registered Address			
Email Id		Folio No.	

I/We, being the shareholder(s) of _____ share(s) of Hytone Textstyles Limited, hereby appoint

1. Name: _____

Address : _____

Email – ID : _____ Signature : _____ or failing him

2. Name: _____

Address : _____

Email – ID : _____ Signature : _____ or failing him

3. Name: _____

Address : _____

Email – ID : _____ Signature : _____

as my/ our proxy to attend and vote (through physical voting system) for me/ us at the meeting of the Equity Shareholders, convened pursuant to direction of Mumbai Bench of Hon'ble National Company Law Tribunal to be held at Flysky Banquets, Plot No 630/631, T.T.C Industrial Area, Mahape, Near LTI Mindtree, Navi Mumbai – 400710 on Saturday, the 26th July, 2025 at 3.00 pm and at any adjournment thereof in respect of the proposal as indicated below:

Proposal
Resolution for approval to the Composite Scheme of Arrangement between Hytone Textstyles Limited ('HTL' or 'Transferee Company' or 'Demerged Company') and Anant Synthetics Private Limited ('ASPL' or 'Transferor Company') and Sadguru Gruh Nirman Private Limited ('SGNPL' or 'Resulting Company') and their respective shareholders as amended pursuant to observation of NCLT vide order dated 6th March 2025.

Signed this ____ day of ____ 2025

Signature of Shareholder(s)

Signature of Sole / first holder

Signature of Second holder

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the Proxy later in time shall be accepted.
5. Proxy need not be shareholder of Hytone Textstyles Limited.

Hytone Textstyles Limited**Plot no. 70, TTC MIDC Industrial Area, Mahape village, Navi Mumbai Thane - 400706****Email:** praful@hytonetextile.com **CIN:** U17120MH1989PLC050330**ATTENDANCE SLIP****PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL****Joint Shareholders may obtain additional attendance slip at the venue of the meeting**

I hereby record my/ our presence at the meeting of the Equity Shareholders of Hytone Textstyles Limited, Transferee Company, convened pursuant to an order dated March 6, 2025 to be read with order dated May 30, 2025 , of Mumbai Bench of the National Company Law Tribunal, at Flysky Banquets, Plot No 630/631, T.T.C Industrial Area, Mahape, Near LTI Mindtree, Navi Mumbai – 400710 Saturday, the 26th July, 2025 at 3:00 P.M.

Name and Address of the Equity Shareholder	
Signatures	
Folio No.	
No. of Shares held	
Name of the Proxy holder(s)/authorized representative	
Signatures	

Note:

- (1) Equity Shareholders attending the meeting in person or by proxy or through Authorized Representative are requested to complete and bring the attendance slip with them and hand it over at the entrance of the meeting hall.

Route map of the meeting venue

