

Forech India Private Limited
[CIN: U51109HR1983PTC132390]
Regd. Office: Malikpur Road, Village Dhaturi,
Asadpur Nandnaur, Sonipat-131 027, Haryana
E-mail: kishoreverma@forech.com
Website: www.forech.com

**Meeting of Unsecured Creditors of Forech India Private Limited
scheduled to be held through Video Conferencing under the
supervision of the Hon'ble National Company Law Tribunal**

Day	Friday
Date	9 th January, 2026
Time	4:00 P.M.
Venue	Since the meeting is proposed to be held through Video Conferencing, physical venue of the meeting is not relevant/applicable

Schedule of remote e-voting, before the date of meeting

Commencement of remote e-voting	Monday, 5 th January, 2026 at 9:00 A.M. IST
End of remote e-voting	Thursday, 8 th January, 2026 at 5:00 P.M. IST

List of Documents

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1.	Notice of the Meeting along with Instructions for attending the Meeting through Video Conferencing; and for Voting through remote e-voting system
2.	Explanatory Statement
3.	Scheme of Arrangement of Forech India Private Limited and FIPL Engineering Private Limited
4.	Report on Valuation of Shares & Share Exchange Ratio issued by Ms Mallika Goel, IBBI Registered Valuer in respect of Securities or Financial Assets
5.	Audited Financial Statements for the year ended 31 st March, 2025 of the Demerged Company
6.	Un-audited Financial Statements (provisional) for the period ended 31 st August, 2025 of the Resulting Company
7.	Un-audited Financial Statements (provisional) for the period ended 30 th September, 2025 of the Demerged Company

In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:

Mr Sharwan Mangla General Manager Mas Services Ltd	98117 42828 sm@masserv.com
Mr Kishore Kumar Verma Company Secretary Forech India Private Limited	98683 00534 kishoreverma@forech.com

Through

Sd/-
Ashok Malik, Advocate
Chairperson of the meeting

Sd/-
Kartikeya Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi-Meerut Expressway/NH-9
Delhi 110 091
e-mail: info@rgalegal.in
Website: www.rgalegal.in

Date: 15.11.2025
Place: New Delhi

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

CHANDIGARH BENCH-II, CHANDIGARH

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. (CAA) 48/CHD/HRY OF 2025

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

AND

IN THE MATTER OF

FORECH INDIA PRIVATE LIMITED

APPLICANT NO. 1/DEMERGED COMPANY

AND

FIPL ENGINEERING PRIVATE LIMITED

APPLICANT NO. 2/RESULTING COMPANY

NOTICE CONVENING MEETING

**To
The Unsecured Creditors
of Forech India Private Limited**

Take Notice that the Hon'ble National Company Law Tribunal, Chandigarh Bench-II, Chandigarh vide its Order dated 7th November, 2025 (date of pronouncement), has inter alia, directed for convening of a meeting of Unsecured Creditors of Forech India Private Limited through Video Conferencing, with facility of remote e-voting for the purpose of considering and, if thought fit, approving, the proposed Scheme of Arrangement of Forech India Private Limited and FIPL Engineering Private Limited, and other connected matters, if any. The following Special Business will be transacted in the said meeting:

To consider and, if thought fit, to pass, the following resolution with specific majority as provided under Sections 230 & 232 read with Section 66 of the Companies Act, 2013, and other applicable provisions, if any:

"Resolved that pursuant to the provisions of Sections 230 & 232 read with Section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, together with Section 2(19AA) and other relevant provisions of the Income Tax Act, 1961, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and other Appropriate Authority, if any, consent of the Meeting be and is hereby accorded for the proposed Demerger in the following manner:

- i. Demerger of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited (the Demerged Company) into FIPL Engineering Private Limited (the Resulting Company), as a going concern; and*
- ii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Demerger.*

Resolved further that the Report on Valuation of Shares & Share Exchange Ratio issued by Ms Mallika Goel, a Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI), placed before the meeting, be and is hereby received, considered and taken on record.

Resolved further that the Share Exchange Ratio as recommended by the IBBI Registered Valuer for the proposed Scheme of Arrangement, being fair and reasonable to the Shareholders and other stakeholders of both the Companies, be and is hereby considered, accepted and approved.

Resolved further that the salient features/terms and conditions of the proposed Scheme of Arrangement which, inter-alia, include the following:

- 1.1** All assets and liabilities including Income Tax and all other statutory liabilities, if any, of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited will be transferred to and vest in FIPL Engineering Private Limited, as a going concern.
- 1.2** All the Transferring Employees of the Demerged Company, in service on the Effective Date, if any, shall become the employees of the Resulting Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Company on the Effective Date.
- 1.3** Upon the Scheme coming into effect, entire pre-Scheme issued, and paid-up Equity Share Capital of the Resulting Company shall stand cancelled, without any payment being made to any shareholder against such cancellation.
- 1.4** Appointed Date for the Scheme will be same as the Effective Date, or such other date as may be mutually decided by the Board of Directors of the Demerged Company and the Resulting Company with the approval of the Hon'ble National Company Law Tribunal, or such other date as the Hon'ble National Company Law Tribunal, or any other Appropriate Authority may approve.
- 1.5** The Share Exchange Ratio for Demerger will be as follows:
 - The Resulting Company-FIPL Engineering Private Limited will issue 1 (one) Equity Share of INR 10 each, credited as fully paid-up, to the Equity Shareholders of the Demerged Company, for every 1 (one) Equity Share of INR 100 each held in the Demerged Company-Forech India Private Limited.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

be and are hereby approved in specific.

Resolved further that subject to the approval of the Hon'ble National Company Law Tribunal and other Appropriate Authority, if any, the draft Scheme of Arrangement of Forech India Private Limited and FIPL Engineering Private Limited; and their respective Shareholders and Creditors, as placed in the meeting, be and is hereby approved.

Resolved further that the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share exchange ratio, etc.,] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, Chandigarh Bench-II, Chandigarh or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme.”

Take Further Notice that in pursuance of the said order, a meeting of **Unsecured Creditors of Forech India Private Limited is scheduled to be held on Friday, 9th January, 2026 at 4:00 P.M., through Video Conferencing, with facility of remote e-voting** when you are requested to attend.

Facility of remote e-voting will be available during the prescribed period before the meeting. Accordingly, Unsecured Creditors can vote through remote electronic means (without attending the meeting), instead of voting in the meeting.

The Hon'ble Tribunal has appointed Mr Ashok Malik, Advocate as the Chairperson, and Ms Niharika Sohal, Advocate as the Scrutinizer for the aforesaid meeting.

A copy each of the Explanatory Statement [under Sections 230 & 232 read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Arrangement and other documents, if any, are enclosed.

The proposed Scheme of Arrangement, if approved in the meeting(s), will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench-II, Chandigarh.

Dated this 15th November, 2025

Sd/-
Ashok Malik, Advocate
Chairperson of the meeting

Through

Sd/-
Kartikeya Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi-Meerut Expressway/NH-9
Delhi 110 091
e-mail: info@rgalegal.in
Website: www.rgalegal.in

Notes:

1. The present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed period before the meeting; and through e-voting platform which will be available during the meeting.
2. National Securities Depository Limited (NSDL) is appointed to provide remote e-voting facility before the meeting and to provide e-voting platform during the meeting, in a secured manner. Whereas, Mas Services Ltd, a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide platform for convening the meeting through Video Conferencing; as well as to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting and processing of data relating to the meeting and voting, etc.
3. **Notice of the meeting will be sent to all the Unsecured Creditors of the Company through approved mode(s).**
4. **Unsecured Creditors who have not registered their e-mail id, can get the same registered by sending the request to the Company at kishoreverma@forech.com; or to the Legal Counsel to the Scheme at info@rgalegal.in.**
5. **In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:**

Mr Sharwan Mangla General Manager Mas Services Ltd	98117 42828 sm@masserv.com
Mr Kishore Kumar Verma Company Secretary Forech India Private Limited	98683 00534 kishoreverma@forech.com

6. Only Unsecured Creditors of the Company may attend the meeting of Unsecured Creditors through Video Conferencing and vote through e-voting system.
7. **Institutional/Corporate Unsecured Creditors (i.e., other than individuals/HUF, NRI, etc) are required to send a scanned copy**

(PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at: niharika.sohal@gmail.com; with a copy to the Company at kishoreverma@forech.com.

- 8. Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.**
- 9. Instructions for attending the meeting through Video Conferencing and voting through e-voting system are given at the end of this notice.**
- 10. Voting may be made through remote e-voting which will be available during the prescribed period before the meeting (as given below); and through e-voting platform which will be available during the meeting:**

Commencement of remote e-voting	Monday, 5 th January, 2026 at 9:00 A.M. IST
End of remote e-voting	Thursday, 8 th January, 2026 at 5:00 P.M. IST

- 11. All the Unsecured Creditors will be entitled to attend the meeting through Video Conferencing. However, the Unsecured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting.**
- 12. Unsecured Creditors attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.**

Encl.: As above

A. INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins **Monday, 5th January, 2026 at 9.00 A.M. IST and ends Thursday, 8th January, 2026 at 5.00 P.M. IST.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Creditors, whose names appear in the creditors list as on (cut-off date) i.e., 31st March, 2025, may cast their vote electronically. The voting right of creditors shall be in proportion to their respective amount.

LOGIN METHOD FOR CREDITORS:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following **URL: <https://www.evoting.nsdl.com/>** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Enter user ID as given in email.
5. Enter password as given in email.
6. Enter Captcha.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now you will have to click on "Login" button.
9. After successful login you will be able to see EVEN of Company
10. Select EVEN of company to cast your vote.
11. Now you are ready for e-voting as the voting page open.
12. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the amount of debt for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
13. Upon confirmation the message "Vote cast successfully" will be displayed.
14. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
15. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. INSTRUCTIONS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Creditors will be provided with a facility to attend the NCLT meeting through VC/OAVM through the NSDL e-Voting system. Creditors may

access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

2. After click on link system will be re-direct at cisco website
3. Enter your first name.
4. Enter your last name.
5. Enter your email id.
6. Click on join now.
7. If Cisco driver not available in your system, please click on run temporary driver.
8. Creditors are encouraged to join the Meeting through Laptops for better experience.
9. Further, Creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
10. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

If you have any queries or issues regarding attending Meeting & e-Voting, you may contact Mr Sharwan Mangla, General Manager, Mas Services Ltd at Mob: 98117 42828; Email: sm@masserv.com.

Note: Creditors who would like to express their views/have questions may send their questions in advance mentioning their name, e-mail-id, mobile number **to the Company at kishoreverma@forech.com; or to the Legal Counsel to the Scheme at info@rgalegal.in**. The same will be replied by the Company suitably.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

CHANDIGARH BENCH-II, CHANDIGARH

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. (CAA) 48/CHD/HRY OF 2025

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

AND

IN THE MATTER OF

FORECH INDIA PRIVATE LIMITED

APPLICANT NO. 1/DEMERGED COMPANY

AND

FIPL ENGINEERING PRIVATE LIMITED

APPLICANT NO. 2/RESULTING COMPANY

Explanatory Statement

[Under sections 230 & 232 read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any.]

- 1.** A joint Company Application being CA (CAA) No. 48/Chd/Hry/2025, was filed before the Hon'ble National Company Law Tribunal, Chandigarh Bench-II, Chandigarh (hereinafter referred to as "the Tribunal/NCLT") under the provisions of Sections 230 & 232 read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, in connection with the proposed Scheme of Arrangement of Forech India Private Limited and FIPL Engineering Private Limited (hereinafter referred to as "the Scheme of Arrangement" or "this Scheme or "the Scheme") and other connected matters, if any.
- 2.** Pursuant to the Order dated 7th November, 2025 (date of pronouncement), passed by the Hon'ble Tribunal, in the above referred joint Company Application, separate meetings of Secured Creditors and Un-secured Creditors of Forech India Private Limited (Demerged Company) are scheduled to be convened and held **through Video Conferencing** with facility of remote e-voting, on **Friday, 9th January, 2026** as per the following schedule, for the purpose of considering and, if thought fit, approving, the proposed Scheme of Arrangement, at which time the said stakeholders are requested to attend:

Sl. No.	Meeting of	Time
1.	Secured Creditors of the Demerged Company-Forech India Private Limited	3:00 P.M.
2.	Unsecured Creditors of the Demerged Company-Forech India Private Limited	4:00 P.M.

Voting may be made through remote e-voting which will be available during the prescribed period before the meetings (as given below); and through e-voting platform which will be available during the meetings:

Commencement of remote e-voting	Monday, 5 th January, 2026 at 9:00 A.M. IST
End of remote e-voting	Thursday, 8 th January, 2026 at 5:00 P.M. IST

- 3.** The proposed Scheme of Arrangement provides for:
- i.** Demerger of 'Manufacturing and other activities being carried on in the State of Haryana' of Forech India Private Limited into FIPL Engineering Private Limited, as a going concern; and
 - ii.** Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Demerger, if any.

A copy of the proposed Scheme of Arrangement setting out the terms and conditions of the proposed De-merger and other matters connected, is enclosed with this Explanatory Statement.

4. Companies to the Scheme and their Background

4.1 Demerged Company- Forech India Private Limited:

- i.** The Demerged Company-Forech India Private Limited [Corporate Identity No. (CIN): U51109HR1983PTC132390; Income Tax Permanent Account No. (PAN): AAACF0240N] (hereinafter referred to as "the Demerged Company/the Company") was originally incorporated on 21st January 1983 under the provisions of the Companies Act, 1956, as a public limited Company with the name and style as 'Hilton Marketing Limited' vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 23rd February 1983 by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to 'Forech India Limited' vide Fresh Certificate of Incorporation dated 18th June 1987, issued by the NCT of Delhi & Haryana, New Delhi. The Company was converted into a private limited company and name of the Company was changed to 'Forech India Private Limited' vide Fresh Certificate of Incorporation dated 19th February 2016, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.
- ii.** Presently, the Registered Office of the Demerged Company is situated at Malikpur Road, Village Dhatari, Asadpur Nandnaur, Sonipat-131 027, Haryana; e-mail: kishoreverma@forech.com; Website: www.forech.com,

- iii. The detailed objects of the Applicant Demerged Company are set out in the Memorandum of Association and are, inter-alia, briefly stated as below:

Main Objects:

1. *To manufacture, market, buy, sell, handle, import, export, repair, develop, improve, rubber goods, plastic and plastic goods, fan belts, transmission belts, V-belts, conveyor belts and all kinds of other beltings, whether for industrial use or otherwise and tyres and tubes of every description for all types of vehicles heavy or light including passenger transport cars, buses, trucks, tractors, aeroplanes, motor cycles, scooters, rickshaws and cycles and also other related articles, flaps, repair materials, appliances, components and accessories relating to tyres and allied industries.*
 2. *To carry on the business as buyers, sellers, importers, exporters, stockists, agents, commission agents, forwarding and clearing agents, distributors, warehousemen, merchants, tractors and dealers in all kinds of rubber whether natural or synthetic, reclaimed rubber, foam and sponge rubber, metal bonded rubber and synthetic, resin and gelatine capsules and other related pharmaceutical products, forgings, castings, grinding material and ferrous and non-ferrous materials.*
 3. *To carry on the business as buyers and sellers, importers, exporters, dealers, stockists, agents, commission agents, forwarding and clearing agents, distributors, warehousemen, merchants, traders, sales organisers and representatives of manufacturers of all kinds of commodities, goods, articles, materials and things.*
- iv. The Demerged Company, is primarily engaged in manufacturing and marketing of different types of conveyor belts, rubber sheets and other related products and other ancillary activities. Manufacturing facilities of the Company are situated in two different geographical locations of India, viz., in the State of Tamil Nadu and in the State of Haryana. Thus, the Demerged Company has two distinct manufacturing divisions, viz., 'Tamil Nadu Division' and 'Haryana Division'.
- 'Tamil Nadu Division' is primarily engaged in the manufacturing of Steel Cord Conveyor Belts and Textile Conveyor Belts. Whereas 'Haryana Division' is primarily engaged in the manufacturing of Rubber Sheets.
- v. That the present Authorised Share Capital of the Demerged Company is INR 14,20,00,000 divided into 14,20,000 Equity Shares of INR 100 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR 9,75,00,000 divided into 9,60,000 Equity Shares of INR 100 each, fully paid-up and INR 15,00,000 being amount paid on forfeited shares. Thus, the Demerged Company has issued only one kind of shares, viz., Equity Shares.

- vi. Detail of the present Board of Directors of the Demerged Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Ravi Khanna B-1/40, Safdarjung Enclave New Delhi-110029	00165154	Managing Director
2.	Bharat Gandotra E-502, Central Park 1, Golf Course Road, Sector 42, Galleria, DLF IV, Gurgaon-122009, Haryana	00165267	Whole Time Director
3.	Krishan Agarwal 53, Suvidha Kunj, Pitampura, Delhi-110034	00020206	Whole Time Director
4.	Jyoti Khanna B-1/40, Safdarjung Enclave New Delhi-110029	00165409	Director

4.2 Resulting Company-FIPL Engineering Private Limited:

- i. The Resulting Company-FIPL Engineering Private Limited [Corporate Identity No. (CIN): U22192HR2025PTC134598; Income Tax Permanent Account No. (PAN): AAGCF5393L] (hereinafter referred to as "Resulting Company/the Company") was incorporated on 30th July 2025, under the provisions of the Companies Act, 2013, as a private limited company vide Certificate of Incorporation issued by the Central Registration Centre on behalf of the jurisdictional Registrar of Companies, NCT of Delhi & Haryana, New Delhi.
- ii. Presently, the Registered Office of the Applicant Resulting Company is situated at C/o, Forech Mining & Construction International LLP, GT Road, Village Rai, P.S. Rai, Sonipat-131 029, Haryana; email: fipl@forechmci.in.
- iii. The detailed objects of the Resulting Company are set out in the enclosed Memorandum of Association and are briefly stated as below:

Main Objects:

1. *To manufacture, market, buy, sell, handle, import, export, repair, develop, improve or to engineer rubber goods, plastic and plastic goods, fan belts, transmission belts, V-belts, conveyor belts, rubber sheet and all kinds of other beltings, whether for industrial use or otherwise and tyres and tubes of every description for all types of vehicles heavy or light including passenger transport cars, buses, trucks, tractors, aeroplanes, motor cycles, scooters, rickshaws and cycles and also other related articles, flaps, repair materials, appliances, components and accessories relating to tyres and allied industries.*
2. *To carry on the business as buyers, sellers, importers, exporters, stockists, agents, commission agents, forwarding*

and clearing agents, distributors, warehousemen, merchants, tractors and dealers in all kinds of rubber whether natural or synthetic, reclaimed rubber, foam and sponge rubber, metal bonded rubber and synthetic, resin and gelatine capsules and other related pharmaceutical products, forgings, castings, grinding material and ferrous and non-ferrous materials.

3. *To carry on the business as buyers and sellers, importers exporters, dealers, stockists, agents, commission agents, forwarding and clearing agents, distributors, warehousemen, merchants, traders, sales organisers and representatives of manufacturers of all kinds of commodities, goods, articles, materials and things.*

- iv. The Resulting Company is recently incorporated to carry on manufacturing and marketing of rubber sheets and other related and ancillary activities.
- v. That the present Authorised Share Capital of the Resulting Company is INR 1,00,000 divided into 10,000 Equity Shares of INR 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR 50,000 divided into 5,000 Equity Shares of 10 each. Thus, the Resulting Company has issued only one kind of shares, viz., Equity Shares.
- vi. Detail of the present Board of Directors of the Resulting Company is given below:

Sl. No	Name & Address	DIN	Designation
1.	Bharat Gandotra E-502, Central Park 1, Golf Course Road, Sector 42, Galleria, DLF IV, Gurgaon-122009, Haryana	00165267	Director
2.	Krishan Agarwal 53, Suvidha Kunj, Pitampura, Delhi-110034	00020206	Director

5. Detail of the Promoters: The Demerged Company and the Resulting Company are closely held unlisted private limited companies. Both the Companies are Group Companies under common management and control.

5.1 Issued and paid-up Equity Share Capital of the Demerged Company-Forech India Private Limited is held by:

Sl. No.	Name of Promoters	Address
1.	Ravi Khanna HUF	B-1/40, Safdarjung Enclave, New Delhi 110029
2.	Ravi Khanna	B-1/40, Safdarjung Enclave, New Delhi 110029

3.	Bharat Gandotra	E-502, Central Park 1, Golf Course Road, Sector 42 Gurgaon 122009
4.	Aadisht Khanna	B-1/40, Safdarjung Enclave, New Delhi 110029
5.	Bhavya Khanna	B-1/40, Safdarjung Enclave, New Delhi 110029
6.	Jyoti Khanna	B-1/40, Safdarjung Enclave, New Delhi 110029
7.	Sunrise Buildmore LLP	53, Suvidha Kunj, Pitampura, Delhi 110034
8.	Suversha Khanna	B-1/40, Safdarjung Enclave, New Delhi 110029
9.	Hilton Tyres LLP	S-23, Green Park Extn. New Delhi 110016
10.	Forech Conveyors Pvt Ltd	S-23, Green Park Extn. New Delhi 110016
11.	Din Dayal Agarwal	53, Suvidha Kunj, Pitampura, Delhi 110034
12.	Pankaj Agarwal	53, Suvidha Kunj, Pitampura, Delhi 110034
13.	Renu Agarwal	53, Suvidha Kunj, Pitampura, Delhi 110034
14.	D D Agarwal HUF	53, Suvidha Kunj, Pitampura, Delhi 110034

5.2 Issued and paid-up Equity Share Capital of the Resulting Company-FIPL Engineering Private Limited is held by:

Sl. No.	Name of Promoters	Address
1.	Bharat Gandotra	E-502, Central Park 1, Golf Course Road, Sector 42 Gurgaon 122009
2.	Krishan Agarwal	53, Suvidha Kunj, Pitampura, Delhi 110034

- 6.** The proposed Arrangement of Forech India Private Limited (the Demerged Company) and FIPL Engineering Private Limited (the Resulting Company), will be affected by the arrangement embodied in the Scheme of Arrangement framed under Sections 230 & 232 read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any.

7. Rationale and Benefits of the Scheme:

The circumstances which justify and/or necessitate the proposed Scheme of Arrangement of Forech India Private Limited and FIPL Engineering Private Limited; and benefits of the proposed Demerger, as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, given below.

- i.** Forech India Private Limited, the Demerged Company, is primarily engaged in manufacturing and marketing of different types of conveyor belts, rubber sheets and other related products and other ancillary activities. Manufacturing facilities of the Company are

situated in two different geographical locations of India, viz., in the State of Tamil Nadu and in the State of Haryana. Thus, the Demerged Company has two distinct manufacturing divisions, viz., 'Tamil Nadu Division' and 'Haryana Division'.

'Tamil Nadu Division' is primarily engaged in the manufacturing of Steel Cord Conveyor Belts and Textile Conveyor Belts. Whereas 'Haryana Division' is primarily engaged in the manufacturing of Rubber Sheets.

- ii. In recent years, particularly the last decade, India has achieved unprecedented economic growth. To exploit the emerging opportunities and to provide better management focus, achieve greater management efficiencies, unlock the true value of its business and accelerated growth, the Demerged Company is proposing to hive off 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) into the Resulting Company by way of Demerger through the present Scheme of Arrangement. The Demerged Company will retain the 'Tamil Nadu Division' in itself.
- iii. The proposed Demerger reflects a strategic move aimed at creating two separate legal entities engaged in their respective focused activities. The proposed Demerger shall further assist in operational clarity, enhanced management focus, mitigation and alignment of risks, growth, remuneration and fund-raising ability as per the need of the respective businesses and management philosophy.
- iv. The proposed Demerger will facilitate administrative convenience, and effective monitoring and execution of various projects. It will ensure optimum utilization of various resources by these Companies.
- v. The proposed Demerger will enable the Demerged Company and the Resulting Company to raise necessary funds, invite strategic investors and other stakeholders for their respective businesses. Both these Companies may devise suitable compensation package including stock options for their respective manpower.
- vi. The proposed Demerger will provide scope for independent expansion of various businesses. It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business.
- vii. The proposed Demerger will have beneficial impact on the Demerged Company and the Resulting Company, their employees, shareholders and other stakeholders and all concerned.

The Scheme of Arrangement is proposed for the aforesaid reasons. The Board of Directors and Management of the Demerged Company and the Resulting Company is of the opinion that the proposed Scheme is in the best interest of these Companies, their Shareholders and other stakeholders.

8. Salient features of the Scheme of Arrangement:

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of 'Manufacturing and other ancillary activities being

carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited will be transferred to and vest in FIPL Engineering Private Limited, as a going concern.

- ii. All the Transferring Employees of the Demerged Company, in service on the Effective Date, if any, shall become the employees of the Resulting Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Company on the Effective Date.
- iii. Appointed Date for the Scheme will be same as the Effective Date, or such other date as may be mutually decided by the Board of Directors of the Demerged Company and the Resulting Company with the approval of the Hon'ble National Company Law Tribunal, or such other date as the Hon'ble National Company Law Tribunal, or any other Appropriate Authority may approve.
- iv. Upon the Scheme coming into effect, entire pre-Scheme issued, and paid-up Equity Share Capital of the Resulting Company shall stand cancelled, without any payment being made to any shareholder against such cancellation.
- v. The Share Exchange Ratio for Demerger will be as below:
 - The Resulting Company-FIPL Engineering Private Limited will issue 1 (one) Equity Share of INR 10 each, credited as fully paid-up, to the Equity Shareholders of the Demerged Company, for every 1 (one) Equity Share of INR 100 each held in the Demerged Company-Forch India Private Limited.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

- 9. Extracts of the Scheme:** Extracts of the selected clauses of the Scheme are reproduced below in italics (*points/clauses referred to in this part are of the Scheme of Arrangement*):

1. DEFINITIONS, INTERPRETATION AND CAPITAL STRUCTURE OF THE COMPANIES

1.1 DEFINITIONS

In this Scheme and all other Scheme related documents, unless repugnant to the meaning or context thereof, the following expressions will have the meaning as under:

- 1.1.1 "Act or Companies Act, 2013"** means the Companies Act, 2013 (18 of 2013), and Rules, Notifications, Circulars, Clarifications made or issued thereunder [including but not limited to the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016, and the National Company Law Tribunal Rules, 2016]; and includes any amendments, statutory re-enactments, and modifications thereof for the time being in force.

- 1.1.2** **“Applicable Law(s)”** means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, competent authority, court, tribunal having jurisdiction over the Companies; (b) Permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Companies to this Scheme and shall include, without limitation, the listing agreement, if any, executed with the Stock Exchange.
- 1.1.3** **“Appointed Date”** for the purpose of this Scheme means same as the Effective Date, or such other date as may be mutually decided by the Board of Directors of the Demerged Company and the Resulting Company with the approval of the Hon’ble National Company Law Tribunal, or such other date as the Hon’ble National Company Law Tribunal, or any other Appropriate Authority may approve.
- 1.1.4** **“Appropriate Authority”** means:
- i.** The Government of any jurisdiction (including any Central, State, Provincial, Municipal or Local Government or any political or administrative sub-division thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof.
 - ii.** The Reserve Bank of India, the Securities and Exchange Board of India, the Real Estate Regulatory Authorities, the Directorate General of Shipping and such other Sectoral Regulators or Authorities as may be applicable.
 - iii.** Any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi-governmental authority including (without limitation) National Company Law Tribunal and Stock Exchanges.
- 1.1.5** **“Board” or “Board of Directors”** means the respective Board of Directors of the Demerged Company and the Resulting Company and will, unless it is repugnant to the context or otherwise, include committee(s) so authorised by the Board of Directors, or any person authorised by the Board of Directors or such committee(s).
- 1.1.6** **“Companies”** means the Demerged Company and the Resulting Company when referred collectively; and “Company” means any of these Companies, individually.
- 1.1.7** **“Demerged Company”** means **Forech India Private Limited** being a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Malikpur Road, Village Dhaturi, Asadpur Nandnaur, Sonipat-131 027,

Haryana; e-mail: kishoreverma@forech.com; Website: www.forech.com.

Forech India Private Limited [Corporate Identity No. (CIN): U51109HR1983PTC132390; Income Tax Permanent Account No. (PAN): AAACF0240N] (hereinafter referred to as "the Demerged Company/the Company") was originally incorporated on 21st January 1983 under the provisions of the Companies Act, 1956, as a public limited Company with the name and style as 'Hilton Marketing Limited' vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 23rd February 1983 by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to 'Forech India Limited' vide Fresh Certificate of Incorporation dated 18th June 1987, issued by the NCT of Delhi & Haryana, New Delhi. The Company was converted into a private limited company and name of the Company was changed to 'Forech India Private Limited' vide Fresh Certificate of Incorporation dated 19th February 2016, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 28th April 2025. The Registrar of Companies, NCT of Delhi & Haryana, New Delhi, registered the aforesaid order and allotted a new CIN to the Company.

1.1.8 "Demerged Undertaking" or "Demerged Business" means 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited (the Demerged Company), various ancillary and support services and other related activities with all properties, assets, rights and powers and all debts, liabilities, duties and obligations, litigations, working capital (including all inventories), whether tangible or intangible, and such other ventures and shall include ancillary and support services in relation to the same, to be transferred to FIPL Engineering Private Limited (the Resulting Company), as a going concern, with effect from the Appointed Date, and shall include (without limitation):

- i.** Entire operations and activities consisting of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited, and other related and ancillary activities.
- ii.** All the movable and immovable properties, tangible or intangible, investments, plant and machinery, electrical installations, equipment, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, assets, pertaining to Demerged Undertaking of the Demerged Company including cash in hand, amounts lying in the banks, escrow accounts, claims, powers, authorities, allotments,

approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold, leasehold rights, brands, sub-letting tenancy rights, leave and license permissions, no objection certificates, goodwill, other intangibles, registration, approvals, Permits, authorisations, trademarks, trade names, patents, patent rights, copyrights, and other industrial and intellectual properties and credential and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company in relation to and pertaining to Demerged Undertaking.

- iii.** All other interests or rights (including claim, arbitration awards, on-going arbitration proceedings, etc.) or, accumulated experience or performance qualifications including financial, technical, manufacturing and other qualifications, work experience in or arising out of or relating to the Demerged Undertaking of the Demerged Company together with all respective powers, interests, charges, privileges, benefits, entitlements, building plans, drawings (including approvals obtained for such drawings or pending applications for approvals), approved tenders, past experience and credentials, business track record, brands and trademarks, patents, copyrights, other intellectual property rights, industrial and other registrations, licenses, quotas, subsidies, grants, powers and facilities of every kind, nature and descriptions whatsoever, income tax (including advance tax, self-assessment tax, regular assessment tax, tax deducted at source) paid by Demerged Company pertaining to Demerged Undertaking, un-utilised credits relating to excise duties, sales tax, service tax, VAT, GST or any other Taxes by whatever name called belonging to Demerged Undertaking, tax benefits and other claims and powers, rights to use and avail of telephones, facsimile connections and other communication facilities, connections, installations and equipment, utilities, e-mail, internet and leased lines, utilities, electricity, water and other services, and all other interests in connection with or relating to Demerged Undertaking.

- iv.** All receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company in relation to and pertaining to the Demerged Undertaking.
- v.** All the debts, liabilities, duties and obligations, funded and non-funded facilities, bank guarantees, performance guarantees, corporate guarantees, letters of credit including contingent liabilities of the Demerged Company in relation to and pertaining to the Demerged Undertaking after following the due process prescribed by lenders/ Persons wherever required.
- vi.** All contracts (including vendor contracts, lease contracts, customer contracts of every nature and revenue and receipts associated therewith), ongoing projects and completed projects which are part of the Demerged Undertaking, agreements, entitlements, pre-qualifications, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertaking, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff orders, open order book(s), expression of interest, resolution plans, letter of intent, hire purchase agreements, lease/license agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers and claims and clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder in relation to and pertaining to the Demerged Undertaking.
- vii.** All civil, legal or other litigations and proceedings including arbitration proceedings in relation to the Demerged Undertaking.
- viii.** All books, records, files, papers, engineering and process information, records of standard operating procedures, computer programs/ software along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the Demerged Undertaking.
- ix.** All Transferring Employees.
- x.** It is clarified that all the property of the Demerged Undertaking and all the liabilities relatable to the Demerged Undertaking, immediately before the Demerger, shall be transferred to the Resulting Company. For the purpose of

this Scheme, liabilities relating to the Demerged Undertaking shall include the following:

- (a) The liabilities which arise out of the activities or operations of the Demerged Undertaking.
- (b) The specific loans or borrowings (including debentures) raised, incurred and utilised solely for the activities or operations of the Demerged Undertaking.
- (c) In cases, other than those referred to in clause (a) or clause (b), so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company as stand in the same proportion which the value of the assets transferred in the Demerger bears to the total value of the assets of the Demerged Company immediately before the Demerger.

It is specifically clarified that the Resulting Company shall be entitled and authorised to use the work experience, credential, qualifications, performance qualifications including financial, technical, manufacturing and other qualifications, capabilities, legacies and track record with various Central and State Government Agencies and private sector entities, contracts with clients and with vendors (including technical parameters, past performance, track record, financials, etc.) of the Demerged Company, pertaining to the Demerged Undertaking, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients and the right to use all these for qualifying for any tender or project that may be issued at any time.

It is clarified that any question as to whether or not a specified asset or liability pertains to the Demerged Undertaking or arises out of the activities or operations of Demerged Undertaking shall be decided by the Demerged Company.

Proforma Balance Sheet of the Demerged Undertaking of the Demerged Company is set out in **Schedule-1**.

1.1.9 "Demerger" means transfer and vesting of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited, on a going concern basis, by way of Demerger into FIPL Engineering Private Limited, in terms of this Scheme in its present form or with any modification(s) as approved by the Hon'ble National Company Law Tribunal or any other Appropriate Authority, as the case may be.

1.1.10 "Effective Date" means last of the dates on which the certified copies of the Order(s) passed by the Hon'ble National Company Law Tribunal, sanctioning this Scheme, are filed with the concerned Registrar of Companies, Ministry of Corporate Affairs. Any references in this Scheme to "upon this Scheme becoming effective" or "upon this Scheme coming into effect" or

“effectiveness of this Scheme” will be a reference to the Effective Date.

It is, however, clarified that though this Scheme will become operative from the Effective Date, the provisions of this Scheme will be effective from the Appointed Date. In other words, the effective date is only a trigger point for implementation of the Scheme. As soon as the effective date is achieved, provisions of this Scheme will come into operation; and will be effective and applicable with effect from the Appointed Date in terms of the provisions of Section 232(6) of the Companies Act, 2013, and other applicable provisions, if any.

- 1.1.11 “Encumbrance”** means (a) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any person, including any right granted by a transaction which in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws; (b) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person; and (c) any adverse claim as to title, possession or use.
- 1.1.12 “FEMA”** means the Foreign Exchange Management Act, 1999 and the rules, regulations, notifications and circulars, etc., made thereunder and will include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.
- 1.1.13 “Haryana Division”** means manufacturing and marketing of different types of rubber sheets and other related products and other ancillary activities being carried on by the Demerged Company in the State of Haryana.
- 1.1.14 “INR” or “₹”** means the Indian Rupee being the official currency of the Republic of India [currency code: ‘INR’, and its symbol: ‘₹’].
- 1.1.15 “Intellectual Property Rights”** means, whether registered or not, in the name of or recognized under Applicable Laws as being intellectual property of the Demerged Undertaking of the Demerged Company, or in the nature of common law rights of the Demerged Undertaking of the Demerged Company, as the case may be, all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web Portals, trade names, logos, as well as copyright in all of the brands, logos and their variations, along with the global goodwill associated with the foregoing; uniforms, all applications and registration for the foregoing; (b) all domestic and/or foreign Patents granted or applied for; (c) confidential and proprietary information and trade secrets; (d) published and unpublished works of authorship and copyrights therein and registrations and applications therefor and all renewals, extensions, restorations and reversions thereof; (e) computer software, programs (including source code, object code, firmware, operating systems

and specifications) and processes; (f) designs, drawings, sketches; (g) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (h) ideas and all other intellectual property or proprietary rights; and (i) all rights in all of the foregoing provided by Applicable Laws.

- 1.1.16 "IT Act"** means the Income Tax Act, 1961, and the rules, regulations, notifications and circulars, etc., made thereunder and will include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.
- 1.1.17 "National Company Law Tribunal"** means appropriate Bench/Benches of the Hon'ble National Company Law Tribunal constituted under the Companies Act, 2013, or such other court, tribunal, forum or authority having jurisdiction to sanction the present Scheme and other connected matters. The National Company Law Tribunal is hereinafter referred to as "the Tribunal"/"NCLT".
- 1.1.18 "New Equity Shares"** means Equity Shares having face value of INR 10 per share, credited as fully paid-up, to be issued by the Resulting Company to the Shareholders of the Demerged Company, pursuant to this Scheme.
- 1.1.19 "Permits"** means all consents, licenses, permits, permissions, authorisations, rights, clarifications, approvals, environmental approvals, customer approvals, no objection certificates (NOCs), clearances, confirmations, declarations, waivers, exemptions, registrations, enlistments, filings, whether governmental, statutory, regulatory, or otherwise under Applicable Law.
- 1.1.20 "Person"** means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority.
- 1.1.21 "Portals"** means electronic portals and/or websites maintained by various Appropriate Authorities, government departments, public sector undertakings, private sector undertakings, banks, financial institutions and other entities and Persons.
- 1.1.22 "Record Date"** means the date(s) to be fixed by the Board of Directors of the Demerged Company and/or the Resulting Company, to determine the eligibility of the Shareholders of the Demerged Company to get New Shares in the Resulting Company on Demerger and other matters, if any, pursuant to this Scheme.
- 1.1.23 "Registrar of Companies"** means concerned Registrar(s) of Companies, Ministry of Corporate Affairs having jurisdiction under the Companies Act, 2013, and other applicable provisions, if any, on the respective Companies.
- 1.1.24 "Remaining Business or Residual Business of the Demerged Company"** means all the business, units, divisions, undertakings, activities, operations, assets, liabilities,

investments, cash and bank balances and intellectual property rights of the Demerged Company other than those forming part of Demerged Undertaking. It is clarified that all the assets and corresponding liabilities of the Remaining Business shall be retained in the Demerged Company.

Without prejudice to the generality of this Clause, the Remaining Business of the Demerged Company will include the following:

- i. Tamil Nadu Division:** Manufacturing and marketing of different types of conveyor belts and other related activities being carried on by the Demerged Company in the State of Tamil Nadu; and other related and ancillary activities, along with all assets (whether movable or immovable, real or personal, corporeal or incorporeal, present future or contingent, tangible or intangible) of such Division.
- ii.** All trademarks, service marks, patents and domain names, copyrights, industrial designs, product registrations and other intellectual property rights being used by Forech India Private Limited for its remaining business.

It is clarified that some trademarks, domain names and other IPRs, as the case may be, are being used by both 'Tamil Nadu Division' and 'Haryana Division' of the Demerged Company. The same will continue to be used by the Demerged Company and the Resulting Company for their respective businesses, after the implementation present Scheme of Arrangement. The Demerged Company will execute necessary assignment or other enabling agreement, as may be required, in favour of the Resulting Company for this purpose.

1.1.25 "Resulting Company" means **FIPL Engineering Private Limited** being a company incorporated under the provisions of the Companies Act, 2013 and having its registered office at C/o, **Forech** Mining & Construction International LLP, GT Road, Village Rai, P.S. Rai, Sonipat-131 029, Haryana; email: fipl@forechmci.in.

FIPL Engineering Private Limited [Corporate Identity No. (CIN): U22192HR2025PTC134598; Income Tax Permanent Account No. (PAN): AAGCF5393L] (hereinafter referred to as "Resulting Company/the Company") was incorporated on 30th July 2025, under the provisions of the Companies Act, 2013, as a private limited company vide Certificate of Incorporation issued by the Central Registration Centre on behalf of the jurisdictional Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

1.1.26 "Scheme" means the present Scheme of Arrangement framed under the provisions of Sections 230 & 232 read with Section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, together with Section 2(19AA) and other relevant provisions of the Income Tax Act, 1961, and other applicable provisions, if any, which provides for Demerger of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' of Forech India Private Limited into FIPL

Engineering Private Limited, on a going concern basis; and various other matters incidental, consequential or otherwise integrally connected with the said Demerger, in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of these Companies and/or by any Appropriate Authority and/or by the Hon'ble National Company Law Tribunal or that may otherwise be deemed fit by these Companies.

1.1.27 "Tamil Nadu Division" means manufacturing and marketing of different types of conveyor belts and other related products and other ancillary activities being carried on by the Demerged Company in the State of Tamil Nadu.

1.1.28 "Taxation" or "Tax" or "Taxes" means all forms of taxes and statutory, governmental, state, provincial, international, local governmental or municipal impositions, duties, contributions and levies and whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, advance tax, minimum alternate tax or otherwise or attributable directly or primarily to the Demerged Undertaking of the Demerged Company or any other Person and all penalties, charges, costs and interest relating thereto.

1.1.29 "Transferring Employees" means (a) all the employees of the Demerged Undertaking as on the Effective Date and (b) such other employees as identified by the Demerged Company as on the Effective Date.

2. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING

2.1 Upon the Scheme becoming effective and with effect from the commencement of business on the Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 & 232 of the Act, and other applicable provisions, if any, the whole of the Demerged Undertaking of the Demerged Company, as defined in 'Sub-clause 1.1.8' of 'Clause-1.1: Definitions' of this Scheme, shall stand demerged in the Resulting Company, as a going concern, and all assets, liabilities, contracts, arrangements, Transferring Employees, Permits, licenses, registrations, enlistment, records, no objection certificates, approvals, credentials, litigations, etc., of the Demerged Undertaking shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licenses, registrations, enlistment, records, approvals, etc., of the Resulting Company by virtue of, and in the manner provided in this Scheme.

2.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date:

2.2.1 With respect to the assets of the Demerged Undertaking that are movable in nature or are otherwise capable of being transferred

by manual delivery or by paying over or endorsement and/or delivery, the same may be so transferred by the Demerged Company by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Resulting Company as on the Appointed Date.

- 2.2.2 With respect to the assets of the Demerged Undertaking, other than those referred to in Clause 2.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), contracts, investment in shares, mutual funds, bonds, and any other securities, fixed deposits, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, earnest moneys and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other Person, whether or not the same is held in the name of the Demerged Company, shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Resulting Company with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of the Resulting Company. It is clarified that all agreements with customer, agreements with any Appropriate Authority, agreement with banks/funds, vendor agreements, software or third party licenses, statutory and regulatory permissions, environmental approvals and consents, registrations, enlistments or other licenses and power of attorneys would get transferred to and vested in the Resulting Company with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of the Resulting Company and shall have been deemed to have been entered into by the Resulting Company with such respective parties.

Any investment made by the Demerged Company in equity shares and other securities in any listed company (listed investee company) under "Promoters/Promoter's Group Category Shareholders" or under "Non-Promoter/Public Category Shareholders" as part of its Demerged Undertaking, will be transferred to and vested in the Resulting Company pursuant to this Scheme. It is clarified that the Resulting Company shall remain in the same category of shareholders in the respective listed investee companies vis-à-vis such investments; and shall be treated accordingly by the respective listed investee companies.

- 2.2.3 Without prejudice to the aforesaid, all the immovable property whether or not included in the books of the Demerged Company pertaining to the Demerged Undertaking, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immovable property) shall stand transferred to and be vested in the Resulting Company with effect from the Appointed Date, without any act or deed to be done or executed by the Demerged Company and/or the Resulting Company. With regard to the licenses of the properties, the Resulting Company will enter into novation agreements, if it is so required.

2.2.4 All debts, liabilities, duties and obligations (debentures, bonds, notes and other debt securities), bank guarantees, performance guarantees, corporate guarantees, letters of credit including contingent liabilities of the Demerged Company in relation to and pertaining to the Demerged Undertaking shall, without any further act, instrument or deed or wherever required after following the due process prescribed by lenders/ Persons, be transferred to, and vested in, and/or deemed to have been transferred to, and vested in, the Resulting Company so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 2.1. It is clarified that in terms of the provisions of Section 2(19AA) and relevant provisions of the Income Tax Act, 1961, all the liabilities relating to the Demerged Undertaking, being transferred by the Demerged Company, immediately before the Demerger, shall become the liabilities of the Resulting Company by virtue of the Demerger. The liabilities relating to the Demerged Undertaking shall include the following:

- (a) The liabilities which arise out of the activities or operations of the Demerged Undertaking.
- (b) The specific loans or borrowings (including debentures) raised, incurred and utilised solely for the activities or operations of the Demerged Undertaking.
- (c) In cases, other than those referred to in clause (a) or clause (b), so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company as stand in the same proportion which the value of the assets transferred in the Demerger bears to the total value of the assets of the Demerged Company immediately before the Demerger.

2.2.5 All the brands and trademarks pertaining to the Demerged Undertaking including registered and unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights, trademarks and all such other industrial and intellectual property rights of whatsoever nature pertaining to the Demerged Undertaking shall be transferred to the Resulting Company with effect from the Appointed Date. The Resulting Company shall take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of the Resulting Company.

2.2.6 The vesting of the Demerged Undertaking, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, in respect of any financing, borrowings and/or debts pertaining to the Demerged Undertaking which shall be transferred to the Resulting Company

provided, however, that such Encumbrances shall be confined only to the relevant assets of the Demerged Undertaking or part thereof on or over which they are subsisting on and no such Encumbrances shall extend over or apply to any other asset(s) of the Resulting Company. Any reference in any security documents or arrangements (to which the Demerged Company is a party) related to any assets of the Demerged Undertaking shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Resulting Company. Similarly, the Resulting Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of/to be availed of by it, and the Encumbrances in respect of such indebtedness of the Resulting Company shall not automatically extend or be deemed to extend or apply to the assets so vested. It is clarified that on transfer of the Encumbrances along with the Demerged Undertaking, as mentioned above, the Demerged Company shall be deemed to be released from such Encumbrances. It is clarified that upon the Scheme becoming effective, the Demerged Company and the Resulting Company will file requisite form(s) with the Registrar of Companies for creation, modification and/or satisfaction of charge(s) and will take all such steps as may be required, to give effect to the provisions of this Scheme.

- 2.2.7 Upon the Scheme being effective, the work experience, qualifications, capabilities, legacies and track record with Government/Non-Government agencies/bodies, contracts with clients and with vendors (including technical parameters, past performance, track record, financials, etc.) of the Demerged Company acquired by reason of the completion of various projects and works pertaining to the Demerged Undertaking and certificates of completion of projects or works pertaining to the Demerged Undertaking issued by the clients of the Demerged Company or any Appropriate Authority shall be deemed to be part of and belonging to the Resulting Company and shall, for all purposes, be regarded as the work experience, credentials and qualification, capabilities and legacies (including technical parameters, past performance, track record, financials etc.) and certificates of completion of the Resulting Company.
- 2.2.8 Further, upon the Scheme being effective, the Resulting Company shall be entitled and authorised to use the total work experience, credential, qualifications, performance qualifications including financial, technical, manufacturing and other qualifications, capabilities, legacies and track record Government/Non-Government agencies/bodies, contracts with clients and with vendors (including technical parameters, past performance, track record, financials, etc.) of the Demerged Company, pertaining to the Demerged Undertaking, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients or any Appropriate Authority. The Resulting Company shall have the right to use all the abovementioned work experience, etc., for getting registration/ enlistment with Government/Non-Government agencies/bodies, private sector

entities, and for qualifying for any tender or project that may be issued at any time.

- 2.2.9 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company pertaining to the Demerged Undertaking, if any, has been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Undertaking in the name of the Demerged Company and for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company and pertaining to the Demerged Undertaking after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.
- 2.2.10 Without prejudice to the foregoing provisions of this Scheme, the Demerged Company and/or the Resulting Company shall be entitled to apply to the Appropriate Authority and Person, as are necessary under any law, for such consents, approvals, sanctions and process which the Resulting Company may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary applications, notices, intimations, novation or letters with any Appropriate Authority or Person, to give effect to the above provisions. Additionally, at the election of the Demerged Company and the Resulting Company, immovable properties forming a part of the Demerged Undertaking may be assigned, not by virtue of this Scheme, but by way of separate deeds of conveyance, so as to give effect to the above provisions of the Scheme.

7. STAFF, WORKMEN AND EMPLOYEES

- 7.1** On the Scheme becoming effective, all Transferring Employees of the Demerged Company, in service on the Effective Date, shall become and deemed to have become employees of the Resulting Company on such date without any break or interruption in their service and on the basis of continuity of service, and upon terms and conditions not less favorable than those applicable to them in the Demerged Company, on the Effective Date.
- 7.2** It is expressly provided that on the Scheme becoming effective, the services of all such Transferring Employees with the Demerged Company prior to the Demerger shall be taken into account for the purposes of all existing benefits to which the said Transferring Employees may be eligible, including for the purpose of payment of any gratuity and other retiral/terminal benefits and to this effect the accumulated balances, if any, standing to the credit of such Transferring Employees in the existing provident fund, gratuity fund and superannuation fund of which they are members, will be transferred to such provident fund, gratuity fund and superannuation funds nominated by the Resulting Company and/ or such new provident fund, gratuity fund and superannuation fund to be established in accordance with Applicable Law and caused to be

recognized by the Appropriate Authority, by the Resulting Company. The decision on whether or not Transferring Employee is part of the Demerged Undertaking, be decided by the Demerged Company, and shall be final and binding on all concerned.

- 7.3** Pending the transfer as aforesaid, the provident fund, the gratuity fund and superannuation fund dues of the said Transferring Employees would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund, respectively, of the Demerged Company, as the case may be.

9. CONDUCT OF BUSINESS OF THE DEMERGED UNDERTAKING UPTO THE EFFECTIVE DATE BY THE DEMERGED COMPANY

From the Appointed Date until the Effective Date:

- i.** The Demerged Company (with respect to the Demerged Undertaking) shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets for and on account of, and in trust for the Resulting Company.
- ii.** The Demerged Company shall stand possessed of all the assets and properties of the Demerged Undertaking, in trust for the Resulting Company. Accordingly, any asset or property acquired by the Demerged Company pertaining to the Demerged Undertaking, on or after the Appointed Date, shall be deemed to be the assets and properties of the Resulting Company.
- iii.** The Demerged Company shall be deemed to have carried on business and activities of the Demerged Undertaking for and on behalf of and for the benefit and on account of the Resulting Company. With effect from the Appointed Date, all profits or income arising or accruing to the Demerged Company with respect 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 with respect to the Demerged Undertaking shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, of the Resulting Company.
- iv.** Any of the rights, powers, authorities, privileges exercised by the Demerged Company, in relation to the Demerged Undertaking, shall be deemed to have been exercised for and on behalf of, and in trust for the Resulting Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by Demerged Company, in relation to the Demerged Undertaking, shall be deemed to have been undertaken for and on behalf of the Resulting Company.
- v.** All loans raised and all liabilities and obligations incurred by the Demerged Company with respect to the Demerged Undertaking 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 or incurred for and on behalf of the Resulting Company

and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Resulting Company.

- vi.** The Demerged Company, in relation to the Demerged Undertaking shall not, without the prior written consent of the Board of Directors of the Resulting Company or pursuant to any pre-existing obligation, sell, transfer or otherwise alienate, charge, mortgage or encumber or otherwise deal with or dispose of the Demerged Undertaking or any part thereof except in the ordinary course of business.

11. CONSIDERATION FOR DEMERGER

11.1 Upon the Scheme coming into effect and in consideration of Demerger and vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in terms of this Scheme; the Resulting Company shall, without any further application or deed, issue and allot New Equity Shares, to the Shareholders of the Demerged Company whose names appear in the Register of Members/list of Beneficial Owners as received from the Depositories as on the Record Date, in the following manner:

- i.** The Resulting Company-FIPL Engineering Private Limited will issue 1 (one) Equity Share of INR 10 each, credited as fully paid-up, to the Equity Shareholders of the Demerged Company, for every 1 (one) Equity Share of INR 100 each held in the Demerged Company-Forech India Private Limited.

11.2 Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

11.3 New Equity Shares to be issued by the Resulting Company in terms of Clause 11.1 above, will be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company. New Equity Shares shall rank *pari passu* in all respects, including dividend, with the existing Equity Shares of the Resulting Company.

11.4 The issue and allotment of New Equity Shares by the Resulting Company, as the case may be, to the Shareholders of the Demerged Company, as provided in this Scheme, is an integral part thereof. The Members of the Resulting Company, on approval of the Scheme, shall be deemed to have given their approval under Sections 42 and 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of New Equity Shares to the Members of the Demerged Company in terms of this Scheme.

11.5 In the event there being any pending share transfer(s), the Board of Directors of the Demerged Company or any committee thereof, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such transfer in the Demerged Company as if such changes in the registered holders were operative on the Record Date, in order to remove any difficulty arising on account of such transfer and in relation to New Equity Shares to be issued to the shareholders of the Demerged Company pursuant to this Scheme.

- 11.6** New Equity Shares to be issued by the Resulting Company, pursuant to this Scheme in respect of any shares of the Demerged Company which are held in abeyance under the provisions of the Act or otherwise, shall be held in abeyance by the Resulting Company.
- 11.7** New Equity Shares to be issued by the Resulting Company to the shareholders of the Demerged Company in terms of this Scheme, will be issued in physical form or in dematerialized form in compliance with the applicable provisions of the Companies Act, 2013 as on the Record Date. The Resulting Company will take all necessary steps in this regard.
- 11.8** It is clarified that in the event of any change in the capital structure of the Demerged Company or the Resulting Company, such as share split or consolidation of shares, issue of bonus shares, rights issue or other similar action; or any material accounting changes at any time before the Record Date; the Share Exchange Ratio as specified in Clause 11.1 of this Scheme, may be suitably adjusted for such changes, if and to the extent required, with mutual consents of the Board of Directors of the Demerged Company and the Resulting Company. Any such adjustment in the Share Exchange Ratio will be deemed to be carried out as an integral part of this Scheme upon agreement in writing by the Board of Directors of the Demerged Company and the Resulting Company.
- 11.9** It is, however, clarified that provisions of this Scheme with regard to issue of New Shares by the Resulting Company, to the Shareholders of the Demerged Company will not apply to the share application money, if any, which may remain outstanding in the Demerged Company as on the Record Date.

13. UPON THE SCHEME BECOMING EFFECTIVE

- 13.1** Cross holding of shares as on the Record Date between the Demerged Undertaking of the Demerged Company and the Resulting Company, if any, shall stand cancelled.
- 13.2** In terms of the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles, the Demerged Company and the Resulting Company may utilise their reserves and surplus, as the case may be, to account for the Demerger in their respective books of accounts.
- 13.3** It is clarified that the proposed cancellation/reduction of share capital and utilisation of reserves and surplus by the Demerged Company and the Resulting Company, as the case may be, shall be affected as an integral part of the Scheme only. Approval of this Scheme by the Shareholders and/or Creditors of the Demerged Company and the Resulting Company, as the case may be, and sanction by the Hon'ble Tribunal under Sections 230 & 232 of the Companies Act, 2013, shall be sufficient compliance with the provisions of Section 66 of the Companies Act, 2013, and other applicable provisions, if any, for the aforesaid matters.

It is, however, clarified that the proposed cancellation/reduction of share capital and utilisation of reserves and surplus by the Demerged Company and the Resulting Company, as the case may be, do not

involve either the diminution of any liability in respect of un-paid share capital or payment to any shareholder of any paid-up share capital. None of the Demerged Company and the Resulting Company is proposing any buy-back of shares from their respective shareholders. Accordingly, none of the Demerged Company and the Resulting Company will be required to use the words "and reduced" as part of their respective corporate names upon sanction of the Scheme.

13.4 It is further clarified that none of the creditors of the Demerged Company and the Resulting Company will be adversely affected by the provisions of the Scheme.

13.5 Save as provided in this Scheme, the Demerged Company and/or the Resulting Company will increase/modify their respective Authorized Share Capital to implement the terms of this Scheme, to the extent necessary. It is, however, clarified that approval of the present Scheme of Arrangement by the Shareholders of Demerged Company and the Resulting Company will be sufficient for such modification/ increase in the authorised share capital and no further approval from the Shareholders or any other person will be required for the same.

21. MODIFICATIONS/AMENDMENTS TO THE SCHEME

21.1 The Demerged Company and the Resulting Company, through their respective Board of Directors, may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by the Board of Directors of these Companies and resolve all difficulties that may arise for carrying out this Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.

21.2 For the purpose of giving effect to this Scheme or to any modification thereof, the Board of Directors of the Demerged Company and 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 such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

21.3 In the event of any difficulty arising in connection with the implementation of this Scheme, or in the event that any clarification, modification, or amendment is required to give effect to the Scheme, the Board of Directors of the Demerged Company and Resulting Company shall have the authority to take such steps as may be necessary, expedient, or desirable to resolve the difficulty or to give effect to the provisions of this Scheme.

The aforesaid are the salient features/selected extracts of the Scheme of Arrangement. Please read the entire text of the Scheme of Arrangement to get acquainted with the complete provisions of the Scheme.

10. The proposed Scheme of Arrangement is for the benefit of both the Companies to the Scheme, their Shareholders and other Stakeholders. It is fair and reasonable and is not detrimental to the interest of the public. It is not prejudicial to any person.
11. The valuation exercise has been carried out to determine the share swap ratio for the proposed Scheme of Arrangement. Ms Mallika Goel, Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI) has prepared the Report on Valuation of Shares and Share Exchange Ratio

The Report on Valuation of Shares & Share Exchange Ratio issued by Ms Mallika Goel, IBBI Registered Valuer in respect of Securities or Financial Assets, has been unanimously accepted by the respective Board of Directors of the Demerged Company and the Resulting Company. The Board of Directors of the Demerged Company and the Resulting Company, based on the Report on Valuation of Shares & Share Exchange Ratio and on the basis of their independent evaluation and judgement, concluded that the proposed exchange ratio is fair and reasonable to the Shareholders and other Stakeholders of both the Companies.

Copy of the Report on Valuation of Shares & Share Exchange Ratio issued by Ms Mallika Goel, Registered Valuer, is enclosed herewith.

12. The proposed Scheme of Arrangement has been unanimously approved by the Board of Directors of the Demerged Company and the Resulting Company in their respective Board Meetings. None of the Directors voted against or abstained from voting on the resolution for approving the Scheme of Arrangement in the aforesaid meetings.
13. The present Scheme of Arrangement, if approved in the aforesaid meetings, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench-II, Chandigarh. No specific approval is required to be obtained from any other government authority to the present Scheme of Arrangement.
14. No proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013, or under the provisions of the Companies Act, 1956, are pending against the Demerged Company and the Resulting Company.
15. **Effect of the Scheme on the Promoters, Directors, Key Managerial Personnel, Shareholders, etc.:**
 - a. The Promoters and/or Directors of the Demerged Company and the Resulting Company shall be deemed to be interested in the proposed Scheme of Arrangement to the extent of their respective shareholding, loans extended to, and remuneration drawn from the respective companies. Similarly, the Key Managerial Personnel (KMP) of the Demerged Company and the Resulting Company shall be deemed to be interested in the proposed Scheme to the extent of their respective shareholding, loans extended to, and remuneration drawn from the respective companies.
 - b. The proposed Scheme of Arrangement would not have any effect on the material interest of the Promoters, Directors and Key Managerial Personnel of the Demerged Company and the Resulting Company

different from that of the interest of other shareholders, creditors and employees of these Companies.

- c.** The proposed Scheme of Arrangement does not envisage any corporate debt restructuring. There is no proposal to restructure or vary the debt obligation of any of the Demerged Company and the Resulting Company towards their respective creditors. The proposed Scheme of Arrangement will not adversely affect the rights of any of the creditors of the Demerged Company and the Resulting Company, in any manner whatsoever.
 - d.** The proposed Scheme of Arrangement will not have any adverse effect on the Secured Creditors, Unsecured Creditors, Employees and other stakeholders, if any, of the Demerged Company and the Resulting Company.
- 16.** A copy of the Scheme of Arrangement is being filed with the concerned Registrar of Companies.
- 17.** Copy of the latest Audited Financial Statements of the Demerged Company for the year ended 31st March 2025, along with the Auditors' Reports thereon, is enclosed herewith.
- 18.** Copies of the Un-audited Financial Statements (provisional) of the Demerged Company for the period ended 30th September, 2025 and of the Resulting Company for the period ended 31st August, 2025 respectively are also enclosed herewith.
- 19.** Total amount due to Secured Creditors [including non-fund-based facilities being off balance sheet items] of the Demerged Company, as on 31st March, 2025, is given below:

Sl. No.	Company	Amount ₹
1.	Forech India Private Limited	89,69,05,997

It may be noted that the Resulting Company does not have any Secured Creditor as on 31st August, 2025.

- 20.** Total amount due to Un-secured Creditors [excluding Statutory & Other Dues] of the Demerged Company as on 31st March, 2025, is given below:

Sl. No.	Company	Amount ₹
1.	Forech India Private Limited	117,63,92,467

It may be noted that the Resulting Company does not have any Unsecured Creditor as on 31st August, 2025.

- 21.** The following documents will be available for inspection or for obtaining extracts from or for making or obtaining copies of, by the members and creditors at the registered office of the Demerged Company and the Resulting Company on any working day from the date of this notice till the date of meeting between 11:00 A.M. and 4:00 P.M.:

- a. Memorandum and Articles of Association of the Demerged Company and the Resulting Company.
 - b. Audited Financial Statements of the Demerged Company for the last three years ended 31st March, 2025, 31st March, 2024 and 31st March, 2023.
 - c. Un-audited Financial Statements (provisional) of the Demerged Company for the period ended 30th September, 2025.
 - d. Un-audited Financial Statements (provisional) of the Resulting Company for the period ended 31st August, 2025.
 - e. Register of Particulars of Directors and KMP and their Shareholding, of the Demerged Company and the Resulting Company.
 - f. Copy of the proposed Scheme of Arrangement.
 - g. Paper Books and proceedings of the Company Application CA (CAA) No. 48/Chd/Hry of 2025.
 - h. Copy of Order dated 7th November, 2025 (date of pronouncement), passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench-II, Chandigarh, in the Company Application No. (CAA) 48/Chd/Hry of 2025, jointly filed by the Demerged Company and the Resulting Company, in pursuance of which the aforesaid meetings are scheduled to be convened.
 - i. Report on Valuation of Shares & Share Exchange Ratio issued by Ms Mallika Goel, Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI) on the proposed Scheme of Arrangement
 - j. Copies of the Certificates issued by the Statutory Auditors of the Demerged Company and the Resulting Company to the effect that the accounting treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- 22.** A copy of the Scheme of Arrangement, Explanatory Statement and other annexures may be obtained free of charge on any working day (except Saturday) prior to the date of meetings, from the registered office of the Demerged Company- Malikpur Road, Village Dhaturi, Asadpur Nandnaur, Sonipat-131 027, Haryana or from the office of the Legal Counsel-M/s Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar-II, Delhi Meerut Expressway/ NH-9, Delhi-110 091, India, Mobile: 88005 15597, e-mail: info@rgalegal.in; Website: www.rgalegal.in.
- 23. Please take note that since both the meetings are proposed to be held through Video Conferencing, option of attending the meetings through proxy is not applicable/available.**
- 24.** Facility of remote e-voting will be available during the prescribed period before the meetings as given in the notice of the meetings e-voting system will also be available during the meetings. Instructions for

attending the meetings through Video Conferencing; and for voting through e-voting system are given in the notice of meetings.

Dated this 15th day of November, 2025

**For and on behalf of the Board of
Directors
For Forech India Private Limited**

**For and on behalf of the Board of
Directors
For FIPL Engineering Private
Limited**

**Sd/-
Krishan Agarwal
Whole Time Director
DIN: 00020206**

**Sd/-
Bharat Gandotra
Director
DIN: 00165267**

SCHEME OF ARRANGEMENT OF FORECH INDIA PRIVATE LIMITED AND FIPL ENGINEERING PRIVATE LIMITED;

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 & 232 READ WITH SECTION 66 AND OTHER RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013, AND OTHER APPLICABLE PROVISIONS, IF ANY

A. Preamble and Overview of the Scheme

This Scheme of Arrangement is framed in terms of the provisions of Sections 230 & 232 read with Section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Section 2(19AA) and other relevant provisions of the Income Tax Act, 1961, and other applicable provisions, if any.

The Scheme of Arrangement provides the following:

- i. Demerger of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerger Undertaking) of Forech India Private Limited (the Demerged Company) into FIPL Engineering Private Limited (the Resulting Company), as a going concern; and
- ii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Demerger.

B. Background and brief description of the Companies to the Scheme

I. Demerged Company-Forech India Private Limited

- i. Forech India Private Limited is incorporated under the provisions of the Companies Act, 1956 and has its registered office at Malikpur Road, Village Dhaturi, Asadpur Nandnaur, Sonipat-131 027, Haryana.
- ii. Forech India Private Limited, the Demerged Company, is primarily engaged in manufacturing and marketing of different types of conveyor belts, rubber sheets and other related products and other ancillary activities. Manufacturing facilities of the Company are situated in two different geographical locations of India, viz., in the State of Tamil Nadu and in the State of Haryana. Thus, the Demerged Company has two distinct manufacturing divisions, viz., 'Tamil Nadu Division' and 'Haryana Division'.

'Tamil Nadu Division' is primarily engaged in the manufacturing of Steel Cord Conveyor Belts and Textile Conveyor Belts. Whereas 'Haryana Division' is primarily engaged in the manufacturing of Rubber Sheets.
- iii. Forech India Private Limited is a closely held unlisted private limited company.

II. Resulting Company-FIPL Engineering Private Limited

- i. FIPL Engineering Private Limited is incorporated under the provisions of the Companies Act, 2013 and has its registered office at C/o, Forech Mining & Construction International LLP, GT Road, Village Rai, P.S. Rai, Sonipat-131 029, Haryana.
- ii. FIPL Engineering Private Limited, the Resulting Company, is recently incorporated to carry on manufacturing and marketing of rubber sheets and other related and ancillary activities.
- iii. FIPL Engineering Private Limited is a closely held unlisted private limited company.

III. Relevant corporate details of both the Companies are given in 'Clause-1: Definitions Clause' of this Scheme.

IV. The Demerged Company and the Resulting Company are closely held unlisted private limited companies. Both the Companies in this Scheme are Group Companies under common management and control.

V. The proposed Scheme of Arrangement will not result in any change in management or control of any of the Companies in the Scheme.

VI. To provide better management focus and other resultant benefits, the Demerged Company is proposing to hive off 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) into the Resulting Company by way of Demerger through the present Scheme of Arrangement. The Demerged Company will retain the 'Tamil Nadu Division' in itself.

C. Detailed Rationale and benefits of the Scheme

The circumstances which justify and/or necessitate the proposed Scheme of Arrangement of Forech India Private Limited and FIPL Engineering Private Limited; and benefits of the proposed Demerger, as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, given below.

- i. Forech India Private Limited, the Demerged Company, is primarily engaged in manufacturing and marketing of different types of conveyor belts, rubber sheets and other related products and other ancillary activities. Manufacturing facilities of the Company are situated in two different geographical locations of India, viz., in the State of Tamil Nadu and in the State of Haryana. Thus, the Demerged Company has two distinct manufacturing divisions, viz., 'Tamil Nadu Division' and 'Haryana Division'.

'Tamil Nadu Division' is primarily engaged in the manufacturing of Steel Cord Conveyor Belts and Textile Conveyor Belts. Whereas 'Haryana Division' is primarily engaged in the manufacturing of Rubber Sheets.

- ii. In recent years, particularly the last decade, India has achieved unprecedented economic growth. To exploit the emerging opportunities and to provide better management focus, achieve greater management efficiencies, unlock the true value of its business

and accelerated growth, the Demerged Company is proposing to hive off 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) into the Resulting Company by way of Demerger through the present Scheme of Arrangement. The Demerged Company will retain the 'Tamil Nadu Division' in itself.

- iii. The proposed Demerger reflects a strategic move aimed at creating two separate legal entities engaged in their respective focused activities. The proposed Demerger shall further assist in operational clarity, enhanced management focus, mitigation and alignment of risks, growth, remuneration and fund raising ability as per the need of the respective businesses and management philosophy.
- iv. The proposed Demerger will facilitate administrative convenience, and effective monitoring and execution of various projects. It will ensure optimum utilization of various resources by these Companies.
- v. The proposed Demerger will enable the Demerged Company and the Resulting Company to raise necessary funds, invite strategic investors and other stakeholders for their respective businesses. Both these Companies may devise suitable compensation package including stock options for their respective manpower.
- vi. The proposed Demerger will provide scope for independent expansion of various businesses. It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business.
- vii. The proposed Demerger will have beneficial impact on the Demerged Company and the Resulting Company, their employees, shareholders and other stakeholders and all concerned.

The Scheme of Arrangement is proposed for the aforesaid reasons. The Board of Directors and Management of the Demerged Company and the Resulting Company is of the opinion that the proposed Scheme is in the best interest of these Companies, their Shareholders and other stakeholders.

1. DEFINITIONS, INTERPRETATION AND CAPITAL STRUCTURE OF THE COMPANIES

1.1 DEFINITIONS

In this Scheme and all other Scheme related documents, unless repugnant to the meaning or context thereof, the following expressions will have the meaning as under:

- 1.1.1 "Act or Companies Act, 2013"** means the Companies Act, 2013 (18 of 2013), and Rules, Notifications, Circulars, Clarifications made or issued thereunder [including but not limited to the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016, and the National Company Law Tribunal Rules, 2016]; and includes any amendments, statutory re-enactments, and modifications thereof for the time being in force.

- 1.1.2 "Applicable Law(s)"** means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, competent authority, court, tribunal having jurisdiction over the Companies; (b) Permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Companies to this Scheme and shall include, without limitation, the listing agreement, if any, executed with the Stock Exchange.
- 1.1.3 "Appointed Date"** for the purpose of this Scheme means same as the Effective Date, or such other date as may be mutually decided by the Board of Directors of the Demerged Company and the Resulting Company with the approval of the Hon'ble National Company Law Tribunal, or such other date as the Hon'ble National Company Law Tribunal, or any other Appropriate Authority may approve.
- 1.1.4 "Appropriate Authority"** means:
- i.** The Government of any jurisdiction (including any Central, State, Provincial, Municipal or Local Government or any political or administrative sub-division thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof.
 - ii.** The Reserve Bank of India, the Securities and Exchange Board of India, the Real Estate Regulatory Authorities, the Directorate General of Shipping and such other Sectoral Regulators or Authorities as may be applicable.
 - iii.** Any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi-governmental authority including (without limitation) National Company Law Tribunal and Stock Exchanges.
- 1.1.5 "Board" or "Board of Directors"** means the respective Board of Directors of the Demerged Company and the Resulting Company and will, unless it is repugnant to the context or otherwise, include committee(s) so authorised by the Board of Directors, or any person authorised by the Board of Directors or such committee(s).
- 1.1.6 "Companies"** means the Demerged Company and the Resulting Company when referred collectively; and "Company" means any of these Companies, individually.
- 1.1.7 "Demerged Company"** means **Forech India Private Limited** being a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Malikpur Road, Village Dhaturi, Asadpur Nandnaur, Sonipat-131 027,

Haryana; e-mail: kishoreverma@forech.com; Website: www.forech.com.

Forech India Private Limited [Corporate Identity No. (CIN): U51109HR1983PTC132390; Income Tax Permanent Account No. (PAN): AAACF0240N] (hereinafter referred to as "the Demerged Company/the Company") was originally incorporated on 21st January 1983 under the provisions of the Companies Act, 1956, as a public limited Company with the name and style as 'Hilton Marketing Limited' vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 23rd February 1983 by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to 'Forech India Limited' vide Fresh Certificate of Incorporation dated 18th June 1987, issued by the NCT of Delhi & Haryana, New Delhi. The Company was converted into a private limited company and name of the Company was changed to 'Forech India Private Limited' vide Fresh Certificate of Incorporation dated 19th February 2016, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 28th April 2025. The Registrar of Companies, NCT of Delhi & Haryana, New Delhi, registered the aforesaid order and allotted a new CIN to the Company.

1.1.8 "Demerged Undertaking" or "Demerged Business" means 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited (the Demerged Company), various ancillary and support services and other related activities with all properties, assets, rights and powers and all debts, liabilities, duties and obligations, litigations, working capital (including all inventories), whether tangible or intangible, and such other ventures and shall include ancillary and support services in relation to the same, to be transferred to FIPL Engineering Private Limited (the Resulting Company), as a going concern, with effect from the Appointed Date, and shall include (without limitation):

- i.** Entire operations and activities consisting of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited, and other related and ancillary activities.
- ii.** All the movable and immovable properties, tangible or intangible, investments, plant and machinery, electrical installations, equipment, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, assets, pertaining to Demerged Undertaking of the Demerged Company including cash in hand, amounts lying in the banks, escrow accounts, claims, powers, authorities, allotments, approvals, consents, letters

of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold, leasehold rights, brands, sub-letting tenancy rights, leave and license permissions, no objection certificates, goodwill, other intangibles, registration, approvals, Permits, authorisations, trademarks, trade names, patents, patent rights, copyrights, and other industrial and intellectual properties and credential and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company in relation to and pertaining to Demerged Undertaking.

- iii.** All other interests or rights (including claim, arbitration awards, on-going arbitration proceedings, etc.) or, accumulated experience or performance qualifications including financial, technical, manufacturing and other qualifications, work experience in or arising out of or relating to the Demerged Undertaking of the Demerged Company together with all respective powers, interests, charges, privileges, benefits, entitlements, building plans, drawings (including approvals obtained for such drawings or pending applications for approvals), approved tenders, past experience and credentials, business track record, brands and trademarks, patents, copyrights, other intellectual property rights, industrial and other registrations, licenses, quotas, subsidies, grants, powers and facilities of every kind, nature and descriptions whatsoever, income tax (including advance tax, self-assessment tax, regular assessment tax, tax deducted at source) paid by Demerged Company pertaining to Demerged Undertaking, un-utilised credits relating to excise duties, sales tax, service tax, VAT, GST or any other Taxes by whatever name called belonging to Demerged Undertaking, tax benefits and other claims and powers, rights to use and avail of telephones, facsimile connections and other communication facilities, connections, installations and equipment, utilities, e-mail, internet and leased lines, utilities, electricity, water and other services, and all other interests in connection with or relating to Demerged Undertaking.
- iv.** All receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/or security deposits, payment against warrants, if any, or other

entitlements of the Demerged Company in relation to and pertaining to the Demerged Undertaking.

- v.** All the debts, liabilities, duties and obligations, funded and non-funded facilities, bank guarantees, performance guarantees, corporate guarantees, letters of credit including contingent liabilities of the Demerged Company in relation to and pertaining to the Demerged Undertaking after following the due process prescribed by lenders/ Persons wherever required.
- vi.** All contracts (including vendor contracts, lease contracts, customer contracts of every nature and revenue and receipts associated therewith), ongoing projects and completed projects which are part of the Demerged Undertaking, agreements, entitlements, pre-qualifications, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertaking, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff orders, open order book(s), expression of interest, resolution plans, letter of intent, hire purchase agreements, lease/license agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers and claims and clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder in relation to and pertaining to the Demerged Undertaking.
- vii.** All civil, legal or other litigations and proceedings including arbitration proceedings in relation to the Demerged Undertaking.
- viii.** All books, records, files, papers, engineering and process information, records of standard operating procedures, computer programs/ software along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the Demerged Undertaking.
- ix.** All Transferring Employees.
- x.** It is clarified that all the property of the Demerged Undertaking and all the liabilities relatable to the Demerged Undertaking, immediately before the Demerger, shall be transferred to the Resulting Company. For the purpose of this Scheme, liabilities relatable to the Demerged Undertaking shall include the following:

- (a) The liabilities which arise out of the activities or operations of the Demerged Undertaking.
- (b) The specific loans or borrowings (including debentures) raised, incurred and utilised solely for the activities or operations of the Demerged Undertaking.
- (c) In cases, other than those referred to in clause (a) or clause (b), so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company as stand in the same proportion which the value of the assets transferred in the Demerger bears to the total value of the assets of the Demerged Company immediately before the Demerger.

It is specifically clarified that the Resulting Company shall be entitled and authorised to use the work experience, credential, qualifications, performance qualifications including financial, technical, manufacturing and other qualifications, capabilities, legacies and track record with various Central and State Government Agencies and private sector entities, contracts with clients and with vendors (including technical parameters, past performance, track record, financials, etc.) of the Demerged Company, pertaining to the Demerged Undertaking, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients and the right to use all these for qualifying for any tender or project that may be issued at any time.

It is clarified that any question as to whether or not a specified asset or liability pertains to the Demerged Undertaking or arises out of the activities or operations of Demerged Undertaking shall be decided by the Demerged Company.

Proforma Balance Sheet of the Demerged Undertaking of the Demerged Company is set out in **Schedule-1**.

1.1.9 "Demerger" means transfer and vesting of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) of Forech India Private Limited, on a going concern basis, by way of Demerger into FIPL Engineering Private Limited, in terms of this Scheme in its present form or with any modification(s) as approved by the Hon'ble National Company Law Tribunal or any other Appropriate Authority, as the case may be.

1.1.10 "Effective Date" means last of the dates on which the certified copies of the Order(s) passed by the Hon'ble National Company Law Tribunal, sanctioning this Scheme, are filed with the concerned Registrar of Companies, Ministry of Corporate Affairs. Any references in this Scheme to "upon this Scheme becoming effective" or "upon this Scheme coming into effect" or "effectiveness of this Scheme" will be a reference to the Effective Date.

It is, however, clarified that though this Scheme will become operative from the Effective Date, the provisions of this Scheme will

be effective from the Appointed Date. In other words, the effective date is only a trigger point for implementation of the Scheme. As soon as the effective date is achieved, provisions of this Scheme will come into operation; and will be effective and applicable with effect from the Appointed Date in terms of the provisions of Section 232(6) of the Companies Act, 2013, and other applicable provisions, if any.

- 1.1.11 "Encumbrance"** means (a) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any person, including any right granted by a transaction which in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws; (b) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person; and (c) any adverse claim as to title, possession or use.
- 1.1.12 "FEMA"** means the Foreign Exchange Management Act, 1999 and the rules, regulations, notifications and circulars, etc., made thereunder and will include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.
- 1.1.13 "Haryana Division"** means manufacturing and marketing of different types of rubber sheets and other related products and other ancillary activities being carried on by the Demerged Company in the State of Haryana.
- 1.1.14 "INR" or "₹"** means the Indian Rupee being the official currency of the Republic of India [currency code: 'INR', and its symbol: '₹'].
- 1.1.15 "Intellectual Property Rights"** means, whether registered or not, in the name of or recognized under Applicable Laws as being intellectual property of the Demerged Undertaking of the Demerged Company, or in the nature of common law rights of the Demerged Undertaking of the Demerged Company, as the case may be, all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web Portals, trade names, logos, as well as copyright in all of the brands, logos and their variations, along with the global goodwill associated with the foregoing; uniforms, all applications and registration for the foregoing; (b) all domestic and/or foreign Patents granted or applied for; (c) confidential and proprietary information and trade secrets; (d) published and unpublished works of authorship and copyrights therein and registrations and applications therefor and all renewals, extensions, restorations and reversions thereof; (e) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (f) designs, drawings, sketches; (g) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (h) ideas and all other intellectual property or proprietary rights; and (i) all rights in all of the foregoing provided by Applicable Laws.

- 1.1.16 "IT Act"** means the Income Tax Act, 1961, and the rules, regulations, notifications and circulars, etc., made thereunder and will include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.
- 1.1.17 "National Company Law Tribunal"** means appropriate Bench/Benches of the Hon'ble National Company Law Tribunal constituted under the Companies Act, 2013, or such other court, tribunal, forum or authority having jurisdiction to sanction the present Scheme and other connected matters. The National Company Law Tribunal is hereinafter referred to as "the Tribunal"/"NCLT".
- 1.1.18 "New Equity Shares"** means Equity Shares having face value of INR 10 per share, credited as fully paid-up, to be issued by the Resulting Company to the Shareholders of the Demerged Company, pursuant to this Scheme.
- 1.1.19 "Permits"** means all consents, licenses, permits, permissions, authorisations, rights, clarifications, approvals, environmental approvals, customer approvals, no objection certificates (NOCs), clearances, confirmations, declarations, waivers, exemptions, registrations, enlistments, filings, whether governmental, statutory, regulatory, or otherwise under Applicable Law.
- 1.1.20 "Person"** means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority.
- 1.1.21 "Portals"** means electronic portals and/or websites maintained by various Appropriate Authorities, government departments, public sector undertakings, private sector undertakings, banks, financial institutions and other entities and Persons.
- 1.1.22 "Record Date"** means the date(s) to be fixed by the Board of Directors of the Demerged Company and/or the Resulting Company, to determine the eligibility of the Shareholders of the Demerged Company to get New Shares in the Resulting Company on Demerger and other matters, if any, pursuant to this Scheme.
- 1.1.23 "Registrar of Companies"** means concerned Registrar(s) of Companies, Ministry of Corporate Affairs having jurisdiction under the Companies Act, 2013, and other applicable provisions, if any, on the respective Companies.
- 1.1.24 "Remaining Business or Residual Business of the Demerged Company"** means all the business, units, divisions, undertakings, activities, operations, assets, liabilities, investments, cash and bank balances and intellectual property rights of the Demerged Company other than those forming part of Demerged Undertaking. It is clarified that all the assets and corresponding liabilities of the Remaining Business shall be retained in the Demerged Company.

Without prejudice to the generality of this Clause, the Remaining Business of the Demerged Company will include the following:

- i. **Tamil Nadu Division:** Manufacturing and marketing of different types of conveyor belts and other related activities being carried on by the Demerged Company in the State of Tamil Nadu; and other related and ancillary activities, along with all assets (whether movable or immovable, real or personal, corporeal or incorporeal, present future or contingent, tangible or intangible) of such Division.
- ii. All trademarks, service marks, patents and domain names, copyrights, industrial designs, product registrations and other intellectual property rights being used by Forech India Private Limited for its remaining business.

It is clarified that some trademarks, domain names and other IPRs, as the case may be, are being used by both 'Tamil Nadu Division' and 'Haryana Division' of the Demerged Company. The same will continue to be used by the Demerged Company and the Resulting Company for their respective businesses, after the implementation present Scheme of Arrangement. The Demerged Company will execute necessary assignment or other enabling agreement, as may be required, in favour of the Resulting Company for this purpose.

1.1.25 "Resulting Company" means **FIPL Engineering Private Limited** being a company incorporated under the provisions of the Companies Act, 2013 and having its registered office at C/o, Forech Mining & Construction International LLP, GT Road, Village Rai, P.S. Rai, Sonipat-131 029, Haryana; email: fipl@forechmci.in.

FIPL Engineering Private Limited [Corporate Identity No. (CIN): U22192HR2025PTC134598; Income Tax Permanent Account No. (PAN): AAGCF5393L] (hereinafter referred to as "Resulting Company/the Company") was incorporated on 30th July 2025, under the provisions of the Companies Act, 2013, as a private limited company vide Certificate of Incorporation issued by the Central Registration Centre on behalf of the jurisdictional Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

1.1.26 "Scheme" means the present Scheme of Arrangement framed under the provisions of Sections 230 & 232 read with Section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, together with Section 2(19AA) and other relevant provisions of the Income Tax Act, 1961, and other applicable provisions, if any, which provides for Demerger of 'Manufacturing and other ancillary activities being carried on in the State of Haryana' of Forech India Private Limited into FIPL Engineering Private Limited, on a going concern basis; and various other matters incidental, consequential or otherwise integrally connected with the said Demerger, in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of these Companies and/or by any Appropriate Authority and/or by the Hon'ble National Company Law Tribunal or that may otherwise be deemed fit by these Companies.

1.1.27 "Tamil Nadu Division" means manufacturing and marketing of different types of conveyor belts and other related products and other ancillary activities being carried on by the Demerged Company in the State of Tamil Nadu.

1.1.28 "Taxation" or "Tax" or "Taxes" means all forms of taxes and statutory, governmental, state, provincial, international, local governmental or municipal impositions, duties, contributions and levies and whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, advance tax, minimum alternate tax or otherwise or attributable directly or primarily to the Demerged Undertaking of the Demerged Company or any other Person and all penalties, charges, costs and interest relating thereto.

1.1.29 "Transferring Employees" means (a) all the employees of the Demerged Undertaking as on the Effective Date and (b) such other employees as identified by the Demerged Company as on the Effective Date.

1.2 INTERPRETATION

Terms and expressions which are used in this Scheme but not defined herein will, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, and if not defined therein then under the relevant statute/legislation. In this Scheme, unless the context otherwise requires:

- i.** Words denoting singular will include the plural and vice-versa.
- ii.** Heading, sub-heading and bold typeface are only for convenience and will not affect the construction or interpretation of this Scheme.
- iii.** References to clauses, and schedules are, unless the context otherwise requires, are references to clauses, and schedules to this Scheme.
- iv.** References to one gender includes all genders.
- v.** Any phrase introduced by the terms "including", "include", "in particular" or any similar expression will be construed as illustrative and will not limit the sense of the words preceding those terms.
- vi.** Reference to days, months and years are to calendar days, calendar months and calendar years as per the English calendar, respectively.
- vii.** Any reference to "writing" shall include printing, typing, lithography and other means of reproducing words in visible form.
- viii.** Where a wider construction is possible, the words "other" and "otherwise" shall not be construed ejusdem generis with any foregoing words.

- ix.** All references in this Scheme to statutory provisions shall be construed as meaning and including references to:
- a.** Any statutory modification, consolidation or re-enactment made after the date of approval of this Scheme by the Board of Directors of the respective Companies and for the time being in force.
 - b.** All subordinate legislation made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated).
 - c.** All statutory instruments or orders made pursuant to a statutory provision.
 - d.** Any statutory provisions of which these statutory provisions are a consolidation, re-enactment, or modification.

1.3 CAPITAL STRUCTURE

- i.** Capital Structure of the Demerged Company as on 5th September 2025, being the date of approval of the Scheme by the Board of Directors of the Company, is given below:

Particulars	Amount (INR)
Authorised Capital	
14,20,000 Equity Shares of INR 100 each	14,20,00,000
Total	14,20,00,000
Issued, Subscribed and Paid-up Capital	
9,60,000 Equity Shares of INR 100 each, fully paid-up	9,60,00,000
Amount paid on forfeited shares	15,00,000
Total	9,75,00,000

- ii.** Capital Structure of the Resulting Company as on 5th September 2025, being the date of approval of the Scheme by the Board of Directors of the Company, is given below:

Particulars	Amount (INR)
Authorised Capital	
10,000 Equity Shares of INR 10 each	1,00,000
Total	1,00,000
Issued, Subscribed and Paid-up Capital	
5,000 Equity Shares of INR 10 each fully paid-up	50,000
Total	50,000

- iii. The Demerged Company and the Resulting Company are closely held unlisted private limited companies.
- iv. Both the Companies in this Scheme are Group Companies under common management and control.
- v. The proposed Scheme of Arrangement will not result in any change in management or control of any of the Companies in the Scheme.

2. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING

- 2.1 Upon the Scheme becoming effective and with effect from the commencement of business on the Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 & 232 of the Act, and other applicable provisions, if any, the whole of the Demerged Undertaking of the Demerged Company, as defined in 'Sub-clause 1.1.8' of 'Clause-1.1: Definitions' of this Scheme, shall stand demerged in the Resulting Company, as a going concern, and all assets, liabilities, contracts, arrangements, Transferring Employees, Permits, licenses, registrations, enlistment, records, no objection certificates, approvals, credentials, litigations, etc., of the Demerged Undertaking shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licenses, registrations, enlistment, records, approvals, etc., of the Resulting Company by virtue of, and in the manner provided in this Scheme.
- 2.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date:
 - 2.2.1 With respect to the assets of the Demerged Undertaking that are movable in nature or are otherwise capable of being transferred by manual delivery or by paying over or endorsement and/or delivery, the same may be so transferred by the Demerged Company by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Resulting Company as on the Appointed Date.
 - 2.2.2 With respect to the assets of the Demerged Undertaking, other than those referred to in Clause 2.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), contracts, investment in shares, mutual funds, bonds, and any other securities, fixed deposits, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, earnest moneys and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other Person, whether or not the same is held in the name of the Demerged Company, shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Resulting Company with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of the Resulting

Company. It is clarified that all agreements with customer, agreements with any Appropriate Authority, agreement with banks/funds, vendor agreements, software or third party licenses, statutory and regulatory permissions, environmental approvals and consents, registrations, enlistments or other licenses and power of attorneys would get transferred to and vested in the Resulting Company with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of the Resulting Company and shall have been deemed to have been entered into by the Resulting Company with such respective parties.

Any investment made by the Demerged Company in equity shares and other securities in any listed company (listed investee company) under "Promoters/Promoter's Group Category Shareholders" or under "Non-Promoter/Public Category Shareholders" as part of its Demerged Undertaking, will be transferred to and vested in the Resulting Company pursuant to this Scheme. It is clarified that the Resulting Company shall remain in the same category of shareholders in the respective listed investee companies vis-à-vis such investments; and shall be treated accordingly by the respective listed investee companies.

- 2.2.3 Without prejudice to the aforesaid, all the immovable property whether or not included in the books of the Demerged Company pertaining to the Demerged Undertaking, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immoveable property) shall stand transferred to and be vested in the Resulting Company with effect from the Appointed Date, without any act or deed to be done or executed by the Demerged Company and/or the Resulting Company. With regard to the licenses of the properties, the Resulting Company will enter into novation agreements, if it is so required.
- 2.2.4 All debts, liabilities, duties and obligations (debentures, bonds, notes and other debt securities), bank guarantees, performance guarantees, corporate guarantees, letters of credit including contingent liabilities of the Demerged Company in relation to and pertaining to the Demerged Undertaking shall, without any further act, instrument or deed or wherever required after following the due process prescribed by lenders/ Persons, be transferred to, and vested in, and/or deemed to have been transferred to, and vested in, the Resulting Company so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 2.1. It is clarified that in terms of the provisions of Section 2(19AA) and relevant provisions of the Income Tax Act, 1961, all the liabilities relating to the Demerged Undertaking, being transferred by the Demerged Company,

immediately before the Demerger, shall become the liabilities of the Resulting Company by virtue of the Demerger. The liabilities relating to the Demerged Undertaking shall include the following:

- (a) The liabilities which arise out of the activities or operations of the Demerged Undertaking.
- (b) The specific loans or borrowings (including debentures) raised, incurred and utilised solely for the activities or operations of the Demerged Undertaking.
- (c) In cases, other than those referred to in clause (a) or clause (b), so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company as stand in the same proportion which the value of the assets transferred in the Demerger bears to the total value of the assets of the Demerged Company immediately before the Demerger.

2.2.5 All the brands and trademarks pertaining to the Demerged Undertaking including registered and unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights, trademarks and all such other industrial and intellectual property rights of whatsoever nature pertaining to the Demerged Undertaking shall be transferred to the Resulting Company with effect from the Appointed Date. The Resulting Company shall take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of the Resulting Company.

2.2.6 The vesting of the Demerged Undertaking, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, in respect of any financing, borrowings and/or debts pertaining to the Demerged Undertaking which shall be transferred to the Resulting Company provided, however, that such Encumbrances shall be confined only to the relevant assets of the Demerged Undertaking or part thereof on or over which they are subsisting on and no such Encumbrances shall extend over or apply to any other asset(s) of the Resulting Company. Any reference in any security documents or arrangements (to which the Demerged Company is a party) related to any assets of the Demerged Undertaking shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Resulting Company. Similarly, the Resulting Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of/to be availed of by it, and the Encumbrances in respect of such indebtedness of the Resulting Company shall not automatically extend or be deemed to extend or apply to the assets so vested. It is clarified that on transfer of the Encumbrances along with the Demerged Undertaking, as mentioned above, the Demerged Company shall be deemed to be released from such Encumbrances. It is clarified

that upon the Scheme becoming effective, the Demerged Company and the Resulting Company will file requisite form(s) with the Registrar of Companies for creation, modification and/or satisfaction of charge(s) and will take all such steps as may be required, to give effect to the provisions of this Scheme.

- 2.2.7 Upon the Scheme being effective, the work experience, qualifications, capabilities, legacies and track record with Government/Non-Government agencies/bodies, contracts with clients and with vendors (including technical parameters, past performance, track record, financials, etc.) of the Demerged Company acquired by reason of the completion of various projects and works pertaining to the Demerged Undertaking and certificates of completion of projects or works pertaining to the Demerged Undertaking issued by the clients of the Demerged Company or any Appropriate Authority shall be deemed to be part of and belonging to the Resulting Company and shall, for all purposes, be regarded as the work experience, credentials and qualification, capabilities and legacies (including technical parameters, past performance, track record, financials etc.) and certificates of completion of the Resulting Company.
- 2.2.8 Further, upon the Scheme being effective, the Resulting Company shall be entitled and authorised to use the total work experience, credential, qualifications, performance qualifications including financial, technical, manufacturing and other qualifications, capabilities, legacies and track record Government/Non-Government agencies/bodies, contracts with clients and with vendors (including technical parameters, past performance, track record, financials, etc.) of the Demerged Company, pertaining to the Demerged Undertaking, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients or any Appropriate Authority. The Resulting Company shall have the right to use all the abovementioned work experience, etc., for getting registration/ enlistment with Government/Non-Government agencies/bodies, private sector entities, and for qualifying for any tender or project that may be issued at any time.
- 2.2.9 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company pertaining to the Demerged Undertaking, if any, has been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Undertaking in the name of the Demerged Company and for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company and pertaining to the Demerged Undertaking after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.
- 2.2.10 Without prejudice to the foregoing provisions of this Scheme, the Demerged Company and/or the Resulting Company shall be entitled to apply to the Appropriate Authority and Person, as are

necessary under any law, for such consents, approvals, sanctions and process which the Resulting Company may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary applications, notices, intimations, novation or letters with any Appropriate Authority or Person, to give effect to the above provisions. Additionally, at the election of the Demerged Company and the Resulting Company, immovable properties forming a part of the Demerged Undertaking may be assigned, not by virtue of this Scheme, but by way of separate deeds of conveyance, so as to give effect to the above provisions of the Scheme.

3. TAXES, DUTIES, CESS ETC.

- 3.1** The unutilized credits relating to excise duties, sales tax, service tax, VAT, GST or any other Taxes by whatever name called, as applicable, which remain un-utilised in the electronic ledger of the Demerged Company pertaining to the Demerged Undertaking shall be transferred to and vest in the Resulting Company upon filing of requisite forms. Thereafter, the un-utilised credit so specified shall be credited to the electronic credit ledger of the Demerged Company and the input and capital goods shall be duly adjusted by the Resulting Company in its books of account.
- 3.2** After the Appointed Date, Taxes of whatsoever nature including advance tax, self-assessment tax, regular assessment taxes, tax deducted at source, GST, wealth tax, if any, paid by the Demerged Company pertaining to the Demerged Undertaking shall be treated as paid by the Resulting Company and it shall be entitled to claim the credit, refund, adjustment for the same as may be applicable notwithstanding that challans or records may be in the name of the Demerged Company.
- 3.3** All the Tax payments/compliances (including, but without limitation to income tax, service tax, excise duty, central sales tax, applicable state value added tax, etc.) whether by way of tax deducted at source, advance tax, all earnest monies, security deposits provisional payments, payment under protest, or otherwise howsoever, by the Demerged Company pertaining to the Demerged Undertaking after the Appointed Date, shall be deemed to be paid by the Resulting Company and shall, in all proceedings, be dealt with accordingly.
- 3.4** Further, any tax deducted at source by the Demerged Company pertaining to the Demerged Undertaking on transactions with the Resulting Company if any, (from the Appointed Date to the Effective Date) shall be deemed to be advance tax paid or tax deposited by the Resulting Company and shall, in all proceedings, be dealt with accordingly in the hands of the Resulting Company (including but not limited to grant of such tax deposited as credit against total tax payable by the Resulting Company while filing consolidated return of income on or after Appointed Date).
- 3.5** Upon Scheme becoming effective, the Demerged Company and the Resulting Company are expressly permitted to revise their financial statements and income tax returns along with prescribed forms, filings and annexures under the Income-Tax Act, 1961 and other

statutory returns, including but not limited to tax deducted/collected at source returns, service tax returns, excise tax returns, sales tax/VAT/GST returns, as may be applicable. The Resulting Company expressly reserve the right to make such provision in returns and to claim refunds, advance tax credits, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc., if any, as may be required for the purposes of/consequent to implementation of the Scheme. All compliances done by the Demerged Company pertaining to the Demerged Undertaking will be considered as compliances by the Resulting Company.

- 3.6** It is hereby clarified that in case of any benefits, incentives, grants, subsidies, etc., under Income-tax Act, 1961, service tax laws, excise duty laws, central sales tax, applicable state value added tax laws, any incentive scheme or policies or any other applicable laws/regulations dealing with Taxes/duties/levies due to the Demerged Company pertaining to the Demerged Undertaking shall stand vested in the Resulting Company upon this Scheme becoming effective.
- 3.7** Upon the Scheme becoming effective, all Tax assessment proceedings/appeals of whatsoever nature by or against the Demerged Company pertaining to the Demerged Undertaking pending and/or arising shall be transferred to the Resulting Company.

4. PERMITS

- 4.1** With effect from the Appointed Date, all the Permits, registrations, enlistment, and approvals held or availed of by, and all rights and benefits that have accrued to, the Demerged Company pertaining to the Demerged Undertaking, pursuant to the provisions of Sections 230 & 232 of the Act, shall be transferred to and vested in the Resulting Company and shall stand transferred to and vested in or be deemed to have been transferred to, and vested in, and be available to the Resulting Company so as to become as and from the Appointed Date, the Permits, estates, assets, rights, title, interests and authorities of the Resulting Company and shall remain valid, effective and enforceable on the same terms and conditions. The benefits and obligations of all statutory and regulatory permissions, licenses, environmental approvals and consents, sales tax registrations or other licenses and consents shall vest in and become available to the Resulting Company pursuant to this Scheme. In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed, granted by any Appropriate Authority, Government body, local authority or by any other Person, or availed of by the Demerged Company in relation to the Demerged Undertaking are concerned, the same shall vest with and be available to the Resulting Company on the same terms and conditions. Upon the vesting and transfer of the Demerged Undertaking pursuant to this Scheme, all the concerned licensor and grantors of such Permits shall promptly mutate, endorse and/or transfer where necessary, and record the Resulting Company on such Permits so as to empower and facilitate the transfer and vesting of the Demerged Undertaking in the Resulting Company and continuation of operations pertaining to the Demerged Undertaking in the Resulting Company, on a going concern basis, without any hindrance.

- 4.2** Upon the Effective Date and until the Permits are transferred, vested, recorded, effected, and/or perfected, in the record of the Appropriate Authority, in favour of the Resulting Company, the Resulting Company is authorized to carry on business in the name and style of the Demerged Company, and under the relevant Permit, license and/or approval, as the case may be, and the Resulting Company shall keep a record and/or account of such transactions.

5. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- 5.1** Subject to the other provisions of the Scheme, all contracts, guarantees, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature in relation to the Demerged Undertaking, to which the Demerged Company is a party and which is subsisting or having effect on or immediately before the Appointed Date shall remain in full force and effect against or in favour of the Resulting Company and shall be binding on and be enforceable by and against the Resulting Company as fully and effectually as if the Resulting Company had at all material times been a party or beneficiary or obligee thereto. The Resulting Company will, if required, enter into a novation agreement, sub-contracting agreement, deeds, writings or confirmations in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above and, if required, cause such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above to be formally taken on record/ recognised by the Appropriate Authority.
- 5.2** Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Demerged Undertaking of the Demerged Company occurs by virtue of this Scheme, the Demerged Company and/or the Resulting Company may, at any time in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. The Resulting Company shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company, to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company pertaining to the Demerged Undertaking.
- 5.3** On and from the Effective Date, and thereafter, the Resulting Company shall be entitled to enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Demerged Company, in relation to or in connection with the Demerged Undertaking, in the name of the Resulting Company in so far as may be necessary until the transfer of rights and obligations of the Demerged Undertaking to the Resulting Company under this Scheme have been given effect to under such contracts and transactions.

5.4 In an event where any contracts, agreements, arrangements and other instruments of whatsoever nature pertaining to the Demerged Undertaking are not transferrable for any reasons, the Demerged Company shall sub-contract such contracts to the Resulting Company by entering into applicable agreements/ deeds as per the Applicable Law. In such cases, the Resulting Company, if required, shall indemnify the Demerged Company for any risks or loss or reward associated with such contracts so sub-contracted. Further, if any contracts, agreements, arrangements and other instruments of whatsoever nature pertaining to the Demerged Undertaking are not transferrable for any reasons and cannot be sub-contracted to the Resulting Company, then, the Resulting Company shall allow the Demerged Company to complete/implement only such contracts, agreements, arrangements. The right to use such performance qualifications, technical experience and credentials, if required, will be transferred to the Resulting Company pursuant to this Scheme.

6. LEGAL PROCEEDINGS

- 6.1** Upon the coming into effect of this Scheme, proceedings relating to the Demerged Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Resulting Company with effect from the Effective Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company.
- 6.2** The Resulting Company (a) shall be replaced/added as party to such proceedings relating to the Demerged Undertaking; and (b) shall prosecute or defend such proceedings at its own cost. Liability of the Demerged Company shall, consequently, stand nullified.
- 6.3** The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company, in relation to the Demerged Undertaking, transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company, in relation to the Demerged Undertaking.
- 6.4** It is clarified that except as otherwise provided herein, the Demerged Company shall, in no event, be responsible or liable in relation to any proceedings relating to the Demerged Undertaking that stand transferred to the Resulting Company pursuant to this Scheme.
- 6.5** In case, for any reason, any of the legal proceedings, in relation to the Demerged Undertaking, cannot be transferred to the Resulting Company, the same may be continued by or against the Demerged Company on behalf of the Resulting Company only. All the associated costs, losses or consequences of all such proceedings including attorney cost and other charges, shall be borne by the Resulting Company. Similarly, all the benefits of all such proceedings shall accrue to the Resulting Company.

7. STAFF, WORKMEN AND EMPLOYEES

- 7.1** On the Scheme becoming effective, all Transferring Employees of the Demerged Company, in service on the Effective Date, shall become and deemed to have become employees of the Resulting Company on such date without any break or interruption in their service and on the basis of continuity of service, and upon terms and conditions not less favorable than those applicable to them in the Demerged Company, on the Effective Date.
- 7.2** It is expressly provided that on the Scheme becoming effective, the services of all such Transferring Employees with the Demerged Company prior to the Demerger shall be taken into account for the purposes of all existing benefits to which the said Transferring Employees may be eligible, including for the purpose of payment of any gratuity and other retiral/terminal benefits and to this effect the accumulated balances, if any, standing to the credit of such Transferring Employees in the existing provident fund, gratuity fund and superannuation fund of which they are members, will be transferred to such provident fund, gratuity fund and superannuation funds nominated by the Resulting Company and/ or such new provident fund, gratuity fund and superannuation fund to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authority, by the Resulting Company. The decision on whether or not Transferring Employee is part of the Demerged Undertaking, be decided by the Demerged Company, and shall be final and binding on all concerned.
- 7.3** Pending the transfer as aforesaid, the provident fund, the gratuity fund and superannuation fund dues of the said Transferring Employees would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund, respectively, of the Demerged Company, as the case may be.

8. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Demerged Undertaking into the Resulting Company as above and the continuance of proceedings by or against the Resulting Company, 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 accept and adopt all acts, deeds and things done and executed by the Demerged Company, in relation to the Demerged Undertaking, in respect thereto as done and executed on behalf of the Resulting Company.

9. CONDUCT OF BUSINESS OF THE DEMERGED UNDERTAKING UPTO THE EFFECTIVE DATE BY THE DEMERGED COMPANY

From the Appointed Date until the Effective Date:

- i.** The Demerged Company (with respect to the Demerged Undertaking) shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets for and on account of, and in trust for the Resulting Company.

- ii. The Demerged Company shall stand possessed of all the assets and properties of the Demerged Undertaking, in trust for the Resulting Company. Accordingly, any asset or property acquired by the Demerged Company pertaining to the Demerged Undertaking, on or after the Appointed Date, shall be deemed to be the assets and properties of the Resulting Company.
- iii. The Demerged Company shall be deemed to have carried on business and activities of the Demerged Undertaking for and on behalf of and for the benefit and on account of the Resulting Company. With effect from the Appointed Date, all profits or income arising or accruing to the Demerged Company with respect 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 with respect to the Demerged Undertaking shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, of the Resulting Company.
- iv. Any of the rights, powers, authorities, privileges exercised by the Demerged Company, in relation to the Demerged Undertaking, shall be deemed to have been exercised for and on behalf of, and in trust for the Resulting Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by Demerged Company, in relation to the Demerged Undertaking, shall be deemed to have been undertaken for and on behalf of the Resulting Company.
- v. All loans raised and all liabilities and obligations incurred by the Demerged Company with respect to the Demerged Undertaking 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 or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Resulting Company.
- vi. The Demerged Company, in relation to the Demerged Undertaking shall not, without the prior written consent of the Board of Directors of the Resulting Company or pursuant to any pre-existing obligation, sell, transfer or otherwise alienate, charge, mortgage or encumber or otherwise deal with or dispose of the Demerged Undertaking or any part thereof except in the ordinary course of business.

10. REMAINING BUSINESS OF THE DEMERGED COMPANY

- 10.1** The Remaining Business and all the assets including immovable properties, investments, liabilities and obligations of the Demerged Company shall continue to belong to and be vested in and be managed by the Demerged Company.
- 10.2** All legal, Taxation and/or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter and relating to the Remaining Business of the Demerged Company

(including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced against the Demerged Company. The Resulting Company shall in no event be responsible or liable in relation to any such legal or other proceedings in relation to the Remaining Business.

- 10.3** If proceedings are taken against the Resulting Company, in respect of matters relating to the Remaining Business, the Resulting Company shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company against all liabilities and obligations incurred by the Resulting Company in respect thereof.
- 10.4** If proceedings are taken against the Demerged Company in respect of matters relating to the Demerged Undertaking, the Demerged Company shall defend the same in accordance with the advice of the Resulting Company and at the cost of the Resulting Company and the latter shall reimburse and indemnify the Demerged Company, against all liabilities and obligations incurred by the Demerged Company in respect thereof.
- 10.5** With effect from the Appointed Date and including the Effective Date and thereafter:
- a. The Demerged Company shall be deemed to have been carrying on and to be carrying on all business and activities relating to its Remaining Business for and its own behalf.
 - b. All profit accruing to the Demerged Company or losses arising or incurred by it relating to the Remaining Business shall, for all purposes, be treated as the profit, or losses, as the case may be, of the Demerged Company.
- 10.6** The Demerged Company and its Remaining Business shall be deemed to be released from all the Encumbrances forming part of the Demerged Undertaking.

11. CONSIDERATION FOR DEMERGER

- 11.1** Upon the Scheme coming into effect and in consideration of Demerger and vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in terms of this Scheme; the Resulting Company shall, without any further application or deed, issue and allot New Equity Shares, to the Shareholders of the Demerged Company whose names appear in the Register of Members/list of Beneficial Owners as received from the Depositories as on the Record Date, in the following manner:
- i. The Resulting Company-FIPL Engineering Private Limited will issue 1 (one) Equity Share of INR 10 each, credited as fully paid-up, to the Equity Shareholders of the Demerged Company, for every 1 (one) Equity Share of INR 100 each held in the Demerged Company-Forech India Private Limited.

- 11.2** Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.
- 11.3** New Equity Shares to be issued by the Resulting Company in terms of Clause 11.1 above, will be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company. New Equity Shares shall rank *pari passu* in all respects, including dividend, with the existing Equity Shares of the Resulting Company.
- 11.4** The issue and allotment of New Equity Shares by the Resulting Company, as the case may be, to the Shareholders of the Demerged Company, as provided in this Scheme, is an integral part thereof. The Members of the Resulting Company, on approval of the Scheme, shall be deemed to have given their approval under Sections 42 and 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of New Equity Shares to the Members of the Demerged Company in terms of this Scheme.
- 11.5** In the event there being any pending share transfer(s), the Board of Directors of the Demerged Company or any committee thereof, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such transfer in the Demerged Company as if such changes in the registered holders were operative on the Record Date, in order to remove any difficulty arising on account of such transfer and in relation to New Equity Shares to be issued to the shareholders of the Demerged Company pursuant to this Scheme.
- 11.6** New Equity Shares to be issued by the Resulting Company, pursuant to this Scheme in respect of any shares of the Demerged Company which are held in abeyance under the provisions of the Act or otherwise, shall be held in abeyance by the Resulting Company.
- 11.7** New Equity Shares to be issued by the Resulting Company to the shareholders of the Demerged Company in terms of this Scheme, will be issued in physical form or in dematerialized form in compliance with the applicable provisions of the Companies Act, 2013 as on the Record Date. The Resulting Company will take all necessary steps in this regard.
- 11.8** It is clarified that in the event of any change in the capital structure of the Demerged Company or the Resulting Company, such as share split or consolidation of shares, issue of bonus shares, rights issue or other similar action; or any material accounting changes at any time before the Record Date; the Share Exchange Ratio as specified in Clause 11.1 of this Scheme, may be suitably adjusted for such changes, if and to the extent required, with mutual consents of the Board of Directors of the Demerged Company and the Resulting Company. Any such adjustment in the Share Exchange Ratio will be deemed to be carried out as an integral part of this Scheme upon agreement in writing by the Board of Directors of the Demerged Company and the Resulting Company.
- 11.9** It is, however, clarified that provisions of this Scheme with regard to issue of New Shares by the Resulting Company, to the Shareholders of the Demerged Company will not apply to the share application

money, if any, which may remain outstanding in the Demerged Company as on the Record Date.

12. CANCELLATION OF SHARE CAPITAL OF THE RESULTING COMPANY

- 12.1** In terms of the provisions of this Scheme, the Resulting Company will issue New Equity Shares to the Shareholders of the Demerged Company. However, it is proposed that upon the Scheme becoming effective, entire issued and paid-up Equity Share Capital of the Resulting Company will be held by Equity Shareholders of the Demerged Company on proportionate basis. In other words, post-Scheme, the Demerged Company and the Resulting Company will have mirror Equity Shareholding [the same set of Equity Shareholders holding the same percentage of Equity Shares in the Demerged Company and the Resulting Company].

To achieve the aforesaid Equity Shareholding Pattern, upon the Scheme coming into effect, entire pre-Scheme issued, and paid-up Equity Share Capital of the Resulting Company shall stand cancelled, without any payment being made to any shareholder against such cancellation. It is clarified that the Resulting Company will not make any payment to any Shareholder against such cancellation.

- 12.2** It is clarified that the aforesaid cancellation/reduction of Share Capital of the Resulting Company would not involve either the diminution of any liability in respect of un-paid share capital or payment to any shareholder of any paid-up share capital. The Resulting Company is not proposing any buy-back of shares from its shareholders.
- 12.3** It is clarified that no creditor of the Resulting Company will be adversely affected by the proposed cancellation/reduction of Share Capital.

13. UPON THIS SCHEME BECOMING EFFECTIVE

- 13.1** Cross holding of shares as on the Record Date between the Demerged Undertaking of the Demerged Company and the Resulting Company, if any, shall stand cancelled.
- 13.2** In terms of the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles, the Demerged Company and the Resulting Company may utilise their reserves and surplus, as the case may be, to account for the Demerger in their respective books of accounts.
- 13.3** It is clarified that the proposed cancellation/reduction of share capital and utilisation of reserves and surplus by the Demerged Company and the Resulting Company, as the case may be, shall be affected as an integral part of the Scheme only. Approval of this Scheme by the Shareholders and/or Creditors of the Demerged Company and the Resulting Company, as the case may be, and sanction by the Hon'ble Tribunal under Sections 230 & 232 of the Companies Act, 2013, shall be sufficient compliance with the provisions of Section 66 of the Companies Act, 2013, and other applicable provisions, if any, for the aforesaid matters.

It is, however, clarified that the proposed cancellation/reduction of share capital and utilisation of reserves and surplus by the Demerged Company and the Resulting Company, as the case may be, do not involve either the diminution of any liability in respect of un-paid share capital or payment to any shareholder of any paid-up share capital. None of the Demerged Company and the Resulting Company is proposing any buy-back of shares from their respective shareholders. Accordingly, none of the Demerged Company and the Resulting Company will be required to use the words "and reduced" as part of their respective corporate names upon sanction of the Scheme.

- 13.4** It is further clarified that none of the creditors of the Demerged Company and the Resulting Company will be adversely affected by the provisions of the Scheme.
- 13.5** Save as provided in this Scheme, the Demerged Company and/or the Resulting Company will increase/modify their respective Authorized Share Capital to implement the terms of this Scheme, to the extent necessary. It is, however, clarified that approval of the present Scheme of Arrangement by the Shareholders of Demerged Company and the Resulting Company will be sufficient for such modification/increase in the authorised share capital and no further approval from the Shareholders or any other person will be required for the same.

14. ACCOUNTING TREATMENT

- 14.1** Upon the Scheme becoming effective, Demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company and other connected matters, if any, will be accounted for in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles.
- 14.2** Accordingly, upon the Scheme becoming effective, the Demerged Company and the Resulting Company shall give effect of the Demerger in their respective books of accounts in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles.
- 14.3** Without prejudice to the generality of the aforesaid, following are the salient features of the accounting treatment to be given:

14.3.1 In the books of the Demerged Company

- i.** All the assets and liabilities pertaining to the Demerged Undertaking, which cease to be the assets and liabilities of the Demerged Company, will be reduced from the books of accounts of the Demerged Company at their respective carrying values as on the Appointed Date. Difference between the carrying values of assets and liabilities of the Demerged Undertaking will hereinafter be referred to as 'Net Assets' or 'Net Book Value of Assets'.

- ii.** Various items under the head Reserves and Surplus will be reduced from the books of accounts of the Demerged Company in the same proportion which the Net Assets Value of the Demerged Undertaking bears to the total Net Assets Value of the Demerged Company immediately before the Demerger, as on the Appointed Date.
- iii.** To the extent there are any inter-corporate loans, advances, or any other payable/receivable balances between the Demerged Undertaking of the Demerged Company and the Resulting Company, the rights and obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Demerged Company.
- iv.** Any deficit arising out of Demerger (after giving effect to the provisions of 'sub-clause ii to iv' above) shall be adjusted against the available reserves and surplus in the books of the Demerged Company. Whereas any surplus arising out of Demerger (after giving effect to the provisions of 'sub-clause ii to iv' above) shall be credited to capital reserve in the books of the Demerged Company.

14.3.2 In the books of the Resulting Company

- i.** The Resulting Company will record the assets and liabilities pertaining to the Demerged Undertaking vested in the Company pursuant to this Scheme, at the respective carrying values as appearing in the books of the Demerged Company as on the Appointed Date.
- ii.** The Resulting Company will also record in its books of accounts, various items of Reserves and Surplus which are reduced from the books of accounts of the Demerged Company in terms of Clause 14.3.1 'ii' above.
- iii.** To the extent there are any inter-corporate loans, advances or any other payable/receivable balances between the Demerged Undertaking of the Demerged Company and the Resulting Company, the rights and obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Resulting Company.
- iv.** The Resulting Company will cancel/reduce its pre-Scheme Equity Share Capital as provided in Clause 12 of this Scheme.
- v.** The Resulting Company will credit to the Share Capital Account, in the books of accounts, the aggregate face value of the New Equity Shares to be issued by the Resulting Company to the Shareholders of the Demerged Company pursuant to Clause 11.1 of this Scheme.
- vi.** Any surplus or deficit arising out of Demerger (after giving effect to the provisions of 'sub-clause ii to v' above) shall be

credited or debited to capital reserve in the books of the Resulting Company.

- 14.4** It is, however, clarified that the Board of Directors of the Demerged Company and the Resulting Company, in consultation with their respective Statutory Auditors, may account the present Demerger and other Scheme matters in such manner as to comply with the provisions of Section 133 of the Companies Act, 2013, the applicable Accounting Standards, Generally Accepted Accounting Principles and other applicable provisions, if any.

15. STEPS TO BE TAKEN FOR EFFECTIVE IMPLEMENTATION OF THE SCHEME

Upon this Scheme becoming effective, the Demerged Company and/or the Resulting Company will take necessary steps for the smooth and uninterrupted transition/transfer of the Demerged Undertaking of the Demerged Company into the Resulting Company on Demerger and effective implementation of the Scheme.

Without prejudice to the generality of the aforesaid, following are the salient features/chronology to be followed in this regard:

- 15.1** Upon the Scheme becoming effective, the Demerged Company and/or the Resulting Company will inform approval of this Scheme by the Hon'ble NCLT to the customers of the Demerged Undertaking of the Demerged Company, concerned Appropriate Authorities, and other relevant third parties. The Demerged Company and/or the Resulting Company will, if so require, make necessary application in compliance with the applicable provisions of law to give effect to this Scheme.

All such Persons will take note of the same and will promptly take all necessary steps to give effect to the Scheme including but not limited to changing the name of the Demerged Company with the Resulting Company, details of the bank account(s) of the Demerged Undertaking of the Demerged Company will be replaced with that of the Resulting Company.

- 15.2** It is clarified that no adverse action will be taken against the Demerged Company and/or the Resulting Company for any delay in action taken by the concerned Person in giving effect of the sanction of this Scheme.

- 15.3** It is clarified that upon the Scheme becoming effective, the Resulting Company shall assume full responsibility toward the Demerged Undertaking and fulfill all the obligations pertaining to the Demerged Undertaking. Notwithstanding anything contained in this Scheme or in any other document, the Resulting Company shall fully indemnify the Demerged Company for any financial or other liability or consequence that the Demerged Company has to face due to any act of omission or commission by the Resulting Company with regard to any matter pertaining to the Demerged Undertaking.

16. FACILITATION PROVISIONS

Immediately upon the Scheme being effective, the Demerged Company and the Resulting Company will enter into necessary arrangements including sub-contracting agreements, sub-licensing agreements and shared services agreements, as may be necessary or required, *inter alia*, in relation to use by the Resulting Company of office space, infrastructure facilities, information technology services, employee/ staff, tax, audit, finance, secretarial, human resource service, security personnel, legal, administrative and other services, etc., of the Demerged Company, and so as to give full effect to the provisions of this Scheme, each, on such terms and conditions that may be agreed between the Companies and on payment of consideration on an arm's length basis and which are in the ordinary course of business.

17. PROPERTY IN TRUST

- 17.1** Notwithstanding anything contained in this Scheme, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom, being part of the Demerged Undertaking, are transferred, vested, recorded, effected and/or perfected, in the records of the Appropriate Authority, Person or otherwise, in favour of the Resulting Company, the Resulting Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if they were the owners of the property or asset or as if they were the original party to the license, approval, permission, contract or agreement.
- 17.2** It is clarified that till entry is made in the records of the Appropriate Authority or Person and till such time as may be mutually agreed by the Demerged Company and the Resulting Company, the Demerged Company will continue to hold the property and/or the asset, license, permission, approval, as the case may be, in trust and on behalf of the Resulting Company.
- 17.3** It is further clarified that on the Effective Date, notwithstanding the Scheme being made effective, any asset/liability identified as part of the Demerged Undertaking and pending transfer due to the pendency of any approval/consent and/or sanction, shall be held in trust by the Demerged Company for the Resulting Company.
- 17.4** Immediately upon receipt of such approval/consent and/or sanction, such asset and/or liability forming part of the Demerged Undertaking shall, without any further act/deed or consideration, be transferred to and/or vested in the Resulting Company with all such benefits, obligations and rights with effect from the Appointed Date.
- 17.5** All costs, payments and other liabilities that the Demerged Company shall be required to bear to give effect to this Clause shall be borne solely by the Resulting Company and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

18. COMPLIANCE WITH THE INCOME TAX ACT

18.1 The provisions of this Scheme relating to Demerger have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) read with other applicable provisions of the Income Tax Act, 1961.

18.2 It is clarified that the present Scheme of Arrangement will result in the following:

- i.** All the property and assets of the Demerged Undertaking, being transferred by the Demerged Company, immediately before the Demerger, shall become the property and assets of the Resulting Company by virtue of the present Demerger.
- ii.** All the liabilities relating to the Demerged Undertaking, being transferred by the Demerged Company, immediately before the Demerger, shall become the liabilities of the Resulting Company by virtue of the Demerger. The liabilities relating to the Demerged Undertaking shall include the following:
 - (a) The liabilities which arise out of the activities or operations of the Demerged Undertaking.
 - (b) The specific loans or borrowings (including debentures) raised, incurred and utilised solely for the activities or operations of the Demerged Undertaking.
 - (c) In cases, other than those referred to in clause (a) or clause (b), so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company as stand in the same proportion which the value of the assets transferred in the Demerger bears to the total value of the assets of the Demerged Company immediately before the Demerger.
- iii.** The property and the liabilities of the Demerged Undertaking being transferred by the Demerged Company shall be transferred at values appearing in the books of account of the Demerged Company immediately before the Demerger. For determining the value of the property of the Demerged Undertaking, any change in the value of assets consequent to their revaluation shall be ignored.

Provided that the provisions of this sub-clause shall not apply where the Resulting Company records the value of the property and the liabilities of the Demerged Undertaking at a value different from the value appearing in the books of account of the Demerged Company, immediately before the Demerger, in compliance with the Indian Accounting Standards specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015.

- iv.** The Resulting Company will issue, in consideration of the Demerger, its shares, credited as fully paid, to all the shareholders of the Demerged Company on a proportionate

basis except where the Resulting Company is itself a shareholder of the Demerged Company.

- v. The shareholders holding not less than three-fourths in value of the shares in the Demerged Company (other than shares already held therein immediately before the Demerger by, or by a nominee for, the Resulting Company or its subsidiary) shall become shareholders of the Resulting Company by virtue of the Demerger.
- vi. The transfer of the Demerged Undertaking shall be on a going concern basis.

18.3 It is clarified that if, at a later date, any of the terms or provisions of the Scheme relating to Demerger are found or interpreted to be inconsistent with the provisions of Section 2(19AA) of the Income Tax Act, 1961, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(19AA) of the Income Tax Act, 1961, or corresponding provisions of any amended or newly enacted law, 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 or such newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme. The power to make such amendments as may become necessary shall vest with the respective Board of Directors of the Demerged Company and/or the Resulting Company, which power can be exercised at any time and shall be exercised in the best interests of the Companies and their shareholders.

19. NO COMPROMISE WITH CREDITORS

The present Scheme in no way, is a scheme of compromise with the creditors and is not, in any way, adversely affecting the rights of the creditors. Further, the present Scheme is not a scheme of corporate debt restructuring as envisaged under Section 230(2)(c) of the Act. Aggregate assets of the Demerged Company and the Resulting Company are more than sufficient to meet the liabilities of the respective creditors in full.

20. APPLICATION/PETITION TO THE NATIONAL COMPANY LAW TRIBUNAL AND OTHER APPROPRIATE AUTHORITIES

- 20.1** The Demerged Company will make necessary application(s)/petition(s) under the provisions of Sections 230 & 232 read with Section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016 and other applicable provisions, if any, to the appropriate Bench(es) of the Hon'ble National Company Law Tribunal and other Appropriate Authority, if any, for sanctioning of the Scheme and other connected matters.
- 20.2** The Resulting Company will make the requisite application(s)/petition(s) under the provisions of Sections 230 & 232 read with Section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, the Companies (Compromises, Arrangements

and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, to the appropriate Bench(es) of the Hon'ble National Company Law Tribunal and other competent authorities, if any, for sanctioning of this Scheme and other connected matters.

- 20.3** It is clarified that pending the sanction of the Scheme, the Companies shall be entitled to apply to any Appropriate Authority or any third party for such consents, approvals, sanction or process which the Resulting Company may require under any Applicable Law to own the assets and/or liabilities of the Demerged Undertaking or to carry on the business of the Demerged Undertaking or that may otherwise be required to give effect to any provision of this Scheme.

21. MODIFICATIONS/AMENDMENTS TO THE SCHEME

- 21.1** The Demerged Company and the Resulting Company, through their respective Board of Directors, may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by the Board of Directors of these Companies and resolve all difficulties that may arise for carrying out this Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.
- 21.2** For the purpose of giving effect to this Scheme or to any modification thereof, the Board of Directors of the Demerged Company and 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 such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
- 21.3** In the event of any difficulty arising in connection with the implementation of this Scheme, or in the event that any clarification, modification, or amendment is required to give effect to the Scheme, the Board of Directors of the Demerged Company and Resulting Company shall have the authority to take such steps as may be necessary, expedient, or desirable to resolve the difficulty or to give effect to the provisions of this Scheme.

22. SEVERABILITY

If any part and/or provision of this Scheme is invalid, ruled illegal by any court or tribunal of competent jurisdiction or unenforceable under present or future laws or is unworkable, then it is the intention of the Companies that such part and/or provision shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part and/or provision shall cause this Scheme to become materially adverse to any Company or Companies to the Scheme. In such case, subject to the consent of the Board of Directors of the Companies, the Companies shall attempt to bring about a modification in the Scheme as will best preserve the benefits and obligations of the Scheme for all the Companies to the Scheme.

23. CONDITIONALITY OF THE SCHEME

The Scheme is conditional upon and subject to the following:

- i.** The Scheme being approved by the respective requisite majorities of the shareholders and/or the creditors of the Demerged Company and the Resulting Company, as may be directed by the Hon'ble NCLT and/or any other Appropriate Authority.
- ii.** Sanction by the Hon'ble NCLT under Sections 230 and 232 and other relevant provisions of the Companies Act, 2013 and other applicable provisions, if any, and other Appropriate Authority, if so required.
- iii.** Certified copy of the order of the Hon'ble NCLT sanctioning the Scheme is filed with the Registrar of Companies by all the Companies to this Scheme.

24. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges, taxes, duties, levies, fees and expenses, if any, to the extent applicable and payable in relation to or in connection with this Scheme or incidental to the completion of Demerger in pursuance of this Scheme, shall be borne and paid by the Demerged Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to Demerger exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

It is clarified that these expenses will be available as deduction to the Demerged Company in accordance with the relevant provisions of the Income Tax Act, 1961 and other applicable provisions, if any.

Legal Counsel to the Scheme:

Rajeev Goel & Associates
Advocates and Solicitors
785, Pocket-E, Mayur Vihar-II
Delhi-Meerut Expressway/NH-9
Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Schedule-1 to the Scheme of Arrangement

Proforma Balance Sheet of the Demerged Undertaking of Forech India Private Limited to be demerged into FIPL Engineering Private Limited

As on 31st March, 2025

Particulars	Amount (INR in Lakhs)
ASSETS	
Non-current Assets	
Property, Plant & Equipment	3,403.82
Non-current Investments	9,421.20
Other Non-current Assets	456.77
Current Assets	
Inventories	2,269.62
Trade Receivables	4,753.24
Cash and Cash Equivalents	1,464.85
Short-term Loans and Advances	16.59
Other Current Assets	146.82
Total Assets (A)	21,932.91
LIABILITIES	
Non-current Liabilities	
Non-current Liabilities	142.18
Current Liabilities	
Current Liabilities	1,982.41
Total Liabilities (B)	2,124.59
Net Asset Value (NAV) [C=A-B]	19,808.32

MALLIKA GOEL

F.C.S., M.Com.

Registered Valuer (Securities or Financial Assets)
Registration No. IBBI/RV/11/2022/14784

To,

Forech India Private Limited
Malikpur Road, Village Dhaturi,
Asadpur Nandnaur, Sonipat-131
027, Haryana

FIPL Engineering Private Limited
C/o, Forech Mining &
Construction International LLP,
GT Road, Village Rai, P.S. Rai,
Sonipat-131 029, Haryana

Sub: Report on Valuation of Shares and Share Exchange Ratio for the Purpose of the Proposed Scheme of Arrangement of Forech India Private Limited and FIPL Engineering Private Limited

Dear Sirs,

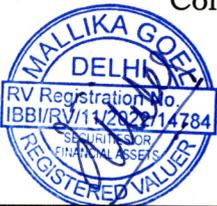
Preamble: There is a proposal for Demerger of the 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (hereinafter referred to as "the Demerged Undertaking") of **Forech India Private Limited** (hereinafter referred to as "the Demerged Company") into **FIPL Engineering Private Limited** (hereinafter referred to as "the Resulting Company") to be implemented through a Scheme of Arrangement under the provisions of the Companies Act, 2013, and other applicable provisions, if any (hereinafter referred to as "the Proposed Scheme"). I have been engaged to carry out the valuation exercise and to advise on the share swap ratio for the Proposed Scheme. The Demerged Company and the Resulting Company are hereinafter collectively referred to as "the Companies".

The Board of Directors of Forech India Private Limited and FIPL Engineering Private Limited in their respective meetings held on Monday, 4th August, 2025, and Monday, 1st September, 2025, respectively, have appointed me as the Valuer in connection with the Proposed Scheme.

I accordingly report as under:

1. Objective:

The objective of the present valuation process is to carry out the valuation exercise and to advise on the share swap ratio in connection with the Demerged Undertaking of the Demerged Company into the Resulting Company, in terms of the aforesaid Proposed Scheme.



Office Address: 589, Pocket-E, Mayur Vihar Phase-II, Delhi-110 091

Mobile: 9044297143, 8707864892

Email: goelmallika9@gmail.com

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2. Disclosure regarding identity and interest of the Valuer:

The Valuer - Ms. Mallika Goel, having her office at 785, Pocket-E, Mayur Vihar Phase II, Delhi-110091, is a Registered Valuer in respect of Securities or Financial Assets duly registered with the Insolvency and Bankruptcy Board of India (IBBI) vide Registration No. IBBI/RV/11/2022/14784. The Valuer is hereinafter referred to as **“the Registered Valuer”**. The Registered Valuer does not have any conflict of interest in the present valuation exercise as she does not hold any share or other pecuniary interest in any of the Companies under the valuation except fee or any other payment received/to be received for carrying out any professional services, if any. The Registered Valuer is not associated with the management of the Companies, which are subject matter of the present valuation, their promoters or any other group company in any way other than in a professional capacity, if any. The Registered Valuer has no current or expected interest in the Company or its assets, and there is no conflict of interest among the Registered Valuer and the Companies under the valuation exercise or their Management. Prior to accepting this engagement, the Registered Valuer has considered her independence. The fees paid for the services in no way influenced the results of the analysis.

3. Source of Information:

In connection with preparing this Valuation Report, I have received the following information from the management of the Companies:

- a. Audited Financial Statements of the Demerged Company for the Financial Year ended 31st March, 2025;
- b. Un-audited Provisional Financial Statements of the Resulting Company for the period ended 31st August, 2025;
- c. Proforma Balance Sheet of the Demerged Undertaking of the Demerged Company as on 31st March, 2025;
- d. Memorandum and Articles of Associations along with the Certificate of Incorporation of the Companies;
- e. Note on the business activities of the Companies;
- f. List of Shareholders of the Companies;



g. Draft of the Proposed Scheme of Arrangement.

During the valuation exercise, I had various discussions with the Management of the Companies on the subject matter. I have also relied on various secondary research, market data, and such other analysis, reviews, and enquiries, as I considered relevant.

The **valuation cut-off date** for the present valuation is **31st August, 2025**.

4. Scope/Limitation:

The Valuation exercise carried out by me does not constitute an audit conducted in accordance with Generally Accepted Accounting Principles/Auditing Standards. Accordingly, I do not express any opinion on the financial statements, assumptions underlying such financial statements, and representations of management included in the Valuation Report. I do not provide any assurance that the financial information or assumptions, upon which these have been based, are accurate.

The present exercise is limited to carrying out the valuation exercise and advising on the share exchange ratio in connection with the Proposed Scheme and does not necessarily constitute an enterprise valuation of these Companies. In carrying out the valuation, I have entirely relied upon the financial statements of the concerned Companies, assumptions, and other information, documents, and explanations provided by the management and discussions with the management from time to time regarding operations of these Companies.

5. Caveats, Limitations, and Disclaimers:

This Report is a private and confidential document prepared under the specific instructions of the client(s). It is for the internal use of the client(s) and their shareholders/creditors and is not meant for external circulation except to any statutory agency or competent authority for the purpose of the Proposed Scheme. Any person making any investment or taking other decisions in reliance on this report will be doing so at their sole risk. I shall not be responsible for any decision taken by anybody in reliance of this report, particularly for purposes other than the Proposed Scheme.



While my work involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the client's existing business records. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the Companies/their representatives. As such, the report is to be read in its 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.

The valuation of Companies and businesses is not a precise science, and the conclusions arrived at, in many cases, will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value, and I normally express my opinion on the value as falling within a likely range. The object of the present valuation exercise is to determine the share exchange ratio for the purpose of the Proposed Scheme. I have determined the relative value to establish the share exchange ratio.

The ultimate analysis has been tempered by the exercise of judicious discretion and judgment, considering the relevant factors. There will always be several factors, such as management capability, present and prospective competition, yield on comparable securities, market sentiment, etc., which may not be apparent from the face of the financial statements but could strongly influence the value.

In the course of the valuation, I was provided with both written and verbal information. I have, however, evaluated the information provided to me by the Companies through broad inquiry, analysis, and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. My conclusions are based on the assumptions, forecasts, and other information given by/on behalf of the Companies.

My report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.



6. Compliance with the Rules and Standards:

While carrying out the present valuation exercise, I have relied on relevant provisions of the Companies Act, 2013; the Companies (Registered Valuers and Valuation) Rules, 2017; the International Valuation Standards (IVS); the Guidelines on Use of Caveats, Limitations, and Disclaimers by the Registered Valuers in Valuation Reports (issued by IBBI); and other provisions to the extent relevant/applicable.

The present Valuation Report complies with the Companies (Registered Valuers and Valuation) Rules, 2017; the International Valuation Standards (IVS), and other applicable provisions, if any.

7. Brief Profile of the Companies:

7.1 The Demerged Company: Forech India Private Limited

- a. **Forech India Private Limited** [Corporate Identity No. (CIN): U51109HR1983PTC132390; Income Tax Permanent Account No. (PAN): AAACF0240N] (hereinafter referred to as “the Demerged Company/the Company”) was originally incorporated on 21st January 1983 under the provisions of the Companies Act, 1956, as a public limited Company with the name and style as ‘Hilton Marketing Limited’ vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.
- b. The present registered office of the Demerged Company is situated at Malikpur Road, Village Dhaturi, Asadpur Nandnaur, Sonipat-131 027, Haryana.
- c. The present authorized share capital of the Demerged Company is INR 14,20,00,000 divided into 14,20,000 Equity Shares of INR 100 each. The present paid-up share capital of the Demerged Company is INR 9,75,00,000 divided into 9,60,000 Equity Shares of INR 100 each, fully paid-up and INR 15,00,000 being amount paid on forfeited shares.
- d. The Demerged Company is primarily engaged in manufacturing and marketing of different types of conveyor belts, rubber sheets and other related products and other ancillary activities. Manufacturing facilities of the Company are situated in two different geographical locations of India, viz., in the State of Tamil Nadu and in the State of Haryana. Thus,



the Demerged Company has two distinct manufacturing divisions, viz., 'Tamil Nadu Division' and 'Haryana Division'.

'Tamil Nadu Division' is primarily engaged in the manufacturing of Steel Cord Conveyor Belts and Textile Conveyor Belts. Whereas 'Haryana Division' is primarily engaged in the manufacturing of Rubber Sheets.

To provide better management focus and other resultant benefits, the Demerged Company is proposing to hive off 'Manufacturing and other ancillary activities being carried on in the State of Haryana' (Haryana Division/Demerged Undertaking) into the Resulting Company by way of Demerger through the present Scheme of Arrangement. The Demerged Company will retain the 'Tamil Nadu Division' in itself.

7.2 The Resulting Company: FIPL Engineering Private Limited

- a. FIPL Engineering Private Limited** [Corporate Identity No. (CIN): U22192HR2025PTC134598; Income Tax Permanent Account No. (PAN): AAGCF5393L] (hereinafter referred to as "Resulting Company/the Company") was incorporated on 30th July 2025, under the provisions of the Companies Act, 2013, as a private limited company vide Certificate of Incorporation issued by the Central Registration Centre on behalf of the jurisdictional Registrar of Companies, NCT of Delhi & Haryana, New Delhi.
- b.** The present registered office of the Resulting Company is situated at C/o, Forech Mining & Construction International LLP, GT Road, Village Rai, P.S. Rai, Sonipat-131 029, Haryana.
- c.** The present authorized share capital of the Resulting Company is INR 1,00,000 divided into 10,000 Equity Shares of INR 10 each. The present paid-up share capital of the Resulting Company is INR 50,000 divided into 5,000 Equity Shares of INR 10 each.
- d.** The Resulting Company is recently incorporated to carry on manufacturing and marketing of conveyor belts, rubber sheets and other related and ancillary activities.



8. Valuation Approach and Methodologies:

8.1 There are a number of techniques/methods for Valuation of Shares. According to various judicial precedents, the valuation of shares is a technical matter, that requires considerable skill and expertise. There are bound to be differences of opinion as to the correct value of the shares of the Company. Simply because it is possible to value the shares in a manner different from the one adopted in a given case, it cannot be said that the valuation agreed upon has been unfair.

8.2 Approach and Methodology as per Valuation Standards:

A. The International Valuation Standards (IVS) provides that consideration must be given to the relevant and appropriate valuation approaches. One or more valuation approaches may be used to arrive at the value in accordance with the basis of value. The three approaches described and defined below are the main approaches used in valuation. They are all based on the economic principles of price equilibrium, anticipation of benefits or substitution.

B. The principal valuation approaches are:

- i. Market Approach
- ii. Income Approach
- iii. Cost Approach

Each of these valuation approaches includes different, detailed methods of application.

The goal in selecting valuation approaches and methods for an asset/enterprise is to find the most appropriate method under the particular circumstances, inter alia, considering the objectives and the intended use of the valuation report.

I. Market Approach

(a) Comparable Transactions Method: The comparable transactions method, also known as the guideline transactions method, utilizes information on transactions involving assets that are the same or similar to the subject asset to arrive at an indication of value.



When the comparable transactions considered involve the subject asset, this method is sometimes referred to as the prior transaction's method.

If few recent transactions have occurred, the valuer may consider the prices of identical or similar assets that are listed or offered for sale, provided the relevance of this information is clearly established, critically analyzed, and documented. This is sometimes referred to as the comparable listing's method.

- (b) **Guideline Publicly-Traded Comparable Method:** The guideline publicly-traded method utilizes information on publicly-traded comparables that are the same or similar to the subject asset to arrive at an indication of value.

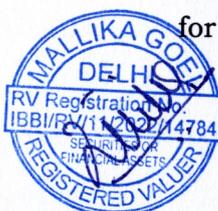
This method is similar to the comparable transaction method. However, there are several differences due to the comparables being publicly traded, as follows: (a) the valuation metrics/comparable evidence are available as of the valuation date, (b) detailed information on the comparables are readily available in public filings, and (c) the information contained in public filings is prepared under well-understood accounting standards.

The method should be used only when the subject asset is sufficiently similar to the publicly-traded comparables to allow for meaningful comparison.

- (c) **Value Based on Market Quotes as Available from Recognized Stock Exchange:** In the case of valuation of shares of a company which is listed and traded on the stock exchanges, the market price of such shares is also considered to arrive at the fair value of the shares. Generally, an average market price of the listed shares for a reasonably past period is taken.

II. Income Approach

- (a) **Discounted Cash Flow (DCF) Method:** Under the DCF method, the forecasted cash flow is discounted back to the valuation date, resulting in a present value of the asset. In some circumstances for long-lived or indefinite-lived assets, DCF may include a



terminal value which represents the value of the asset at the end of the explicit projection period. In other circumstances, the value of an asset may be calculated solely using a terminal value with no explicit projection period. This is sometimes referred to as an income capitalization method.

- (b) **Other Income Approach Methods:** In certain transactions and circumstances, other income approach methods like Profit Earning Capacity (PECV) Method can also be applied. The PECV method focuses on the future earning capability of the business enterprise, based on the past income generated by the Company. The PECV Method requires the determination of parameters such as future maintainable profit, appropriate income tax rate, expected rate of returns, etc. The value is determined by capitalizing the future maintainable profits.

III. Cost Approach

The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk, or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

The cost approach should be applied and afforded significant weight under the following circumstances:

- (a) Participants would be able to recreate an asset with substantially the same utility as the subject asset, without regulatory or legal restrictions, and the asset could be recreated quickly enough that a participant would not be willing to pay a significant premium for the ability to use the subject asset immediately;
- (b) The asset is not directly income-generating and the unique nature of the asset makes using an income approach or market approach unfeasible; and/or,



- (c) The basis of value being used is fundamentally based on replacement cost, such as replacement value.

Broadly, there are three cost approach methods:

- a) Replacement cost method: a method that indicates value by calculating the cost of a similar asset offering equivalent utility
- b) Reproduction cost method: a method that indicates value by calculating the cost to recreate a replica of an asset
- c) Summation method: a method that calculates the value of an asset by the addition of the separate values of its component parts

C. No one method is suitable in every possible situation. The selection process should, inter alia, consider:

- i. The appropriate basis(es) of value and premise(s) of value, determined by the terms and purpose of the valuation assignment;
- ii. The respective strengths and weaknesses of the possible valuation approaches and methods;
- iii. The appropriateness of each method in view of the nature of the asset, and the approaches or methods used by participants in the relevant market; and
- iv. The availability of reliable information.

D. Valuers are not required to use more than one method for the valuation, particularly when the valuer has a high degree of confidence in the accuracy and reliability of a single method, given the facts and circumstances of the valuation engagement. However, valuers should consider the use of multiple approaches and methods, and more than one valuation approach or method should be considered and may be used to arrive at an indication of value, particularly when there are insufficient factual or observable inputs for a single method to produce a reliable conclusion.

Where more than one approach and method are used, or even multiple methods within a single approach, the conclusion of value based on those multiple approaches and/or methods should be reasonable. The



process of analyzing and reconciling the differing values into a single conclusion, without averaging, should be described by the valuer in the report.

- E.** While the valuation standard includes discussion of certain methods within the cost, market, and income approaches, it does not provide a comprehensive list of all possible methods that may be appropriate. It is the valuer's responsibility to choose the appropriate method(s) for each valuation engagement. Compliance with IVS may require the valuer to use a method not defined or mentioned in the IVS.

8.3 In cases of transactions of the nature of merger or amalgamation, or amalgamation between companies, or merger or demerger of businesses, the consideration is often discharged primarily by issue of securities in the nature of equity of the acquirer or transferee entity with reference to an exchange ratio or entitlement ratio, considering the comparable and relative values. Such relative values are arrived at by applying an appropriate valuation approach or a combination of valuation approaches. If a combination of valuation approaches or methodologies is adopted, appropriate weightages are assigned to arrive at a single value. Relative values are usually derived by using similar valuation approaches, methodologies and weightages. Use of different methodologies or approaches may be justified in some circumstances, e.g., merger of a listed company and an unlisted company where market price method would be relevant only for the listed company. It further provides that the Valuation base selected by a valuer shall be appropriate considering the purpose of engagement and the terms of the engagement. The valuer will use the relevant valuation approach and adhere to other assumptions associated with the valuation bases.

8.4 Unlike merger/amalgamation, there is no prescribed method or guidelines for determining share exchange ratio for demerger.

8.5 Section 2(19AA) of the Income Tax Act, 1961, provides that in case of a demerger, the property and the liabilities of the Demerged Undertaking being transferred by the Demerged Company into the Resulting Company shall be transferred at values appearing in the books of account of the Demerged Company immediately before the Demerger. Section 2(19AA) further provides that the Resulting Company will issue, in consideration of the Demerger, its shares, credited as fully paid, to



all the shareholders of the Demerged Company on a proportionate basis.

- 8.6** Since both the Companies are closely held companies, the general public will not be affected by the proposed share exchange ratio.
- 8.7** Proforma Balance Sheet of the Demerged Undertaking has been prepared as on 31st March, 2025. Net Asset Value of the Demerged Undertaking is taken on the basis of such Proforma Balance Sheet as on 31st March, 2025.

Further Un-audited Provisional Financial Statements of the Resulting Company has been prepared as on 31st August, 2025. Net Asset Value of the Resulting Company is taken on the basis of such Un-audited Provisional Financial Statements as on 31st August, 2025, being a newly incorporated Company.

- 8.8** In terms of the provisions of the Proposed Scheme, the Resulting Company will issue Shares to the Shareholders of the Demerged Company. However, it is proposed by the managements that upon the Proposed Scheme becoming effective, the Resulting Company will only have Shareholders consisting of the Shareholders of the Demerged Company and in the same proportion. In other words, post-Scheme, the Resulting Company and the Demerged Company will have mirror shareholding [the same set of shareholders holding the same percentage of shares in both the Companies].

It is, accordingly proposed that upon the Scheme becoming effective, the pre-Scheme issued and paid-up share capital of the Resulting Company, which consists of 5,000 Equity Shares of INR 10 each aggregating INR 50,000, will be cancelled, without any payment being made to any shareholder against such cancellation.

- 8.9** Since, after the proposed de-merger, the entire Share Capital of the Resulting Company will be held by the Equity Shareholders of the Demerged Company exactly in the same proportion as they are being held in the Demerged Company, the present exercise is mainly to advise and recommend the share exchange ratio for the Proposed Scheme.
- 8.10** Since, post-scheme shareholding of the Resulting Company shall be exactly the same as the Demerged Company (mirror shareholding),



valuation exercise through any of the aforementioned methods, i.e., Asset Approach, Income Approach, and Market Approach, are not relevant in the present case.

8.11 Based on my detailed review, the facts and circumstances of the present case, and also based on various discussions with the Management of the Companies, I recommend the Share Exchange Ratio as per the following paragraph.

9. Share Exchange Ratio for the Proposed Scheme:

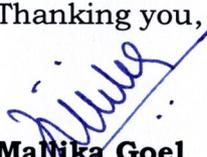
I recommend the following Share Exchange Ratio for the purpose of the Proposed Scheme of Arrangement:

- The Resulting Company - FIPL Engineering Private Limited will issue 1 (one) Equity Share of INR 10 each, credited as fully paid-up, to the shareholders of the Demerged Company for every 1 (one) Equity Share of INR 100 each held in the Demerged Company - Forech India Private Limited

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

Proforma Balance Sheet of the Demerged Undertaking is enclosed herewith.

Thanking you,


Mallika Goel

Registered Valuer in respect of Securities or Financial Assets

IBBI Registration No.: IBBI/RV/11/2022/14784

CoP No.: DJVF/RVO/129/SFA

Date: 3rd September 2025

Place: Delhi

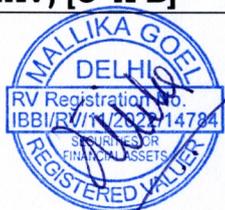
Encl: as above



Forech India Private Limited
(Demerged Company)

Bifurcated Balance Sheet
(As on 31st March 2025)

Particulars	Amount (INR in Lakhs)	Amount (INR in Lakhs)	Amount (INR in Lakhs)
	Haryana Division/ Demerged Undertaking	Tamil Nadu Division/ Remaining Undertaking	Total
ASSETS			
Non-current Assets			
Property, Plant & Equipment	3,403.82	5,659.72	9,063.54
Non-current Investments	9,421.20	22.50	9,443.70
Other Non-current Assets	456.77	980.83	1,437.60
Current Assets			
Inventories	2,269.62	4,433.61	6,703.23
Trade Receivables	4,753.24	15,818.27	20,571.51
Cash and Cash Equivalents	1,464.85	2,720.44	4,185.29
Short-term Loans and Advances	16.59	5.98	22.57
Other Current Assets	146.82	1,367.37	1,514.19
Total Assets (A)	21,932.91	31,008.72	52,941.63
LIABILITIES			
Non-current Liabilities	142.18	847.80	989.98
Current Liabilities	1,982.41	11,426.35	13,408.76
Total Liabilities (B)	2,124.59	12,274.15	14,398.74
Net Asset Value (NAV) [C=A-B]	19,808.32	18,734.57	38,542.89



Proforma Balance Sheet of Demerged Undertaking of Forech India Private Limited to be demerged into FIPL Engineering Private Limited

**Calculation of Net Asset Value
(As on 31st March 2025)**

Particulars	Amount (INR in Lakhs)
ASSETS	
Non-current Assets	
Property, Plant & Equipment	3,403.82
Non-current Investments	9,421.20
Other Non-current Assets	456.77
Current Assets	
Inventories	2,269.62
Trade Receivables	4,753.24
Cash and Cash Equivalents	1,464.85
Short-term Loans and Advances	16.59
Other Current Assets	146.82
Total Assets (A)	21,932.91
LIABILITIES	
Non-current Liabilities	142.18
Current Liabilities	1,982.41
Total Liabilities (B)	2,124.59
Net Asset Value (NAV) [C=A-B]	19,808.32



FIPL Engineering Private Limited
(Resulting Company)

Calculation of Net Asset Value
(As on 31st August, 2025)

Particulars	Amount (INR in Lakhs)
Current Assets	
Cash & Cash Equivalents	0.31
Total Assets (I)	0.31
Less:	
Current Liabilities	-
Total Liabilities (II)	-
Net Asset Value (NAV) [III=I-II]	0.31
Number of Equity Shares (Face Value INR 10 each)	5,000
NAV per Equity Share (INR) [IV]	6.29



INDEPENDENT AUDITOR'S REPORT

To the Members of Forech India Private Limited

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

We have audited the standalone financial statements of Forech India Private Limited ("the Company"), which comprise the balance sheet as at 31st March 2025, Statement of cash flows, Statement of changes in equity and the statement of Profit and Loss (including other comprehensive income) for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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, 2025, and its profit and total comprehensive income and its cash flows, for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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 informing our opinion thereon, and we do not provide a separate opinion on these Key Audit Matters as per SA 701.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, of the Company in accordance with the accounting principles generally accepted in India, including the



For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

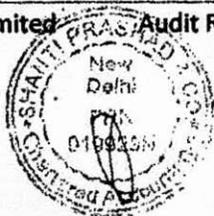
Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of 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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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



For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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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 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure-A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, Cash Flow Statement, statement of changes in equity and the Statement of Profit and Loss (including other comprehensive income) 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls financial over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure-B'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

Forech India Private Limited Audit Report 2024-25 UDIN- 25522443BMLYU1207



For FORECH INDIA PRIVATE LIMITED
[Signature]
MANAGING DIRECTOR

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- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone 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 person or entity, 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 person or entity, 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 that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice and has caused them to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
- (v) The company has not declared any dividend during the year.
- (vi) As per the information & explanations produced before us, the company has 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 we did not come across any instance of audit trail feature being tampered with.

For Shanti Prashad & Co.
Chartered Accountants



KM
(ASHISH KUMAR AGGARWAL)
PARTNER
M No. 522443

Place: New Delhi
Dated: 04.08.2025

For FORECH INDIA PRIVATE LIMITED
[Signature]
MANAGING DIRECTOR

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ANNEXURE-A REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE OF FORECH INDIA PRIVATE LIMITED

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1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipments.
(b) The management has physically verified its property, plant & equipments at reasonable intervals. No material discrepancies were noticed on such verification.
(c) The title deeds of immoveable properties are held in the name of the Company.
(d) The company has maintained proper records showing full particulars of the intangible assets acquired by it.
(e) The company has not revalued any of its property, plant & equipments during the year.
(f) The company does not hold any Benami properties and does not has any proceedings initiated or pending against it in this regard.
2. (a) As verified by us, the physical verification of inventory has been conducted at reasonable intervals by the management and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in the same.
(b) The quarterly statements of inventory details filed by the company, with the bank for the cash credit facility availed by it for which the sanctioned limit is in excess of Rs 5 Crore are in agreement with the books of the accounts of the company except the variations as reported in point 12 of Note 42 to financial statements.
3. The company has not granted any secured or unsecured loans to companies, firms or any other party and therefore clause 3 (iii) of the Companies (Auditor Report) Order 2020 is not applicable.
4. As per information & explanation provided to us and after verification of the same, the provisions of section 185 & 186 of the Companies Act, 2013 have been complied in respect of loans, investment, guarantees and security.
5. In our opinion and according to the information and explanations given to us, the provisions of Section 73 of Companies Act, 2013 and Companies (Acceptance of Deposit) Rules, 2014 with regard to the deposits have been complied with to the extent applicable.
6. As verified by us, the company has maintained cost record as per sub-section (1) of Section 148 of the Companies Act, 2013.
7. According to the records of the Company, it is regular in depositing with appropriate authorities the undisputed statutory dues including income tax and other material statutory dues applicable to it. According to the information and explanations given to us, and after verification of the same, no undisputed amount payable in respect of income tax, custom duty, GST, EPF, ESIC and cess were in arrears, as at 31st March, 2025, for a period of more than six months from the date they become payable.

Forech India Private Limited



Audit Report 2024-25

UDIN- 25522443BMLYVU1207

For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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b) According to the information and explanations given to us, and after verification of the same there is no disputed amount in respect of income tax, custom duty, GST, EPF, ESIC or cess, which has not been deposited on account of any dispute.

8. The company does not has any unrecorded transaction in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 and hence no unrecorded income has been recorded in the books of accounts during the year.

9. (a) The company has not defaulted in repayment of any loan or interest or any other borrowing from financial institution, bank or government or any other party.

(b) According to the information and explanations given to us, and after verification of the same the company has not been declared a wilful defaulter by any bank or financial institution or government authority or any other lender.

(c) The term loans taken by the company were used for the purpose for which they were taken and there was no diversion of funds.

(d) The funds raised on short term basis have not been utilized for long term purposes by the company.

10. (a) The company has not raised money by way of initial public offer or further public offer (including debt instruments).

(b) The Company has not made any private placement/ preferential allotment of shares. Therefore, the question of compliance of Section 42 of Companies Act, 2013 does not arise.

11. (a) According to the information and explanations given to us, and verified by us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.

(b) Since we do not have any reason to believe that an offence of fraud has been committed in the company by its officers or employees, no report has been filed by us in form ADT -4 under Section 143 (12) of the Companies Act 2013.

(c) According to the information and explanations given to us, the company does not fall into any class of company which requires establishment of whistle blower mechanism as prescribed u/s 177(9) of the Companies Act.

12. The Company is not a Nidhi company. Therefore, Clause (3) (xii) of the Companies (Auditor's Report) order, 2020 are not applicable on the Company

13. According to the information and explanations given to us, and verification of the same, the related party transactions are in compliance of section 177 and 188 to the extent applicable of the Companies Act and disclosures of the same have been made in financial statements as required by the Accounting Standards.

14. (a) The company has an internal audit system that is commensurate with the size and nature of its business and the system developed has been implemented effectively within the organization along with the design, implementation and control of internal control procedures.



For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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(b) Report of the internal auditor has been considered by us as part of our audit procedures while conducting the statutory audit of the company.

15. The company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, Clause (3) (xv) of the Companies (Auditor's Report) order, 2020 are not applicable on the Company.

16. (a) In our opinion the company is not required to be registered under section 45-IA of RBI Act, 1934 as the company has not conducted any non banking financial activities.

(b) In our opinion, the Company is not a Core Investment Company (CIC) as defined by the regulations made by the Reserve Bank of India.

17. The company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

18. There has been no resignation of statutory auditors during the year.

19. According to the information and explanations given to us and verified by 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 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 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.

20. An amount of INR 138.77 lacs has been transferred to a Special Unspent CSR Account pursuant to an ongoing project undertaken by the company in compliance with Section 135 (6) of the Companies Act 2013. Such amount was transferred on 17 & 29 April 2025 which was within the 30 days after the end of the Financial Year.

21. The Company's financial statements are not required to be included in any consolidated financial statements of entities to whom CARO 2020 is applicable and accordingly, clause 3(xxi) is not applicable to the company.



For Shanti Prashad & Co.
Chartered Accountants

(ASHISH KUMAR AGGARWAL)
PARTNER
M No. 522443

Place: New Delhi
Dated: 04.08.2025

For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF FORECH INDIA PRIVATE LIMITED

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 Forech India Private Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

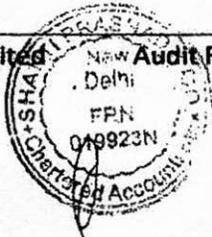
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of



For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025.

For Shanti Prashad & Co.
Chartered Accountants



AM
Ashish Kumar Aggarwal
(Partner)
M No. 522443

Place: New Delhi

Date: 04.08.2025

For FORECH INDIA PRIVATE LIMITED

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S.No.	Particulars	Note No.	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
I.	ASSETS				
(A)	Non-current assets				
(a)	Property, Plant and Equipment	3A	8,995.45	7,913.29	7,181.77
(b)	Right of Use Assets	3B	62.60	63.37	64.14
(c)	Intangible Asset	3C	5.49	5.49	5.49
(d)	Capital Work In Progress	3D	-	-	254.45
(e)	Financial assets				
(i)	Investments	4	9,443.70	5,146.65	2,291.86
(ii)	Loans	5	-	-	-
(iii)	Others	6	1,220.16	941.87	852.96
(f)	Deferred tax assets (net)	7	30.00	-	4.03
(g)	Other non-current assets	8	187.43	662.60	194.69
	Total Non-Current Assets (A)		19,944.84	14,733.26	10,849.39
(B)	Current assets				
(a)	Inventories	9	6,703.23	5,756.72	7,822.85
(b)	Financial assets				
(i)	Investments		-	-	-
(ii)	Trade receivables	10	20,571.51	20,488.66	13,719.02
(iii)	Cash and cash equivalents	11	3,775.73	946.92	1,941.44
(iv)	Bank balances other than (iii) above	12	409.56	757.55	687.18
(v)	Loans	5	22.56	19.92	13.92
(vi)	Others	6	42.16	15.56	63.19
(c)	Current Tax assets (Net)		-	-	-
(d)	Other current assets	13	1,472.03	2,479.82	1,652.89
	Total Current Assets (B)		32,996.78	30,465.15	25,900.49
	Total Assets (A+B)		52,941.62	45,198.42	36,749.90
II.	EQUITY AND LIABILITIES				
(A)	Equity				
(a)	Equity Share capital	14a	975.00	975.00	975.00
(b)	Other equity	14b	37,567.89	29,782.08	23,211.06
	Total Equity (A)		38,542.89	30,757.08	24,186.06
(B)	Liabilities				
	Non-current liabilities				
(a)	Financial liabilities				
(i)	Borrowings	15	543.55	539.79	517.48
(ii)	Other Financial Liabilities		-	-	-
(b)	Provisions	16	446.43	377.28	235.46
(c)	Deferred Tax Liabilities (net)	7	-	6.47	-
(d)	Other non-current liabilities		-	-	-
	Total Non-Current Liabilities (B)		989.98	923.54	752.94
(C)	Current liabilities				
(a)	Financial liabilities				
(i)	Borrowings	17	5,987.13	4,022.34	5,236.08
(ia)	Lease Liabilities		-	-	-
(ii)	Trade payables	18			
	a) Total outstanding dues of small enterprises and micro enterprises		249.53	580.31	143.58
	b) Total outstanding dues of creditors others than small enterprises and micro enterprises		5,713.95	7,427.19	5,055.45
(iii)	Other Financial Liabilities	19	518.03	634.81	685.04
(b)	Other current liabilities	20	765.98	647.57	200.58
(c)	Provisions	21	112.25	100.22	206.43
(d)	Current Tax Liabilities (Net)	22	61.88	105.35	283.73
	Total Current Liabilities (C)		13,408.75	13,517.80	11,810.90
	Total Equity and Liabilities (A+B+C)		52,941.62	45,198.42	36,749.90
	Material accounting policies and estimates The accompanying notes 1 to 47 are an integral part of the financial statement.	1 & 2			

As per our audit report of even date

For Shanti Prashad & Company
Chartered Accountants
Firm Reg. No. 019923N

Ashish Kumar Aggarwal
Partner
Membership No. 522443
Place: New Delhi
Date: 04.08.2025



Ravi Khanna
Ravi Khanna
Managing Director
DIN: 00165154

On behalf of the Board of Directors of
Forech India Pvt Limited

Krishan Agarwal
Krishan Agarwal
Whole Time Director
DIN: 00020206

Rishore Kumar Verma
Rishore Kumar Verma
Company Secretary
Membership No. 21281

For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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S.No.	Particulars	Note No.	For the Year ended 31 March 2025	For the Year ended 31 March 2024
I.	Revenue from operations	23	70,908.18	72,552.60
II.	Other income	24	1,053.62	854.06
III.	Total Income (I+II)		71,961.80	73,406.67
IV.	Expenses:			
	Cost of Materials Consumed	25	42,194.09	44,066.64
	Purchase of Stock-in-Trade	26	1,010.90	1,010.83
	Changes in inventories of stock-in-trade	27	(834.89)	1,262.86
	Employee benefits expense	28	4,525.72	4,123.09
	Finance costs	29	694.60	694.85
	Depreciation and amortization expense	30	1,269.84	1,163.05
	Other expenses	31	13,266.80	12,603.92
	Total expenses (IV)		62,127.07	64,925.25
V.	Profit before exceptional items and tax		9,834.73	8,481.42
	Exceptional Items	32	-	-
V.	Profit before tax (III-IV)		9,834.73	8,481.42
VI.	Tax expense :	33		
	Current tax		2,590.00	2,180.00
	Deferred tax expense/(credit)		(109.09)	(32.18)
	Income tax adjustments relating to earlier years		(1.43)	(0.48)
			2,479.48	2,147.34
VII.	Profit for the year (V-VI)		7,355.25	6,334.08
VIII.	Other comprehensive income(OCI)			
	Items that will not be reclassified subsequently to profit or loss			
	Remeasurement of defined employee benefit plans		6.12	24.83
	Net change in fair values of investments in Quoted Instruments carried at fair value through OCI		497.06	254.79
	Income tax on Items that will not be reclassified subsequently to profit or loss		(72.62)	(42.69)
	B (i) Items that will be reclassified to Profit or Loss.		-	-
	(ii) Income Tax Relating to Items that will be reclassified to Profit or Loss.		-	-
	Total Other Comprehensive Income / (Losses)		430.56	236.94
IX.	Total comprehensive income for the year		7,785.81	6,571.02
X.	Earnings per equity share (Nominal value per share Rs. 100/-)	34		
	- Basic (Rs.)		766.17	659.80
	- Diluted (Rs.)		766.17	659.80

As per our audit report of even date

For Shanti Prashad & Company
Chartered Accountants
Firm Reg. No. 019923N

Ashish Kumar Aggarwal
Partner
Membership No. 522443
Place: New Delhi
Date: 04.08.2025



On behalf of the Board of Directors of
Forech India Pvt Limited

Ravi Khanna
Managing Director
DIN: 00165154

Krishan Agarwal
Whole Time Director
DIN: 00020206

Kishore Kumar Verma
Company Secretary
Membership No. 21281

For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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Forech India Private Limited
CIN : U51109HR1983PTC132390
Cash flow Statement for the year ended 31st March 2025
(All amounts in INR Lakhs unless otherwise stated)

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S.No.	Particulars	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
1	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before taxation	9,834.73	8,481.42
	Adjustment for :		
	Depreciation, Amortisation and Impairment	1,269.84	1,163.05
	(Profit)/Loss on Sale of Assets (Net)	(2.77)	(4.04)
	Provision/Reversal of provision for Doubtful Debts	357.37	31.22
	Interest Expense	568.07	554.35
	Interest Income	(111.02)	(95.59)
	Dividend Income	(0.26)	(0.23)
	Remeasurement of defined employee benefit plans	6.12	24.83
	Operating Profit Before Working Capital Changes	11,922.09	10,155.02
	Adjustments for Changes in Working Capital:		
	Adjustments for (Increase)/Decrease in Operating Assets:		
	Trade Receivables	(440.22)	(6,800.85)
	Other Non Current Financial Assets	33.46	(48.28)
	Other Current Financials Assets	(26.60)	47.63
	Loans and advances	(2.65)	(6.00)
	Other Current Assets	1,007.79	(826.93)
	Inventories	(946.51)	2,066.13
		(374.73)	(5,568.29)
	Adjustments for Increase/(Decrease) in Operating Liabilities:		
	Trade Payables	(2,044.02)	2,808.47
	Other Current Financial Liabilities	(116.78)	(50.24)
	Other Current Liabilities	118.41	446.99
	Provisions	81.18	35.62
	Other Current Tax Liabilities (Net)	(103.92)	(283.25)
		(2,065.14)	2,957.59
	Cash Generated from Operations	9,482.22	7,544.32
	Income Taxes Paid (Net of Refund)	2,528.12	2,074.65
	Net Cash Flow from Operating Activities (A)	6,954.10	5,469.67
2	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Property, Plant & Equipment/Intangible Assets/CWIP	(2,352.32)	(1,640.96)
	Sale of Property, Plant and Equipments & Intangible Assets	3.86	5.65
	Capital Advances given	475.17	(467.90)
	Dividend Income	0.26	0.23
	Investment in Mutual funds	(3,800.00)	(2,600.00)
	Loan & Advances	-	-
	Interest Received	104.94	70.94
	Fixed Deposit having maturity of more than 3 Months	42.31	(86.36)
	NET CASH FLOW FROM INVESTING ACTIVITIES(B)	(5,525.78)	(4,718.41)



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3	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds From Borrowings	1,968.55	-
	Repayment of borrowings	-	(1,191.43)
	Payment of Interest	(568.07)	(554.35)
	Net Cash Flow From Financing Activities (C)	1,400.48	(1,745.78)
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C+D)	2,828.81	(994.53)
	Cash & Cash Equivalents at the beginning of the Period	946.92	1,941.44
	Cash & Cash Equivalents at the end of Period	3,775.73	946.92
	Cash and Cash Equivalents		
	Cash in Hand	12.07	14.80
	Balance with Scheduled Banks		
	- On Current account	2,660.09	482.01
	- On Term Deposit Account maturity period less than 3 months	1,103.57	450.11
		3,775.73	946.92

Note:

1. The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS) - 7 on Statement of Cash Flows.
2. Figures in brackets represent outflow of cash.

As per our audit report of even date

On behalf of the Board of Directors
of
Forech India Pvt Limited

As per our Report of even date attached
For Shanti Prashad & Company

Chartered Accountants
Firm Reg. No. 019923N

Ravi Khanna *Krishan Agarwal*
Ravi Khanna Krishan Agarwal
Managing Director/Whole Time Director
 DIN: 00165154 DIN: 00020206

AS
Ashish Kumar Aggarwal
Partner
Membership No. 522443
Place: New Delhi
Date: 04.08.2025



Kishore Kumar Verma
Kishore Kumar Verma
Company Secretary
Membership No. 2128

For FORECH INDIA PRIVATE LIMITED

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MANAGING DIRECTOR

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Forech India Private Limited

CIN : U51109HR1983PTC132390

Statement of changes in equity for the year ended 31st March 2025

(All amounts in INR Lakhs unless otherwise stated)

A. Equity Share Capital

Particulars	No. of Shares	Amount
Balance as at 01 April, 2023 (Equity share 960000 Full paid up and Share forfeiture of 600000 Partly paid up equity shares)	960,000	975.00
Changes in equity share capital during the year	-	-
Balance as at 31 March, 2024	960,000	975.00
Changes in equity share capital during the year	-	-
Balance as at 31 March, 2025	960,000	975.00

B. Other Equity

Particulars	Reserves & Surplus			Other comprehensive income	Total
	Capital Reserve	Securities Premium	General Reserve		
Balance as at 01st April, 2023 (IGAAP)	28.23	2,084.30	360.28	-	23,165.69
- Remeasurement Gain / (Loss) on defined benefit plans (net)	-	-	-	11.07	-
- Fair valuation of Investment Mark to Market (MTM) (net of tax)	-	-	-	57.28	57.28
- Amortiation of Right of Use Assets	-	-	-	(11.91)	(11.91)
- Provision for loss allowance on expected credit losses	-	-	-	-	-
- Deferred tax impact on expected credit losses	-	-	-	-	-
Balance as at 01st April, 2023	28.23	2,084.30	360.28	68.35	23,211.06
Opening difference adjustment	-	-	-	-	-
Profit for the year	-	-	-	6,334.08	6,334.08
Other Comprehensive Income / (Loss) for the year					
- Remeasurement Gain / (Loss) on defined benefit plans (net of tax)	-	-	-	18.58	18.58
- Quoted instruments through other comprehensive income (net of tax)	-	-	-	218.36	218.36
Total Comprehensive Income / (Loss) for the year				236.94	6,571.02
Transfer from Retained Earnings	-	-	-	-	-
Balance as at 31st March 2024	28.23	2,084.30	360.28	305.29	29,782.08



For FORECH INDIA PRIVATE LIMITED

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Profit for the year	-	-	-	7,355.25	-	7,355.25
Other Comprehensive Income / (Loss) for the year						
- Remeasurement Gain / (Loss) on defined benefit plan (net of tax)	-	-	-	-	4.58	4.58
- Quoted instruments through other comprehensive income (net of tax)	-	-	-	-	425.98	425.98
Total Comprehensive Income / (Loss) for the year	-	-	-	7,355.25	430.56	7,785.81
Transfer from Retained Earnings	-	-	-	-	-	-
Balance as at 31st March 2025	28.23	2,084.30	360.28	34,359.23	735.85	37,567.89

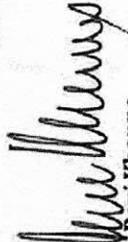
As per our audit report of even date

For Shanti Prashad & Company
Chartered Accountants
Firm Reg. No. 019923N

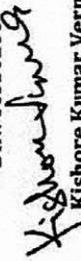

Ashish Kumar Aggarwal
Partner
Membership No. 522443
Place: New Delhi
Date: 04.08.2025



On behalf of the Board of Directors of
Forech India Pvt Limited


Ravi Khanna
Managing Director
DIN: 00165154


Krishan Agarwal
Whole Time Director
DIN: 00020206


Kishore Kumar Verma
Company Secretary
Membership No. 21281

For FORECH INDIA PRIVATE LIMITED


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Forech India Private Limited
Notes to the Financial Statements For the year ended 31st March 2025

Overview & Material Accounting Policies Information

1. Corporate Information

Forech India Private Limited (the Company) is a private limited company domiciled in India having registration no. CIN- U51109HR1983PTC132390 which was incorporated on January 21, 1983 as public limited company under the provisions of Indian Companies Act, 1956 and converted in private limited company on 19.02.2016. The Company is in the business of the manufacturing of Rubber Conveyor belts, Corrosion and Wear Protection rubber both in sheet form and in modular form; and in the manufacture of conveyor accessories that are used to enhance performance and reduce maintenance of Conveyors, Crushers, Screens and other equipments. The Company caters to both domestic and international markets.

Basis of Preparation of Financial Statement

Compliance with Ind AS

These Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013.

Functional and presentation currency

These Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals), except as stated otherwise.

2. Basis of measurement/Use of Estimates

The Financial Statements are prepared on going concern and accrual basis under the historical cost convention except certain financial assets, financial liabilities and defined benefits plans-plan assets that are measured at fair value. The methods used to measure fair values are discussed in notes no. 44 to Financial Statements.

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

The preparation of Financial Statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the Financial Statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized. Major Estimates are discussed in Part C.

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Part A

New Standards/ Amendments and Other Changes adopted Effective 1 April 2024 or thereafter

- (i) The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2024 to amend / adopt the following Ind AS which are effective for annual periods beginning on or after April 1, 2024. The Company has reviewed amendments to be effective from April 1, 2024.
- (ii) Ind AS 117, Insurance Contracts, which replaces Ind AS 104, provides comprehensive guidance on the recognition, measurement, presentation, and disclosure of insurance contracts; however, it had no impact on the Company's financial statements as the Company has not entered into any insurance contracts.
- (iii) Ind AS 116, Leases, relating to lease liabilities arising from sale and leaseback transactions, was also notified. Since the Company has not undertaken any such transactions, the amendment did not affect its financial statements.
- (iv) Further, there are amendments to Ind AS 21- The Effects of Changes in Foreign Exchange Rates & Ind AS 101- First-time Adoption of Indian Accounting Standards, that have been notified but are not effective on reporting date.

Part B

Material accounting policies information

A summary of the material accounting policies applied in the preparation of the Financial Statements are as given below. These accounting policies have been applied consistently to all periods presented in the Financial Statements.

Property, plant & equipment

Initial recognition and measurement

Property, plant and equipment ("PPE") are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

On transition to IND AS, the Company has elected to continue with the carrying value of all of its PPE recognized as at 1 April 2023 measured as per the previous GAAP and use that carrying value as the deemed cost of the PPE.

Depreciation

Depreciation is recognized in statement of profit and loss on written down value method (WDV) over the estimated useful life of property, plant and equipment as mentioned in Schedule II of the Companies Act, 2013, Further, considering materiality of assets costing less than Rs. 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is ready to use/ disposed off as appropriate. Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.



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Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Intangible assets

Initial recognition and measurement:

Intangible assets are measured on initial recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Amortization

Intangible assets having definite life are amortized on straight line method over their useful lives.

Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction/exploration/development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete.

All other borrowing costs are charged to revenue as and when incurred.

Investment in Equity instrument of Joint Venture and Subsidiary

Investment in equity shares of subsidiary and joint venture are accounted at cost in the financial statement and the same are tested for impairment in case of any indication of impairment.

Inventories

Inventories of raw material, work in progress (WIP) and finished goods (FG) are valued at the lower of cost or net realizable value. Cost is generally determined on first in first out (FIFO) basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

Provisions and Contingent liabilities

Provisions: -

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at

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a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities: -

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of profit or loss in the year in which it arises. Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Revenue

Revenue arises mainly from the sale of manufactured and traded goods. Revenue is recognised upon transfer of control of promised products or services to customers for an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue excludes taxes or duties collected on behalf of the government.

To determine whether to recognise revenue, the Company follows a 5-step process:

- (i) Identifying the contract with a customer
- (ii) Identifying the performance obligations
- (iii) Determining the transaction price
- (iv) Allocating the transaction price to the performance obligations
- (v) Recognising revenue when/as performance obligation(s) are satisfied.

Sale of goods

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.



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Sale of services

Revenue from services is recognised when Company satisfies the performance obligations by transferring the promised services to its customers.

Export benefits

Export benefits constituting Duty Draw back and Export Promotion Capital Goods scheme (EPCG) are accounted for on accrual basis when there is reasonable assurance that the company will comply with the conditions attached to them and the export benefits will be received. Export benefits under Duty Draw back scheme and EPCG are considered as other operating income.

Interest

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Dividend income

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

Employee Benefits

Short Term Employee Benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment (other than termination benefit): -

Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the Company pays a fixed contribution based on the applicable law.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.



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Other long-term employee benefits

Benefits under the Company's leave encashment constitutes other long term employee benefits. The Company's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the projected unit credit method by a qualified actuary. Actuarial gains or losses are recognized in statement of profit or loss in the period in which they arise.

Taxes

Provision for current tax is made as per the provision of the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax return with respect to applicable tax regulations which are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the Balance Sheet method on temporary difference between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured based on tax rates (and tax law) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration.

As a lessee (Assets taken on lease)

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

Short-term lease and lease of low-value-assets

The Company applies the short-term lease recognition exemption to its short-term leases of Property, Plant and Equipment (i.e those leases that have lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemptions to lease that are considered of low value and is not intended for sublease. Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term or another systematic basis if that basis is more representative of the pattern of the lessee's benefits.

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As a lessor

Rental income from operating lease is recognized on straight-line basis over the term of the relevant lease except where another systematic basis is more representative of the time pattern of the benefits derived from the assets given on lease.

Impairment of Non-financial Assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets group of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications 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. An impairment loss is reversed 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.

Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All Financial Assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the Financial Asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs directly attributable to the acquisition of financial assets measured at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.



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Subsequent measurement

For the purpose of subsequent measurement, Financial Assets are classified in four categories:

- (i) Financial Assets at amortised cost
- (ii) Debt Instruments at fair value through Other Comprehensive Income (FVTOCI) Equity
- (iii) Instruments at fair value through Other Comprehensive Income (FVTOCI)
- (iv) Financial Assets and derivatives at fair value through profit or loss (FVTPL)

Financial Assets at amortized cost

A Financial Asset is measured at the amortised cost if the following conditions are met:

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

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 on acquisition and fees or cost that are an integral part of the EIR.

The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. Apart from the same, any income or expense amortised cost, in accordance with Ind AS 109, is recognized in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt Instruments at fair value through Other Comprehensive Income (FVTOCI)

A 'Debt Instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principal and interest (SPPI).

Debt Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair Value movements are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On Interest earned whilst holding FVTOCI Debt Instrument is reported as interest income using the EIR method.

Equity Instruments at fair value through Other Comprehensive Income (FVTOCI)

All equity investments in entities are measured (except equity investment in joint venture and subsidiary) at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the company may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.



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Financial Assets and derivatives at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL

This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Debt Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Interest income on such instruments has been presented under interest income.

Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of

a) Financial Assets that are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

Simplified Approach

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates provision on trade receivables at the reporting date.

General Approach

For recognition of impairment loss on other financial assets, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

Financial liabilities

Initial recognition and measurement

All Financial Liabilities are recognized initially at fair value and, in the case of liabilities subsequently measured at amortised cost, they are measured net of directly attributable transaction cost. In case of Financial Liabilities measured at fair value through profit or loss, transaction costs directly attributable to the acquisition of financial liabilities are recognized immediately in the Statement of Profit and Loss.



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The Company's Financial Liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

A. Financial Liabilities at fair value through profit or loss

Financial Liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the Statement of Profit and Loss. This category also includes derivative financial instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

B. Financial Liabilities at amortised cost

Financial Liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

Current and non-current classification

All assets and Liabilities have been classified as current or non-current. the Company has determined its operating cycle as 12 months for the purpose of current and non-current Deferred tax assets/liabilities are classified as non-current.

Fair value Measurements

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability



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The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Part C

Major Estimates and Judgments made in preparing Financial Statements

The preparation of the Company's Financial Statements requires management to make judgements and estimates that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and Intangible Assets, valuation of inventories, measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.



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Uncertainty about these judgments and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

JUDGEMENTS

In the process of applying the company's accounting policies, management has made the following judgements, which have the significant effect on the amounts recognized in the Financial Statements:

Materiality

Ind AS requires assessment of materiality by the Company for accounting and disclosure of various transactions in the Financial Statements. Accordingly, the Company assesses materiality limits for various items for accounting and disclosures and follows on a consistent basis. Overall materiality is also assessed based on various financial parameters such as Gross Block of assets, Net Block of Assets, Total Assets, Revenue and Profit Before Tax. The materiality limits are reviewed and approved by the Board.

Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter. In the similar line, management also on the basis of best judgment and estimate determines the net realizable value of the Inventories to make necessary provision.

MAJOR ESTIMATES

The key assumptions concerning the future and other key sources of estimation at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

Useful life of property, plant and equipment

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that



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the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

Income Taxes

The Company uses estimates and judgements based on the relevant facts, circumstances, present and past experience, rulings, and new pronouncements while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Estimation of net realisable value of inventories

Inventories are stated at the lower of cost and net realisable value. In estimating the net realisable value of inventories the Company makes an estimate of future selling prices and costs necessary to make the sale.

Impairment of Financial Assets

The impairment provisions for trade receivables are made considering simplified approach based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the company's past history and other factors at the end of each reporting period. In case of other financial assets, the Company applies general approach for recognition of impairment losses wherein the Company uses judgement in considering the probability of default upon initial recognition and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.



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Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

3 Property, Plant & Equipment

3A As at 31st March 2025

Particulars	Gross Block				Accumulated Depreciation		Net Block	
	As at April 01, 2024	Additions during the year	Sales/Adjustments during the year	As at 31st March 2025	As at April 01, 2024	For the year	Written back	As at 31st March 2025
Land	359.00	38.26	-	397.26	-	-	-	397.26
Building	4,828.03	-	-	4,828.03	2,615.62	209.57	-	2,002.85
Plant and Equipment	14,979.60	2,234.14	-	17,213.74	9,848.80	1,007.81	-	6,357.13
Furniture & fixtures	69.44	0.59	-	70.03	63.43	1.05	-	5.55
Vehicle	313.16	37.15	19.18	331.12	225.87	26.78	18.09	96.56
Office equipment	256.56	6.03	-	262.59	238.97	5.72	-	17.90
Others (Moulds)	537.02	36.15	-	573.17	436.84	18.14	-	118.20
Total	21,342.82	2,352.32	19.18	23,675.96	13,429.53	1,269.07	18.09	14,680.51

As at 31st March 2024

Particulars	Gross Block				Accumulated Depreciation		Net Block	
	As at April 01, 2023	Additions during the year	Sales/Adjustments during the year	As at 31st March 2024	As at April 01, 2023	For the year	Written back	As at 31st March 2024
Land	359.00	-	-	359.00	-	-	-	359.00
Building	4,107.49	720.54	-	4,828.03	2,445.98	169.64	-	2,212.42
Plant and Equipment	13,867.97	1,111.63	-	14,979.60	8,909.99	938.80	-	5,130.81
Furniture & fixtures	68.73	0.71	-	69.44	62.29	1.15	-	6.01
Vehicle	287.34	48.32	22.50	313.16	220.55	26.21	20.89	87.29
Office equipment	251.98	4.58	-	256.56	232.68	6.29	-	17.59
Others (Moulds)	527.39	9.63	-	537.02	416.64	20.20	-	100.18
Total	19,469.90	1,895.42	22.50	21,342.82	12,288.13	1,162.28	20.89	7,913.29

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Particulars	Gross Block		Accumulated Depreciation	
	As at April 01, 2023	IndAS adjustment	As at April 01, 2023	IndAS adjustment
Land	435.04	(76.04)	359.00	-
Building	4,107.49	-	4,107.49	2,445.98
Plant and Equipment	13,867.97	-	13,867.97	8,909.99
Furniture & fixtures	68.73	-	68.73	62.29
Vehicle	287.35	-	287.34	220.55
Office equipment	251.98	-	251.98	232.68
Others (Moulds)	527.39	-	527.39	416.64
Total	19,545.95	(76.04)	19,469.90	12,288.13

3B Right of Use Assets (ROU)

Particulars	Amount
As at 1 April, 2023	76.04
Add: Ind AS 116 adjustment	(11.91)
Less: Amortization of ROU	64.14
As at 1 April, 2023	(0.77)
Less: Amortization of ROU	63.37
As at 31st March 2024	(0.77)
Less: Amortization of ROU	62.60
As at 31st March 2025	62.60

3C Other Intangible Assets

Particulars	Gross Block		Accumulated Depreciation		Net Block	
	As at April 01, 2024	Additions during the year	Sales/Adjustments during the year	As at April 01, 2024	For the year	As at 31st March 2025
Technical Know How	51.95	-	-	49.21	-	2.75
ERP Software	54.83	-	-	52.08	-	2.74
Total	106.78	-	-	101.29	-	5.49

Particulars	Gross Block		Accumulated Depreciation		Net Block	
	As at April 01, 2023	Additions during the year	Sales/Adjustments during the year	As at April 01, 2023	For the year	As at 31st March 2024
Technical Know How	51.95	-	-	49.21	-	2.75
ERP Software	54.83	-	-	52.08	-	2.74
Total	106.78	-	-	101.29	-	5.49



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As at 01.04.2023

Particulars	Gross Block		Accumulated Depreciation	
	As at April 01, 2023	IndAS adjustment	As at April 01, 2023	IndAS adjustment
Technical Know How	51.95	-	49.21	-
ERP Software	54.83	-	52.08	-
Total	106.78	-	101.29	-

3D

Capital Work in Progress (CWIP)

Particulars	Amount
As at 1 April 2023	254.45
Ind AS adjustment	-
As at 1 April 2023	254.45
Add: Addition during the year	1,354.28
Less: capitalised and transfer to PPE	1,608.73
Balance As on 31.03.2024	-
Add: Addition during the year	-
Less: capitalised and transfer to PPE	-
Balance As on 31.03.2025	-

Ageing of Capital Work in Progress

Particulars	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Projects in Progress*	-	-	254.45
- Less than one year	-	-	-
- 1-2 years	-	-	-
- 2-3 years	-	-	-
More than 3 years	-	-	-
Total	-	-	254.45

* There are no projects in progress whose completion is overdue as on date.

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4 Investments - Non-current

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
A). Investments in Equity Instruments			
i. Unquoted Investment (Measured at Cost)			
- Mytrah Vayu Manjira Private Limited 225000 shares of Rs. 10 each (Previous year 225000 shares)	22.50	22.50	22.50
- Others	0.40	0.40	0.40
	22.89	22.90	22.90
ii. Quoted Investment (Measured at Fair Value through other Comprehensive Income)			
Jjo Financial Services Private Limited (537 Shares of Rs. 10 each at 31.03.2025, 537 shares as at 31.03.2024)	1.46	1.90	-
Jubilant Agri and Consumer Products Limited (20 Shares of Rs. 10 each)	0.29	0.23	0.08
Jubilant Pharmova Limited (erstwhile Jubilant Life Sciences Limited) (400 Shares of Rs. 1 each)	3.96	2.28	1.12
Jubilant Ingrevia Limited (demerged from Jubilant Pharmova Limited) (400 Shares of Rs. 1 each)	2.70	1.01	1.44
Kirloskar Pneumatic Co. Ltd. (1250 Shares of Rs. 2 each)	15.08	8.85	7.00
Mcleod Russels India Limited (166 Shares of Rs. 10 each)	0.05	0.04	0.03
Oriental Aromatics Limited (100 Shares of Rs. 5 each)	0.40	0.30	0.35
Pasupati Acrylon Limited (900 Shares of Rs. 10 each)	0.41	0.32	0.22
Reliance Communications Ltd. (125 Shares of Rs. 10 each)	0.00	0.00	0.00
Reliance Home Finance Limited (6 Shares of Rs. 10 each)	0.00	0.00	0.00
Reliance Industries Limited (1074 Shares of Rs. 10 each at 31.03.2025, 537 shares at 31.03.2024 and at 01.04.2023)	15.30	15.96	12.52
Reliance Infrastructure Limited (9 Shares of Rs. 10 each)	0.02	0.02	0.01
Reliance Power Limited (31 Shares of Rs. 10 each)	0.01	0.01	0.00
SRF Limited (22 Shares of Rs. 10 each)	0.65	0.56	0.53
SRF Limited (bonus shares) (88 Shares of Rs. 10 each)	2.60	2.25	2.12
Supreme Petrochem Limited (666 Shares of Rs. 2 each)	4.74	4.16	2.47
Total	47.68	38.70	27.89
B). Quoted Investments in Mutual Funds (Measured at Fair Value through other Comprehensive Income)			
Equity Funds:			
- Nippon India Money Market Fund - Growth Plan Growth Option (22842.95 units as at 31.03.2025, 22842.95 Units as at 31.03.2024, 11682.97 units as at 01.04.2023)	929.91	863.29	410.38
- Aditya Birla Sun Life Savings Fund- regular Plan - Growth (225.537 units as at 31.03.2025, 31.03.2024 and as at 01.04.23)	1.21	1.12	1.05
- Aditya Birla Sun Life Money Manager Fund - Regular Plan Growth (946620.65 units as at 31.03.2025, 804412.66 units as at 31.03.2024, 618652.25 units as at 01.04.2023)	3,436.86	2,710.55	1,829.64
HDFC Arbitrage Fund Wholesale Plan Regular Plan Growth (9723376.42 units as at 31.03.2025, 5376460.69 units as at 31.03.2024 and Nil units as at 01.04.2023)	2,932.67	1,510.09	-
UTI Arbitrage Fund Regular Plan Growth (6011408.77 units at 31.03.2025, Previous years NIL)	2,072.48	-	-
	9,373.13	5,085.05	2,241.07
Total Non Current Investments (a+b)	9,443.70	5,146.65	2,291.86
Aggregate Value of:			
Quoted Investments	9,420.81	5,123.75	2,268.96
Unquoted Investments	22.89	22.90	22.90
	9,443.70	5,146.65	2,291.86
Aggregate Market Value of Quoted Investments	9,420.81	5,123.75	2,268.96
Aggregate amount of impairment in value of investment	-	-	-



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5 **Loans**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Non-Current: (A)			
Considered good, Unsecured:	-	-	-
Total Non-Current Loans (A)	-	-	-
Current: (B)			
Considered good, Unsecured:			
Advances to staff	22.56	19.92	13.92
Total Current Loans (B)	22.56	19.92	13.92

6 **Other Financial Assets**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Non-Current: (A)			
Fixed Deposits with Bank with Maturity Greater than twelve Months	938.13	645.16	616.09
Security Deposits and EMD	251.69	285.15	236.07
Interest Accrued on fixed deposits	30.34	11.56	-
Total Non Current Financial Assets (5A)	1,220.16	941.87	852.96
Current: (B)			
Security Deposits and EMD	42.16	15.56	63.19
Total Current Financial Assets (5B)	42.16	15.56	63.19

7 **Deferred Tax Assets/(Liabilities) Net**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Deferred Tax Assets:			
Provision allowed under tax on payment- Retirement benefits	140.61	120.18	111.22
Provision for doubtful debts	97.80	7.86	-
Fair valuation of Investments	-	-	-
	238.41	128.04	111.22
Deferred Tax Liabilities:			
Difference in depreciation as per the Income Tax Act, 1961 and depreciation and amortisation as per financial statements	(91.34)	(88.52)	(97.62)
Fair valuation of Investments	(117.07)	(45.99)	(9.56)
	(208.41)	(134.51)	(107.18)
Net Deferred Tax Asset (Liability)	30.00	(6.47)	4.03



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Movement in Deferred Tax Asset/(Liability)

Particulars	Change by Depreciation and Amortisation	Change by Provision for doubtful debts	Change by Fair valuation of Investments	Change by Remeasurement of Defined Benefit Plans	Total
As at 1 April 2023	(97.62)	-	(9.56)	111.22	4.03
Credited/(charged) To Profit & Loss	9.11	7.86	-	15.21	32.18
To other comprehensive income	-	-	(36.44)	(6.25)	(42.69)
As at 31 March 2024	(88.52)	7.86	(45.99)	120.18	(6.47)
Credited/(charged) To Profit & Loss	(2.82)	89.94	-	21.97	109.09
To other comprehensive income	-	-	(71.08)	(1.54)	(72.62)
As at 31 March 2025	(91.34)	97.80	(117.07)	140.61	30.00

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Other Non-Current Assets	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Particulars			
(Considered good, unsecured) Capital advances	187.43	662.60	194.69
Total Other Non-Current Assets	187.43	662.60	194.69

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Inventories (Valued at lower of cost and net realisable value)	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Particulars			
Raw Material	3,305.10	1,324.82	2,947.68
Work in Progress	878.44	657.38	1,255.01
Finished Goods	678.45	64.62	729.86
Others (Packing material, consumable stores, Oil & Lubricants, steam coal & spare parts)	174.31	139.47	115.31
Goods in Transit (Raw Material)	1,666.92	3,570.41	2,774.99
Total	6,703.23	5,756.72	7,822.85

Note - Stock held with third parties includes Rs 179.03 lacs with Forech Mining and Construction International LLP, Rs 500.78 lacs with Forech Rubbers Pvt Ltd and Rs 298.62 lacs with Hilton Conveyors on account of job work



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10 Trade receivables - Current

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Considered good, Unsecured			
Undisputed Trade Receivables – considered good	20,960.10	20,519.88	13,719.03
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-
Disputed Trade Receivables – considered good	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-
	20,960.10	20,519.88	13,719.03
Less: Provision for doubtful allowances	(388.59)	(31.22)	-
Total Trade Receivables	20,571.51	20,488.66	13,719.02

Ageing of Trade Receivables(Gross)

Particulars (Outstanding from the date of Transaction)	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
(i) Undisputed Trade Receivables - considered good			
Less than 6 months	17,368.50	19,282.50	12,232.86
6 months - 1 year	2,547.07	770.29	743.13
1-2 years	670.48	317.71	340.66
2-3 years	235.81	149.39	299.74
More than 3 years	138.24	-	102.64
	20,960.10	20,519.88	13,719.03
(ii) Undisputed Trade Receivables - which have significant increase in credit risk			
Less than 6 months	-	-	-
6 months - 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
(iii) Disputed Trade Receivables - considered good			
Less than 6 months	-	-	-
6 months - 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
(iv) Disputed Trade Receivables - which have significant increase in credit risk			
Less than 6 months	-	-	-
6 months - 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
(v) Unbilled dues			
Less than 6 months	-	-	-
6 months - 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
Total	20,960.10	20,519.88	13,719.03

11 Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balances with banks (current account)	2,503.69	420.92	1,930.38
Earmarked balances with banks (CSR)	156.40	61.10	7.37
Fixed deposit with banks (Original maturity period less than 3 months)	1,100.00	450.00	-
Accrued interest on above Fixed Deposits	3.57	0.11	-
Cash in hand	12.07	14.80	3.69
Total Cash and cash equivalents	3,775.73	946.92	1,941.44

12 Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Fixed deposit with banks (with more than 3 months but less than 12 months maturity)	409.18	744.46	687.18
Accrued interest on above Fixed Deposits	0.38	13.09	-
Fixed deposits held as margin money	-	-	-
Total Other Bank Balances	409.56	757.55	687.18

13 Other Current Assets

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Prepaid Expenses	92.45	103.55	75.73
Advance to Suppliers	153.27	745.22	239.70
Advance for expenses	51.32	136.82	293.56
Balance with government authorities	1,174.99	1,494.23	1,043.90
Total Other Current Assets	1,472.03	2,479.82	1,652.89



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Note 14 (a): Equity Share Capital

Particulars	As at 31 March 2025		As at 31 March 2024		As at 1 April 2023	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorized						
Equity shares of Rs. 100 each	1,420,000	1,420.00	1,420,000	1,420.00	1,420,000	1,420.00
Issued, subscribed, and fully paid up						
Equity shares of Rs. 100 each fully paid up	960,000	960.00	960,000	960.00	960,000	960.00
Share Forfeiture						
Equity Share of Rs. 100 each partly paid up @Rs. 250/- per share	600,000	15.00	600,000	15.00	600,000	15.00
		975.00		975.00		975.00
(a) Reconciliation of shares outstanding at the beginning and at the end of the year						
Outstanding at the beginning of the year	960,000	960.00	960,000	960.00	960,000	960.00
Additions/buyback during the year	-	-	-	-	-	-
Outstanding at the end of the year	960,000.00	960.00	960,000	960.00	960,000	960.00
(b) List of shareholders holding more than 5% of paid-up equity share capital						
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Ravi Khanna-HUF	288,049	30.01%	288,049	30.01%	288,049	30.01%
Mr. Ravi Khanna	142,900	14.89%	142,900	14.89%	142,897	14.89%
Mr. Aadisht Khanna	86,400	9.00%	86,400	9.00%	86,400	9.00%
Mr. Bhavya Khanna	85,700	8.93%	85,700	8.93%	85,700	8.93%
Mr. Bharat Gandotra	93,795	9.77%	93,795	9.77%	93,794	9.77%
Mrs. Jyoti Khanna	63,088	6.57%	63,088	6.57%	63,088	6.57%
M/s Sunrise Buildmore LLP	61,250	6.38%	61,250	6.38%	61,250	6.38%
(c) Details of Shares held by Promoters in the Company						
Ravi Khanna HUF	288,049	30.01%	288,049	30.01%	288,049	30.01%
Mr. Ravi Khanna	142,900	14.89%	142,900	14.89%	142,897	14.89%
Mr. Bharat Gandotra	93,795	9.77%	93,795	9.77%	93,794	9.77%
Mr. Aadisht Khanna	86,400	9.00%	86,400	9.00%	86,400	9.00%
Mr. Bhavya Khanna	85,700	8.93%	85,700	8.93%	85,700	8.93%
Mrs. Jyoti Khanna	63,088	6.57%	63,088	6.57%	63,088	6.57%
Sunrise Buildmore LLP	61,250	6.38%	61,250	6.38%	61,250	6.38%
Dr. Suversha Khanna	44,867	4.67%	44,867	4.67%	44,867	4.67%
Hilton Tyres LLP	40,000	4.17%	40,000	4.17%	40,000	4.17%
Forech Conveyors Pvt. Ltd	24,000	2.50%	24,000	2.50%	24,000	2.50%
Mr Din Dayal Agarwal	13,920	1.45%	13,920	1.45%	13,920	1.45%
Mr. Pankaj Agarwal	8,350	0.87%	8,350	0.87%	8,350	0.87%
Mrs. Renu Agarwal	6,720	0.70%	6,720	0.70%	6,720	0.70%
DD Agarwal HUF	960	0.10%	960	0.10%	960	0.10%

Rights, preferences and restrictions attaching to Issued Equity Shares:
The company has equity shares of having par value of Rs. 100/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholder are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Note 14 (b): Other Equity

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
(a) Capital Reserve			
At the beginning/end of the year	28.23	28.23	28.23
(b) Securities Premium			
At the beginning/end of the year	2,084.30	2,084.30	2,084.30
(c) General Reserve			
At the beginning of the year	360.28	360.28	360.28
- Opening adjustment	-	-	-
- Transfer from retained earnings	-	-	-
At the end of the year	360.28	360.28	360.28
(d) Retained Earnings			
At the beginning of the year	27,003.98	20,669.90	20,662.88
- Profit for the year	7,355.25	6,334.08	-
- Opening adjustments	-	-	-
- Remeasurement Gain / (Loss) on defined benefit plans (net)	-	-	(11.07)
- Amortisation of Right of Use Assets	-	-	(11.91)
- Provision for loss allowance on expected credit losses	-	-	-
- Deferred tax impact on expected credit losses	-	-	-
- Add/Less: IND- AS adjustments impact	-	-	-
At the end of the year	34,359.23	27,003.98	20,669.90
(e) Other Comprehensive Income			
At the beginning of the year	305.29	68.35	-
- Remeasurement Gain / (Loss) on defined benefit plans (net of tax)	4.58	18.58	11.07
- Fair valuation of Investment Mark to Market (MTM) (net of tax)	425.98	218.36	57.28
At the end of the year	735.85	305.29	68.35
Total other equity (a+b+c+d+e)	37,567.89	29,782.08	23,211.06

Nature and purpose of each reserve within equity is as follows:

- Capital Reserve:**
Capital reserve created on account of merger/amalgamation/revaluation. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.
- Securities Premium**
Securities Premium Reserve represents the amount received in excess of par value of equity shares of the Company. The same, inter alia, may be utilized by the Company to issue fully paid-up bonus shares to its members and buying back the shares in accordance with the provisions of the Companies Act, 2013.
- General Reserve**
General Reserve represents the reserve created by apportionment of profit generated during the year or transfer from other reserves either voluntarily or pursuant to statutory requirements. The same is a free reserve and available for distribution.
- Retained Earnings**
Retained earnings represents the profits/ losses that the Company has earned/incurred till date including gain / (loss) on fair value of defined benefits plans as adjusted for distributions to owners, transfer to other reserves etc.
- Other Comprehensive Income**
The Company has elected to recognise changes in the fair value of investments in equity securities in other comprehensive income. These changes are accumulated within FVTPL reserve within equity. Changes in the fair value due to remeasurement of defined benefit plans attributable to OCI is also included in the other comprehensive income.



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15 Non current financial liabilities- Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Borrowings			
Unsecured:			
- Deposit from Members	543.55	539.79	517.48
Total	543.55	539.79	517.48

Terms and conditions:

- (a) Deposits from members are unsecured and chargeable to interest @ 12% p.a and the same are were renewed on 01.04.24 for a period of 3 years.

16 Long term Provisions

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Provision for employee benefits			
Gratuity - Funded	361.74	308.50	171.62
Leave encashment	84.69	68.79	63.84
Total	446.43	377.28	235.46

Non-Current (Gratuity)	361.74	308.50	171.62
Current (Gratuity)	28.61	25.67	132.97
Non-Current (Leave encashment)	84.69	68.78	63.85
Current (Leave encashment)	83.64	74.56	73.46

17 Current Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Current maturities of long-term debts			
- Term Loans	-	-	-
-Vehicle Loan	-	-	-
Loans repayable on demand:			
From Banks - Cash Credits (refer note a below)	1,311.02	270.12	999.48
From Directors/ Key Management Personal (refer note b below)	3,405.91	2,291.23	2,708.88
From relative of Directors/ Key Management Personal (refer note b below)	1,270.19	1,461.00	1,527.71
Total	5,987.13	4,022.34	5,236.08

Note: Terms and Conditions

- (a) Working Capital limits are secured by first parripassu charge by hypothecation of entire current assets and second parripassu charge on entire fixed assets and further secured by personal guarantee of Directors of the Company. The aforesaid credit facilities have been utilised as per sanction terms of the same.
- (b) Loans and advances from Directors and their Relatives are unsecured and these loans/deposits are repayable on demand and accordingly, these balances have been classified as short term borrowings.

18 Trade Payables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Due to Micro and Small Enterprises	249.53	580.31	143.58
Other than Micro and Small Enterprises	5,713.95	7,427.19	5,055.45
Total	5,963.48	8,007.50	5,199.04

Ageing of Trade Payables



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Particulars (Outstanding from date of Transaction)	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
(i) MSME			
Less than 1 year	249.53	580.31	143.58
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
	249.53	580.31	143.58
(ii) Others			
Less than 1 year	5,503.08	7,061.21	4,789.76
1-2 years	24.78	5.63	14.88
2-3 years	0.89	-	-
More than 3 years	-	-	-
	5,528.75	7,066.84	4,804.64
(iii) Disputed dues - MSME			
Less than 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
	-	-	-
(iv) Disputed dues - Others			
Less than 1 year	-	-	-
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
	-	-	-
(iv) Unbilled Dues			
Less than 1 year	185.19	360.35	250.82
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
	185.19	360.35	250.82
Total	5,963.48	8,007.50	5,199.04

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19 Other Current financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Interest accrued but not due on borrowings	-	-	-
Statutory dues payable	381.27	512.63	581.13
Retention Money Payable	-	-	-
Other payable including salary payable	136.76	122.17	103.91
Total	518.03	634.81	685.04

20 Other Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Advances received from customers	765.98	647.57	200.58
Income Tax Payable	-	-	-
Other Current liabilities	-	-	-
Total	765.98	647.57	200.58

21 Short term Provisions

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Provision for employee benefits			
Gratuity - Funded	28.61	25.67	132.97
leave encashment	83.64	74.56	73.46
Total	112.25	100.22	206.43

22 Current Tax Liabilities (Net)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Provision of income-tax	2,590.00	2,180.00	1,853.00
Less:- Advance Tax and TDS	(2,528.12)	(2,074.65)	(1,569.27)
Total	61.88	105.35	283.73



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23 Revenue from operations

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Revenue From Operations		
Sale of goods		
-Manufactured Goods	69,255.51	70,940.10
-Traded Goods	1,052.61	1,069.12
Sale of Services - Job Charges and Allied Services	39.37	50.16
Other Operating Revenues:		
Export Incentives	154.74	31.45
Scrap Sales	405.94	456.06
Others	-	5.72
Total	70,908.18	72,552.60

24 Other Income

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest Income on		
- Deposits	111.02	95.59
- Overdue payments from debtors	11.98	30.58
Gain on disposal of Property plant and equipment	2.77	4.04
Dividend income	0.26	0.23
Rental income	162.00	126.00
Bad Debts Recovered	-	5.23
Exchange rate fluctuations (Net)	765.59	592.40
Total	1,053.62	854.06

25 Cost of Materials Consumed

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Inventory at the beginning of the year	1,324.82	2,947.68
Add: Purchase during the year	43,904.52	42,162.18
Add: Freight on Raw Material during the year	269.85	281.60
Less: Inventory at the end of the year	3,305.10	1,324.82
Cost of materials consumed	42,194.09	44,066.64

26 Purchase Of Stock-in Trade

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Traded goods	1,010.90	1,010.83
Total	1,010.90	1,010.83

27 Changes in Inventory of Stock-in-Trade

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Closing Inventories		
Finished Goods	678.45	64.62
Work in Progress	878.44	657.38
	1,556.89	722.01
Opening Inventories		
Finished Goods	64.62	729.86
Work in Progress	657.38	1,255.01
	722.01	1,984.87
(Increase) / Decrease in Inventories	(834.89)	1,262.86



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28 Employee Benefit expenses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Salaries, wages and bonus	3,916.65	3,564.25
Contribution to provident and other funds	235.26	206.45
Directors Remuneration	222.06	217.31
Staff Welfare Expenses	151.74	135.08
Total	4,525.72	4,123.09

29 Finance Costs

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest Expense:		
- On Cash Credit	17.60	13.44
- On deposit from members/Unsecured Loans	550.47	540.92
- On Statutory dues Income tax	7.41	21.48
Bank Charges	119.13	119.02
Total	694.60	694.85

30 Depreciation and amortization expense

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Depreciation on PPE	1,269.07	1,162.28
Amortisation of Intangible Assets	-	-
Amortisation of Right of Use Assets (ROU)	0.77	0.77
Total	1,269.84	1,163.05

31 Other Expenses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Consumption of stores & packing material	1,718.96	2,123.06
Power and fuel expenses	2,366.69	2,520.25
Electricity & water charges	43.81	46.62
Job work charges	2,414.95	1,317.43
ECC Premium expense	31.09	30.51
Rent paid	47.99	46.05
Freight and forwarding expenses	2,737.26	2,059.93
Repair & Maintenance		
- Plant and machinery	818.77	1,118.07
- Buildings	782.36	511.01
- Others	96.47	118.09
Legal & professional charges	291.85	187.29
Rates and taxes	52.09	55.17
Travelling and conveyance expenses	368.52	317.78
Advertisement and marketing	2.31	4.53
Payment to auditors (refer note no 31.1)	7.50	6.00
Insurance charges	95.02	65.67
Communication expenses	15.88	16.31
Printing and stationery	19.59	22.38
Postage & Courier Expenses	21.10	18.16
Loss on fire in custom warehouse	-	572.72
Sundry balances written off (net)	8.61	37.63
Provision for Doubtful Debts	357.37	31.22
Expenditure towards Corporate Social Responsibility (CSR) (Refer Note 40)	8.59	19.35
Tender Expenses	55.18	111.75
Late delivery charges	319.41	887.29
Selling and Administrative Expenses	515.03	331.80
Miscellaneous expenses	70.41	27.88
Total	13,266.80	12,603.92



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For FORECH INDIA PRIVATE LIMITED

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MANAGING DIRECTOR

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31.1 Payment to Auditors

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Audit fees	5.00	5.00
Tax audit fees	2.50	1.00
Total	7.50	6.00

32 Exceptional Items

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Exceptional Items	-	-
Total	-	-

33 Tax Expense (IND AS 12):

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Current tax	2,590.00	2,180.00
Deferred tax	(109.09)	(32.18)
Income tax relating to earlier years	(1.43)	(0.48)
	2,479.48	2,147.34
Reconciliation:		
Profit before tax	9,834.7	8,481.4
Applicable normal tax rate	25.17%	25.17%
Tax as per the normal tax rate	2,475.2	2,134.60
Effect of income taxable at lower rate	-	-
Effect of non-deductible expenses	3.34	11.61
Effect of timing differences	108.68	32.17
Effect of Deferred tax	(109.09)	(32.18)
Income tax relating to earlier years	(1.43)	(0.48)
Others	2.77	1.64
Effective tax amount	2,479.47	2,147.34
Effective tax rate	25.21%	25.32%

34 Earning Per Equity Share

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
(i) Net Profit attributable to Equity Shareholders (in Lakhs)	7,355.25	6,334.08
(ii) No of equity shares (In Nos.)	960,000	960,000
(iii) Weighted average number of Equity Shares outstanding (In Nos.)	960,000	960,000
(iv) Face value per share	100	100
Earning per share Basic & Diluted EPS (I/II)	766.17	659.80



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MANAGING DIRECTOR

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35 Related Party Disclosures
(a) Related Parties And Nature of Related Parties With Whom Transactions Have Taken Place during the year

S.No.	Name of Related parties	Nature of relationship
1	Directors/ Key Management Personnel (KMP)	Mr. Ravi Khanna (Managing Director) Mr. Bharat Gandotra (Whole Time Director) Mrs. Jyoti Khanna (Director) Mr. Krishan Agarwal (Whole Time Director) Mr. Kishore Kumar Verma (Company Secretary)
2	Relatives of Director/Key Management Personnel	Mr. Aadisht Khanna Mr. Bhavya Khanna Mrs. Roselline Ezung Gandotra Dr. Suversha Khanna Mr. Din Dayal Agarwal Mrs. Renu Agarwal Mrs. Rina Agarwal Pankaj Agarwal HUF Ravi Khanna HUF
3	Concerns in which Directors/ Relatives are interested	Eagle Mining Products LLP Rubcon Conveyors Pvt Ltd Forech Conveyors Pvt Ltd Sun Rise Buildmore LLP Hilton Conveyors (Partnership Firm) Forech Mining & Construction International LLP Pro-Tech Rubber & Machinery LLP Forech Foundation Forech Rubbers Pvt. Ltd. Forech Gulf Trading and services LLC, UAE Forech Europe Wear Protection GMBH

(b) Transactions with related parties

Sr No	Name of Related Party	For the Year ended 31 March 2025	For the Year ended 31 March 2024
1	Remuneration, HRA & Others Directors/ Key Management Personnel (KMP) Relatives of Director/Key Management Personnel	244.39 37.58	237.89 32.81
2	Interest paid Directors/ Key Management Personnel (KMP) Relatives of Director/Key Management Personnel Concerns in which Directors/ Relatives are interested	347.97 139.54 37.49	305.28 175.70 36.43
3	Job work Charges Paid & Allied Services Concerns in which Directors/ Relatives are interested	2,462.05	1,249.58
4	Rent paid Relatives of Director/Key Management Personnel	18.33	17.34
5	Rent Received Concerns in which Directors/ Relatives are interested	162.00	126.00
6	Purchase of Goods Concerns in which Directors/ Relatives are interested	1379.06	2,169.81
7	Sale of Goods Concerns in which Directors/ Relatives are interested	1939.03	2,137.06
8	Job work and allied services rendered Concerns in which Directors/ Relatives are interested	38.40	49.06
9	Purchase of Export Incentives Concerns in which Directors/ Relatives are interested	19.45	-
10	Purchase of Fixed Assets Concerns in which Directors/ Relatives are interested	36.73	-



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(c) Outstanding balances at the year end

Sr No	Name of Related Party	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
1	Loans taken			
	Directors/ Key Management Personnel (KMP)	3,405.91	2,291.22	2,708.88
	Relatives of Director/Key Management Personnel	1,270.19	1,460.99	1,527.71
	Concerns in which Directors/ Relatives are Interested	313.80	327.38	322.06
2	Amount receivable			
	Concerns in which Directors/ Relatives are interested	659.09	857.55	110.61
3	Amount payable			
	Concerns in which Directors/ Relatives are interested	255.42	153.88	37.16

(d) Detail of material related parties transaction during the year

Sr No	Nature of Transaction	For the Year ended 31 March 2025	For the Year ended 31 March 2024
1	Remuneration paid		
	Mr. Ravi Khanna	88.19	88.20
	Mr. Bharat Gandotra	62.23	62.23
	Mr. Krishan Agarwal	71.64	66.88
2	Rent paid		
	Mr. Aadisht Khanna	6.17	5.67
	Mr. Bhavya Khanna	6.17	5.67
	Ravi Khanna HUF	6.00	6.00
3	Interest paid		
	Mrs. Jyoti Khanna	280.21	249.45
	Dr. Suversha Khanna	61.03	55.24
	Mr. Bharat Gandotra	54.67	37.16
4	Sale of Goods		
	Forech Europe Wear Protection GMBH	909.49	602.46
	Forech Gulf Trading and services LLC, UAE	-	232.93
	Forech Mining & Construction International LLP	1014.13	1,117.46
5	Purchase of Goods		
	Hilton Conveyors (Partnership Firm)	0.06	169.42
	Forech Rubbers Pvt. Ltd.	546.06	30.04
	Forech Mining & Construction International LLP	830.03	1,817.64
6	Job work charges		
	Hilton Conveyors (Partnership Firm)	711.20	743.92
	Forech Rubbers Pvt. Ltd.	1599.14	352.71
7	Rent Received		
	Pro-Tech Rubber & Machinery LLP	48.00	12.00
	Forech Mining & Construction International LLP	114.00	114.00
8	Job Work and Allied Income		
	Forech Mining & Construction International LLP	38.40	49.07
9	Purchase of Export Incentives		
	Forech Mining & Construction International LLP	19.45	-
10	Purchase of Fixed Assets		
	Pro-Tech Rubber & Machinery LLP	36.73	-

Note:

The transactions of Purchase and Sale of goods and material entered into with the relative parties as above are made for cash/cheque at prevailing market prices.



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MANAGING DIRECTOR

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36 The disclosure required under Indian Accounting Standard-19 "Employee Benefit" in respect of defined benefit plan is:

A Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

Particulars	Gratuity			Leave Encashment		
	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Opening Balance	539.32	499.58	437.25	143.34	137.30	138.01
Interest Cost	38.45	36.13	31.53	10.08	9.82	9.58
Past Service Cost	-	-	-	-	-	-
Current Service Cost	52.44	43.81	42.84	35.34	30.46	35.30
Benefit Paid	(14.92)	(16.03)	(1.21)	(7.77)	(7.44)	(10.59)
Actuarial (Gain)/Loss on obligations	(5.19)	(24.17)	(10.82)	(12.65)	(26.80)	(35.00)
Closing Balance	610.11	539.32	499.58	168.33	143.34	137.30

B Amount Recognised in Statement of Profit and Loss

Particulars	Gratuity			Leave Encashment		
	For the Year ended 31 March 2025	For the Year ended 31 March 2024	01.04.2023	For the Year ended 31 March 2025	For the Year ended 31 March 2024	01.04.2023
Current Service Cost	52.44	43.81	42.84	35.34	30.46	35.30
Net Interest Cost/(Income)	23.66	21.97	18.41	10.08	9.82	9.58
Actuarial (Gain)/ Loss on Obligation	-	-	-	-	(26.80)	(35.00)
Expenses Recognised in the Statement of Profit & Loss	76.10	65.78	61.25	32.77	13.48	9.88

C Amount Recognised in Other Comprehensive Income account

Particulars	Gratuity			Leave Encashment		
	For the Year ended 31 March 2025	For the Year ended 31 March 2024	01.04.2023	For the Year ended 31 March 2025	For the Year ended 31 March 2024	01.04.2023
Return on plan assets	0.93	0.67	0.25	-	-	-
Actuarial (Gain)/ Loss on Obligation	5.19	24.17	10.82	-	-	-
Component of Defined Benefit Costs recognised in OCI	6.12	24.83	11.07	-	-	-

D Fair Value of Plan Assets

Particulars	Gratuity			Leave Encashment		
	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Fair value of plan assets at the beginning of the period	205.16	194.99	181.62	-	-	-
Expected return on plan assets	14.79	14.16	13.11	-	-	-
Net contribution	-	-	-	-	-	-
Withdrawal	(1.13)	(4.66)	-	-	-	-
Remeasurement Gain / (Loss): Return on Plan Assets	0.93	0.67	0.25	-	-	-
Fair value of plan assets at the end of the period	219.75	205.16	194.99	-	-	-

E Amount recognised in the balance sheet

Particulars	Gratuity			Leave Encashment		
	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Defined benefit obligation at the end of the year	610.11	539.32	499.58	168.33	143.34	137.30
Fair value of plan assets at the end of the year	219.75	205.16	194.99	-	-	-
(Surplus) / Deficit	390.35	334.17	304.59	168.33	143.34	137.30
Current Portion of the above	28.61	25.67	132.97	83.64	74.56	73.46
Non Current Portion of the above	361.74	308.50	171.62	84.69	68.78	63.85

F Actuarial assumptions:

Particulars	Gratuity			Leave Encashment		
	31 March 2025	31st March 2024	1 April 2023	31 March 2025	31st March 2024	1 April 2023
Method Of Valuation :	Projected Unit Credit Method					
Mortality table	IAL 2012-14 Ultimate					
Attrition rate	5% P.a.	5% P.a.	6% P.a.	5% P.a.	5% P.a.	6% P.a.
Imputed rate of Interest (D)	6.89% P.a.	7.23% P.a.	7.35% P.a.	6.89% P.a.	7.23% P.a.	7.35% P.a.
Imputed rate of Interest (IC)	7.23% P.a.	7.35% P.a.	7.22% P.a.	7.23% P.a.	7.35% P.a.	7.22% P.a.
Salary rise	8.5% P.a.	8.5% P.a.	9% P.a.	8.5% P.a.	8.5% P.a.	9% P.a.
Return on Plant Assets	7.23% P.a.	7.35% P.a.	7.22% P.a.	NA	NA	NA
Remaining working life	17.35 Years	17.32 Years	16.53 Years	17.35 Years	17.32 Years	16.53 Years



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For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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Avallment and encashment factor for leave encashment

Leave type category	31 March 2025		31st March 2024		1 April 2023	
	Avallment	Encashment	Avallment	Encashment	Avallment	Encashment
PL	5.102%	5.087%	6.902%	4.232%	8.411%	4.055%
SL	18.437%	0.000%	18.603%	0.000%	24.985%	0.000%
CL	100.000%	0.000%	100.000%	0.000%	100.000%	0.000%

G Sensitivity analysis:

Following table reflects change in liabilities that will result from change in assumptions in respect of Salary Rise, Imputed Rate of Return and Attrition Rates. Deviation in expected mortality is of less significance and thus not included in analysis:

SENSITIVITY CUM SCENARIO TESTING

Basis (%P.A.)	Salary rise (SR)	Imputed rate of return (IROI)	Attrition rates (AR)	Gratuity		Leave Encashment	
				AVGL (Rs)	Difference Over Base	AVLL (Rs)	Difference Over Base
-1.00	-1.00	-1.00	-1.00	61,888,360.00	877,693.00	16,942,563.00	109,365.00
-1.00	-1.00	0.00	-1.00	58,662,589.00	(2,348,078.00)	16,192,602.00	(640,596.00)
-1.00	-1.00	1.00	-1.00	55,857,132.00	(5,153,535.00)	15,544,569.00	(1,288,629.00)
-1.00	-1.00	-1.00	0.00	61,480,672.00	470,005.00	16,844,097.00	10,899.00
-1.00	-1.00	0.00	0.00	58,514,855.00	(2,495,812.00)	16,159,386.00	(673,812.00)
-1.00	-1.00	1.00	0.00	55,917,841.00	(5,092,826.00)	15,563,564.00	(1,269,634.00)
-1.00	-1.00	-1.00	1.00	61,123,383.00	112,716.00	16,758,434.00	(74,764.00)
-1.00	-1.00	0.00	1.00	58,383,847.00	(2,626,820.00)	16,130,378.00	(702,820.00)
-1.00	-1.00	1.00	1.00	55,969,699.00	(5,040,968.00)	15,580,192.00	(1,253,006.00)
0.00	0.00	-1.00	-1.00	65,005,924.00	3,995,257.00	17,792,582.00	959,384.00
0.00	0.00	0.00	-1.00	61,378,901.00	368,234.00	16,930,620.00	97,422.00
0.00	0.00	1.00	-1.00	58,237,067.00	(2,773,600.00)	16,188,694.00	(644,504.00)
0.00	0.00	-1.00	0.00	64,323,520.00	3,312,853.00	17,614,660.00	781,462.00
0.00	0.00	0.00	0.00	61,010,667.00	-	16,833,198.00	-
0.00	0.00	1.00	0.00	58,120,851.00	(2,889,816.00)	16,155,792.00	(677,406.00)
0.00	0.00	-1.00	1.00	63,729,727.00	2,719,060.00	17,460,538.00	627,340.00
0.00	0.00	0.00	1.00	60,688,325.00	(322,342.00)	16,748,491.00	(84,707.00)
0.00	0.00	1.00	1.00	58,017,859.00	(2,992,808.00)	16,127,087.00	(706,111.00)
1.00	1.00	-1.00	-1.00	68,232,352.00	7,221,685.00	18,763,732.00	1,930,534.00
1.00	1.00	0.00	-1.00	64,181,763.00	3,171,096.00	17,770,468.00	937,270.00
1.00	1.00	1.00	-1.00	60,685,968.00	(324,699.00)	16,918,872.00	85,674.00
1.00	1.00	-1.00	0.00	67,255,145.00	6,244,478.00	18,488,892.00	1,655,694.00
1.00	1.00	0.00	0.00	63,577,743.00	2,567,076.00	17,594,670.00	761,472.00
1.00	1.00	1.00	0.00	60,381,215.00	(629,452.00)	16,822,542.00	(10,656.00)
1.00	1.00	-1.00	1.00	66,409,026.00	5,398,359.00	18,251,786.00	1,418,588.00
1.00	1.00	0.00	1.00	63,051,970.00	2,041,303.00	17,442,387.00	609,189.00
1.00	1.00	1.00	1.00	60,114,092.00	(896,575.00)	16,738,728.00	(94,470.00)

ii Risk Exposure:

Actuarial Valuations are based on assumptions which are dynamic in nature and vary over time. As such entity is exposed to various risks as follows:

- i. Salary Increases - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- ii. Imputed Rate of Return (IROR) - Reduction in IROR in subsequent valuations can increase the plan's liability.
- iii. Withdrawals - Actual withdrawals proving higher or lower than that assumed and change of withdrawal rates at subsequent valuations can impact Plan's liability.
- iv. Mortality - Actual deaths proving lower or higher than assumed in the valuation can impact the liabilities.
- v. Investment Risk - Assets & liabilities can mismatch in Funded plans & actual investment return on assets lower than discount rate assumed at the last valuation date can impact the liability.



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For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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37 Disclosure as required by the Micro, Small and Medium Enterprises Development Act, 2006 are as under:-

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Dues remaining unpaid as at Balance Sheet date:			
a. the principal amount and the interest due thereon, remaining unpaid to any supplier as at the end of each accounting year:			
• Principal amount due to Micro, Small and Medium Enterprises	Nil	Nil	Nil
• Principal amount due to Micro, Small and Medium Enterprises, and interest due on above	Nil	Nil	Nil
b. the amount of 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 during each accounting year:	Nil	Nil	Nil
c. the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil
d. the amount of interest accrued and remaining unpaid at the end of each accounting year:	Nil	Nil	Nil
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil	Nil

38 Contingent Liabilities And Commitments (To The Extent Not Provided For):

Contingent Liabilities	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Outstanding LC	530.15	383.34	51.35
Outstanding Bank Guarantees	7,127.90	6,935.56	5,408.19

Apart from above, the company has a contingent liability of Rs 2,27,09,525 (Rs 227.10 lacs) on account of custom duty foregone on import of raw materials to be used in manufacturing of products to be exported as per the conditions of Advance Licence issued to the company by DGFT.

II Pending Major Litigations for the FY 2024-25, FY 2023-24 & as at 01.04.2023

Case Title	Forum	Nature of Litigation	Remarks
Forech India Ltd Vs. Monarch International & Others	District Court, Saket New Delhi	Suit for Recovery	The Company filed the complaint and suit against Mr. Ashok Sawhney & others for committing fraud of Rs. 99.56 Lacs upon the Company.
State Vs. Ashok Sawhney & Others	District Court Saket, New Delhi	FIR under Section 403, 406, 420	
Forech India Ltd Vs. BIP Infrastructure Pvt. Ltd.	Delhi High Court	Appeal against the Order Passed by District Court in suit filed for Recovery	The Company has filed an appeal against the Order passed by District Court in suit for recovery of an amount of Rs. 10.65 Lacs
M/s. Forech India Limited Vs JSW Jalgarh Port Limited	Mumbai High Court	Order passed by Arbitral Tribunal is being Challenged by Our Company.	The Arbitral Tribunal has awarded payment of Rs. 222 Crores by our Company.

III

Commitments Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for	109.04	662.60	194.69

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39 Disclosure as per IND AS 116 Leases
The Company elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option ('short-term leases') and lease contracts for which the underlying asset is of low value ('low-value assets'). The company has various cancelable operating leases for officers that are renewable on annual basis and cancelable at the mutual consent of the lessee and lessor. Company has paid rent for FY 2024-25 Rs. 47.99 Lakhs (FY 2023-24 Rs. 46.05 Lakhs) which is classified as short term lease.

40 Corporate Social Responsibility (CSR) Expenses

Particulars	For the Year ended 31 March 2025	For the Year ended 31 March 2024
Amount required to be spent by the company during the year	139.48	105.93
Amount of expenditure incurred for Current Year	0.71	2.75
Carry Forward shortfall at the end of the year -[A]	138.77	103.18
Brought Forward Previous Years' Shortfall (FY 21-22)	0.00	7.07
Amount of expenditure incurred for Previous Years' (FY 21-22)	0.00	7.07
Brought Forward Previous Years' Shortfall (FY 22-23)	60.80	70.32
Amount of expenditure incurred for Previous Years' (FY 22-23)	7.88	9.52
Brought Forward Previous Years' Shortfall (FY 23-24)	103.18	NA
Amount of expenditure incurred for Previous Years' (FY 23-24)	0.00	NA
Carry Forward of previous years shortfall -[B]	156.10	60.80
Shortfall at the end of the year (A + B)	294.87	163.98

* The shortfall in previous FY 22-23 and FY 23-24 is due to the amount planned to be spent for the ongoing project of developing a vocational training centre for promoting education, including special education and employment enhancing through its registered trust, namely, Forech Foundation to undertake CSR activities.

* Nature of CSR Activities - The company has incurred its previous years ongoing project CSR expenditure on planning of saplings as per MOU executed with SIPCOT (Tamil Nadu Government). The company has also spent a part of its current year (FY 24-25) CSR obligation during the year on donations to Vanavasi Raksha Parivar Foundation and Help Bright Foundation for education of under privileged children.

* Details of Related party transactions (contribution to a trust controlled by the company in relation to the CSR exp as per relevant AS) - Rs 0.21 lacs

* Ongoing projects (amount if to special account within 30 days of close of FY) - An aggregate amount of 138.77 lakhs transferred to a special CSR Account on 17 April 2025 and 29 April 2025 for the ongoing project of developing a vocational training centre for promoting education, including special education and employment enhancing through its registered trust, namely, Forech Foundation to undertake CSR activities.

* Other than ongoing projects, the amount transfer to special Fund as per Schedule VII within 6 months of close of FY - Nil.

41 In the opinion of the Management, the Current Assets, Loans and Advances have realizable value, which is at least equal to the amount at which they are stated.

42 Disclosure pursuant to Indian Accounting Standard (Ind AS) 108 "Operating Segment".

Operating segments are identified as those components of the Company (a) that engage in business activities to earn revenues and incur expenses (including transactions with any of the Company's other components); (b) whose operating results are regularly reviewed by the Chief Operating Decision Maker (CODM) to make decisions about resource allocation and performance assessment and (c) for which discrete financial information is available.

Primary Segment

The Company is primarily engaged in the business of rubber products, which is governed by the same set of risk and return and hence, it is not required to furnish segment wise reporting for Business Segment. Hence, the Geographical Segment has been presumed to be Primary Segment. The analysis of geographical segment is based on the underlying currency risks.

Particulars	For the Year ended 31 March 2025		For the Year ended 31 March 2024	
	Domestic	International	Domestic	International
Segment Revenue	51,166.69	19,741.49	70,908.18	17,594.13
Revenue from Operations	-	-	1,053.62	854.06
Unallocated- Interest and Other Income	-	-	-	-
Total	51,166.69	19,741.49	71,961.80	17,594.13
Segment Result	7,366.98	3,887.16	10,754.14	2,573.83
Profit before interest, depreciation, provision and taxes	7,366.98	3,887.16	10,754.14	2,573.83
Unallocated amount	-	-	1,053.62	854.06
Less: Unallocated expenses	-	-	-	-
CSR expense	-	-	8.59	19.35
Depreciation & amortisation	-	-	1,269.84	1,163.05
Bank charges	-	-	119.13	119.02
Interest expenses	-	-	575.48	575.83
Profit before tax	9,834.73	3,887.16	11,807.76	2,573.83
Tax expenses	2,479.48	-	6,930.77	-
Profit After Tax	7,355.25	3,887.16	4,876.99	2,573.83
				10,358.67

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
	A. Segment Assets		
Manufacturing business	52,941.62	45,198.42	36,749.90
Total	52,941.62	45,198.42	36,749.90
B. Segment Liabilities			

For FORECH ANDIA PRIVATE LIMITED

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Manufacturing business	14,398.73	14,441.34	12,563.83
Total	14,398.73	14,441.34	12,563.83

The Company has common fixed assets for producing goods for domestic and International market, hence separate figures can not be furnished.

43 A. Disclosure pertaining to Ind AS 115 "Revenue from Contracts with Customers"

A Disaggregation of Revenue
Set out below is the disaggregation of the company's revenue from contracts with customers into operating segment and type of product or services

Type of Product or Services	For the year ended 31.03.2025			Total as per Statement of Profit and Loss
	Revenue as per Ind AS 115			
	Domestic	Foreign	Total	
Sale of Manufactured and Traded Goods	50,566.63	19,741.49	70,308.12	70,308.12
Sale of services- job charges and allied services	39.37	-	39.37	39.37
Total	50,606.00	19,741.49	70,347.49	70,347.49

The revenue of Rs 70347.49 Lakhs is recognised at point in time.

Type of Product or Services	For the year ended 31.03.2024			Total as per Statement of Profit and Loss
	Revenue as per Ind AS 115			
	Domestic	Foreign	Total	
Sale of Manufactured and Traded Goods	54,415.09	17,594.13	72,009.22	72,009.22
Sale of services- job charges and allied services	50.16	-	50.16	50.16
Total	54,465.25	17,594.13	72,059.38	72,059.38

The revenue of Rs. 72059.38 Lakhs is recognised at point in time.

B Contract balances:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Trade Receivables	20,571.51	20,488.66	13,719.02
Contract Assets	-	-	-
Contract Liabilities	765.98	647.57	200.58

I A contract asset is the right to consideration in exchange for services transferred to the customer. If the company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

II. Movement in contract balances during the period

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Contract asset at the beginning of the year	-	-	-
Contract asset at the end of the year	-	-	-
Net (Increase)/decrease	-	-	-

II. A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the company performs under the contract.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Contract liabilities at the beginning of the year	647.57	200.58	289.19
Contract liabilities at the end of this year	765.98	647.57	200.58
Net (Increase)/decrease	(118.41)	(446.99)	88.60

There has been net increase of Rs. 118.41 lakhs as compared to Previous year. The increase is primarily attributed to receipt of advances from clients.

C Set out below is the amount of revenue recognised from:

Particulars	For the Year ended 31 March 2025	For the Year ended 31 March 2024
Amount Included in contract liabilities at the beginning of the period	647.57	200.58
Performance obligation satisfied in previous period	-	-

D Cost to obtain the contract

The Company has not incurred any incremental costs of obtaining contracts with a customer and therefore, not recognised an asset for such costs.

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44 FINANCIAL INSTRUMENTS

I. Capital Management Policy: -

a) The Company's capital management objectives are: -
- to ensure the Company's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

b) For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents (including other bank balances).

Particulars	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Gross Debt	6,530.68	4,562.13	5,753.56
Less: cash and cash equivalents	3,775.73	946.92	1,941.44
Net debt	2,754.95	3,615.21	3,812.11
Equity	975.00	975.00	975.00
Other equity	37,567.89	29,782.08	23,211.06
Total equity	38,542.89	30,757.08	24,186.06
Equity and net debt	41,297.84	34,372.29	27,998.17
Gearing ratio (%)	7.15%	11.75%	15.76%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

II. A. Fair Values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

B. Financial instruments by category

Particulars	As at 31st March 2025			
	At Cost	FVTPL	FVOCI	Amortised cost
Financial assets				
Investment	22.89	-	9,420.81	-
Loans	-	-	-	22.56
Trade receivables	-	-	-	20,571.51
Cash and Cash Equivalents	-	-	-	3,775.73
Bank balances other than cash and cash equivalent	-	-	-	409.56
Other financial assets	-	-	-	1,262.33
Total	22.89	-	9,420.81	26,041.69
Financial liabilities				
Borrowings	-	-	-	6,530.68
Trade payables	-	-	-	5,963.48
Other financial liabilities	-	-	-	518.03
Total	-	-	-	13,012.19

Particulars	As at 31st March 2024			
	At Cost	FVTPL	FVOCI	Amortised cost
Financial assets				
Investments	22.90	-	5,123.75	-
Loans	-	-	-	19.92
Trade receivables	-	-	-	20,488.66
Cash and Cash Equivalents	-	-	-	946.92
Bank balances other than cash and cash equivalent	-	-	-	757.55
Other financial assets	-	-	-	957.42
Total	22.90	-	5,123.75	23,170.48
Financial liabilities				
Borrowings	-	-	-	4,562.13
Trade payables	-	-	-	8,007.50
Other financial liabilities	-	-	-	634.81
Total	-	-	-	13,204.44



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Particulars	As at 1st April 2023			
	At Cost	FVTPL	FVOCI	Amortised cost
Financial assets				
Investments	22.90	-	2,268.96	-
Loans	-	-	-	13.92
Trade receivables	-	-	-	13,719.02
Cash and Cash Equivalents	-	-	-	1,941.44
Bank balances other than cash and cash equivalent	-	-	-	687.18
Other financial assets	-	-	-	916.15
Total	22.90	-	2,268.96	17,277.71
Financial liabilities				
Borrowings	-	-	-	5,753.56
Trade payables	-	-	-	5,199.04
Other financial liabilities	-	-	-	685.04
Total	-	-	-	11,637.63

C. Carrying value and Fair value of financial assets and liabilities as at 31st March 2025:-

Particulars	Carrying Value	Fair Value		
		Level-1	Level-2	Level-3
Financial Assets				
Investments	9,420.81	9,420.81	-	-
Loans	22.56	-	-	22.56
Trade receivables	20,571.51	-	-	20,571.51
Cash and Cash Equivalents	3,775.73	-	-	3,775.73
Bank balances other than cash and cash equivalent	409.56	-	-	409.56
Other financial assets	1,262.33	-	-	1,262.33
	35,462.50	9,420.81	-	26,041.69
Financial Liabilities				
Borrowings	6,530.68	-	-	6,530.68
Trade payables	5,963.48	-	-	5,963.48
Other financial liabilities	518.03	-	-	518.03
	13,012.19	-	-	13,012.19

Carrying value and Fair value of financial assets and liabilities as at 31st March 2024:-

Particulars	Carrying Value	Fair Value		
		Level-1	Level-2	Level-3
Financial Assets				
Investments	5,123.75	5,123.75	-	-
Loans	19.92	-	-	19.92
Trade receivables	20,488.66	-	-	20,488.66
Cash and Cash Equivalents	946.92	-	-	946.92
Bank balances other than cash and cash equivalent	757.55	-	-	757.55
Other financial assets	957.42	-	-	957.42
	28,294.23	5,123.75	-	23,170.48
Financial Liabilities				
Borrowings	4,562.13	-	-	4,562.13
Trade payables	8,007.50	-	-	8,007.50
Other financial liabilities	634.81	-	-	634.81
	13,204.44	-	-	13,204.44

Carrying value and Fair value of financial assets and liabilities as at 01st April 2023:-

Particulars	Carrying Value	Fair Value		
		Level-1	Level-2	Level-3
Financial Assets				
Investments	2,268.96	2,268.96	-	-
Loans	13.92	-	-	13.92
Trade receivables	13,719.02	-	-	13,719.02
Cash and Cash Equivalents	1,941.44	-	-	1,941.44
Bank balances other than cash and cash equivalent	687.18	-	-	687.18
Other financial assets	916.15	-	-	916.15
	19,546.67	2,268.96	-	17,277.71
Financial Liabilities				
Borrowings	5,753.56	-	-	5,753.56
Trade payables	5,199.04	-	-	5,199.04
Other financial liabilities	685.04	-	-	685.04
	11,637.63	-	-	11,637.63

The management assessed that cash and bank balance, trade receivables, trade payables and other current financial assets and other current financial liabilities are approximate at their carrying amounts largely due to the short-term maturities of these Instruments.

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45 Financial risk management objectives and policies

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management Framework rests on policies and procedures issued by appropriate authorities; process of regular internal reviews/audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

a. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and price risk. The Company has in place appropriate risk management policies to limit the impact of these risks on its financial performance. The Company ensures optimization of cash through fund planning and robust cash management practices.

(i) Interest rate risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Financial assets and liabilities of the Company are either non-interest bearing or fixed interest bearing instruments, the Company's net exposure to interest risk on such instruments is negligible.

(ii) Price risk

The Company has invested its funds in equity instruments of the Publicly traded companies, Mutual funds and closely held companies. The Company does not have exposed to price risk in case of investment in listed companies.

(iii) Foreign currency risk

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly. 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 Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

Details On Derivatives Instruments And Unhedged Foreign Currency Exposures

(i) Derivative outstanding as at the reporting date

Particulars	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Forward contract	Nil	Nil	Nil

(ii) The particulars of unhedged foreign currency exposures as at the reporting date:

Particulars	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Financial Assets			
Trade Receivables (Figures in lacs)			
- USD	76.08	46.00	46.16
- EURO	10.54	22.12	4.39
- AUD	0.66	0.62	-
- CAN	-	1.27	0.77
- GBP	-	1.44	1.00
- AED	1.20	10.61	-
Financial Liabilities			
Trade Payables (Figures in lacs)			
- USD	4.90	5.23	2.60
- EURO	0.02	-	-
- AED	-	-	0.43

b. Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

i. Financial assets for which loss allowance is measured using life time expected credit losses

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

ii. Financial assets for which loss allowance is measured using 12 month expected credit losses

All of the Company investments and loans at amortised cost are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12 months expected losses. Management considers instruments to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term at its own.

(i) Trade receivables

Customer credit risk is managed on the basis of established policies of company, procedures and controls relating to customer credit risk management. Outstanding customer receivables are regularly monitored. The Company does not hold collateral as security.



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The Company's maximum exposure to credit risk as at 31 March 2025, 31 March 2024 and 1 April 2023 is the carrying value of each class of financial assets.

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(a) Ageing analysis of the age of trade receivable amounts that are not due as at the end of reporting year:

Particulars	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Within credit days	12,152.86	15,797.68	10,757.60
	12,152.86	15,797.68	10,757.60

(b) Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired:

Particulars	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023
Trade receivables:			
Less than 6 months	5,215.64	3,484.82	1,475.26
6months - 1 years	2,547.07	770.29	743.13
1 - 2 years	670.48	317.71	340.66
2 - 3 years	235.81	149.39	299.74
> 3 years	138.24	-	102.64
Total	8,807.24	4,722.20	2,961.42
Allowance for credit impairment/Allowance for expected credit loss	388.59	31.22	-

c. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Liquidity position of the Company is reviewed on a regular basis by the Board of Directors and appropriate decisions are taken according to the situation.

The table below provides details regarding the significant financial liabilities as at 31st March 2025, 31st March 2024 & 01st April 2023

As at 31st March 2025	0-1 Years	1-2 Years	More than 2 years	Total
Borrowings	5,987.13	-	543.55	6,530.68
Trade payables	5,937.81	24.78	0.89	5,963.48
Other financial liabilities	518.03	-	-	518.03
Total	12,442.96	24.78	544.44	13,012.19

As at 31st March 2024	0-1 Years	1-2 Years	More than 2 years	Total
Borrowings	4,022.34	-	539.79	4,562.13
Trade payables	8,001.88	5.63	-	8,007.50
Other financial liabilities	634.81	-	-	634.81
Total	12,659.03	5.63	539.79	13,204.44

As at 1st April 2023	0-1 Years	1-2 Years	More than 2 years	Total
Borrowings	5,236.08	-	517.48	5,753.56
Trade payables	5,184.16	14.88	-	5,199.04
Other financial liabilities	685.04	-	-	685.04
Total	11,105.28	14.88	517.48	11,637.63



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46 Disclosure pursuant to Ind AS 101 "First time adoption of Indian Accounting Standards"

First Time adoption of Ind AS

The Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 which came into effect from April 1, 2016. The Company has adopted Ind AS w.e.f April 1, 2023 with a transition date of April 1, 2023. Accordingly, financial statements for the year ended March 31, 2025 together with the comparative information for the year ended 31 March 2024 and opening Ind AS balance sheet as at 1 April 2023 have been prepared in accordance with accounting policies as set out in Note 2 - "Material accounting policies".

The Company has prepared its opening Ind AS balance sheet as at 1 April 2023 by recognising assets and liabilities whose recognition is required by Ind AS, derecognising assets and liabilities which are not permitted by Ind AS, reclassifying assets and liabilities as required by Ind AS, and applying Ind AS measurement principles, subject to certain optional exemptions and mandatory exceptions. The resulting difference between the carrying values of the assets and liabilities as at the transition date under Ind AS and Previous GAAP have been adjusted directly against "Other Equity".

The effect of the transition to Ind AS on Company's financial position, financial performance and cash flows is set out below.

Optional exemptions and mandatory exceptions

The Company has availed the following optional exemptions and mandatory exceptions on first time adoption of Ind AS as per Ind AS 101.

Optional exemptions

(I) **Deemed cost for property, plant and equipment (PPE), Intangible Assets (IA) and Capital Work in Progress (CWIP)**
The Company has elected to continue with the carrying value of all of its plant and equipment and intangible assets as recognised as of April 01, 2023 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date as per para D7AA of Ind AS 101.

(II) **Leases**
The Company has opted to determine, whether a contract or arrangement existing at the date of transition contains a lease on the basis of facts and circumstances of each cases existing at the date of transition rather than at the inception of the arrangement.

Mandatory exceptions

(III) **Classification and measurement of financial assets**
The company has assess and determined The Classification and measurement of financial assets on The basis of The facts and circumstances existing at The DATE of transition.

(IV) **Right of Use Assets**
Under the Previous GAAP, there was no concept of right of use assets. In accordance with Ind AS 116, Company has to recognise right of use assets based on the contractual arrangements between the lessor and lessee. The Company has taken a Land for 99 year lease, accordingly, it has been classified under the head Right of Use Assets.

(V) **Investments**
Under the previous GAAP, the Company accounted for long-term investments at cost, less provisions for other-than-temporary diminution in value, and current investments at the lower of cost or market value. Under Ind AS, the Company has designated these investments as financial assets, which are measured at fair value through profit and loss, fair value through other comprehensive income, or at amortized cost.

(a) Investment in company & Others

The Company has elected to measure its Unquoted Investment in company and others at cost.

(b) Investment in Investments in Mutual Funds (Quoted)

As per Ind AS 109, these investments are required to be stated at fair value. The difference between the fair value and the book value as of April 1, 2023, has been recognized through retained earnings. Subsequent to the date of transition to Ind AS, fair value gain or loss has been recognized to Other Comprehensive Income.

(c) Investment in equity Instruments (Quoted)

As per Ind AS 109, these investments are required to be stated at fair value. The difference between the fair value and the book value as of April 1, 2023, has been recognized through retained earnings. Subsequent to the date of transition to Ind AS, fair value gain or loss has been recognized to Other Comprehensive Income.

(VI) **Defined Benefit liabilities**
Both under Indian GAAP and Ind AS, the Company recognized costs related to post employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire costs, including actuarial gains and losses, are charged to Statement of Profit and Loss. Under Ind AS, remeasurements (comprising of actuarial gains or losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability) are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income.

(VII) **Other Comprehensive Income**
Under Indian GAAP, the company has not presented Other Comprehensive Income (OCI) separately. Hence it has reconciled Indian GAAP profit or loss to profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

(VIII) **Expected Credit Loss**
As per the requirements of Ind AS 109, the company has adopted simplified approach for provisioning of Trade Receivables. This expected credit losses provisioning is based on provision matrix as calculated from historical default rates which has been adjusted for future forecast.



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The following reconciliations provides the effect of transition to Ind AS from Indian GAAP in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards:-

A. Reconciliation of opening balance sheet at the date of transition 01.04.2023

	Particulars	Refer above Note No.	Previous GAAP	Ind AS adjustments	Ind AS
I.	ASSETS				
(A)	Non-current assets				
	(a) Property, Plant and Equipment	(I)	7,257.81	(76.04)	7,181.77
	(b) Right of Use Assets	(IV)	-	64.14	64.14
	(c) Intangible Asset		5.49	-	5.49
	(d) Capital Work In Progress		254.45	-	254.45
	(e) Financial assets				
	(i) Investments	(V)	2,225.02	66.83	2,291.86
	(ii) Loans		-	-	-
	(iii) Others		852.96	-	852.96
	(f) Deferred tax assets (net)		13.59	(9.56)	4.03
	(g) Other non-current assets		194.69	-	194.69
	Total Non-Current Assets (A)		10,804.02	45.37	10,849.39
(B)	Current assets				
	(a) Inventories		7,822.85	-	7,822.85
	(b) Financial assets				
	(i) Investments	(VIII)	-	-	-
	(ii) Trade receivables		13,719.02	-	13,719.02
	(iii) Cash and cash equivalents		1,941.44	-	1,941.44
	(iv) Bank balances other than (iii) above		687.18	-	687.18
	(v) Loans		13.92	-	13.92
	(vi) Others		63.19	-	63.19
	(c) Current Tax assets (Net)		-	-	-
	(d) Other current assets		1,652.89	-	1,652.89
	Total Current Assets (B)		25,900.49	-	25,900.49
	Total Assets (A+B)		36,704.51	45.37	36,749.89
II.	EQUITY AND LIABILITIES				
(A)	Equity				
	(a) Equity Share capital		975.00	-	975.00
	(b) Other equity		23,165.69	45.37	23,211.06
	Total Equity (A)		24,140.69	45.37	24,186.06
(B)	Liabilities				
	Non-current liabilities				
	(a) Financial liabilities				
	(i) Borrowings		517.48	-	517.48
	(ii) Other Financial Liabilities		-	-	-
	(b) Provisions		235.46	-	235.46
	(c) Deferred Tax Liabilities (net)		-	-	-
	(d) Other non-current liabilities		-	-	-
	Total Non-Current Liabilities (B)		752.94	-	752.94
(C)	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings		5,236.08	-	5,236.08
	(ia) Lease Liabilities		-	-	-
	(ii) Trade payables				
	a) Total outstanding dues of small enterprises and micro enterprises		143.58	-	143.58
	b) Total outstanding dues of creditors others than small enterprises and micro enterprises		5,055.45	-	5,055.45
	(iii) Other Financial Liabilities		685.04	-	685.04
	(b) Other current liabilities		200.58	-	200.58
	(c) Provisions		206.43	-	206.43
	(d) Current Tax Liabilities (Net)		283.73	-	283.73
	Total Current Liabilities (C)		11,810.90	-	11,810.90
	Total Equity and Liabilities (A+B+C)		36,704.52	45.37	36,749.90



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B. Reconciliation of Balance Sheet AS AT 31 MARCH, 2024

	Particulars	Refer above Note No.	Previous GAAP	Ind AS adjustments	Ind AS
I.	ASSETS				
(A)	Non-current assets				
	(a) Property, Plant and Equipment	(I)	7,989.33	(76.04)	7,913.29
	(b) Right of Use Assets	(IV)	-	63.37	63.37
	(c) Intangible Asset		5.49	-	5.49
	(d) Capital Work In Progress		-	-	-
	(e) Financial assets				
	(i) Investments	(V)	4,825.02	321.63	5,146.65
	(ii) Loans		-	-	-
	(iii) Others		941.87	-	941.87
	(f) Deferred tax assets (net)		39.50	(45.99)	(6.47)
	(g) Other non-current assets		662.60	-	662.60
	Total Non-Current Assets (A)		14,463.81	262.96	14,726.79
(B)	Current assets				
	(a) Inventories		5,756.72	-	5,756.72
	(b) Financial assets				
	(i) Investments	(VIII)	-	-	-
	(ii) Trade receivables		20,488.66	-	20,488.66
	(iii) Cash and cash equivalents		946.92	-	946.92
	(iv) Bank balances other than (iii) above		757.55	-	757.55
	(v) Loans		19.92	-	19.92
	(vi) Others		15.56	-	15.56
	(c) Current Tax assets (Net)		-	-	-
	(d) Other current assets		2,479.82	-	2,479.82
	Total Current Assets (B)		30,465.15	-	30,465.15
	Total Assets (A+B)		44,928.96	262.96	45,191.94
II.	EQUITY AND LIABILITIES				
(A)	Equity				
	(a) Equity Share capital		975.00	-	975.00
	(b) Other equity		29,519.10	262.96	29,782.08
	Total Equity (A)		30,494.10	262.96	30,757.08
(B)	Liabilities				
	Non-current liabilities				
	(a) Financial liabilities				
	(i) Borrowings		539.79	-	539.79
	(ii) Other Financial Liabilities		-	-	-
	(b) Provisions		377.28	-	377.28
	(c) Deferred Tax Liabilities (net)		-	-	-
	(d) Other non-current Liabilities		-	-	-
	Total Non-Current Liabilities (B)		917.07	-	917.07
(C)	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings		4,022.34	-	4,022.34
	(ii) Lease Liabilities		-	-	-
	(iii) Trade payables		-	-	-
	a) Total outstanding dues of small enterprises and micro enterprises		580.31	-	580.31
	b) Total outstanding dues of creditors others than small enterprises and micro enterprises		7,427.19	-	7,427.19
	(iii) Other Financial Liabilities		634.81	-	634.81
	(b) Other current liabilities		647.57	-	647.57
	(c) Provisions		100.22	-	100.22
	(d) Current Tax Liabilities (Net)		105.35	-	105.35
	Total Current Liabilities (C)		13,517.80	-	13,517.80
	Total Equity and Liabilities (A+B+C)		44,928.97	262.96	45,191.95



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For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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C. Reconciliation of Statement of Profit and Loss for the period ended 31.03.2024

	Particulars	Refer above Note No.	Previous GAAP	Ind AS adjustments	Ind AS
I.	Revenue from operations		72,552.60	-	72,552.60
II.	Other income		854.06	-	854.06
III.	Total Income (I+II)		73,406.67	-	73,406.67
IV.	Expenses:				
	Cost of Material Consumed		44,066.64	-	44,066.64
	Purchase of Stock-in-Trade		1,010.83	-	1,010.83
	Changes in inventories of stock-in-trade		1,262.86	-	1,262.86
	Employee benefits expense	(VI)	4,098.25	24.83	4,123.09
	Finance costs		694.85	-	694.85
	Depreciation and amortization expense	(IV)	1,162.28	0.77	1,163.05
	Other expenses		12,603.92	-	12,603.92
	Total expenses (IV)		64,899.64	25.60	64,925.25
V.	Profit before tax (III-IV)		8,507.02	(25.60)	8,481.42
VI.	Tax expense :				
	Current tax		2,180.00	-	2,180.00
	Deferred tax		(25.90)	(6.28)	(32.18)
	Income tax relating to earlier years		(0.48)	-	(0.48)
			2,153.62	(6.28)	2,147.34
VII.	Profit for the year (V-VI)		6,353.40	(19.32)	6,334.08
VIII.	Other comprehensive income(OCI)				
	Items that will not be reclassified subsequently to profit or loss				
	Remeasurement of defined employee benefit plans	(IV)	-	24.83	24.83
	Net change in fair values of investments in equity shares carried at fair value through OCI	(V)	-	254.79	254.79
	(ii) Income tax on items that will not be reclassified subsequently to profit or loss		-	(42.69)	(42.69)
	B (i) Items that will be reclassified to Profit or Loss.				
	(ii) Income Tax Relating to Items that will be reclassified to Profit or Loss.		-	-	-
	Total other comprehensive Income/(Losses)		-	236.94	236.94
IX.	Total comprehensive income for the year		6,353.40	217.62	6,571.02

D. Reconciliation of Equity:

Particulars	As at 31st March 2024	As at 1st April 2023
Equity as per Indian GAAP (A)	30,494.10	24,140.69
Adjustments on account of:		
Adjustments made as on 01.04.2023	45.37	-
Fair Value of Mutual funds through OCI	243.98	40.07
Remeasurement of Defined Benefits	-	-
Depreciation and amortization expense	-	-
Fair Value of Quoted equity instruments through OCI	10.81	26.77
Deferred Tax adjustments on OCI (Net)	(36.44)	(9.56)
Provision for Expected Credit Loss	-	-
Deferred Tax adjustments (Net)	-	-
Amortization of Right of Use Assets	(0.77)	(11.91)
Total Ind AS Adjustments (B)	262.96	45.37
Equity as per Ind AS (A+B)	30,757.06	24,186.06



For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

- 47 **The MCA vide notification dated 24th March 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosures which are applicable from 1st April 2021. The Company has incorporated the changes as per the said amendment in the financial statements and below disclosures are made in compliance of the said amendment :**
- 1 All the title deeds of Immovable Property are in the name of the company and mortgage against Secured loan borrowed from the banks.
 - 2 The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year ended March 31, 2025, March 31 2024 & April 01 2023.
 - 3 There are no proceedings being 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.
 - 4 The Company has not been declared as wilful defaulter by any bank or financial institution or other lender in the FY 2024-25, FY 2023-24 and as on 01.04.2023.
 - 5 The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year ending 31st March 2025, 31st March 2024 and 01st April 2023.
 - 6 The Company does not have any subsidiary during the FY 2024-25, FY 2023-24 and as at 01st April, 2023 therefore the compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable on the company.
 - 7 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
 - 8 The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) 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
 - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - 9 The Company has not granted any loans and advances in the nature of loans to promoters, directors, KMP and other related parties in the financial year ending 31st March 2025, 31st March 2024 and 01.04.2023.
 - 10 The Company has not engaged in any transaction involving Crypto Currency or Virtual Currency as on March 31, 2025, March 31 2024 & 01.04.2023.
 - 11 There are no charges or satisfaction which are yet to be registered with the registrar of companies beyond the statutory period in the financial year ending 31st March 2024 and 01st April 2023.
 - 12 The differences along with reasons in stock statements submitted by the company to the bank against the cash credit facility availed with the balances in books are given below-

Sundry Creditors	FY 2024-25			FY 2023-24		
	As Per Books	As per Statement	Difference	As Per Books	As per Statement	Difference
Date						
April	2774.56	5110.06	2335.50	2562.89	1345.91	-1216.98
May	2811.57	4721.43	1909.86	3234.02	1976.73	-1257.29
June	4244.79	3944.45	-300.34	5176.42	2842.10	-2334.32
July	4308.66	3861.54	-447.12	6094.25	3371.77	-2722.48
August	5222.08	3778.93	-1443.15	5851.17	2425.41	-3425.76
September	5948.69	4017.79	-1930.90	5719.27	2034.97	-3684.30
October	5344.81	3664.30	-1680.51	4416.14	1149.97	-3266.17

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For FORECH INDIA PRIVATE LIMITED

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MANAGING DIRECTOR



November	5976.40	3977.12	-1999.28	4525.80	1310.78	-3215.02
December	5829.38	4077.65	-1751.73	4250.32	940.26	-3310.06
January	6391.71	4401.41	-1990.30	4146.72	1619.23	-2527.49
February	6192.70	3870.91	-2321.79	4927.98	1899.03	-3028.95
March	3719.34	3801.64	82.30	4870.00	1513.24	-3356.76

Reasons for difference - In the stock statements submitted to bank, the sundry creditors of only raw materials are submitted and those relating to others are not submitted. Further, there are some differences due to creditors related to goods in transit and other reconciliation item in vendor general ledgers.

Sundry Debtors	FY 2024-25			FY 2023-24		
	As Per Books	As per Statement	Difference	As Per Books	As per Statement	Difference
April	19342.95	22198.73	2855.78	12659.20	12803.65	144.45
May	19850.51	23007.49	3156.98	13240.65	12938.11	-302.54
June	19687.51	20934.09	1246.58	16304.94	16008.37	-296.57
July	18937.07	20823.70	1886.63	14683.76	14248.30	-435.46
August	19551.00	20229.94	678.94	13745.17	12994.56	-750.61
September	21331.77	22580.72	1248.95	14288.32	13330.62	-957.70
October	17930.45	19522.41	1591.96	15409.30	14578.03	-831.27
November	17176.17	18391.20	1215.03	15587.35	14803.69	-783.66
December	19233.18	20884.96	1651.78	15106.70	14518.62	-588.08
January	18711.27	20683.43	1972.16	16341.05	15777.87	-563.18
February	20209.65	22157.07	1947.42	17858.49	17050.84	-807.65
March	20194.11	21014.63	820.52	19872.31	19412.73	-459.58

Reasons for difference - In the stock statements submitted to bank, related party transactions were not considered and balance reconciliation issues existed on the date of submission

Inventories	FY 2024-25	FY 2023-24
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For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR

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Date	As per Books	As per Statement	Difference	As per Books	As per Statement	Difference
April	4226.55	4226.55	-	6360.56	6360.56	-
May	4802.67	4802.67	-	6540.22	6540.22	-
June	5171.65	5171.65	-	6527.66	6527.66	-
July	6507.55	6507.55	-	7571.85	7571.85	-
August	6699.90	6699.90	-	8531.32	8531.32	-
September	6221.93	6221.93	-	8979.76	8979.76	-
October	6458.11	6458.11	-	7906.56	7906.56	-
November	7167.13	7167.13	-	8608.35	8608.35	-
December	6444.72	6444.72	-	7790.3	7790.3	-
January	6104.15	6104.15	-	7384.17	7384.17	-
February	5522.02	5522.02	-	4107.13	4107.13	-
March	4862.00	4862.00	-	2046.83	2046.83	-

Reasons for difference - In the stock statements submitted to bank, stock relating to consumable items and goods in transit is not considered

13 The Company has not entered in any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the FY 2024-25, FY 2023-24 and as at 01st April 2023 in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).

14 Detailed Ratio analysis given below: -

S.No	Particulars	Numerator	Denominator	March 31st, 2025	March 31st, 2024	% change	Reason for change more than 25%
a)	Current ratio	Current Assets	Current Liabilities	2.46	2.25	9.19%	
b)	Debt-equity ratio	Total Debt	Shareholder's Equity	0.17	0.15	14.23%	
c)	Debt service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	1.30	1.57	-17.70%	
d)	Return on equity ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	0.05	0.06	-7.93%	
e)	Inventory turnover ratio	Cost of goods sold	Average Inventory	8.72	8.46	3.11%	
f)	Trade receivables turnover ratio	Net credit sales - Gross credit sales - sales return	Average Trade Receivable	0.86	1.06	-18.58%	
g)	Trade payable turnover ratio	Net credit purchases - Gross credit purchases - purchase return	Average Trade Payables	1.61	1.63	-1.66%	

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For FORECH INDIA PRIVATE LIMITED

MANAGING DIRECTOR



h)	Net capital turnover ratio	Net Sales = Total sales- sales return	Working capital = Current assets - Current liabilities	3.62	4.28	-15.44%
i)	Net profit ratio	Net Profit	Net Sales = Total sales- sales return	0.10	0.09	18.81%
j)	Return on capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.23	0.26	-9.79%
k)	Return on investment	Income generated from Investments (Finance Income)	Investment	NOT APPLICABLE	NOT APPLICABLE	NA

48 Previous year figures has been rearranged, reclassified and regrouped to make them confirmatory with current year reported figures.

For Shanti Prashad & Company
Chartered Accountants
Firm Reg. No. 019923N

ASD
Ashish Kumar Aggarwal
Partner
Membership No. 522443
Place: New Delhi
Date: 04.08.2025



On behalf of the Board of Directors of Forech India Pvt Limited

Ravi Khanna
Ravi Khanna
Managing Director
DIN: 00165154

Krishan Aggarwal
Krishan Aggarwal
Whole Time Director
DIN: 00020206

Kishore Kumar Verma
Kishore Kumar Verma
Company Secretary
Membership No. 21281

For FORECH INDIA PRIVATE LIMITED

W
MANAGING DIRECTOR

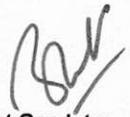
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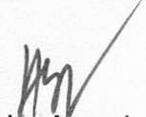
Particulars	Note No.	As at 31st August, 2025
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	2	50,000.00
(b) Reserves and Surplus	3	-18,549.30
(2) Non-Current Liabilities		
(a) Long-Term Borrowings		-
(b) Deferred Tax Liabilities (Net)		-
(c) Other Long Term Liabilities		-
(d) Long-Term Provisions		-
(3) Current Liabilities		
(a) Short-Term Borrowings		-
(b) Trade Payables		-
(c) Other Current Liabilities		-
(d) Short-Term Provisions		-
TOTAL		31,450.70
II. ASSETS		
(1) Non-Current Assets		
(a) Property, Plant and Equipment		
(i) Tangible Assets		-
(ii) Intangible Assets		-
(b) Non-Current Investments		-
(c) Long-Term Loans and Advances		-
(d) Other Non-Current Assets		-
(2) Current Assets		
(a) Current Investments		-
(b) Inventories		-
(c) Trade Receivables		-
(d) Cash and Cash Equivalents	4	31,450.70
(e) Short-Term Loans and Advances		-
(f) Other Current Assets		-
TOTAL		31,450.70

Summary of significant accounting 1
The accompanying notes are an integral part of the financial statements

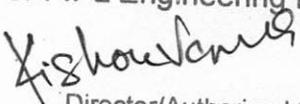
For and on behalf of the Board

Date - 01.09.2025
Place - Sonapat


Bharat Gandotra
Director
DIN 00165267


Krishan Agarwal
Director
DIN 00020206

For FIPL Engineering Pvt., Ltd.


Kishore Kumar
Director/Authorised Signatory

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FIPL ENGINEERING PRIVATE LIMITED**CIN - U22192HR2025PTC134598****Provisional Unaudited****Statement of Profit and Loss for the period ended 31st August, 2025****(IN RS)****264**

Period ended

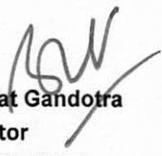
Particulars	Note No.	31st August, 2025
I. Revenue from Operations		-
II. Other Incomes		-
III. Total Income (I + II)		-
IV. Expenses:		
Cost of Materials Consumed		-
Purchases of Traded Goods		-
Changes in Inventories of Finished Goods, stock-in-process and traded goods		-
Employee Benefit Expenses		-
Finance Costs		-
Depreciation and Amortization Expense		-
Other Expenses	5	18,549.30
Total Expenses		18,549.30
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		-18,549.30
VI. Exceptional Items		-
VII. Profit before Extraordinary Items and Tax (V - VI)		-18,549.30
VIII. Extra Ordinary Items		-
IX. Profit before Tax (VII - VIII)		-18,549.30
X. Tax Expense:		
(1) Current tax		-
(2) Deferred Tax		-
(3) Tax Adjustment for earlier years		-
XI. Profit/ (Loss) for the period from Continuing Operations (IX - X)		-18,549.30
XII. Profit/(Loss) for the period		-18,549.30

Summary of significant accounting

1

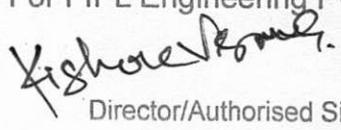
The accompanying notes are an integral part of the financial statements

For and on behalf of the Board

Date - 01.09.2025
Place - Sonapat

Bharat Gandotra
 Director
 DIN 00165267


Krishan Agarwal
 Director
 DIN 00020206

For FIPL Engineering Pvt., Ltd.


 Director/Authorised Signatory
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1 Significant Accounting Policies

a Basis of preparation

The financial statements are prepared on actual basis to comply all the material aspects with applicable accounting principles in India and to comply accounting standards notified under Section 133 of the Companies Act, 2013 and relevant provisions thereof.

All the assets and liabilities have been classified as current or non-current as per criteria set out in Revised Schedule III of the Companies Act, 2013.

b Use of estimates

The preparation of financial statements requires the management to make estimates and assumptions that effect the reported balances of assets and liabilities, revenues and expenses and disclosures relating to contingent liabilities. As per management estimates used in preparation of financial statements are reasonable. Any difference in actual and estimates are recognised in the year in which the results are known or materialised

c Property, Plant and Equipment

Fixed assets are valued at historical cost of acquisition, which is inclusive of freight, duties, levies, GST (wherever applicable), installation and commissioning expenses and all other incidental expenses upto the date of commissioning of the assets.

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value. Value in use is the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

Consideration is given at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist.

d Depreciation

Depreciation is provided on written down value method as per rates specified in Schedule XIV of the Companies Act, 2013. Depreciation on assets acquired during the year is calculated on pro rata basis except that, assets costing to Rs. 5,000/- each are fully depreciated in the year of purchase. Depreciation on assets sold/disposed during the year is charged upto the date of sale/disposal.

e Taxation

The income tax liability is provided in accordance with the provisions of the income tax Act, 1961. Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

f Contingent liabilities and provisions

Provision is a reliable estimate which is recognised when company has a present obligation as a result of past event and outflow of resources will be required to settle the obligation

Contingent liability is a possible obligation that may arises from past events whose existence will be confirmed by occurrence or non-occurrence of one or more uncertain future events beyond the control of the company. Contingent liabilities are not recognised in the financial statements but are disclosed in notes of accounts.

g Borrowing Costs

Borrowing cost that are directly attributable to acquisition or construction of qualifying assets has been capitalised as per AS-16 on borrowing costs issued by the ICAI. All other borrowing cost are charged to revenue in the period when they are incurred.

h Earning per share

Earning per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

i Commitments

Estimated amount of contracts remaining to be executed on capital account and not accounted for

Nil

Estimated amount of contracts remaining to be executed on revenue account and not provided for

Nil

For FIPL Engineering Pvt., Ltd.

Director/Authorised Signatory

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For FIPL Engineering Pvt., Ltd.

Director/Authorised Signatory

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FIPL ENGINEERING PRIVATE LIMITED
Notes to financial statements for the period ended 31st August, 2025

Particulars	(IN RS)
	As at 31st August, 2025

2 Share Capital

Authorised Capital

10,000 Equity Shares of Rs. 10/- each 100,000

Issued, Subscribed and Paid up

5,000 Equity Shares of Rs. 10/- each 50,000

Footnotes:

- (i) During the year, there has been no movement in the number of equity shares.
- (ii) The company has only one class of equity shares, having a par value of Rs. 10/- per share. Each shareholder is eligible to one vote per share held.
- (iii) The repayment of equity share capital in the event of liquidation of the company, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholding.
- (iv) Shares in the company held by each shareholder holding more than 5% of equity share capital:

Mr. Krishan Agarwal
Mr. Bharat Gandotra

31st August, 2025	
No. of Shares	Holding %
2,500	50.00
2,500	50.00

- (v) Shares in the company held by each promoter:

Mr. Krishan Agarwal
Mr. Bharat Gandotra

31st August, 2025	
No. of Shares	Holding %
2,500	50.00
2,500	50.00

Particulars	As at 31st August, 2025
-------------	----------------------------

3 Reserves and Surplus

Surplus i.e. Balance in the Statement of Profit & Loss

Addition during the year -18,549.30

Total Reserves and Surplus -18,549.30

4 Cash and Cash Equivalents

Balance with Bank 31,450.70

Cash in Hand -

31,450.70

For FIPL Engineering Pvt. Ltd.

Director/Authorised Signatory

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For FIPL Engineering Pvt. Ltd.

Director/Authorised Signatory

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FIPL ENGINEERING PRIVATE LIMITED

Notes to financial statements for the period ended 31st August, 2025

Particulars	As On 31st August, 2025
5 Other Expenses	
Incorporation Expenses	18,549.30
	<u>18,549.30</u>

6 The company has not engaged in any transactions involving crypto currency or digital assets during the year.

7 The company does not has any registration/ satisfaction of charges pending beyond the statutory period prescribed as per the Companies Act,2013

8 As per the records available with the company, the company has not engaged in any transactions with struck off companies.

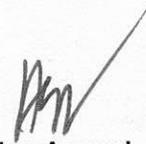
9 The Company was incorporated on 30.07.2025

10 Since this is the first year of incorporation of company, previous year figures do not exist and accordingly, have not been disclosed in the financial statements

For and on behalf of the Board



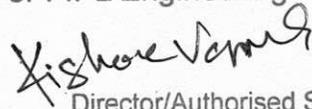
Bharat Gandotra
Director
DIN 00165267



Krishan Agarwal
Director
DIN 00020206

Date - 01.09.2025
Place - Sonapat

For FIPL Engineering Pvt. Ltd.



Director/Authorised Signatory

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Forech India Private Limited
CIN : U51109HR1983PTC132390
Provisional Balance Sheet as at 30th September 2025
(All amounts in INR Lakhs unless otherwise stated)

S.No.	Particulars	Note No.	Provisional As on 30th September 2025	As at 31st March 2025
I.	ASSETS			
(A)	<u>Non - current assets</u>			
	(a) Property, Plant and Equipment	3A	8,861.41	8,995.45
	(b) Right of Use Assets	3B	61.83	62.60
	(c) Intangible Asset	3C	5.49	5.49
	(d) Capital Work In Progress	3D	25.00	-
	(e) Financial assets			
	(i) Investments	4	8,015.41	9,443.70
	(ii) Loans	5	-	-
	(iii) Others	6	764.90	1,220.16
	(f) Deferred tax assets (net)	7	20.20	30.00
	(g) Other non - current assets	8	86.31	187.43
	Total Non- Current Assets (A)		17,840.55	19,944.84
(B)	<u>Current assets</u>			
	(a) Inventories	9	9,679.31	6,703.23
	(b) Financial assets			
	(i) Investments		-	-
	(ii) Trade receivables	10	18,537.71	20,571.51
	(iii) Cash and cash equivalents	11	421.54	3,775.73
	(iv) Bank balances other than (iii) above	12	1,502.88	409.56
	(v) Loans	5	18.02	22.56
	(vi) Others	6	-	42.16
	(c) Current Tax assets (Net)		-	-
	(d) Other current assets	13	3,418.47	1,472.03
	Total Current Assets (B)		33,577.93	32,996.78
	Total Assets (A+B)		51,418.48	52,941.62
II.	EQUITY AND LIABILITIES			
(A)	<u>Equity</u>			
	(a) Equity Share capital	14a	975.00	975.00
	(b) Other equity	14b	40,575.74	37,567.89
	Total Equity (A)		41,550.74	38,542.89
(B)	<u>Liabilities</u>			
	<u>Non - current liabilities</u>			
	(a) Financial liabilities			
	(i) Borrowings	15	-	543.55
	(ii) Other Financial Liabilities		-	-
	(b) Provisions	16	487.44	446.43
	(c) Deferred Tax Liabilities (net)	7	-	-
	(d) Other non - current Liabilities		-	-
	Total Non-Current Liabilities (B)		487.44	989.98
(C)	<u>Current liabilities</u>			
	(a) Financial liabilities			
	(i) Borrowings	17	1,237.76	5,987.13
	(ia) Lease Liabilities		-	-
	(ii) Trade payables	18		
	a) Total outstanding dues of small enterprises and micro enterprises		732.24	249.53
	others than small enterprises and micro enterprises		5,833.18	5,713.95
	(iii) Other Financial Liabilities	19	672.54	518.03
	(b) Other current liabilities	20	550.62	765.98
	(c) Provisions	21	118.98	112.25
	(d) Current Tax Liabilities (Net)	22	234.98	61.88
	Total Current Liabilities (C)		9,380.30	13,408.75
	Total Equity and Liabilities (A+B+C)		51,418.48	52,941.62
	Material accounting policies and estimates The accompanying notes are an integral part of the financial statement.	1 & 2		

for and on behalf of Board of Directors of
Forech India Pvt. Ltd.

Date : 17-11-2025
Place: Sonapat, Haryana

Sd/-
Ravi Khanna
Managing Director
DIN 00165154

Sd/-
Krishan Agarwal
Whole Time Director
DIN 00020206

Sd/-
Kishore Kumar Verma
Company Secretary
ACS 21281

S.No.	Particulars	Note No.	Provisional For the Period ended 30th September 2025	For the Year ended 31 March 2025
I.	Revenue from operations	23	32,179.48	70,908.18
II.	Other income	24	1,449.48	1,053.62
III.	Total Income (I+II)		33,628.96	71,961.80
IV.	Expenses:			
	Cost of Materials Consumed	25	21,770.68	42,194.09
	Purchase of Stock-in-Trade	26	193.38	1,010.90
	Changes in inventories of stock-in-trade	27	(2,105.50)	(834.89)
	Employee benefits expense	28	2,241.89	4,525.72
	Finance costs	29	256.65	694.60
	Depreciation and amortization expense	30	640.48	1,269.84
	Other expenses	31	5,793.49	13,266.80
	Total expenses (IV)		28,791.07	62,127.07
V.	Profit before exceptional items and tax		4,837.89	9,834.73
	Exceptional Items	32	-	-
V.	Profit before tax (III-IV)		4,837.89	9,834.73
VI.	Tax expense :	33		
	Current tax		1,300.00	2,590.00
	Deferred tax expense/(credit)		(71.03)	(109.09)
	Income tax adjustments relating to earlier years		-	(1.43)
			1,228.97	2,479.48
VII.	Profit for the year (V-VI)		3,608.92	7,355.25
VIII	Other comprehensive income(OCI)			
	Items that will not be reclassified subsequently to profit or loss			
	Remeasurement of defined employee benefit plans		-	6.12
	Net change in fair values of investments in Quoted Instruments carried at fair value through OCI		(428.15)	497.06
	Income tax on items that will not be reclassified subsequently to profit or loss		(172.92)	(72.62)
	B (i) Items that will be reclassified to Profit or Loss.			
	(ii) Income Tax Relating to Items that will be reclassified to Profit or Loss.			
			-	-
	Total Other Comprehensive Income / (Losses)		(601.07)	430.56
IX.	Total comprehensive income for the year		3,007.85	7,785.81
X.	Earnings per equity share (Nominal value per share Rs. 100/-)	34		
	- Basic (Rs.)		375.93	766.17
	- Diluted (Rs.)		375.93	766.17

for and on behalf of Board of Directors of
Forech India Pvt. Ltd.

Date : 17-11-2025
Place: Sonapat, Haryana

Sd/-
Ravi Khanna
Managing Director
DIN 00165154

Sd/-
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Whole Time Director
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Kishore Kumar Verma
Company Secretary
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Forech India Private Limited**Notes to the Unaudited (Provisional) Financial Statements For the half year ended 30th September, 2025****Overview & Material Accounting Policies Information****1. Corporate Information**

Forech India Private Limited (the Company) is a private limited company domiciled in India having registration no. CIN- U51109HR1983PTC132390 which was incorporated on January 21, 1983 as public limited company under the provisions of Indian Companies Act, 1956 and converted in private limited company on 19.02.2016. The Company is in the business of the manufacturing of Rubber Conveyor belts, Corrosion and Wear Protection rubber both in sheet form and in modular form; and in the manufacture of conveyor accessories that are used to enhance performance and reduce maintenance of Conveyors, Crushers, Screens and other equipments. The Company caters to both domestic and international markets.

Basis of Preparation of Financial Statement**Compliance with Ind AS**

These Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013.

Functional and presentation currency

These Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals), except as stated otherwise.

2. Basis of measurement/Use of Estimates

The Financial Statements are prepared on going concern and accrual basis under the historical cost convention except certain financial assets, financial liabilities and defined benefits plans-plan assets that are measured at fair value. The methods used to measure fair values are discussed in notes no. 44 to Financial Statements.

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

The preparation of Financial Statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the Financial Statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized. Major Estimates are discussed in Part C.

Part A

New Standards/ Amendments and Other Changes adopted Effective 1 April 2024 or thereafter

- (i) The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2024 to amend / adopt the following Ind AS which are effective for annual periods beginning on or after April 1, 2024. The Company has reviewed amendments to be effective from April 1, 2024.
- (ii) Ind AS 117, Insurance Contracts, which replaces Ind AS 104, provides comprehensive guidance on the recognition, measurement, presentation, and disclosure of insurance contracts; however, it had no impact on the Company's financial statements as the Company has not entered into any insurance contracts.
- (iii) Ind AS 116, Leases, relating to lease liabilities arising from sale and leaseback transactions, was also notified. Since the Company has not undertaken any such transactions, the amendment did not affect its financial statements.
- (iv) Further, there are amendments to Ind AS 21- The Effects of Changes in Foreign Exchange Rates & Ind AS 101- First-time Adoption of Indian Accounting Standards, that have been notified but are not effective on reporting date.

Part B

Material accounting policies information

A summary of the material accounting policies applied in the preparation of the Financial Statements are as given below. These accounting policies have been applied consistently to all periods presented in the Financial Statements.

Property, plant & equipment

Initial recognition and measurement

Property, plant and equipment ("PPE") are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

On transition to IND AS, the Company has elected to continue with the carrying value of all of its PPE recognized as at 1 April 2023 measured as per the previous GAAP and use that carrying value as the deemed cost of the PPE.

Depreciation

Depreciation is recognized in statement of profit and loss on written down value method (WDV) over the estimated useful life of property, plant and equipment as mentioned in Schedule II of the Companies Act, 2013, Further, considering materiality of assets costing less than Rs. 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is ready to use/ disposed off as appropriate. Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disclosed.

Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Intangible assets**Initial recognition and measurement:**

Intangible assets are measured on initial recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Amortization

Intangible assets having definite life are amortized on straight line method over their useful lives.

Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction/exploration/development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete.

All other borrowing costs are charged to revenue as and when incurred.

Investment in Equity instrument of Joint Venture and Subsidiary

Investment in equity shares of subsidiary and joint venture are accounted at cost in the financial statement and the same are tested for impairment in case of any indication of impairment.

Inventories

Inventories of raw material, work in progress (WIP) and finished goods (FG) are valued at the lower of cost or net realizable value. Cost is generally determined on first in first out (FIFO) basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

Provisions and Contingent liabilities**Provisions: -**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of

money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities: -

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of profit or loss in the year in which it arises. Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Revenue

Revenue arises mainly from the sale of manufactured and traded goods. Revenue is recognised upon transfer of control of promised products or services to customers for an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue excludes taxes or duties collected on behalf of the government.

To determine whether to recognise revenue, the Company follows a 5-step process:

- (i) Identifying the contract with a customer
- (ii) Identifying the performance obligations
- (iii) Determining the transaction price
- (iv) Allocating the transaction price to the performance obligations
- (v) Recognising revenue when/as performance obligation(s) are satisfied.

Sale of goods

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.

Sale of services

Revenue from services is recognised when Company satisfies the performance obligations by transferring the promised services to its customers.

Export benefits

Export benefits constituting Duty Draw back and Export Promotion Capital Goods scheme (EPCG) are accounted for on accrual basis when there is reasonable assurance that the company will comply with the conditions attached to them and the export benefits will be received. Export benefits under Duty Draw back scheme and EPCG are considered as other operating income.

Interest

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Dividend income

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

Employee Benefits**Short Term Employee Benefit**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment (other than termination benefit): -

Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the Company pays a fixed contribution based on the applicable law.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability

is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

Other long-term employee benefits

Benefits under the Company's leave encashment constitutes other long term employee benefits. The Company's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the projected unit credit method by a qualified actuary. Actuarial gains or losses are recognized in statement of profit or loss in the period in which they arise.

Taxes

Provision for current tax is made as per the provision of the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax return with respect to applicable tax regulations which are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the Balance Sheet method on temporary difference between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured based on tax rates (and tax law) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration.

As a lessee (Assets taken on lease)

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

Short-term lease and lease of low-value-assets

The Company applies the short-term lease recognition exemption to its short-term leases of Property, Plant and Equipment (i.e those leases that have lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemptions to lease that are considered of low value and is not intended for sublease. Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term or another systematic basis if that basis is more representative of the pattern of the lessee's benefits.

As a lessor

Rental income from operating lease is recognized on straight-line basis over the term of the relevant lease except where another systematic basis is more representative of the time pattern of the benefits derived from the assets given on lease.

Impairment of Non-financial Assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets group of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications 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. An impairment loss is reversed 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.

Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets**Initial recognition and measurement**

All Financial Assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the Financial Asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs directly attributable

to the acquisition of financial assets measured at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Subsequent measurement

For the purpose of subsequent measurement, Financial Assets are classified in four categories:

- (i) Financial Assets at amortised cost
- (ii) Debt Instruments at fair value through Other Comprehensive Income (FVTOCI) Equity
- (iii) Instruments at fair value through Other Comprehensive Income (FVTOCI)
- (iv) Financial Assets and derivatives at fair value through profit or loss (FVTPL)

Financial Assets at amortized cost

A Financial Asset is measured at the amortised cost if the following conditions are met:

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

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 on acquisition and fees or cost that are an integral part of the EIR.

The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. Apart from the same, any income or expense amortised cost, in accordance with Ind AS 109, is recognized in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt Instruments at fair value through Other Comprehensive Income (FVTOCI)

A 'Debt Instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principal and interest (SPPI).

Debt Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair Value movements are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On Interest earned whilst holding FVTOCI Debt Instrument is reported as interest income using the EIR method.

Equity Instruments at fair value through Other Comprehensive Income (FVTOCI)

All equity investments in entities are measured (except equity investment in joint venture and subsidiary) at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the company may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Financial Assets and derivatives at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL

This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Debt Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Interest income on such instruments has been presented under interest income.

Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of a) Financial Assets that are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

Simplified Approach

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates provision on trade receivables at the reporting date.

General Approach

For recognition of impairment loss on other financial assets, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

Financial liabilities

Initial recognition and measurement

All Financial Liabilities are recognized initially at fair value and, in the case of liabilities subsequently measured at amortised cost, they are measured net of directly attributable

transaction cost. In case of Financial Liabilities measured at fair value through profit or loss, transaction costs directly attributable to the acquisition of financial liabilities are recognized immediately in the Statement of Profit and Loss.

The Company's Financial Liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

A. Financial Liabilities at fair value through profit or loss

Financial Liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the Statement of Profit and Loss. This category also includes derivative financial instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

B. Financial Liabilities at amortised cost

Financial Liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

Current and non-current classification

All assets and Liabilities have been classified as current or non-current. the Company has determined its operating cycle as 12 months for the purpose of current and non-current. Deferred tax assets/liabilities are classified as non-current.

Fair value Measurements

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Part C

Major Estimates and Judgments made in preparing Financial Statements

The preparation of the Company's Financial Statements requires management to make judgements and estimates that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and Intangible Assets, valuation of inventories,

measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these judgments and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

JUDGEMENTS

In the process of applying the company's accounting policies, management has made the following judgements, which have the significant effect on the amounts recognized in the Financial Statements:

Materiality

Ind AS requires assessment of materiality by the Company for accounting and disclosure of various transactions in the Financial Statements. Accordingly, the Company assesses materiality limits for various items for accounting and disclosures and follows on a consistent basis. Overall materiality is also assessed based on various financial parameters such as Gross Block of assets, Net Block of Assets, Total Assets, Revenue and Profit Before Tax. The materiality limits are reviewed and approved by the Board.

Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter. In the similar line, management also on the basis of best judgment and estimate determines the net realizable value of the Inventories to make necessary provision.

MAJOR ESTIMATES

The key assumptions concerning the future and other key sources of estimation at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

Useful life of property, plant and equipment

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include

mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

Income Taxes

The Company uses estimates and judgements based on the relevant facts, circumstances, present and past experience, rulings, and new pronouncements while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Estimation of net realisable value of inventories

Inventories are stated at the lower of cost and net realisable value. In estimating the net realisable value of inventories the Company makes an estimate of future selling prices and costs necessary to make the sale.

Impairment of Financial Assets

The impairment provisions for trade receivables are made considering simplified approach based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the company's past history and other factors at the end of each reporting period. In case of other financial assets, the Company applies general approach for recognition of impairment losses wherein the Company uses judgement in considering the probability of default upon initial recognition and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

3 Property, Plant & Equipment
As at 30th September 2025

Particulars	Gross Block				Accumulated Depreciation			Net Block	
	As at April 01, 2025	Additions during the year	Sales/Adjustments during the year	As at 30th September 2025	As at April 01, 2025	For the year	Written back	As at 30th September 2025	As at 30th September 2025
Land	397.26	-	-	397.26	-	-	-	-	397.26
Building	4,828.03	-	-	4,828.03	2,825.19	91.49	-	2,916.68	1,911.36
Plant and Equipment	17,213.74	517.28	209.60	17,521.43	10,856.61	523.38	197.98	11,182.01	6,339.42
Furniture & fixtures	70.03	-	-	70.03	64.49	0.34	-	64.83	5.21
Vehicle	331.12	-	-	331.12	234.56	13.16	-	247.72	83.40
Office equipment	262.59	-	-	262.59	244.69	1.72	-	246.41	16.18
Others (Moulds)	573.17	-	-	573.17	454.98	9.61	-	464.59	108.59
	-	-	-	-	-	-	-	-	-
Total	23,675.96	517.28	209.60	23,983.64	14,680.51	639.70	197.98	15,122.23	8,861.41

3A As at 31st March 2025

Particulars	Gross Block				Accumulated Depreciation			Net Block	
	As at April 01, 2024	Additions during the year	Sales/Adjustments during the year	As at 31st March 2025	As at April 01, 2024	For the year	Written back	As at 31st March 2025	As at 31st March 2025
Land	359.00	38.26	-	397.26	-	-	-	-	397.26
Building	4,828.03	-	-	4,828.03	2,615.62	209.57	-	2,825.19	2,002.85
Plant and Equipment	14,979.60	2,234.14	-	17,213.74	9,848.80	1,007.81	-	10,856.61	6,357.13
Furniture & fixtures	69.44	0.59	-	70.03	63.43	1.05	-	64.49	5.55
Vehicle	313.16	37.15	19.18	331.12	225.87	26.78	18.09	234.56	96.56
Office equipment	256.56	6.03	-	262.59	238.97	5.72	-	244.69	17.90
Others (Moulds)	537.02	36.15	-	573.17	436.84	18.14	-	454.98	118.20
	-	-	-	-	-	-	-	-	-
Total	21,342.82	2,352.32	19.18	23,675.96	13,429.53	1,269.07	18.09	14,680.51	8,995.45

3B Right of Use Assets (ROU)

Particulars	Amount
As at 1 April, 2023	-
Add: Ind AS 116 adjustment	76.04
Less: Amortization of ROU	(11.91)
As at 1 April, 2023	64.14
Less: Amortization of ROU	(0.77)
As at 31st March 2024	63.37
Less: Amortization of ROU	(0.77)
As at 31st March 2025	62.60
As at 1st april 2025	-
Less: Amortization of ROU	(0.77)
As at 30th September 2025	61.83

3C Other Intangible Assets

As at 30th September 2025

Particulars	Gross Block				Accumulated Depreciation			Net Block	
	As at April 01, 2025	Additions during the year	Sales/Adjustments during the year	As at 30th Sep 2025	As at April 01, 2025	For the year	Written back	As at 30th Sep 2025	As at 30th Sep 2025
Technical Know How	51.95	-	-	51.95	49.21	-	-	49.21	2.75
ERP Software	54.83	-	-	54.83	52.08	-	-	52.08	2.74
Total	106.78	-	-	106.78	101.29	-	-	101.29	5.49

As at 31st March 2025

Particulars	Gross Block				Accumulated Depreciation			Net Block	
	As at April 01, 2024	Additions during the year	Sales/Adjustments during the year	As at 31st March 2025	As at April 01, 2024	For the year	Written back	As at 31st March 2025	As at 31st March 2025
Technical Know How	51.95	-	-	51.95	49.21	-	-	49.21	2.75
ERP Software	54.83	-	-	54.83	52.08	-	-	52.08	2.74
Total	106.78	-	-	106.78	101.29	-	-	101.29	5.49

3D Capital Work in Progress (CWIP)

Particulars	Amount
As at 1 April 2023	254.45
Ind AS adjustment	-
As at 1 April 2023	254.45
Add: Addition during the year	1,354.28
Less : capitalised and transfer to PPE	1,608.73
Balance As on 31.03.2024	-
Add: Addition during the year	-
Less : capitalised and transfer to PPE	-
Balance As on 31.03.2025	-
Add: Addition during the year	25.00
Less : capitalised and transfer to PPE	-
Balance As on 30.09.2025	25.00
Office Equipments	96847.76
Building	2402800

Ageing of Capital Work in Progress

Particulars	As at 30 Sep 2025	As at 31st March 2025	As at 31st March 2024	As at 1st April 2023	As at 30.09.2025
Projects in Progress					
- Less than one year	25.00	-	-	254.45	25.00
- 1-2 years	-	-	-	-	-
- 2-3 years	-	-	-	-	-
More than 3 years	-	-	-	-	-
Total	25.00	-	-	254.45	25.00

Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

4 Investments – Non-current

Particulars	As at 30 September 2025	As at 31 March 2025
A). Investments in Equity Instruments		
i. Unquoted Investment (Measured at Cost)		
- Mytrah Vayu Manjira Private Limited 225000 shares of Rs. 10 each (Previous year 225000 shares)	22.50	22.50
- Others	0.40	0.40
	22.89	22.89
ii . Quoted Investment (Measured at Fair Value through other Comprehensive Income)		
Jio Financial Services Private Limited (537 Shares of Rs. 10 each at 31.03.2025, 537 shares as at 31.03.2024)	1.57	1.46
Jubilant Agri and Consumer Products Limited(20 Shares of Rs. 10 each)	0.46	0.29
Jubilant Pharmova Limited (erstwhile Jubilant Life Sciences Limited) (400 Shares of Rs. 1 each)	4.31	3.96
Jubilant Ingrevia Limited (demerged from Jubilant Pharmova Limited) (400 Shares of Rs. 1 each)	2.55	2.70
Kirloskar Pneumatic Co. Ltd. (1250 Shares of Rs. 2 each)	15.04	15.08
Mcleod Russels India Limited (166 Shares of Rs. 10 each)	0.06	0.05
Oriental Aromatics Limited (100 Shares of Rs. 5 each)	0.32	0.40
Pasupati Acrylon Limited (900 Shares of Rs. 10 each)	0.41	0.41
Reliance Communications Ltd. (125 Shares of Rs. 10 each)	0.00	0.00
Reliance Home Finance Limited (6 Shares of Rs. 10 each)	0.00	0.00
Reliance Industries Limited (1074 Shares of Rs. 10 each at 31.03.2025, 537 shares at 31.03.2024 and at 01.04.2023)	14.64	15.30
Reliance Infrastructure Limited (9 Shares of Rs. 10 each)	0.02	0.02
Reliance Power Limited (31 Shares of Rs. 10 each)	0.01	0.01
SRF Limited (22 Shares of Rs. 10 each)	0.65	0.65
SRF Limited (bonus shares) (88 Shares of Rs. 10 each)	2.45	2.60
Supreme Petrochem Limited (666 Shares of Rs. 2 each)	5.54	4.74
Siemens Energy India Ltd	1.73	-
Total	49.77	47.68
B). Quoted Investments in Mutual Funds (Measured at Fair Value through other Comprehensive Income)		
Equity Funds:		
- Nippon India Money Market Fund - Growth Plan Growth Option (22842.95 units as at 31.03.2025, 22842.95 Units as at 31.03.2024, 11682.97 units as at 01.04.2023)	-	929.91
- Aditya Birla Sun Life Savings Fund- regular Plan - Growth (225.537 units as at 31.03.2025, 31.03.2024 and as at 01.04.23)	-	1.21
- Aditya Birla Sun Life Money Manager Fund - Regular Plan Growth (946620.65 units as at 31.03.2025, 804412.66 units as at 31.03.2024, 618652.25 units as at 01.04.2023)	-	3,436.86
HDFC Arbitrage Fund Wholesale Plan Regular Plan Growth Units as on 30.09.2025 is 6493161.28 & Nav as on 30.09.2025 Rs 201450330 (9723376.42 units as at 31.03.2025, 5376460.69 units as at 31.03.2024 and Nil units as at 01.04.2023)	2,014.50	2,932.67
UTI Arbitrage Fund Regular Plan Growth (6011408.77 units as on 31.09.2025, NAV as on 30.09.2025 is (213363533) Previous years is Rs 207247526	2,133.63	2,072.48
1656972.895 Units of HDFC Arbitrage Fund Wholesale -Growth Net Asset value as on 30.09.2025 is Rs (51407584) (Previous year Nil)	514.07	
1985800.819 Units of HDFC Arbitrage Fund Wholesale -Growth Net Asset value as on 30.09.2025 is Rs (61609470) (Previous year Nil)	616.09	
1654998.349 Units of HDFC Arbitrage Fund Wholesale -Growth Net Asset value as on 30.09.2025 is Rs (51346324) (Previous year Nil)	513.46	

1651717.876 Units of HDFC Arbitrage Fund Wholesale -Growth Net Asset value as on 30.09.2025 is Rs (51244547) (Previous year Nil)	512.44	
2435826.280 Units of Kotak Equity Arbitrage Fund Regular -Growth Net Asset value as on 30.09.2025 is Rs (92424749) (Previous year Nil)	924.24	
807966.410 Units of Kotak Equity Arbitrage Fund Regular -Growth Net Asset value as on 30.09.2025 is Rs (30657397) (Previous year Nil)	306.57	
1074588.213 Units of Kotak Equity Arbitrage Fund Regular -Growth Net Asset value as on 30.09.2025 is Rs (40774068) (Previous year Nil)	407.74	
	7,942.74	9,373.13
Total Non Current Investments (a+b)	8,015.41	9,443.70
Aggregate Value of:		
Quoted Investments	7,992.51	9,420.81
Unquoted Investments	22.89	22.89
	8,015.41	9,443.70
Aggregate Market Value of Quoted Investments	7,992.51	9,420.81
Aggregate amount of impairment in value of investment		-

5 **Loans**

Particulars	As at 30 September 2025	As at 31 March 2025
Non- Current: (A)		
Considered good, Unsecured:		-
Total Non-Current Loans (A)		-
Current: (B)		
Considered good, Unsecured:		
Advances to staff	18.02	22.56
Total Current Loans (B)	18.02	22.56

6 **Other Financial Assets**

Particulars	As at 30 September 2025	As at 31 March 2025
Non-Current: (A)		
Fixed Deposits with Bank with Maturity Greater than twelve Months	504.09	938.13
Security Deposits and EMD	248.38	251.69
Interest Accrued on fixed deposits	12.43	30.34
Total Non Current Financial Assets (5A)	764.90	1,220.16
Current: (B)		
Interest Accrued on fixed deposits		-
Security Deposits and EMD	-	42.16
Total Current Financial Assets (5B)	-	42.16

7 **Deferred Tax Assets/(Liabilities) Net**

Particulars	As at 30 September 2025	As at 31 March 2025
Deferred Tax Assets:		
Provision allowed under tax on payment- Retirement benefits	152.63	140.61
Provision for doubtful debts	188.84	97.80
Fair valuation of Investments	-	-
	341.46	238.41
Deferred Tax Liabilities:		
Difference in depreciation as per the Income Tax Act, 1961 and depreciation and amortisation as per financial statements	(265.41)	(91.34)
Fair valuation of Investments	(55.85)	(117.07)
	(321.26)	(208.41)
Net Deferred Tax Asset (Liability)	20.20	30.00

Movement in Deferred Tax Asset/(Liability)

Particulars		Change by Depreciation and Amortisation
As at 1 April 2023		(97.62)
Credited/(charged)		
To Profit & Loss		9.11
To other comprehensive income		-
As at 31 March 2024		(88.52)
Credited/(charged)		
To Profit & Loss		(2.82)
To other comprehensive income		-
As at 3th September 2025		(91.34)
Credited/(charged)		
To Profit & Loss		(174.08)
To other comprehensive income		-
	-	(265.41)

8 **Other Non-Current Assets**

Particulars	As at 30 September 2025	As at 31 March 2025
(Considered good, unsecured)		
Capital advances	86.31	187.43
Total Other Non-Current Assets	86.31	187.43

9 **Inventories (Valued at lower of cost and net realisable value)**

Particulars	As at 30 September 2025	As at 31 March 2025
Raw Material	5,111.08	3,305.10
Work in Progress	2,923.93	878.44
Finished Goods	738.46	678.45
Others (Packing material, consumable stores, Oil & Lubricants, steam coal & spare parts)	186.31	174.31
Goods in Transit (Raw Material)	719.53	1,666.92
Total	9,679.31	6,703.23

Note - Stock held with third parties includes Rs 179.03 lacs with Forech Mining and Construction International LLP, Rs 500.78 lacs with Forech Rubbers Pvt Ltd and Rs 298.62 lacs with Hilton Conveyors on account of job work

10 **Trade receivables - Current**

Particulars	As at 30 September 2025	As at 31 March 2025
Considered good, Unsecured		
Undisputed Trade Receivables – considered good	19,288.01	20,960.10
Undisputed Trade Receivables – which have significant increase in credit risk		-
Disputed Trade Receivables – considered good		-
Disputed Trade Receivables – which have significant increase in credit risk		-
	19,288.01	20,960.10
Less: Provision for doubtful allowances	(750.30)	(388.59)
Total Trade Receivables	18,537.71	20,571.51

Ageing of Trade Receivables(Gross)

Particulars (Outstanding from the date of Transaction)	As at 30 September 2025	As at 31 March 2025
(i) Undisputed Trade Receivables – considered good		
Less than 6 months	16,411.26	17,368.50
6 months - 1 year	937.07	2,547.07
1-2 years	906.48	670.48
2-3 years	680.20	235.81
More than 3 years	353.00	138.24
	19,288.01	20,960.10
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
(iii) Disputed Trade Receivables – considered good		
Less than 6 months		-
6 months - 1 year		-
1-2 years		-
2-3 years		-
More than 3 years		-
(iv) Disputed Trade Receivables – which have significant increase in credit risk		
Less than 6 months		-
6 months - 1 year		-
1-2 years		-
2-3 years		-
More than 3 years		-
(v) Unbilled dues		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
Total	19,288.01	20,960.10

11 Cash and cash equivalents

Particulars	As at 30 September 2025	As at 31 March 2025
Balances with banks (current account)	37.79	2,503.69
Earmarked balances with banks (CSR)	295.17	156.40
Fixed deposit with banks (Original maturity period less than 3 months)	54.51	1,100.00
Accrued Interest on above Fixed Deposits	1.34	3.57
Cash in hand	32.73	12.07
Total Cash and cash equivalents	421.54	3,775.73

12 Bank balances other than cash and cash equivalents

Particulars	As at 30 September 2025	As at 31 March 2025
Fixed deposit with banks (with more than 3 months but less than 12 months maturity)	1,466.71	409.18
Accrued Interest on above Fixed Deposits	36.17	0.38
Fixed deposits held as margin money		-
Total Other Bank Balances	1,502.88	409.56

13 Other Current Assets

Particulars	As at 30 September 2025	As at 31 March 2025
Prepaid Expenses	27.74	92.45
Advance to Suppliers	1,650.54	153.27
Advance for expenses	351.98	51.32
Balance with government authorities	1,388.21	1,174.99
Total Other Current Assets	3,418.47	1,472.03

Note 14 (a): Equity Share Capital

Particulars	As at 30th September 2025		As at 31 March 2025	
	No. of Shares	Amount	No. of Shares	Amount
Authorized				
Equity shares of Rs. 100 each	1,420,000	1,420.00	1,420,000	1,420.00
Issued, subscribed, and fully paid up				
Equity shares of Rs. 100 each fully paid up	960,000	960.00	960,000	960.00
Share Forfeiture				
Equity Share of Rs. 100 each partly paid up @Rs. 2.50/- per share	600,000	15.00	600,000	15.00
	975.00	975.00		975.00
(a) Reconciliation of shares outstanding at the beginning and at the end of the year				
Outstanding at the beginning of the year	960,000	960.00	960,000	960.00
Additions/buyback during the year	-	-	-	-
Outstanding at the end of the year	960,000.00	960.00	960,000.00	960.00
	No. of Shares	% of Holding	No. of Shares	% of Holding
(b) List of shareholders holding more than 5% of paid-up equity share capital				
Ravi Khanna-HUF	288,049	30.01%	288,049	30.01%
Mr. Ravi Khanna	142,900	14.89%	142,900	14.89%
Mr. Aadisht Khanna	86,400	9.00%	86,400	9.00%
Mr. Bhavya Khanna	85,700	8.93%	85,700	8.93%
Mr. Bharat Gandotra	93,795	9.77%	93,795	9.77%
Mrs. Jyoti Khanna	63,088	6.57%	63,088	6.57%
M/s Sunrise Buildmore LLP	61,250	6.38%	61,250	6.38%
(c) Details of Shares held by Promoters in the Company				
Ravi Khanna HUF	288,049	30.01%	288,049	30.01%
Mr. Ravi Khanna	142,900	14.89%	142,900	14.89%
Mr. Bharat Gandotra	93,795	9.77%	93,795	9.77%
Mr. Aadisht Khanna	86,400	9.00%	86,400	9.00%
Mr. Bhavya Khanna	85,700	8.93%	85,700	8.93%
Mrs. Jyoti Khanna	63,088	6.57%	63,088	6.57%
Sunrise Buildmore LLP	61,250	6.38%	61,250	6.38%
Dr. Suversha Khanna	44,867	4.67%	44,867	4.67%
Hilton Tyres LLP	40,000	4.17%	40,000	4.17%
Forech Conveyors Pvt. Ltd	24,000	2.50%	24,000	2.50%
Mr Din Dayal Agarwal	13,920	1.45%	13,920	1.45%
Mr. Pankaj Agarwal	8,350	0.87%	8,350	0.87%
Mrs. Renu Agarwal	6,720	0.70%	6,720	0.70%
DD Agarwal HUF	960	0.10%	960	0.10%

Rights, preferences and restrictin attaching to Issued Equity Shares:

The company has equity shares of having par value of Rs. 100/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholder are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Note 14 (b): Other Equity

Particulars	As on 30th September 2025	As at 31 March 2025	As at 31 March 2024
(a) Capital Reserve			
At the beginning/end of the year	28.23	28.23	28.23
(b) Securities Premium			
At the beginning/end of the year	2,084.30	2,084.30	2,084.30
(c) General Reserve			
At the beginning of the year	360.28	360.28	360.28
-Opening adjustment	-	-	-
-Transfer from retained earnings	-	-	-
At the end of the year	360.28	360.28	360.28
(d) Retained Earnings			
At the beginning of the year	34,359.23	27,003.98	20,669.90
- Profit for the year	3,608.92	7,355.25	6,344.08
- Opening adjustments	-	-	-
- Remeasurement Gain / (Loss) on defined benefit plans (net)	-	-	-
- Amortiation of Right of Use Assets	-	-	-
- Provision for loss allowance on expected credit losses	-	-	-
- Deferred tax impact on expected credit losses	-	-	-
- Add/Less: IND- AS adjustments impact	-	-	-
At the end of the year	37,968.15	34,359.23	27,003.98
(e) Other Comprehensive Income			
At the beginning of the year	735.85	305.29	68.35
- Remeasurement Gain / (Loss) on defined benefit plans (net of tax)	-	4.58	18.58
- Fair valuation of Investment Mark to Market (MTM) (net of tax)	(601.07)	425.98	218.36
At the end of the year	134.79	735.85	305.29
Total other equity (a+b+c+d+e)	40,575.74	37,567.89	29,782.08

Nature and purpose of each reserve within equity is as follows:

1. Capital Reserve:

Capital reserve created on account of merger/amalgamation/revaluation. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

2. Securities Premium

Securities Premium Reserve represents the amount received in excess of par value of equity shares of the Company. The same, inter alia, may be utilized by the Company to issue fully paid-up bonus shares to its members and buying back the shares in accordance with the provisions of the Companies Act, 2013.

3. General Reserve

General Reserve represents the reserve created by apportionment of profit generated during the year or transfer from other reserves either voluntarily or pursuant to statutory requirements. The same is a free reserve and available for distribution.

4. Retained Earnings

Retained earnings represents the profits/ losses that the Company has earned/incurred till date including gain / (loss) on fair value of defined benefits plans as adjusted for distributions to owners, transfer to other reserves etc.

5. Other Comprehensive Income

The Company has elected to recognise changes in the fair value of investments in equity securities in other comprehensive income. These changes are accumulated within FVTOCI reserve within equity. Changes in the fair value due to remeasurement of defined benefit plans attributable to OCI is also included in the other comprehensive income.

Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

15 Non current financial liabilities- Borrowings

Particulars	Provisional As at 30 September 2025	As at 31 March 2025
Borrowings		
Unsecured:		
- Deposit from Members	-	543.6
Total	-	543.6

Terms and conditions:

- (a) Deposits from members are unsecured and chargeable to interest @ 12% p.a and the same are were renewed on 01.04.24 for a period of 3 years.

16 Long term Provisions

Particulars	Provisional As at 30 September 2025	As at 31 March 2025
Provision for employee benefits		
Gratuity - Funded	392.96	361.74
Leave encashment	94.48	84.69
Total	487.44	446.43

Non-Current (Gratuity)

392.96

361.74

Current (Gratuity)

30.24

28.61

Non-Current (Leave encashment)

94.48

84.69

Current (Leave encashment)

88.74

83.64

17 Current Borrowings

Particulars	Provisional As at 30 September 2025	As at 31 March 2025
Current maturities of long-term debts		
- Term Loans		-
- Vehicle Loan		-
Loans repayable on demand:		
From Banks - Cash Credits (refer note a below)	1,237.76	1,311.02
From Directors/ Key Management Personal (refer note b below)	-	3,405.91
From relative of Directors/ Key Management Personal (refer note b below)	-	1,270.19
Total	1,237.76	5,987.13

Note: Terms and Conditions

- (a)** Working Capital limits are secured by first parripassu charge by hypothecation of entire current assets and second parripassu charge on entire fixed assets and further secured by personal guarantee of Directors of the Company. The aforesaid credit facilities have been utilised as per sanction terms of the same.
- (b)** Loans and advances from Directors and their Relatives are unsecured and these loans/deposits are repayable on demand and accordingly, these balances have been classified as short term borrowings.

18 Trade Payables

Particulars	Provisional As at 30 September 2025	As at 31 March 2025
Due to Micro and Small Enterprises	732.24	249.53
Other than Micro and Small Enterprises	5,833.18	5,713.95
Total	6,565.42	5,963.48

Ageing of Trade Payables

Particulars (Outstanding from date of Transaction)	Provisional As at 30 September 2025	As at 31 March 2025
(i) MSME		
Less than 1 year	732.24	249.53
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	732.24	249.53
(ii) Others		
Less than 1 year	5,607.92	5,503.08
1-2 years	13.11	24.78
2-3 years	10.45	0.89
More than 3 years	-	-
	5,631.48	5,528.75
(iii) Disputed dues - MSME		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(iv) Disputed dues - Others		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(iv) Unbilled Dues		
Less than 1 year	201.70	185.19
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	201.70	185.19
Total	6,565.42	5,963.48

19 Other Current financial liabilities

Particulars	Provisional As at 30 September 2025	As at 31 March 2025
Interest accrued but not due on borrowings		-
Statutory dues payable	512.76	381.27
Retention Money Payable		-
Other payable including salary payable	159.8	136.76
Total	672.54	518.03

20 Other Current Liabilities

Particulars	Provisional As at 30 September 2025	As at 31 March 2025
Advances received from customers	550.6	765.98
Income Tax Payable		-
Other Current liabilities		-
Total	550.62	765.98

21 Short term Provisions

Particulars	Provisional As at 30 September 2025	As at 31 March 2025
Provision for employee benefits		
Gratuity - Funded	30.24	28.61
leave encashment	88.74	83.64
Total	118.98	112.25

22 Current Tax Liabilities (Net)

Particulars	Provisional As at 30 September 2025	As at 31 March 2025
Provision of income-tax	1,300.00	2,590.00
Less:- Advance Tax and TDS	(1,065.02)	(2,528.12)
	-	
Total	234.98	61.88

Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

23 Revenue from operations

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Revenue From Operations		
Sale of goods		
- Manufactured Goods	31,707.19	69,255.51
- Traded Goods	203.05	1,052.61
Sale of Services - Job Charges and Allied Services	11.81	39.37
	-	-
Other Operating Revenues:		
Export Incentives	71.85	154.74
Scrap Sales	185.59	405.94
Others	-	-
Total	32,179.48	70,908.18

24 Other Income

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Interest Income on		
- Deposits	51.81	111.02
- Overdue payments from debtors	2.62	11.98
	-	-
Gain on disposal of Property plant and equipment	253.38	2.77
Dividend income	0.21	0.26
Rental income	81.00	162.00
Bad Debts Recovered	-	-
Exchange rate fluctuations (Net)	258.16	765.59
Profit on Mutual Fund	799.88	
Insurance Claim received	2.43	
Total	1,449.48	1,053.62

25 Cost of Materials Consumed

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Inventory at the beginning of the year	3,305	1,324.82
Add: Purchase during the year	23,424.47	43,904.52
Add: Freight on Raw Material during the year	152.19	269.85
Less: Inventory at the end of the year	5,111.08	3,305.10
Cost of materials consumed	21,770.68	42,194.09

Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

26 Purchase Of Stock-in Trade

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Traded goods	193.38	1,010.90
Total	193.38	1,010.90

27 Changes in Inventory of Stock-in-Trade

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Closing Inventories		
Finished Goods	738.46	678.45
Work in Progress	2,923.93	878.44
	3,662.39	1,556.89
Opening Inventories		
Finished Goods	678.45	64.62
Work in Progress	878.44	657.38
	1,556.89	722.01
(Increase) / Decrease in Inventories	(2,105.50)	(834.89)

28 Employee Benefit expenses

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Salaries, wages and bonus	1994.76	3,916.65
Contribution to provident and other funds	76.47	235.26
Directors Remuneration	112.80	222.06
Staff Welfare Expenses	57.86	151.74
Total	2,241.89	4,525.72

29 Finance Costs

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Interest Expense:	-	
- On Cash Credit	16.12	17.60
- On deposit from members/Unsecured Loans	162.81	550.47
- On Statutory dues Income tax	10.12	7.41
	-	
Bank Charges	67.60	119.13
	-	
Total	256.65	694.60

Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

30 Depreciation and amortization expense

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Depreciation on PPE	639.71	1,269.07
Amortisation of Intangible Assets	-	-
Amortisation of Right of Use Assets (ROU)	0.77	0.77
Total	640.48	1,269.84

31 Other Expenses

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Consumption of stores & packing material	753.87	1,718.96
Power and fuel expenses	1,149.62	2,366.69
Electricity & water charges	14.57	43.81
Job work charges	1,427.87	2,414.95
ECG Premium expense	-	31.09
Rent paid	37.16	47.99
Freight and forwarding expenses	802.32	2,737.26
Repair & Maintenance	-	-
-Plant and machinery	361.58	818.77
-Buildings	228.85	782.36
-Others	45.15	96.47
Legal & professional charges	103.73	291.85
Rates and taxes	27.77	52.09
Travelling and conveyance expenses	175.61	368.52
Advertisement and marketing	1.25	2.31
Payment to auditors (refer note no 31.1)	7.50	7.50
Insurance charges	88.66	95.02
Communication expenses	6.87	15.88
Printing and stationery	9.80	19.59
Postage & Courier Expenses	8.03	21.10
Loss on fire in custom warehouse	-	-
Sundry balances written off (net)	67.44	8.61
Provision for Doubtful Debts	361.71	357.37
Expenditure towards Corporate Social Responsibility (CSR) (Refer Note 40)	12.28	8.59
Tender Expenses	8.66	55.18
Late delivery charges	136.92	319.41
Selling and Administrative Expenses	78.40	515.03
Miscellaneous expenses	12.75	70.41
	-	-
Total	5,793.49	13,266.80

Forech India Private Limited
Notes Forming part of Financial Statements
(All amounts in INR Lakhs unless otherwise stated)

31.1 Payment to Auditors

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Audit fees	5.00	5.00
Tax audit fees	2.50	2.50
Total	7.50	7.50

32 Exceptional Items

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Exceptional Items		-
Total		-

33 Tax Expense (IND AS 12):

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
Current tax	1,300.00	2,590.00
Deferred tax	(71.03)	(109.09)
Income tax relating to earlier years	-	(1.43)
	1,228.97	2,479.48

34 Earning Per Equity Share

Particulars	Provisional for Period Ended September 30, 2025	Year Ended March 31, 2025
(i) Net Profit attributable to Equity Shareholders (in Lakhs)	3,608.92	7,355.25
(ii) No of equity shares (In Nos.)	960,000	960,000
(iii) Weighted average number of Equity Shares outstanding (In Nos.)	960,000	960,000
(iv) Face value per share	100	100
Earning per share Basic & Diluted EPS (i/ii)	375.93	766.17

**for and on behalf of Board of Directors of
Forech India Pvt. Ltd.**

Date : 17-11-2025
Place: Sonapat, Haryana

Sd/-
Ravi Khanna
Managing Director
DIN 00165154

Sd/-
Krishan Agarwal
Whole Time Director
DIN 00020206

Sd/-
Kishore Kumar Verma
Company Secretary
ACS 21281