



**PITTI CASTINGS PRIVATE LIMITED**

**CIN:** U27310TG2011PTC077833

**Registered Office:** IV th Floor, Padmaja Landmark, 6-3-643/401,  
Somajiguda, Hyderabad, Telangana, 500082

**Tel:** +91 40 2331 2774/ 2770

**E-mail:** [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in) | **Website:** [www.pitticastings.com](http://www.pitticastings.com)

**HON'BLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF  
THE UNSECURED CREDITORS OF  
PITTI CASTINGS PRIVATE LIMITED  
NOTICE TO THE UNSECURED CREDITORS**

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<b>Day</b>	:	Friday
<b>Date</b>	:	March 22, 2024
<b>Time</b>	:	2:30 P.M. IST
<b>Venue</b>	:	The Synergy Hall at Hotel Taj Deccan, Road No.1, Banjara Hills, Hyderabad – 500034

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**Form No. CAA 2**  
**(Pursuant to Section 230 (3) of the Companies Act, 2013 and Rules 6 and 7 of the Companies**  
**(Compromises, Arrangements and Amalgamations) Rules, 2016**

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**  
**BENCH AT HYDERABAD**  
**COMPANY APPLICATION NO. C.A. (CAA) No. 66/2023**

In the matter of the Companies Act, 2013;  
And  
In the matter of Application under Sections 230 – 232 and other applicable provisions of the Companies Act, 2013  
And  
In the matter of the Scheme of Amalgamation  
Amongst  
Pitti Castings Private Limited  
(the 'Amalgamating Company 1')  
And  
Pitti Rail and Engineering Components Limited  
(the 'Amalgamating Company 2')  
And  
Pitti Engineering Limited  
(the 'Amalgamated Company')  
And  
Their respective Shareholders and Creditors

Pitti Castings Private Limited (CIN: U27310TG2011PTC077833) a private limited company, incorporated under the Companies Act, 1956, having its registered office at IV th Floor, Padmaja Landmark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082	First Applicant Company / Amalgamating Company 1
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## **NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF PITTI CASTINGS PRIVATE LIMITED**

To,

The Unsecured Creditors of Pitti Castings Private Limited (“**Amalgamating Company 1**”).

NOTICE is hereby given that by an order dated February 9, 2024 (the “**Order**”), the Hon’ble National Company Law Tribunal Bench at Hyderabad (“**NCLT**”) has directed a meeting to be convened and held of the Unsecured Creditors of Pitti Castings Private Limited (“**PCPL**” or the “**Amalgamating Company 1**” or the “**Company**”), for the purpose of considering, and if thought fit, approving the scheme of amalgamation amongst Pitti Castings Private Limited (“**PCPL**” or the “**Amalgamating Company 1**”) and Pitti Rail and Engineering Components Limited (“**PRECL**” or the “**Amalgamating Company 2**”) and Pitti Engineering Limited (“**PEL**” or the “**Amalgamated Company**”) and their respective Shareholders and Creditors, under Sections 230 to 232 of the Companies Act, 2013 (“**Companies Act**” or the “**Act**”) (the “**Scheme of Amalgamation**” or the “**Scheme**”) and the rules framed thereunder.

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of Unsecured Creditors of the Company will be held at The Synergy Hall at Hotel Taj Deccan, Road No,1, Banjara Hills, Hyderabad 500034 on Friday, March 22, 2024 at 2:30 P.M. IST or any adjourned dates thereof, for the purpose of considering, and if thought fit, approving the proposed Scheme (“**Tribunal Convened Unsecured Creditor Meeting**” or “**Meeting**”) by passing the following Resolutions.

*“**RESOLVED THAT** pursuant to the provisions of Sections 230-232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Arrangement Rules**”) and other applicable rules and regulations made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approval of jurisdictional National Company Law Tribunal (“**NCLT**”/“**Tribunal**”), and subject to applicable provisions of the Securities and Exchange Board of India (“**SEBI**”) Act, 1992 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), and subject to such other approvals and permissions and sanctions from other regulatory or government bodies / tribunals or institutions as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (‘hereinafter referred to as “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution’) the Scheme of Amalgamation amongst Pitti Castings Private Limited (“**PCPL**” or the “**Amalgamating Company 1**” or the “**Company**”) and Pitti Rail and Engineering Components Limited (“**PRECL**” or the “**Amalgamating Company 2**”) and Pitti Engineering Limited (“**PEL**” or the “**Amalgamated Company**”) and their respective Shareholders and Creditors (“**Scheme**”) placed before this Meeting, be and is hereby approved by the Unsecured Creditors of the Company.*

***RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts, transfer/ vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/*

*Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme.”*

**TAKE FURTHER NOTICE THAT** Unsecured Creditors may attend and vote at the said Meeting in person or by proxy provided that the prescribed form of proxy (as annexed to this notice), duly signed by you, is deposited at the registered office of the Company at IV th Floor, Padmaja Land Mark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082, India , not later than 48 (forty eight) hours before the time fixed for the aforesaid Meeting. The form of proxy, if required, can be obtained free of charge from the registered office of the Company or can be downloaded from the website of the Amalgamating Company 1 .

A copy of the Scheme and of the Explanatory Statement, under Sections 230(3), 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained from the website of the Company at [www.pitticastings.com](http://www.pitticastings.com) and can also be obtained free of charge, between 9:00 a.m. to 6:00 p.m. on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the Meeting from the registered office of the Amalgamating Company 1 at, IV th Floor, Padmaja Landmark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082 India or by sending a request by e-mail at [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in).

The Hon'ble Tribunal has appointed Mr. E. Satish Kumar, Advocate, to be the Chairperson of the said Meeting and Ms. Padma Priyanka Vangala, PCS, to be Scrutinizer of the said Meeting, including for any adjournment(s) thereof.

In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Unsecured Creditors only if the Scheme is approved by majority of persons representing three-fourth in value of the Unsecured Creditors of the Company, voting through ballot / polling paper facility made available during the Meeting.

The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval by the Hon'ble National Company Law Tribunal, Bench at Hyderabad.

Dated at this February 16, 2024  
Place: Hyderabad

Sd/-  
**E. Satish Kumar**  
Chairperson appointed for the Meeting

**Registered Office:**  
**Pitti Castings Private Limited**  
CIN: U27310TG2011PTC077833  
IV th Floor, Padmaja Land Mark, 6-3-643/401,  
Somajiguda, Hyderabad, Telangana, 500082, India  
**E-mail:** [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in)  
**Website:** [www.pitticastings.com](http://www.pitticastings.com)

## Notes:

1. The statement pursuant to Sections 230(3), 232(1), 232(2) and 102, any other applicable provisions of the Act, the rules made thereunder, stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
2. UNSECURED CREDITORS ENTITLED TO ATTEND AND VOTE AT THE MEETING ARE ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE UNSECURED CREDITOR OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Form of Proxy is annexed to this Notice and can also be obtained from the registered office or downloaded from the website of the Company.
4. All alterations made in the Form of Proxy should be initialled.
5. Every Unsecured Creditor entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company.
6. The quorum of the meeting of the Unsecured Creditors of the Company shall be in terms of Section 103 of the Act, present in person or through proxy.
7. All Unsecured Creditors or his proxy or authorised representative, as the case may be, attending the meeting, are required to bring the copy of the notice to the meeting and produce the Attendance Slip (annexed to this notice), duly completed and signed at the entrance of the meeting venue.
8. An individual Unsecured Creditor or the authorised representative of the Unsecured Creditor (in case such Unsecured Creditor is a body corporate) or the proxy should carry a copy of their valid and legible identity proof (PAN Card / Aadhaar Card / Passport / Driving Licence / Voter ID Card) to the meeting.
9. The Notice is being sent to the Unsecured Creditors of the Company as on September 30, 2023 (Cut-Off Date). Physical Copies of such Notice is being sent to all Unsecured Creditors by ordinary post, air mail or email or hand delivery. Additionally, the Notice is also being sent by email to Unsecured Creditors whose email IDs are available with the Company. The Notice is also available on the Company's website [www.pitticasting.com](http://www.pitticasting.com).
10. Unsecured Creditors of the Company as on the Cut-Off Date will be considered for the purpose of voting in proportion to the amount due to the Unsecured Creditor as on the Cut-Off Date.
11. The authorised representative of a Body Corporate may attend and vote at the Meeting, provided a authority letter or power of attorney or a certified copy of the resolution passed by its board of directors or other governing body of such corporate authorising their representative(s) to attend and vote at the Meeting is sent to the Scrutinizer by e-mail at [priyapoluri@gmail.com](mailto:priyapoluri@gmail.com) or deposited at the registered office of the Company not later than 48 hours before the scheduled time of the commencement of the Meeting.
12. The Notice convening the aforesaid Meeting will be published through advertisement in Business Standard edition in the English language and Nava Telangana edition in the Telugu language.
13. As directed by the Tribunal, Ms. Padma Priyanka Vangala, PCS, has been appointed as the scrutinizer for the said Meeting of the Unsecured Creditors for conducting the voting through ballot / polling paper as arranged by the Company at the venue of the Meeting, in a fair and transparent manner.
14. The scrutinizer shall, after the conclusion of the Meeting, submit a consolidated scrutinizer's report of the total votes cast in favour and against the resolution and invalid votes, if any and submit the same to the Chairperson of the Meeting or a person authorized by chairperson.

15. The result of the voting shall be announced by the Chairperson of the Meeting or a person authorized by the Chairperson in writing within 2 (two) working days from the conclusion of the Meeting upon receipt of the scrutinizer's report. The results declared, along with the scrutinizer's report, shall be displayed at the notice board of registered office of the Company and hosted on the Company's website at [www.pitticastings.com](http://www.pitticastings.com) immediately after the result is declared.
16. Subject to the receipt of requisite majority of votes in favour of the Scheme, the resolution shall be deemed to be passed on the date of the Meeting, i.e., on Friday, March 22, 2024.
17. The material documents, referred to in the Explanatory Statement will be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of the Notice up to the date of the Meeting.
18. A person, whose name is not appearing in the books of Company as on the Cut-off Date shall not be entitled to vote at the meeting.
19. In case of any query/grievance in connection with the voting, Unsecured Creditors may send an e-mail seeking clarification at [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in).

Dated at this February 16, 2024  
Place: Hyderabad

Sd/-  
**E. Satish Kumar**  
**Chairperson appointed for the Meeting**

**Registered Office:**  
**Pitti Castings Private Limited**  
CIN: U27310TG2011PTC077833  
IV th Floor, Padmaja Land Mark, 6-3-643/401,  
Somajiguda, Hyderabad, Telangana, 500082, India  
**E-mail:** [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in)  
**Website:** [www.pitticastings.com](http://www.pitticastings.com)

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT HYDERABAD  
COMPANY APPLICATION NO. C.A. (CAA) No. 66/2023**

**In the matter of the Companies Act, 2013;**

**And**

**In the matter of Application under Sections 230 – 232 and other applicable provisions of the Companies Act, 2013**

**And**

**In the matter of the Scheme of Amalgamation  
Amongst**

**Pitti Castings Private Limited  
(the 'Amalgamating Company 1')**

**And**

**Pitti Rail and Engineering Components Limited  
(the 'Amalgamating Company 2')**

**And**

**Pitti Engineering Limited  
(the 'Amalgamated Company')**

**And**

**Their respective Shareholders and Creditors**

Pitti Castings Private Limited (CIN: U27310TG2011PTC077833) a private limited company, incorporated under the Companies Act, 1956, having its registered office at IV th Floor, Padmaja Land Mark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082, India	First Applicant Company/ Amalgamating Company 1
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**EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to an order pronounced on February 9, 2024, by the Hon'ble National Company Law Tribunal, Bench at Hyderabad ("hereinafter referred to as "**Order**") in the Company Application No. C.A.(CAA) - 66/2023, a meeting of the Unsecured Creditors of Pitti Castings Private Limited ("**PCPL**" or "**Amalgamating Company 1**" or the "**Company**") is being convened for the purpose of considering, and if thought fit, approving the Scheme of Amalgamation amongst Pitti Castings Private Limited ("**PCPL**" or the "**Amalgamating Company 1**" or the "**Company**") and Pitti Rail and Engineering Components Limited ("**PRECL**" or the "**Amalgamating Company 2**") and Pitti Engineering Limited ("**PEL**" or the "**Amalgamated Company**") and their respective Shareholders and Creditors, under Sections 230 to 232 of the Companies Act, 2013 ("**Act**") and the rules framed thereunder. The Company, PRECL and PEL are together referred to as the "**Companies**". This is a statement accompanying the notice for the Meeting as required under the Act. The Meeting is being convened as per the details given below:

<b>Day</b>	Friday
<b>Date</b>	March 22, 2024
<b>Time</b>	2:30 P.M IST
<b>Location</b>	The Synergy Hall at Hotel Taj Deccan, Road No.1, Banjara Hills, Hyderabad 500034

2. A copy of the Scheme which has been, inter alia, approved by the Audit Committee of the Amalgamated Company and the board of directors of the Companies at their respective meetings held on June 15, 2023, is enclosed as Annexure 1. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.
3. The Scheme, inter alia, provides for the following:
  - a) the transfer and vesting of Amalgamating Company 1 and Amalgamating Company 2 (as defined hereinafter) with the Amalgamated Company; and
  - b) various other matters consequential or otherwise integrally connected therewith.  
each in the manner as more particularly described in the Scheme.
4. The Unsecured Creditors of the Company would be entitled to vote by ballot / polling paper as arranged at the venue of the Meeting.
5. The quorum of the aforesaid Meeting of the Unsecured Creditors shall be in terms of Section 103 of the Act, present in person or through proxy.
6. The Hon'ble Tribunal has appointed Mr. E. Satish Kumar, Advocate, to be the Chairperson of the said Meeting and Ms. Padma Priyanka Vangala, PCS to be the scrutinizer for the meeting including for any adjournment(s) thereof.
7. The Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company have filed the Scheme in Form No. GNL-1 with the Registrar of Companies, Hyderabad, Telangana.

**8. Details as per Rule 6(3) of the Arrangement Rules**

**(i) Details of the Order directing the calling, convening and conducting of the Meeting:**

Please refer to paragraph no. 1 of this explanatory statement for date of the Order and the date, time and venue of the Tribunal Convened Shareholder Meeting.

**(ii) Details of the Companies:**

**Pitti Castings Private Limited**

- (a) Date of Incorporation: December 07, 2011
- (b) Corporate Identification Number: U27310TG2011PTC077833
- (c) Permanent Account Number: AAGCP3826N
- (d) Type of Company: Private Limited Company
- (e) Registered Office: IV th Floor, Padmaja Landmark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082
- (f) Email Address: [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in)
- (g) Name of the stock exchange(s) where securities of the Company are listed: Equity shares of PCPL are not listed on any recognised Stock Exchange.

**Pitti Rail and Engineering Components Limited**

- (a) Date of Incorporation: October 5, 2020
- (b) Corporate Identification Number: U29100TG2020PLC144524
- (c) Permanent Account Number: AALCP4692B
- (d) Type of Company: Public limited company

- (e) Registered Office: 6-3-648/401, 4th Floor, Padmaja Landmark, Somajiguda, Hyderabad, Telangana, 500082
- (f) Email Address: [precl@pitti.in](mailto:precl@pitti.in)
- (g) Name of the stock exchange(s) where securities of the company are listed: Equity shares of PRECL are not listed on any recognised Stock Exchange.

**Pitti Engineering Limited**

- (h) Date of Incorporation: September 17, 1983
- (i) Corporate Identification Number: L29253TG1983PLC004141
- (j) Permanent Account Number: AABCP2275L
- (k) Type of Company: Listed Public limited Company
- (l) Registered Office: IVth Floor, Padmaja Landmark, 6-3-648/401, Somajiguda, Hyderabad, Telangana, 500082
- (m) Email Address: [shares@pitti.in](mailto:shares@pitti.in)
- (n) Name of the stock exchange(s) where securities of the company are listed: Equity shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”).

**(iii) Other particulars of the Company as per Rule 6(3) of the Arrangement Rules:**

**Pitti Castings Private Limited**

- a. Summary of the main objects as per the memorandum of association and main business carried on by PCPL:

The objects for which PCPL has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause III(A) of the Memorandum of Association are, inter alia, reproduced hereunder:

**(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.**

1. *To carry on the business as manufacturers, repairers and dealers in forgings / castings / plates / boilers and to set up steel furnaces and to carry on the business of iron founders, metal founders, metal presses, metal rollers, metal works, rolling mills, metal converters and as manufacturers of metal and metal fittings.*
2. *To carry on the business as manufacturers, fabricators, importers, exporters, dealers, agents, stockists, retailers and traders of all kinds of material handling equipments, tools, machine tools, gadgets, accessories and spares and those products and items related or connected or supplementary or ancillary to the business mentioned in (1) and (2).*
3. *To buy, sell, process and carry on business of manufacture of Copper Wound Stators, Electrical Stampings, Pressings, Core Components, Tools, Jigs, Fixtures, Moulds and Tool Room Produce.*
4. *To carry on business, as Manufacturers, Importers, Exporters, Buyers, Sellers, Dealers, Stockists, Agents, Distributors of Stampings, Pressings, Core Components, Tools, Jigs, Mixtures, Moulds and Tool Room Produce.*
5. *To carry on business, as manufacturers of sheet Metal Pressing of every description and pressing of all types of metals to manufacture any item or part of such item out of metal for the purpose of Electrical Stampings.*

Clause III(B)(17) of the Memorandum of Association of PCPL which contain provisions for amalgamations and arrangements, are reproduced herein below:

*“17. To amalgamate or enter into partnership or into any arrangements for sharing profits, union of interests, co-operation joint venture or reciprocal concession, with any person , firm or company carrying on or*

*engaged in or about to carry on or engaged in, any business or transaction which the Company is authorized to carry on, or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit of the Company..”*

b. Details of change of name, registered office and objects of PCPL during the last five years:

(A) Change of Name: There is no change of name during the last five years.

(B) Change of Registered Office: There is no change of registered office during the last five years.

(C) Change of objects: There is no change in objects during the last five years.

c. Details of the capital structure of PCPL including authorized, issued, subscribed and paid-up share capital:

(A) The authorized, issued, subscribed and paid-up share capital of PCPL as on June 09, 2023 is as under:

<b>Particulars</b>	<b>Amount (in INR)</b>
<b>Authorized Share Capital</b>	
12,44,62,500 Equity Shares of INR 10/- each	1,24,46,25,000
1,23,30,000 Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of INR 10/- each.	12,33,00,000
<b>Total</b>	<b>1,36,79,25,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
12,44,62,500 Equity Shares of INR 10/- each	1,24,46,25,000
1,23,30,000 Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of INR 10/- each.	12,33,00,000
<b>Total</b>	<b>1,36,79,25,000</b>

(B) Subsequent to the above date and till the date of filing the Scheme, there has been no change in the authorised, issued, subscribed and paid-up capital of PCPL.

d. Details of the promoters and directors of PCPL along with their addresses:

(A) The details of the promoters of PCPL are as follows:

<b>Sr. No.</b>	<b>Name of Promoter</b>	<b>Address</b>
1.	Shri Sharad Badrivishal.Pitti	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
2.	Shri Akshay Sharad.Pitti	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
3.	Pitti Electrical Equipment Private Limited	6-3-648/2, Somajiguda, Rajbhavan Road, Hyderabad, Telangana – 500082
4.	Pitti Engineering Limited*	IV th Floor, Padmaja Landmark, 6-3-648/401, Somajiguda, Hyderabad, Telangana, 500082

*\* Classification of Promoters above is based on the definition of “Promoter” and “Promoter Group” as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*



(B) The details of the directors of PCPL are as follows:

Sr. No.	Name of Director	Designation	Residential Address
1.	Shri Sharad Badrivishal Pitti	Chairman	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
2.	Shri Akshay Sharad Pitti	Director	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
3.	Smt Madhuri Sharad Pitti	Director	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India

- e. The date of the board meeting of PCPL at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The board of directors of PCPL approved the Scheme at their meeting dated June 15, 2023. Details of the manner in which the directors of PCPL voted at this meeting are as follows:

Sr. No.	Name of Director	Voted in favour/ against/ abstained or Absent
1.	Shri Sharad Badrivishal Pitti	Absent
2.	Shri Akshay Sharad Pitti	In favour
3.	Smt Madhuri Sharad Pitti	In favour

- f. As on September 30, 2023, PCPL has 1 secured creditor and amount due to such secured creditor is INR 5,12,26,837/-. The Company has 182 unsecured creditors and amount due to such unsecured creditors is INR 32,93,52,021/- (Rupees Thirty-Two Crores Ninety-Three Lakhs Fifty-Two Thousand and Twenty-One Only).
- g. None of the directors, the Key Managerial Personnel (as defined under the Act) of PCPL and their respective Relatives (as defined under the Act) have any material interests on which the Scheme has an effect, except to the extent of their respective shareholding in PEL and PCPL, if any, and/or to the extent the said directors / Key Managerial Personnel are common directors of PEL and PCPL (as applicable), if any. The composition of the board of directors of PCPL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Memorandum of Association and Articles of Association of PCPL.
- h. The common directors of the Company and PEL hold the following shares in the Company and PEL as on June 09, 2023

Sr. No	Name	Designation in the Company	No. of shares held in the Company	No. of shares held in PEL
1	Shri Sharad Badrivishal Pitti	Chairman	48,80,000	43,49,926
2	Shri Akshay Sharad Pitti	Director	18,30,000	42,28,414

- i. Disclosure about the effect of the Scheme on the various stakeholders of the Company:

Sr. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1	Promoter Shareholders	The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of PCPL has been set out in the report adopted by the Board of Directors of the Company pursuant to the provisions of Section 232(2)(c) of the Act which is attached as <b>Annexure 2</b> to this Statement.
2	Non-Promoter Shareholders	
3	Key Managerial Personnel	

<b>Sr. No.</b>	<b>Category of stakeholder</b>	<b>Effect of the Scheme on the stakeholders</b>
4	Creditors	All the liabilities of the Amalgamating Company 1, immediately before the amalgamation, shall become the liabilities of the Amalgamated Company, by virtue of the Scheme of Amalgamation, with effect from the Appointed Date.  The present Scheme inter alia includes the amalgamation amongst PCPL, PRECL and PEL and is in no manner prejudicial to the interests of the creditors of the Amalgamating Company 1.
5	Directors	Pursuant to the Scheme, the Amalgamating Company 1 shall be dissolved without winding up and therefore the current Board of Directors of the Amalgamating Company 1 shall cease to hold their positions and cease to be the Board of Directors of the Amalgamating Company 1.
6	Depositors	There are no depositors. Hence this is not applicable.
7	Debenture holders	There are no debenture holders in PCPL. Hence this is not applicable.
8	Debenture trustee	There are no deposit trustee or debenture trustee in PCPL. Hence this is not applicable.
9	Employees	There will be no adverse effect of the Scheme on the employees of PCPL.  On the Scheme becoming effective, all staff and employees of PCPL on the Effective Date shall be deemed to have become the staff and employees of Amalgamated Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with Amalgamated Company shall not be less favourable than those applicable to them with reference to PCPL as on the Effective Date.

- j. There are no investigation or proceedings instituted or pending against PCPL under the Act (as per Rule 6(3)(viii) of the Arrangement Rules).

**(iv) Other particulars of the Companies as per Rule 6(3) of the Arrangement Rules:**

**Pitti Rail and Engineering Components Limited**

- (a) Summary of the main objects as per the Memorandum of Association and main business carried on by PRECL:

The objects for which PRECL has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause 3(A) of the Memorandum of Association are as hereunder:

***THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:***

- To carry on business, as manufacturers, importers, exporters, dealers, agents, stockist, retailers and traders of sheet metal including but not limited to laminations, pressings, stampings, press components, tools, jigs, fixtures, molds, tool room produce; castings; fabrication; forging; machining and any other engineering processes; using any of the aforesaid operation including manufacture, import, export and trade of accessories required for making assemblies and sub-assemblies used in various industrial applications.*
- To carry on business, as manufacturers, importers, exporters, dealers, agents, stockist, retailers and traders of components and assemblies of all kinds and descriptions used in locomotives and automobiles including but not limited to all kinds of vehicles, electric, hybrid, new energy vehicles or otherwise multi wheel vehicles, mono rail, light rail, metro rail, engines, locomotives of every description and also of various parts, components and accessories thereof including but not limited to chassis, batteries, chargers, motors, controllers, tools and tackles, aggregates, implements, drivetrain systems, gear cases, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles,*

*alloy springs, materials and parts thereof of all or any of the above mentioned locomotives used for the transport or conveyance of passengers, merchandise and goods of every description whether propelled or used or run by electricity, steam, oil vapor, gas, petroleum, diesel, oil, fuel cell or any other mode or mechanical power. .*

3. *To carry on the business as manufactures, assemblers, fabricators, designers, suppliers, consultants, experts, stockists, importers, exporters, repairers, distributors, agents, traders and dealers of components, equipment, apparatus and engineering products used in various industrial segments including but not limited to hydro & thermal power generation, windmill, mining, cement, steel, sugar, construction, lift irrigation, freight rail, passenger rail, mass urban transport, appliances, medical equipment, oil & gas, defense, robotics and any other industrial applications.*
4. *To carry on the business as manufacturers, assemblers, fabricators, designers, suppliers, consultants, experts, stockists, importers, exporters, repairers, distributors, agents, traders and dealers in forgings, foundry, castings, plates, boilers and to set up furnaces and to carry on the business of iron and steel founders, metal founders, metal presses, metal rollers, metal works, rolling mills, metal converters, machinist and also for all kinds of material handling equipment, tools, machine tools, gadgets, accessories and spares and those products and items related or connected or supplementary or ancillary to the above.*

Clause 3(B)(18) of the Memorandum of Association of PRECL which contain provisions for amalgamations and arrangements, are reproduced herein below.

18. *"To amalgamate or merge or de-merger or enter into partnership or into any arrangements for sharing profits, union of interests, co-operation joint venture or reciprocal concession, with any person , firm or company carrying on or engaged in or about to carry on or engaged in, any business or transaction which the Company is authorized to carry on, or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit of the Company."*

(b) Details of change of name, registered office and objects of PRECL during the last five years:

- (A) Change of Name: There is no change of name during the last five years.
- (B) Change of Registered Office: There is no change of registered office during the last five years.
- (C) Change of objects: There has been no change in objects clause during the last five years.

(c) Details of the capital structure of PRECL including authorized, issued, subscribed and paid-up share capital:

(A) The authorized, issued, subscribed and paid-up share capital of PRECL as on June 09, 2023 is as under:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorized Share Capital</b>	
1,00,000 Equity Shares of INR 10/- each	10,00,000
<b>Total</b>	<b>10,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
1,00,000 Equity Shares of INR 10/- each	10,00,000
<b>Total</b>	<b>10,00,000</b>

Subsequent to the above date and till the date of filing the Scheme, there has been no change in the authorised, issued, subscribed and paid-up capital of PRECL.

(d) Details of the promoters and directors of PRECL along with their addresses:

(A) The details of the promoters of PRECL are as follows:

Sr. No.	Name of Promoter	Address
1.	Pitti Engineering Limited	IVth Floor, Padmaja Landmark, 6-3-648/401, Somajiguda, Hyderabad, Telangana, 500082
2.	Shri Sharad Badrivishal Pitti*	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
3.	Shri Akshay Sharad Pitti*	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
4.	Shri Sandip Agarwala*	Flat No. 401, Narvens Vaishno Sudham Apartments, 6-3-1089 and 1089/a, Gulmohar Avenue, Raj Bhavan Road, Somajiguda, Hyderabad-500082
5.	Shri Rishab Gupta*	6-3-1095/1096, Flat No. A-303, Phase-II, Metro Palm Grove Apts, Somajiguda, Hyderabad-500082
6.	Shri Varun Agarwal*	Villa No.4, Sri Aditya Royal Palm, Shaikpet, Tolichowki, Golconda, Hyderabad-500008
7.	Shri M.Pavan Kumar*	Flat No. 203, My Home Gardenia Apartments, D.No 6-3-865, Greenlands, Opp Green Park Hotel, Begumpet, Hyderabad-500016, Telangana, India

*\*Nominee Shareholders of PEL*

(B) The details of the directors of PRECL are as follows:

Sr. No.	Name of Director	Designation	Residential Address
1	Shri Sharad Badrivishal Pitti	Director	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
2	Shri Akshay Sharad Pitti	Director	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
3	Shri M Pavan Kumar	Director	Flat No. 203, My Home Gardenia Apartments, D.No 6-3-865, Greenlands, Opp Green Park Hotel, Begumpet, Hyderabad-500016, Telangana, India

(e) The date of the board meeting of PRECL at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The board of directors of PRECL approved the Scheme at their meeting dated June 15, 2023. Details of the manner in which the directors of PRECL voted at this meeting are as follows:

Sr. No.	Name of Director	Voted in favour/ against/ abstained or Absent
1	Shri Sharad Badrivishal Pitti	Absent
2	Shri Akshay Sharad Pitti	In favour
3	Shri M Pavan Kumar	In favour

- (f) As on September 30, 2023, PRECL has no secured creditors. PRECL has 1 unsecured creditor amounting to INR 2,000/- (Two Thousand Only) who has given his consent to the Scheme by way of a consent affidavit.
- (g) None of the directors, the Key Managerial Personnel (as defined under the Act) of PRECL and their respective Relatives (as defined under the Act) have any material interests on which the Scheme has an effect, except to the extent of their respective shareholding in PEL and PRECL, if any, and/or to the extent the said directors / Key Managerial Personnel are common directors of PEL and PRECL (as applicable), if any. The composition of the board of directors of PRECL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Memorandum of Association and Articles of Association of PRECL.
- (h) The common directors of PEL and PRECL hold the following shares in PEL and PRECL as on June 09, 2023:

Sr. No.	Name	Designation in PRECL	No. of shares held in PEL	No. of shares held in PRECL
1	Shri Sharad Badrivishal Pitti	Director	43,49,926	10*
2	Shri Akshay Sharad .Pitti	Director	42,28,414	10*

*\*Shares of PRECL held in the capacity of Nominee Shareholders of PEL.*

- (i) Disclosure about effect of the Scheme on the various stakeholders of PRECL:

Sr. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1	Promoter Shareholders	The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of PRECL has been set out in the report adopted by the board of directors of PRECL pursuant to the provisions of Section 232(2)(c) of the Act.
2	Non-Promoter Shareholders	
3	Key Managerial Personnel	
4	Creditors	All the liabilities of the Amalgamating Company 2, immediately before the amalgamation, shall become the liabilities of the Amalgamated Company, by virtue of the Scheme of Amalgamation, with effect from the Appointed Date.  The present Scheme inter alia includes the amalgamation amongst the Company, PRECL and PEL and is in no manner prejudicial to the interests of the creditors of the Amalgamating Company 2.
5	Directors	Pursuant to the Scheme, the Amalgamating Company 2 shall be dissolved without winding up and therefore current Board of Directors of the Amalgamating Company 2 shall cease to hold their positions and cease to be the Board of Directors of the Amalgamating Company 2.
6	Depositors	There are no depositors. Hence this is not applicable.
7	Debenture holders	There are no debenture holders in PRECL. Hence this is not applicable.
8	Debenture trustee	There are no deposit trustee or debenture trustee in the PRECL. Hence this is not applicable.
9	Employees	There will be no adverse effect of the Scheme on the employees of PRECL.  On the Scheme becoming effective, all staff and employees of PRECL on the Effective Date shall be deemed to have become the staff and employees of Amalgamated Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with Amalgamated Company shall not be less favourable than those applicable to them with reference to PRECL as on the Effective Date.

- j) There are no investigation or proceedings instituted or pending against PRECL under the Act (as per Rule 6(3) (viii) of the Arrangement Rules).

**(v) Other particulars of the Companies as per Rule 6(3) of the Arrangement Rules:**

**Pitti Engineering Limited**

- a. Summary of the main objects as per the Memorandum of Association and main business carried on by PEL:

The objects for which PEL has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause III(A) of the Memorandum of Association are as hereunder:

**(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**

1. *To carry on the business of manufacture and of development, generation, purchase accumulation, transmission, distribution, sale and supply of electric power including wind energy, solar energy, thermal energy, hydro energy, bio energy or any other sources of energy at places both public or private and to construct, lay down, establish, operate, maintain, develop, power stations, cable wires, lines, accumulators, lighting equipments, transformers and all types of electrical works and equipments..*
2. *To buy, sell, process and carry on business of manufacture of Laminations, Pressings, Stampings, Press Components, Tools, Jigs, Fixtures, Moulds and Tool Room Produce.*
3. *To carry on business, as Manufacturers, Importers, Exporters, Buyers, Sellers, Dealers, Stockists, Agents, Distributors of Laminations, Pressings, Stampings, Press Components, Tools, Jigs, Mixtures, Moulds and Tool Room Produce.*
4. *To carry on business, as manufacturers of sheet Metal Pressing of every description and pressing of all types of metals to manufacture any item or part of such item out of metal.*
5. *To carry on the business as manufacturers, repairers and dealers in forgings, foundry / castings, plates, boilers and to set up steel furnaces and to carry on the business of iron founders, metal founders, metal presses, metal rollers, metal works, rolling mills, metal converters and as manufacturers of metal and metal fittings and to carry on the business as manufacturers, fabricators, importers, exporters, dealers, agents, stockists, retailers and traders of all kinds of material handling equipment, tools, machine tools, gadgets, accessories and spares and those products and items related or connected or supplementary or ancillary to the above.*

Clause III(B)(19) of the Memorandum of Association of PEL which contain provisions for amalgamations and arrangements, are reproduced herein below:

19. *"To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation joint venture or reciprocal concession, with any person, firm or company carrying on or engaged in or about to carry on or engaged in, any business or transaction which the company is authorised to carry on, or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company."*

- b. Details of change of name, registered office and objects of PEL during the last five years:

(A) Change of Name: PEL was incorporated as Pitti Laminations Private Limited on 17th September 1983. It was converted into public limited company on 29th December 1992. The name of the Company was changed from Pitti Laminations Limited to Pitti Engineering Limited and a fresh Certificate of Incorporation dated 8th May 2018 was issued by the Ministry of Corporate Affairs, Office of Registrar of Companies, Hyderabad.

(B) Change of Registered Office: There is no change of registered office during the last five years.

(C) Change of objects: There has been no change in objects clause during the last five years.

c. Details of the capital structure of PEL including authorized, issued, subscribed and paid-up share capital:

(A) The authorized, issued, subscribed and paid-up share capital of PEL as on June 09, 2023 is as under:

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
6,00,00,000 Equity Shares of INR 5/- each	30,00,00,000
<b>Total</b>	<b>30,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
3,20,50,067 Equity Shares of INR 5/- each	16,02,50,335
8,300 Equity Shares forfeited of INR 5/- each	41,500
<b>Total</b>	<b>16,02,91,835</b>

(B) Subsequent to the above date and till the date of filing the Scheme, there has been no change in the authorised, issued, subscribed and paid-up capital of PEL.

d. Details of the promoters and directors of PEL along with their addresses:

(A) The details of the promoters of PEL are as follows:

Sr. No.	Name of Promoter	Address
1.	Shri Sharad Badrivishal Pitti	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
2.	Shri Akshay Sharad Pitti	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
3.	Smt Madhuri Sharad Pitti	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
4.	Sharad B Pitti HUF	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
5.	Pitti Electrical Equipment Private Limited	6-3-648/2, Somajiguda, Rajbhavan Road, Hyderabad 500082, Telangana, India

(B) The details of the directors of PEL are as follows:

Sr. No.	Name of Director	Designation	Residential Address
1.	Shri Sharad Badrivishal Pitti	Chairman & Managing Director	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
2.	Shri Akshay Sharad Pitti	Vice-Chairman & Managing Director	6-3-648, Moti Bhavan, Somajiguda, Hyderabad – 500082, Telangana, India
3.	Ms. Comal Ramachandran Gayathri	Independent Non-Executive Director	Flat 2A, Kannan Apartment 40 Chamiers Road, Teynampet, Chennai - 600018
4.	Shri Vijaya Kumar Gummalla	Independent Non-Executive Director	6-3-609/32/A, 1st Floor, Anandnagar Colony, Khairtabad, Hyderabad – 500 004
5.	Shri Gopala Krishna Muddusetty	Independent Non-Executive Director	12-2-823/A/23, Opp: St. Ann's College Street, Santoshnagar, 5th Avenue, Mehdipatnam, Hyderabad – 500 028

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Residential Address</b>
6.	Shri Nagabhushan Rao Ganti	Independent Non-Executive Director	A101 & 102, Apurupa, 45 Huda Heights, MLA Colony, Banjara Hills, Road No.12, Hyderabad - 500 034
7.	Shri Swaminathan Thiagarajan	Independent Non-Executive Director	Flat No.203, Mythri Residency, 13-6-429, Pillar no.102, Plot No.21 & 22, Kanaka Durga Colony, Ring Road, Hyderabad - 500 006
8.	Shri Yogender Bahadur Sahgal (Appointed w.e.f November 9, 2023)	Independent Non-Executive Director	5-9-211/1, Chirag Ali Lane, Nampally, Hyderabad – 500001

- e. The date of the board meeting of PEL at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The board of directors of PEL approved the Scheme at their meeting dated June 15, 2023. Details of the manner in which the directors of PEL voted at this meeting are as follows:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Voted in favour/ against/ abstained or Absent</b>
1.	Shri Sharad Badrivishal Pitti	Absent
2.	Shri Akshay Sharad Pitti	In favour
3.	Ms. Comal Ramachandran Gayathri	In favour
4.	Shri Vijaya Kumar Gummalla	In favour
5.	Shri Gopala Krishna Muddusetty	In favour
6.	Shri Nagabhushan Rao Ganti	In favour
7.	Shri Swaminathan Thiagarajan	In favour

- f. As on September 30, 2023, PEL has 8 secured creditors (including 1 lease financing creditor) amounting to INR 4,00,71,83,112 (Rupees Four Hundred Crores Seventy one Lakhs Eighty Three Thousand One Hundred and Twelve Only) and it has 439 unsecured creditors and the amount due to such unsecured creditors is INR 2,41,99,96,704 (Rupees Two Hundred and Forty One Lakh Ninety Nine Lakhs Ninety Six Thousand Seven Hundred and Four Only) are owed.
- g. None of the directors, the Key Managerial Personnel (as defined under the Act) of PEL and their respective Relatives (as defined under the Act) have any material interests on which the Scheme has an effect, except to the extent of their respective shareholding in the Company, PRECL and PEL, if any, and/or to the extent the said directors / Key Managerial Personnel are common directors of PCPL, PRECL and PEL (as applicable), if any. The composition of the board of directors of PEL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Listing Regulations, Memorandum of Association and Articles of Association of PEL.



- h. The details of the shareholding of directors and Key Managerial Personnel of PEL as on June 09, 2023 is as follows:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>No. of shares held in PEL</b>
1	Shri Sharad Badrivishal Pitti	Chairman & Managing Director	43,49,926
2	Shri Akshay Sharad Pitti	Vice-Chairman & Managing Director	42,28,414
3	Ms. Comal Ramachandran Gayathri	Independent Non-Executive Director	Nil
4	Shri Vijaya Kumar Gummalla	Independent Non-Executive Director	20
5	Shri Gopala Krishna Muddusetty	Independent Non-Executive Director	Nil
6	Shri Nagabhushan Rao Ganti	Independent Non-Executive Director	1600
7	Shri Swaminathan Thiagarajan	Independent Non-Executive Director	Nil
8	Shri M Pavan Kumar	Chief Financial Officer	Nil
9	Ms. Mary Monica Braganza	Company Secretary & Compliance Officer	Nil

- i. Disclosure about effect of the Scheme on the various stakeholders of PEL:

<b>Sr. No.</b>	<b>Category of stakeholder</b>	<b>Effect of the Scheme on the stakeholders</b>
1	Promoter Shareholders	The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of PEL has been set out in the report adopted by the board of directors of PEL pursuant to the provisions of Section 232(2)(c) of the Act.
2	Non-Promoter Shareholders	
3	Key Managerial Personnel	
4	Creditors	All the liabilities of the Amalgamating Company 1 and Amalgamating Company 2, immediately before the amalgamation, shall become the liabilities of the Amalgamated Company, by virtue of the Scheme of Amalgamation, with effect from the Appointed Date.  The present Scheme inter alia includes the amalgamation amongst the Company, PRECL and PEL and is in no manner prejudicial to the interests of the creditors of the Amalgamated Company.
5	Directors	The Scheme will have no effect on the existing Directors of PEL. The composition of the board of directors of the PEL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Listing Regulations, Memorandum of Association and Articles of Association of PEL.
6	Depositors	There are no depositors. Hence this is not applicable.
7	Debenture holders	There are no debenture holders in PEL. Hence this is not applicable.
8	Debenture trustee	There are no deposit trustee or debenture trustee in the PEL. Hence this is not applicable.
9	Employees	There will be no adverse effect of the Scheme on the employees of PEL.

**(vi) Other details regarding the Scheme required as per Rule 6(3) of the Arrangement Rules:**

- a. Relationship between the Companies:

As on the date of approval of the Scheme by the Boards of the Companies, Pitti Rail and Engineering Components Limited is a wholly owned subsidiary of Pitti Engineering Limited. Pitti Engineering Limited holds 40,80,000 equity shares representing 3.28% of the paid up equity share capital of Pitti Castings Private Limited and 1,23,30,000 Non - Cumulative Non – Participating Compulsory Redeemable Preference Shares of Pitti Castings Private Limited of INR 10 each representing 100% of the paid up preference share capital.

### **Contracts/arrangements between PCPL and PEL**

PCPL produces the iron and steel castings which are the raw material for machining and assembled products manufactured and supplied by PEL. In order to maintain quality and uninterrupted supply, these products are procured by PEL from PCPL.

Moreover, the manufacturing process at PCPL are audited and approved by some of PEL's customers while approving the products supplied by PEL as an integrated supply chain, making it viable to procure the products from PCPL.

The above arrangement is undertaken at an arms-length basis and an approval for the same has been obtained from the shareholders of PEL.

Further, the Boards of the Companies have common directors. Details of directorship of each of the Companies is provided above.

- b. Appointed Date, Effective Date, Record Date and Consideration for the Scheme:

**"Appointed Date"** means April 01, 2023, or such other date as may be approved by National Company Law Tribunal at Hyderabad Bench, Hyderabad, for the purposes of this Scheme and Income-tax Act, 1961

**"Effective Date"** means the date on which the Scheme shall become effective pursuant to Clause 15 of the Scheme. Any references in this Scheme to "Upon this Scheme becoming effective" or "effectiveness of this Scheme" or "after this Scheme becomes effective" means and refers to the Effective Date.

**"Record Date"** means a date to be fixed by the Board of Directors of the Amalgamated Company in consultation with the Amalgamating Company 1 for the purpose of determining the shareholders of the Amalgamating Company 1 to whom shares would be issued and allotted in accordance with Clause 13.1 of this Scheme, upon coming into effect of the Scheme.

- c. Consideration for the Amalgamation:

Upon the Scheme coming into effect and in consideration of the amalgamation of Amalgamating Company 1 with Amalgamated Company and subject to the provisions of this Scheme, the Amalgamated Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis, to each shareholder of the Amalgamating Company 1, whose names are recorded in the register of members as Member including index of beneficial owners maintained by the Amalgamating Company 1 as on the Record Date, as follows:

*"01 (One) equity share of PEL of INR 05/- each, fully paid-up for every 55 (Fifty-Five) equity shares of PCPL of INR 10/- each, fully paid-up ("Share Exchange Ratio")*

The equity shares of the Amalgamated Company to be issued to the shareholders of the Amalgamating Company 1 in accordance with clause 13.1 of the Scheme shall be hereinafter referred to as **"New Equity Shares"**.

The Amalgamated Company holds equity shares and redeemable preference shares in the Amalgamating Company 1. Hence, upon the Scheme becoming effective and amalgamation of Amalgamating Company 1 with Amalgamated Company in terms of this Scheme, all the equity shares and redeemable preference shares issued by Amalgamating Company 1 and held by Amalgamated Company and/ or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in Amalgamated Company shall be made with respect to such holdings in the Amalgamating Company 1 by the Amalgamated Company.

Amalgamating Company 2 is a wholly owned subsidiary of Amalgamated Company. Hence, upon the Scheme becoming effective and amalgamation of Amalgamating Company 2 with Amalgamated Company in terms of this Scheme, all the equity shares issued by Amalgamating Company 2 and held by Amalgamated Company

and/ or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in Amalgamated Company shall be made to any person whatsoever.

d. Summary of the Valuation Report and Fairness Opinion:

For the purposes of the Scheme, a report in relation to the Share Exchange Ratio (hereinafter referred to as “**Valuation Report**”) and a Corrigendum to the Valuation Report (“**Corrigendum**”) for issuance and allotment of shares of PEL to the shareholders of PCPL pursuant to and in consideration of the Scheme of Amalgamation, on June 15, 2023, was issued jointly by Mr. Niranjana Kumar, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) and SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV-E/06/2020/126), describing, inter alia, the methodologies adopted by them in arriving at the Share Exchange Ratio and setting out the detailed computation of the Share Exchange Ratio for the proposed Scheme of Amalgamation. The Valuation Report has been enclosed as **Annexure 4.1** and corrigendum to the Valuation Report as **Annexure 4.2**. In the Valuation Report, the valuers have provided that upon the Scheme being effective and in consideration of transfer and vesting of Amalgamating Company 1 and Amalgamating Company 2 (as defined under the Scheme) with Amalgamated Company in terms of the Scheme, PEL shall issue and allot:

**To the equity shareholders of PCPL**

1 (One) equity share of PEL having a face value of INR 5.0 each fully paid-up shall be issued for every 55 (Fifty-Five) equity shares held in PCPL having face value of INR 10 each fully paid-up”

**To the preference shareholders of PCPL**

Entire preference share capital of PCPL is held by PEL. The preference shares held by PEL in PCPL would get cancelled upon amalgamation and no further equity/preference would be required to be issued to the preference shareholders of PCPL i.e. PEL and thus, the valuation of preference shares is not required.

**To the equity shareholders of PRECL**

No equity shares of PEL would be required to be issued to the equity shareholders of PRECL (i.e. PEL) for the proposed amalgamation of PRECL with PEL.

The recommendation of the Share Exchange Ratio has been approved by the Audit committee and Board of Directors of PEL and the Board of directors of PCPL and PRECL.

The Valuation Report and Corrigendum to Valuation Report are enclosed herewith as **Annexure 4.1, 4.2** respectively and also available for inspection at the registered office or website of the Company at [www.pitticasting.com](http://www.pitticasting.com).

e. Details of capital restructuring:

There shall be no capital restructuring of the Companies pursuant to the Scheme.

f. Details of debt restructuring:

There shall be no debt restructuring of the Companies pursuant to the Scheme.

g. Rationale and salient features of the Scheme as perceived by the board of directors of the Company:

**Amalgamation of Amalgamating Company 1 with Amalgamated Company:**

PEL had acquired shares in PCPL originally with an objective to ensure vertical integration of businesses which would provide increased opportunities and better margins to PEL. However, due to operational and financial reasons, PEL could not complete the consolidation historically.

With a view to now achieve vertical integration and broaden its footprint across the supply chain, PEL has strategically decided to integrate the Castings Business with its operations.

The implementation of this Scheme will result in the following synergies:

1. Enhance PEL's control over the supply and inventory management of its raw materials Amalgamation would help with a unified approach on supply chain management and consequent synergies leading to optimization of resource utilization, reduced finance cost, operational cost, reduced duplication of administrative efforts and better procurement policies and prices, for the combined business.
2. Allow PEL to gain access to long-term contracts by bolstering an entire integrated process helping them cover the end-to-end supply chain.
3. Enhance PEL's margins and profitability and reduction in related party transactions of PEL which would enhance value for all its stakeholders.
4. Help PEL to diversify its business and provide PEL with access to a new set of customers and industries.

In view of the aforesaid, the Board of Directors of PEL and PCPL have considered it desirable and expedient to integrate the business of PCPL by way of amalgamation. Such an amalgamation is expected to be in the best interest of both Companies, their respective shareholders, creditors, employees and other stakeholders.

**Amalgamation of Amalgamating Company 2 with Amalgamated Company:**

PRECL was incorporated as a Wholly Owned Subsidiary of PEL for the purpose of undertaking a greenfield project in relation to the manufacture of railway and engineering components. Since PEL has undertaken the said business through Brown field project, there is no longer need of a separate corporate entity.

The Scheme is expected to provide the following benefits:

The amalgamation will result in simplifying the corporate structure and elimination of duplication in administrative cost and multiple record keeping thus resulting in cost savings.

**The pre-Scheme and post-Scheme shareholding pattern of PCPL as applicable, is attached as Annexure 3.**

- h. Details of availability of the documents for obtaining extracts from or making or obtaining copies:

Copies of the following documents will be available for obtaining extract from or for making or obtaining copies of or for inspection by the unsecured creditors of the Company, at the registered office of the Company between 9:00 a.m. to 6:00 p.m. on any day (except Saturday, Sunday and public holidays) upto one day prior to the date of the Meeting. An advance notice should be given by e-mail to the Company at [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in), if it is desired to obtain copies of this notice from the registered office of the Company. Alternatively, a request for obtaining an electronic/soft copy of this notice may be made by writing an email to [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in). Additionally, a copy of the notice and explanatory statement will also be hosted on the website of the Company at [www.pitticastings.com](http://www.pitticastings.com) or if desired to obtain copies of this notice from the registered office of the Company.

- (A) Certified copy of the order passed by the NCLT in Company Application No. C.A.(CAA)-66/2023 pronounced on February 9, 2024, directing the Companies, to convene the respective Tribunal Convened Meetings;
- (B) Copy of the Scheme;
- (C) Copies of the latest audited financial statements of the Companies including consolidated financial statements, wherever applicable;
- (D) Share Exchange Report dated June 15, 2023 issued jointly by Mr. Niranjana Kumar, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) and SSPA & Co.,

Chartered Accountants, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV-E/06/2020/126), along with corrigendum to the Share Exchange Report, describing, inter-alia, the methodologies adopted by them in arriving at the recommended Share Exchange Ratio and setting out its detailed computation for the proposed Scheme.

- (E) The certificate issued by the statutory auditor of PEL to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act;
  - (F) Copy of the resolution passed by the board of directors of the Companies dated June 15, 2023, approving the Scheme;
  - (G) Copy of the report adopted by the board of directors of the Companies as per the provisions of Section 232(2)(c) of the Act.
- i. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending for the purpose of the Scheme:
- (A) The Scheme was filed by the Companies with the Bench at Hyderabad of the NCLT on December 15, 2023 and the NCLT has passed directions to convene Meeting(s) vide an Order pronounced on February 9, 2024.
  - (B) The Scheme is subject to approval by the requisite majority of the shareholders and unsecured creditors of PEL and unsecured creditors of PCPL in terms of the applicable provisions of the Act and the Arrangement Rules.
  - (C) The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.
- j. Brief background and salient features of the Scheme:
- (A) The capitalised terms used herein below, shall have the meaning ascribed to such terms in the Scheme.
  - (B) The Scheme of Amalgamation provides inter alia for:
    - i. the transfer and vesting of Amalgamating Company 1 and Amalgamating Company 2 with the Amalgamated Company.
    - ii. various other matters consequential or otherwise integrally connected therewith;
  - (C) The relevant clauses of the Scheme are as under:

**1.2 “Amalgamated Company shall have the meaning ascribed to it in Paragraph (A)(3) of the Preamble.**

*Paragraph (A)(3) of the Preamble defines Amalgamated Company as –*

*Pitti Engineering Limited is a company registered under Companies Act, 1956 vide CIN – L29253TG1983PLC004141. The Company was incorporated on 17th September 1983 as Pitti Laminations Private Limited. The Company was converted into a public limited company on 29th December 1992. The name of the Company was changed from Pitti Laminations Limited to Pitti Engineering Limited and a fresh Certificate of Incorporation dated 8th May 2018 was issued by the Ministry of Corporate Affairs, Office of Registrar of Companies, Hyderabad. The Company is having its registered office at IV th Floor, Padmaja Land Mark, 6-3-648/401, Somajiguda, Hyderabad, Telangana, 500082 (hereinafter referred to as “PEL” or the “Amalgamated Company”). The equity shares of PEL are listed and traded on BSE Limited and National Stock Exchange of India Limited. PEL is engaged in manufacturing of engineering products of iron and steel including electrical steel laminations, stator and rotor core assemblies, sub-assemblies, pole assemblies, die-cast rotors, press tools and high precision machining of various metal components.*

**“1.3 “Amalgamating Company 1 shall have the meaning ascribed to it in Paragraph (A)(1) of the preamble.**

Paragraph (A)(1) of the preamble defines Amalgamating Company 1 as –

Pitti Castings Private Limited is a private limited company incorporated on 07th December 2011 with Corporate Identification Number – U27310TG2011PTC077833 having its registered office at IV th Floor, Padmaja Land Mark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082 (hereinafter referred to as “PCPL” or the “**Amalgamating Company 1**”). PCPL is engaged in the manufacturing of high-quality casting in grey iron, ductile iron, low carbon and alloy steel grades (“Castings Business”).

**“1.4 “Amalgamating Company 2 shall have the meaning ascribed to it in Paragraph (A)(2) of the preamble.**

Paragraph (A)(2) of the preamble defines Amalgamating Company 2 as –

Pitti Rail and Engineering Components Limited is a public limited company incorporated on 05th October 2020 with Corporate Identification Number - U29100TG2020PLC144524 having its registered office at 6-3-648/401, 4th Floor, Padmaja Land Mark, Somajiguda, Hyderabad, Telangana, 500082 (hereinafter referred to as “PRECL” or the “**Amalgamating Company 2**”). PRECL is set up with the object to manufacture engineering products and components.

**“1.5 “Amalgamation means the amalgamation of the Amalgamating Company 1 and Amalgamating Company 2 with the Amalgamated Company, pursuant to Sections 230-232 and other relevant provisions of the Companies Act, and applicable provisions of Companies (Compromises, Arrangement and Amalgamations) Rules, 2016 and other relevant rules and regulations, and Section 2(1B) and other relevant provisions of the Income-tax Act, 1961.**

**“1.7 “Appointed Date” means April 01, 2023 or such other date as may be approved by National Company Law Tribunal at Hyderabad Bench, Hyderabad, for the purposes of this Scheme and Income-tax Act, 1961 “**

**“1.12 “Effective Date” means the date on which the Scheme shall become effective pursuant to Clause 15 of the Scheme. Any references in the Scheme to “upon this Scheme becoming effective” or “effectiveness of this Scheme” or “after this Scheme becomes effective” means and refers to the Effective Date.**

A copy of the proposed Scheme is attached as **Annexure 1** to this notice and explanatory statement.

The Scheme is not prejudicial to the interest of the Shareholders and Creditors of the Company.

**The features set out above being only the salient features of the Scheme, which are subject to details set out in the Scheme, the unsecured creditors are requested to read the entire text of the Scheme (annexed herewith) to get fully acquainted with the provisions thereof and the rationale and objectives of the Scheme.**

This statement may be treated as an explanatory statement under Section 230(3), 232(1), 232(2) and 102 of the Act and the statement for the purposes of Rule 6(3) of the Arrangement Rules.

Sd/-

**E. Satish Kumar**

**Chairperson appointed for the Meeting**

Dated at this February 16, 2024

Place: Hyderabad

**Registered Office:**

**Pitti Castings Private Limited**

CIN: U27310TG2011PTC077833

IV th Floor, Padmaja Land Mark, 6-3-643/401,

Somajiguda, Hyderabad, Telangana, 500082

Tel: +91 40 2331 2774/ 2770

**E-mail:** [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in)

**Website:** [www.pitticastings.com](http://www.pitticastings.com)

**ANNEXURE 1**

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**SCHEME OF AMALGAMATION**

**AMONG**

**PITTI CASTINGS PRIVATE LIMITED**  
(Amalgamating Company 1)

**AND**

**PITTI RAIL AND ENGINEERING COMPONENTS LIMITED**  
(Amalgamating Company 2)

**AND**

**PITTI ENGINEERING LIMITED**  
(Amalgamated Company)

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

(Under Sections 230 - 232 of the Companies Act, 2013 and rules framed thereunder)

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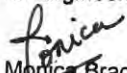
**For Pitti Castings Private Limited**

  
**Nishitha Agarwal**  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
**M Pavan Kumar**  
Director  
DIN: 09570371

**For Pitti Engineering Limited**

  
**Mary Morica Braganza**  
Company Secretary & Compliance Officer  
FC8 5532

## PREAMBLE

This Scheme of Amalgamation (“**Scheme**”) is presented pursuant to the provisions of Sections 230 - 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, and Section 2(1B) and other relevant provisions of the Income-tax Act, 1961, as applicable for the:

- (i) Amalgamation (*as defined hereinafter*) of the Amalgamating Company 1 and Amalgamating Company 2 (*as defined hereafter*) with the Amalgamated Company (*as defined hereafter*);
- (ii) various other matters incidental, consequential or otherwise integrally connected therewith.

### **(A) DESCRIPTION OF THE COMPANIES**

1. Pitti Castings Private Limited is a private limited company incorporated on 07<sup>th</sup> December 2011 with Corporate Identification Number – U27310TG2011PTC077833 having its registered office at IV<sup>th</sup> Floor, Padmaja Land Mark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082 (hereinafter referred to as “PCPL” or the “Amalgamating Company 1”). PCPL is engaged in the manufacturing of high-quality casting in grey iron, ductile iron, low carbon and alloy steel grades (“Castings Business”).
2. Pitti Rail and Engineering Components Limited is a public limited company incorporated on 05<sup>th</sup> October 2020 with Corporate Identification Number - U29100TG2020PLC144524 having its registered office at 6-3-648/401, 4<sup>th</sup> Floor, Padmaja Landmark, Somajiguda, Hyderabad, Telangana, 500082 (hereinafter referred to as “PRECL” or the “Amalgamating Company 2”). PRECL is set up with the object to manufacture engineering products and components.
3. Pitti Engineering Limited is a company registered under Companies Act 1956 vide CIN L29253TG1983PLC004141. The Company was incorporated on 17<sup>th</sup> September 1983 as Pitti Laminations Private Limited. The Company was converted into a public limited company on 29<sup>th</sup> December 1992. The name of the Company was changed from Pitti Laminations Limited to Pitti Engineering Limited and a fresh Certificate of Incorporation dated 8<sup>th</sup> May 2018 was issued by the Ministry of Corporate Affairs, Office of Registrar of Companies, Hyderabad. The Company is having its registered office at IV<sup>th</sup> Floor, Padmaja Land Mark, 6-3-648/401, Somajiguda, Hyderabad, Telangana, 500082 (hereinafter referred to as “PEL” or the “Amalgamated Company”). The equity shares of PEL are listed and traded on BSE Limited and National Stock Exchange of India Limited. PEL is engaged in manufacturing of engineering products of iron and steel including electrical steel laminations, stator and rotor core assemblies, sub-assemblies, pole assemblies, die-cast rotors, press tools and high precision machining of various metal components.

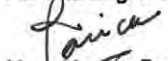
**For Pitti Castings Private Limited**

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
Director  
DIN: 09570371

**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS|5532



**(B) RATIONALE AND SALIENT FEATURES OF THE SCHEME**

**Amalgamation of Amalgamating Company 1 with Amalgamated Company:**

PEL had acquired shares in PCPL originally with an objective to ensure vertical integration of businesses which would provide increased opportunities and better margins to PEL. However, due to operational and financial reasons, PEL could not complete the consolidation historically.

With a view to now achieve vertical integration and broaden its footprint across the supply chain, PEL has strategically decided to integrate the Castings Business with its operations.

**The implementation of this Scheme will result in the following synergies:**

1. Enhance PEL's control over the supply and inventory management of its raw materials. Amalgamation would help with a unified approach on supply chain management and consequent synergies leading to optimization of resource utilization, reduced finance cost, operational cost, reduced duplication of administrative efforts and better procurement policies and prices, for the combined business.
2. Allow PEL to gain access to long-term contracts by bolstering an entire integrated process helping them cover the end-to-end supply chain.
3. Enhance PEL's margins and profitability and reduction in related party transactions of PEL which would enhance value for all its stakeholders.
4. Help PEL to diversify its business and provide PEL with access to a new set of customers and industries.

In view of the aforesaid, the Board of Directors of PEL and PCPL have considered it desirable and expedient to integrate the business of PCPL by way of amalgamation. Such an amalgamation is expected to be in the best interest of both Companies, their respective shareholders, creditors, employees and other stakeholders.

**Amalgamation of Amalgamating Company 2 with Amalgamated Company:**

PRECL was incorporated as a Wholly Owned Subsidiary of PEL for the purpose of undertaking a greenfield project in relation to the manufacture of railway and engineering components. Since PEL has undertaken the said business through Brown field project, there is no longer need of a separate corporate entity.

The Scheme is expected to provide the following benefits:

The amalgamation will result in simplifying the corporate structure and elimination of duplication in administrative cost and multiple record keeping thus resulting in cost savings.

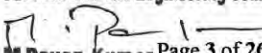
**(C) PARTS OF THE SCHEME OF AMALGAMATION**

This Scheme of Amalgamation is divided into the following parts:

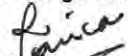
**For Pitti Castings Private Limited**

  
**Nishitha Agarwal**  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
**M Pavan Kumar** Page 3 of 26  
Director  
DIN: 09570371

**For Pitti Engineering Limited**

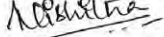
  
**Mary Monica Braganza**  
Company Secretary & Compliance Officer  
FCS 5532

**Part I:** Definitions, Interpretation, Date of taking into effect and operative date and Capital Structure;

**Part II:** Amalgamation of PCPL/Amalgamating Company 1 and PRECL/Amalgamating Company 2 with PEL/Amalgamated Company;

**Part III:** General terms and conditions applicable to the Scheme.

**For Pitti Castings Private Limited**



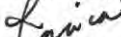
**Nishitha Agarwal**  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**



**M Pavan Kumar**  
Director  
- DIN: 09570371

**For Pitti Engineering Limited**



**Mary Monica Braganza**  
Company Secretary & Compliance Officer,  
FCS 5632

## **PART I: DEFINITIONS, INTERPRETATION AND CAPITAL STRUCTURE**

### **1. DEFINITIONS**


In this Scheme (*as defined hereinafter*), unless repugnant to the meaning or context thereof, the following expressions shall have the meaning mentioned herein below:

- 1.1 **“Act” or “Companies Act”** means the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules and regulations, for time being in force, if any or applicable provisions of the erstwhile Companies Act, 1956 (*as the case may be*) including any statutory modification or re-enactment thereof. References in this Scheme to particular provisions of the Act shall be deemed to mean and include references to particular provisions of the Companies Act, 2013 unless stated otherwise.
- 1.2 **“Amalgamated Company”** shall have the meaning ascribed to it in Paragraph (A)(3) of the Preamble above.
- 1.3 **“Amalgamating Company 1”** shall have the meaning ascribed to it in Paragraph (A)(1) of the Preamble above.
- 1.4 **“Amalgamating Company 2”** shall have the meaning ascribed to it in Paragraph (A)(2) of the Preamble above.
- 1.5 **“Amalgamation”** means the amalgamation of the Amalgamating Company 1 and Amalgamating Company 2 with the Amalgamated Company, pursuant to Sections 230 – 232 and other relevant provisions of the Companies Act, and applicable provisions of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other relevant rules and regulations, and Section 2 (1B) and other relevant provisions of the Income-tax Act, 1961.
- 1.6 **“Applicable Law(s)”** means any statute, law, regulation, ordinance, rule, judgment, order, decree, by-law, approval from the concerned authority, Governmental Authority resolution, order, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any concerned authority having jurisdiction over the matter in question.
- 1.7 **“Appointed Date”** means April 01, 2023 or such other date as may be approved by National Company Law Tribunal at Hyderabad Bench, Hyderabad, for the purposes of this Scheme and Income-tax Act, 1961.
- 1.8 **“Board of Directors” or “Board”** in relation to the Amalgamating Company 1, Amalgamating Company 2 and/or the Amalgamated Company, as the case may be, shall, unless it be repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee as may be constituted by

**For Pitti Castings Private Limited**

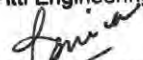
  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
Pavan Kumar  
Director  
DIN: 09570371

Page 5 of 26

**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FC8 5532

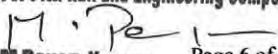
the board of directors.

- 1.9 “**Clause**” and “**sub-Clause**” means the relevant clauses and sub-clauses set out in this Scheme.
- 1.10 “**Companies**” shall mean jointly referring to the Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company.
- 1.11 “**Corporate Action**” shall mean sub-division, consolidation, or re-organization or any other type of capital restructuring activities including but not limited to issue of bonus/right shares excluding grant of employee’s stock options and consequent allotment, by the Amalgamated Company until the effectiveness of the Scheme.
- 1.12 “**Effective Date**” means the date on which the Scheme shall become effective pursuant to Clause 15 of the Scheme. Any references in this Scheme to “*upon this Scheme becoming effective*” or “*effectiveness of this Scheme*” or “*after this Scheme becomes effective*” means and refers to the Effective Date.
- 1.13 “**Governmental Authority**” means any government authority, statutory authority, government department, agency, commission, board, tribunal or court or other law, rule or regulation making entity having or purporting to have jurisdiction on behalf of the Republic of India or any state or other subdivision thereof or any municipality, district or other subdivision thereof.
- 1.14 “**NCLT**” means the National Company Law Tribunal, Hyderabad Bench at Hyderabad having jurisdiction over the Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company.
- 1.15 “**Record Date**” means a date to be fixed by the Board of Directors of the Amalgamated Company in consultation with the Amalgamating Company 1 for the purpose of determining the shareholders of the Amalgamating Company 1 to whom shares would be issued and allotted in accordance with Clause 13.1 of this Scheme, upon coming into effect of the Scheme.
- 1.16 “**RoC**” means the Registrar of Companies at Hyderabad having jurisdiction over the Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company.
- 1.17 “**Scheme**” or “**the Scheme**” or “**this Scheme**” means this Scheme of Amalgamation among the Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company and their respective shareholders pursuant to the provisions of Sections 230 - 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, and Section 2(1B) and other relevant provisions of the Income-tax Act, 1961, as applicable, in its present form (including any annexures, schedules, etc., annexed/attached hereto), along with such modifications and amendments as may be made from time to time.
- 1.18 “**SEBI**” shall mean Securities and Exchange Board of India.

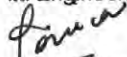
For Pitti Castings Private Limited

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

For Pitti Rail and Engineering Components Limited

  
M Pavan Kumar  
Director  
DIN: 09570371

For Pitti Engineering Limited

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS 5532

Page 6 of 26

- 1.19 “SEBI Master Circular” shall mean the SEBI Circular dated November 23, 2021, bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, as amended or replaced from time to time.
- 1.20 “Stock Exchange” means BSE Limited and National Stock Exchange of India Limited.
- 1.21 “Share Exchange Report” shall mean the registered valuer report on the share exchange ratio dated June 15, 2023 jointly issued by Mr. Niranjan Kumar, Registered Valuer – Securities or Financial Assets and SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets.

## 2. INTERPRETATION

- 2.1 The terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words used in this Scheme refers to this entire Scheme.
- 2.2 The terms, words and expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 (including the regulations made there under), the Depositories Act, 1996 and other applicable laws, rules, regulations, guidelines, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.

## 3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT or any other statutory authorities or in terms of this Scheme shall be effective from the Appointed Date but *shall be operative from the Effective Date.*

## 4. SHARE CAPITAL

- 4.1 The share capital of the Amalgamating Company 1 as on June 9, 2023 is as follows:


**For Pitti Castings Private Limited**

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
Director  
DIN: 09570371

**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS 5532

Particulars	Amount (in INR)
<b>Authorized Capital</b>	
12,44,62,500 equity shares of INR 10 each	1,24,46,25,000
1,23,30,000 Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of INR 10 each	12,33,00,000
<b>Total</b>	<b>1,36,79,25,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
12,44,62,500 equity shares of INR 10 each	1,24,46,25,000
1,23,30,000 Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of INR 10 each	12,33,00,000
<b>Total</b>	<b>1,36,79,25,000</b>

Subsequent to the above, there has been no change in the authorized, issued, subscribed and paid-up capital of Amalgamating Company 1.

4.2 The share capital of the Amalgamating Company 2 as on June 9, 2023 is as follows:

Particulars	Amount (in INR)
<b>Authorized Capital</b>	
1,00,000 equity shares of INR 10 each	10,00,000
<b>Total</b>	<b>10,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
1,00,000 equity shares of INR 10 each	10,00,000
<b>Total</b>	<b>10,00,000</b>

Subsequent to the above, there has been no change in the authorized, issued, subscribed and paid-up capital of Amalgamating Company 2.

4.3 The share capital of Amalgamated Company as on June 9, 2023 is as follows:

Particulars	Amount (in INR)
<b>Authorized Capital</b>	
6,00,00,000 equity shares of INR 5 each	30,00,00,000
<b>Total</b>	<b>30,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
3,20,50,067 equity shares of INR 5 each	16,02,50,335
8,300 equity shares forfeited of INR 5 each	41,500
<b>Total</b>	<b>16,02,91,835</b>

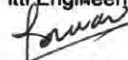
For Pitti Castings Private Limited

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

For Pitti Rail and Engineering Components Limited

  
M Pavan Kumar  
Director  
DIN: 09570371

For Pitti Engineering Limited

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS 5532

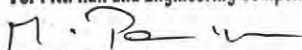
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Subsequent to the above, there has been no change in the authorized, issued, subscribed and paid-up capital of Amalgamated Company.  
The equity shares of the Amalgamated Company are listed on the Stock Exchanges.


**For Pitti Castings Private Limited**

  
**Nishitha Agarwal**  
**Company Secretary**  
**ACS: 65553**

**For Pitti Rail and Engineering Components Limited**

  
**M Pavan Kumar**  
**Director**  
**DIN: 08570371**

**For Pitti Engineering Limited**

  
**Mary Monica Braganza**  
**Company Secretary & Compliance Officer**  
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**PART II: AMALGAMATION OF AMALGAMATING COMPANY 1 AND  
AMALGAMATING COMPANY 2 WITH AMALGAMATED COMPANY**

**5. TRANSFER AND VESTING OF AMALGAMATING COMPANY 1 AND  
AMALGAMATING COMPANY 2**

5.1 With effect from the Appointed Date, and upon the Scheme becoming effective, the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company, as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein as detailed below.


5.2 Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, on occurrence of the Effective Date, the whole of the business, personnel, property, assets, investments, rights, benefits and interest therein of the Amalgamating Company 1 and Amalgamating Company 2 shall, with effect from the Appointed Date, stand transferred to and be vested in the Amalgamated Company, without any further act or deed, and by virtue of the order passed by the NCLT. Without prejudice to the generality of the above, and in particular, the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company in the manner provided below:

- (i) all assets of the Amalgamating Company 1 and Amalgamating Company 2, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting pursuant to this Scheme, if any, shall stand vested in the Amalgamated Company;
- (ii) all movable properties of the Amalgamating Company 1 and Amalgamating Company 2, other than those specified in sub- clause (i) above, including but not limited to sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, cash in hand, deposits, investments (including investments in securities of other companies whether, shares, stocks, debentures, units, or other similar instruments) if any, shall without any further act, instrument or deed, become the property of the Amalgamated Company;
- (iii) all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of accounts or disclosed in the balance sheets of the Amalgamating Company 1 and Amalgamating Company 2, shall, be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same unless otherwise stated in this Scheme;
- (iv) all statutory licenses, permissions or approvals or consents held by the Amalgamating Company 1 and Amalgamating Company 2 required to carry on its

**For Pitti Castings Private Limited**

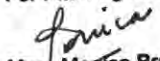
  
**Nishitha Agarwal**  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
**Pavan Kumar**  
Director  
DIN: 09570371

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**For Pitti Engineering Limited**

  
**Mary Monica Braganza**  
Company Secretary & Compliance Officer  
FCS 5532



operations shall stand transferred to and be vested in the Amalgamated Company without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory authorities concerned therewith in favor of the Amalgamated Company. The benefit of all statutory and regulatory permissions, approvals and consents of the Amalgamating Company 1 and Amalgamating Company 2 shall vest in and become available to the Amalgamated Company pursuant to the Scheme;

- (v) any and all registrations, goodwill, licenses appertaining to the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and vested in the Amalgamated Company; and
- (vi) all taxes payable by the Amalgamating Company 1 and Amalgamating Company 2, if any, including all or any refunds of claims shall be treated as the tax liability or refunds/claims as the case may be of the Amalgamated Company.

## 6. TAX

- 6.1 Any tax liabilities under the Income-tax Act, 1961 or other applicable laws/regulations dealing with taxes/ duties/ levies allocable or related to the business of Amalgamating Company 1 and Amalgamating Company 2 to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Amalgamated Company.
- 6.2 Any surplus in the provision for taxation/ duties/ levies account including but not limited to the advance tax, tax deducted at source and MAT credit, business losses, unabsorbed depreciation, CENVAT credit, Goods and Services Tax credit as on the date immediately preceding the Appointed Date will also be transferred to Amalgamated Company. Any refund under the Income-tax Act, 1961 or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business of Amalgamating Company 1 and Amalgamating Company 2 or due to Amalgamating Company 1 and Amalgamating Company 2, consequent to the assessment made in respect of Amalgamating Company 1 and Amalgamating Company 2, for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date, shall also belong to and be received by Amalgamated Company.
- 6.3 The tax payments (including without limitation income tax, tax on distribution of dividends, service tax, excise duty, central sales tax, Goods and Services Tax, applicable state value added tax or any other taxes as may be applicable from time to time) whether by way of tax deducted at source by the customers, advance tax or otherwise howsoever, by Amalgamating Company 1 and Amalgamating Company 2 after the Appointed Date, shall be deemed to be paid by Amalgamated Company and shall, in all proceedings, be dealt with accordingly. Notwithstanding the above, any tax deducted at source by either the Amalgamating Company 1 and Amalgamating Company 2 or the Amalgamated Company on account of intercompany transactions between Amalgamated Company and Amalgamating Company 1 and Amalgamating Company 2 post the Appointed Date, shall

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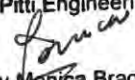
  
**Nishitha Agarwal**  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
**M Pavan Kumar**  
Director  
DIN: 09570371

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**For Pitti Engineering Limited**

  
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be deemed to be advance tax paid by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly.

- 6.4 Upon the Scheme becoming Effective, with effect from the Appointed Date, Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company are expressly permitted to prepare and/or revise, as the case may be, their financial statements and returns along with the prescribed forms, filings and annexure under the Income-tax Act, 1961, central sales tax, applicable state value added tax, service tax laws, Goods and Services Tax and other tax laws, if required, to give effects to provisions of the Scheme.
- 6.5 All tax assessment proceedings/appeals of whatsoever nature by or against the Amalgamating Company 1 and Amalgamating Company 2 pending and/or arising at the Appointed Date and relating to Amalgamating Company 1 and Amalgamating Company 2 shall be continued and/or enforced until the Effective Date as desired by Amalgamated Company. As and from the Effective Date, the tax proceedings/ appeals shall be continued and enforced by or against Amalgamated Company (for and on behalf of the Amalgamating Company 1 and Amalgamating Company 2) in the same manner and to the same extent as would or might have been continued and enforced by or against Amalgamating Company 1 and Amalgamating Company 2. Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of Amalgamating Company 1 and Amalgamating Company 2 with Amalgamated Company or anything contained in the Scheme.
- 6.6 Upon the Scheme coming into effect, any obligation for deduction of tax at source on any payment made by or to be made by Amalgamating Company 1 and Amalgamating Company 2 shall be made or deemed to have been made and duly complied with by the Amalgamated Company.
- 6.7 Upon the Scheme becoming effective, the Amalgamated Company is expressly entitled to revise its direct or indirect tax returns and related withholding certificates and shall be entitled to claim refund, advance tax credits pertaining to Amalgamating Company 1 and Amalgamating Company 2 with effect from the Appointed Date, if any.
- 6.8 The provisions of this Scheme as they relate to the amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with Amalgamated Company have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.

**For Pitti Castings Private Limited**

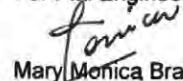
  
**Nishitha Agarwal**  
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ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
**M Pavan Kumar**  
Director  
DIN: 09570371

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**For Pitti Engineering Limited**

  
**Mary Monica Braganza**  
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**7. CONTRACTS, DEEDS, APPROVALS, EXEMPTIONS, ETC.**

- 7.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, insurance policies, indemnities, guarantees, arrangements and other instruments, whether pertaining to immovable properties or otherwise of whatsoever nature to which Amalgamating Company 1 and Amalgamating Company 2 is a party or to the benefit of which Amalgamating Company 1 and Amalgamating Company 2 may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, of Amalgamated Company and may be enforced as fully and effectually as if, instead of Amalgamating Company 1 and Amalgamating Company 2, Amalgamated Company had been a party or beneficiary or beneficial owner or obligee thereto or thereunder.
- 7.2 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, power of attorney given by, issued to or executed in favour of the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to Amalgamated Company, as if the same were originally given by, issued to or executed in favour of Amalgamated Company and Amalgamated Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to Amalgamated Company. Amalgamated Company shall make applications and do all such acts or things which may be necessary to obtain relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.
- 7.3 Amalgamated Company, at any time after the Scheme becoming effective in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement to which Amalgamating Company 1 and Amalgamating Company 2 is a party in order to give formal effect to the above provisions. Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of Amalgamating Company 1 and Amalgamating Company 2 and to carry out or perform all such formalities or compliances, referred to above, on behalf of Amalgamating Company 1 and Amalgamating Company 2.

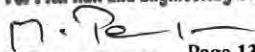
**8. LEGAL PROCEEDINGS**

- 8.1 All legal proceedings of whatsoever nature by or against Amalgamating Company 1 and Amalgamating Company 2 pending and/ or arising on or after the Appointed Date shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against Amalgamated Company in the manner and to the same extent as would or might have been continued and enforced by or against Amalgamating Company 1 and

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**For Pitti Rail and Engineering Components Limited**

  
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**For Pitti Engineering Limited**

  
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Company Secretary & Compliance Officer  
FCS 5532

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Amalgamating Company 2, if this Scheme had not been made.

- 8.2 Amalgamated Company undertakes to have all legal or other proceedings initiated by or against Amalgamating Company 1 and Amalgamating Company 2 referred to in Clause 8.1 above transferred in its name respectively and to have the same continued, prosecuted and enforced by or against Amalgamated Company to the same extent as would or might have been continued and enforced by or against Amalgamating Company 1 and Amalgamating Company 2.

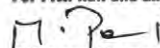
## 9. EMPLOYEES

- 9.1 On the Scheme becoming effective, all staff and employees of Amalgamating Company 1 and Amalgamating Company 2 on the Effective Date shall be deemed to have become the staff and employees of Amalgamated Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with Amalgamated Company shall not be less favourable than those applicable to them with reference to Amalgamating Company 1 and Amalgamating Company 2 as on the Effective Date. Amalgamated Company further agrees that for the purpose of payment of any retirement benefit / compensation, such immediate uninterrupted past services of such staff and employees with Amalgamating Company 1 and Amalgamating Company 2 shall also be taken into account.
- 9.2 In so far as the existing provident fund, gratuity fund and pension and/ or superannuation fund, trusts, retirement fund or benefits and any other funds or benefits created by Amalgamating Company 1 and Amalgamating Company 2 (collectively referred to as the "Funds"), the Funds and such of the investments made by the Funds which pertains/ relates to the employees of Amalgamating Company 1 and Amalgamating Company 2 shall be transferred to Amalgamated Company and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The Funds shall, subject to the necessary approvals and permissions and at the discretion of Amalgamated Company, either be continued as separate funds of Amalgamated Company for the benefit of the employees of Amalgamating Company 1 and Amalgamating Company 2 or be transferred to and merged with other similar funds, if any, of Amalgamated Company. In the event that Amalgamated Company does not have its own funds in respect of any of the above, Amalgamated Company may, subject to necessary approvals and permissions, continue to contribute to the relevant Funds of Amalgamating Company 1 and Amalgamating Company 2, until such time that Amalgamated Company creates its own fund, at which time the Funds and the investments and contributions pertaining to the employees of Amalgamating Company 1 and Amalgamating Company 2 shall be transferred to the funds created by Amalgamated Company. It is clarified that the services of the employees of Amalgamating Company 1 and Amalgamating Company 2 will be treated as having been continuous for the purpose of the said fund or funds.
- 9.3 With effect from the first of the dates of filing of this Scheme with the NCLT and up to and including the Effective Date, Amalgamating Company 1 and Amalgamating Company

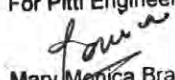
**For Pitti Castings Private Limited**

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
Director  
DIN: 09570371

**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS 5532

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2 shall not vary or modify the terms and conditions of employment of any of its said employees, except with the written consent of Amalgamated Company, unless it is in the ordinary course of business. However, the terms and conditions of their employment with Amalgamated Company shall be no less favourable than those on which they were engaged in Amalgamating Company 1 and Amalgamating Company 2.

**10. CONDUCT OF THE AMALGAMATING COMPANY TILL THE EFFECTIVE DATE**

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

- (i) The Amalgamating Company 1 and Amalgamating Company 2 shall be deemed to have been carrying on and shall carry on their business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all their properties and assets for and on account of and in trust for Amalgamated Company;
- (ii) The Amalgamating Company 1 and Amalgamating Company 2 hereby undertakes to hold their assets with utmost prudence until the Effective Date;
- (iii) The Amalgamating Company 1 and Amalgamating Company 2 shall carry on their business and activities with reasonable diligence, business prudence in the ordinary course of business and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any additional liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of their properties/ assets, except: (a) when the same is expressly provided in this Scheme; or (b) when the same is in the ordinary course of business as carried on by them as on the date of filing of this Scheme in the NCLT ; or (c) when a prior written consent of the Amalgamated Company has been obtained in this regard;
- (iv) Except by mutual consent of the Board of Directors of the Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date or as part of this Scheme, pending sanction of this Scheme by the NCLT, the Amalgamating Company 1 and Amalgamating Company 2 shall not make any change in their capital structure either by any increase (by issue of equity shares, bonus shares, preference shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner;
- (v) The Amalgamating Company 1 and Amalgamating Company 2 shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligations, undertaken prior to the date of approval of the Scheme by the Board

**For Pitti Castings Private Limited**

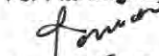
  
Nishitha Agarwal  
Company Secretary  
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**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
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**For Pitti Engineering Limited**

  
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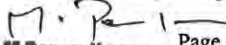
of Directors of the Amalgamating Company 1 and Amalgamating Company 2, the terms and conditions of employment of any of their employees except with the written concurrence of the Amalgamated Company;

- (vi) The Amalgamating 1 and Amalgamating Company 2 Company shall not alter or expand their business except with the written concurrence of the Amalgamated Company; and
  - (vii) The Amalgamating Company 1 and Amalgamating Company 2 shall not amend their memorandum of association and / or their articles of association, except with the written concurrence of the Amalgamated Company.
- 10.2 All the profits or income accruing or arising to the Amalgamating Company 1 and Amalgamating Company 2 or expenditure or losses arising or incurred or suffered by them with effect from Appointed Date shall for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure, as the case may be, of the Amalgamated Company respectively, unless otherwise provided in this Scheme.
- 10.3 With effect from the Effective Date, the Amalgamated Company shall commence and carry on and shall be authorized to carry on the business of the Amalgamating Company 1 and Amalgamating Company 2.
- 10.4 Upon this Scheme becoming effective, the Amalgamating Company 1 and Amalgamating Company 2 shall stand dissolved, without following the procedure of winding up prescribed under the Insolvency and Bankruptcy Code, 2016, as may be applicable.
- 10.5 For the purpose of giving effect to the amalgamation order passed under Sections 230 - 232 and other applicable provisions of the Companies Act in respect of the Scheme by NCLT, the Amalgamating Company 1 and Amalgamating Company 2 shall, at any time pursuant to the order on the Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Amalgamating Company 1 and Amalgamating Company 2, in accordance with the provisions of Sections 230 - 232 of the Companies Act.
- 10.6 For the avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Amalgamating Company 1 and Amalgamating Company 2 have been replaced with that of the Amalgamated Company, the Amalgamated Company shall be entitled to operate the bank accounts of the Amalgamating Company 1 and Amalgamating Company 2 in the name of the Amalgamating Company 1 and Amalgamating Company 2 in so far as may be necessary. All cheques and negotiable instruments, payment orders received or presented for encashment which are in the name of the Amalgamating Company 1 and Amalgamating Company 2 after the Effective Date shall be accepted by the bankers of the Amalgamated Company and credited to the account of the Amalgamated Company, if presented by the Amalgamated Company. Similarly, till the time any regulatory registrations of the

**For Pitti Castings Private Limited**

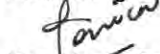
  
**Nishitha Agarwal**  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
**M Pavan Kumar**  
Director  
DIN: 09970371

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**For Pitti Engineering Limited**

  
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Amalgamating Company 1 and Amalgamating Company 2 are closed / suspended and regulatory filings are required to be done on such registrations, the Amalgamated Company shall be entitled to do so to comply with the relevant regulations.

## 11. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the assets, liabilities and obligations pertaining /relating to the Amalgamating Company 1 and Amalgamating Company 2, pursuant to this Scheme, and the continuance of the proceedings by or against the Amalgamated Company, under this Scheme shall not affect any transactions or proceedings already completed by the Amalgamating Company 1 and Amalgamating Company 2, on and after the Appointed Date to the end and intent that Amalgamated Company accepts all acts, deeds and things done and executed by and/ or on behalf of the Amalgamating Company 1 and Amalgamating Company 2, as acts, deeds and things done and executed by and on behalf of Amalgamated Company.

## 12. COMBINATION OF AUTHORISED SHARE CAPITAL


### 12.1 On coming into effect of this Scheme:

- (i) The authorized share capital of the Amalgamating Company 1 and Amalgamating Company 2 shall be deemed to have been reclassified into equity shares of INR 5 (Rupees Five only) each and shall stand transferred to and be amalgamated with the authorized share capital of the Amalgamated Company without any requirement of any further act, instrument or deed on the part of the Amalgamated Company, including payment of stamp duty and fees payable to the relevant Registrar of Companies;
- (ii) The authorized share capital of the Amalgamated Company shall automatically stand increased without any further act or deed on the part of the Amalgamated Company, including payment of stamp duty and RoC fees. The Memorandum of Association and Articles of Association of the Amalgamated Company accordingly without any further act or deed be and stand altered, modified and amended, and the consent of the shareholders of the Amalgamated Company shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Section 13, Section 61 or any other applicable provisions of the Companies Act, would be required to be separately passed. For this purpose, the filing fees and stamp duty already paid by the Amalgamating Company 1 and Amalgamating Company 2 towards their authorized share capital shall be utilized and applied to the increased authorized share capital of the Amalgamated Company, and shall be deemed to have been so paid by the Amalgamated Company on such combined authorized share capital and, accordingly, the Amalgamated Company shall not be required to pay any fees/ stamp duty on the authorized share capital so increased.; and
- (iii) Pursuant to the Scheme and after the Scheme becomes effective, the authorized equity share capital of the Amalgamated Company will be INR 166,89,25,000 (Rupees One


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Company Secretary & Compliance Officer  
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Hundred and Sixty-Six Crore Eighty-Nine Lakh and Twenty-Five Thousand only) divided into 33,37,85,000 (Thirty-Three Crore Thirty-Seven Lakh and Eighty-Five Thousand) equity shares of INR 5 (Five) each.

- 12.2 It is clarified that the approval of the members of the Amalgamated Company to the Scheme shall be deemed to be their consent/approval also to the alteration of the Memorandum and Articles of Association of the Amalgamated Company as may be required under the Act, and Clause V of the Memorandum of Association of the Amalgamated Company shall respectively stand substituted by virtue of the Scheme to read as follows:

**Clause V of the Memorandum of Association of the Amalgamated Company:**

*"The authorized share capital of the Company is INR 166,89,25,000 (Rupees One Hundred and Sixty-Six Crore Eighty-Nine Lakh and Twenty-Five Thousand only) divided into 33,37,85,000 (Thirty-Three Crore Thirty-Seven Lakh and Eighty-Five Thousand) equity shares of INR 5 (Five) each"*

*The Company has the power from time to time, to increase or reduce its capital. Any of the said shares and any new shares hereafter to be created, may from time to time be divided into shares of several classes in such manner as the Articles of Association of the Company may prescribe or allow and so that the shares of each class may have or confer such preferred or other special rights and privileges and may be issued under such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise, as well have been assigned thereto by or under the provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected except with such sanction as is provided for by the Articles of Association of the Company for the time being.*

**13. CONSIDERATION**

**Amalgamating Company 1:**

- 13.1 Upon the Scheme coming into effect and in consideration of the amalgamation of Amalgamating Company 1 with Amalgamated Company and subject to the provisions of this Scheme, the Amalgamated Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis, to each shareholder of the Amalgamating Company 1, whose names are recorded in the register of members as Member including index of beneficial owners maintained by the Amalgamating Company 1 as on the Record Date, as follows:


*"01 (One) equity share of PEL of INR 05/- each, fully paid-up for every 55 (Fifty-Five) equity shares of PCPL of INR 10/- each, fully paid-up ("Share Exchange Ratio")*

- 13.2 The equity shares of the Amalgamated Company to be issued to the shareholders of the Amalgamating Company 1 in accordance with this clause 13.1 shall be hereinafter referred

**For Pitti Castings Private Limited**

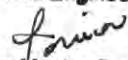
  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
Director  
DIN: 09570371

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**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer,  
FCS 5532



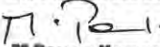
to as "New Equity Shares".

- 13.3 The Amalgamated Company holds equity shares and redeemable preference shares in the Amalgamating Company 1. Hence, upon the Scheme becoming effective and amalgamation of Amalgamating Company 1 with Amalgamated Company in terms of this Scheme, all the equity shares and redeemable preference shares issued by Amalgamating Company 1 and held by Amalgamated Company and/ or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in Amalgamated Company shall be made with respect to such holdings in the Amalgamating Company 1 by the Amalgamated Company.
- 13.4 The New Equity Shares to be issued and allotted pursuant to the amalgamation of Amalgamating Company 1 with Amalgamated Company under this Scheme shall be subject to the provisions of the memorandum of association and articles of association of the Amalgamated Company and shall rank pari passu in all respects with the then existing equity shares of the Amalgamated Company as on the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of the Amalgamated Company.
- 13.5 The issue and allotment of the New Equity Shares is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Hon'ble Tribunal without requiring any further act on the part of the Amalgamated Company or the Amalgamating Company 1 or their shareholders and as if the procedure laid down under the Act and such other Applicable Law, were duly complied with. Approval of this Scheme by the equity shareholders of the Amalgamated Company shall be deemed to be the due compliance of the provisions of Sections 42, Section 62 and other relevant and applicable provisions of the Act and rules made thereunder, for the issue and allotment of the equity shares by the Amalgamated Company to the members of the Amalgamating Company 1 as on the Record Date, as provided in this Scheme and shall be carried out under the orders passed by the NCLT without requiring any further act on the part of the Companies or their shareholders.
- 13.6 Subject to Applicable Laws, the New Equity Shares that are to be issued in terms of this Scheme shall be issued in a dematerialized form. New Equity shares to be issued by the Amalgamated Company to the shareholders of the Amalgamating Company 1 pursuant to Clause 13.1 of this Scheme shall, subject to the receipt of necessary approvals, be listed and/or admitted to trading on the Stock Exchanges, where the shares of the Amalgamated Company are listed and/or admitted to trading. The Amalgamated Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Laws for complying with the formalities of the said Stock Exchanges. The New Equity Shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing / trading permission is given by the Stock Exchange. The register of members maintained by the Amalgamated Company, the relevant depository and registrar and transfer agent in terms of Applicable Laws shall (as deemed necessary by the Board of Directors of the Amalgamated Company) be updated to reflect the issue of the New Equity Shares in terms of this Scheme. The shareholders of

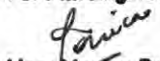
**For Pitti Castings Private Limited**

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
Director  
- DIN: 09570371

**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS 5532

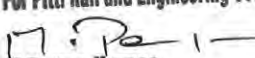
the Amalgamating Company 1 who hold shares in physical form, should provide the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required, to the Amalgamated Company, prior to the Record Date to enable it to issue the New Equity Shares in dematerialized form only. However, if no such details have been provided to the Amalgamated Company by the shareholders holding shares in physical share certificates on or before the Record Date, the Amalgamated Company shall deal with the relevant New Equity Shares in such manner as may be permissible under the Applicable Law, including by way of issuing the corresponding New Equity Shares in dematerialized form to a trustee nominated by the Board of Directors of the Amalgamated Company ("Trustee of Amalgamated Company") who shall hold such New Equity Shares in trust for the benefit of such shareholder. The New Equity Shares of Amalgamated Company held by the Trustee of Amalgamated Company for the benefit of the shareholder shall be transferred to the respective shareholder once such shareholder provides details of his/her/its demat account to the Trustee of Amalgamated Company, along with such other documents as may be required by the Trustee of Amalgamated Company. The respective shareholders shall have all the rights of the shareholders of the Amalgamated Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer of New Equity Shares from the Trustee of Amalgamated Company. All costs and expenses incurred in this respect shall be borne by the shareholder or Amalgamating Company 1.

- 13.7 Fractional entitlements, if any, shall be consolidated. If such consolidated fractional entitlement exceed 1 (one) share, it shall be allotted in lieu thereof, to a trustee, authorized by the Board of Directors of the Amalgamated Company in this behalf, who shall hold in trust such New Equity Shares to the extent of consolidated fractional entitlement, on behalf of the shareholders of Amalgamating Company 1, with the express understanding that such trustee shall sell such New Equity Shares of the Amalgamated Company so allotted on the Stock Exchanges, at such time or times and at such price or prices and to such person, as such trustee deems fit, but within a period of 90 (ninety) days from the date of allotment of such New Equity Shares, and shall distribute the net sale proceeds, subject to Tax deductions and other expenses as applicable, to such shareholders of Amalgamating Company 1 in proportion to their respective fractional entitlements. In case the number of such New Equity Shares to be allotted to the trustee by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the nearest lower integer. In case the number of such New Equity Shares to be allotted to the trustee by virtue of consolidation of fractional entitlements is less than 1 (one), Amalgamated Company shall not issue fractional shares to such shareholder or to the trustee mentioned above.
- 13.8 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Amalgamating Company 1, the Board of Directors of the Amalgamated Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in the Amalgamating Company 1, after the effectiveness of this Scheme.

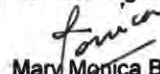
**For Pitti Castings Private Limited**

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
Director  
DIN: 09570371

**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS 5532

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- 13.9 In the event, any or all of the Parties restructure their share capital by way of share split / consolidation / issue of bonus shares during the pendency of the Scheme, the Share Exchange Ratio stated in Clause 13.1 above shall be adjusted accordingly, to consider the effect of any such Corporate Actions undertaken by such Party.
- 13.10 If necessary, the Amalgamated Company shall before allotment of the New Equity Shares in term of the Scheme, increase, reclassify, and/or restructure its authorized share capital in such manner and by such amount as may be necessary to satisfy its obligation under the provisions of the Scheme in compliance with the applicable provisions of the Act and the Rules thereunder.
- 13.11 The Amalgamated Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges and SEBI Scheme Circular.

**Amalgamating Company 2:**

- 13.12 Amalgamating Company 2 is a wholly-owned subsidiary of Amalgamated Company. Hence, upon the Scheme becoming effective and amalgamation of Amalgamating Company 2 with Amalgamated Company in terms of this Scheme, all the equity shares issued by Amalgamating Company 2 and held by Amalgamated Company and/ or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in Amalgamated Company shall be made to any person whatsoever.

**14. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATED COMPANY**

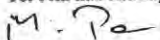
**Accounting Treatment in the books of Amalgamated Company pursuant to Amalgamation of PCPL/Amalgamating Company 1 with PEL/Amalgamated Company**

- 14.1 Upon the Scheme coming into effect, the Amalgamated Company shall account for the amalgamation in its books of accounts, in accordance with the "Pooling of Interest Method" as laid down in Ind AS-103 "Business Combinations" notified under Section 133 of the Companies Act, 2013, as part of the Companies (Indian Accounting Standards) Rules, 2015:
- 14.2 The Amalgamated Company shall record the assets (including the intangible assets, meeting the recognition criteria of Ind AS 103) and liabilities of the Amalgamating Company 1, transferred to and vested in it pursuant to this Scheme, at their respective carrying amounts.
- 14.3 All reserves of the Amalgamating Company 1 are deemed to be carried forward and shall be recorded in the books of the Amalgamated Company in the same form as they appeared in the books of the Amalgamating Company 1 as on the Appointed Date.

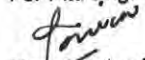
**For Pitti Castings Private Limited**

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
M. Pavan Kumar  
Director  
DIN: 09570371

**For Pitti Engineering Limited**

  
Manu Monica Braganza  
Company Secretary & Compliance Officer  
FCS 5532

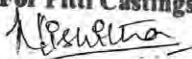
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- 14.4 The Amalgamated Company shall credit its share capital account in its books of accounts with the aggregate nominal value of the equity shares issued to shareholders of the Amalgamating Company 1 as per clause 13.1;
- 14.5 Pursuant to the Scheme, the inter-company transactions and balances including loans, advances, Preference Shares, receivable or payable etc. inter se between the Amalgamating Company 1 and the Amalgamated Company, if any, shall stand cancelled;
- 14.6 The difference, if any, between (i) carrying amount of the assets, liabilities and reserves as recorded under 14.2 and 14.3 above after settlement of inter-company transactions and balances as per clause 14.5 above and (ii) the share capital recorded as per clause 14.4 above, shall be debited or credited to capital reserve, in the books of the Amalgamated Company;
- 14.7 In case of any differences in the accounting policy between the Amalgamating Company 1 and the Amalgamated Company, the impact of the same till the Appointed Date will be quantified and adjusted in the reserves of the Amalgamated Company to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policy.

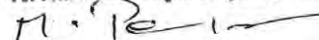
**Accounting Treatment in the books of Amalgamated Company pursuant to Amalgamation of PRECL/Amalgamating Company 2 with PEL/Amalgamated Company**

- 14.8 Notwithstanding anything else contained in the Scheme, the Amalgamated Company shall account for the amalgamation of the Amalgamating Company 2 in its books of accounts in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time.
- 14.9 The Amalgamated Company shall identify and recognize the individual identifiable assets acquired (including those assets that meet the definition of, and recognition criteria for, intangible assets in Ind AS 38 Intangible Assets) and liabilities assumed of the Amalgamating Company 2 at fair value, subject to any adjustment that may be required in terms of paragraph 14.11 below;
- 14.10 The value of all investments, net of impairment loss (if any) in accordance with Ind AS, held by the Amalgamated Company in Amalgamating Company 2 shall stand cancelled pursuant to amalgamation.
- 14.11 Difference, if any, arising after taking effect of clause 14.9 and clause 14.10 subject to impairment assessment shall be apportioned over the assets acquired (other than asset

**For Pitti Castings Private Limited**

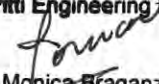
  
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Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
Director  
DIN: 09570371

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**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
ECS 5532

initially measured at an amount other than cost) in proportion of their respective fair values;

- 14.12 Pursuant to the amalgamation of the Amalgamating Company 2 with the Amalgamated Company, the inter-company balances between the Amalgamated Company and Amalgamating Company 2, if any, appearing in the books of Amalgamated Company and Amalgamating Company 2, shall stand cancelled and there shall be no further obligation in that behalf;
- 14.13 For accounting purpose, the Scheme will be given effect on the date when all substantial conditions for the transfer of assets and liabilities of the Amalgamating Company 2 are completed;

Any matter not dealt with in Clause hereinabove shall be dealt with in accordance with the Indian Accounting Standards applicable to the Amalgamated Company.


**For Pitti Castings Private Limited**

  
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**For Pitti Rail and Engineering Components Limited**

  
M Pavan Kumar  
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**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS 5532



### PART III: GENERAL TERMS AND CONDITIONS

#### 15. CONDITIONALITY OF THE SCHEME

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

- (i) The Stock Exchanges issuing their observation/ no-objection letters, wherever required under applicable laws and SEBI issuing its comments on the Scheme, to the Amalgamated Company, as required under the SEBI Scheme Circular and other applicable laws;
- (ii) The approval by the requisite majorities in number and value of the classes of persons, including shareholders, creditors of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company as may be directed by the NCLT under Sections 230 - 232 of the Companies Act. In so far as approval of shareholders of PEL, as aforesaid, is concerned, it is clarified that in terms of SEBI Scheme circular, the Amalgamated Company shall provide for voting by public shareholders through e-voting and the Scheme shall be acted upon only if the votes cast by the public shareholders of PEL in favour of the Scheme are more than the number of votes, if any, cast by them against it;
- (iii) The sanctioning of this Scheme by the NCLT, whether or not with any modifications or amendments as NCLT may deem fit or otherwise;
- (iv) The filing of the certified copies of the orders of the NCLT with the RoC, by the Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company, as the case may be;
- (v) Compliance with such other conditions as may be imposed by NCLT;

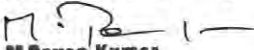
#### 16. APPLICATION TO THE NCLT

- 16.1 The Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company shall, with all reasonable dispatch, make necessary applications to the NCLT where the respective registered offices of the Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company are situated, for convening and/or seeking exemption to convene meetings of shareholders/ creditors and for sanctioning this Scheme under Sections 230 – 232 of the Act, for an order thereof, for carrying this Scheme into effect and for dissolution of Amalgamating Company 1 and Amalgamating Company 2 without winding up.
- 16.2 The Amalgamated Company shall be entitled, pending the sanction of the Scheme, to apply to any Governmental Authority, if required under any law for such approvals which the Amalgamated Company may require to own the undertaking of the Amalgamating Company 1 and Amalgamating Company 2 and to carry on the business of the Amalgamating Company 1 and Amalgamating Company 2.

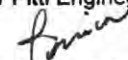
**For Pitti Castings Private Limited**

  
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Company Secretary  
ACS: 65553

**For Pitti Rail and Engineering Components Limited**

  
**M Pavan Kumar**  
Director  
- DIN: 09570371 Page 24 of 26

**For Pitti Engineering Limited**

  
**Mary Monica Braganza**  
Company Secretary & Compliance Officer  
FCS 5532

**17. MODIFICATIONS/AMENDMENTS TO THE SCHEME**

- 17.1 The Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which the NCLT and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. The Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company (acting through its respective Boards of Directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any order of the NCLT or of any directive or order of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.
- 17.2 The Board of Directors of the Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company shall be entitled, in a mutually agreeable manner, to revoke, cancel and declare the Scheme of no effect if they are of view that the coming into effect of the Scheme could have adverse implications on Amalgamating Company 1, Amalgamating Company 2 and/or Amalgamated Company.
- 17.3 In the event of any of the conditions that may be imposed by the NCLT or other authorities which the Amalgamating Company, 1. Amalgamating Company 2 and the Amalgamated Company may find unacceptable for any reason, then the Amalgamating Company 1, Amalgamating Company 2 and/or Amalgamated Company are at liberty to withdraw the Scheme in accordance with the procedures prescribed to do so.
- 17.4 If any issue arises as whether any asset, liability pertains to the Amalgamating Company 1, Amalgamating Company 2 and/or the Amalgamated Company, or not under this Scheme, the same shall be decided by the Board of Directors of the Amalgamating Company 1, Amalgamating Company 2 and/or Amalgamated Company, as relevant, on the basis of relevant books of account and other evidence that they may deem relevant for said purposes.

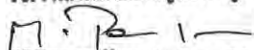
**18. WINDING UP OF AMALGAMATING COMPANY 1 AND AMALGAMATING COMPANY 2**

- 18.1 On the Scheme becoming effective, the Amalgamating Company 1 and Amalgamating Company 2 shall stand dissolved without being wound up without any further act by the parties.
- 18.2 On and with effect from the Effective Date, the name of the Amalgamating Company 1 and Amalgamating Company 2 shall be struck-off from the records of the RoC. The Amalgamated Company shall make all necessary filings in this regard.

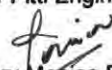
**For Pitti Castings Private Limited**

  
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M Pavan Kumar  
Director  
DIN: 09970371

**For Pitti Engineering Limited**

  
Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS/5532

18.3 Any obligations/ steps which need to be undertaken by the Amalgamating Company 1 and Amalgamating Company 2 pursuant to the sanction of this Scheme shall be fulfilled by the Amalgamated Company.

**19. EFFECT OF NON-RECEIPT OF APPROVALS**

19.1 In the event that the Scheme is not sanctioned by the NCLT or in the event any of consents, approvals, permissions, resolutions, agreements, sanctions or conditions enumerated in the Scheme are not obtained or complied with or for any other reason, the Scheme cannot be implemented, the Scheme shall become null and void, the Amalgamated Company shall bear the costs, charges and expenses in connection with the Scheme.

19.2 The non – receipt of any sanctions or approvals for a particular asset or liability forming part of the Amalgamating Company 1 and Amalgamating Company 2 getting transferred pursuant to this Scheme, shall not affect the effectiveness of the respective section of the Scheme, if the Boards of Directors of the Amalgamating Company 1, Amalgamating Company 2 and/or Amalgamated Company so decide. The transfer of such asset or liability shall become effective from the Appointed Date as and when the said requisite approvals are received and the provisions of the Scheme shall apply appropriately to the said transfer.

**20. COSTS, CHARGES & EXPENSES**


20.1 All costs, charges, levies and expenses in relation to or in connection with or incidental to this Scheme and its implementation, including but not limited to expenditure relating to registration and stamping of orders passed by NCLT, obtaining regulatory approvals, revocation or withdrawal of the Scheme (if undertaken by the Companies) will be borne by the Amalgamated Company.

**21. MISCELLANEOUS**

21.1 If any part of this Scheme hereof is invalid, ruled illegal by any NCLT of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company that such Part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part shall cause this Scheme to become materially adverse to Amalgamating Company 1, Amalgamating Company 2 and/or Amalgamated Company, in which case the Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company the benefits and obligations of the Scheme, including but not limited to such Part.

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**For Pitti Castings Private Limited**  
  
**Nishitha Agarwal**  
**Company Secretary**  
**ACS: 65553**

**For Pitti Rail and Engineering Components Limited**  
  
**M Pavan Kumar**  
**Director**  
**DIN: 09570371**

**For Pitti Engineering Limited**  
  
**Mary Monica Braganza**  
**Company Secretary & Compliance Officer**  
**FCS 5532**





## PITTI CASTINGS PRIVATE LIMITED

Regd. Off : 6-3-648/401, 4th Floor, Padmaja Land Mark, Somajiguda, Hyderabad - 500 082.  
Works : Survey No. 53, Macharam Village, Balanagar Mandal, Mahaboobnagar Dist., Telangana.  
Ph: Off : 040-23312774, 23312770, Fax : 23393985, E-mail : pitti.castings@pitti.in  
CIN : U27310TG2011PTC077833

### REPORT OF THE BOARD OF DIRECTORS OF PITTI CASTINGS PRIVATE LIMITED UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 IN ITS MEETING HELD ON THURSDAY, THE 15<sup>TH</sup> DAY OF JUNE, 2023 AT IVTH FLOOR, PADMAJA LAND MARK, 6-3-643/401, SOMAJIGUDA, HYDERABAD, TELANGANA - 500082 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

The Board of Directors ("Board") of Pitti Castings Private Limited ("PCPL" or the "Company") at its board meeting held on 15<sup>th</sup> June, 2023 has approved the Scheme of Amalgamation amongst Pitti Castings Private Limited ("PCPL" or the "Amalgamating Company 1") and Pitti Rail and Engineering Components Limited ("PRECL" or "Amalgamating Company 2") and Pitti Engineering Limited ("PEL" or the "Amalgamated Company") and their respective shareholders and creditors ("Scheme") under Section 230 to 232 of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force) ("Companies Act" or the "Act") and other applicable laws including the master circular issued by the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/DIL 1 /CIR/P/2021/0000000665 dated 23<sup>rd</sup> November 2021 (as amended from time to time) ("SEBI Scheme Circular"). The Scheme is subject to requisite approval(s) of the jurisdictional Hon'ble National Company Law Tribunal, Securities and Exchange Board of India, stock exchanges and other regulatory authorities.

The Scheme provides for amalgamation of Amalgamating Company 1 and Amalgamating Company 2 with the Amalgamated Company and in consideration, the consequent issuance of equity shares of Amalgamated Company to all the equity shareholders of Amalgamating Company 1 in accordance with the Share Exchange Ratio (*as defined below*).

*"1 (One) equity share of PEL of INR 5/- each, fully paid-up for every 55 (Fifty Five) equity shares of PCPL of INR 10/- each, fully paid-up ("Share Exchange Ratio")*

While deliberating on the Scheme, the Board of Directors of the Company had, *inter-alia*, considered the following:

- (a) Draft Scheme duly initialled by the Company Secretary of the Company for the purpose of identification.
- (b) Valuation Report dated 15<sup>th</sup> June, 2023 ("Valuation Report") issued jointly by Mr. Niranjana Kumar, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) and SSPA & Co., Chartered Accountants, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV-E/06/2020/126), describing, *inter-alia*, the methodologies adopted by them in arriving at the recommended Share Exchange Ratio (*as defined above*) and setting out its detailed computation for the proposed Scheme.





# PITTI CASTINGS PRIVATE LIMITED

Regd. Off : 6-3-648/401, 4th Floor, Padmaja Land Mark, Somajiguda, Hyderabad - 500 082.  
Works : Survey No. 53, Macharam Village, Balanagar Mandal, Mahaboobnagar Dist., Telangana.  
Ph: Off : 040-23312774, 23312770, Fax : 23393985, E-mail : pitticastings@pitti.in  
CIN : U27310TG2011PTC077833

- (c) Fairness Opinion dated 15th June, 2023 ("Fairness Opinion") issued by Keynote Financial Services Limited, an Independent SEBI registered Category I Merchant Banker (SEBI Registration No. INM000003606), providing its opinion on the fairness of the Share Exchange Ratio as recommended in the Valuation Report.
- (d) Financial, Tax and Legal Due Diligence Reports.

After considering the documents referred above, the Board of Directors of the Company approved the Scheme.

## Rationale of the Scheme

The Board noted the rationale of the draft Scheme, which is as follows:

PEL had acquired shares in PCPL originally with an objective to ensure vertical integration of businesses which would provide increased opportunities and better margins to PEL. However, due to operational and financial reasons, PEL could not complete the consolidation historically.

With a view to now achieve vertical integration and broaden its footprint across the supply chain, PEL has strategically decided to integrate the Castings Business with its operations.

PRECL was incorporated for the purpose of undertaking a greenfield project in relation to the manufacture of railway and engineering components. Since PEL (Holding Company) has undertaken the said business through Brown field project, there is no longer need of a separate corporate entity.

The amalgamation will result in simplifying the corporate structure and elimination of duplication in administrative cost and multiple record keeping thus resulting in cost savings.

## The implementation of this Scheme will result in the following benefits:

- Enhance PEL's control over the supply and inventory management of its raw materials. The Amalgamation would help with a unified approach on supply chain management and consequent synergies leading to optimization of resource utilization, reduced finance cost, operational cost, reduced duplication of administrative efforts and better procurement policies and prices, for the combined business.
- Allow PEL to gain access to long-term contracts by bolstering an entire integrated process helping them cover the end-to-end supply chain.
- Enhance PEL's margins and profitability and reduction in related party transactions of PEL which would enhance value for all its stakeholders.
- Help PEL to diversify its business and provide PEL with access to a new set of customers and industries.





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- In view of the aforesaid it is desirable and expedient to integrate the business of PCPL by way of amalgamation. Such an amalgamation is expected to be in the best interest of both Companies, their respective shareholders, creditors, employees and other stakeholders.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the Board of Directors of the Company explaining the effect of the Scheme on each class of shareholders, Key Managerial Personnel ("KMP"), promoters and non-promoter shareholders of the Company, laying out in particular, the Share Exchange Ratio, specifying any special valuation difficulties, if any, is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the members or class of members or creditors or class of creditors, as the case may be, along with the notice convening such meeting.

Accordingly, as per Section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 15<sup>th</sup> June, 2023 took on record the following impact of the Scheme on various stakeholders:

**(a) Shareholders (promoter and non-promoter shareholders):**

There are two classes of shareholders, i.e., equity shareholders and preference shareholders in the Company. Upon the Scheme being effective and in consideration for the amalgamation, the Amalgamated Company will issue and allot equity shares to the shareholders of the Amalgamating Company 1 whose name is recorded in the register of members on the Record Date in the following manner:

*"1 (One) equity share of PEL of INR 5/- each, fully paid-up for every 55 (Fifty Five) equity shares of PCPL of INR 10/- each, fully paid-up ("Share Exchange Ratio")*

The Amalgamated Company holds equity shares and redeemable preference shares in the Amalgamating Company 1. Hence, upon the Scheme becoming effective and amalgamation of Amalgamating Company 1 with Amalgamated Company in terms of this Scheme, all the equity shares and redeemable preference shares issued by Amalgamating Company 1 and held by Amalgamated Company and/ or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in Amalgamated Company shall be made with respect to such holdings in the Amalgamating Company 1 by the Amalgamated Company.

The registered valuers appointed to determine the recommended Share Exchange Ratio have not expressed any difficulty in the valuation process.

The Fairness Opinion issued by Keynote Financial Services Limited, an Independent SEBI registered Category I Merchant Banker (SEBI Registration No. INM000003606) also does not indicate any valuation difficulties and has confirmed the fairness of the Share Exchange Ratio.





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The registered valuers have considered the market price method, comparable companies multiple method, discounted cash flow method and net asset approach method to arrive at the recommended Share Exchange Ratio for the Scheme.

The recommendation of the Share Exchange Ratio has been certified as being fair and has been approved by the Board of the Company.

However, considering the nature of the transactions contemplated in the Scheme, the registered valuers are of the opinion that net asset approach method is of limited relevance and have based their valuation on market price method, comparable companies multiple method and discounted cash flow method.

The equity shares so issued and allotted as provided above shall be subject to the provisions of the Memorandum and Articles of Association of PEL and shall rank pari-passu in all respects with the then existing equity shares of the Amalgamated Company including in respect of dividend, bonus, right shares, voting rights and other corporate benefits attached to the shares, if any, that may be declared by the Amalgamated Company on or after the Effective Date.

The entire share capital of the Company (i.e., 100% equity and 100% preference share capital) is held by Promoter/Promoter Group (based on the classification in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018). There is nil non-promoter shareholding in the Company.

Given the rationale of the Scheme above, there will be no adverse effect of the said Scheme on the Equity shareholders and Preference Shareholders, (including promoter and non-promoter shareholders) of the Company.

## (b) Key Managerial Personnel (KMP)

Pursuant to the Scheme, the Amalgamating Company 1 shall stand dissolved without following the procedure of winding up and therefore the current KMPs of the Amalgamating Company 1 shall cease to hold their positions.

The Board, at its meeting held on 15<sup>th</sup> June 2023, after due deliberations and due consideration of all the terms of the draft Scheme, Valuation Report, Fairness Opinion and the specific points mentioned above, concluded and resolved, that the Scheme of Amalgamation would be in the best interest of the Company and its shareholders (including promoter and non-promoter shareholders), key managerial personnel.

For and on behalf of Pitti Castings Private Limited

Date - 15<sup>th</sup> June 2023  
Place - Hyderabad



Akshay S Pitti  
Director  
DIN:0007876



# PITTI CASTINGS PRIVATE LIMITED

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## Pre-Scheme Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) (Without PAN)

1. Name of the Company - Pitti Castings Private Limited ('PCPL')
2. Scrip Code/Name of Scrip/Class of Security - NA/NA/Equity
3. Type of Report - Pre-amalgamation shareholding pattern - Regulation 31
4. Shareholding Pattern as on 9<sup>th</sup> June 2023 (Pre-Scheme)
5. Declaration - The Listed Entity is required to submit the following declaration to the extent of submission of information:

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid-up shares?	NA#	NA#
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NA#	NA#
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NA#	NA#
4	Whether the Listed Entity has any shares in locked-in?	NA#	NA#
5	Whether any shares held by promoters are pledge or otherwise encumbered?	NA#	NA#

#Not Applicable, Given the shares of PCPL are not listed

\*If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid-up shares, Outstanding Convertible Securities / Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also, wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.





## Shareholding Pattern under Regulation 31 of Securities Exchange Board of India (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015

Category (i)	Category of Shareholder (ii)	No. of Shareholders (iii)	No. of fully paid up equity shares held (iv)	No. of Partly paid equity shares held (v)	No. of shares outstanding Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (viii) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (viii)+(x) As a % of (A+B+C2)	Number of Shares Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class eg: X	Class eg: Y	Total			No.(a)	As a % of total shares held (b)	No.(a)	As a % of total shares held (b)	
A.	PROMOTER & PROMOTER GROUP	4	12,44,62,500	-	-	12,44,62,500	100.00%	12,44,62,500	-	-	12,44,62,500	100.00%	-	-	-	-	-
B.	PUBLIC	0	0	0	-	0	-	-	-	-	-	-	-	-	-	-	-
C.	NON PROMOTER- NON PUBLIC	0	0	0	-	0	-	-	-	-	-	-	-	-	-	-	-
C1.	SHARES UNDERLYING DRS	0	0	0	-	0	-	-	-	-	-	-	-	-	-	-	-
C2.	SHARES HELD BY EMPLOYEE TRUSTS	0	0	0	-	0	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	4	12,44,62,500	-	-	12,44,62,500	100.00%	12,44,62,500	0	-	12,44,62,500	100.00%	-	-	-	-	-

† Classification of Promoters above is based on the definition of "Promoter" and "Promoter Group" as per Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

**Note**

Pitti Castings Private Limited has issued 1,23,30,000 Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of Rs. 10/- each to Pitti Engineering Limited



Table 1: Statement showing shareholding pattern of the Promoter and Promoter Group

Category of Shareholders (I)	Type of Promoter Group Entity (II)	Name of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. shares held (VII = IV + V + VI)	Shareholding % As a % of (A+B+C) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying convertible securities (as a percentage of diluted share capital) (X)	Shareholding % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI = (VII+X) as a % of A+B+C)	Number of Shares Locked in (XII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total			No (a)	As a % Shares held (b)	
1. INDIAN															
a. Individuals/Hindu Undivided Family															
		SHARAD P PITHI	48,80,000	-	-	48,80,000	3.92%	48,80,000	-	48,80,000	3.92%	-	-	-	-
		ASHWANI P PITHI	18,30,000	-	-	18,30,000	1.47%	18,30,000	-	18,30,000	1.47%	-	-	-	-
b. Central Government/State Government(s)															
c. Financial Institution(s)															
d. ANY OTHER															
Bodies Corporate															
		Names:	11,77,52,500	-	-	11,77,52,500	94.61%	11,77,52,500	-	11,77,52,500	94.61%	-	-	-	-
		PITHI ELECTRICAL EQUIPMENT PRIVATE LIMITED	11,36,72,500	-	-	11,36,72,500	91.33%	11,36,72,500	-	11,36,72,500	91.33%	-	-	-	-
		CONSTRUCTION ENGINEERING LIMITED	40,80,000	-	-	40,80,000	3.28%	40,80,000	-	40,80,000	3.28%	-	-	-	-
		Sub-Total (A1)	12,44,62,500	-	-	12,44,62,500	100.00%	12,44,62,500	-	12,44,62,500	100.00%	-	-	-	-
2. FOREIGN															
a. Institutions (bodies/corporates/foreign individuals)															
b. Government															
c. Institutions															
d. Foreign Portfolio Investor															
e. ANY OTHER															
		Sub-Total (A2)	-	-	-	-	-	-	-	-	-	-	-	-	-
		Total Shareholding of Promoter and Promoter Group (A1+A2)	12,44,62,500	-	-	12,44,62,500	100.00%	12,44,62,500	-	12,44,62,500	100.00%	-	-	-	-

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in dematerialized suspense account, voting rights which are frozen etc. - NA



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos of Shareholder (iii)	No of fully paid up equity shares held (iv)	Partly paid up equity shares held (v)	No of shares underlying Depository Receipts (vi)	Total nos shares held (vii) = (iv + v + vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Outstanding convertible securities (including Warrants) (x)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)	Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)
								Class X	Class Y	Total					
<b>I. INSTITUTIONS</b>															
a. Mutual Funds/															
b. Venture Capital Funds															
c. Alternate Investment Funds															
d. Foreign Venture Capital Investors															
e. Foreign Portfolio Investor (Corporate)															
f. Financial Institutions/Banks															
g. Insurance Companies															
h. Provident Funds/Pension Funds															
i. ANY OTHER															
Sub-Total (B)(i)															
Central Government/State Government/President of India															
2 a.															
Sub-Total (B)(2)															
<b>NON-INSTITUTIONS</b>															
<b>I. INDIVIDUALS -</b>															
a. Individual shareholders holding more than share capital up to Rs. 2 lacs.															
b. Individual shareholders holding more than share capital in excess of Rs. 2 lacs.															
c. NRFC's registered with RBI															
d. Overseas Depositories (holding DIB)															
e. ANY OTHER															
Sub-Total (B)(3)															
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)															

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

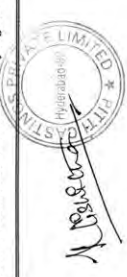




Table IV - Statement showing shareholding pattern of the Non-Promoter - Non Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos. of Shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying convertible securities (including Warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								Class X	Class Y	Total			As a % of total Shares held (b)	No.(a) (Not applicable)	As a % of total Shares held (Not applicable) (b)			
1																		
DR Holder																		
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																		
2																		
Total Non-Promoter, Non Public Shareholding (C)= (i)(1)+(i)(2)																		



Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No.	Details of the SBO								Details of the registered owner					Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*				Date of creation/ acquisition of significant beneficial interest
	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Whether by virtue of:				Exercise of significant influence			
											Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence				
1	Shri Sharad B Pitti		NA	Indian	NA	Pitti Electrical Equipment Private Limited		NA	Indian	NA	95.25	0	0	0	0	28-Jun-12		



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## Post-Scheme Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) (Without PAN)

1. Name of the Company - Pitti Castings Private Limited ('PCPL')
2. Scrip Code/Name of Scrip/Class of Security - NA/NA/Equity
3. Type of Report - Post-amalgamation shareholding pattern - Regulation 31
4. Shareholding Pattern as on 9<sup>th</sup> June 2023 (Post-Scheme)
5. Declaration - The Listed Entity is required to submit the following declaration to the extent of submission of information:

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid-up shares?	NA#	NA#
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NA#	NA#
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NA#	NA#
4	Whether the Listed Entity has any shares in locked-in?	NA#	NA#
5	Whether any shares held by promoters are pledge or otherwise encumbered?	NA#	NA#

#Not Applicable, Given the shares of PCPL are not listed

\*If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid-up shares, Outstanding Convertible Securities / Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also, wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Shareholding Pattern under Regulation 31 of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Category (i)	Category of Shareholder (ii)	No. of Shareholders (iii)	No. of fully paid up equity shares held (iv)	No. of Party paid-up shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) (v)+ (vi)+ (vii)	Shareholding as a % of total no. of shares (viii) As a % of (A+B+C2) per SCRR, 1957	Number of Voting Rights held in each of securities (ix)			No. of Shares Underlying convertible securities (including Warrants) (x)	Shareholding as a % assuming full conversion of convertible securities (As a percentage of diluted share capital) (xi)- (vii)+(x) As a % of (A+B+C2)	Number of Shares Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class eg: X	Class eg: Y	Total			No.(a)	As a % of total Shares held (b)	No.(a)	As a % of total Shares held (b)	
A.	PROMOTER & PROMOTER GROUP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
B.	PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C.	NON PROMOTER-NON PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1.	SHARES UNDERLYING DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2.	SHARES HELD BY EMPLOYEE TRUSTS	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

*N. B. SINGH*  
 Director  
 PTTI CASTINGS PRIVATE LIMITED  
 CIN: L24200GJ2012001432

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders	Entity Type i.e. Promoter or Promoter Group	PAN (ii)	No. of Shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid up equity shares held (v)	No. of shares Depository Receipts (vi)	Total nos. shares held (vii) = (iv) + (v) + (vi)	Shareholding % per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights Held as of securities (ix)			Shareholding securities convertible for diluted share capital (x)	Shareholding securities convertible full conversion (as securities of diluted share capital) (xi) = (xii) + (xiii) as a % of (A+B+C2)	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)
									Class A	Class Y	Total			As a % of Total Shares held (B)	As a % of Total Shares held (B)		
1. INDIAN																	
a. Individual/Hindu Undivided Family																	
b. Central Government/ State Government																	
c. Financial Institution/ Banks																	
d. ANY OTHER																	
Bodies Corporate (Sub-Total (A1))																	
2. FOREIGN																	
a. Individual (Non-Resident Indian/ Foreign Individual)																	
b. Government																	
c. Institutions																	
d. Foreign Portfolio Investor																	
e. ANY OTHER																	
(Sub-Total (A2))																	
Total Shareholding of Promoter Promoter Group (A) = (A1)+(A2)																	

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in dematerialized suspense account, voting rights which are frozen etc. - NA



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos. of Shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities IX			Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)		
								Class X	Class Y	Total			No. (a)	As a % of total Shares held (b)		No. (a)	As a % of total Shares held (b)
1. INSTITUTIONS																	
a. Mutual Fund/																	
b. Venture Capital Funds																	
c. Alternate Investment Funds																	
d. Foreign Venture Capital Investors																	
e. Foreign Portfolio Investor (Corporate)																	
f. Financial Institution/ Banks																	
g. Insurance Companies																	
h. Provident Fund/ Pension Funds																	
i. ANY OTHER																	
Sub-Total (B)(1)																	
2. a. Central Government/ State Government(s)/ President of India																	
Sub-Total (B)(2)																	
3. NON-INSTITUTIONS																	
4. INDIVIDUALS -																	
I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.																	
II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.																	
a. NBFCs registered with RBI																	
b. Employee Trusts																	
c. Overseas Depositories (holding DRs)																	
d. (balancing figure)																	
e. ANY OTHER																	
Sub-Total (B)(3)																	
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)																	

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.



Table IV - Statement showing shareholding pattern of the Non-Promoter - Non Public shareholder

Sl. No.	Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying convertible securities (including Warrants) (X)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV) (Not applicable)	
									Class X	Class Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
1	DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter-Non Public Shareholding (C) = (C1)+(C12)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

*K. Raju Reddy*  


Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No.	Details of the SBO								Details of the registered owner				Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*				Date of creation/ acquisition of significant beneficial interest
	Name	PAN	Passport No. in case of a foreign national	Nationality (Applicable in case of Any other is selected)	Name	PAN	Passport No. in case of a foreign national	Nationality (Applicable in case of Any other is selected)	Whether by virtue of:				Exercise of significant influence				
									Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control					
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	







# PITTI CASTINGS PRIVATE LIMITED

Regd. Off : 6-3-648/401, 4th Floor, Padmaja Land Mark, Somajiguda, Hyderabad - 500 082.  
Works : Survey No. 53, Macharam Village, Balanagar Mandal, Mahaboobnagar Dist., Telangana.  
Ph: Off : 040-23312774, 23312770, Fax : 23393985, E-mail : pitti.castings@pitti.in  
CIN : U27310TG2011PTC077833

## Pre-Scheme Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) (Without PAN)

1. Name of the Company - Pitti Castings Private Limited ('PCPL')
2. Scrip Code/Name of Scrip/Class of Security - NA/ NA/Preference
3. Type of Report - Pre-amalgamation shareholding pattern - Regulation 31
4. Shareholding Pattern as on 9<sup>th</sup> June 2023 (Pre-Scheme)
5. Declaration - The Listed Entity is required to submit the following declaration to the extent of submission of information:

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid-up shares?	NA#	NA#
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NA#	NA#
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NA#	NA#
4	Whether the Listed Entity has any shares in locked-in?	NA#	NA#
5	Whether any shares held by promoters are pledge or otherwise encumbered?	NA#	NA#

#Not Applicable, Given the shares of PCPL are not listed

\*If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid-up shares, Outstanding Convertible Securities / Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also, wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Shareholding Pattern under Regulation 31 of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015  
 Table 1: Summary Statement holding of specified securities

Cat gory (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid up Preference shares held (IV)	No. of Partly paid- up Preference Shares (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRC 1957) % of (A+B+C)	Number of Voting Rights held in each class of securities (X)			No. of Shares Underlying Outstanding convertible securities including Warrants (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of total share capital) (XI) = (VII)+(X) As a % of (A+B+C)	Number of Shares pledged or otherwise encumbered (XIII)		Number of Preference shares held in dematerialized form (XIV)
								Class SP X	Class SP Y	Total			No.(a)	As a % of total Shares held (b)	
A.	PROMOTER & PROMOTER GROUP	1	1,23,30,000	-	-	1,23,30,000	100.00%	1,23,30,000	-	1,23,30,000	100.00%	-	-	-	-
B.	PUBLIC	0	0	0	-	-	-	-	-	-	-	-	-	-	-
C.	NON PROMOTER- NON PUBLIC	0	0	0	-	-	-	-	-	-	-	-	-	-	-
Cl.	SHARES UNDERLYING DRIS	0	0	0	-	-	-	-	-	-	-	-	-	-	-
C2.	SHARES HELD BY EMPLOYEE TRUSTS	0	0	0	-	-	-	-	-	-	-	-	-	-	-
	Total	1	1,23,30,000	-	-	1,23,30,000	100.00%	1,23,30,000	-	1,23,30,000	100.00%	-	-	-	-

1 Classification of Promoters above is based on the definition of "Promoter" and "Promoter Group" as per Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018



Table 11: Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders (i)	TAN (ii)	No. of Shares held (iii)	No. of Equity Shares held (iv)	No. of shares held in Depository (v)	Total no. of shares held (iv + v + vi)	Shareholding % of A+B+C+D+E+V+VI (vii)	Number of Voting Rights held in each class of securities (viii)			No. of Shares Underlying convertible securities (as a percentage of diluted (or) reported (ix))	Shareholding, as a % assuming conversion of convertible securities (as a percentage of diluted (or) reported) as a % of A+B+C+D+E+V+VI (x)	Number of Shares pledged or otherwise encumbered (xi)		Number of Preference shares held as a % of total shares held (xii)
							Class X	Class Y	Total			Nil (a)	Area % of total shares held (b)	
2. INDIAN														
a. Individuals/Family														
b. Central Government/State Government/Financial Institutions														
c. ANY OTHER														
d. Bodies Corporate		1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-
Somas														
PATIPATNABESING LIMITED	Promoter Group	1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-
Saha Total (A+B)		1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-
2. FOREIGN														
a. Resident Individuals/Foreign Institutional Investors														
b. Government														
c. Institutions														
d. Foreign Portfolio Investors														
e. ANY OTHER														
f. Saha Total (A+B)		1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-
Total Shareholding of Promoter and Promoter Group (A+B+C+D+E+F)		1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-

Details of Shares which remain un-claimed may be given here along with details such as number of shareholders, outstanding shares held in dematerialized suspense account, voting rights which are frozen etc. - NA



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of Shareholder (iii)	No. of fully paid up Preference shares held (iv)	Partly paid-up Preference shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per-SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (X)			Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)	Number of Shares pledged or otherwise encumbered (xiii)		Number of Preference shares held in dematerialized form (xiv)			
								Class	X	Y			Total	No. (a)		As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)
<b>1. INSTITUTIONS</b>																		
a. Mutual Funds/																		
b. Venture Capital Funds																		
c. Alternate Investment Funds																		
d. Foreign Venture Capital Investors																		
e. Foreign Portfolio Investor (Corporate)																		
f. Banks																		
g. Insurance Companies																		
h. Provident Funds/ Pension Funds																		
i. ANY OTHER																		
Sub-Total (B)(1)																		
Central Government/ State Governments/ President of India																		
2 a.																		
Sub-Total (B)(2)																		
<b>3. NON-INSTITUTIONS</b>																		
a. INDIVIDUALS -																		
I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.																		
II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.																		
b. NRFCs registered with RBI																		
c. Employee Trusts																		
d. Overseas Depositories (holding DIs) (balancing figure)																		
e. ANY OTHER																		
Sub-Total (B)(3)																		
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)																		

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in dematerialized suspense account, voting rights which are frozen etc.



Table IV - Statement showing shareholding pattern of the Non-Promoter - Non Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos. of Shareholder (iii)	No. of fully paid up Preference shares held (iv)	Party paid-up Preference shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VII) (vii)	Number of Voting Rights held in each class of securities (X)			No. of Shares Outstanding convertible securities (including Warrants) (X)		Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Preference shares held in dematerialized form (XIV) (Not applicable)	
								Class X	Class Y	Total	Total as a % of Total Voting rights	No.(a)		As a % of total Shares held (b)	No.(a)	As a % of total Shares held (Not applicable) (b)			
1																			
DR. Bolder Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)																			
2																			
Total Non-Promoter- Non Public Shareholding (C+ (D)(i)+(C)(2)																			



Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No.	Details of the SBO						Details of the registered owner				Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect:				Date of creation / acquisition of significant beneficial interest
	Name	PAN	Passport No. in case of a foreign national	Nationality (Applicable in case of Any other is selected)	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-


  
 PITTI CASTINGS PRIVATE LIMITED  
 Company



# PITTI CASTINGS PRIVATE LIMITED

Regd. Off : 6-3-648/401, 4th Floor, Padmaja Land Mark, Somajiguda, Hyderabad - 500 082.

Works : Survey No. 53, Macharam Village, Balanagar Mandal, Mahaboobnagar Dist., Telangana.

Ph: Off : 040-23312774, 23312770, Fax : 23393985, E-mail : pitti.castings@pitti.in

CIN : U27310TG2011PTC077833

## Post-Scheme Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) (Without PAN)

1. Name of the Company - Pitti Castings Private Limited ('PCPL')
2. Scrip Code/Name of Scrip/Class of Security - NA/NA/Preference
3. Type of Report - Post-amalgamation shareholding pattern - Regulation 31
4. Shareholding Pattern as on 9<sup>th</sup> June 2023 (Post-Scheme)
5. Declaration - The Listed Entity is required to submit the following declaration to the extent of submission of information:

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid-up shares?	NA#	NA#
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NA#	NA#
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NA#	NA#
4	Whether the Listed Entity has any shares in locked-in?	NA#	NA#
5	Whether any shares held by promoters are pledge or otherwise encumbered?	NA#	NA#

#Not Applicable, Given the shares of PCPL are not listed

\*If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid-up shares, Outstanding Convertible Securities / Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also, wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.





Shareholding Pattern under Regulation 31 of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015  
 Table I - Summary Statement holding of specified securities

Category (I)	Category of Shareholder (II)	Nos. of Shareholders (III)	No. of fully paid up Preference shares held (IV)	No. of Partly paid- up Preference shares held (V)	No. of shares underlying Depositary Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C)	Number of Voting Rights held in each class of securities (X)			No. of Shares Underlying convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (XII)+(X) As a % of (A+B+C2)	Number of Shares pledged or otherwise encumbered (XII)		Number of Preference shares held in dematerialized form (XIV)
								Class eg: X	Class eg: Y	Total			Locked in shares (XII)	As a % of total Shares held (D)	
A.	PROMOTER & PROMOTER GROUP	-	-	-	-	-	-	-	-	-	-	-	-	-	-
B.	PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C.	NON PROMOTER- NON PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-
CL	SHARES UNDERLYING DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-
CL	SHARES HELD BY EMPLOYEE TRUSTS	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Sl. No.	Category & Name of the Shareholder (i)	PAN of the Shareholder (ii)	PAN of the Promoter Group (iii)	Size of Shareholder (iii)	No. of fully paid up Preference shares held (iv)	No. of shares underlying Depository Receipts (v)	Total no. shares held (vi) = (iv) + (v)	Shareholding % calculated as per SEBI, 1957 As a % of (A+B+C) (viii)	Number of Voting Rights held in each class of securities (ix)			Shareholding as a % among all convertible securities (as a percentage of diluted share capital) (X) + (XII) + (X) as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (as a percentage of diluted share capital) (x)	Number of Shares pledged or otherwise encumbered (xi)		Number of Preference shares held in dematerialized form (XIV)	
									Class	X	Y			No. of Shares Locked in shares (xi)	No. of Shares held (ii)		
																	Total as a % of Total Voting rights
1.	INDIAN																
A.	Individual																
	Family																
B.	Central Government/ State Government(s)																
C.	Mutual Institutions/ Mutual Funds																
D.	ANY OTHER																
	Indian Corporate																
	Subsidiary (ANS)																
	FOREIGN																
A.	Individual (Non-Resident Indian/Overseas Indian/Foreign)																
B.	Government																
C.	Institutions																
D.	Foreign Portfolio Investor																
E.	ANY OTHER																
	Subsidiary (ANS)																
Total Shareholding of Promoter and Promoter Group (A+B+C+D+E+ANS)																	

Details of Shares which remains encumbered may be given here along with details such as number of shareholders, outstanding shares held in dematerialized suspense account, voting rights which are frozen etc. -NA



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos of Shareholder (iii)	No of fully paid up Preference shares held (iv)	Partly paid-up Preference shares held (v)	No of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (X)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding, as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of Preference shares held in dematerialized form (XIV)		
								Class X	Class Y	Total				No. (a)	As a % of total Shares held (b)		No. (a)	As a % of total Shares held (b)
<b>1. INSTITUTIONS</b>																		
a. Mutual Funds																		
b. Venture Capital Funds																		
c. Alternate Investment Funds																		
d. Foreign Venture Capital Investors																		
e. Foreign Portfolio Investor (Corporate)																		
f. Financial Institutions/Banks																		
g. Insurance Companies																		
h. Provident Funds/Pension Funds																		
i. ANY OTHER																		
Sub-Total (B1)																		
<b>Central Government/ State Government/ President of India</b>																		
2. a.																		
Sub-Total (B2)																		
<b>3. NON-INSTITUTIONS</b>																		
<b>A. INDIVIDUALS -</b>																		
<b>I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.</b>																		
<b>II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.</b>																		
a.																		
b.																		
c.																		
d.																		
e.																		
Sub-Total (B3)																		
<b>Total Public Shareholding (B) = (B1)+(B2)+(B3)</b>																		

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %)

Details of shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.



Table IV - Statement showing shareholding pattern of the Non-Promoter - Non Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up Preference shares held (IV)	Partly paid-up Preference shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding as a % assuming Full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of Preference shares held in dematerialized form (XIV) (Not applicable)
								Class X	Class Y	Total					No. (a)	As a % of total Shares held (b)	
1																	
2																	
DR Holder																	
Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2010)																	
Total Non-Promoter-Non Public Shareholding (C) = (C1)+(C2)																	



Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No.	Details of the SBO								Details of the registered owner				Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect:				Date of creation / acquisition of significant beneficial interest
	Name	PAN	Passport No. in case of a foreign national	Nationality (Applicable in case of Any other is selected)	Name	PAN	Passport No. in case of a foreign national	Nationality (Applicable in case of Any other is selected)	Nationality (Applicable in case of Any other is selected)	Shares	Voting rights	Whether by virtue of:			Exercise of significant influence		
												Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence			
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



## ANNEXURE 4.1

<b>SSPA &amp; CO.,</b> Chartered Accountants 1st Floor, "Arjun" Plot No. 6A, V.P. Road, Andheri (West) Mumbai – 400 058	<b>Niranjan Kumar</b> Registered Valuer - Securities or Financial Assets Registration Number: IBBI/RV/06/2018/10137 N5-1003, Hills and Dales Ph 3, NIBM Annexe, Pune – 411060
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Date: 15 June 2023

To,  
The Audit Committee / Board of Directors,  
Pitti Engineering Limited,  
4<sup>th</sup> Floor, Padmaja Land Mark, 6-3-648/401,  
Somajiguda, Hyderabad, Telangana, 500082

To,  
The Board of Directors,  
Pitti Castings Private Limited,  
4<sup>th</sup> Floor, Padmaja Land Mark, 6-3-643/401,  
Somajiguda, Hyderabad, Telangana, 500082

To,  
The Board of Directors,  
Pitti Rail and Engineering Components Limited,  
4<sup>th</sup> Floor, Padmaja Land Mark, 6-3-648/401,  
Somajiguda, Hyderabad, Telangana, 500082

**Subject: Recommendation of fair share exchange ratio for the proposed amalgamation of Pitti Castings Private Limited ('PCPL') and Pitti Rail and Engineering Components Limited ('PRECL') with Pitti Engineering Limited ('PEL')**

Dear Sir/Madam,

We refer to the engagement letter dated 18 April 2023 whereby, Niranjan Kumar, Registered Valuer – Securities or Financial Assets (hereinafter referred to as 'NK') has been appointed and engagement letter dated 22 May 2023 whereby, SSPA & Co., Chartered Accountants - Registered Valuer – Securities or Financial Assets (hereinafter referred to as 'SSPA') has been appointed by Pitti Engineering Limited (hereinafter referred to as 'PEL'), Pitti Castings Private Limited (hereinafter referred to as 'PCPL') and Pitti Rail and Engineering Components Limited (hereinafter referred to as 'PRECL') to recommend a fair share exchange ratio for the proposed amalgamation of PCPL and PRECL (together referred to as 'Amalgamating Companies') with PEL ('Proposed Amalgamation'), as more particularly provided for in the Draft Scheme of Amalgamation.

PEL, PRECL and PCPL are hereinafter together referred to as the 'Transacting Companies' or 'the Companies' or 'the Clients' or 'the Valuation Subjects' and individually referred to as "Company", as the context may require.

NK and SSPA are hereinafter jointly referred to as "Valuers" or "we" or "us" in this report.

The Management including the Board of Directors of the Transacting Companies shall together be referred to as 'the Management'.

This report sets out our scope of work, background, sources of information, procedures performed by us and our recommendation of the fair share exchange ratio.



Recommendation of fair share exchange ratio for the proposed  
amalgamation of PRECL and PCPL with PEL

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**COMPANIES BACKGROUND**

**Pitti Engineering Limited ('PEL' or 'Amalgamated Company')**

- PEL was incorporated on 17 September 1983 and is primarily engaged in manufacturing of engineering products of iron and steel including electrical steel laminations, stator and rotor core assemblies, sub-assemblies, pole assemblies, die-cast rotors, press tools and high precision machining of various metal components.
- PEL's products are used in hydro and thermal generation, windmill, mining, cement, steel, sugar, construction, lift irrigation, freight rail, passenger rail, mass urban transport, e-mobility, appliances, medical equipment, oil and gas, and other industrial applications.
- PEL has manufacturing facilities in Aurangabad and Hyderabad with a combined capacity of 50,200 MT per annum of electrical steel laminations.
- With the setting up of the Aurangabad unit, PEL has forayed into new industries like Consumer Appliances, Domestic & Agricultural Pump industries.
- The equity shares of PEL are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

**Key financial highlights of PEL for the past three years.**

Particulars	Financial Year ('FY') ended		
	31-Mar-21	31-Mar-22	31-Mar-23
Reported revenue <sup>#</sup>	5,386.7	9,702.6	11,179.9
Reported EBITDA*	985.5	1,490.7	1,692.06
Reported PBT	385.7	706.0	799.0
Reported PAT	287.8	518.9	588.3

Source: BSE filings / Management Information

# Reported revenue includes income from operations and other income

\*Reported EBITDA represents Earnings before interest, tax, depreciation and amortization (EBITDA) including non-operating income and expenses

**Pitti Rail and Engineering Components Limited ('PRECL')**

- PRECL was incorporated on 05 October 2020 with the object to manufacture engineering products and components.
- PRECL is a Wholly Owned Subsidiary of PEL and presently does not carry out any significant business operations.

**Pitti Castings Private Limited ('PCPL')**

- PCPL was incorporated on 07 December 2011 and is engaged in the manufacturing of high-quality casting in grey iron, ductile iron, low carbon and alloy steel grades.
- PCPL's products include stator frames, dual arm casing, rock housing, forward end cover, pump casing, compressor cylinder, rotor hub, blade adaptor, anchor support frame among other products.



Recommendation of fair share exchange ratio for the proposed amalgamation of PRECL and PCPL with PEL





- PCPL caters to international and domestic manufacturers engaged in manufacturing products ranging from valves, earth moving and mining, turbo generators, motors, pumps, power generation, windmills, automobiles, compressors, locomotives, heavy machinery, precision engineering, defence, etc.
- PCPL supplies castings to PEL which is used by PEL for its end user products.
- Some of the key Clients served by PCPL include PEL, ABB, Atlas Copco, Avtec, Caterpillar, Siemens, Wilo Mather and Platt, General Electric and Wind World.
- PCPL has a manufacturing plant in Mahabubnagar district of Telangana with an installed capacity of 14,400 MT per annum. PCPL plans to increase its installed capacity from 14,400 MT per annum to 18,000 MT per annum by FY2025.

**Key financial highlights of PCPL for the past three years.**

INR million

Particulars	Financial Year ('FY') ended		
	31-Mar-21	31-Mar-22	31-Mar-23
Reported revenue <sup>2</sup>	1,147.4	1,375.9	1,508.4
Reported EBITDA*	141.4	80.7	133.4
Reported PBT	57.7	(1.8)	66.9
Reported PAT	40.8	(16.6)	48.4

Source: Management Information

# Reported revenue includes income from operations and other income

\*Reported EBITDA represents Earnings before interest, tax, depreciation and amortization (EBITDA) including non-operating income and expenses

**BACKGROUND OF VALUERS**

**Niranjan Kumar, Registered Valuer – Securities or Financial Assets**

I am a practicing Chartered Accountant registered with The Institute of Chartered Accountants of India ('ICAI') and located at N5 – 1003, Hills and Dales Ph 3, NIBM Annexe, Pune – 411060. I am also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class – 'Securities or Financial Assets' with Registration No. IBBI/RV/06/2018/10137.

**SSPA & CO., CHARTERED ACCOUNTANTS**

SSPA, is a partnership firm, located at 1st Floor, "Arjun", Plot No. 6A, V. P. Road, Andheri (West), Mumbai - 400 058, India. SSPA is engaged in providing various corporate consultancy services.

We are a firm of practising Chartered Accountants registered with the ICAI. We are also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class – 'Securities or Financial Assets' with Registration No. IBBI/RV-E/06/2020/126.



Recommendation of fair share exchange ratio for the proposed amalgamation of PRECL and PCPL with PEL

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**SCOPE AND PURPOSE OF THIS REPORT**

We understand that the Managements of the Transacting Companies are contemplating a scheme of amalgamation, wherein they intend to amalgamate PCPL and PRECL with PEL in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 or any statutory modifications, re-enactment or amendments thereof for the time being in force ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules"), as amended from time to time and all other applicable provisions, if any, of the Act and any other applicable law for the time being in force including the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued therein ("the Regulations"), in each case, as amended from time to time, and in a manner provided in the Draft Scheme of Amalgamation (hereinafter referred to as 'the Scheme').

Further, as part of the Scheme, the equity shareholding held by PEL in PRECL; and the equity shareholding and the entire preference shareholding held by PEL in PCPL shall stand cancelled upon the Scheme being effective.

We understand that as consideration for the:

- i) proposed amalgamation of PCPL with PEL, equity shares of PEL would be issued to equity shareholders of PCPL (except to the extent of equity shares of PCPL held by PEL which would get cancelled upon amalgamation); and entire preference shares held by PEL in PCPL shall stand cancelled and no equity/ preference shares of PEL shall be issued; and
- ii) proposed amalgamation of PRECL with PEL, equity shares held by PEL in PRECL shall stand cancelled and no equity shares of PEL shall be issued.

In this connection, Transacting Companies have jointly appointed NK and SSPA, Registered Valuers under the Companies Act, 2013, to submit a joint valuation report recommending the fair share exchange ratio to Audit Committee / Board of Directors / any other committee formulated by the respective Companies for the Proposed Amalgamation (hereinafter referred to as "Report").

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

We understand that the appointed date for the Proposed Amalgamation shall be 01 April 2023 or such other date as the National Company Law Tribunal ("NCLT") may direct.

For the purpose of this Report, we have considered Valuation Date to be 14 June 2023 ('Valuation Date').

We understand from the Management following rationale for the Proposed Amalgamation:

1. Enhance PEL's control over the supply and inventory management of its raw materials. Proposed Amalgamation would help with a unified approach on supply chain management and consequent synergies leading to optimization of resource utilization, reduced finance cost, operational cost, reduced duplication of administrative efforts and better procurement policies and prices, for the combined business.



Recommendation of fair share exchange ratio for the proposed  
amalgamation of PRECL and PCPL with PEL

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2. Allow PEL to gain access to long-term contracts by bolstering an entire integrated process helping them cover the end-to-end supply chain.
3. Enhance PEL's margins and profitability and reduction in related party transactions of PEL which would enhance value for all its stakeholders.
4. Help PEL to diversify its business and provide PEL with access to a new set of customers and industries.

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

To arrive at the consensus on the fair share exchange ratio for the Proposed Amalgamation, appropriate minor adjustments, rounding-off has been done in the values arrived at by us.

We have been provided with the audited financial statements of PEL, PRECL and PCPL for the financial year ended 31 March 2023. We have taken into consideration the current market parameters in our analysis and have made adjustments for additional facts made known to us till the date of our Report. The Management has informed us that there are no unusual/abnormal events in the Transacting Companies materially impacting their operating/ financial performance after 31 March 2023, until the Report Date. Further, we have been informed by the Management that to the best of their knowledge, material information regarding the business of each of the Transacting Companies has been disclosed to us.

We have relied on the above while arriving at fair share exchange ratio for the Proposed Amalgamation.

We have been informed that:

- a) With effect from the appointed date, and up to and including the effective date, there would not be any capital variation in the Transacting Companies except by mutual consent of the Board of Directors of Transacting Companies or such other events as contemplated in the Scheme.
- b) Till the Proposed Amalgamation becomes effective, neither of the Transacting Companies would declare any dividend which are materially different from those declared in the past few years.
- c) There would be no significant variation between the draft scheme of arrangement and the final scheme approved and submitted with the relevant authorities.

We have been informed that, in the event either of the Transacting Companies restructure their equity share capital by way of share split/ consolidation/ issue of bonus shares/ merger/ demerger/ reduction of share capital before the Scheme becomes effective, the issue of shares pursuant to the fair share exchange ratio recommended in this Report shall be adjusted accordingly to take into account the effect of any such corporate actions.

This Report is our deliverable for the above engagement and is subject to the scope, assumptions, qualifications, exclusions, limitations and disclaimers detailed hereinafter.

As such, the Report is to be read in totality and not in parts and in conjunction with the relevant documents referred to therein.



**SOURCES OF INFORMATION**

In connection with this exercise, we have received/ obtained the following information about the Transacting Companies from the Management of the respective Company:

- Audited financial statements of PEL, PCPL and PRECL for the financial year ended 31 March 2023, 31 March 2022 and 31 March 2021;
- Financial Projections of PEL and PCPL from 01 April 2023 to 31 March 2028 which represents the Management's best estimate of the future financial performance of the Transacting Companies ('Management Projections');
- Shareholding pattern of PEL as at 31 March 2023;
- Shareholding pattern of PCPL and PRECL as at Valuation Date;
- Valuation report dated 05 May 2023 with respect to fair valuation of surplus investment property prepared and issued by Mr. Kirthikumar Vitthal Yannam for GVR Valuers & Appraisers LLP, IBBI approved Registered Valuer - Land & Buildings having IBBI Registration No.: IBBI/RV/12/2022/14882;
- Draft Scheme of Amalgamation;
- Discussions with the Managements to obtain requisite explanation and clarification of data provided, to inter-alia understand their perception of historical and expected future performance of PEL and PCPL.
- Information available in public domain and databases such as S&P Capital IQ, Capitaline, NSE, BSE, etc.
- Other relevant information and documents for the purpose of this engagement.

During the discussions with the Management, we have also obtained explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise. Besides the above information and documents, there may be other information provided by the Companies which may not have been perused by us in any detail, if not considered relevant for the defined scope. The Clients have been provided with the opportunity to review the draft report (excluding the recommended fair share exchange ratio) as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Report.



**PROCEDURES ADOPTED**

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and operational information.
- Used data available in public domain related to PEL/ PCPL and their peers.
- Discussions (physical/ over call) with the Management to:
  - Understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance.
  - Enquire about the historical financial performance, current state of affairs, business plans, and the future performance estimates.
- Identification of suitable comparable companies in discussion with the Management.
- Undertook Industry Analysis:
  - Research publicly available market data including economic factors and industry trends that may impact the valuation.
  - Analysis of key trends and valuation multiples of comparable companies using proprietary databases subscribed by us or our network firms.
- Obtained and analysed market prices, volume data and other relevant information for PEL.
- Reviewed the financial projections provided by the Management for PEL and PCPL including understanding basis of preparation and the underlying assumptions;
- Selection of appropriate internationally accepted valuation methodology/ (ies), after deliberations and consideration to the sector in which the Transacting Companies operate and analysis of their business operations.
- Arrived at the equity value of the Transacting Companies in order to determine fair share exchange ratio for the Proposed Amalgamation



**SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS**

This Report is subject to the limitations detailed in respective engagement letters. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

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

- the purpose of valuation agreed as per the terms of our engagement;
- the date of this Report ("Report Date");
- audited financial statements of PEL, PCPL and PRECL for financial year ended 31 March, 2023;
- valuation report dated 05 May 2023 with respect to fair valuation of surplus investment property prepared and issued by Mr. Kirthikumar Vitthal Yannam for GVR Valuers & Appraisers LLP, IBBI approved Registered Valuer - Land & Buildings;
- financial projections as provided by the Management for PEL and PCPL and the assumptions underlying the financial projections;
- accuracy of the information available in public domain with respect to the comparable companies identified including financial information;
- market price reflecting the fair value of the underlying equity shares of PEL; and
- data detailed in the Section- Sources of Information.

We have been informed that the business activities of Transacting Companies have been carried out in the normal and ordinary course between 31 March 2023 and the Report Date and that no material changes have occurred in their respective operations and financial position between 31 March, 2023 and the Report Date.

Valuation analysis and results are specific to the purpose of valuation and as per the agreed terms of the respective engagements. It may not be valid for any other purpose or as of any other date. Also, it may not be valid if done on behalf of any other entity.

A valuation of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. This Report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the fair share exchange ratio for the Proposed Amalgamation. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

The recommendation rendered in this Report only represent our recommendation based upon information furnished by the Companies and gathered from public domain (and analysis thereon) and the said recommendation shall be considered to be in the nature of non-binding advice. Our recommendation should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.

The decision to carry out the Proposed Amalgamation (including consideration thereof) lies entirely with the Management/ Board of Directors of the respective Company and our work and findings shall not constitute recommendation as to whether or not the Management / the Board of Directors of the Company should carry out the Proposed Amalgamation.





The determination of fair value for arriving at fair share exchange ratio is not a precise science and the conclusions arrived at in many cases, will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single fair value.

While we have provided our recommendation of the fair share exchange ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. The final responsibility for the determination of the fair share exchange ratio at which the Proposed Amalgamation shall take place will be with the Board of Directors of the Transacting Companies, who should take into account other factors such as their own assessment of the Proposed Amalgamation and input of other advisors.

In the course of the valuation, we were provided with both written and verbal information, including market, financial and operating data. In accordance with the terms of our respective engagements, we have carried out relevant analysis and evaluations through discussions, calculations and such other means, as may be applicable and available. We have assumed and relied upon, without independently verifying (i) the accuracy of the information that was publicly available, sourced from subscribed databases; and (ii) the accuracy of information made available to us by the Companies; both of which formed a substantial basis for this Report. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy or completeness, we have obtained information, as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information. Our valuation does not constitute an audit or review in accordance with the auditing standards applicable in India, accounting / financial / commercial / legal / tax / environmental due diligence or forensic/ investigation services and does not include verification or validation work. In accordance with the terms of our engagement / appointment letters and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence, or otherwise investigated the historical financials/ financial information or individual assets or liabilities, provided to us regarding the Companies / subsidiary / associates / joint ventures / investee companies, if any. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in such historical financials / financial statements. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the assumptions and information given by / on behalf of the Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis / results.

It may herein be noted that the projections are responsibility of the Management. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, or examination of any of the historical or prospective information used and therefore, we do not express any opinion with regard to the same.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. This Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed in the audited / unaudited balance sheets of the Companies. No investigation of Companies' claim to title of assets has been made for the purpose of this Report and Companies' claim to such rights has been





assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature. Our conclusion of value assumes that the assets and liabilities of the Companies reflected in their respective latest balance sheets remain intact as of the Report Date.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Clients are the only authorized user of this Report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the Clients from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this report. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Clients or Companies, their directors, employees or agents. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.

We accept no responsibility or any direct or indirect liability towards any third party including but not limited to any person, who may have been provided a copy of this Report for intended use in connection with the Scheme and hence, no party other than the Client shall have any recourse to us in relation to this engagement. In no event, we shall be liable for any loss, damage, cost or expense arising in any way from any acts carried out by the Companies referred herein or any person connected thereto.

We have not carried out any physical verification of the assets and liabilities of the Transacting Companies and take no responsibility for the identification of such assets and liabilities.

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

We must emphasize that realization of forecasted free cash flow or the realizability of the assets at the values considered in our analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis therefore, will not, and cannot be directed to providing any assurance about the achievability of the final projections. Since the financial forecasts relate to the future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences could be material. To the extent that our conclusions are based on the forecasts, we express no opinion on achievability of those forecasts. The fact that we have considered the projections in this valuation exercise should not be construed or taken as our being associated with or a party to such projections.

We have been shared a fair valuation report in case of surplus investment property of PEL by Mr. Kirthikumar Vitthal Yannam for GVR Valuers & Appraisers LLP, IBBI approved Registered Valuer - Land & Buildings. We have relied on the same for determination of the fair value of the PEL's Investment Property.

Certain terms of the Proposed Amalgamation are stated in our report, however the detailed terms of the Proposed Amalgamation shall be more fully described and explained in the



**SSPA & CO.,**  
Chartered Accountants

**Niranjan Kumar**

Scheme document to be submitted with relevant authorities in relation to the Proposed Amalgamation. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the underlying Scheme.

The valuation analysis and results thereof for recommendation under this Report are governed by concept of materiality.

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



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Chartered Accountants

**Niranjan Kumar**

We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Companies, their directors, employees or agents.

It is understood that this analysis does not represent a fairness opinion. This report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

This Report is subject to the laws of India.

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

In addition, this Report does not in any manner address the price at which equity share of PEL shall trade following announcement of the Proposed Amalgamation and we express no opinion or recommendation as to how the shareholders of either of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Amalgamation. Our report and opinion/ valuation analysis contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.

We will owe the responsibility only to the Board of Directors of PEL, PRECL and PCPL

**Disclosure of Registered Valuers' Interest or Conflict, if any and other affirmative statements**

We do not have any financial interest in the Clients, nor do we have any conflict of interest in carrying out this valuation, as of the date of the engagement letter till the Report Date. We further state that we are not related to the Company or their promoters or their director or their relatives. Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation.



### SHAREHOLDING PATTERNS

#### PEL

As at the 31 March 2023, the shareholding of PEL comprises of 3,20,50,067 equity shares of face value INR 5.0 each.

Shareholding Pattern as at 31 March 2023	No. of shares	% Shareholding
Promoter and Group	1,90,01,227	59.3%
Public	1,30,48,840	40.7%
<b>Total</b>	<b>3,20,50,067</b>	<b>100.0%</b>

Source: BSE filings

#### PRECL

As at the Valuation Date, the shareholding of PRECL comprises of 1,00,000 equity shares of face value INR 10.0 each.

Shareholding Pattern as at Valuation Date	No. of shares	% Shareholding
Pitti Engineering Limited*	1,00,000	100.0%
<b>Total</b>	<b>1,00,000</b>	<b>100.0%</b>

Source: Management Information

\*includes shares held by nominees of Pitti Engineering Limited

Note: We understand that upon Scheme being effective, entire 1,00,000 equity shares held by PEL shall stand cancelled.

#### PCPL

As at the Valuation Date, the shareholding of PCPL comprises of 12,44,62,500 equity shares of face value INR 10.0 each and 1,23,30,000 redeemable preference shares of INR 10.0 each.

#### Equity Shares:

Shareholding Pattern as at Valuation Date	No. of shares	% Shareholding
Sharad B Pitti	48,80,000	3.9%
Akshay S Pitti	18,30,000	1.5%
Pitti Electrical Equipment Private Limited	11,36,72,500	91.3%
Pitti Engineering Limited	40,80,000	3.3%
<b>Total</b>	<b>12,44,62,500</b>	<b>100.0%</b>

Source: Management Information

Note: We understand that upon Scheme being effective, 40,80,000 equity shares held by PEL shall stand cancelled.



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Chartered Accountants

**Niranjan Kumar**

**Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares (NCNPCRPS):**

Shareholding Pattern as at Valuation Date	No. of shares	% Shareholding
Pitti Engineering Limited	1,23,30,000	100.0%
<b>Total</b>	<b>1,23,30,000</b>	<b>100.0%</b>

*Source: Management Information*

*Note: We understand that upon Scheme being effective, entire preference share capital held by PEL shall stand cancelled.*



**APPROACH FOR RECOMMENDATION OF FAIR SHARE EXCHANGE RATIO:**

The Proposed Amalgamation contemplates the amalgamation of Amalgamating Companies with PEL. Arriving at the fair share exchange ratio for the Proposed Amalgamation would require determining the relative value of equity shares of Transacting Companies. These values are to be determined independently, but on a relative basis for the Valuation Subjects, without considering the effect of the Proposed Amalgamation.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for Proposed Amalgamation and our reasonable judgment, in an independent and bona fide manner.

The Valuation Approach adopted by NK and SSPA is given in Annexure 1A and 1B respectively (Annexure 1A and 1B together referred to as Annexures).

**BASIS FOR RECOMMENDATION OF FAIR SHARE EXCHANGE RATIO**

**a) Recommendation of share exchange ratio for the proposed amalgamation of PCPL with PEL**

The basis of the amalgamation of PCPL with PEL would have to be determined after taking into consideration all the factors and methods mentioned hereinabove. Though different values have been arrived at under each of the approaches / methods as mentioned in the Annexures, for the purposes of recommending the fair share exchange ratio of equity shares it is necessary to arrive at a final value for each Valuation Subject. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values of the Valuation Subjects, but at their relative values to facilitate the determination of the fair share exchange ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approaches / methods.

The fair share exchange ratio has been arrived at on the basis of a relative equity valuation of Valuation Subjects based on the various approaches / methods explained in the Annexures and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Valuation Subjects, having regard to information base, key underlying assumptions and limitations.

While we have provided our recommendation of the fair share exchange ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the fair share exchange ratio. The final responsibility for the determination of the exchange ratio at which the amalgamation of PCPL with PEL shall take place will be with the Board of Directors of the respective Companies who should take into account other factors such as their own assessment of the amalgamation of PCPL with PEL and input of other advisors.

We have independently applied approaches / methods discussed in the Annexures, as considered appropriate, and arrived at the relative value per share of the Companies. To arrive at the consensus on the fair share exchange ratio for the Proposed Amalgamation of PCPL with PEL, suitable minor adjustments / rounding off have been done.

It should be noted that we have not examined any other matter including economic rationale for the Proposed Amalgamation of PCPL with PEL per se or accounting, legal or tax matters involved in the Proposed Amalgamation.



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

**To the equity shareholders of PCPL**

**"1 (One) equity share of PEL having a face value of INR 5.0 each fully paid-up shall be issued for every 55 (Fifty-Five) equity shares held in PCPL having face value of INR 10 each fully paid-up"**

**To the preference shareholders of PCPL**

**"Entire preference share capital of PCPL is held by PEL. The preference shares held by PEL in PCPL would get cancelled upon amalgamation and no further equity / preference shares would be required to be issued to the preference shareholders of PCPL i.e. PEL and thus, the valuation of preference shares is not required."**

**b) Recommendation of share exchange ratio for the proposed amalgamation of PRECL with PEL**

As part of the Scheme, PRECL (i.e. wholly owned subsidiary of PEL) is also proposed to be amalgamated with PEL. Upon Scheme being effective, the entire equity share capital of PRECL held by PEL would get cancelled and no equity shares would be required to be issued to equity shareholders of PRECL i.e. PEL. We have therefore not carried out independent valuation of PRECL for the purpose of arriving at share exchange ratio for the aforesaid proposed amalgamation.

**To the equity shareholders of PRECL**

**"No equity shares of PEL would be required to be issued to the equity shareholders of PRECL (i.e. PEL) for the proposed amalgamation of PRECL with PEL"**

<p>Respectfully submitted, <b>For SSPA &amp; Co.,</b> <b>Chartered Accountants</b> ICAI Firm Registration No: 128851W IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126</p> <p><i>Parag S. Ved</i></p>  <p><b>Parag Ved, Partner</b> ICAI Membership No. 102432 Registered Valuer No.: IBBI/RV/06/2018/10092 UDIN: 23102432BGUALE7038 Place: Mumbai Date: 15th June 2023</p>	<p>Respectfully submitted,</p> <p><i>Niranjan Kumar</i></p>  <p><b>Niranjan Kumar</b> Registered Valuer - Securities or Financial Assets Registration Number: IBBI/RV/06/2018/10137 UDIN: 23121635BGUWUC9225 Place: Pune Date: 15th June 2023</p>
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**Annexure IA - Valuation Workings NK:**

**VALUATION APPROACHES**

**Basis and Premise of Valuation**

Valuation of the equity shares of the Companies as on the Valuation Date is carried out in accordance with ICAI VS, considering 'fair value' base and 'going concern value' premise. Any change in the valuation base, or the valuation premise could have a significant impact on the valuation outcome of the Companies.

**Basis of Valuation**

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

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

**Premise of Value**

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

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

It should be understood that the valuation of any business/ company/ shares or its assets is inherently imprecise and is subject to various uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to market, industry performance, general business and economic conditions, many of which are beyond the control of the company.

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

The following are commonly used and accepted methods for determining the value of the equity shares of a company:

1. Asset Approach – Net Asset Value method
2. Market Approach:
  - a) Market Price method
  - b) Comparable Companies Market Multiple method
3. Income Approach – Discounted Cash Flow method



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

### **1. Asset Approach - Net Asset Value Method ('NAV')**

The asset-based value analysis technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This methodology is likely to be appropriate for business which derives value mainly from the underlying value of its assets rather than its earnings. This value analysis approach may also be used in case where the firm is to be liquidated or in case where the assets base dominates earning capability. It is also used where the main strength of the business is its asset backing rather than its capacity or potential to earn profits.

#### **PEL and PCPL**

*In the present case both PEL and PCPL operate as going concern and there is no intention to dispose of the assets. In such a going concern scenario the relative earning power, as reflected under the income and market approaches is of greater importance for arriving at the value as compared to the value arrived on the Net Asset Value basis considering the realisable value of the assets recorded in the books. Further PEL and PCPL have self generated intangibles in the form of proprietary processes and products which are not currently recorded in the financial statements of both companies, hence the value arrived under the Net Asset Value Method will not represent the intrinsic value of the business. Accordingly, we have not adopted Net Asset Value method for valuing equity share of PEL and PCPL respectively.*

### **2. Market Approach**

#### **a) Market Price Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the shares as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market.

#### **PEL**

*In the present case, equity shares of PEL are listed on NSE and BSE, they are widely held, regularly and frequently traded with reasonable volumes on both the exchanges. We have therefore used the market price method to value the equity shares of PEL.*

#### **PCPL**

*The equity shares of PCPL are not listed on any stock exchange, we have therefore not used market price method to arrive at the equity value of PCPL.*



**b) Comparable Companies' Multiple (CCM) / Comparable Transactions Multiples (CTM) Method**

Under CCM, the value of shares/ business of a company is determined based on market multiples of publicly traded comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. CCM applies multiples derived from similar or 'comparable' publicly traded companies. Although no two companies are entirely alike, the companies selected as comparable companies should be engaged in the same or a similar line of business as the subject company. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

**PEL**

*Based on our analysis and discussion with the Management, we understand that there are no comparable listed companies which operate in a similar line of business having similar financial/ operating metrics as that of PEL. We have therefore not used CCM method to value the equity shares of PEL.*

**PCPL**

*Based on our analysis and discussion with the Management, we understand that there are comparable listed companies which operate in a similar line of business having similar financial/ operating metrics as that of PCPL, we have therefore used CCM Method to value the equity shares of PCPL.*

Under CTM, the value of shares/ business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

**PEL and PCPL**

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

**3. Income Approach - Discounted Cash Flows Method ('DCF')**

DCF method values a business based upon the available cash flow a prudent investor would expect the subject business to generate over a given period of time. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the perpetuity value at an appropriate discount factor. Free cash flows are the cash flows expected to be generated by the company that are available for distribution to both the owners of and lenders to the business. The terminal value represents the total value of the available cash flow for all periods subsequent to the forecast period. The terminal value of the business at the end of the forecast period is estimated and discounted to its equivalent present value and added to the present value of the explicit forecast period cash flow to estimate the value of the business.



The projected free cash flows are discounted by the Weighted Cost of Capital (WACC) to arrive at the enterprise value. The WACC represents the returns required by the investors of both debt and equity weighed to their relative funding in the entity.

*PEL and PCPL are profit making companies and generate surplus cash which is expected to continue going forward, we have therefore used DCF Method to arrive at the equity value of PEL and PCPL.*

### Fair share exchange ratio

#### A. Amalgamation of PCPL with PEL:

Valuation Approach	PEL (A)		PCPL (B)	
	Value per share (INR)	Weights (%)	Value per share (INR)	Weights (%)
Asset Approach - Net Asset Value ('NAV') Method	NA <sup>#</sup>	0.0%	NA <sup>#</sup>	0.0%
Income Approach - Discounted Cash Flows ('DCF') Method	398.33	50.0%	6.84	50.0%
Market Approach				
- Market Price Method	376.29	50.0%	NA <sup>^</sup>	0.0%
- Comparable Companies Multiple ('CCM') Method	NA <sup>*</sup>	0.0%	7.25	50.0%
<b>Relative value per share</b>	<b>387.31</b>	<b>(A)</b>	<b>7.04</b>	<b>(B)</b>
<b>Share exchange ratio round off (B)/(A)</b>				<b>0.0182</b>
<b>Recommended share exchange ratio (for every 55 shares of PCPL)</b>				<b>1</b>

NA: Not Adopted

#### # Asset Approach – NAV Method

PEL and PCPL currently operate as going concern and NAV Method does not value the future profit earning potential of the business, we have therefore not used this method to arrive at the equity value of PEL and PCPL.

#### ^ Market Price Method

Equity shares of PCPL are not listed on any stock exchange, hence we have not used this method to arrive at the equity value of PCPL.

#### \* Comparable Companies Multiple ('CCM') Method

There are no comparable listed companies which operate in a similar line of business having similar financial/ operating metrics as that of PEL. We have therefore not used CCM method to value the equity shares of these PEL.

#### B. Amalgamation of PRECL with PEL:

Valuation Approach	PEL (A)		PRECL (B)	
	Value per share (INR)	Weights (%)	Value per share (INR)	Weights (%)
Asset Approach - Net Asset Value ('NAV') Method	NA	0.0%	NA	0.0%
Income Approach - Discounted Cash Flows ('DCF') Method	398.33	50.0%	NA	0.0%
Market Approach				
- Market Price Method	376.29	50.0%	NA	0.0%
- Comparable Companies Multiple ('CCM') Method	NA	0.0%	NA	0.0%
<b>Relative value per share</b>	<b>387.31</b>	<b>(A)</b>	<b>NA</b>	<b>(B)</b>
<b>Share exchange ratio round off (B)/(A)</b>				<b>Nil*</b>
<b>Recommended share exchange ratio</b>				<b>Nil*</b>

NA: Not Adopted



Recommendation of fair share exchange ratio for the proposed amalgamation of PRECL and PCPL with PEL

Page 20 of 24

**SSPA & CO.,**  
Chartered Accountants

**Niranjan Kumar**

\*PRECL is wholly owned subsidiary of PEL. Upon Scheme being effective, the entire equity share capital of PRECL held by PEL would get cancelled and no equity shares would be required to be issued to equity shareholders of PRECL i.e. PEL. We have therefore not carried out independent valuation of PRECL for the purpose of arriving at share exchange ratio for the aforesaid proposed amalgamation.



**Annexure IB - Valuation Workings SSPA:**

**VALUATION APPROACHES**

**Basis and Premise of Valuation**

Valuation of the equity shares of the Companies as on the Valuation Date is carried out in accordance with ICAI VS, considering 'relative value' base and 'going concern value' premise. Any change in the valuation base, or the valuation premise could have a significant impact on the valuation outcome of the Companies.

The following are commonly used and accepted methods for determining the value of the equity shares of a company:

1. Cost Approach – Net Asset Value method
2. Market Approach:
  - a) Market Price method
  - b) Comparable Companies Multiple method
3. Income Approach – Discounted Cash Flow method

Each of the aforesaid approaches proceeds on different fundamental assumptions which have greater or lesser relevance and at times even no relevance, to a given situation. Thus, the approach to be adopted for a particular valuation exercise must be judiciously chosen.

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

**1. Cost Approach - Net Asset Value Method ('NAV')**

The Cost Approach reflects the amount that would be required currently to replace the service capacity of an asset; often referred to as current replacement cost.

**PEL and PCPL**

*In the present case, the business of PEL and of PCPL is intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the Cost Approach is not adopted for the present valuation exercise.*

**2. Market Approach**

**a) Market Price Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

**PEL**

*In the present case, the equity shares of PEL are listed on NSE and BSE. The value of equity shares of PEL under this method is determined considering the share prices of PEL on NSE over an appropriate period.*





**PCPL**

*In the present case, the equity shares of PCPL are not listed on any recognised stock exchange, Therefore, Market Price Method cannot be considered for valuation of equity shares of PCPL.*

**b) Comparable Companies' Multiple (CCM) / Comparable Transactions Multiples (CTM) Method**

Under CCM method, the value of equity shares of companies is determined by using multiples derived from valuations of comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully.

**PEL**

*Since the equity shares of PEL are listed and traded on recognised stock exchanges, we have considered Market Price Method for valuation of equity shares of PEL under Market Approach.*

**PCPL**

*In the present case, PCPL has been valued based on EV/EBITDA multiple of comparable listed companies to arrive at the fair value per share of PCPL under Market Approach.*

Under CTM, the value of shares/ business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

**PEL and PCPL**

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

**3. Income Approach - Discounted Cash Flows Method ('DCF')**

Under Income Approach, equity shares of PEL and PCPL are valued using Discounted Cash Flow ('DCF') Method.

Under DCF method, the projected free cash flows from business operations, after considering fund requirements for projected capital expenditure and incremental working capital, are discounted at the Weighted Average Cost of Capital (WACC). The sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.

The free cash flows represent the cash available for distribution to both the owners and the creditors of the business. The free cash flows are determined by adding back to earnings before interest and tax (i) depreciation and amortizations (non-cash charge), and (ii) any non-operating item. The cash flow is adjusted for outflows on account of (i) capital expenditure, (ii) incremental working capital requirements and (iii) tax.

WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk of the company. In other words, WACC is the weighted average of cost of equity and cost of debt of the respective Companies.

To the value so arrived, appropriate adjustments have been made for preference share, loan funds, contingent liabilities, cash and cash equivalents, value of investments, and value of investment property, to arrive at the equity value.





**Fair share exchange ratio:**

**A. Amalgamation of PCPL with PEL:**

(INR)

Valuation Approach	PEL		PCPL	
	Value per Share	Weights	Value per Share	Weights
Asset Approach*	NA	NA	NA	NA
Income Approach				
- DCF Method	407.62	50.0%	7.15	50.0%
Market Approach				
- MP Method <sup>#</sup>	364.88	50.0%	NA	NA
- CCM Method <sup>§</sup>	NA	NA	6.90	50.0%
<b>Relative value per share</b>	<b>386.25</b>		<b>7.03</b>	
<b>Fair Equity Share Exchange Ratio</b>	<b>1 : 55</b>			

NA = Not Applied / Not Applicable

\* Since, the business of PEL and PCPL are both intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise.

<sup>#</sup> Since, the equity shares of PCPL are not listed on any recognised stock exchange, Therefore, Market Price Method cannot be considered for valuation of equity shares of PCPL.

<sup>§</sup> Since the equity shares of PEL are listed and traded on recognised stock exchanges, we have considered Market Price Method for valuation of equity shares of PEL under Market Approach.

**B. Amalgamation of PRECL with PEL:**

(INR)

Valuation Approach	PEL		PRECL	
	Value per Share	Weights	Value per Share	Weights
Asset Approach*	NA	NA	NA	NA
Income Approach				
- DCF Method	407.62	50.0%	NA	NA
Market Approach				
- MP Method	364.88	50.0%	NA	NA
<b>Relative value per share</b>	<b>386.25</b>		<b>NA</b>	
<b>Fair Equity Share Exchange Ratio</b>	<b>Nil<sup>#</sup></b>			

NA = Not Applied / Not Applicable

\* Since, the business of PEL is intended to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset (Cost) Approach is not adopted for the present valuation exercise.

<sup>#</sup> PRECL is wholly owned subsidiary of PEL. Upon Scheme being effective, the entire equity share capital of PRECL held by PEL would get cancelled and no equity shares would be issued to equity shareholders of PRECL i.e. PEL. We have therefore not carried out independent valuation of PRECL for the purpose of arriving at share exchange ratio for the aforesaid proposed amalgamation of PRECL with PEL.



Recommendation of fair share exchange ratio for the proposed amalgamation of PRECL and PCPL with PEL

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## ANNEXURE 4.2

<b>SSPA &amp; CO.,</b> Chartered Accountants 1st Floor, "Arjun" Plot No. 6A, V.P. Road, Andheri (West) Mumbai – 400 058	<b>Niranjan Kumar</b> Registered Valuer - Securities or Financial Assets Registration Number: IBBI/RV/06/2018/10137 N5-1003, Hills and Dales Ph 3, NIBM Annexe, Pune – 411060
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Date: 24 July 2023

To,  
The Audit Committee / Board of Directors,  
Pitti Engineering Limited,  
4<sup>th</sup> Floor, Padmaja Land Mark, 6-3-648/401,  
Somajiguda, Hyderabad, Telangana, 500082

To,  
The Board of Directors,  
Pitti Castings Private Limited,  
4<sup>th</sup> Floor, Padmaja Land Mark, 6-3-643/401,  
Somajiguda, Hyderabad, Telangana, 500082

To,  
The Board of Directors,  
Pitti Rail and Engineering Components Limited,  
4<sup>th</sup> Floor, Padmaja Land Mark, 6-3-648/401,  
Somajiguda, Hyderabad, Telangana, 500082

Sub: Corrigendum to the report titled "Recommendation of fair share exchange ratio for the proposed amalgamation of Pitti Castings Private Limited ('PCPL') and Pitti Rail and Engineering Components Limited ('PRECL') with Pitti Engineering Limited ('PEL')" dated 15 June 2023

Dear Sir / Madam,

We refer to report titled "Recommendation of fair share exchange ratio for the proposed amalgamation of Pitti Castings Private Limited ('PCPL') and Pitti Rail and Engineering Components Limited ('PRECL') with Pitti Engineering Limited ('PEL')" dated 15 June 2023 issued to the Audit Committee/ Board of Directors of Pitti Engineering Limited and Board of Directors of Pitti Castings Private Limited and Pitti Rail and Engineering Components Limited ("Fair Share Exchange Ratio Report" or "Report").

We are issuing the corrigendum to the Report ("Corrigendum to the Report") for rectifying the inadvertent clerical error in the fair value mentioned against Income Approach – Discounted Cash Flows ('DCF') Method and Market Approach - Comparable Companies Multiple ('CCM') Method for PCPL in the fair share exchange ratio table mentioned on page number 20 of report dated 15 June 2023. We have inadvertently mentioned the value per share under the DCF method in the CCM method and vice versa.



Page 1 of 2

The fair share exchange ratio table mentioned on page number 20 of the Report should be replaced with the following:

Valuation Approach	PEL (A)		PCPL (B)	
	Value per share (INR)	Weights (%)	Value per share (INR)	Weights (%)
Asset Approach - Net Asset Value ('NAV') Method	NA <sup>#</sup>	0.0%	NA <sup>#</sup>	0.0%
Income Approach - Discounted Cash Flows ('DCF') Method	398.33	50.0%	7.25	50.0%
Market Approach				
- Market Price Method	376.29	50.0%	NA <sup>*</sup>	0.0%
- Comparable Companies Multiple ('CCM') Method	NA <sup>*</sup>	0.0%	6.84	50.0%
<b>Relative value per share</b>	<b>387.31</b>	<b>(A)</b>	<b>7.04</b>	<b>(B)</b>
<b>Share exchange ratio round off (B)/(A)</b>				<b>0.0182</b>
<b>Recommended share exchange ratio (for every 55 shares of PCPL)</b>				<b>1</b>




NA: Not Adopted

*The above rectification of the clerical error does not have any impact on the fair share exchange ratio recommended in the Report.*

No amendment other than those stated above have been made to the Report previously shared with you.

This Corrigendum to the Report should be read in conjunction with our Report dated 15 June 2023 and subject to the scope limitations enunciated in the Report. Any terms not defined in this Corrigendum to the Report shall derive their meaning from Report.

We request you to file this Corrigendum to the Report along with the above referred Report.

<p>Respectfully submitted,</p> <p><b>For SSPA &amp; Co.,</b>  <b>Chartered Accountants</b>            ICAI Firm Registration No: 128851W            IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126</p> <p><i>Parag S. Ved</i></p>  <p><b>Parag Ved, Partner</b>            ICAI Membership No. 102432            Registered Valuer No.: IBBI/RV/06/2018/10092            Place: Mumbai            Date: 24 July 2023</p>	<p>Respectfully submitted,</p>   <p><b>Niranjn Kumar</b>            Registered Valuer - Securities or Financial Assets            Registration Number: IBBI/RV/06/2018/10137            Place: Pune            Date: 24 July 2023</p>
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**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF PITTI CASTINGS PRIVATE LIMITED**

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

**Opinion**

We have audited the accompanying financial statements of **PITTI CASTINGS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as of 31<sup>st</sup> March 2023, the Statement of Profit and Loss, the Statement of Cash Flow for the year ended on that date, and notes to Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies act (Accounts) Rules, 2014 and other generally accepted accounting principles in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2023, its profit and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Information other than the financial statements and auditor's report thereon:**

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement therein;



we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

### **Responsibilities of Management for the Financial Statements**

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles, including the accounting standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

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

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

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

### **Auditor's Responsibilities for the Audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users based on these financial statements.

As part of an audit in accordance with SAs, specified under section 143(10) we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate



internal financial control with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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, based on our audit, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying financial statements.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.





- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the companies (accounts) rules, 2014.
- (e) On the basis of the written representations received from the directors as of 31<sup>st</sup> March 2023, taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- (g) There is no managerial remuneration that is paid to its directors for the year ended March 31<sup>st</sup> March, 2023.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer to Note 2.25 to the financial statements;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on 31<sup>st</sup> March 2023;
  - (iii) There were no such amounts which is required to be transferred to the Investor Education and Protection Fund by the Company during the year 31<sup>st</sup> March, 2023.
  - 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 person or entity identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company 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 person or entity identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (c) Based on the audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.





v) There is no dividend declared or paid during the year by the Company as per the provisions of Section 123 of the Act.

For SVD & Associates,  
Chartered Accountants  
Firm Registration Number: 015405S

**Avinash Doba**  
Partner  
Membership No. 232320  
UDIN: 23232340BGXCDD1235



Place: Hyderabad  
Date: 9<sup>th</sup> June, 2023

## Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of PITTI CASTINGS PRIVATE LIMITED on the financial statements as on 31<sup>st</sup> March, 2023)

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

- (i). In respect of the company's Property, Plant and Equipment, and Intangible Assets:
- a. (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of property plant and equipment.  
  
(B) The Company is maintaining proper records showing full particulars of intangible assets.
  - b. The Company has carried out physical verification of all its property plant and equipment. In our opinion, the frequency of verification is reasonable considering the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification
  - c. According to the information and explanation given to us, the records examined by us, and based on the examination of the conveyance deeds/ registered sale deed provided to us, we report that the title deeds, comprising all the immovable properties of land & building which are free hold, are held in the name of the company as on the balance sheet date.
  - d. The Company has not revalued its Property, Plant and Equipment (and Right of Use Assets) or Intangible assets, or both during the year. Accordingly, Clause 3(i)(d) of the Order is not applicable to the company.
  - e. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and rules made thereunder. Accordingly, Clause 3(i)(e) of the Order is not applicable to the Company.
- (ii). (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no material discrepancies were noted in inventory. However, these discrepancies have been properly dealt with in the books of accounts.
- (b) The Company has not been sanctioned working capital limits of over five crore rupees, in aggregate, from banks and financial institutions based on the security of current assets; Accordingly, Clause ii(b) of the order does not apply to the company.
- (iii). The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, Clause 3(iii)(a) to (f) of the Order is not applicable to the Company.



- (iv). The Company has not given any loans, guarantees and security in respect of which provisions of Sections 185 of the Act are applicable. Investments in respect of which provisions of Section 186 of the Act are applicable, have been complied with by the Company.
- (v). The Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, Clause 3(v) of the Order is not applicable to the Company.
- (vi). We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii). According to the information and explanations given to us, in respect of statutory dues:
- a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Customs duty, Goods and Service Tax, Cess, and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Cess, and other material statutory dues in arrears as of 31<sup>st</sup> March, 2023 for more than six months from the date they became payable.
- b) There are no dues of Income Tax, Customs duty, VAT, GST & Cess and Service Tax which has not been deposited as of 31<sup>st</sup> March, 2023, with appropriate authorities on account of any dispute except as under:

Nature of Statue	Nature of dues	Period	As at 31-03-2023	Forum where dispute is Pending
Central Excise	Matters under dispute	Mar 2008 to Apr 2010	51,28,920	CESTAT Bangalore
		Dec 2008 to Oct 2010	92,56,173	
<b>Total</b>			<b>1,43,85,093</b>	

- (viii). According to the information and explanations given to us and on the basis of our examination of the records, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, Clause 3(viii) of the Order is not applicable to the Company.
- (ix). (a) According to the information and explanations given to us and based on our examination of the records, during the period the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.



- (b) According to the information and explanations are given to us, the Company has not been declared a willful defaulter by any bank or financial institution or any other lenders. Therefore Clause 3(ix)(b) of the order is not applicable to the company.
- (c) According to the information and explanations given to us and based on the examination of records of the Company, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.
- (e) According to the information and explanations given to us the company does not have any subsidiary, associates or joint venture. Accordingly, Clause 3(ix)(e) of the order is not applicable to the company.
- (f) According to the information and explanations given to us the company does not have any subsidiary, associates or joint venture. Accordingly, Clause 3(ix)(f) of the order is not applicable to the company.
- (x). (a) The Company has not raised any money by the way of an initial public offer or further public offer (including debt instruments) during the year. Accordingly, Clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially optionally convertible) during the year. However, the Company has converted non-cumulative non-participating compulsory redeemable preference shares into compulsory convertible preference shares which were further converted into equity shares during the year. Further, the company has allotted equity shares pursuant to conversion of unsecured loan during the year under review.
- (xi). (a) According to the information and explanations given to us and based on our examination of the records of the Company, based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations provided by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year. Accordingly, Clause 3(xi)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records during the year, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. Accordingly, Clause 3 (xi) (b) of the Order is not applicable to the Company.
- (c) According to the information and explanations are given to us, there were no whistle-blower complaints in the Company. Accordingly, Clause 3 (xi) (c) of the Order is not applicable to the Company.



- (xii). According to the information and explanations are given to us and on the basis of our examination of the records of the Company, the Company is not Nidhi Company. Accordingly, Clause (xii) (a), (b) and (c) of the Order is not applicable to the Company.
- (xiii). According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv). According to the information and explanations given to us and based on our examination of the records of the Company, the Company the company is not required to conduct internal audit & hence Clause 3 (xiv)(a) and 3 (xiv)(b) of the Order are not applicable
- (xv). According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Clause 3(xv) of the Order is not applicable to the Company.
- (xvi). (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the group does not have core investment Company. Accordingly, Clause 3(xvi)(d) of the Order is not applicable to the Company
- (xvii). The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year. Accordingly, Clause 3(xvii) of the Order is not applicable to the Company.
- (xviii). There has been no resignation of the statutory auditors during the year. Accordingly, Clause 3(xviii) of the Order is not applicable to the Company.
- (xix). According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx). According to the information and explanations given to us there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any ongoing project. Accordingly, Clause 3(xx)(b) and 3(xx)(b) of the Order are not applicable.



(xxi). There are no subsidiaries, associates or Joint ventures. Accordingly, reporting under Clause 3(xxii) of the Order is not applicable.

For **SVD & Associates**,  
Chartered Accountants  
Firm Registration Number: 015405S



**Avinash Doba**  
Partner  
Membership No. 232320  
UDIN: 23232340BGXCDD1235

Place: Hyderabad  
Date: 9<sup>th</sup> June,2023



## **Annexure - B to the Independent Auditors' Report**

(Referred to in paragraph 2 (f) under the heading "Report on other Legal and Regulatory Requirements" of our report to the members of PITTICASTINGS PRIVATE LIMITED on the financial statements as on 31<sup>st</sup> March, 2023)

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 **PITTI CASTINGS PRIVATE LIMITED** ("the Company") as of 31<sup>st</sup> March 2023 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 Board of directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act.

### **Auditor's 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") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls system over the financial reporting of the Company.





### Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

- (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 the 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 the authorizations of management and directors of the Company; and;
- (3) Provide reasonable assurance regarding the 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.

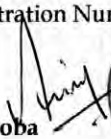
### Limitations of Internal Financial Controls Over Financial Reporting

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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SVD & Associates,  
Chartered Accountants  
Firm Registration Number: 015405S

  
**Avinash Doba**  
Partner  
Membership No. 232320  
UDIN: 23232340BGXCDD1235  
Place: Hyderabad  
Date: 9<sup>th</sup> June, 2023





PITTI CASTINGS PRIVATE LIMITED

BALANCE SHEET  
as at 31 March, 2023

Particulars	Notes	As at	As at
		31.03.2023	31.03.2022
		₹ In Lakhs	₹ In Lakhs
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDER'S FUNDS</b>			
Share Capital	2.1	13,679.25	5,299.25
Reserves and Surplus	2.2	(6,325.68)	(6,809.29)
		<b>7,353.57</b>	<b>(1,510.04)</b>
<b>NON-CURRENT LIABILITIES</b>			
Long-term borrowings	2.3	41.25	6,618.75
Long term provisions	2.4	117.39	105.49
		<b>158.64</b>	<b>6,724.24</b>
<b>CURRENT LIABILITIES</b>			
Short-term borrowings	2.5	400.95	1,662.60
Trade payables			
(a) Dues to micro and small enterprises	2.6	108.91	210.90
(b) Dues to others		2,549.91	3,805.65
Other current liabilities	2.7	1,011.74	508.36
Short-term provisions	2.8	40.36	38.55
		<b>4,111.87</b>	<b>6,226.06</b>
<b>TOTAL</b>		<b>11,624.08</b>	<b>11,440.26</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
<b>Property, Plant &amp; Equipment and Intangible Assets</b>			
(a) Property, Plant and Equipment	2.9	3,419.81	2,889.42
(b) Intangible Assets		5.78	5.91
(c) Capital work-in-progress		547.16	434.48
Non-current investment	2.10	0.01	0.01
Deferred Tax Asset (net)	2.11	2,201.20	2,386.45
Long Term Loans and Advances	2.12	251.50	214.08
Other Non-Current Assets	2.12 a	10.25	10.25
		<b>6,435.71</b>	<b>5,940.60</b>
<b>CURRENT ASSETS</b>			
Inventories	2.13	3,764.08	2,625.50
Trade receivables	2.14	1,098.05	2,447.81
Cash and bank balances	2.15	82.15	61.96
Short-term loans and advances	2.16	244.09	364.39
		<b>5,188.37</b>	<b>5,499.66</b>
<b>TOTAL</b>		<b>11,624.08</b>	<b>11,440.26</b>
Significant accounting policies and notes on accounts	1 & 2		

As per our Report of even date

For SVD & Associates  
Chartered Accountants  
Firm's Registration Number:015405S


  
Avinash Doba  
Partner  
Membership No:232320

Hyderabad  
Date: 09.06.2023



  
Sharad B Pitti  
Chairman  
DIN:00078716

Pitti Castings Private Limited  
CIN : U27310TG2011PTC077883

  
Akshay S Pitti  
Director  
DIN:00078760

  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

Hyderabad  
Date: 09.06.2023



PITTI CASTINGS PRIVATE LIMITED

STATEMENT OF PROFIT & LOSS  
for the period ended 31 March, 2023

Particulars	Notes	For the year ended	For the year ended
		31.03.2023	31.03.2022
		₹ In Lakhs	₹ In Lakhs
<b>INCOME</b>			
Revenue from operations	2.17	15,032.21	13,744.00
<b>Total Revenue from Operations (Net)</b>		<b>15,032.21</b>	<b>13,744.00</b>
Other Income	2.18	51.60	15.30
<b>TOTAL INCOME</b>		<b>15,083.81</b>	<b>13,759.30</b>
<b>EXPENSES</b>			
Cost of Materials consumed	2.19	5,720.72	6,472.32
Changes in inventories of work-in-process and finished goods	2.20	444.29	(817.18)
Employee benefits expenses	2.21	1,608.76	1,583.14
Finance costs	2.22	166.74	123.75
Depreciation and amortization expenses	2.9	497.91	701.33
Other expenses	2.23	5,976.52	5,713.94
<b>TOTAL EXPENSES</b>		<b>14,414.94</b>	<b>13,777.30</b>
<b>Profit before tax</b>		<b>668.87</b>	<b>(18.00)</b>
<b>TAX EXPENSES</b>			
(a) Current tax		-	-
(b) Deferred tax		185.26	148.11
<b>TOTAL TAX EXPENSES</b>		<b>185.26</b>	<b>148.11</b>
<b>Profit/Loss for the period</b>		<b>483.61</b>	<b>(166.11)</b>
<b>Earning per equity share:</b>			
(1) Basic		2.20	(0.79)
(2) Diluted		2.20	(0.79)
Significant accounting policies and notes on accounts	1 & 2		

As per our Report of even date

For and on behalf of the board of directors of  
Pitti Castings Private Limited  
CIN : U27310TG2011PTC077833

For SVD & Associates  
Chartered Accountants  
Firm's Registration Number:0154055

Sharad B Pitti  
Chairman  
DIN:00078716

Akshay S Pitti  
Director  
DIN:00078760

Avinash Doba  
Partner  
Membership No:232320



Hyderabad  
Date: 09.06.2023

Nishitha Agarwal  
Company Secretary  
ACS: 65553

Hyderabad  
Date: 09.06.2023



PITTI CASTINGS PRIVATE LIMITED

CASH FLOW STATEMENT  
for the year ended 31 March, 2023

₹ In Lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit / (Loss) Before Tax	668.87	(18.00)
<b>Adjustments for:</b>		
Depreciation	497.91	701.34
Interest on Borrowings	139.54	120.70
Preliminary Expenditure Amortized	-	-
Expenditure Amortized	41.84	85.43
Interest on Deposits & Dividend	(19.21)	(10.24)
Miscellaneous Income	-	-
Prior period Income written off	-	-
Profit on Sale of Fixed Assets	(6.48)	-
Loss on Sale of Fixed Assets	-	6.15
	653.60	903.38
<b>Operating Profit Before Working Capital Changes</b>	<b>1,322.47</b>	<b>885.38</b>
<b>Adjustment for :</b>		
Trade and Other Receivables	1,432.65	(518.16)
Inventories	(1,180.42)	(1,050.43)
Trade Payables and Other Liabilities	(840.64)	(1,211.51)
Increase / (Decrease) in Net Current Assets	(588.41)	(2,780.10)
<b>NET CASH FROM OPERATING ACTIVITIES - (A)</b>	<b>734.06</b>	<b>(1,894.72)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(1,141.79)	(468.99)
Proceeds from sales of Fixed Assets	7.40	0.08
Interest & Dividend Received	19.21	10.24
Issue of Equity Share capital	8,380.00	-
<b>NET CASH USED IN INVESTING ACTIVITIES - (B)</b>	<b>7,264.82</b>	<b>(458.67)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Borrowings		
a) Term Loans	(45.00)	(45.00)
b) Working Capital Loans	(378.69)	(6.82)
Interest paid on borrowings		
a) Term Loans	(139.54)	(120.70)
Unsecured Loans	(7,415.46)	2,481.75
<b>NET CASH USED IN FINANCING ACTIVITIES - (C)</b>	<b>(7,978.69)</b>	<b>2,309.23</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>20.19</b>	<b>(44.16)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>61.96</b>	<b>106.12</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>82.15</b>	<b>61.96</b>

As per our report of even date

For and on behalf of the board of directors of  
Pitti Castings Private Limited  
CIN : U27310TG2011PTC077833

For SVD & Associates  
Chartered Accountants  
Firm's Registration Number:0154055

Sharad B Pitti  
Chairman  
DIN:00078716

Akshay S Pitti  
Director  
DIN:00078760

Avinash Doba  
Partner  
Membership No:232320



Hyderabad  
Date : 09.06.2023

Nishitha Agarwal

Nishitha Agarwal  
Company Secretary  
ACS: 65553

Hyderabad  
Date : 09.06.2023



PITTI CASTINGS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS

NOTE 2.1 : SHARE CAPITAL	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>AUTHORISED SHARE CAPITAL</b>		
<b>EQUITY SHARE CAPITAL</b>		
12,44,62,500 (Previous Year: 2,80,00,000) Equity Shares of ₹ 10 each (Previous Year : ₹ 10 each)	12,446.25	2,800.00
<b>PREFERENCE SHARE CAPITAL</b>		
1,23,30,000 (Previous Year: 3,70,00,000) Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of ₹ 10 each (Previous Year : ₹ 10 each)	1,233.00	3,700.00
<b>TOTAL</b>	<b>13,679.25</b>	<b>6,500.00</b>
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL :</b>		
<b>EQUITY SHARE CAPITAL</b>		
12,44,62,500 Equity Shares (Previous Year 2,10,00,000) of ₹ 10 each (Previous Year : ₹ 10 each)	12,446.25	2,100.00
<b>PREFERENCE SHARE CAPITAL</b>		
1,23,30,000 (Previous Year : 3,19,92,500) Non-cumulative Non-Participating Compulsory Redeemable Preference Shares of ₹ 10 each (Previous Year : ₹ 10 each)	1,233.00	3,199.25
<b>TOTAL</b>	<b>13,679.25</b>	<b>5,299.25</b>



**Notes**

**(a) Equity Share Capital**

**(i) Reconciliation of equity shares**

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
<b>Issued, subscribed and paid-up capital</b>				
At the beginning of the year	2,10,00,000	2,100.00	2,10,00,000	2,100.00
Add : Issued during the year	10,34,62,500	10,346.25	-	-
<b>At the closing of the year</b>	<b>12,44,62,500</b>	<b>12,446.25</b>	<b>2,10,00,000</b>	<b>2,100.00</b>

Note: During the year under review, 1,96,62,500 Compulsory Convertible Preference Shares of ₹10 each were converted into 1,96,62,500 Equity Shares of ₹10 each and 8,38,00,000 Equity Shares of ₹10 each were allotted against conversion of unsecured loan.

**(ii) Rights, preference and restrictions attached to Equity Shares**

The Company has only one class of equity shares having a par value of ₹ 10 each per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. The distribution will be in proportion to number of equity shares held by the shareholders.

**(iii) Details of Shareholders holding more than 5% equity shares in the Company**

Name of the Shareholder	As at 31.03.2023		As at 31.03.2022	
	No. of shares	%	No. of shares	%
<b>Equity Share of ₹ 10/- each held by</b>				
Pitti Electrical Equipment Private Limited	11,36,72,500	91.33	1,61,20,000	76.76
Pitti Engineering Limited	40,80,000	3.28	40,80,000	19.43

**(iv) Shares held by promoters at the end of the year**

Promoter Name	As at 31.03.2023		As at 31.03.2022		%Change During the year
	No of Shares	% of total shares	No of Shares	% of total shares	
Pitti Electrical Equipment Private Limited	11,36,72,500	91.33	1,61,20,000	76.76	14.57
Shri Sharaad B Pitti	48,80,000	3.92	4,00,000	1.90	2.02
Shri Akshay S Pitti	18,30,000	1.47	4,00,000	1.90	(0.43)

**(b) Preference Share Capital**

**(i) Reconciliation of Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares (CRPS)**

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
<b>Issued, subscribed and paid-up capital</b>				
At the beginning of the period	3,19,92,500	3,199.25	3,19,92,500	3,199.25
Add: Issued during the year	-	-	-	-
Less: Conversion during the period (Existing 1,96,62,500 CRPS were converted into Compulsory Convertible Preference Shares (CCPS) on 17th March 2023 and CCPS converted into Equity Shares on 27th March 2023)	1,96,62,500	1,966.25	-	-
<b>At the closing of the period</b>	<b>1,23,30,000</b>	<b>1,233.00</b>	<b>3,19,92,500</b>	<b>3,199.25</b>



**(ii) Rights, preference and restrictions attached to Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares**

Preference shares shall have priority over the equity shares in respect of payment of dividend and repayment of capital. On liquidation, preference shares shall not participate in surplus assets and profits. The payment of dividend is on non-cumulative basis. The preference shares are non-participative and redeemable within a period of 20 years from the date of allotment. During the year under review, the existing 1,96,62,500 0.01% non-cumulative non-participating compulsory redeemable preference shares were converted into 0.01% non-cumulative non-participating compulsory convertible preference shares on 17th March 2023.

**(iii) Rights, preference and restrictions attached to Non-Cumulative Non-Participating Compulsory Convertible Preference Shares**

Preference shares shall have priority over the equity shares in respect of payment of dividend and repayment of capital. On liquidation, preference shares shall not participate in surplus assets and profits. The payment of dividend is on non-cumulative basis. The preference shares are compulsory convertible into equity shares during the term of the preference shares or at the end of 20 years from the date of first issue of the preference shares, at the option of the preference shareholder. During the year under review, 1,96,62,500 0.01% non-cumulative non-participating compulsory convertible preference shares were converted into equity shares on 27th March 2023.

**(iv) Details of Shareholders holding more than 5% non-cumulative non-participating compulsory redeemable preference shares in the Company**

Name of the shareholder	As at 31.03.2023		As at 31.03.2022	
	No. of shares	%	No. of shares	%
<b>Preference Share of ₹ 10/- each held by</b>				
Pitti Electrical Equipment Private Limited	-	-	1,37,52,500	42.99
Pitti Engineering Limited	1,23,30,000	100.00	1,23,30,000	38.54
Shri Sharad B Pitti	-	-	44,80,000	14.00

**(v) Shares held by promoters at the end of the year**

Promoter Name	As at 31.03.2023		As at 31.03.2022		% Change During the year
	No. of shares	%	No. of shares	%	
Pitti Electrical Equipment Private Limited	-	-	1,37,52,500	42.99	(42.99)
Shri Sharad B Pitti	-	-	44,80,000	14.00	(14.00)
Shri Akshay S Pitti	-	-	14,30,000	4.47	(4.47)





Note 2.2 : RESERVES AND SURPLUS	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>Surplus/Deficit in the Statement of Profit &amp; Loss</b>		
At the beginning of the year	(6,809.29)	(6,643.19)
Add : Profit/(Loss) for the period	483.61	(166.10)
<b>Closing Balance</b>	<b>(6,325.68)</b>	<b>(6,809.29)</b>

NOTE 2.3 : LONG TERM BORROWINGS	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
	Non-Current	Non-Current
<b>A) Secured Loans</b>		
From Bank (Refer Note (i))		
Term Loan - GECL	41.25	86.25
<b>B) Unsecured Loans</b>		
From Related Parties (Refer Note (ii))	-	6,532.50
<b>TOTAL</b>	<b>41.25</b>	<b>6,618.75</b>



**Notes:**

Term Loans from TATA Capital Financial Services Limited is secured by second charge on hypothecation of all present and future fixed assets and current assets of the company. Further extension of mortgage by way of second charge on land and building of the factory situated at Macharam Village, Balanagar Mandal, Mahaboobnagar, having clear & marketable title in the name of Pitti Castings Private Limited. And Term loan carry Interest Rate of 14.00% p.a.

**(i) Loans from Bank:**

	₹ In Lakhs			
	Long Term		Short Term	
	Outstanding at 31.03.2023	Outstanding at 31.03.2022	Outstanding at 31.03.2023	Outstanding at 31.03.2022
Secured Loans				
Term Loan - GECL	41.25	86.25	45.00	45.00

**(ii) Loans from Related Parties:**

	₹ In Lakhs			
	Long Term		Short Term	
	Outstanding at 31.03.2023	Outstanding at 31.03.2022	Outstanding at 31.03.2023	Outstanding at 31.03.2022
Unsecured Loans				
Related Parties	-	6,532.50	-	882.96



**(ii) Loans from Related Parties:**

Name of the Related Party	As at 31.03.2023	As at 31.03.2022
	₹ In Lakhs	₹ In Lakhs
Pitti Electrical Equipment Private Limited	-	3,947.50
Shri Akshay S Pitti	-	2,585.00
<b>Subt total - long term</b>	-	<b>6,532.50</b>
<b>Short term</b>		
Shri Akshay S Pitti	-	882.96
<b>Subt total - short term</b>	-	<b>882.96</b>
<b>Total</b>	-	<b>7,415.46</b>

Note 2.4 : LONG-TERM PROVISIONS	As at 31.03.2023	As at 31.03.2022
	₹ In Lakhs	₹ In Lakhs
Provision - Employee Benefits		
Gratuity	92.23	80.48
Leave Encashment	25.16	25.01
<b>TOTAL</b>	<b>117.39</b>	<b>105.49</b>

Note 2.5 : SHORT-TERM BORROWINGS	As at 31.03.2023	As at 31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>A) Secured Loans</b>		
Tata Capital Bill Discounting	355.95	734.64
Current maturities of Term Loans	45.00	45.00
<b>B) Unsecured Loans</b>		
From Related Parties	-	882.96
	<b>400.95</b>	<b>1,662.60</b>

**Note:**

Working capital facilities from Tata Capital Financial Services Limited is secured by first charge against hypothecation of stocks, stores, spares & consumables, WIP, book debts and all other current assets both on present & future values. Further, these are secured by second charge on fixed assets of the company both present and future values, apart from the personal guarantees of the promoters.

Note 2.6 : TRADE PAYABLES	As at 31.03.2023	As at 31.03.2022
	₹ In Lakhs	₹ In Lakhs
Dues to micro enterprises and small enterprises (Refer Note)	108.91	210.90
Dues to others	2,549.91	3,805.65
<b>TOTAL</b>	<b>2,658.82</b>	<b>4,016.55</b>

**Note:**

The information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the company on records.



## Trade payable ageing schedule for the year ended 31.03.2023

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less Than 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed dues - MSME	108.91	-	-	-	-	108.91
(ii) Undisputed dues - Others	1,129.70	1,391.28	8.64	5.61	14.67	2,549.91
(iii) Disputed dues - Others	-	-	-	-	-	-
(iv) Disputed dues - MSME	-	-	-	-	-	-
<b>Total</b>	<b>1,238.61</b>	<b>1,391.28</b>	<b>8.64</b>	<b>5.61</b>	<b>14.67</b>	<b>2,658.82</b>

## Trade payable ageing schedule for the year ended 31.03.2022

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less Than 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed dues - MSME	210.90	-	-	-	-	210.90
(ii) Undisputed dues - Others	2,146.38	1,637.76	5.95	1.86	13.70	3,805.65
(iii) Disputed dues - Others	-	-	-	-	-	-
(iv) Disputed dues - MSME	-	-	-	-	-	-
<b>Total</b>	<b>2,357.28</b>	<b>1,637.76</b>	<b>5.95</b>	<b>1.86</b>	<b>13.70</b>	<b>4,016.55</b>



Note 2.7 : OTHER CURRENT LIABILITIES	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
Duties & Taxes payable	142.35	(3.35)
Outstanding Liabilities	258.04	218.11
Advance Received from Customer	610.82	292.92
Current maturities of Term Loans	-	-
Interest accrued and due on borrowings	0.53	0.68
<b>TOTAL</b>	<b>1,011.74</b>	<b>508.36</b>

Note 2.8 : SHORT-TERM PROVISIONS	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>Provision - Employee Benefits</b>		
Gratuity	8.30	7.58
Leave Encashment	1.81	1.21
Bonus	30.25	29.76
<b>TOTAL</b>	<b>40.36</b>	<b>38.55</b>



	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	as at 1-Apr-22	Additions	Deletions / Adjustments	as at 31-Mar-23	for the Year	Deletions/ adjustments	as at 31-Mar-23	as at 31-Mar-22
<b>TANGIBLE ASSETS:</b>								
Land	899.66	-	-	899.66	-	-	899.66	899.66
Buildings	981.29	344.41	-	1,325.70	40.90	-	1,006.35	702.84
Plant & Machinery	5,729.71	478.38	-	6,208.09	387.86	-	1,153.42	1,062.90
Testing Equipments	136.99	59.75	-	196.74	12.73	-	72.26	25.25
Safety Equipments	2.69	-	-	2.69	0.21	-	0.41	0.62
Material Handling Equipments	100.66	-	-	100.66	13.27	-	31.76	45.03
Electrical Installations & Machinery Tools	334.04	106.97	18.43	422.58	23.73	17.51	175.02	92.70
Furniture & Fixtures	92.60	15.20	-	107.80	5.13	-	38.65	18.58
Office Equipments	71.21	20.57	-	91.78	8.37	-	41.81	29.62
Computers & Computer Peripherals	61.45	3.83	-	65.28	5.58	-	9.95	11.69
Vehicles	10.50	-	-	10.50	9.97	-	0.52	0.52
Less: Assets held for sale ( Land)	-	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>8,420.80</b>	<b>1,029.11</b>	<b>18.43</b>	<b>9,431.48</b>	<b>497.78</b>	<b>17.51</b>	<b>6,011.67</b>	<b>2,888.41</b>
<b>INTANGIBLE ASSETS:</b>								
Computers Software	116.51	-	-	116.51	0.13	-	5.78	5.91
<b>Sub Total</b>	<b>116.51</b>	<b>-</b>	<b>-</b>	<b>116.51</b>	<b>0.13</b>	<b>-</b>	<b>110.73</b>	<b>5.91</b>
<b>CAPITAL WORK IN PROGRESS:</b>								
Capital Work in Progress	434.48	1,141.79	1,029.11	547.16	-	-	-	434.48
<b>Sub Total</b>	<b>434.48</b>	<b>1,141.79</b>	<b>1,029.11</b>	<b>547.16</b>	<b>-</b>	<b>-</b>	<b>547.16</b>	<b>434.48</b>
<b>TOTAL(A)</b>	<b>8,971.80</b>	<b>2,170.91</b>	<b>1,047.55</b>	<b>10,095.16</b>	<b>497.91</b>	<b>17.51</b>	<b>6,122.40</b>	<b>3,239.80</b>
<b>Previous Year</b>	<b>8,133.39</b>	<b>532.57</b>	<b>255.13</b>	<b>8,410.84</b>	<b>670.93</b>	<b>8.48</b>	<b>4,338.20</b>	<b>4,512.39</b>

CWIP Ageing for FY 2022-23

Particulars	As on 31.03.2023			
	Less Than 1 year	1-2 Years	2-3 Years	More than 3 Years
Projects in progress	547.16	-	-	-
<b>Total</b>	<b>547.16</b>	<b>-</b>	<b>-</b>	<b>-</b>

CWIP Ageing for FY 2021-22

Particulars	As on 31.03.2022			
	Less Than 1 year	1-2 Years	2-3 Years	More than 3 Years
Projects in progress	362.25	16.22	56.01	-
<b>Total</b>	<b>434.48</b>	<b>-</b>	<b>-</b>	<b>-</b>



Note 2.10 : NON CURRENT INVESTMENTS	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>Investment in Equity Shares (Unquoted)</b>		
Saraswat Co-operative Bank Ltd. 50 Equity Shares of ₹ 10/- each	0.01	0.01
<b>TOTAL</b>	<b>0.01</b>	<b>0.01</b>

Note 2.11 : DEFERRED TAX ASSET	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>(a) Deferred tax liability:</b>		
Related to timing difference on depreciation on fixed assets	62.98	-
<b>(b) Deferred tax asset:</b>		
Related to carry forward Unabsorbed Depreciation & Business Losses	2,098.52	2,312.83
Related to timing difference on depreciation on fixed assets	-	37.37
Provision for employee Benefits	39.70	36.25
<b>Deferred Tax Asset (net)</b>	<b>2,201.20</b>	<b>2,386.45</b>

Note 2.12 : LONG-TERM LOANS & ADVANCES	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>Unsecured, Considered good</b>		
Deposits with Govt Bodies	251.50	214.08
<b>TOTAL</b>	<b>251.50</b>	<b>214.08</b>

Note 2.12 a : OTHER NON-CURRENT ASSETS	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
Security Deposits	10.25	10.25
<b>TOTAL</b>	<b>10.25</b>	<b>10.25</b>

Note 2.13 : INVENTORIES	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
(At lower of cost or Net realisable value)		
Raw Materials	2,254.16	772.74
Stores & Spares	675.41	532.12
Work in Progress	834.51	1,278.80
Patterns	-	41.84
<b>TOTAL</b>	<b>3,764.08</b>	<b>2,625.50</b>

Note 2.14 : TRADE RECEIVABLES	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>Unsecured, Considered good</b>		
Debtors outstanding for a period exceeding six months	19.98	53.67
Other Debtors	1,078.07	2,394.14
<b>TOTAL</b>	<b>1,098.05</b>	<b>2,447.81</b>





Note (i) Trade Receivables ageing schedule for the year ended 31 st March 2023

	Outstanding for following periods from due date of payment					Total
	Amount not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	
(i) Undisputed Trade receivables — considered good	922.17	154.81	3.95	5.07	2.30	1,098.05
(ii) Disputed Trade Receivables	-	-	-	-	-	-
<b>Total (i)+(ii)</b>						<b>1,098.05</b>

Note (ii) Trade Receivables ageing schedule for the year ended 31 st March 2022

	Outstanding for following periods from due date of payment					Total
	Amount not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	
(i) Undisputed Trade receivables — considered good	1,137.94	1,257.45	-	4.18	-	48.24
(ii) Disputed Trade Receivables	-	-	-	-	-	-
<b>Total (i)+(ii)</b>						<b>2,447.81</b>



Note 2.15 : CASH & CASH EQUIVALENTS	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>Balance with Scheduled Banks</b>		
Current Accounts	81.29	61.54
Cash on Hand	0.86	0.42
<b>TOTAL</b>	<b>82.15</b>	<b>61.96</b>

Note 2.16 : SHORT-TERM LOANS & ADVANCES	As at	As at
	31.03.2023	31.03.2022
	₹ In Lakhs	₹ In Lakhs
<b>Unsecured, Considered good</b>		
Loans and advances to employees	-	0.19
Prepaid expenses	42.57	32.89
Balances with government authorities	83.98	204.11
Advances to Suppliers	117.54	127.20
<b>TOTAL</b>	<b>244.09</b>	<b>364.39</b>



**NOTES TO FINANCIAL STATEMENTS**

₹ In Lakhs

Note 2.17 : REVENUE FROM OPERATIONS	For the period ended	For the period ended
	31.03.2023	31.03.2022
Gross Sales & Services	17,677.79	16,109.95
Less : TCS	(0.92)	(1.09)
Less : GST	(2,644.66)	(2,364.86)
<b>TOTAL</b>	<b>15,032.21</b>	<b>13,744.00</b>

₹ In Lakhs

Note 2.18 : OTHER INCOME	For the period ended	For the period ended
	31.03.2023	31.03.2022
Interest on Deposits	19.21	10.24
Profit on Sale of Fixed Assets	6.48	-
Other Miscellaneous Income	18.38	5.06
Foreign Fluctuation gain/(loss)	7.53	-
<b>TOTAL</b>	<b>51.60</b>	<b>15.30</b>

₹ In Lakhs

Note 2.19 : COST OF MATERIAL CONSUMED	For the period ended	For the period ended
	31.03.2023	31.03.2022
Opening Stock	772.74	409.62
Add: Purchases	7,202.14	6,835.44
Less : Closing Stock	(2,254.16)	(772.74)
<b>Materials Consumed</b>	<b>5,720.72</b>	<b>6,472.32</b>



₹ In Lakhs

Note 2.20 : CHANGES IN INVENTORIES OF WORK-IN-PROCESS FINISHED GOODS	For the period ended	For the period ended
	31.03.2023	31.03.2022
<b>A. Closing stocks:</b>		
Closing Stock of Finished goods	-	-
Closing Stock of W.I.P.	834.51	1,278.80
<b>Total - A</b>	<b>834.51</b>	<b>1,278.80</b>
<b>B. Opening stocks:</b>		
Opening Stock of Finished goods	-	-
Opening Stock of W.I.P.	1,278.80	461.62
<b>Total - B</b>	<b>1,278.80</b>	<b>461.62</b>
<b>Increase/(Decrease) in Stocks Total (A-B)</b>	<b>444.29</b>	<b>817.18</b>

₹ In Lakhs

Note 2.21 : EMPLOYEE BENEFIT EXPENSES	For the period ended	For the period ended
	31.03.2023	31.03.2022
Salary, Wages, Allowances & other Benefits	1,245.30	1,242.91
Contributions to provident fund & ESI	63.96	64.94
Gratuity Expenses	19.72	23.29
Staff Welfare Expenses	279.78	252.00
<b>TOTAL</b>	<b>1,608.76</b>	<b>1,583.14</b>

₹ In Lakhs

Note 2.22 : FINANCE COSTS	For the period ended	For the period ended
	31.03.2023	31.03.2022
Bank Charges	13.11	(1.04)
Interest on bill discounting	139.54	108.95
Interest on Term Loan	14.09	15.84
<b>TOTAL</b>	<b>166.74</b>	<b>123.75</b>



₹ In Lakhs

Note 2.23 : OTHER EXPENSES	For the period ended	For the period ended
	31.03.2023	31.03.2022
Stores, Spares & Packing Material Consumed	1,391.46	1,669.21
Power & Fuel	2,279.46	1,852.99
Security Services & Factory Maintenance	71.45	64.83
Machinery Hire Charges	113.39	96.76
Job-work Charges	1,781.49	1,596.78
Repairs & Maintenance	118.19	131.56
Insurance Charges	11.36	11.17
<b>Remuneration to Auditors:</b>		
Statutory Audit Fees	3.00	3.00
Tax Audit Fees	1.00	1.00
Out of Pocket Expenses	0.71	0.06
Conveyance Expenses	0.22	1.59
Legal & Professional Fee	13.81	29.52
Membership Fee & Subscription	0.63	0.17
Office & General Expenses	11.49	9.80
Other Expenses	10.26	0.39
Foreign Fluctuation Loss	-	1.04
Loss on Scrapping and impairment of asset	41.84	91.59
Postage, Courier	0.58	0.44
Printing & Stationary	8.97	5.82
Rent, Rates & Taxes	82.16	18.68
Donation	0.40	0.33
Recruitment & Training Expenses	1.52	0.03
Telephone Charges	7.04	5.31
Tour & Travelling Expenses	9.64	2.45
Vehicle Running & Maintenance	1.98	3.35
Business Promotion Expenses	1.09	0.40
Trade Commission		99.36
Clearing, Forwarding & Freight outward	13.38	16.31
<b>TOTAL</b>	<b>5,976.52</b>	<b>5,713.94</b>



## **NOTES TO FINANCIAL STATEMENTS**

### **NOTE 1: SIGNIFICANT ACCOUNTING POLICIES**

#### **1.1. CORPORATE INFORMATION**

Pitti Castings Private Limited (PCPL) ("the Company") is a private company incorporated in India. The registered office of the Company is located at 4<sup>th</sup> floor Padmaja landmark, Somajiguda, Hderabad - 500082, Telangana, India.

The Company is engaged in the business of manufacturing iron and steel castings.

#### **1.2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

##### **(a) Basis of Accounting**

The financial statements of Pitti Castings Private Limited (PCPL) or Company have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

##### **(b) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made 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.

##### **(c) Current/ Non-Current Classification**

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

##### **(d) Going Concern**

The financial statements have been prepared on a going concern basis.



### 1.3. TANGIBLE AND INTANGIBLE ASSETS

Fixed Assets are stated at cost, less accumulated depreciation. All expenditure of capital nature is capitalized. Such expenditure comprises of purchase price, import duties, levies (other than refundable) and any directly attributable cost of bringing the assets to their working condition for intended use.

Pursuant to the requirements under Schedule II to the Companies Act, 2013, the Company has identified and determined the cost of each component of an asset separately when the component has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

#### Capital Work in Progress & Capital Advances

Cost of Assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Long-Term Loans & Advances.

### 1.4. DEPRECIATION

Depreciation on fixed assets is provided using straight line method based on the useful lives as prescribed under Schedule II to the Companies Act, 2013 except in respect of the assets where the useful life estimated by the management is different from the Act details are given below:

Category of asset	Estimated useful lives as assessed by the Management	Useful lives as per Schedule II to the Act
Factory Building	5-30 years	30 years
Furniture & Fixtures	3-10 years	10 years
Plant & Machinery	2-10 years	15 years
Electricals	2-10 years	10 years
Office Equipment	2-10 years	5 years
Lab & Test Equipment	2-10 years	10 years
Material Handling Equipment	6-10 years	12 years
Computers – Desktops	3-5 years	3 years

Significant components of assets identified separately pursuant to the requirements under Schedule II of the Companies Act, 2013 are depreciated separately over their useful life.

### 1.5. REVENUE / EXPENDITURE RECOGNITION

Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. The amount recognized as sale is excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government).

Interest income is recognized on the time proportion basis.

Expenditure is accounted for on accrual basis and provision is made for all known losses and obligations.





### 1.6. INVESTMENTS

Investments are classified into current and long-term investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long-term investments which are expected to be realized within twelve months from Balance Sheet date is also presented under "Current Investment" under "Current portion of long-term investments" in consonance with the current / non-current classification of Schedule III of the Act.

Current investments are stated at the lower of cost and Market value. The comparison of cost and Market value is done separately in respect of each category of investments.

Long-term investments are stated at cost. A provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. Reversal of such provision for diminution is made when there is a rise in the value of long-term investment, or if the reasons for the decline no longer exist.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognized in the Statement of Profit and Loss.

### 1.7. INVENTORIES

- (a) Raw Materials, work in progress, finished goods, stores, spares and consumables are carried at the lower of cost and net realizable value.
- (b) Following method is applied in determining cost of raw materials, work in progress, finished goods, stores, spares and consumables. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

SL No.	Particulars	Basis of Valuation
1	Raw Material	Cost or net realizable value whichever is lower and Cost is determined by using the weighted average method.
2	Work In Process	Cost or net realizable value whichever is lower and Cost is determined by using the weighted average method, Work-in-progress is valued on the basis of stage wise completion of the production and valuation includes cost of conversion and other costs bring the inventories to their present level of location and condition.
3	Stores & Spares	Cost or net realizable value whichever is lower and Cost is determined by using the weighted average method.
4	Scrap	At Net Realizable value
5	Patterns	Cost or net realizable value whichever is lower and Cost is determined by using the weighted average method.

#### Patterns Development:

The Company on continuous basis are following and practicing the accounting principle of capitalization of patterns developments costs and amortization of the same over a period of



five years on straight line basis. However based on the business assessment if the management opines that the cost for specific items is not recoverable in the foreseeable future, the same should be fully amortized in the year of assessment.

#### **1.8. FOREIGN CURRENCY TRANSACTIONS AND BALANCES**

##### **(a) Initial Recognition**

Foreign currency transactions are recorded using the exchange rates prevailing on the date's respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognized in the Statement of Profit and Loss.

##### **(b) Measurement of foreign currency items at the Balance Sheet date**

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date, not covered by forward exchange contracts, are translated at year end rates. The resultant exchange differences are recognized in the Statement of Profit and Loss. Non-Monetary assets are recorded at the rates prevailing on the date of the transaction.

#### **1.9. EMPLOYEE BENEFITS**

##### **Defined Contribution Plan:**

Contribution as per Employee's Provident Funds and Miscellaneous Provisions Act, 1952 towards Provident Fund and Family Pension Fund are provided for and payments in respect thereof are made to the relevant authorities on actual basis.

##### **Defined Benefit Plan:**

**Gratuity:** In accordance with applicable Indian Laws, the Company provides gratuity, a defined benefit retirement plan (the Gratuity Plan) covering all employees. The gratuity plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date.

**Leave Encashment:** In accordance with applicable Indian Laws, the Company provides Encashment of Leave, a defined benefit plan (Leave Encashment Plan) covering all employees. Liability with regard to Leave Encashment Plan is accrued based on actuarial valuation at the Balance Sheet date.

#### **1.10. BORROWING COSTS**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost, if any.

Borrowing costs, which are directly attributable to the acquisition/construction of fixed assets, till the time such assets are ready for intended use, are capitalized as part of the costs of such assets. Other Borrowing costs are recognized as expenses in the year in which they are incurred.



### 1.11. LEASES

Assets acquired by way of finance lease are capitalized at the lower of the fair value and the present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between finance charge and reduction of the lease liability based on the implicit rate of return. Finance charges are recognized as finance costs in the Statement of Profit and Loss. Lease rentals paid in respect of operating leases are recognized as an expense in the statement of Profit and Loss.

### 1.12. IMPAIRMENT

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### 1.13. EARNINGS PER SHARE

The basic earnings per share ('EPS') is computed by dividing the net profit after tax for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit after tax for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed to be converted as of the beginning of the year, unless they have been issued at a later date.

### 1.14. SEGMENT REPORTING

Segments are identified having regard to the dominant source and nature of risks and returns and internal organization and management structure. The Company has considered business segments as the primary segments for disclosure.

Geographical segment is recognized as Secondary Segment.

### 1.15. PROVISIONS AND CONTINGENCIES

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

### 1.16. TAXATION

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).



**(a) Current Tax:**

The provision for taxation is based on assessable profits of the Company as determined under the Income Tax Act, 1961.

**(b) Deferred Tax:**

The Company is providing and recognizing deferred tax on timing differences between taxable income and accounting income subject to consideration of prudence.

**2.24. Earnings per share (EPS)**

Particulars	₹ In Lakhs	
	Year 2022 - 23	Year 2021 - 22
<b>Earnings</b>		
Net profit / (Loss) for the period	483.61	(166.11)
<b>Shares</b>		
Number of shares at the beginning of the period	2,10,00,000	2,10,00,000
Add: Shares issued during the period	10,34,62,500	-
Total number of equity shares outstanding at the end of the period	12,44,62,500	2,10,00,000
Weighted average number of equity shares outstanding during the period	2,19,58,116	2,10,00,000
<b>Earnings per share of par value Rs.10/- Basic (Rs)</b>	2.20	(0.79)
Weighted average number of equity shares outstanding during the period for Diluted EPS	2,19,58,116	2,10,00,000
<b>Earnings per share of par value Rs.10/- Diluted (Rs)</b>	2.20	(0.79)

**2.25. Contingent Liabilities & Commitments**

Particulars	₹ In Lakhs	
	As at 31.03.2023	As at 31.03.2022
<b>(a) Contingent Liabilities - Claims against the Company not acknowledged as debts</b>		
(i) Central Excise liability for which appeals are pending (*)	143.85	143.85
<b>TOTAL</b>	<b>143.85</b>	<b>143.85</b>
<b>(b) Commitments</b>		
(i) Bank guarantees	-	-
(ii) Estimated amount of liability on account of Capital Commitments	<b>194.46</b>	<b>122.79</b>
<b>TOTAL</b>	<b>194.46</b>	<b>122.79</b>

**(\*) CESTAT amounting to Rs.143.85 pertaining to FY 2008-09 and FY 2009-10 in Bangalore Tribunal.**



**2.26. Employee Benefit Plans**

A summary of the Gratuity & Leave Encashment plans are as follows

Assumptions	Gratuity Plan		Leave Encashment plan	
	2022-23	2021-22	2022-23	2021-22
Discount Rate	7.41%	7.18%	7.18%	7.41%
Rate of increase in Compensation levels	2% p.a.	2% p.a.	2% p.a.	2% p.a.
Rate of Return on Plan Assets	0%	0%	0%	0%
Expected Average remaining working lives of employees (years)	21Yrs	21Yrs	21Yrs	21Yrs

₹ In Lakhs				
Changes in Present Value of Obligations	2022-23	2021-22	2022-23	2021-22
Present Value of Obligation as at the beginning of the year	88.06	71.87	26.22	23.69
Interest Cost	6.06	4.65	1.58	1.42
Current Service Cost	11.90	11.27	7.39	6.97
Benefits paid	7.24	7.09	8.49	5.70
Actuarial (gain)/ loss on obligations	1.75	7.38	0.27	0.16
Present Value of Obligation as at the end of the year	100.53	88.06	26.97	26.22
<b>Amount to be recognized in Balance Sheet</b>				
Present Value of Obligation as at the end of the year	100.53	88.06	26.97	26.22
Fair Value of Plan Assets as at the end of the year	-	-	-	-
Funded Status	(100.53)	(88.06)	(26.97)	(26.22)
Net Asset / (Liability) Recognized in Balance Sheet	(100.53)	(88.06)	(26.97)	(26.22)
<b>Expenses Recognized in the statement of Profit and Loss</b>				
Current Service Cost	11.90	11.27	7.39	6.97
Past Service Cost	-	-	-	-
Interest Cost	6.06	4.65	1.58	1.42
Expected Return on Plan Assets	-	-	-	-
Net actuarial (gain)/ loss recognized in the year	1.75	7.38	0.28	0.16
Expenses Recognized in the Statement of Profit & Loss	19.72	23.29	9.24	8.23



**2.27. Details of consumption of Raw Materials**

Description	₹ In Lakhs	
	Year 2022-23	Year 2021-22
Imported	181.41	138.21
Indigenous	5,539.31	6,334.11
<b>TOTAL</b>	<b>5,720.72</b>	<b>6,472.32</b>

**2.28. Details of manufactured goods**

Description	₹ In Lakhs	
	Sales Value (Net) 2022-23	Sales Value (Net) 2021-22
Castings	14,880.27	13,654.08
Others	151.94	89.92
<b>TOTAL</b>	<b>15,032.21</b>	<b>13,744.00</b>

**2.29. Details of Work in process**

Description	₹ In Lakhs	
	As at 31.03.2023	As at 31.03.2022
Castings	834.51	1,278.80

**Note: There are no opening & closing balances of finished goods.**

**2.30. CIF value of Imports**

Particulars	₹ In Lakhs	
	Year 2022 - 23	Year 2021 - 22
Raw Materials	181.41	138.21
Stores, Spares & Consumables	126.53	41.77
Capital purchase	122.03	-
<b>TOTAL</b>	<b>429.97</b>	<b>179.98</b>

**2.31. Earnings in Foreign Currency**

Particulars	₹ In Lakhs	
	Year 2022 - 23	Year 2021 - 22
FOB value of Exports	-	-



**2.32. Disclosure as per Section 186 of the Companies Act, 2013:**

The Company has not granted any loans or given any guarantees during the year. The details of investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in Note 2.10.

**2.33. Segment Reporting:**

- a) Primary Segment Reporting –  
The Company has identified “Manufacture of Castings” as the only primary reportable segment.
- b) Secondary Segment by Geographical Segment.

₹ In Lakhs

Sl.No	Segment Revenue (Gross)	Year 2022 - 23	Year 2021 - 22
a)	India	17,677.79	16,109.95
b)	Outside India	-	-
	<b>TOTAL</b>	<b>17,677.79</b>	<b>16,109.95</b>

Total carrying amount of segment assets by geographical location of assets, for each geographical segment whose assets are 10% or more of the total assets of all geographical segments and the additions to the same areas under.

₹ In Lakhs

Sl. No	Segment Assets	Carrying amount of assets as on		Additions to Fixed Assets during the year			
		As at 31.03.2023	As at 31.03.2022	Year 2022-23		Year 2021-22	
				Ready to use	CWIP	Ready to use	CWIP
a)	India	11,624.08	11,441.34	2,170.91	547.16	131.43	434.48
b)	Outside India		(1.08)				
	<b>TOTAL</b>	<b>11,624.08</b>	<b>11,440.26</b>	<b>2,170.91</b>	<b>547.16</b>	<b>131.43</b>	<b>434.48</b>





**2.34. Related party disclosures:**
**A. List of Related parties:**

- I. **Directors**  
Shri Sharad B Pitti  
Shri Akshay S Pitti
- II. **Relatives of Directors with whom transaction have taken place**  
Smt. Madhuri S Pitti
- III. **Key Managerial Personnel**  
Ms. Nishitha Agarwal, Company Secretary (Appointed w.e.f 1<sup>st</sup> July 2022)
- IV. **Companies in which Directors are interested with whom transactions have taken place**  
Pitti Engineering Limited  
Pitti Electrical Equipment Private Limited – Holding Company

**B. Transactions and balances outstanding with related parties:**
**I) For the FY 2022-23**
**₹ In Lakhs**

S. No	Transactions/ Outstanding Balances	Directors/ Relatives	Firm/Companies in which Directors are interested	Holding Company	Key Managerial Personnel	Total
1	Remuneration	-	-	-	-	-
2	Rent /Lease	1.28	-	-	-	1.28
3	Purchase of goods & services	-	1,330.96	-	-	1,330.96
4	Sale of goods & services	-	7,830.79	811.82	-	8,642.61
5	Unsecured Loans-accepted	1,760.00	-	4,942.50	-	6,702.50
6	Unsecured Loans-repaid	5,227.96	-	510.00	-	5,737.96
7	Amount payable at the yearend – Unsecured Loans	-	-	-	-	-
8	Amount payable at the year ended	-	579.87	42.35	-	622.22
9	Amount receivable at the year ended	-	519.27	-	-	519.27

**Note : Unsecured loan from holding company (Pitti Electrical and Equipment Pvt Ltd.) amounting to Rs. 83,80,00,000/- was converted to 8,38,00,000 Equity Shares of ₹10 each.**



**II) For the FY 2021-22**

₹ In Lakhs

S.No	Transactions/ Outstanding Balances	Directors/ Relatives	Firm/Companies in which Directors are interested	Holding Company	Key Managerial Personnel	Total
1	Remuneration	-	-	-	-	-
2	Rent /Lease	1.26	-	-	-	1.26
3	Purchase of goods & services	-	1,191.80	99.36	-	1,291.16
4	Sale of goods & services	-	9,769.64	-	-	9,769.64
5	Unsecured Loans- accepted	2,540.50	-	-	-	2,540.50
6	Unsecured Loans- repaid	100.00	-	-	-	100.00
7	Amount payable at the year ended – Unsecured Loans	3,467.96	-	3,947.50	-	7,415.46
8	Amount payable at the year ended	-	283.65	112.28	-	395.93
9	Amount receivable at the year ended	-	1,931.85	-	-	1,931.85

**Note: The salary of Company Secretary is paid by holding company i.e Pitti Electrical Equipment Private Limited.**

**2.35. Deferred Tax**

₹ In Lakhs

Sl.No.	Particulars	Deferred Tax (Liability)/Asset at 01.04.2022	Current Year charge (Credit) /Debit	Deferred Tax (Liability)/Asset as at 31.03.2023
1	Related to timing difference on depreciation on fixed assets.	37.37	25.61	62.98
2	Related to carry forward Unabsorbed Depreciation & Business Losses	2,312.83	(214.31)	2,098.52
3	Employee Benefits	36.25	3.45	39.70
	<b>Deferred Tax Asset (Net)</b>	<b>2,386.45</b>	<b>(185.25)</b>	<b>2,201.20</b>

**2.36.** No asset is impaired during the year as the assets are having recoverable value which is more than the carrying amount.



**2.37. Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)**

Disclosure required as per section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act.) as at 31.03.2023.

Sl. No	Description	₹ In Lakhs	
		As at 31.03.2023	As at 31.03.2022
1	Principal amount due to suppliers under MSMED	108.91	210.90
2	Amount due not paid after 45 days	-	-
3	Interest accrued and due to suppliers covered under MSMED on the above amount, unpaid	-	-
4	Payment made to suppliers (with Interest) beyond the appointed day during the year.	-	-
5	Payment made to suppliers (Other than interest) beyond the appointed day during the previous year	-	-
6	Interest paid to suppliers covered under MSMED	-	4.99
7	Interest due & Payable to suppliers covered under MSMED Act, towards payments already made.	-	-

The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises based on information available with company.

- 2.38.** The Company has not provided for Cess as specified in section 441 A of the Companies Act, 1956 and in the absence of any notification by the Central Govt.
- 2.39.** Letters have been written for confirmation of debit and credit balances pertaining to debtors and creditors and reply from the parties is awaited.
- 2.40.** The Company has prepared these financial statements as per the format prescribed by Schedule III to the Companies Act, 2013 issued by Ministry of Corporate Affairs.
- 2.41.** Previous year's figures have been regrouped/rearranged wherever necessary to confirm to current year's grouping/classification.



**2.42. Ratios**

S.No	Particulars	Numerator	Denominator	31.03.2023	31.03.2022	Variance	Reason for variance more than 25%
1	Current Ratio (in times)	Current Assets	Current Liability	1.26	0.88	42.85	Note 1a
2	Debt Equity Raio(in times)	Debt	Equity	0.06	-5.48	101.10	Note 1b
3	Debt service coverage ratio (in times)	Earnings available for debt service	Interest	8.59	7.27	18.19	
4	Return on equity (in %)	Profit after tax	Shareholder Equity	0.07	-0.11	159.79	Note 1c
5	Inventory Turnover Ratio (in times)	Sales	Average Inventory	4.71	6.41	-26.63	Note 1d
6	Trade receivable turnover ration (in times)	Net Sales	Average receivables	8.48	6.32	34.07	Note 1e
7	Trade payable turnover ratio (in times)	Net Purchase	Average Payables	2.16	1.76	22.81	
8	Net Working Capital Turnover ratio (in times)	Net Sales	Working Capital	13.96	-18.92	173.80	Note 1f
9	Net Profit Ratio (In %)	Net Profit	Net Sales	0.03	-0.01	366.19	Note 1g
10	Return on capital employed(in%)	Earning before Interest & taxes	Capital Employed	0.11	0.02	527.68	Note 1h
11	Return on investment (in times)	Current value of investment	Cost of investment	1	1	-	



**Note 1a** Due to reduction in current liabilities, working capital was improved as compared to previous year, which leads to improvement in current Ratio

**Note 1b** Decrease in Borrowings and increase in Equity leads to improvement in Debt Equity Ratio

**Note 1c** Due to higher net margins, PAT became positive in FY 23, which resulted in positive ROE.

**Note 1d** Improvement in net sales and Avg. Inventory drive leads to decrease in ratio.

**Note 1e** Improvement in Collection drive leads to improvement in ratio.

**Note 1f** Due to adequate net working capital leads to improvement in ratio.

**Note 1g** Due to higher net margins, PAT became positive in FY 23, which resulted in a positive ratio.

**Note 1h** Due to higher net margins, PAT became positive in FY 23, which resulted in a positive ROCE.

**Definitions:**

- (a) Current Assets = Total Current Assets as per Balance Sheet
- (b) Current Liabilities = Total Current Liabilities as per Balance Sheet
- (C) Debt = Long Term and Short Term Borrowings as per the Balance Sheet
- (d) Equity / Share Holder Equity = Total Equity as per Balance Sheet
- (e) EBDIT = Profit before tax + Depreciation and Interest on term loans + Interest on Working Capital Borrowings
- (f) Interest= Total Interest Cost on Borrowings ( Term Loans and Working Capital Borrowings )
- (g) Average Inventory = ( Opening Inventory + Closing Inventory ) / 2
- (h) Average Receivables = ( Opening Receivables + Closing Receivables ) / 2
- (i) Average Payables = (Opening Payables + Closing Payables ) / 2
- (j) Working Capital = Current Assents - Current Liabilities
- (k) Capital Employed = Total Assets - Current Liabilities



**2.43. Other Statutory Information**

- (i) The Company does not have any Benami property where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.
- (iii) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (iv) The Company does not have any transactions with companies struck off.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (vi) The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies (Restriction on number of Layers) Rules 2017.
- (vii) 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.
- (viii) 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 Group 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.
- (ix) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year 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).



- (x) The company has not traded or invested in crypto currency or Virtual currency during the financial year.

**As per our report of even date**

**For and on behalf of the Board**

**For SVD & Associates  
Chartered Accountants**

**Pitti Castings Private Limited  
CIN:U27310TG2011PTC077833**

  
**Avinash Doba  
Partner  
M.No. 232320**



  
**Sharad B Pitti  
Chairman  
DIN: 00078716**

  
**Akshay S Pitti  
Director  
DIN: 00078760**

**Hyderabad  
Date: 09.06.2023**

  
**Nishitha Agarwal  
Company Secretary  
ACS: 65553**

**Hyderabad  
Date: 09.06.2023**



# ANNEXURE 6



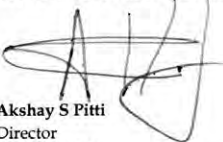
**PITTI CASTINGS PRIVATE LIMITED**

**Unaudited Balance Sheet**  
as at 30th September 2023

(₹ in lakhs)

Particulars	Notes	As at	As at
		30.09.2023	31.03.2023
		Un-Audited	Audited
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, plant and equipment	2A	3,375.37	3,419.81
(b) Capital work-in-progress		738.92	547.16
(c) Intangible Assets	2B	5.78	5.78
(d) Right of use of Assets	2C	21.13	23.85
(e) Financial Assets			
(i) Investments	3A	0.01	0.01
(ii) Other Financial Assets	3B	4.99	4.78
(f) Deferred Tax Asset (net)	4	2,116.08	2,201.38
(g) Other non-current assets	5	234.20	234.20
<b>TOTAL NON - CURRENT ASSETS</b>		<b>6,496.48</b>	<b>6,436.97</b>
<b>CURRENT ASSETS</b>			
(a) Inventories	6	2,767.16	3,764.08
(b) Financial Assets			
(i) Trade receivables	7A	2,440.55	1,094.99
(ii) Cash and Cash equivalents	7B	138.96	82.15
(c) Other current assets	8	416.49	243.98
<b>TOTAL CURRENT ASSETS</b>		<b>5,763.16</b>	<b>5,185.20</b>
<b>TOTAL ASSETS</b>		<b>12,259.64</b>	<b>11,622.17</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Share capital	9	13,679.25	13,679.25
(b) Other equity	10	(6,105.26)	(6,329.83)
<b>TOTAL EQUITY</b>		<b>7,573.99</b>	<b>7,349.42</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	11A	-	41.25
(ii) Lease Liability	11B	12.22	14.53
(b) Provisions	12	232.74	117.39
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>244.96</b>	<b>173.17</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	13A	1,712.27	400.95
(ii) Trade payables			
Dues to micro and small enterprises	13B	185.43	108.91
Dues to other enterprises		1,907.15	2,549.91
(iii) Other financial liabilities	13C	463.05	247.19
(iv) Lease liability	13D	5.12	5.12
(b) Other current liabilities	14	106.44	747.14
(c) Provisions	15	61.23	40.36
<b>TOTAL CURRENT LIABILITIES</b>		<b>4,440.69</b>	<b>4,099.58</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>12,259.64</b>	<b>11,622.17</b>

For and on behalf of the Board of Directors of  
Pitti Castings Private Limited  
CIN : U27310TG2011PTC077833

  
Akshay S Pitti  
Director  
DIN:00078760



  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

Place: Hyderabad  
Date: 10th November, 2023



**PITTI CASTINGS PRIVATE LIMITED**

**Unaudited Statement of Profit & Loss  
for the period ended 30th September 2023**

(₹ in lakhs)

Particulars	Notes	For the Period Ended	For the Year ended
		30.09.2023	31.03.2023
		Un-Audited	Audited
<b>INCOME</b>			
Revenue from operations	16	9,414.65	14,986.58
<b>Total Revenue from Operations</b>		<b>9,414.65</b>	<b>14,986.58</b>
Other income	17	19.11	52.01
<b>TOTAL INCOME</b>		<b>9,433.76</b>	<b>15,038.59</b>
<b>EXPENSES</b>			
Cost of Materials consumed	18	5,524.10	7,496.18
Changes in inventories of work-in-process, finished goods and scrap	19	(313.01)	444.29
Employee benefits expenses	20	1,060.83	1,579.87
Finance costs	21	59.15	126.92
Depreciation and amortization expenses	2A,2B&2C	198.65	503.42
Other expenses	22	2,586.01	4,220.17
<b>TOTAL EXPENSES</b>		<b>9,115.73</b>	<b>14,370.85</b>
Profit before tax		<b>318.03</b>	<b>667.74</b>
<b>TAX EXPENSES</b>			
(a) Current tax	23	-	-
(b) Deferred tax		87.35	241.09
<b>TOTAL TAX EXPENSES</b>		<b>87.35</b>	<b>241.09</b>
Profit for the period		<b>230.68</b>	<b>426.65</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined benefit (liability)/assets		(8.16)	(1.75)
Income tax relating to items that will not be reclassified subsequently to profit or loss		2.05	0.44
<b>Total other comprehensive income</b>		<b>(6.11)</b>	<b>(1.31)</b>
<b>Total Comprehensive Income</b>		<b>224.57</b>	<b>425.34</b>
<b>Earnings per Equity Share of Face Value of ₹ 10/- each</b>			
(a) Basic		0.19	1.94
(b) Diluted		0.19	1.94

For and on behalf of the Board of Directors of

Pitti Castings Private Limited

CIN : U27810TG2011PTC077833

Akshay S Pitti  
Director  
DIN:00078760



Nishitha Agarwal  
Company Secretary  
ACS: 65553

Place: Hyderabad

Date: 10th November, 2023



**PITTI CASTINGS PRIVATE LIMITED**

Unaudited Statement of Changes in Equity  
for the period ended 30th September 2023

(a) Equity Share Capital

(₹ in lakhs)

Particulars	Note No.	
Balance as at 1st April 2022		2,100.00
Changes in equity share capital during the year		10,346.25
Balance as at 31st March 2023	9	12,446.25
Balance as at 1st April 2023		12,446.25
Changes in equity share capital during the year		-
Balance as at 30th September 2023	9	12,446.25

(b) Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus		Items of other comprehensive income	
	General Reserve	Retained Earnings	Other items of other comprehensive income	Total Other Equity
Balance as at 1st April 2022	-	(6,749.65)	(5.52)	(6,755.17)
Profit and loss during period	-	426.65	-	426.65
Actuarial Gain Loss	-	-	(1.31)	(1.31)
Total Comprehensive Income for the Previous year	-	426.65	(1.31)	425.34
Balance as at 31st March 2023	-	(6,323.00)	(6.83)	(6,329.83)
Balance as at 1st April 2023	-	(6,323.00)	(6.83)	(6,329.83)
Profit and loss during period	-	230.68	-	230.68
Actuarial Gain Loss	-	-	(6.11)	(6.11)
Total Comprehensive Income for the period 30th September 2023	-	230.68	(6.11)	224.57
Balance as at 30th September 2023	-	(6,092.32)	(12.94)	(6,105.26)

For and on behalf of the Board of Directors of  
Pitti Castings Private Limited  
CIN : U27310TG2011PTC077833

  
Akshay S Pitti  
Director  
DIN:00078760



  
Nishitha Agarwal  
Company Secretary  
ACS: 65553

Place: Hyderabad  
Date: 10th November, 2023



PITTI CASTINGS PRIVATE LIMITED

Unaudited Cash Flow Statement  
for the period ended 30th September 2023

₹ In Lakhs

Particulars	For the period ended 30.09.2023		For the year ended 31.03.2023	
	Un-Audited		Audited	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before tax	318.03		667.74	
Adjusted for				
Depreciation and amortization expenses	198.65		503.42	
Interest Income	(7.79)		(19.62)	
Loss / (Profit) on sale of fixed assets (net)	(0.59)		(6.48)	
Expenditure Amortized	0.16		41.84	
Re-measurement gains/(losses) on employee defined benefit plans	(8.16)		(1.75)	
Finance Costs	59.15	559.45	126.92	1,312.07
<b>Operating Profit before Working Capital changes</b>		<b>559.45</b>		<b>1,312.07</b>
Working Capital changes adjusted for				
Trade & Other Receivables	(1,461.79)		1,554.23	
Inventories	996.76		(1,180.42)	
Trade and other payables	(854.86)		(840.40)	
		(1,319.89)		(466.59)
<b>Cash generated from operations</b>		<b>(760.44)</b>		<b>845.48</b>
Direct Taxes (Paid) / Received		(56.34)		119.90
<b>Cash Flow before extraordinary items</b>		<b>(816.78)</b>		<b>725.58</b>
<b>Net Cash Flow From Operating Activities - (A)</b>		<b>(816.78)</b>		<b>725.58</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Property, Plant & equipment and intangibles		(343.59)		(1,141.80)
Proceeds from sale of fixed assets		0.79		7.40
Interest income received		7.79		19.62
<b>Net Cash used in Investing Activities - (B)</b>		<b>(335.01)</b>		<b>(1,114.78)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Cash Payments for Principal portion of lease liability	(2.31)		(4.54)	
Cash Payments for interest portion of lease liability	(0.75)		(1.39)	
Receipt of unsecured loan	1,200.00		4,432.50	
Proceeds from Borrowings - Noncurrent (including current maturities)	70.06		(3,891.65)	
Finance charges	(58.40)		(125.53)	
		1,208.60		409.39
<b>Net Cash used in Finance Activities - (C)</b>		<b>1,208.60</b>		<b>409.39</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>56.81</b>		<b>20.19</b>
<b>Opening Balance in Cash and Cash Equivalents</b>		<b>82.15</b>		<b>61.96</b>
<b>Closing Balance in Cash and Cash Equivalents</b>		<b>138.96</b>		<b>82.15</b>
<b>Components of cash and cash equivalents:</b>				
Cash on hand		0.74		0.86
Balances with banks				
Current accounts		0.70		81.29
Term Deposit Accounts with in 3 months of maturity		137.52		-
<b>Total cash and cash equivalents</b>		<b>138.96</b>		<b>82.15</b>

For and on behalf of the Board of Directors of  
Pitti Castings Private Limited  
CIN : U27310/G2011PTC077833

Akshay S Pitti  
Director  
DIN:00078760

Place: Hyderabad  
Date: 10th November, 2023



Nishitha Agarwal  
Company Secretary  
ACS: 65553

(₹ in lakhs)

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	as at 1-Apr-23	Additions	as at 30-Sep-23	as at 1-Apr-23	for the period 30-Sep-2023	Deletions/ adjustments	as at 30-Sep-23	as at 31-Mar-23
<b>Note: 2A</b>								
<b>PROPERTY, PLANT AND EQUIPMENT</b>								
Land	899.66	-	899.66	-	-	-	899.66	899.66
Buildings	1,325.70	0.51	1,326.21	319.35	24.38	-	343.73	1,006.35
Plant & Machinery	6,208.09	115.89	6,323.98	5,054.67	137.55	-	1,131.76	1,153.42
Testing Equipments	196.74	10.92	207.66	124.48	6.69	-	76.50	72.26
Safety Equipments	2.69	-	2.69	2.28	0.08	-	0.33	0.41
Material Handling Equipments	100.66	-	100.66	68.90	5.92	-	25.83	31.76
Electrical Installations & Machinery Tools	422.58	0.56	422.58	247.56	10.64	0.24	164.62	175.02
Furniture & Fixtures	107.80	0.09	107.88	79.15	1.74	-	80.89	28.65
Office Equipments	91.78	6.22	98.01	49.97	5.69	-	55.66	41.81
Computers & Computer Peripherals	65.28	9.08	74.36	55.33	2.84	-	16.19	9.95
<b>Sub Total</b>	<b>9,431.48</b>	<b>151.83</b>	<b>9,582.10</b>	<b>6,011.67</b>	<b>195.93</b>	<b>0.86</b>	<b>6,206.73</b>	<b>3,419.81</b>
<b>CAPITAL WORK IN PROGRESS:</b>								
Capital Work in Progress	547.16	343.59	738.92	-	-	-	738.92	547.16
<b>Sub Total</b>	<b>547.16</b>	<b>343.59</b>	<b>738.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>738.92</b>	<b>547.16</b>
<b>Note: 2B</b>								
<b>INTANGIBLE ASSETS:</b>								
Product development	-	-	-	-	-	-	-	-
Computers Software	116.51	-	116.51	110.73	-	-	110.73	5.78
<b>Sub Total</b>	<b>116.51</b>	<b>-</b>	<b>116.51</b>	<b>110.73</b>	<b>-</b>	<b>-</b>	<b>110.73</b>	<b>5.78</b>

Note: 2C

RIGHT OF USE OF ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	as at 1-Apr-23	Additions	as at 30-Sep-23	as at 1-Apr-23	for the period 30-Sep-2023	Deletions/ Adjustments	as at 30-Sep-23	as at 31-Mar-23
Building	5.01	-	5.01	2.14	0.54	-	2.68	2.87
Plant and Machinery	27.94	-	27.94	6.96	2.18	-	9.14	20.98
Subtotal	32.95	-	32.95	9.10	2.72	-	11.82	23.85
<b>GRAND TOTAL Excluding CWIP (A+B+C)</b>	<b>9,580.95</b>	<b>151.83</b>	<b>9,731.56</b>	<b>6,131.50</b>	<b>198.65</b>	<b>0.86</b>	<b>6,329.28</b>	<b>3,449.44</b>





PITTI CASTINGS PRIVATE LIMITED  
Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 3A : NON-CURRENT INVESTMENTS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Investment in Equity Shares (Unquoted)		
Equity Shares	0.01	0.01
Saraswat Co-operative Bank Ltd. 50 Equity Shares of ₹ 10/- each		
<b>TOTAL</b>	<b>0.01</b>	<b>0.01</b>

(₹ in lakhs)

NOTE 3B : NON-CURRENT OTHER FINANCIAL ASSETS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Unsecured, considered good		
Security Deposits:		
with Lessor	4.99	4.78
<b>TOTAL</b>	<b>4.99</b>	<b>4.78</b>

(₹ in lakhs)

Note 4 : NON-CURRENT DEFERRED TAX ASSET (NET)	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
At the beginning of the year	2,201.38	2,442.03
Provision for the year	(85.30)	(240.65)
<b>Deferred Tax Asset (net)</b>	<b>2,116.08</b>	<b>2,201.38</b>

(₹ in lakhs)

NOTE 5 : OTHER NON CURRENT ASSETS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Unsecured, considered good		
Deposits:		
With Govt. bodies	234.20	234.20
<b>TOTAL</b>	<b>234.20</b>	<b>234.20</b>

(₹ in lakhs)

NOTE 6 : INVENTORIES	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
(At lower of cost or Net realisable value)		
Raw material	1,470.68	2,254.16
Work in process	875.35	834.51
Stores and spares	419.01	675.41
Patterns	2.12	-
<b>TOTAL</b>	<b>2,767.16</b>	<b>3,764.08</b>





PITTI CASTINGS PRIVATE LIMITED  
Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 7A : TRADE RECEIVABLES	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	2,485.39	1,139.83
Trade Receivable which have Significant increase in Credit Risk	(44.84)	(44.84)
<b>TOTAL</b>	<b>2,440.55</b>	<b>1,094.99</b>

(₹ in lakhs)

NOTE 7B : CASH AND CASH EQUIVALENTS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Cash on Hand	0.74	0.86
<b>Balances with banks</b>		
Current Accounts	0.70	81.29
Term Deposit within 3 months of maturity (with lien)	137.52	-
<b>TOTAL</b>	<b>138.96</b>	<b>82.15</b>

(₹ in lakhs)

NOTE 8 : OTHER CURRENT ASSETS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
(Unsecured and considered good)		
Advances to:		
Material suppliers/contractors	212.05	117.54
Export Incentive Receivables	0.02	0.02
Income Tax and other taxes	140.19	83.85
Employees	1.05	-
Prepaid expenses	63.18	42.57
<b>TOTAL</b>	<b>416.49</b>	<b>243.98</b>

(₹ in lakhs)

NOTE 9 : SHARE CAPITAL	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
<b>Authorised Capital</b>		
Equity	12,446.25	12,446.25
12,44,62,500 (Previous Year: 12,44,62,500) Equity Shares of ₹ 10 each		
Preference	1,233.00	1,233.00
1,23,30,000 (Previous Year: 1,23,30,000) Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of ₹ 10 each		
<b>TOTAL</b>	<b>13,679.25</b>	<b>13,679.25</b>
<b>Issued, Subscribed and Paid up Capital</b>		
Equity	12,446.25	12,446.25
12,44,62,500 Equity Shares (Previous Year 12,44,62,500) of ₹ 10 each		
Preference	1,233.00	1,233.00
1,23,30,000 (Previous Year : 1,23,30,000) Non-cumulative Non-Participating Compulsory Redeemable Preference Shares of ₹ 10 each		
<b>TOTAL</b>	<b>13,679.25</b>	<b>13,679.25</b>







PITTI CASTINGS PRIVATE LIMITED  
Notes to Unaudited Financial Statements

(₹ in lakhs)

Note 10 : OTHER EQUITY	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
<b>Surplus in the Statement of Profit and Loss</b>		
At the beginning of the year	(6,329.83)	(6,755.17)
<b>Surplus of Profit and Loss at the beginning of the year</b>	<b>(6,329.83)</b>	<b>(6,755.17)</b>
Add : Profit/ (Loss) for the period	224.57	425.34
<b>Surplus of Profit and Loss at the end of the year</b>	<b>(6,105.26)</b>	<b>(6,329.83)</b>
Less : Transferred to general reserve during the year	-	-
<b>Net Surplus in the Statement of Profit and Loss</b>	<b>(6,105.26)</b>	<b>(6,329.83)</b>
<b>TOTAL</b>	<b>(6,105.26)</b>	<b>(6,329.83)</b>

(₹ in lakhs)

NOTE 11 A : NON-CURRENT BORROWINGS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
<b>Secured Loans</b>		
Term Loans from others	-	41.25
<b>Total</b>	<b>-</b>	<b>41.25</b>

(₹ in lakhs)

Note: 11B : NON-CURRENT LEASE LIABILITY	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Lease Liability	12.22	14.53
<b>TOTAL</b>	<b>12.22</b>	<b>14.53</b>

(₹ in lakhs)

Note: 12 : NON-CURRENT PROVISIONS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Provision for Gratuity	184.17	92.23
Provision for Leave encashment	48.57	25.16
<b>TOTAL</b>	<b>232.74</b>	<b>117.39</b>

(₹ in lakhs)

Note: 13A : BORROWINGS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
<b>A. Secured Loans</b>		
Working capital borrowings from Banks	512.27	-
Working capital borrowings from Others	-	355.95
<b>Current maturities of Long term borrowings:</b>		
Term loans GECL	-	45.00
<b>Total - A</b>	<b>512.27</b>	<b>400.95</b>
<b>B. Unsecured loans</b>		
From Related Parties	1,200.00	-
<b>Total - B</b>	<b>1,200.00</b>	<b>-</b>
<b>TOTAL (A+B)</b>	<b>1,712.27</b>	<b>400.95</b>





PITTI CASTINGS PRIVATE LIMITED  
Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 13B : TRADE PAYABLES	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Dues to micro enterprises and small enterprises	185.43	108.91
Dues to others	1,907.15	2,549.91
<b>TOTAL</b>	<b>2,092.58</b>	<b>2,658.82</b>

(₹ in lakhs)

NOTE 13C : OTHER FINANCIAL LIABILITIES	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Interest accrued	-	0.53
Others	463.05	246.66
<b>TOTAL</b>	<b>463.05</b>	<b>247.19</b>

(₹ in lakhs)

NOTE 13 D : LEASE LIABILITY	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Lease Liability	5.12	5.12
<b>TOTAL</b>	<b>5.12</b>	<b>5.12</b>

(₹ in lakhs)

NOTE 14 : OTHER CURRENT LIABILITIES	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Advances from Customers	37.85	610.82
Other Liabilities	68.59	136.32
<b>TOTAL</b>	<b>106.44</b>	<b>747.14</b>

(₹ in lakhs)

NOTE 15 : PROVISIONS	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Provision for employee benefits :		
Provision for Gratuity	15.87	8.30
Provision for Bonus	42.16	30.25
Provision for Leave encashment	3.20	1.81
<b>TOTAL</b>	<b>61.23</b>	<b>40.36</b>



**PITTI CASTINGS PRIVATE LIMITED**

Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 16 : REVENUE FROM OPERATIONS	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
<b>Sales &amp; Services:</b>		
Sale of Products	11,122.47	17,611.89
Sale of Service	15.93	65.90
<b>Gross Sales &amp; Services (inclusive of GST)</b>	<b>11,138.40</b>	<b>17,677.79</b>
Less : GST	1,700.69	2,645.58
<b>Net Sales &amp; Services</b>	<b>9,437.71</b>	<b>15,032.21</b>
Sale of Products	9,424.35	14,975.07
Sale of Service	13.36	57.14
<b>Net Sales &amp; Services</b>	<b>9,437.71</b>	<b>15,032.21</b>
Less : Discounts to Customers	(23.06)	(45.63)
<b>Revenue from Operations</b>	<b>9,414.65</b>	<b>14,986.58</b>

(₹ in lakhs)

NOTE 17 : OTHER INCOME	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Interest on Deposits	7.79	19.62
Profit on Sale of Asset	0.59	6.48
Forex gain on Export Receivables and Imports Payables	-	7.53
Other Misc. Receipts	10.73	18.38
<b>TOTAL</b>	<b>19.11</b>	<b>52.01</b>

(₹ in lakhs)

NOTE 18 : COST OF MATERIAL CONSUMED	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Opening stock	2,254.16	772.74
Add: Purchases	4,740.62	8,977.60
Less: Closing stock	(1,470.68)	(2,254.16)
<b>Consumption</b>	<b>5,524.10</b>	<b>7,496.18</b>



**PITTI CASTINGS PRIVATE LIMITED**

Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 19: CHANGES IN INVENTORIES OF WORK-IN-PROCESS, FINISHED GOODS AND SCRAP	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
<b>A. Opening stocks:</b>		
Work-in-process	834.51	1,278.80
<b>Total - A</b>	<b>834.51</b>	<b>1,278.80</b>
<b>B. Closing stocks:</b>		
Work-in-process	1,147.52	834.51
<b>Total - B</b>	<b>1,147.52</b>	<b>834.51</b>
<b>C. (Increase)/Decrease in stocks (A-B)</b>	<b>(313.01)</b>	<b>444.29</b>

(₹ in lakhs)

Note 20 : EMPLOYEE BENEFIT EXPENSES	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Employees remuneration and benefits	802.64	1,245.32
Contribution to PF/ESI	35.49	63.96
Gratuity expenses	93.50	17.96
Staff welfare expenses	129.20	252.63
<b>TOTAL</b>	<b>1,060.83</b>	<b>1,579.87</b>

(₹ in lakhs)

Note 21 : FINANCE COSTS	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Interest on Term Loans	2.90	14.09
Interest on Working Capital	39.40	96.21
Interest as per Ind AS	0.75	1.39
Interest others	-	2.12
Bank Charges	16.10	13.11
<b>TOTAL</b>	<b>59.15</b>	<b>126.92</b>



**PITTI CASTINGS PRIVATE LIMITED**

Notes to Unaudited Financial Statements


(₹ in lakhs)

Note 22 : OTHER EXPENSES	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Consumption of Stores, Spares, Tools & Dies	1,069.34	1,359.15
Power & fuel	1,261.09	2,279.46
Repairs & Maintenance :		
Plant	58.15	113.74
Building	9.71	8.23
Vehicles	0.09	0.25
Maintenance charges	4.90	14.36
Other Assets	40.63	95.25
Loss on Sale/Scrap of Fixed Assets	0.16	41.84
Other selling & Distribution expenses	3.50	6.99
Packing Cost	19.82	32.31
Carriage outwards	9.80	13.38
Travelling & Conveyance	10.07	11.59
Insurance	21.40	38.64
Rates & Taxes ( Excluding Taxes on Income )	7.97	75.17
Forex loss on Export Receivables and Imports Payables	0.45	-
Remuneration to auditors :		
Audit Fee	1.00	3.00
Tax Audit Fee	1.00	1.00
Out of Pocket Expenses	0.21	0.71
Communication Expenses	2.81	7.62
Professional consultancy	14.21	13.81
Miscellaneous Expenses	46.07	103.67
C S R Expenses	3.63	-
<b>TOTAL</b>	<b>2,586.01</b>	<b>4,220.17</b>

(₹ in lakhs)

NOTE 23 : TAX EXPENSES	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Current tax	-	-
Deferred (credit)/expenses	87.35	241.09
<b>TOTAL</b>	<b>87.35</b>	<b>241.09</b>

For and on behalf of the Board of Directors of  
**Pitti Castings Private Limited**  
CIN : U27310TG2011PTC077833



**Akshay S Pitti**  
Director  
DIN:00078760




**Nishitha Agarwal**  
Company Secretary  
ACS: 65553

Place: Hyderabad  
Date: 10th November 2023

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT HYDERABAD  
COMPANY APPLICATION NO. C.A. (CAA) No. 66/2023**

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 – 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of the Scheme of Amalgamation

Amongst

Pitti Castings Private Limited  
(the 'Amalgamating Company 1')

And

Pitti Rail and Engineering Components Limited  
(the 'Amalgamating Company 2')

And

Pitti Engineering Limited  
(the 'Amalgamated Company')

And

Their respective Shareholders and Creditors

Pitti Castings Private Limited (CIN: U27310TG2011PTC077833) a private limited company, incorporated under the Companies Act, 1956, having its registered office at IV th Floor, Land Mark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082	First Applicant Company / Amalgamating Company 1
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**UNSECURED CREDITORS**

**FORM NO. MGT- 11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Unsecured Creditor (s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_

I/We, being the Unsecured Creditor(s) of Pitti Castings Private Limited, hereby appoint:

A. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_

Signature: \_\_\_\_\_; or failing him/her

B. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_

Signature: \_\_\_\_\_; or failing him/her

C. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_

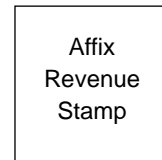
Signature: \_\_\_\_\_;

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the meeting of the Unsecured Creditor(s) of the Company convened pursuant to an order pronounced on Friday, February 09, 2024 by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, to be held on Friday, March 22, 2024 at 2:30 P.M. IST at The Synergy Hall at Hotel Taj Deccan, Road No.1, Banjara Hills, Hyderabad-500034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional) (Please put a (✓) mark)	
		For	Against
1	Approval of Scheme of Amalgamation amongst Pitti Castings Private Limited ("PCPL") and Pitti Rail and Engineering Components Limited ("PRECL") and Pitti Engineering Limited ("PEL") and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder ("the Scheme")		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of the Unsecured Creditor: \_\_\_\_\_



Signature of Proxy holder (s): \_\_\_\_\_

Signature across the stamp

Note:

1. Please affix revenue stamp not less than Re.1 before putting signature.
2. Proxy need not be an Unsecured Creditor of the Company.
3. The Proxy Form in order to be effective shall be duly filled in and signed by the Unsecured Creditor(s) across Revenue Stamp and should reach the Company's Registered Office: IV th Floor, Padmaja Landmark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082 at least 48 hours before the commencement of the meeting (i.e., on Wednesday March 20, 2024 before 1:30 p.m.)
4. Corporate Unsecured Creditor(s) intending to send their authorised representative(s) to attend the meeting are requested to send an authority letter or power of attorney or a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. In case of multiple proxies, the proxy later in time shall be accepted.
6. No person shall be appointed as a Proxy who is a minor.



**PITTI CASTINGS PRIVATE LIMITED**

**CIN:** U27310TG2011PTC077833

**Registered Office:** IV th Floor, Padmaja Landmark, 6-3-643/401,  
Somajiguda, Hyderabad, Telangana, 500082

**Tel:** +91 40 2331 2774/ 2770

**E-mail:** [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in) | **Website:** [www.pitticastings.com](http://www.pitticastings.com)

**ATTENDANCE SLIP**

Meeting of the Unsecured Creditor(s) of the Company convened by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, to be held on Friday, March 22, 2024 at 2:30 P.M. IST:

Name and address of the Unsecured Creditor: \_\_\_\_\_

\_\_\_\_\_

Authorized Representative/Proxy Holder: \_\_\_\_\_

\_\_\_\_\_

I certify that I am an Unsecured Creditor / proxy / authorised representative for the Unsecured Creditor of the Company.

I, hereby record my presence at the meeting of the Unsecured Creditor(s) of the Company convened pursuant to an order pronounced on Friday, February 09, 2024 by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, to be held on Friday, March 22, 2024 at 2:30 P.M IST at the The Synergy Hall at Hotel Taj Deccan, Road No.1, Banjara Hills, Hyderabad-500034.

\_\_\_\_\_  
Name of Unsecured Creditor/Proxy

\_\_\_\_\_  
Signature of Unsecured Creditor/Proxy

**Notes:**

1. Only Unsecured Creditor / Proxy can attend the meeting. No minors would be allowed at the meeting.
2. The Unsecured Creditor, Proxy holder or the Authorized Representative attending this meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled and signed for admission to the meeting hall.
3. The Unsecured Creditor, Proxy holder or the Authorized Representative are requested to bring their copy of notice for reference at the Meeting.
4. The authorized representative of a body corporate which is an Unsecured Creditor of the Company must bring an authority letter or power of attorney or a certified true copy of the resolution of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the said Meeting.

**PITTI CASTINGS PRIVATE LIMITED**

**CIN:** U27310TG2011PTC077833

**Registered Office:** IV th Floor, Padmaja Landmark, 6-3-643/401,  
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**Tel:** +91 40 2331 2774/ 2770

**E-mail:** [pitti.castings@pitti.in](mailto:pitti.castings@pitti.in) | **Website:** [www.pitticastings.com](http://www.pitticastings.com)

**Route Map to the Venue of the Meeting**









