

ABILITIES INDIA PISTONS AND RINGS LIMITED

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NOTICE CONVENING MEETING OF UNSECURED CREDITORS OF ABILITIES INDIA PISTONS AND RINGS LIMITED ("THE DEMERGED COMPANY")

[pursuant to Order dated February 20, 2026, passed by
the Hon'ble National Company Law Tribunal, New Delhi Bench ('NCLT')]

Day	Thursday
Date	May 23, 2026
Time	12:15 P.M.
Venue	Fortune Park, East Delhi - Member ITC hotels' group, Fortune Plot D, DDA Community Center, opp. to East End Club Delhi, Block C, Surajmal Vihar, New Delhi- 110032
Mode of meeting	Meeting shall be conducted in physical mode

S. NO.	Particulars
1.	Notice of meeting of the Unsecured Creditors of Abilities India Pistons and Rings Limited being convened by order of the NCLT dated February 20, 2026, under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
2.	Explanatory Statement under Sections 230(3) read with Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
3.	<u>Annexure A</u> Form of Proxy
4.	<u>Annexure B</u> Attendance sheet
5.	<u>Annexure C to E</u> Format of Board Resolution/ Authorization letter for Authorised representative
6.	<u>Annexure F</u> Route Map
7.	<u>Annexure 1</u> Scheme of Arrangement between Abilities India Pistons and Rings Limited ("AIPRL" or Demerged Company") and Abilities Innovative Products & Technologies Limited ("AIPTL" or "Resulting Company") and their respective shareholders and Creditors.
8.	<u>Annexure 2</u> Independent Valuation Report dated October 09, 2024, issued by Hitesh Jhamb, Registered Valuer.
9.	<u>Annexure 3</u> Report adopted by the Board of Directors of Abilities India Pistons and Rings Limited in its meeting held on October 10, 2024 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.
10.	<u>Annexure 4</u> Report adopted by the Board of Directors of the Abilities Innovative Products & Technologies Limited in its meeting held on October 10, 2024 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.
11.	<u>Annexure 5</u> Audited Financial Statements of Abilities India Pistons and Rings Limited as on March 31, 2025.
12.	<u>Annexure 6</u> Audited Financial Statements of Abilities Innovative Products & Technologies Limited as on March 31, 2025.

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
C.A. (CAA)-15/230-232/ND/2025

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 and rules made there under and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Arrangement between **Abilities India Pistons and Rings Limited** (“AIPRL” or “**Demerged Company**”) and **Abilities Innovative Products & Technologies Limited** (“AIPTL” or “**Resulting Company**”)

ABILITIES INDIA PISTONS AND RINGS LIMITED

[CIN: U25990DL1960PLC003266] is a Public Limited Company incorporated under the Companies Act, 1956 having its registered office at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092.

Applicant Company No.1/ Demerged Company

FORM NO. CAA. 2

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

**NOTICE CONVENING THE MEETING OF UNSECURED CREDITORS
OF ABILITIES INDIA PISTONS AND RINGS LIMITED**

To,

All the Unsecured Creditors of ABILITIES INDIA PISTONS AND RINGS LIMITED (“Company”)

NOTICE is hereby given that by an Order dated February 20, 2026 (“Order”), the Hon’ble National Company Law Tribunal, New Delhi Bench (“NCLT” or “Tribunal”) in the above mentioned Company Scheme Application has directed Meeting of the Unsecured Creditors of the Company, to be convened and held for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Abilities India Pistons and Rings Limited (“AIPRL” or “**Demerged Company**”) and Abilities Innovative Products & Technologies Limited (“AIPTL” or “**Resulting Company**”) and their respective shareholders and creditors (“the Scheme” / “Scheme of Arrangement”), pursuant to the provisions of Sections 230 to 232 and other applicable provisions if any, of the Companies Act, 2013 (“Act”).

In pursuance of the said Order and as directed therein, Notice is hereby given that Meeting of the Unsecured creditors of the Company is scheduled to be held at Fortune Park, East Delhi - Member ITC

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hotels' group, Fortune Plot D, DDA Community Center, opp. to East End Club Delhi, Block C, Surajmal Vihar, New Delhi- 110032, on May 23, 2026, at 12:15 P.M. (IST). The Board of Directors of the Company, at its meeting held on October 10, 2024, approved the above-mentioned Scheme, subject to the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

The Unsecured Creditors are requested to consider and, if thought fit, approve with or without modification(s), the following resolution pursuant to the provisions of Sections 230 to 232 of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Company, for the purpose of considering, and if thought fit, approving, the Scheme:

***“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder, as may be applicable and relevant provisions of other applicable laws, the relevant provisions of the Memorandum of Association and Articles of Association of the Company, subject to requisite approval of the Hon'ble National Company Law Tribunal (“NCLT”/ “Tribunal”), and 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 the (“Board”), which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Abilities India Pistons and Rings Limited (“AIPRL” or Demerged Company”) and Abilities Innovative Products & Technologies Limited (“AIPTL” or “Resulting Company”) and their respective shareholders and Creditors (“the Scheme” / “Scheme of Arrangement”) placed before this Meeting, be and is hereby approved by Unsecured Creditors of the Company with or without modification(s) and for conditions, if any, which may be required and/or imposed and/or permitted by the New Delhi Bench of the Hon'ble NCLT while sanctioning the aforesaid Scheme and/or by any Governmental Authority.*

***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 authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT and/or other authorities while sanctioning the merger embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, including 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, and if necessary, to waive any of those, and to all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into the effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Tribunal while sanctioning the Scheme, or by any other Authorities, as the Board may deem fit and proper.”*

TAKE FURTHER NOTICE that the Unsecured Creditors shall attend and vote at the Meeting in person or by proxy provided that the form of proxy in the prescribed form is duly signed by the Unsecured Creditors or its authorised representative and is deposited at the registered office of the Company at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092 not later than 48 (forty-eight) hours before the time fixed for the

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Meeting. The form of proxy can be obtained free of charge from the registered office of the Company during the normal business hours on working days

A Copy of the Scheme and of the Explanatory Statement, under Sections 230(3), and 102 of the Act, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the Annexures as indicated in the Index, can be obtained free of charge from the Registered Office of the Company at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092, during normal business hours (9:30 am to 6:00 pm) from Monday to Friday upto and including the date fixed for the Meeting.

The Hon'ble NCLT has appointed Mr. Virendra Singh, IRS (R) to be the Chairperson of the said Meeting, including for any adjournment or adjournment(s) thereof. The Hon'ble NCLT has also appointed Mr. Himanshu Kumar, Chartered Accountant, as the Scrutinizer for the Meeting, including for any adjournment or adjournment(s) thereof.

The Notice and Explanatory Statement is also uploaded on the website of the Company at <https://www.aippistons.com/> The Unsecured Creditors may refer to the notes to this notice for further details for voting at such meeting.

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



Virendra Singh
IRS (Retd.)

Chairman appointed for the meeting

Dated:

Place:

Registered Office: Plot No.-3, F-301, 3rd Floor, Ashish Complex,
Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092

NOTES:

1. An explanatory statement of material facts for the proposed Resolution along with applicable annexures pursuant to section 230 and section 232 read with section 102 of the Companies Act 2013 (hereinafter referred to as "Act") along with applicable rules thereunder setting out material facts forms part of this Notice booklet annexed hereto.
2. The Meeting of the Unsecured Creditors of the Company is being conducted in physical mode, at Fortune Park, East Delhi - Member ITC hotels' group, Fortune Plot D, DDA Community Center, opp. to East End Club Delhi, Block C, Surajmal Vihar, New Delhi- 110032 to transact the business set out in the Notice convening this Meeting.
3. The quorum for the Meeting of the Unsecured Creditors is in accordance with Section 103 of the Act.
4. An Unsecured Creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be an Unsecured creditor of the Company. Proxies, in order to be effective, must be received at the registered office of the Company at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092, not later than 48 hours before the scheduled time of the commencement of meeting. A blank form of proxy is enclosed along with

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the notice of this meeting in Annexure A. All alterations made in the form of proxy should be initialled.

5. The proxy(ies) will not be counted for the calculation of the quorum for the meeting.
6. Creditors/Proxies for Creditors/ Authorised Representative should bring the Attendance Slip duly filled in for attending the meeting. The same is enclosed herewith as Annexure B.
7. Corporate Creditors/Entities intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the registered office of the Company, a certified copy of the relevant Board Resolution (in case of Company/LLP)/ Letter of Authorization (in case of partnership firm and others), as the case may be, together with their respective specimen signatures authorizing the representative(s) to attend and vote on their behalf at the Meeting, not later than 48 hours before the scheduled time of the commencement of meeting. The Performa board resolution/ Letter of Authorization has been enclosed herewith as Annexure C – E.
8. Unsecured Creditors who have an outstanding balance as on the close of business hours as on Saturday, May 16, 2026, being the cut-off date, will be entitled to exercise their right to vote on the above resolution. The outstanding amount of the Unsecured Creditors of the Company shall be in accordance with the books/ register of the Company.
9. Voting rights of an Unsecured Creditor of the Company shall be in proportion to the outstanding amount due by the Company as on the cut-off date i.e. Saturday, May 16, 2026 and form the quorum of the Meeting.
10. The value and number of the Unsecured Creditors shall be in accordance with the books/ records maintained by the Company and where the entries in the books/ records are disputed, the Chairperson of the Meeting shall determine the value and number for the purpose of the aforesaid Meeting and his decision in that behalf would be final.
11. For ease of conduct of Meeting, Unsecured Creditors who wish to ask to questions / express their views on the proposed Scheme are requested to write to the Company's email-id aip@aippistons.net , at least 48 hours before the time fixed for the Meeting by mentioning their name, registered email ID, mobile number, etc. The queries may be raised precisely and in brief with respect to the proposed Scheme, to enable the Company to answer the same suitably depending on the availability of time at the Meeting.
12. The Notice convening the aforesaid Tribunal Convened Meeting will be published through advertisement in “**Business Standard**” (English, Delhi Edition) and “**Business Standard**” (Hindi, Delhi Edition).
13. The route map for reaching the venue of the meeting of Unsecured Creditors is provided as Annexure-F.
14. The Chairperson of the Meeting shall have all powers under the CAA Rules, as may be applicable, in relation to the conduct of the Meeting including for deciding procedural questions that may arise at the Meeting or at any adjournment thereof or any other matter including, an amendment to the Scheme or resolution, if any, proposed at the Meeting by any person(s).

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
C.A.(CAA)-15/230-232/ND/2025

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 and rules made there under and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Arrangement between **Abilities India Pistons and Rings Limited** (“AIPRL” or **Demerged Company**) and **Abilities Innovative Products & Technologies Limited** (“AIPTL” or **Resulting Company**) and their respective shareholders and Creditors (“the Scheme” / “Scheme of Arrangement”)

ABILITIES INDIA PISTONS AND RINGS LIMITED

[CIN: U25990DL1960PLC003266] is a Public Limited Company incorporated under the Companies Act, 1956 having its registered office at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092.

..Applicant Company No.1/Demerged Company

EXPLANATORY STATEMENT UNDER SECTIONS 230(3) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF ABILITIES INDIA PISTONS AND RINGS LIMITED.

1. Pursuant to the Order dated February 20, 2026 passed by the Hon’ble National Company Law Tribunal, New Delhi Bench (“NCLT” or “Tribunal”), in Company Scheme Application No. CA C.A.(CAA)-15/230-232/ND/2025 (“Order”), the Meeting of the Unsecured Creditors of the Company is being convened at Fortune Park, East Delhi - Member ITC hotels' group, Fortune Plot D, DDA Community Center, opp. to East End Club Delhi, Block C, Surajmal Vihar, New Delhi- 110032 on May 23, 2026 at 12:15 P.M. (IST) for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Abilities India Pistons and Rings Limited (“AIPRL” or Demerged Company”) and Abilities Innovative Products & Technologies Limited (“AIPTL” or “Resulting Company”) and their respective shareholders and Creditors (“the Scheme” / “Scheme of Arrangement”) pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013 (“Act”) and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). AIPRL and AIPTL are together referred to as the (“Companies”). A copy of the Scheme, which has been, inter alia, approved by the Board of Directors of the Company at its meeting held on October 10, 2024, is enclosed herewith as **Annexure 1**. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.

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2. In terms of the said Order, the quorum for the aforesaid Meeting of the Unsecured Creditors of the Company shall be 05 in number of the Unsecured Creditors. Further in terms of the said Order, NCLT has appointed Mr. Virendra Singh, IRS (R) to be the Chairperson of the said Meeting including for any adjournment or adjournment(s) thereof.
3. This statement is being furnished as required under Sections 230(3) and 102 of the Act, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
4. The Scrutiniser appointed for conducting the voting process will submit their separate report to the Chairperson appointed for the Meeting after completion of the scrutiny of voting so as to announce the results of the voting exercised by the Unsecured Creditors of the Company.
5. The draft Scheme was placed before the Board of Directors of the First Applicant Company at their respective meetings held on October 10, 2024. The Scheme was approved by the Board of Directors of the respective Companies, inter-alia taking into account the following:
 - a) Draft Scheme of Arrangement;
 - b) Valuation Reports dated October 09, 2024, issued by Hitesh Jhamb, Registered Valuer, Registered Valuer;
 - c) Certificate dated December 31, 2024 issued by the Statutory Auditors of the Company i.e. Sanjeet Kumar and Associates. to the effect that the Scheme is in compliance with the applicable Accounting Standards as specified by the Central Government under Section 133 of the Act;
6. Board of Directors of AIPRL and AIPTL has also concluded that the Scheme is in the interest of the Companies and their shareholders respectively.

PARTICULARS OF ABILITIES INDIA PISTONS AND RINGS LIMITED (“AIPRL”)

7. Abilities India Pistons and Rings Limited (“AIPRL” or “Demerged Company”) having CIN: U25990DL1960PLC003266 and PAN: AAACA3001G, is a Public limited company incorporated on July 12, 1960 under the Companies Act, 1956. The registered office of the AIPRL is at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092. E-mail address of AIPRL is aip@aippistons.net. There has been no change in the name and the objects of the AIPRL in the last 5 (five) years.
8. The objects for which AIPRL has been established are set out in its Memorandum of Association. The main objects of AIPRL are, inter alia, as follows:

III (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. *To carry on the business of civil engineering and other allied engineering works including mechanical engineering, manufacturers, suppliers and dealers in engineering products, research and development of innovative engineering products and/or otherwise deal in such products, experimental development of natural sciences and engineering material relating to above including but not limited to hume pipes and other prefabricated structural components of cement and/or concrete for building;*
2. *To carry on civil engineering projects n.e.c., Research and experimental development thereto get registration under Intellectual Properties Act including in relation to natural sciences and engineering including mechanical engineering & other engineering material and other material of all description and other things used for, in or in connection with the above*

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mentioned things, buy, sell let on hire, repair, alter any machinery, component parts, accessories and fittings of all kinds for things mentioned above or used in, or capable of being used in connection with the manufacture, maintenance and working thereof, undertake and transact all kinds of agency business and to carry on and promote any business, commercial, financial or otherwise sound principals or to act as Distributors or Agents on commission and or allowances as may be deemed fit;

3. *To buy, sell, import, export, manufacture, manipulate, treat, prepare and deal in merchandise, commodities and articles of all kinds and generally to carry on business as merchants, importers and exporters, retailers and wholesalers and obtain permits and licences from the State or Central Govt. to achieve the aims and objects of the Company.*
4. *To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and/or to develop and construct thereon residential, commercial complex or [1:54 pm, jointly or in Partnership with any person(s) or Body corporate or partnership Firm and/or to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s).*
9. The authorised, issued, subscribed, and paid-up share capital of the Demerged Company as at 31st March, 2025 is as under:

Particulars	Amount (in Rs.)
Authorized	
45,00,000 Equity Shares of Rs.10/- each	: 4,50,00,000/-
Issued, Subscribed and Fully Paid-up	
39,01,718 Equity Shares of Rs.10/- each	: 3,90,17,180/-
Total paid up capital	: 3,90,17,180/-

PARTICULARS OF ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED("AIPTL")

10. Abilities Innovative Products & Technologies Limited ("AIPTL" or "Resulting Company") having CIN: U23955DL2024PLC424673, is a Public limited company incorporated on January 01, 2024, under Companies Act, 2013. The registered office of AIPTL is at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi, 110092. AIPTL is engaged in the business of civil engineering and other allied engineering works and others. E-mail address of AIPTL is aip@aipintech.in There has been no change in the registered office and the objects of the AIPRL in the last 5 (five) years.
11. The objects for which AIPTL has been established are set out in its Memorandum of Association. The main objects of AIPTL are, inter alia, as follows:
III (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
 1. *To carry on the business of civil engineering and other allied engineering works including mechanical engineering, manufacturers, suppliers and dealers in engineering products, research and development of innovative engineering products and/or otherwise deal in such products, experimental development of natural sciences and engineering material relating to*

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above including but not limited to hume pipes and other prefabricated structural components of cement and/or concrete for building;

2. *To carry on civil engineering projects n.e.c., Research and experimental development thereto get registration under Intellectual Properties Act including in relation to natural sciences and engineering including mechanical engineering & other engineering material and other material of all description and other things used for, in or in connection with the above mentioned things, buy, sell let on hire, repair, alter any machinery, component parts, accessories and fittings of all kinds for things mentioned above or used in, or capable of being used in connection with the manufacture, maintenance and working thereof, undertake and transact all kinds of agency business and to carry on and promote any business, commercial, financial or otherwise sound principals or to act as Distributors or Agents on commission and or allowances as may be deemed fit;*
3. *To buy, sell, import, export, manufacture, manipulate, treat, prepare and deal in merchandise, commodities and articles of all kinds and generally to carry on business as merchants, importers and exporters, retailers and wholesalers and obtain permits and licences from the State or Central Govt. to achieve the aims and objects of the Company.*

12. The authorised, issued, subscribed and paid-up share capital of the AIPTL as at 31st March, 2025 is as under:

Particulars	Amount (in Rs.)
Authorized	
10,000 Equity Shares of Rs.10/- each	: 10,00,000/-
Issued, Subscribed and Fully Paid-up	
60,000 Equity Shares of Rs.10/- each	: 6,00,000/-
Total paid up capital	: 6,00,000/-

13. RATIONALE FOR THE SCHEME OF ARRANGEMENT

The Demerged Company / Applicant No. 1 has two distinct business divisions i.e. Manufacturing of Pistons and Rings Division (hereinafter referred to as “**Demerged Division**” or “**Demerged Business**” or “**Demerged Undertaking**”) (as defined herein below) and Real Estate Division (hereinafter referred to as “**Remaining Division**” or “**Remaining Business**” or “**Remaining Undertaking**”) (as defined herein below) and the Board of Directors of the Demerged Company/ Applicant No. 1 has decided to demerge the Manufacturing of Pistons and Rings Division into the Resultant Company / Applicant No. 2 to inter-alia include the following benefits:-

- (i) The nature of risk, competition, challenge, opportunities, and business methods for the Real Estate Division are distinctive and different from the Demerged Undertaking/ Demerged Business carried out by the Demerged Company. Further, the way Real Estate Division is required to be handled and managed separately, as it is not similar to that of the Demerged Business.
- (ii) The Demerged Business existing carried out by the Demerged Company has significant potential for growth and profitability and can attract different set of investors, strategic partners, lenders, etc. Therefore, the demerged business approaches its next phase of growth, it would be strategically apt to segregate the demerged undertaking from the demerged company.
- (iii) The segregation shall enable the Demerged Company and the Resultant Company to move forward independently, with greater focus and specialization, building on their

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respective capabilities and their strong brand presence. It will also help to channelize resources required for all the businesses to focus on the growing business and attract the right talent and provide enhanced growth opportunities.

- (iv) The Scheme will also enable the Demerged Company and the Resultant Company to focus on and enhance its respective business by streamlining operations and its management structure ensuring better and efficient management control.
- (v) Bifurcation of these businesses will enable unlocking value of each business and thereby paving way for focused growth with a view to create significant stakeholder value.
- (vi) In order to strengthen and sustain the long-term profitability, market share, customer service and face the competitive regulatory environment, risks and policies, the Demerged Undertaking requires focused management attention, specialized skills sets and resources including professional management.
- (vii) Synergies in operational process and creation of efficiencies by reducing time to market and benefiting customers as well as optimization of operation and capital expenditure;
- (viii) Leading to increased competitive strength, cost reduction and efficiencies, productivity gains by pooling the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies thereby significantly contributing to future growth; and
- (ix) The Demerger will unlock value of both businesses and result in shareholder value maximization.

Thus, as a whole, the scheme (as defined below) will be beneficial for both the companies, their shareholders, creditors, employees and all the other stakeholders.

14. SALIENT FEATURES OF THE SCHEME

- A. The appointed date as per the scheme of arrangement is 01 April, 2024.
- B. In consideration of the demerger and transfer of the Demerged Undertaking, the Resultant Company will issue new shares as follow :-
 - a. 1 Equity Share of Rs. 10 each of the Resultant Company, credited as fully paid-up, for every 1 Equity Share of Rs. 10 each, fully paid-up held in the Demerged Company ("Entitlement Ratio").

15. DETAILS OF DIRECTORS

- a) Names and Addresses of the Directors and Promoters of AIPRL as on the date of this notice are as under:

NAME	ADDRESS
Seema Arora	18-C, Shri Ram Road, Civil Lines, New Delhi-110054
Tushar Arora	18-C, Shri Ram Road, Civil Lines, New Delhi-110054
Sunil Arora	H NO-18-C Shri Ram Road Civil Lines, Near Bansal Properties, New Delhi-110054
Romansha Arora	18-C, Shri Ram Road, Civil Lines, New Delhi-110054
Maharaj Kishen Pajan	House No.692, sector-14, Faridabad, Haryana, India 121007
Tanu Ahuja	Tower 4, 504, Lotus Zing, Sector 168, Noida, Gautam Buddha Nagar, Uttar Pradesh-201305

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- b) Names and Addresses of the Directors and Promoters of AIPTL as on the date of this notice are as under:

NAME	ADDRESS
Seema Arora	18-C, Shri Ram Road, Civil Lines, New Delhi-110054
Tushar Arora	18-C, Shri Ram Road, Civil Lines, New Delhi-110054
Sunil Arora	H NO-18-C Shri Ram Road Civil Lines, Near Bansal Properties, New Delhi-110054
Romansha Arora	18-C, Shri Ram Road, Civil Lines, New Delhi-110054

16. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME

There is no such relationship between the Companies involved in the scheme of Arrangement.

17. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNELS (KMPs), THEIR RELATIVES AND DEBENTURE TRUSTEE

The effect of the Scheme on various stakeholders is summarised below:

1. Equity shareholders, KMPs, promoter and non-promoter shareholders:-
The Scheme will have no effect on Equity shareholders, KMPs, promoter and non-promoter shareholders
2. Directors:-
The Scheme will have no effect on the office of the existing Directors of the Company and the Resulting Company. Further, no change in the Board of Directors of the Company and the Resulting Company is envisaged on account of the Scheme. It is clarified that, the composition of the Board of Directors of the Company and of the Resulting Company may change by appointments, retirements or resignations in accordance with the provisions of the Act, Applicable Laws and Memorandum and Articles of Association of the Company and of the Resulting Company.
3. Employees:-
All employees of the Company engaged in or in relation to the Demerged Undertaking shall be transferred to the Resulting Company on terms and conditions no less favourable than those on which they are engaged by the Company and without any interruption in service

18. SHARE ENTITLEMENT RATIO REPORT AND FAIRNESS OPINIONS

Upon the scheme becoming effective and in consideration of the Demerger and transfer of the Demerged undertaking, the Resultant Company shall issue and allot Equity Shares of Rs. 10/- each at par value in the Resultant Company ("New Shares") to the shareholders of the Demerged Company whose names appear in the Register of Members of the Demerged Company as on the Record Date in the following ratio:-

1 (One only) Equity Shares of Rs. 10/- each of the Resultant Company, credited as fully paid-up, for every 1 (One only) Equity Shares of Rs: 10/- each, fully paid-up held in the Demerged Company ("Entitlement Ratio").

19. THE DETAILS OF LITIGATIONS/ CONTINGENT LIABILITIES

ABILITIES INDIA PISTONS AND RINGS LIMITED

letter head

It is submitted that there is no Litigations or Contingent Liabilities pending against the Demerged company under the Companies Act,2013 or under the Companies Act, 1956

20. AUDITORS' CERTIFICATE ON CONFORMITY OF ACCOUNTING TREATMENT SPECIFIED IN THE SCHEME WITH ACCOUNTING STANDARDS

The Auditors of the Demerged Company and of the Resulting Company have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.

21. AMOUNT DUE TO UNSECURED CREDITORS OF THE COMPANIES AS ON MARCH 31,2025

Particular	AIPRL	AIPTL
Unsecured Creditor	Rs. 20,10,51,239.24/-	NIL

CORPORATE APPROVALS

1. Scheme was placed before the Board of Directors of AIPRL, at its meeting held on October 10, 2024. The Board of Directors of AIPRL approved the Scheme. The meeting of the Board of Directors of AIPRL, held on October 10, 2024, was attended by all the Directors. None of the Directors of AIPRL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of AIPRL who attended and voted at the meeting.

Details of Directors of AIPRL who voted in favour against/did not participate on resolution passed at the meeting of the Board of Directors of AIPRL are given below:

Sr. No.	NAME	Votes for the Resolution/ Votes Against the Resolution/ Did not Vote or Participate
1.	Seema Arora	Voted in favour
2.	Tushar Arora	Voted in favour
3.	Sunil Arora	Voted in favour
4.	Romansha Arora	Voted in favour
5.	Maharaj Kishen Pajan	Voted in favour

The Scheme was placed before the Board of Directors of AIPTL, at its meeting held on October 10, 2024. The Board of Directors of AIPTL approved the Scheme. The meeting of the Board of Directors of AIPTL, held on October 10, 2024, was attended by all the Directors. None of the Directors of AIPTL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of AIPTL who attended and voted at the meeting.

Details of Directors of AIPTL who voted in favour against/did not participate on resolution passed at the meeting of the Board of Directors of AIPTL are given below:

Sr. No.	NAME	Votes for the Resolution/ Votes Against the Resolution/ Did not Vote or Participate
1.	Seema Arora	Voted in favour
2.	Tushar Arora	Voted in favour
3.	Sunil Arora	Voted in favour
4.	Romansha Arora	Voted in favour

ABILITIES INDIA PISTONS AND RINGS LIMITED
letter head

22. APPROVALS AND ACTIONS TAKEN IN RELATION TO THE SCHEME

The Companies involved in the Scheme would obtain such necessary approvals/ sanctions/ no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, if so required.

The application along with the Annexures thereto (which includes the Scheme) were filed by the Companies with the Tribunal on January 23, 2025.

This statement may be treated as an Explanatory Statement under Sections 230(3) and 102 and any other applicable provisions of the Act read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.



Virendra Singh
IRS (Retd.)

Chairman appointed for the meeting

Dated this _____

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]

CIN: U25990DL1960PLC003266

Name of the Company: **ABILITIES INDIA PISTONS AND RINGS LIMITED**

Registered Office: Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi- 110092.

Name of the Unsecured creditor (s):

Registered address:

E-mail Id:

I/We, being the Unsecured Creditor (s) for Rs. as on March 31, 2025 of the above-named Company, hereby appoint:

1.Name:

Address:

EmailID:.....

Signature , or failing him/her

2.Name:.....

Address:.....

EmailID:.....

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Tribunal Convened Meeting of Unsecured Creditors the Company, to be held on Saturday April 18, 2026 at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi-110092 at 12:15 P.M. IST and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos:

Ordinary Business: NA

Special Business:

1. Considering and, if thought fit, approving, with or without modification the Scheme of Arrangement between Abilities India Pistons and Rings Limited (“AIPRL” or **Demerged Company**) and Abilities Innovative Products & Technologies Limited(“AIPTL” or **Resulting Company**) and their respective shareholders and creditors (“the Scheme” / “Scheme of Arrangement”).

Signed this day of 2026

Affix
Revenue
Stamp

Signature of Unsecured creditor

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. If creditor is company/LLP then it should accompany this form with board resolution authorizing person. The Performa board resolution is attached herewith as Annexure C.
3. If creditor is partnership firm then it should accompany this form with letter of authorization. The Performa letter of authorization is attached herewith as Annexure D.
4. If creditor is sole proprietorship then it should accompany this form with letter of authorization. The Performa letter of authorization is attached herewith as Annexure E.
5. If creditor is foreign entity then it should accompany this form with apostille and notarized board resolution/ letter of authorization (as applicable in Annexures).

Annexure B- Attendance Slip

ATTENDANCE SLIP
ABILITIES INDIA PISTONS AND RINGS LIMITED
CIN: U25990DL1960PLC003266
Registered Office: Plot No.-3, F-301, 3rd Floor, Ashish Complex,
Local Shopping Centre, New Rajdhani Enclave,
Vikas Marg, Delhi 110092.

The amount due to Unsecured creditor(s) is / are to be furnished below

Amount Outstanding	

Full Name(s) of Unsecured Creditor

Sl. No.	Name of Unsecured Creditor

Full Name of the Proxy if attending the meeting:

I hereby record my presence at the Tribunal Convened Meeting of Unsecured Creditors of the Company to be held on Saturday April 18, 2026, at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092 at 12:15 P.M. IST.

.....
Signature of the Unsecured Creditor / Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.
Notes:

1. If attendee is sole proprietor, then it should carry identity proof.
2. If attendee is authorised person of company/LLP, then it should carry board resolution along with identity proof. The Performa board resolution is attached herewith as **Annexure C**.
3. If attendee is authorised person of partnership firm, then it should carry letter of authorization along with identity proof. The Performa letter of authorization is attached herewith as **Annexure D**.
4. If attendee is representative of sole proprietorship, then it should carry letter of authorization along with identity proof. The Performa letter of authorization is attached herewith as **Annexure E**.
5. If attendee is representative of authorised person of partnership firm, then it should carry letter of authorization along with identity proof.
6. If attendee is authorised person of foreign entity, then it should carry board resolution/letter of authorization along with identity proof (as applicable in Annexures).



On the letterhead of company

Annexure C – Board Resolution

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF
THE BOARD OF DIRECTORS OF _____ HELD ON _____ DAY
OF _____ 2026 AT THE REGISTERED OFFICE OF THE COMPANY.**

AUTHORISATION FOR REPRESENTATION

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013(the Act) and any other applicable provisions of the Act read with Rules thereunder consent of the board be and is hereby accorded to authorize Mr/Ms. _____, to act as representative of our organization and to attend and vote in respect of all items of business at the Unsecured Creditors meeting to be held on Saturday, 18 April, 2026 at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092 at 12:15 p.m. IST or any adjournments thereof.”

RESOLVED FUTHER that representative is hereby authorized to sign and submit all the necessary papers, letters, forms, etc. to be submitted by the company in connection with the meeting. The acts done and documents shall be binding on the company.”

For _____

Name of the director _____

Designation _____



On the letterhead of company

Annexure D – Letter of Authorization

AUTHORIZATION LETTER

To,
Chairperson
Unsecured Creditor meeting,
ABILITIES INDIA PISTONS AND RINGS LIMITED,
Plot No.-3, F-301, 3rd Floor, Ashish Complex,
Local Shopping Centre, New Rajdhani Enclave,
Vikas Marg, Delhi 110092.

Sub: Authorization letter to attend and vote in the Unsecured Creditors Meeting.

Dear Sir,

We M/s _____, do hereby authorize _____ to represent us to attend and vote at the meeting of Unsecured Creditors to be held on Saturday, April 18, 2026 at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092 at 12:15 p.m. IST and exercise any rights and the powers (including the right to vote by proxy) in the same manner as we could exercise as a unsecured creditor of ABILITIES INDIA PISTONS AND RINGS LIMITED and any adjournment thereof.

PLACE:

DATE:

Signature: _____

Name: _____

Designation: _____



On the letterhead of Soleproprietorship

Annexure E – Letter of Authorization

AUTHORIZATION LETTER (for sole proprietorship)

To,
Chairperson
Unsecured Creditor meeting,
ABILITIES INDIA PISTONS AND RINGS LIMITED,
Plot No.-3, F-301, 3rd Floor, Ashish Complex,
Local Shopping Centre, New Rajdhani Enclave,
Vikas Marg, Delhi 110092.

Sub: Authorization letter to attend and vote in the Unsecured Creditors Meeting.

Dear Sir,

I undersigned _____ do hereby authorize _____ to represent me to attend and vote at the meeting of Unsecured Creditors to be held on Saturday, April 18, 2026 at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi 110092 at 12:15 p.m. IST and exercise any rights and the powers (including the right to vote by proxy) in the same manner as I could exercise as an unsecured creditor of ABILITIES INDIA PISTONS AND RINGS LIMITED and any adjournment thereof.

PLACE:

DATE:

Signature: _____

Name: _____

Designation: _____



ROUTE MAP OF THE COMPANY



aw

SCHEME OF ARRANGEMENT

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

BETWEEN

ABILITIES INDIA PISTONS AND RINGS LIMITED

("AIPRL" or "DEMERGED COMPANY")

AND

ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES
LIMITED

("AIPTL" or "RESULTANT COMPANY")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited



Director



PREAMBLE AND OBJECTIVES

This Scheme of Arrangement envisages demerger of manufacturing business of pistons and rings (hereinafter referred to as “**Demerged Undertaking**”) (as defined hereinafter) of **Abilities India Pistons and Rings Limited** (“**AIPRL**” or “**Demerged Company**” or “**Applicant Company No. 1**”) in **Abilities Innovative Products & Technologies Limited** (“**AIPTL**” or “**Resultant company**” or “**Applicant Company No. 1**”) and other matter consequential, supplemental, incidental and/or otherwise integrally connected therewith pursuant to the provisions of Section 230 to Section 232 and other applicable provisions of the Companies Act, 2013 (“hereinafter referred to as “**2013 Act**”).

A. Brief description of Companies:-**a. Demerged Company**

- i. Incorporation: **Abilities India Pistons and Rings Limited** (“**AIPRL**” or “**Demerged Company**” or “**Applicant Company No. 1**”) having CIN:- U25990DL1960PLC003266 is a company incorporated under the provisions of the Companies Act, 1956 read

For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited



Director



with the rules made thereunder on July 12, 1960 and bearing Income Tax PAN- AAACA3001G. The Registered Office of the Demerged Company is situated at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi, East Delhi, East Delhi, East Delhi, Delhi, India, 110092.

ii. Business: The Demerged Company is engaged in the following businesses:

1. To carry on the business of civil engineering and other allied engineering works including mechanical engineering, manufacturers, suppliers and dealers in engineering products, research and development of innovative engineering products and/ or otherwise deal in such products, experimental development of natural sciences and engineering material relating to above including but not limited to hume pipes and other prefabricated structural components of cement and/or concrete for building;

For Abilities India Pistons & Rings Ltd.




Director

For Abilities Innovative Products & Technologies Limited

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Director



2. To carry on civil engineering projects n.e.c., Research and experimental development thereto get registration under Intellectual Properties Act including in relation to natural sciences and engineering including including mechanical engineering & other engineering material and other material of all description and other things used for, in or in connection with the above mentioned things, buy, sell let on hire, repair, alter any machinery, component parts, accessories and fittings of all kinds for things mentioned above or used in, or capable of being used in connection with the manufacture, maintenance and working thereof, undertake and transact all kinds of agency business and to carry on and promote any business, commercial, financial or otherwise sound principals or to act as Distributors or Agents on commission and or allowances as may be deemed fit;
3. To buy, sell, import, export, manufacture, manipulate, treat, prepare and deal in merchandise,

For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited



Director



commodities and articles of all kinds and generally to carry on business as merchants, importers and exporters, retailers and wholesalers and obtain permits and licences from the State or Central Govt. to achieve the aims and objects of the Company.

4. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and/or to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s).

b. Resultant company

- i. Incorporation: **Abilities Innovative Products & Technologies Limited** (“AIPTL” or “Resultant company” or “Applicant Company No. 1”) having

For Abilities India Pistons & Rings Ltd.



Director

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For Abilities Innovative Products & Technologies Limited



Director



CIN: U23955DL2024PLC424673, is a Public Limited Company incorporated under the provisions of the Companies Act, 2013 read with the rules made thereunder and bearing Income Tax PAN-AAZCA9296L. The Registered Office of the Company is situated at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi, East Delhi, East Delhi, East Delhi, Delhi, India, 110092.

ii. Business: The Resultant company is engaged in the following businesses:

1. To carry on the business of civil engineering and other allied engineering works including mechanical engineering, manufacturers, suppliers and dealers in engineering products, research and development of innovative engineering products and/ or otherwise deal in such products, experimental development of natural sciences and engineering material relating to above including but not limited to hume pipes and other

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For Abilities India Pistons & Rings Ltd.

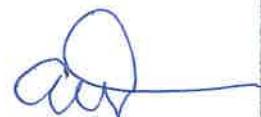


Director

For Abilities Innovative Products & Technologies Limited



Director



prefabricated structural components of cement and/or concrete for building;

2. To carry on civil engineering projects n.e.c., Research and experimental development thereto get registration under Intellectual Properties Act including in relation to natural sciences and engineering including including mechanical engineering & other engineering material and other material of all description and other things used for, in or in connection with the above mentioned things, buy, sell let on hire, repair, alter any machinery, component parts, accessories and fittings of all kinds for things mentioned above or used in, or capable of being used in connection with the manufacture, maintenance and working thereof, undertake and transact all kinds of agency business and to carry on and promote any business, commercial, financial or otherwise sound principals or to act as Distributors or Agents on commission and or allowances as may be deemed fit;

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For Abilities Innovative Products & Technologies Limited

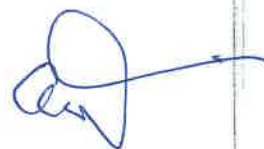
For Abilities India Pistons & Rings Ltd.



Director



Director



3. To buy, sell, import, export, manufacture, manipulate, treat, prepare and deal in merchandise, commodities and articles of all kinds and generally to carry on business as merchants, importers and exporters, retailers and wholesalers and obtain permits and licences from the State or Central Govt. to achieve the aims and objects of the Company.

B. Rationale of the Scheme of Arrangement

The Demerged Company has two distinct business divisions i.e. Manufacturing of Pistons and Rings Division (hereinafter referred to as “**Demerged Division**” or “**Demerged Business**” or “**Demerged Undertaking**”) (as defined herein below) and Real Estate Division (hereinafter referred to as “**Remaining Division**” or “**Remaining Business**” or “**Remaining Undertaking**”) (as defined herein below) and the Board of Directors of the Demerged Company has decided to demerge the Manufacturing of Pistons and Rings Division into the Resultant Company to inter-alia include the following benefits:-

For Abilitas India Pistons & Rings Ltd.



Director

For Abilitas Innovative Products & Technologies Limited



Director



- (i) The nature of risk, competition, challenge, opportunities, and business methods for the Real Estate Division are distinctive and different from the Demerged Undertaking/ Demerged Business carried out by the Demerged Company. Further, the way Real Estate Division is required to be handled and managed separately, as it is not similar to that of the Demerged Business.
- (ii) The Demerged Business existing carried out by the Demerged Company has significant potential for growth and profitability and can attract different set of investors, strategic partners, lenders, etc. Therefore, the demerged business approaches its next phase of growth, it would be strategically apt to segregate the demerged undertaking from the demerged company.
- (iii) The segregation shall enable the Demerged Company and the Resultant Company to move forward independently, with greater focus and specialization, building on their respective capabilities and their strong brand presence. It will also help to channelize

For Abilities India Pistons & Rings Ltd.



Director

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For Abilities Innovative Products & Technologies Limited



Director



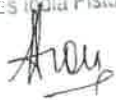
resources required for all the businesses to focus on the growing business and attract the right talent and provide enhanced growth opportunities.

- (iv) The Scheme will also enable the Demerged Company and the Resultant Company to focus on and enhance its respective business by streamlining operations and its management structure ensuring better and efficient management control.
- (v) Bifurcation of these businesses will enable unlocking value of each business and thereby paving way for focused growth with a view to create significant stakeholder value.
- (vi) In order to strengthen and sustain the long-term profitability, market share, customer service and face the competitive regulatory environment, risks and policies, the Demerged Undertaking requires focused management attention, specialized skills sets and resources including professional management.
- (vii) Synergies in operational process and creation of efficiencies by reducing time to market and benefiting

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For Abilites Innovative Products & Technologies Limited

For Abilites India Pistons & Rings Ltd.



Director



Director



customers as well as optimization of operation and capital expenditure;

- (viii) Leading to increased competitive strength, cost reduction and efficiencies, productivity gains by pooling the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies thereby significantly contributing to future growth; and
- (ix) The Demerger will unlock value of both businesses and result in shareholder value maximization.

Thus, as a whole, the scheme (as defined below) will be beneficial for both the companies, their shareholders, creditors, employees and all the other stakeholders.

C. PARTS OF THE SCHEME

This Scheme (*as defined below*) is divided into the following parts:

DEMERGER OF DEMERGED UNDERTAKING (AS DEFINED BELOW) AND VESTING OF THE SAME IN

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For ABG India Pistons & Rings Ltd.



Director

For Abtires Innovative Products & Technologies Limited



Director



**THE RESULTANT COMPANY (AS DEFINED
BELOW).**

- PART I : Definitions and Interpretations**
- PART II : Capital Structure**
- PART IV : Demerger of Demerged Undertaking
From Demerged Company to Resulting
Company**
- PART V: Alteration to the Memorandum and
Articles of Association**
- PART VI : Accounting Treatment**
- PART VII : General Terms and Conditions**

For Abilities Pharma Plastics & Polymers Ltd.

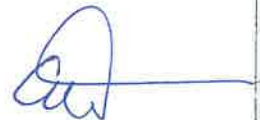


Director

For Abilities Innovative Products & Technologies Limited



Director



PART I
DEFINITIONS AND INTERPRETATIONS

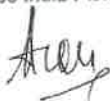
1. DEFINITIONS

In this Scheme, unless the context otherwise requires, the following expressions shall have the meanings ascribed to them below:

- (a) “1956 Act” means the Companies Act, 1956, and the rules, regulations, circulars and notifications issued there under, each as amended from time to time and to the extent in force.
- (b) “2013 Act” means the Companies Act, 2013 and the rules, regulations, circulars and notifications issued there under, each as amended from time to time and to the extent in force.
- (c) “Act” means the 1956 Act or 2013 Act, as may be applicable, as amended or substituted by any statutory modifications / re-enactment thereof.

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For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited

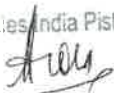


Director



- (d) "**Applicable Law(s)**" means any statute, law, regulation, ordinance, rule, judgment, order, decree, by-law, order, directive, guideline, policy, requirement, or other restriction issued, promulgated or enacted by any governmental/regulatory/statutory authority or any similar form of decision of, or determination by, or any interpretation or adjudication, having the force of law by any of the foregoing authorities having jurisdiction over the matter in question and includes any modifications, re-enactments thereof;
- (e) "**Appointed Date**" means the opening of business hours as on April 01, 2024, or any other date as may be decided/approved by the respective Boards of Directors of the Demerged Company and the Resultant company or Hon'ble NCLT, being the date with effect from which this Scheme shall be deemed to have become operative;
- (f) "**Board of Directors**" in relation to the Demerged Company and the Resultant company, as the case may be, means the Board of Directors of respective

For Abilities India Pistons & Rings Ltd.

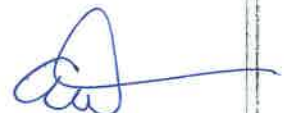


Director

For Abilities Innovative Products & Technologies Limited



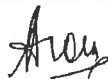
Director



companies and shall, unless it be repugnant to the context thereof or otherwise, include a committee of directors or any person authorized by the Board of Directors or such committee of Directors;

- (g) **"Book Value(s)"** means the value(s) of the assets and liabilities of the Demerged Undertaking (as defined below), as appearing in the books of account of the Demerged Company at the close of business as on the day immediately preceding the Appointed Date;
- (h) **"Companies"** means the Demerged Company and the Resultant company collectively, and **"Company"** shall mean any one of them as the context may require.
- (i) **"Demerged Company"** or **"AIPRL"** or **"Applicant Company No. 1"** means M/s Abilities India Pistons and Rings Limited, is a Company incorporated under the provisions of the Companies Act, 1956 read with the rules made thereunder and having its registered office at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local

For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited



Director



Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi, East Delhi, East Delhi, East Delhi, Delhi, India, 110092. The Corporate Identity Number of the Company is U25990DL1960PLC003266 and Income Tax PAN - AAACA3001G.

(j) “Demerged Undertaking” means and includes the entire business relating to manufacturing of pistons, pistons rings, gravity casting, pressure die casting and coatings etc. as on the Appointed Date and includes (without limitation) the following:

- (i) all assets and property except all Property, Plant & Equipment categories under Real Estate Division such as Land, Building, Car/Van, Air Conditioner & Electric Installation and cash and FDR as categorized under Real Estate Division, relating to the Demerged Undertaking of the Demerged Company wherever situated, whether present, future or contingent, tangible or intangible, in possession or reversion corporeal or incorporeal, including without limitation, plant and machinery,

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For Abilities India Pistons & Rings Ltd.

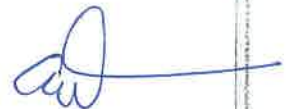


Director

For Abilities Innovative Products & Technologies Limited



Director

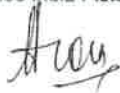


non-current investments, long term loan and advances, current assets, furniture, fixtures, appliances, accessories, office equipment's, actionable claims, and sundry debtors, financial assets and accrued benefits thereon, prepaid expenses, advances recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cheques and other negotiable instruments, cash and bank balances and deposits including accrued interests thereon with other persons, tax related assets, tax benefits, exemptions and refunds [hereinafter referred to as the "Assets");

- (ii) all debts, borrowings, obligations, duties and liabilities except the Car Loan, both present and future liabilities including outstanding dues, duties, and obligations, fixed and contingent liability pertaining to or arising out of activities or operations of the Demerged Company in relation to Demerged Undertaking, whether secured or unsecured, whether in India rupees or foreign currency, whether or not provided for in the books

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For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited



Director



- of accounts of the Demerged Company and whether disclosed or not in its financial statements (hereinafter referred to as "**Liabilities**");
- (iii) all permits, licenses, registrations, permissions, clearances, approvals, consents, no-objections, rights, entitlements, exemptions, benefits, including in respect of any pending application, whether made at the first instance or for renewal/modification, made by the Demerged Company and/or to which the Demerged Company is entitled to as on the Appointed Date (hereinafter referred to as "**Licenses/ Approvals**");;
- (iv) all brands, trademarks, service marks, patents and other intellectual property rights of every kind and description whatsoever of the Demerged Company pertaining to the Demerged Undertaking (hereinafter referred to as "**Brands**");
- (v) all contracts, agreements, memorandum of understanding, bids, expressions of interest, letters of intent, commitment letters, other arrangements, undertakings, deeds, bonds and other instruments

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For Abilites India Pistons & Rings Ltd.



Director

For Abilites Innovative Products & Technologies Limited



Director



of whatsoever nature and description, whether written, oral, digital or otherwise to which the Demerged Company is a party, or to the benefit of which the Demerged Company may be entitled (hereinafter referred to as "Contracts");

- (vi) all employees of the Demerged Company, whether permanent or temporary, engaged as on the Effective Date in the business of manufacturing of pistons and other products as mentioned hereinbefore (hereinafter referred to as "Transferred Employees"), all provisions and benefits made in relation to such employees including provident funds, registrations and reserves and contributions, if any, made towards any provident fund, employees state insurance, gratuity fund, staff welfare scheme or any other special schemes, funds or benefits, existing for the benefit of such Transferred Employees of the Demerged Company (hereinafter referred to as "Funds"), together with such of the investments

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For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited



Director



made by these Funds, which are referable to such employees;

- (vii) all civil, criminal, revenue, other proceedings, enquiries or investigations of whatsoever nature initiated by or against the Demerged Company or to which the Demerged Company is otherwise a party, whether pending as on the Appointed Date or instituted any time thereafter (hereinafter referred to as "Proceedings");
- (viii) all books, records, files, papers, engineering and process information, databases, catalogues, quotations, advertising materials, lists of present and former credit, and all other books and records, whether in physical or electronic form, of the Demerged Company;
- (ix) all privileges and benefits of all contracts, agreements and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever of the Demerged Company pertaining to the Demerged Undertaking;

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Director

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Director



Notwithstanding the generality of the above, split balance sheet of AIPRL as on March 31, 2024 is set out in Schedule 1 hereto.

- (k) **“Effective Date”** means the date or last of the dates on which the certified copies of the orders of the NCLT sanctioning the Scheme are filed by the Demerged Company and the Resultant company with the Registrar of Companies, NCT of Delhi & Haryana. References in this Scheme to the date of “coming into effect of this Scheme” or “upon the Scheme becoming effective” shall mean the Effective Date;
- (l) **“Equity Shares”** means the equity shares of the Demerged Company or the Resultant company, as the case may be;
- (m) **“Governmental Authority”** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or

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For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited





Director



commission or committee or any court, NCLT, instrumentality, judicial or quasi-judicial or arbitral body having jurisdiction over the territory of India;

- (n) **"IT Act"** means the Income Tax Act, 1961, as amended or any statutory modification / re-enactment thereof.
- (o) **"Tribunal" or "NCLT" or "National Company Law Tribunal"** means the New Delhi bench of the National Company Law Tribunal or any other appropriate forum or authority empowered to approve the Scheme as per the law for the time being in force.
- (p) **"Record Date"** means the date to be fixed by the Board of Directors of the Demerged Company, for the purpose of determining the members of the Demerged Company to whom shares in the Resultant company will be allotted under the Scheme (as defined below);
- (q) **"Remaining Division" or "Remaining Business" or "Remaining Undertaking"** means all assets, property,



including a freehold factory land and building situated at GT Road Giani Border, P.O. Chikamberpur, Ghaziabad, Uttar Pradesh – 201006 owned by the Demerged Company other than the Demerged Business.

- (r) **“Resultant Company”** or **“Applicant Company No. 1”** means Abilities Innovative Products & Technologies Limited, a Public Limited Company incorporated under the provisions of the Companies Act, 2013 read with the rules made thereunder and having its registered office situated at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi, East Delhi, East Delhi, East Delhi, Delhi, India, 110092. The Corporate Identity Number of the Company is U23955DL2024PLC424673 and Income Tax PAN is AAZCA9296L.
- (s) **“ROC”** means the Registrar of Companies, NCT of Delhi and Haryana, having jurisdiction over the Demerged Company and the Resultant company.

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Director

For Abilities Innovative Products & Technologies Limited



Director



- (t) "Scheme" or "Scheme of Arrangement" or "the Scheme" or "this scheme" means this Scheme of Arrangement for demerger of demerged undertaking to the Resultant company under Sections 230 to 232 and any other applicable provisions, if any Companies Act, 2013 and with any modification(s) approved or imposed or directed in accordance with applicable Laws by NCLT.
- (u) "Share Entitlement Ratio" means the ratio in which the New Equity Shares of the Resultant company are to be allotted to the shareholders of the Demerged Company by the Resultant company as per Clause 7.1 of the Scheme.
- (v) "Shareholders" mean the persons registered as holders of the Equity Shares of the Companies concerned.

2. INTERPRETATIONS

In this Scheme, unless the context otherwise requires:

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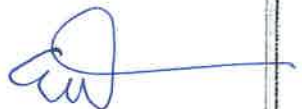


Director

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Director



- (a) references in this Scheme to "upon the Scheme becoming effective" shall mean the Effective Date of the Scheme;
- (b) references to the singular includes a reference to plural and vice versa and reference to any gender includes a reference to all other genders;
- (c) reference to persons shall include individuals, firms, trusts, bodies corporate (wherever incorporated or unincorporated), associations and partnerships;
- (d) headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- (e) references to a clause or paragraph or Schedule, as applicable, shall be deemed to be a reference to a clause or paragraph or Schedule of this Scheme;
- (f) reference to the words 'hereof', 'herein' and 'hereby' and derivatives or similar words refer to this entire Scheme;
- (g) references to the words "including", "inter alia" or any similar expression, shall be construed as illustrative and shall not limit the sense of the words preceding those terms; and

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Director

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Director



- (h) any reference to any statute or statutory provision shall include:
- a. all subordinate legislations made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated from time to time) and any retrospective amendment; and
 - b. such provision as from time to time amended, modified, re-enacted or consolidated (Whether before or after the filing of this Scheme) to the extent such amendment, modification, re-enactment or consolidation applies or is capable of applying to the matters contemplated under this Scheme and (to the extent liability there under may exist or can arise) shall include any past statutory provision (as amended, modified, re-enacted or consolidated from time to time) which the provision referred to has directly or indirectly replaced.

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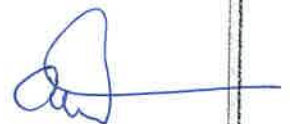


Director

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Director



PART II
CAPITAL STRUCTURE

3. CAPITAL STRUCTURE OF THE DEMERGED COMPANY

3.1 The Capital structure of the Demerged Company, as per the latest Audited Balance Sheet (as at March 31, 2024) is as follows:

Particulars	Amount (in Rs.)
Authorized	
45,00,000 Equity Shares of Rs.10/- each	4,50,00,000/-
Issued, Subscribed and Fully Paid-up	
39,01,718 Equity Shares of Rs.10/- each	3,90,17,180/-
Total paid up capital	3,90,17,180/-

3.2 Subsequent to the above date and till the date of the Scheme being approved by the Board of Directors of the Demerged Company, there has been no change in the Authorized,

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Director

Director

issued, subscribed or paid-up capital of the Demerged Company.

- 3.3 The Capital Structure of the Resultant company, as per the Audited Balance Sheet (as at March 31, 2024) is as follows:

Particulars		Amount (in Rs.)
Authorised		
1,00,000 Equity Shares of Rs.10/- each	:	10,00,000/-
Issued, Subscribed and Paid-up		
50,000 Equity Shares of Rs.10/- each	:	5,00,000/-
Total paid up capital	:	5,00,000/-

- 3.4 Subsequent to the above date and till the date of the Scheme being approved by the Board of Directors of the Resultant Company, there has been no change in the Authorized, capital of the Resultant Company except increase in issued, subscribed or paid-up capital of the Resultant Company and

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Director

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Director

the updated capital Structure of the Resultant Company as on Oct 09, 2024 are as follows:

Particulars	Amount (in Rs.)
Authorised	
1,00,000 Equity Shares of Rs.10/- each	: 10,00,000/-
Issued, Subscribed and Paid-up	
60,000 Equity Shares of Rs.10/- each	: 6,00,000/-
Total paid up capital	: 6,00,000/-

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Director



PART III
DEMERGER, TRANSFER AND VESTING OF THE
DEMERGED UNDERTAKING IN THE RESULTANT
COMPANY

4. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING

- 4.1 Upon the Scheme becoming effective, on and from the Appointed Date, the Demerged Undertaking of Demerged Company shall, together with all its Assets, Liabilities, Licenses, Brands, Contracts, Intellectual Property, Proceedings, Transferred Employees, Funds and Obligations, subject to the provisions of Clause 4.2 hereof in relation to the mode and manner of vesting, and without any further act or deed or instrument and in accordance with provisions of Section 230 to Section 232 of the Companies Act, 2013 and all other applicable provisions of law, be transferred to and vested in and be deemed to have been transferred to and vested in, the Resultant company, as a going concern.
- 4.2 Without prejudice to the generality of the foregoing and to the extent applicable, unless otherwise stated herein, upon the Scheme becoming effective, on and from the Appointed

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Director



Date, the mode and manner of vesting referred to 4.1 above, shall be as under:-

4.2.1 Assets

4.2.1.1 In respect of such assets related to Demerged Undertaking of the Demerged Company as are moveable in nature or are otherwise capable of transfer by delivery of possession or by endorsement and delivery, the same shall so stand transferred to and be vested in the Resultant company and shall become the property of the Resultant company. The vesting pursuant to this clause shall be deemed to have occurred by manual delivery or endorsement, as appropriate to the property being vested and title and ownership on the property shall be deemed to have been transferred accordingly, without requiring execution of any deed or instrument of conveyance for the same;

4.2.1.2 In respect of such of the Assets belonging to the Demerged Company other than those specified in Clause 4.2.1.1 hereof, including sundry

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Director

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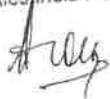
Director



debtors, outstanding loans and advances, deposits or other amounts, if any, recoverable in cash or in kind or value to be received, cash and bank balances, deposits with Governmental Authority, customers and others, the same shall, without requiring any consent or approval or no objection from the concerned party and without any further act, instrument or deed by the Demerged Company or the Resultant company or the need for any endorsements, stand transferred from the Demerged Company to, and in favour of, the Resultant company, notwithstanding any provision to the contrary contained in the relevant document or instrument concerning the same. Any security, lien, encumbrance or charge created over any Assets in relation to any dues or debts of the Demerged Company, shall, without any further act or deed, stand transferred to the benefit of the Resultant company and the Resultant company will have all the rights of the

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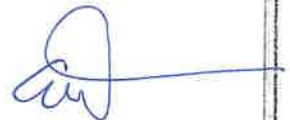


Director

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Director



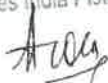
Demerged Company to enforce such security, lien, encumbrance or charge, by virtue of this Scheme;

4.2.1.3 In relation to Assets belonging to the Demerged Undertaking, which require separate documents for vesting in Resultant company, or which the Demerged Company and/ or Resultant company otherwise desire to be vested separately, the Demerged Company and Resultant company will execute such deeds, documents or such other instruments, if any, as may be mutually agreed;

4.2.1.4 If assets acquired by the Demerged company after the appointment date and prior to the effective date for operation of the Demerged Undertaking shall be deemed to have been acquired for and on behalf of Resultant company and shall also stand transferred to and vested in Resultant company with effect from the Effective Date; and

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Director

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Director



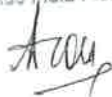
4.2.1.5 It is hereby clarified that if any Asset (including but not limited to any estate, rights, title, interest in or authorities relating to such assets) in relation to the Demerged Undertaking which the Demerged Company owns, cannot be transferred to Resultant company for any reason whatsoever, the Demerged Company shall hold such asset in trust for the benefit of Resultant company.

4.2.2 Licenses/ Approvals

All Licenses relating to the Demerged Undertaking of Demerged Company shall stand transferred to and be vested in the Resultant company, without any further act or deed by the Demerged Company or the Resultant company and be in full force and effect in favour of the Resultant company, as if the same were originally given to, issued to or executed in favour of the Resultant company and the Resultant company shall be bound by the terms thereof, the obligations and duties there under,

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Director



and the rights and benefits under the same shall be available to the Resultant company.

4.2.3 Brands

All brands and all other interests exclusively relating to the Demerged Undertaking, be transferred to and --rested in and deemed to be transferred to and vested in the Resultant company as if the same were originally given to, issued to or executed in favor of the Resultant company, and the rights, claims and benefits under the same shall be available to the Resultant company. Further, the Demerged Company and the Resultant company shall execute necessary deeds/ documents/ agreements to give effect to the foregoing, as required.

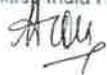
4.2.4 Benefits

All Benefits, entitlements, incentives and concessions under any Applicable Laws, to which the Demerged Company is entitled to and/or to the extent statutorily available to the Demerged Company, along with associated obligations, shall stand transferred to, and be

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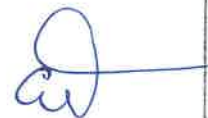
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Director



Director



available to, the Resultant company as if the Resultant company was originally entitled to all such benefits, entitlements, incentives and concessions.

4.2.5 Contracts

- 4.2.5.1 All Contracts of the Demerged Company which are subsisting or having effect immediately before the Effective Date shall stand transferred to and vested in the Resultant company and be in full force and effect in favour of the Resultant company and may be enforced by or against it as fully and effectually as if, instead of the Demerged Company, the Resultant company had been or beneficiary or obligee thereto or thereunder.
- 4.2.5.2 The Resultant company shall be entitled to enter into and/or issue and/or execute deeds, writings or confirmations or enter into any arrangements, confirmations or novation's in order to give effect in the provisions of this clause if so required.

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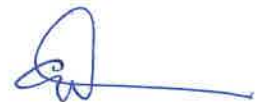


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Director



4.2.5.3 Any inter-contracts between the Demerged Company and the Resultant company shall stand cancelled and cease to operate upon the coming into effect of this Scheme.

4.2.6 Intellectual Property

All Intellectual Property of the Demerged Company shall stand transferred to and be vested in the Resultant company and be in full force and effect in favour of the Resultant company and may be enforced by or against it as fully and effectually as if, instead of the Demerged Company, the Resultant company had been a party or beneficiary or obligee thereto.

4.2.7 Transferred Employees

4.2.7.1 All Transferred Employees of the Demerged Company shall be deemed to have become the employees and staff of the Resultant company with effect from the Appointed Date, and shall stand transferred to the Resultant company without any interruption of service and on terms

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Director

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Director



and conditions no less favourable than those on which they are engaged by the Demerged Company as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefit, incentive plans, terminal benefits, gratuity plans, provident fund plans and any other retirement benefits.

4.2.7.2 Services of all Transferred Employees with the Demerged Company prior to their transfer, shall be taken into account for the purposes of all benefits to be given by the Resultant company to which such Transferred Employees may be eligible, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident fund plans and other retirement benefits and accordingly, shall be reckoned from the date of their respective appointment in the Demerged Company. The

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Director

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Director



Resultant company undertakes to pay the same, as and when payable under Applicable Laws.

4.2.7.3 All contributions made by the Demerged Company on behalf of the Transferred Employees and all contributions made by the Transferred Employees including the interests arising thereon, to the Funds and standing to the credit of such Transferred Employees' account with such Funds, shall, upon the Scheme becoming effective, be transferred to the funds maintained by the Resultant company along with such of the investments made by such Funds which are referable and allocable to the Transferred Employees and the Resultant company shall stand substituted for the Demerged Company with regard to the obligation to make the said contributions.

4.2.7.4 The terms and conditions of service applicable to the Transferred Employees on the Effective Date will not in any way be less favorable to

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Director

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Director



them than those applicable to them immediately before the Effective Date.

4.2.7.5 The contributions made by the Demerged Company under Applicable Law in connection with the Transferred Employees, to the Funds, for the period after the Appointed Date shall be deemed to be contributions made by the Resultant company.

4.2.8 Liabilities

4.2.8.1 All debts, liabilities, secured and unsecured loans including general or multi-purpose borrowings locate as per the provisions of Section 2(19AA) of the income-tax Act, 1961, of the Demerged company in relation to Demerged Undertaking, shall, pursuant to the provisions of the Companies Act to the extent they are outstanding as on the Effective Date, without any further act, instrument or deed, stand transferred to and be deemed to be the debts, liabilities, contingent liabilities, duties and

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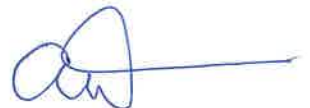


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Director



obligations, etc., as the case may be, of the Resultant company and shall be enforceable against the Resultant company, as if it had incurred such Liabilities;

4.2.8.2 The Resultant company alone shall be liable to discharge and satisfy the Liabilities as the borrower/creditor in respect thereof;

4.2.8.3 This Scheme shall not operate to enlarge or extend the security for any of the Liabilities and the Resultant company shall not be obliged to create any further or additional securities in respect of such Liabilities after the Effective Date, unless otherwise agreed to by the Resultant company with such secured creditors and subject to the consent and approval of the existing secured creditors of the Resultant company, if any. Further, this Scheme shall not operate to enlarge or extend the security for any debt, loan, deposit, credit or other facility availed by the Resultant company, in as much as

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Director


Director

the security shall not extend to any of the Assets forming part of the Undertaking;

- 4.2.8.4 In so far as the existing security in respect of the Liabilities is concerned, such security shall, without any further act, instrument or deed, be modified and shall be extended to and shall operate only over the Assets, which have been charged and secured and subsisting as on the Effective Date, provided that if any of such Assets have not been charged or secured in respect of the Liabilities, such Assets shall remain unencumbered and the existing security referred to above shall not be extended to and shall not operate over such Assets;
- 4.2.8.5 Subject to Applicable Laws, it shall not be necessary to obtain the consent of any third party or other person, who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this clause;

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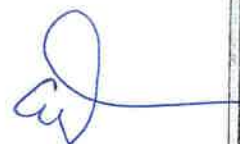


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Director



- 4.2.8.6 It is expressly provided that, save as mentioned in this clause, no other term or condition of the Liabilities is being modified by virtue of this Scheme, except to the extent that such amendment is required by necessary implication;
- 4.2.8.7 The Scheme shall not in any manner affect the rights and interests of the creditors of the Demerged Company or be deemed to be prejudicial to their interests and in particular the secured creditors of the Demerged Company (if any) shall continue to enjoy and hold charge upon their respective securities and properties without any change;
- 4.2.8.8 Where any of the Liabilities pertaining to the Demerged Undertaking on the Appointed Date has been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of the Resultant company;

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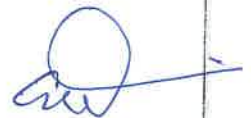
Director

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Director



4.2.8.9 All loans raised and used, and liabilities incurred, if any, by the Demerged Company after the Appointed Date, but prior to the Effective Date, for the Demerged Undertaking shall be deemed to be transferred to, and discharged by Resultant company without any further act or deed; and

4.2.8.10 The provision of this clause shall operate notwithstanding anything to the contrary contained with any deed or writing or the terms of sanction or issue or any security document, all of which instruments shall stand modified and/or superseded by the foregoing provisions.

4.2.9 Legal and other such Proceedings

All Proceedings transferred to the Resultant company pursuant to the Scheme, shall not abate or be discontinued or in any way be prejudicially affected by anything contained in this Scheme and the proceedings shall continue and any prosecution shall be enforced by or against the Resultant company in the same manner and to

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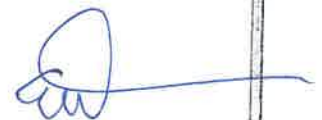
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Director

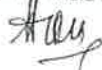


Director



the same extent as it would or might have been continued, prosecuted or enforced by or against the Demerged Company, as if this Scheme had not been made. The Resultant company undertakes to have such Proceedings relating to or in any way connected with the Demerged Company, initiated by or against the Demerged Company, transferred in the name of the Resultant company as soon as possible, after the Effective Date, and to have the same continued, prosecuted and enforced by or against the Resultant company. The Resultant company also undertakes to pay all amounts including interest, penalties, damages, etc., which the Demerged Company may be called upon to pay or secure in respect of any liability or obligation relating to the Demerged Company for the period from the Appointed Date up to the Effective Date and any costs incurred by the Demerged Company in respect of such proceedings started by or against it relating to the period from the Appointed Date up to the Effective Date upon submission of necessary evidence by the Demerged Company to the Resultant company for making such payment.

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Director



Director



4.2.10 Tax

4.2.10.1 Upon the Scheme becoming effective, all taxes/ cess/ duties, direct and/or indirect taxes, payable by or on behalf of the Demerged Company in relation to Demerged Undertaking, from the Appointed Date onwards, including all or any refunds and claims, including refunds or claims pending with Governmental Authority and including the right for any tax allowances/ deductions (including tax holiday benefits), of the Demerged Company, shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, claims allowances/ deductions of the Resultant company;

4.2.10.2 The tax deducted at source ("TDS")/advance tax and self- assessment tax paid, if any, by the Demerged Company under the Income-Tax Act, 1961 or any other statute in respect of income of the Demerged Company assessable for the period commencing from the Appointed Date

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Director

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Director



shall be deemed to be the tax deducted, advance tax and self-assessment tax paid by the Resultant company and credit for the same shall be allowed to the Resultant company notwithstanding that certificates or challans for IDS and tax payments made are in the name of the Demerged Company and not in the name of the Resultant company;

4.2.10.3 Upon the Scheme becoming effective, the Resultant company is expressly permitted to claim refunds/ credits on account of service tax/ Goods and Service Tax in accordance with the Service Tax/ Goods and Service Tax Rules;

4.2.10.4 The CENVAT credits/unutilized service tax/ Goods and Service Tax credits, if any, relating to the taxes paid on input services availed by the Demerged Company shall be transferred to the credit of the resultant company, as if all such unutilized credits were lying to the account of the resultant company. The Resultant company shall accordingly be entitled to set off all such

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For Abilities India Pistons & Rings Ltd.

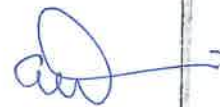


Director

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Director

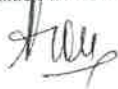


unutilized credit against the service tax/ Goods and Service Tax payable by it, without limitation;

4.2.10.5 Any tax paid by the Demerged company on or after the appointed date, in respect of income assessable from the said date, shall be deemed to have been paid by or for the benefit of the Resultant company. The Resultant company shall, after the Effective Date, be entitled to file the relevant returns (including income-tax returns, TDS returns, cenvat returns, service tax returns, Goods and Service tax returns and other tax returns) with the authorities concerned for the period after the Appointed Date notwithstanding that the period for filing such return may have elapsed. Further, the Resultant company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Demerged Company for any year, if so necessitated or otherwise required consequent

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Director

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Director



to this Scheme notwithstanding that the time prescribed for such revision may have elapsed.

4.2.11 Books and Records

All books, records, files, papers, engineering and process information, catalogues, quotations, advertising materials, if any, lists of present and former clients and all other books and records, whether in physical or electronic form, of the Demerged Company, to the extent possible and permitted under Applicable Laws, be handed over by them to the Resultant company.

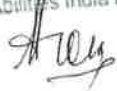
5. CONDUCT OF BUSINESS

5.1 With effect from the Appointed Date and up to the Effective Date:-

5.1.1 The Demerged Company shall carry on its business related to Demerged Undertaking with reasonable diligence and commercial prudence and in the same manner as is consistent with past practices;

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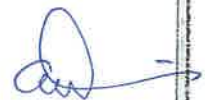


Director

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Director



- 5.1.2 The Demerged Company, in relation to Demerged Undertaking, shall carry on and shall be deemed to have carried on all their business activities and shall hold and stand possessed and shall be deemed to have held and stood possessed of all its assets, rights, title, interests, authorities, contracts, investments and decisions, benefits for and on account of and in trust for the Resultant company;
- 5.1.3 All obligations, liabilities, duties and commitments attached, related or pertaining to Demerged Undertaking of Demerged Company shall be undertaken and shall be deemed to have been undertaken for and on account of and in trust for the Resultant company; and
- 5.1.4 All the profits and income, relating to Demerged Undertaking, accruing or arising to the Demerged Company and all expenditure or losses, relating to Demerged Undertaking, arising or incurred by the Demerged Company shall, for all purposes, be treated and be deemed

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Director

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Director



to be the profits and incomes or expenditures and losses, as the case may be, of the Resultant company.

5.2 All assets acquired leased or licensed, licenses obtained, benefits, entitlements, incentives and concessions granted, Contracts entered into, Intellectual Property developed or registered, or applications made thereto, Liabilities incurred and Proceedings initiated or made party to, between the Appointed Date and till the Effective Date by the Demerged Company shall be deemed to be transferred and vested in the Resultant company. For avoidance of doubt, where any of the Liabilities as on the Appointed Date (deemed to have been transferred to the Resultant company) have been discharged by the Demerged Company on or after the Appointed Date but before the Effective Date, such discharge shall be deemed to have been for and on behalf of the Resultant company for all intent and purposes and under all Applicable Laws. Further, in connection with any transactions between

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Director

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Director




the Demerged Company and the Resultant company between the Appointed Date and upto the Effective date, if any taxes under Goods and Service Tax has been paid by the Demerged Company, then upon the Scheme becoming effective, the Resultant company shall be entitled to claim refund of such Good and Services tax paid by the Demerged Company.

- 5.3 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Demerged Company occurs by virtue of Part III of this Scheme itself, the Resultant company may, at any time after the Effective Date, in accordance with the provisions hereof, if so required under Applicable Law or otherwise, give notice in such form, as may be required or as it may deem fit and proper or enter into or execute deeds (including deeds of adherence), confirmations, novations, declarations or other writings or documents as may be necessary and carry out and perform all such formalities and compliances, for and on behalf of the Demerged Company, including, with

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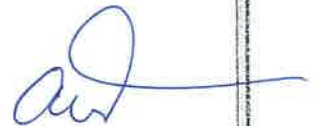


Director

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Director



or in favour of and required by (i) any party to any Contract to which the Demerged Company is a party; or (ii) any Governmental Authority or non-government authority, in order to give formal effect to the provisions of this Scheme. Provided, however, that execution of any confirmation or novation or other writings or arrangements shall in no event postpone the giving effect to this Scheme from the Effective Date.

- 5.4 To the extent possible, pending sanction of this Scheme, the Demerged Company or the Resultant company, in relation to Demerged Undertaking, shall be entitled to apply to the relevant Governmental Authority and other third parties concerned, as may be necessary under any Applicable Law or contract for transfer or modification of such consents, approvals and sanctions which the Resultant company may require to own and carry on the business with effect from the Effective Date and subject to this Scheme being sanctioned by the relevant Governmental Authority.

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Director

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5.5 For the purpose of giving effect to the order passed as per provision of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 in respect of this Scheme by the NCLT, the Resultant company shall, upon the Scheme becoming effective, be entitled to get the record of the change in the legal right(s) standing in the name of the Demerged Company, in its favour in accordance with such order and the provisions of Section 230 to 232 and other applicable provisions of the Companies Act.

6. Saving of Concluded Transactions

The transfer and vesting of the Demerged Company with and into the Resultant company under Part III of the Scheme, shall not affect any transaction or proceedings already completed or liabilities incurred by the Demerged Company pertaining to Demerged undertaking either prior to or on or after the Appointed Date till the Effective Date, to the end and extend by one the behalf of the Demerged Company in

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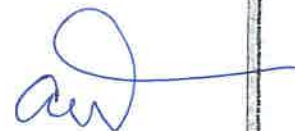


Director

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Director



respect thereto as acts, deeds and things one executed by and on behalf of itself.

7. Issue of share

7.1 Upon the scheme becoming effective and in consideration of the Demerger and transfer of the Demerged undertaking, the Resultant company shall issue and allot Equity Shares of Rs. 10/- each at par value in the Resultant company ("**New Shares**") to the shareholders of the Demerged Company whose names appear in the Register of Members of the Demerged Company as on the Record Date in the following ratio

1 (One) Equity Share of Rs. 10/- each of the Resultant company, credited as fully paid-up, for every 1 (One) Equity Share of Rs. 10/- each, fully paid-up held in the Demerged Company ("**Entitlement Ratio**").

7.2 The Shareholders of the Demerged Company holding shares in the Demerged Company in certificate form shall be issued new shares in certificate form.

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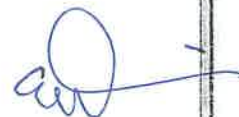


Director

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Director



7.3 All New Shares to be issued and allotted by the Resultant company under this Scheme shall rank pari-passu in all respects with the existing shares of the Resultant company, excluding the right to receive dividends which are declared prior to the effective date of the Scheme, and shall be subject to the Memorandum and Articles of Association of the Resultant company.

7.4 Upon the issuance and allotment of equity shares pursuant to Scheme, the Resultant company shall take necessary steps, in accordance with applicable laws.

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Director

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Director



PART IV
ALTERATION TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION

8. COMBINATION, CONSOLIDATION AND
RECLASSIFICATION OF AUTHORISED SHARE
CAPITAL

8.1 Upon the scheme becoming effective, without any further acts or deeds on the part of the Resultant Company and notwithstanding anything contained in Sections 13 and 61 of the Companies Act, 2013 the Authorized Share Capital of the Resultant Company shall automatically stand increased without any further act, instrument or deed on the part of the Resultant Company including without payment of stamp duty and fees payable to Registrar of Companies, by the Authorised Share Capital of Resultant Company i.e., by Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lakhs Only) divided into 45,00,000 (Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Memorandum of Association and Articles of

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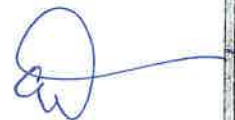
For Abilities India Pistons & Rings Ltd.



Director



Director



Association of the Resultant Company (relating to the Authorised Share Capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended and for this purpose the stamp duties and fees paid on the authorized share capital of the Demerged Company shall be utilized and applied to the increased authorized share capital of the Resultant Company and no payment of any extra stamp duty and/or fee shall be payable by the Resultant Company for increase in the authorized share capital to that extent.

- 8.2 Consequent upon the amalgamation, the Authorised Share Capital of the Resultant Company shall be as under:

Authorised Share Capital	Share	Amount (in Rs.)
45,00,000	Equity Shares of Rs. 10/- (Rupees Ten Only) each	Rs. 4,50,00,000/-
Total		Rs. 4,50,00,000/-

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For Ability's India Pistons & Rings Ltd.

Director

For Abilities Innovative Products & Technologies Limited

Director

8.3 Accordingly, upon sanction of this scheme, Clause V (Capital Clause) of the Memorandum of Association of the Resultant Company shall stand altered as under:-

“The Authorised Share Capital of the Company is Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lakhs Only) divided into 45,00,000 (Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each .”

8.4 It is clarified that the approval of the members of the Resultant Company to this Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum of Association of the Resultant Company as may be required under the Act.

For Abilite India Pistons & Rings Ltd.



Director

For Abilites Innovative Products & Technologies Limited



Director



PART V**ACCOUNTING TREATMENT****9. TREATMENT IN THE BOOKS OF DEMERGED COMPANY**

9.1 Upon the Scheme becoming effective, the book value of assets and liabilities related to the Demerged Undertaking, as appearing in the books of account of the Demerged Company and transferred to the Resultant company, shall be reduced from the corresponding balances of the assets and liabilities of the Demerged Company.

9.2 The excess of the book value of assets over the book value of liabilities of the Demerged Undertaking, shall be adjusted to the following reserves on a proportionate basis:-

9.2.1 Securities Premium Account;

9.2.2 Surplus (profit and loss balance).

9.3 The accounting treatment provided hereinabove is in accordance with the applicable accounting standards as

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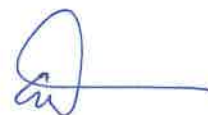


Director

For Abilities Innovative Products & Technologies Limited



Director



on the date of approval of the Scheme by the Board of Directors of Demerged Company and Resultant company and shall be followed as such or in such other manner as the regulatory authorities may approve.

10. TREATMENT IN THE BOOKS OF THE RESULTANT COMPANY

10.1 The assets and liabilities of the Demerged Undertaking shall be transferred to the Resultant company at their values as appearing in the books of account of the Demerged Company at the close of business of the day immediately preceding the Appointed Date. In determining the value of the assets referred to hereinabove, any change in value of assets consequent to their revaluation shall be ignored in terms of Section 2(19AA) of the Income-tax Act, 1961;

10.2 The aggregate face value of the new shares issued by the Resultant company to the shareholders of the Demerged Company shall stand credited to the share capital of the Resultant company in its books of accounts;

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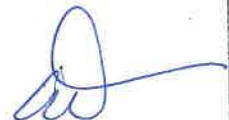
Director

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Director



10.3 The deficit, if any, of value of assets over the value of liabilities pertaining to the Demerged Undertaking shall be treated as Goodwill and the excess, if any, of value of assets over the value of liabilities pertaining to the Demerged Undertaking shall be treated as Capital Reserve.

10.4 The Resultant company shall record in its books of accounts, all transactions relating to the Demerged Undertaking of Demerged Company, in respect of assets, liabilities, income and expenses, from the Appointed Date to the Effective Date.

10.5 The accounting treatment provided hereinabove is in accordance with the applicable accounting standards as on the date of approval of the Scheme by the Board of Directors of the Demerged Company and the Resultant company and shall be followed as such or in such other manner as the regulatory authorities may approve.

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For Abilitis India Pistons & Rings Ltd.



Director

For Abilitis Innovative Products & Technologies Limited



Director



PART VI

GENERAL TERMS AND CONDITIONS

11. TAX NEUTRALITY

11.1 This Scheme, in so far as it relates to the demerger of Demerged Undertaking of the Demerged Company into the Resultant company, has been drawn up to comply with the conditions relating to "Demerger" as specified under the tax laws, including Section 2(19AA) of the Income Tax Act, 1961, which include the following:

11.1.1 all the assets and properties of the Demerged Undertaking, being transferred by the Demerged Company, immediately before the demerger shall become the properties of the Resultant company, respectively, by virtue of such Demerger;

11.1.2 all the liabilities relating to the undertaking, being transferred by the Demerged Company, immediately before the demerger, become the

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Director



liabilities of the Resultant company by virtue of the demerger;

11.1.3 the property and the liabilities of the undertaking or undertakings being transferred by the Demerged Company are transferred at values appearing in its books of account immediately before the demerger;

11.1.4 the Resultant company issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company on a proportionate basis, except where the Resultant company itself is a shareholder of the Demerged Company;

11.1.5 the shareholders holding not less than three-fourths in value of the shares in the Demerged Company (other than shares already held therein immediately before the demerger by, or by a nominee for, the Resultant company or, its subsidiary) become shareholders of the Resultant company or companies by the virtue

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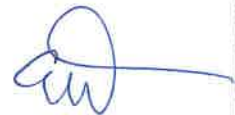


Director

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Director



of the demerger, otherwise than as a result of the acquisition of the property or assets of the Demerged Company or any undertaking thereof by the Resultant company; and

11.1.6 the transfer of the Demerged Undertaking shall be on a going concern basis;

And other relevant sections (including Sections 47 and 72A) of the Income Tax Act, 1961.

11.2 The demerger and transfer and vesting of the Demerged Undertaking under this Scheme have been proposed in compliance with Section 2(19AA) and other applicable provisions 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 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

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Director

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Director



necessary to comply with the said provisions. Such modification will however not affect the other parts of the Scheme. The power to make such amendments, as may become necessary shall vest with the Board of Directors of Demerged Company, which power can be exercised at any time and shall be exercised in the best interests of the companies and their shareholders.

12. DATE OF TAKING EFFECT AND OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT or the concerned Governmental Authority, shall be operative with effect from the Appointed Date upon the order sanctioning the Scheme taking effect from the Effective Date.

13. CONDITIONALITY OF THE SCHEME

13.1 This Scheme is conditional upon and subject to the following:

13.1.1 the Scheme being agreed to (in the manner prescribed) by the respective requisite

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Director

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Director



majorities of shareholders and creditors, if any, of the Demerged Company and Resultant company, as required under the Companies Act, 2013;

13.1.2 confirmation order of the Scheme being issued by the Central Government or NCLT, as applicable;

13.1.3 such other approvals and sanctions as required under Applicable Law in respect of this Scheme being obtained; and

13.1.4 Certified copy of the confirmation order of the Scheme issued by NCLT being filed by the Demerged Company and the Resultant company, with the Registrar of Companies, NCT of Delhi and Haryana respectively.

13.2 Notwithstanding anything to the contrary contained herein, the non-receipt of any sanctions or approvals for transfer of a particular asset or liability forming part of the Demerged Company to the Resultant

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Director

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Director



company pursuant to this Scheme, shall not affect the operation of this Scheme, if the Board of Directors of the Demerged Company and the Resultant company so decide.

14. APPLICATIONS TO THE TRIBUNAL

14.1 The Demerged Company and the Resultant company shall, with all reasonable dispatch, make applications to the NCLT under Section 230 of the Companies Act, 2013 seeking orders for dispensing with respective meetings or convening, holding and conducting of the meetings of the respective classes of the shareholders and/ or creditors of the Demerged Company and the Resultant company as may be directed by the NCLT.

14.2 On the Scheme being agreed to by the requisite majorities of the classes of the shareholders and/ or creditors of the Demerged Company and the Resultant company as directed by the NCLT/or their meetings dispensed with, the Demerged Company and the Resultant company shall with reasonable dispatch,

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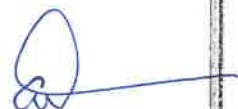
Director

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Director



apply to the NCLT, for sanctioning the Scheme under Section 230 to 232 of the Companies Act, 2013 and other provisions of the Act (if any) and for such order or orders, as the said NCLT may deem fit for carrying this Scheme into effect.

15. COSTS, EXPENSES AND STAMP DUTY

All costs, charges, taxes including stamp duties, levies and all other expenses, if any, arising out of/or incurred for carrying out and implementing the Scheme and matters incidental thereto, shall be borne and paid by the Resultant company (save as otherwise expressly agreed in writing). It is hereby clarified that since all movable properties belonging to the Demerged Company shall be transferred by way of delivery and possession, no stamp duty shall be payable on transfer of such movable Assets to Resultant company in terms of the Scheme.

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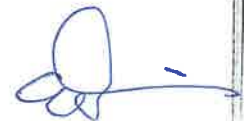


Director

For Abilitis Innovative Products & Technologies Limited



Director



16. MODIFICATIONS AND AMENDMENTS TO THE SCHEME

16.1 Notwithstanding anything to the contrary contained in this Scheme, the Demerged Company and the Resultant company (acting through their respective Board of Directors) may make or assent, from time to time, to any modifications, variations, amendments, including providing any clarifications or confirmations to/in the Scheme, which they deem necessary and expedient or beneficial to the interests of the stakeholders and/or as may be required/approved by the Registrar of Companies/ Official Liquidator/ Central Government/ concerned Governmental Authority.

16.2 The Demerged Company and the Resultant company (acting through their respective Board of Directors) shall be authorized to take all such steps and give such directions, as may be necessary, desirable or proper, to give effect to this Scheme, or to withdraw the Scheme and to resolve any doubts, difficulties or questions that

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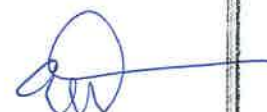
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may arise in regard to the meaning or interpretation of the Scheme or implementation or working thereof or in any manner whatsoever connected therewith, whether by reason of any directive or orders of the Central Government/any other Governmental Authority or otherwise, howsoever arising out of or under or by virtue of this Scheme or any matter connected therewith and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme.

16.3 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegated authority of the Demerged Company and the Resultant company may give and are hereby authorized to determine and give all such directions as are necessary and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

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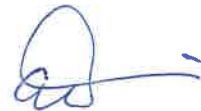
Director

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**17. EFFECT OF NON-RECEIPT OF APPROVALS/
SANCTIONS**

In the event that the Scheme is not sanctioned by the NCLT or in the event any of the other requisite consents, approval, permissions, sanctions or conditions are not obtained or complied with or for any other reason, the Scheme cannot be implemented, the Scheme shall not take effect and shall be withdrawn and in that event no rights or liabilities, whatsoever, shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person.

18. REMAINING UNDERTAKING

Save and except the Demerged Undertaking of the Demerged Company and as expressly provided in this Scheme, nothing contained in this Scheme shall affect the Remaining Undertaking of the Demerged Company, or any other business, assets, and liabilities of the Demerged Company, which shall continue to belong to and be vested in and be managed by the Demerged Company.

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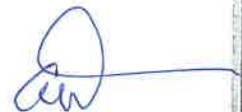


Director

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Director



19. RESIDUAL PROVISIONS

19.1 Even after this Scheme becomes operative, the Resultant company shall be entitled to realize all monies and complete and enforce all pending contracts and transactions in respect of the Demerged Undertaking in the name of the Demerged Company insofar as may be necessary till the transfer of rights and obligations of the Demerged Company to the Resultant company under this Scheme.

19.2 On the approval of the Scheme by the members of the Demerged Company and the Resultant company pursuant to Section 230 of the Companies Act, 2013, it shall be deemed that the said members have also accorded all relevant consents under relevant provisions of the Act to the extent the same may be considered applicable.

For Abilities India Pistons & Rings Ltd.



Director

For Abilities Innovative Products & Technologies Limited



Director



SCHEDULE I

**SPLIT BALANCE SHEET OF ABILITIES INDIA PISTONS
AND RINGS LIMITED AS ON MARCH 31, 2024**

For Abilities India Pistons & Rings Ltd.

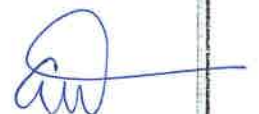


Director

for Abilities Innovative Products & Technologies Limited



Director



**Share Calculation
&
Valuation Report
(Pre & Post Demerger)
For
ABILITIES INDIA PISTONS AND RINGS LIMITED
(‘DEMERGED COMPANY’)
&
ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES
LIMITED
(‘RESULTING COMPANY’)**

**Prepared by: Hitesh Jhamb
(IBBI REGISTERED VALUER)**

Registration No: IBBI/RV/11/2019/12355

Contact Details

Hitesh Jhamb

CS, RV (SFA), LLB, B.Com

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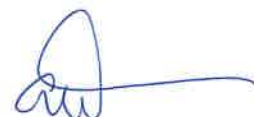
Email: jassociates.cs@gmail.com valuer@valuationmart.com

**Office Address: 270-A, FF, Patparganj, Mayur
Vihar Phase-I, New Delhi-110091**



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Source of Information
Approach Considered in Value Analysis
Selection of Valuation Methodology
Valuation of Shares for Both Companies (Segment wise)
Recommendation of Number of Shares to be issued
Limitations & Disclaimers



JHAMB & ASSOCIATES

(Company Secretaries | Registered Valuers | Trademark Agents)
GSTIN: 07AREPJ432E1ZB | URN: UDYAM-WB-10-0093045



Date: 10-10-2024

To,
The Board of Directors,

ABILITIES INDIA PISTONS AND RINGS LIMITED

Address: Plot No.-3, F-301, 3rd
Floor, Ashish Complex, Local
Shopping Centre, New Rajdhani
Enclave, Vikas Marg, Delhi, East
Delhi, Delhi, India, 110092
CIN: - U29120DL1960PLC003266

CC: ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

Address: Plot No.-3, F-301, 3rd Floor, Ashish
Complex, Local Shopping Centre, New
Rajdhani Enclave, Vikas Marg, Delhi, East
Delhi, Delhi, India, 110092
CIN: U23955DL2024PLC424673

Dear Sirs,

Subject: Recommendation of Number of Shares to be issued to Shareholders of Demerged Company for the Proposed Demerger as explained below.

I refer to my engagement letter dated 01-10-2024, whereby ABILITIES INDIA PISTONS AND RINGS LIMITED (hereinafter referred to as "You" or "Client" or "the Company" or "DEMERGED COMPANY"), have requested the undersigned, **Hitesh Jhamb** (hereinafter referred to as "Valuer", "I," "my," or "me"), a Registered Valuer registered with the Insolvency & Bankruptcy Board of India having Registration Number **IBBI/RV/11/2019/112355**, to carry out the recommendation of Number of Shares to be issued to Shareholders of Demerged Company for the Proposed Demerger as explained below.

My report summarizing the valuation analysis and share calculation as on **09.10.2024** ("Valuation Date") considering various data as stated in Source of Information is hereby enclosed.

HITESH JHAMB
REGISTERED VALUER
IBBI/RV/11/2019/112355

Office: 270-A, FF, Patparganj, Mayur Vihar, Phase-I, Delhi-110091
Contact: 9953001339 / 9717218118;
Email: jassociates.es@gmail.com; valuer@valuationmart.com
Website: www.valuationmart.com



JHAMB & ASSOCIATES

(Company Secretaries | Registered Valuers | Trademark Agents)

GSTIN: 07ARF-PJ1432E1ZB | URN: UDYAM-WB-10-0093045



A summary of the analysis is presented in the accompanying report, and the factors considered in formulating our opinion. In addition, the sources of information used in this report and the scope of work in the course of our assignment, noting any limitations on our assignment have also been listed in the report.

HITESH JHAMB
REGISTERED VALUER
IBBI/RV/11/2019/12355

Hitesh Jhamb

Registered Valuer (SFA)

Regn. No. IBBI/RV/11/2019/12355

CP No. DJF/RVO/005/SFA/DJF/RVO/2019-20/DELHI/B-3(F)/10020

Office: 270-A, FF, Patparganj, Mayapuri Vihar, Phase-I, Delhi-110091

Contact: 9953001339 / 9717218118;

Email: jassociates.cs@gmail.com; valuer@valuationmart.com

Website: www.valuationmart.com



I. Purpose:

1. We have been informed that the Board of Directors of the Companies are considering segregation and transfer of Demerged Company's Pistons & Ring Division (as defined hereinafter) to Resulting Company's business, which can be leveraged in providing the support services solely to the ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED. The demerger would facilitate both the companies in future expansion with proper financial arrangement, better management and increase in profitability.
2. Pursuant to the Proposed Demerger, the Demerged Company's entire Pistons & Ring Division undertaking including all the assets, liabilities, employees etc. of Demerged Company's Pistons & Ring Division would be transferred and vested with and into Resulting Company.
3. For this purpose, we have carried out an evaluation of all Segments of Demerged Company and evaluation of Resulting Company, with a view to recommend number of Shares to be issued to Shareholders of Demerged Company for the Proposed Demerger as explained above.
4. The information contained herein, and our report is absolutely confidential. It is intended for the sole use and information of the Companies, and only in connection with the Proposed Demerger. Any person/ party intending to provide finance/ invest in the shares/ businesses of any of the Companies shall do so after seeking professional advice from their advisors and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Proposed Demerger as aforesaid, can be done only with our prior permission from us (Valuer of Report) in writing.

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REGISTERED VALUER
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II. About the Valuer:

Mr. Hitesh Jhamb is a valuer registered with Insolvency and Bankruptcy Board of India ("IBBI") with Registration No.: IBBI/RV/11/2019/12355 for the purpose of valuation of all Segments of Demerged Company and evaluation of Resulting Company, with a view to recommend number of Shares to be issued to Shareholders of Demerged Company for the proposed demerger as explained above.

Further, Mr. Hitesh Jhamb is also a Company Secretary Holding membership with the Institute of Companies Secretaries of India. Furthermore, he is also a law graduate from Chaudhary Charan Singh University, Meerut and has completed his bachelor's in commerce from Kurukshetra University.

III. Background/ Information about ABILITIES INDIA PISTONS AND RINGS LIMITED (Demerged Company)

ABILITIES INDIA PISTONS AND RINGS LIMITED ("Demerged Company" or "AIPL") is a private limited company incorporated under the Companies Act, 1956, on July 12, 1960, having its registered office at Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi, East Delhi, Delhi, India, 110092. The Corporate Identification Number of the Demerged Company is U29120DL1960PLC003266.

The Demerged Company is involved in Manufacture of general purpose machinery.

HITESH JHAMB
REGISTRATION NO. IBBI/RV/11/2019/12355

IV. Background/ Information about ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED ("Resulting Company")

ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED ("Resulting Company" or "AIGSPL") is a newly formed private limited company incorporated under the Companies Act, 2013, on 1st January, 2024, having its registered office at lot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi, East Delhi, Delhi, India, 110092. The Corporate Identification Number of the Resulting Company is U23955DL2024PLC424673.

The Resulting Company shall be engaged in business of design, develop, buy, manufacture, and assemble, sell, import, export, distribute, and deal in batteries of all kinds and descriptions for automotive and others including Battery chargers, SMPS Chargers, Battery backup devices, Solar Batteries,

Tabular Batteries, BMS (Battery Management System) and various batteries of all description and all components, parts, accessories, articles and fittings required for that purpose.

V. Financial Statement of Demerged Company
Balance Sheet

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REGISTERED WALLER
16/07/17 2019/12355

ABILITIES INDIA PISTONS & RINGS LIMITED			
Balance Sheet as at 09th October 2024			
CIN No. U29120DL1960PLC003266			
Particulars	Note No.	After Demerger	
		Pistons & Rings Division	Real Estate Division
		Balance as at 09th October 2024	Balance as at 09th October 2024
EQUITY AND LIABILITIES			
Shareholder's Funds		241,628,165	128,560,683
Share Capital	2.1	-	39,017,180
Reserves and Surplus	2.2	194,340,141	136,831,527
Adjustment on demerger		47,288,024	(47,288,024)
Non-Current Liabilities		294,375,006	11,377,200
Long-term borrowings	2.3	196,858,552	7,195,958
Deferred tax liabilities (Net)	2.4	42,454,266	4,181,242
Other Long Term liabilities	2.5	46,152,681	-
Long term provisions	2.6	8,909,507	-
Current Liabilities		375,688,797	2,612,472
Short-term borrowings	2.7	189,617,857	-
Trade payables	2.8	137,563,438	-
Other current liabilities	2.9	34,475,336	2,612,472
Short-term provisions	2.10	14,032,166	-
TOTAL		911,691,968	142,550,355
ASSETS			
Non-current assets		420,559,789	140,024,645
Property, Plant and Equipment		406,579,931	140,024,645
(i) Tangible assets	2.11	404,382,915	140,024,645

(ii) Intangible assets		2,197,016	-
Non Current Investment	2.12	9,829,600	-
Long term loans and advances	2.13	4,150,259	-
Current assets		491,132,179	2,525,710
Inventories	2.14	133,493,447	-
Trade receivables	2.15	271,101,002	-
Cash and cash equivalents	2.16	40,075,663	2,525,710
Short-term loans and advances	2.17	33,717,977	-
Other current assets	2.18	12,744,090	-
TOTAL		911,691,968	142,550,355

Profit & Loss

ABILITIES INDIA PISTONS & RINGS LIMITED			
Statement of Profit and Loss for the period 01.04.2024 to 09.10.2024			
CIN No. U29120DL1960PLC003266			
Particulars	Note No.	After Demerger	
		Pistons & Rings Division	Real Estate Division
		For the period 01.04.2024 to 09.10.2024	For the period 01.04.2024 to 09.10.2024
I Revenue from operations	2.19	747,735,371	-
II Other Income	2.20	3,437,205	87,500
III Total Revenue (I+II)		751,172,576	87,500
IV Expenses			
Cost of materials Purchased and Direct Costs	2.21	261,985,453	-
Changes in inventories including finished goods, work-in-progress and Stock-in-Trade	2.22	(453,121)	-
Employee benefit expense	2.23	124,722,437	642,000
Financial costs	2.24	24,241,425	520,771
Depreciation and amortization expense		21,536,098	4,706,417
Other expenses	2.25	221,829,546	6,274,417
Total Expenses (IV)		653,861,837	12,143,605
V Profit before tax (III-IV)		97,310,740	(12,056,105)
Tax expense		23,167,094	-
- Current tax expenses for the year		14,210,242	-
- Deferred tax		8,956,852	-
- MAT Utilisation/Credit (Where Applicable)		-	-
- Current tax expense relating to prior years		-	-
VI Profit after tax for the year		74,143,645	(12,056,105)

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VI. Appointing Authority:

We were assigned with this project of valuation of the equity shares of the Companies and to recommend number of Shares to be issued to Shareholders of Demerged Company for the proposed demerger as explained above, by the Board of Directors of the **DEMERGED COMPANY** by signing the engagement letter.

VII. Disclosure of Valuer's Interest/ Conflict:

The Valuer is not related to the Company or its promoters or its director or their relatives, the valuer has not any interest or conflict of interest with respect to the valuation under consideration.

IX. Sources of Information:

For the purposes of the valuation exercise, we have relied upon the following sources of information:

- (a) Discussion and indications on Scheme of Demerger;
- (b) Unaudited but management certified annual accounts of both Companies mentioned above for the period ended 31st December 2023;
- (c) Brief overview of both Companies mentioned above and their past and current operations;
- (d) Other information provided as well as discussions held with the management and other personnel of the Companies; and
- (e) Published and secondary sources of data whether or not made available by the Companies.
- (f) Management Representation Letter.

X. Basis of Valuation

There are several commonly used and accepted methods for determining the fair value of the business of a company. They mainly fall under the following three categories:

- Net Asset Value based valuation approach ("NAV Method");
- Market based valuation approach ("Market Method"); and
- Income based valuation approach ("Income Method")

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REGISTERED VALUER
03/11/2018/12355

The application of any aforesaid method of valuation depends on the nature of operations, level of maturity of the businesses, future business potential and purpose of valuation. For the purpose of arriving at the fair market value, it would be necessary to select an appropriate basis for valuation from among the various alternatives available.

- **NAV Method**

In Net Asset Value (NAV) Method, the assets and liabilities are considered at realizable value or book value, including intangible assets and contingent liabilities, if any, which are not stated in the balance sheet. From the value of the assets, the potential liabilities which would have to be paid would be deducted and resultant figure is the NAV of the company.

This valuation approach is mainly used in case where the asset base dominates the earnings capability or in a case where the valuing entity is a holding company deriving significant value from its assets and investments. NAV Method is most applicable for the business where the value lies in the underlying assets or in cases where the ongoing operations of the business and the potential future cash flows of the business cannot be reasonably estimated or where the operations / business of an entity is discontinued.

- **Market Method**

The Market based valuation approach includes the following two methods:

- **Market Price Method**

Under the Market Price Method, the market price of a share as quoted on a recognized stock exchange is normally considered as the fair value of the shares of that company, where such quotations are arising from the shares being regularly and frequently traded. The market value generally reflects the investors' perception about the true worth of the company.

Since the equity shares of the Companies are not listed on any stock exchange, this valuation methodology is not applicable and hence not considered by us.

- **Comparable Companies Multiple Method**

Under the Comparable Companies Multiple Method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation method is based on the principle that market valuations, taking place between Informed buyers and informed sellers, incorporate all factors relevant to valuation.

HITESH KUMAR
REGISTERED VALUER
IBBV/11/2019/12355

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The base(s) to which a multiple is commonly applied include sales, EBITDA, cash flows and book value.

Both Companies provide services only to related parties and do not earn any third-party revenue. Given this and the resulting non-comparability with listed companies, this method has not been used to calculate the fair value of equity shares of the Companies.

- **Discounted Cash Flow Method**

The Income Method focuses on the profit/earnings potential of the business being valued. The Income Method of valuation includes Discounted Cash Flow ("DCF") Method which has been discussed hereinafter.

Under DCF Method, the free cash flows attributable to the firm for a predetermined number of future years and perpetuity are considered and discounted to their present value. The free cash flows attributable to the firm are the cash flows from operating activities as reduced by the estimated/ planned capital expenditure and working capital requirement in each of the future years.

The cash flow projections, the estimations of capital expenditure and working capital requirement are based on the management's view of the future business prospects of the company and the anticipated economic conditions in relation to the industry in which the company operates.

The merging Companies has discontinued operations w.e.f. 31.03.2020 Accordingly, given the lack of projections on business and cash-flow, this method cannot be applied. Further, for maintaining uniformity in valuation approach for a fair swap ratio, the discounted cash flow approach is not adopted for the purpose of valuation of DEMERGED COMPANY either.

XI. Selection of Valuation Methodology

The most appropriate method for valuation is the one that is best suited to the facts and circumstances of the case. As mentioned above, the market price method, comparable multiples method were considered, but not found appropriate due to factors mentioned above.

A uniform approach, using the Net Asset Method (NAV Method) and DCF Approach, has been considered for the valuation of both Companies. In this context, in our view, NAV method and DCF Method can be adopted for the demerger of business segment of any Company, as the business will be going Concern and there will be transfer of Assets and Liabilities related to business segment which is to be transferred to resulting

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company.

XI. Valuation, Calculation & Conclusion:

1. NAV CALCULATION

A. Pre Demerger Valuation of All Segments of ABILITIES INDIA PISTONS AND RINGS LIMITED

Based on the Unaudited but management certified Balance Sheet for ABILITIES INDIA PISTONS AND RINGS LIMITED drawn up on a pre-Demerger basis, the net asset value of PISTONS AND RINGS and Rings unit of ABILITIES INDIA PISTONS AND RINGS LIMITED is determined at INR 241,628,164.82 (approx.).

Hence, the value of one equity share of ABILITIES INDIA PISTONS AND RINGS LIMITED (without considering effect of Demerger) based on net assets is INR 61.93 (Rupees Sixty One and Ninety Three Paise Only).

ABILITIES INDIA PISTONS & RINGS LIMITED		
Net Asset Value (Pistons & Rings Division)		
As on date -->		
10/9/2024		
(1) Non-current assets		
Property Plant and Equipment		420,559,789.18
Intangible assets		404,382,914.78
Non Current investment		2,197,015.86
Long term loans and advances		98,296.00
		415,025.54
(2) Current Assets		
Inventories		491,132,179.08
Trade receivables		133,493,447.00
Cash and cash equivalents		271,101,001.98
Short-term loans and advances		40,075,662.97
Other current assets		33,717,977.09
		12,744,090.04
Current Liabilities		
Short-term borrowings		375,688,797.48
Trade payables		189,617,857.08
Other current liabilities		137,563,438.44
Short-term provisions		34,475,336.32
		14,032,165.64
Non-Current Liabilities		
Long-term borrowings		294,375,005.96
Deferred tax liabilities (Net)		196,858,552.00
		424,542,657.96

Other Long term liabilities		46152681
Long term provisions		8909507
<u>Other</u>		0.00
		0
Net Asset Valuation		100,828,154.82
Number of Shares		1,629,718.00
Price Per Share		61.93

HITESH JAIN
 REGISTERED VALUER
 IBBVR/172/12/355

B. Pre Demerger Valuation of ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED (Resulting Company)

Based on the Unaudited balance sheet of **ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED** as on 9.10.2024, the net value is determined at 5 Lakh.

Hence, the value of one equity share of **ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED** based on the net assets is **INR 10.00 (Rupees Ten only)**.

ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED		
Balance Sheet		
As on date --->		
10/9/2024		
Share Capital		500000
Reserve and Surplus		0
Total Net Worth		500000
Number of Shares		50000
Value per Share		10.00

C. Calculation of SWAP Ratio

Based on above calculations it has been recommended that 5 Equity shares of Rs 10 each of Resulting Company shall be issued to Equity Share holders of Demerged Company as a consideration of demerger of Piston & Rings Division unit of Demerged Company into Resulting Company against their holding of 1 Share in Demerged Company.

Swap Calculation	Value	Per Share
ABILITIES INDIA PISTONS & RINGS LIMITED (Pistons & Rings Division)		61.93
ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED		10.00
Swap		6.2

Both Companies have same shareholding structure. Hence, Issuance of any number of shares will not make any change in the shareholding percentage of the shareholders. Therefore, Company may issue any number of shares but on proportionate basis to all shareholders

HITESH KUMAR
REGISTERED VALUER
IBB/RV/12/2012/155

Limitations & Disclaimers:

- Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts.
- Our work did not constitute an audit, a due diligence, an Independent validation of the financial statements for any of the businesses and accordingly, we do not express any opinion on the same.
- Valuation analysis and results are also specific to the date of this report. A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. This report is issued on the understanding that the Companies have drawn our attention to the relevant material information, which they are aware of concerning the financial position and any other matter, which may have an impact on our recommendation.
- In the course of the valuation, we were provided with both written and verbal information. The terms of our engagement were such that we were entitled to rely upon the information provided by the Companies without detailed inquiry. Our conclusions are based on these assumptions, forecasts and other information given by/on behalf of the Companies. The management of the Companies have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by the Companies and their impact on the present exercise.
- The determination of valuation, by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinion may differ due to a number of separate judgments and decisions, which have to be made. There can therefore be no standard formulae to establish an undisputable share swap ratio. The final responsibility for the determination of

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share swap ratio/ fair equity value at which the Proposed Demerger shall take place, will be with the Board of Directors of both the Companies.

- This report is prepared for the Clients and must be used only for the specific engagement and regulatory reporting purposes and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any person. The report is confidential to the Clients and it is given on the express undertaking that it is not communicated, in whole or in part, to any third party without our prior written consent. Neither this report nor its contents may be used for any other purpose without our prior written consent.
- Whilst all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither ourselves, nor any of our partners, officers or employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report. In no event we shall be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Companies, their management, directors, employees or agents.
- Our report is not, nor should it be construed as our opining or certifying the compliance of the Proposed Demerger with the provisions of any law including company law and taxation law or as regards any legal implications or issues arising from such Proposed demerger.
- We have no obligation to update this report because of events or transactions occurring subsequent to the date of this report.

HITESH JI
REGISTERED VALUER
IBB/RV/11/21/10/12365

- This report is based on the information provided to us by the management. This report has been prepared solely for the aforesaid purpose and should not be used for any other purpose.

Contact Information	
Office Address: 270-A, FF, Patparganj, Mayur Vihar Phase-I, New Delhi-110091 Mob: 09953001339, 09717218118 Email: jassociates.cs@gmail.com	 Hitesh Jhamb (Registered Valuer) IBBI/RV/11/2019/12355





GOVT. OF INDIA RECOGNISED STAR EXPORT HOUSE

Abilities India Pistons & Rings Limited

AUTOMOBILE & MECHANICAL ENGINEERS

CIN-U29120DL1960PLC003266

Factory :
G T. Road, Giani Border, P.O Chikamberpur
Ghaziabad-201 006 (U.P.) INDIA
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E-mail : aip@aippistons.net
sunil@aippistons.com

Regd. Office :
Plot No. 3, F-301, IIIrd Floor
Ashish Complex, Local Shopping Centre
New Rajdhani Enclave, Vikas Marg, Delhi-110 092
Phone : +91-11-22059744
Telefax : +91-11-22059755
website : www.aippistons.com

Ref. No.

Date :

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF ABILITIES INDIA PISTONS AND RINGS LIMITED HELD ON THURSDAY, OCTOBER 10, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-301, IIIIND FLOOR, ASHISH COMPLEX LSC, NEW RAJDHANI ENCLAVE, VIKAS MARG, DELHI-110092

TO CONSIDER AND APPROVE THE SCHEME OF ARRANGEMENT ENTERED INTO BETWEEN M/S ABILITIES INDIA PISTONS AND RINGS LIMITED (AIPRL/ DEMERGED COMPANY) AND M/S ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED (AIPTL/ RESULTANT COMPANY)

“RESOLVED THAT pursuant to provisions of Section 230-232 of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 and in accordance with the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, New Delhi (hereinafter referred to as “Tribunal”) and any other appropriate authority as may be applicable and subject to the consent of the members, the consent of the Board of Directors of the Company be and is hereby accorded for entering into Scheme of Arrangement into between M/s Abilities India Pistons and Rings Limited (hereinafter referred to as AIPRL/ Demerged Company) with M/s Abilities Innovative Products & Technologies Limited (hereinafter referred to as AIPTL/ Resultant Company), as per the terms and conditions mentioned in the Scheme of Arrangement (‘Scheme’) with Appointed Date as April 01, 2024.

RESOLVED FURTHER THAT in the opinion of the Board, the Scheme of Arrangement, being advantageous and beneficial to the shareholders and stakeholders of the Companies and the terms thereof being fair and reasonable, be and is hereby approved along with the relevant documents related thereto subject to the requisite approval of Hon’ble Tribunal and any other concerned authority, if any, thereof.

FURTHER RESOLVED THAT Mr. Sunil Arora (having DIN: 01017075), Managing Director of the Company and/or any other Director(s) of the Company be and are hereby severally or jointly authorized to take all necessary steps for-

1. Filing of applications with the Tribunal for seeking directions for convening/dispensation the meeting of the creditors or class of creditors (if any required), or of the members or class of members as may be considered necessary and other directions to give effect to the Scheme.
2. To convene and conduct members/ creditors meeting as may be directed by the Hon’ble Tribunal.
3. To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;

For Abilities India Pistons & Rings Ltd.

Director



An IATF16949:2016 Company

Certificate Number FM 84852





Abilities India Pistons & Rings Limited

AUTOMOBILE & MECHANICAL ENGINEERS

CIN-U29120DL1960PLC003266

Factory :
 G.T. Road, Gianl Border, P.O.Chikamberpur
 Ghaziabad-201 006 (U.P.) INDIA
 Phones : +91-120-4623761 (30 lines)
 Fax : +91-120-4623750
 E-mail : aip@aippistons.net
 sunil@aippistons.com

Regd. Office :
 Plot No 3, F-301, 11rd Floor
 Ashish Complex, Local Shopping Centre
 New Rajdhani Enclave, Vikas Marg, Delhi-110 092
 Phone : +91-11-22059744
 Telefax : +91-11-22059755
 website www.aippistons.com

Ref. No.

Date :

4. To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising therefrom;
5. To file petition for confirmation and sanctioning of the Scheme by the Hon'ble Tribunal or such other competent authority(ies);
6. To obtain approval from and/or represent before Registrar of Companies, Regional Director, Income Tax Authorities and such other appropriate authorities as may be required;
7. To take all procedural steps for having the Scheme of Arrangement sanctioned by the Tribunal including filing necessary applications, affidavits, and petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
8. To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
9. To make any alterations/changes in the Scheme upon the recommendations/instructions of any of the authority(ies) including but not limited to the Tribunal, as may be expedient or necessary which does not materially change the substance of the Scheme;
10. To suspend, withdraw or revive the Scheme from time to time as may be specified by any appropriate authority or as may be suo moto decided by the Board in its absolute discretion;
11. To sign, execute, and certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, and furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the Tribunal and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme;
12. To engage such other consultants, advocates, company law experts and counsels as may be considered necessary;
13. To do all such acts, deeds and things as may be considered necessary and incidental to give effect to the Resolution.

RESOLVED FURTHER THAT the appointment of Ms. Sheetal Sharma and Mr. Mohit Singhal, Practicing Company Secretaries (hereinafter referred to as "**Authorized Representatives / Attorney**"), be and are hereby approved and be appointed by the Company as its true and lawful attorney/representative to sign any application/document, to make appearance on behalf of the company and further authorized to make the necessary alterations, corrections, additions / deletions and to execute any paper documents and carry all allied and other incidental jobs in connection with

For Abilities India Pistons & Rings Ltd.



An IATF16949:2016 Company

Certificate Number FM 84852



Director



GOVT. OF INDIA RECOGNISED STAR EXPORT HOUSE

Abilities India Pistons & Rings Limited

AUTOMOBILE & MECHANICAL ENGINEERS

CIN-U29120DL1960PLC003266

Factory :
G.T. Road, Giani Border, P.O Chikamberpur
Ghaziabad-201 006 (U.P.) INDIA
Phones : +91-120-4623761 (30 lines)
Fax : +91-120-4623750
E-mail : aip@aippistons.net
sunil@aippistons.com

Regd. Office :
Plot No. 3, F-301, 11rd Floor
Ashish Complex, Local Shopping Centre
New Rajdhani Er. Jave, Vikas Marg, Delhi-110 092
Phone : +91-11-22059744
Telefax : +91-11-22059755
website : www.aippistons.com

Ref. No.

Date :

the documents, papers, filed/ furnished to Tribunal or any other authority concerned for the proposed arrangement of M/s Abilities India Pistons and Rings Limited (hereinafter referred to as AIPRL/ Transferor Company) with M/s Abilities Innovative Products & Technologies Limited (hereinafter referred to as AIPTL/ Transferee Company") and Mr. Sunil Arora, Managing Director and / or any other Director of the Company, be and/ or are hereby severally, authorized to sign such letters of engagement or such other documents that will be necessary for formalizing the engagement with the Authorized Representatives.

RESOLVED FURTHER THAT any Director or authorized signatory of the Company be and is hereby authorized to sign any copy of this resolution or any other document/ information required to be submitted with concerned authorities as a certified true copy thereof and furnish the same to whomsoever concerned for giving effect the aforesaid resolution.."

//CERTIFIED TRUE COPY\\

For and on behalf of
Abilities India Pistons and Rings Limited

For Abilities India Pistons & Rings Ltd.

Sunil Arora
Managing Director
DIN: 01017075
Address: - H No-18-C Shri Ram Road,
Civil Lines, Near Bansal Properties, Delhi-110054



An IATF16949:2016 Company

Certificate Number FM 84852



ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

Address:- Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New
Rajdhani Enclave, Vikas Marg, Delhi, East Delhi, India, 110092

CIN:- U23955DL2024PLC424673, E Mail id:- aip@aipintech.in, Contact No. +91-11-
22059744

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE (SERIAL NO) MEETING OF BOARD OF DIRECTORS OF ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED HELD ON THURSDAY, OCTOBER 10, 2024 AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.-3, F-301, 3RD FLOOR, ASHISH COMPLEX, LOCAL SHOPPING CENTRE, NEW RAJDHANI ENCLAVE, VIKAS MARG, DELHI, EAST DELHI, DELHI, INDIA, 110092

TO CONSIDER AND APPROVE THE SCHEME OF ARRANGEMENT ENTERED INTO BETWEEN M/S ABILITIES INDIA PISTONS AND RINGS LIMITED (AIPRL/ DEMERGED COMPANY) AND M/S ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED (AIPTL/ RESULTANT COMPANY)

“RESOLVED THAT pursuant to provisions of Section 230-232 of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 and in accordance with the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, New Delhi (hereinafter referred to as “Tribunal”) and any other appropriate authority as may be applicable and subject to the consent of the members, the consent of the Board of Directors of the Company be and is hereby accorded for entering into Scheme of Arrangement into between M/s Abilities India Pistons and Rings Limited (hereinafter referred to as AIPRL/ Demerged Company) with M/s Abilities Innovative Products & Technologies Limited (hereinafter referred to as AIPTL/ Resultant Company), as per the terms and conditions mentioned in the Scheme of Arrangement (“Scheme”) with Appointed Date as April 01, 2024.

RESOLVED FURTHER THAT in the opinion of the Board, the Scheme of Arrangement, being advantageous and beneficial to the shareholders and stakeholders of the Companies and the terms thereof being fair and reasonable, be and is hereby approved along with the relevant documents related thereto subject to the requisite approval of Hon’ble Tribunal and any other concerned authority, if any, thereof.

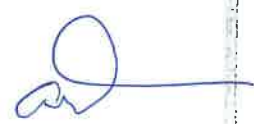
FURTHER RESOLVED THAT Mr. Tushar Arora (having DIN: 03444757), Director of the Company and/or any other Director(s) of the Company be and are hereby severally or jointly authorized to take all necessary steps for-

1. Filing of applications with the Tribunal for seeking directions for convening/dispensation the meeting of the creditors or class of creditors (if any required), or of the members or class of members as may be considered necessary and other directions to give effect to the Scheme.
2. To convene and conduct members/ creditors meeting as may be directed by the Hon’ble Tribunal.
3. To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
4. To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising therefrom;
5. To file petition for confirmation and sanctioning of the Scheme by the Hon’ble Tribunal or such other competent authority(ies);
6. To obtain approval from and/or represent before Registrar of Companies, Regional Director, Income Tax Authorities and such other appropriate authorities as may be required;
7. To take all procedural steps for having the Scheme of Arrangement sanctioned by the Tribunal including filing necessary applications, affidavits, and petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;

For Abilities Innovative Products & Technologies Limited

7 

Director



ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

Address:- Plot No.-3, F-301, 3rd Floor, Ashish Complex, Local Shopping Centre, New
Rajdhani Enclave, Vikas Marg, Delhi, East Delhi, India, 110092

CIN:- U23955DL2024PLC424673, E Mail id:- aip@aipintech.in, Contact No. +91-11-
22059744

8. To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
9. To make any alterations/changes in the Scheme upon the recommendations/instructions of any of the authority(ies) including but not limited to the Tribunal, as may be expedient or necessary which does not materially change the substance of the Scheme;
10. To suspend, withdraw or revive the Scheme from time to time as may be specified by any appropriate authority or as may be suo moto decided by the Board in its absolute discretion;
11. To sign, execute, and certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, and furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the Tribunal and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme;
12. To engage such other consultants, advocates, company law experts and counsels as may be considered necessary;
13. To do all such acts, deeds and things as may be considered necessary and incidental to give effect to the Resolution.

RESOLVED FURTHER THAT the appointment of Ms. Sheetal Sharma and Mr. Mohit Singhal, Practicing Company Secretaries (hereinafter referred to as "**Authorized Representatives / Attorney**"), be and are hereby approved and be appointed by the Company as its true and lawful attorney/representative to sign any application/document, to make appearance on behalf of the company and further authorized to make the necessary alterations, corrections, additions / deletions and to execute any paper documents and carry all allied and other incidental jobs in connection with the documents, papers, filed/ furnished to Tribunal or any other authority concerned for the proposed arrangement of M/s Abilities India Pistons and Rings Limited (hereinafter referred to as AIPRL/ Transferor Company) with M/s Abilities Innovative Products & Technologies Limited (hereinafter referred to as AIPTL/ Transferee Company") and Mr. Tushar Arora, Director and / or any other Director of the Company, be and/ or are hereby severally, authorized to sign such letters of engagement or such other documents that will be necessary for formalizing the engagement with the Authorized Representatives.

RESOLVED FURTHER THAT any Director or authorized signatory of the Company be and is hereby authorized to sign any copy of this resolution or any other document/ information required to be submitted with concerned authorities as a certified true copy thereof and furnish the same to whomsoever concerned for giving effect the aforesaid resolution.."

//CERTIFIED TRUE COPY\\

For and on behalf of
ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

For Abilities Innovative Products & Technologies Limited

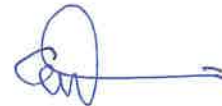


Tushar Arora
Director

Director

DIN: 03444757

Address: - 18-C, Shri Ram Road,
Civil Lines, New Delhi-110054



Ref.

Date

To the Members of **M/s Abilities India Pistons & Rings Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of **M/s Abilities India Pistons & Rings Limited**, which comprise the balance sheet as at 31st March 2025, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, its profit for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the audit of the current period, we do not have observed any key audit matters required to be reported Separately.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board'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 do not express any form of assurance conclusion thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



For Abilities India Pistons & Rings Ltd.


Director


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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- 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.



For Abilities India Pistons & Rings Ltd.

Director

A handwritten signature in blue ink, appearing to be "T. S. S.", written over a horizontal line.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, 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 company (accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.



For Abilities India Pistons & Rings Ltd.

[Signature]
Director

[Signature]

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.
- vi. No dividend have been declared or paid during the year by the company.

For Sanjeet kumar & Associates
Chartered Accountants
(FRN. 022137N)

Sanjeet Kumar
Sanjeet Kumar

Proprietor
(Membership No. 097937)

Place: New Delhi

Date: 31/05/2025

UDIN: 25092932 01775 v 03311



For Abilities India Pistons & Rings Ltd.

[Signature]
Director

[Signature]

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".


We report that:

- (i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company has maintained proper records showing full particulars of intangible assets;
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of 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 company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.



For Abilities India Pistons & Rings Ltd.)


Director



- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made investments in, nor 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.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) According to the information and explanation given to us and our basis of our examination of the record of the company. The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act and such accounts and records have been so made and maintained;
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute
- (viii) According to the information and explanations given to by the management, no transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) In our Opinion and according to the information and explanations given by the management, we are the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given by the management, the company is not declared a willful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained, Not Applicable.
- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes Not Applicable.
- (e) In our opinion and according to the information and explanations given by the management, The Company has not taken any funds from an entity or person on



For Abilities India Pistons & Rings Ltd.


Director



account of or to meet the obligations of its subsidiaries, associates or joint ventures.

- (f) In our opinion and according to the information and explanations given by the management, The Company has not raised loans during the year on the pledge of securities held in its subsidiary, joint ventures or associates companies.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the Year.
- (b) According to the information and explanations given to us, No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.
- (xii) The company is not a Nidhi Company. Therefore, clause (xii) is not applicable on the company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;
- (xiv) (a) In our opinion and based on our examination, the company does not require to have an internal audit system.
- (b) Based on information and explanations provided to us, no internal audit had been conducted of the company. Accordingly, clause 3(xiv)(a), of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given by the management, the



For Abilities India Pistons & Rings Ltd.

Director

Group does not have not more than one CIC as part of the Group.

- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due within a period of one year from the balance sheet date;
- (xx) Based on our examination, the provision of section 135 are not applicable on the company. Hence the clause is not applicable on the company.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

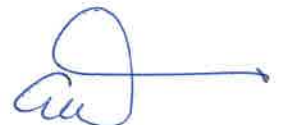
For Sanjeet kumar & Associates
Chartered Accountants
(FRN. 022137N)


Sanjeet Kumar
Proprietor
(Membership No. 097937)
Place: New Delhi
Date: 31/05/2025
UDIN: 25057937 BMM J V 0331



For Abilities India Pistons & Rings Ltd.


Director



Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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 M/s Abilities India Pistons & Rings Limited as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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



For Abilities India Pistons & Rings Ltd.

A handwritten signature in blue ink, with the word "Director" printed below it.

- transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
 3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, 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 Sanjeet kumar & Associates
Chartered Accountants
(FRN. 022137N)

Sanjeet
Sanjeet Kumar
Proprietor
(Membership No. 097937)
Place: New Delhi
Date: 31/05/2025
UDIN: 250999370777203311



For Abilities India Pistons & Rings Ltd.

[Signature]
Director

[Signature]

ABILITIES INDIA PISTONS & RINGS LIMITED

Balance Sheet as at 31st March 2025

CIN No. U29120DL1960PLC003266

(All amounts are in Indian Rupees in lacs if otherwise stated)

Particulars	Note No.	Balance as at 31st March 2025	Balance as at 31st March 2024
EQUITY AND LIABILITIES			
Shareholder's Funds		3,987.20	3,089.09
Share Capital	2.1	390.17	390.17
Reserves and Surplus	2.2	3,597.03	2,698.92
Non-Current Liabilities		3,919.88	3,170.82
Long-term borrowings	2.3	2,393.70	1,996.90
Deferred tax liabilities (Net)	2.4	541.42	377.91
Other Long term liabilities	2.5	849.47	706.92
Long term provisions	2.6	135.28	89.10
Current Liabilities		5,317.42	4,045.68
Short-term borrowings	2.7	2,966.16	2,736.28
Trade payables	2.8		
- (a) total outstanding dues of micro and small enterprises		527.53	320.84
- (b) total outstanding dues of creditors other than micro and small enterprises		770.24	239.19
Other current liabilities	2.9	781.84	586.12
Short-term provisions	2.10	271.65	163.25
TOTAL		13,224.50	10,305.59
ASSETS			
Non-current assets		6,957.94	5,456.83
Property, Plant and Equipments		6,784.84	5,347.02
(i) Tangible assets	2.11	6,755.11	5,317.76
(ii) Intangible assets		21.27	29.26
(iii) Capital WIP - Patent		8.46	-
Non Current Investment	2.12	128.28	68.31
Other Non-Current assets	2.13	44.82	41.50
Current assets		6,266.55	4,848.76
Inventories	2.14	1,558.37	1,330.40
Trade receivables	2.15	3,682.44	2,797.26
Cash and cash equivalents	2.16	446.89	430.83
Short-term loans and advances	2.17	193.39	71.75
Other current assets	2.18	385.46	218.52
TOTAL		13,224.50	10,305.59

Significant Accounting Policies

1.1 to 2.1

The accompanying notes from 2.1 to 2.26 form an integral part of financial statements

As per our attached report of even date:-

**For Sanjeet Kumar & Associates
Chartered Accountants**

ICAI Firm Registration No.022137N

Proprietor
Membership no. 097937
Place:- New Delhi
Date:- 31/05/2025



**For and on behalf of the Board of Directors
ABILITIES INDIA PISTONS & RINGS LIMITED**

Suhil Arora
Suhil Arora
Managing Director
DIN: 01017075

Tushar Arora
Tushar Arora
Director
DIN : 03444757

UDIN : 25099939 BMM5VQ 3311

For Abilities India Pistons & Rings Ltd.

Tushar Arora
Director

ABILITIES INDIA PISTONS & RINGS LIMITED
Statement of Profit and Loss for the year ended 31.03.2025
CIN No. U29120DL1960PLC003266

(All amounts are in Indian Rupees in lacs if otherwise stated)

Particulars	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024
I Revenue from operations	2.19	15,196.79	12,791.37
II Other Income	2.20	24.53	29.57
III Total Revenue (I+II)		15,221.32	12,820.94
IV Expenses			
Cost of materials Purchased and Direct Costs	2.21	5,701.57	5,077.07
Changes in inventories including finished goods, work-in-progress and Stock-in-Trade	2.22	(227.97)	(54.74)
Employee benefit expense	2.23	2,785.38	2,094.31
Financial costs	2.24	600.76	475.44
Depreciation and amortization expense	2.11	438.13	406.18
Other expenses	2.25	4,571.47	3,843.26
Total Expenses (IV)		13,869.34	11,841.52
V Profit before tax (III-IV)		1,351.99	979.42
Tax expense		420.43	266.15
- Current tax expenses for the year		271.65	163.25
- Deferred tax		163.51	102.90
- MAT Utilisation/Credit (Where Applicable)		(14.73)	-
- Current tax expense relating to prior years		-	-
VI Profit after tax for the year		931.56	713.28
Earnings per equity share:			
Basic		23.88	18.28
Diluted		23.88	18.28

Significant Accounting Policies

1.1 to 2.1

The accompanying notes from 2.1 to 2.26 form an integral part of financial statements

As per our attached report of even date:-

For Sanjeet Kumar & Associates

Chartered Accountants

ICAI Firm Registration No.022137N

Proprietor

Membership no. 097937

Place:- New Delhi

Date:- 31/05/2025

UDIN: 25099939 BmmJV03311



For and on behalf of the Board of Directors
ABILITIES INDIA PISTONS & RINGS LIMITED

Sunil Arora

Managing Director

DIN: 01017075

Tushar Arora

Director

DIN : 03444757

For Abilities India Pistons & Rings Ltd.

Director

ABILITIES INDIA PISTONS & RINGS LIMITED

NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 2025

(All amounts are in Indian Rupees in lacs if otherwise stated)

2.1 SHARE CAPITAL

	As at 31st March, 2025	As at 31st March, 2024
Authorised		
45,00,000 Equity Shares of Rs 10/- each	450.00	450.00
	450.00	450.00
ISSUES, SUBSCRIBED & PAID UP		
39,01,718 Equity Shares of Rs 10/- each fully paid up	390.17	390.17
	390.17	390.17

(i) The Reconciliation of the number of shares outstanding and the amount of Share capital as at 31st March, 2025 and 31st March, 2024 is set out below:

	As at 31st March, 2025		As at 31st March, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Particulars				
Number of Shares: At the beginning	39,01,718	390.17	39,01,718	390.17
Add: Shares issued	-	-	-	-
Number of Shares: At the End	39,01,718	390.17	39,01,718	390.17

(ii) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. 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. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of each Shareholder holding more than 5 % shares in the company

	As at 31st March, 2025		As at 31st March, 2024	
	No of Shares held	% of holding	No of Shares held	% of holding
Name of Shareholders				
Mr Sunil Arora	22,03,836	56.48%	22,03,836	56.48%
Mrs. Seema Arora	10,12,825	25.96%	10,12,825	25.96%
M/s Anjit Trading Private Ltd.	5,00,000	12.81%	5,00,000	12.81%

*As per records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**No change in percentage of shareholding pattern in the company during the year.

iii) Details of % change of Shares held by Promoters (more than 5% of shares) at the end of the year

	As at 31st March, 2025			As at 31st March, 2024	
	No of Shares held	% of holding	% change of shareholding during the year	No of Shares held	% of holding
Name of Shareholders					
Mr Sunil Arora	22,03,836	56.48%	-	22,03,836	56.48%
Mrs. Seema Arora	10,12,825	25.96%	-	10,12,825	25.96%
M/s Anjit Trading Private Ltd.	5,00,000	12.81%	-	5,00,000	12.81%

No change in percentage shareholding of promoters in the company during the year.

2.2 RESERVES AND SURPLUS

	As at 31st March, 2025	As at 31st March, 2024
(a) Capital Reserve		
Opening Balance	1.37	1.37
Add : Transferred from Surplus	-	-
Closing Balance	1.37	1.37
(b) Revaluation Reserve		
Opening Balance :	196.62	196.62
Add :	-	-
Closing Balance	196.62	196.62
(c) Security Premium		
Opening Balance :	136.31	136.31
Add :	-	-
Closing Balance	136.31	136.31
(d) General Reserve		
Opening Balance :	77.98	77.98
Add : Transferred from Surplus	-	-
Closing Balance	77.98	77.98
(e) Surplus		
Opening Balance :	2,286.63	1,672.80
Add: Net profit after tax transferred from P&L	931.56	713.78
Amount Available for Appropriation	3,218.19	2,386.08
Appropriations:		
- Adjustment of unadjusted mat credit	(14.73)	-
- Tax and other Adjustment	(18.72)	(89.45)
Surplus Closing Balance	3,184.74	2,286.63
	2,597.03	2,608.92



For Abilities India Pistons & Rings Ltd.

[Signature]
Director

[Signature]

ABILITIES INDIA PISTONS & RINGS LIMITED

NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 2025

(All amounts are in Indian Rupees in lacs. If otherwise stated)

	As at 31st March, 2025	As at 31st March, 2024
NON-CURRENT LIABILITIES		
2.3 Long-Term Borrowings		
(a) Bonds/debentures		
(b) Term Loans		
Secured	2,393.70	1,996.90
<i>From Banks:</i>		
(a) Loan from TDB	-	644.82
(b) Union Term Loan 0007	28.69	-
(c) UBI loan against deposit	276.75	-
(d) Union Term Loan- 664/08	395.47	-
(e) Union UGECCL-699/62	50.00	125.00
(f) Car Loan	179.12	85.00
(g) Union Term Loan-664/03	581.78	993.75
(h) Union Term Loan-664/06	618.01	-
(i) Union New Term Loan-645/01 (Solar)	63.88	148.33
Unsecured Loan		
Unsecured loan from directors*	200.00	-
	2,393.70	1,996.90
* Unsecured loan taken from directors on interest @12% for long term period		
2.4 Deferred Tax Liabilities	541.42	377.91
2.5 Other Long-term liabilities		
(a) Trade payable*	712.74	542.43
(b) Others	136.73	164.49
	849.47	706.92
2.6 Long-Term Provisions		
Provision For Gratuity	135.28	89.10
Others	-	-
	135.28	89.10
CURRENT LIABILITIES		
2.7 Short-term Borrowings		
#Secured	2,966.16	2,736.28
<i>From Banks</i>		
(i) Union Bank Of India- C/C	1,618.41	417.74
(ii) Bills Receivable	864.83	1,875.38
(iii) Packing Credit	482.93	385.92
# (secured by first mortgage against stock & further secured against equitable mortgage of land & building)		
(iv) Loan against FDR	-	57.24
	2,966.16	2,736.28
2.8 Trade Payable*		
Trade Payables	1,297.77	560.03
	1,297.77	560.03
Trade Payables		
Outstanding :		
Less than 1 year	527.53	319.41
1-2 years	-	1.42
2-3 years	-	-
more than 3 years	-	-
	527.53	320.84
	770.24	239.19
* The micro, small and Medium enterprises have been identified by the company from the available, information which has been relied upon by the auditors.		
2.9 Others Current liabilities		
(a) Current maturities of long term debt	346.64	194.56
(i) Union Term Loan 0007	15.60	-
(ii) Union Term Loan 640/3	90.91	-
(Secured by mortgage against machinery)		
(iii) Car Loan	26.12	26.12



For Abilities India Pistons & Rings Ltd.

Director

ABILITIES INDIA PISTONS & RINGS LIMITED

NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 2025

(All amounts are in Indian Rupees in lacs If otherwise stated)

	<u>As at 31st March, 2025</u>	<u>As at 31st March, 2024</u>
(iv) Union Term Loan- 664/08	87.88	-
(v) Union UGECCL- 699/24 (Secured by first mortgage against R & D & second against machinery)	-	61.03
(vi) Union UGECCL-699/62	75.00	75.00
(vii) Union New Term Loan-645/01 (Solar)	51.12	32.40
(b) Advance received from Customer	50.79	95.36
(c) Branch		
(d) Others	384.41	296.20
(i) Bonus and Incentives	134.31	100.80
(ii) PF & ESI payable	13.00	11.93
(iii) Audit Fee Payable	1.13	0.90
(iv) Production award Payable	11.30	5.44
(v) TDS and TCS Payable	23.28	24.76
(vi) Salary payables	131.40	110.90
(vii) Power charge payable	55.03	37.60
(viii) Interest payable on unsecured loan	14.97	-
(ix) Other Expenses payable	-	3.86
	<u>781.84</u>	<u>586.12</u>
2.10 Short-term provisions		
Provision for Income Tax	271.65	163.25
	<u>271.65</u>	<u>163.25</u>
2.11 Fixed Assets	<i>Annexed</i>	<i>Annexed</i>
NON - CURRENT ASSETS		
2.12 Non-current Investments		
- Investment in Mutual Fund*	5.00	5.00
- Investment in Insurance (Tata AIA Life Ins.Co, Ltd.)	123.28	63.31
	<u>128.28</u>	<u>68.31</u>
* Market value of mutual fund as on 31.03.2025 - Rs.7.20 lacs (Previous year- Rs. 6.68 Lacs)		
2.13 OTHER NON CURRENT ASSETS		
(a) Security Deposits	44.82	41.50
	<u>44.82</u>	<u>41.50</u>
CURRENT ASSETS		
2.14 Inventories (As certified by Management)		
(a) Raw Materials	391.79	275.55
Add: Goods-In-Transit		
(b) Work-in-progress	222.59	278.11
Add: Goods-in-Transit		
(c) Finished goods	862.13	512.26
Add: Goods-In-Transit		
(d) Stores and Spares	81.87	264.48
Add: Goods-In-Transit		
	<u>1,558.37</u>	<u>1,330.40</u>
2.15 Trade receivables		
- Secured considered good	-	-
- Unsecured considered good	3,682.44	2,797.26
- Doubtful		
- Allowance for doubtful receivables		
	<u>3,682.44</u>	<u>2,797.26</u>

	As at 31st March, 2025		As at 31st March, 2024	
	Undisputed Trade receivables- considered good	Undisputed Trade receivables- considered doubtful	Undisputed Trade receivables- considered good	Undisputed Trade receivables- considered doubtful
Debits outstanding				
less than 6 months	3,677.29	-	2,447.62	-
6 months - 1 Year	5.15	-	1.02	-
1 Year - 2 years	-	-	-	-
2 Year - 3 years	-	-	-	-
More than 3 year	-	-	-	-
	<u>3,682.44</u>	<u>-</u>	<u>2,797.26</u>	<u>-</u>

2.16 Cash and cash equivalents		
Cash in hand	6.65	3.06
Balance with scheduled banks		
- In Current Account	22.81	23.71
Fixed Deposits/ Balance with Bank	417.43	404.06
	<u>446.89</u>	<u>430.83</u>

For Abilities India Pistons & Rings Ltd.
Director



ABILITIES INDIA PISTONS & RINGS LIMITED

NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 2025

(All amounts are in Indian Rupees in lacs if otherwise stated)

	As at 31st March 2025	As at 31st March 2024
2.17 Short-Term Loans & Advances		
(i) Short term advances to employees and others	5.48	11.96
(ii) Advances to parties	187.91	59.79
	<u>193.39</u>	<u>71.75</u>
2.18 Other Current Assets		
(i) TDS/TCS Receivables	16.38	13.26
(ii) GST Input Tax Credit	157.93	34.64
(iii) Other Current assets	0.51	10.64
(iv) Advance Tax	200.00	148.00
(v) Prepaid Expenses	6.88	4.69
(vi) Deposit with GST department	3.75	3.75
(vii) Accrued Subvention Income	-	3.54
	<u>385.46</u>	<u>218.52</u>
PROFIT AND LOSS ACCOUNT		
2.19 Revenue from Operation		
*Domestic Sales	9,441.27	7,363.59
Export Sales	<u>5,673.55</u>	<u>5,331.42</u>
Total Sales	15,114.83	12,695.01
Less: Commission on sale	<u>(11.22)</u>	<u>(3.65)</u>
Net Sales	15,103.61	12,691.36
Duty Drawback Income	72.23	69.97
Subvention Income	20.95	30.04
	<u>15,196.79</u>	<u>12,791.37</u>
* Domestic sales less of goods return of Rs. 149.22 lacs and discount & rebates of Rs.196.53 lacs during the FY 2024-25		
2.20 Other Income		
Interest Income from FDR	22.90	28.99
Interest Income against security	1.63	0.58
	<u>24.53</u>	<u>29.57</u>
2.21 Cost of material Purchased		
Raw material purchased	2,710.77	2,150.92
Semi & Unfinished Rings	2,102.35	2,026.09
Miscellaneous Purchase	75.48	41.07
Gudgeon Pins	582.82	603.51
Circlips	51.55	56.73
Packing Materials	178.60	200.06
Less: Cash discount on Purchase	-	(1.32)
	<u>5,701.57</u>	<u>5,077.07</u>
2.22 Changes in Inventories		
Raw Materials	(116.24)	(94.26)
Work-in-Progress	55.52	69.39
Finished Goods	(349.86)	(54.87)
Stores and Spares	182.61	25.01
	<u>(227.97)</u>	<u>(54.74)</u>
2.23 Employee benefit expense		
Salaries	2,164.22	1,670.53
Leave Encashment	16.35	13.08
Gratuity	50.53	41.98
Bonus	170.93	111.68
Wages & Stipends	343.56	233.39
Staff Amenities	39.77	23.65
	<u>2,785.36</u>	<u>2,094.31</u>



For Abilities India Pistons & Rings Ltd.

Director

ABILITIES INDIA PISTONS & RINGS LIMITED

NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 2025

(All amounts are in Indian Rupees In lacs if otherwise stated)

	As at 31st March 2025	As at 31st March 2024
2.24 Financial costs		
Interest expenses	519.02	455.86
Bank Charges	81.74	19.58
	600.76	475.44
2.25 Other expenses		
Fuel, Electric & Power	637.08	573.90
Diamond Tools & Consumable Stores	1,589.90	944.37
Testing Fees	11.08	6.65
Tooling Expenses	33.94	34.64
Labour Contract Charges	359.53	490.86
House keeping & Allied Charges	219.88	141.01
Freight Expenses	81.70	69.44
Job Work	211.76	175.42
Bad Debts	11.61	20.52
Research & Development Expenses	112.63	127.74
Medical Aid to Staff	33.86	26.89
Uniform	78.16	49.29
Rent & Taxes	13.38	10.25
Travelling & Conveyance	164.28	108.14
Telephone & Fax	3.31	3.54
Printing & Stationery	11.15	10.46
Consultancy Charges	90.39	55.17
Management Consultancy Charges	-	20.00
Interest and Late fees on TDS and TCS	0.02	0.14
GST Penalty	2.49	11.88
Interest on GST	5.58	-
Republic day expenses	2.85	4.28
Insurance	56.22	58.44
General Expenses	5.31	7.13
Staff Training	6.38	0.12
Staff Welfare	112.71	96.58
Royalty Expenses	2.56	-
Advertisement Expenses	17.96	15.44
Sales and Business Promotion	54.54	64.87
House Tax	5.10	4.65
Commission	-	9.14
Legal Charges	7.97	3.44
Pooja Exp	4.13	2.78
Professional Charges	41.47	53.06
Entertainment Expenses	-	-
Security Services Charges	17.20	16.76
Postage & Courier	1.60	1.79
Internet & Website Charges	1.08	1.10
Repair and Maintenance	248.26	300.77
Diwali Expenses	46.45	50.54
Donation	22.68	66.15
Audit Fee	1.25	1.00
Custom Clearing & Forwarding	166.30	139.42
Fee & Subscriptions	18.14	21.34
Exhibition Expenses	23.77	27.36
Miscellaneous Expenses	0.37	0.08
Meeting Expenses	1.58	1.98
Foreign Exchange Fluctuation	6.99	5.33
Sustainability Expenses	12.09	-
Contribution towards CSR Expenses	14.79	9.40
	4,571.47	3,843.26



For Abilities India Pistons & Rings Ltd.

[Signature]
Director

[Signature]

ABILITIES INDIA PISTONS & RINGS LIMITED

Cash Flow statement for the year ended 31.03.2025

CIN No. U29120DL1960PLC003266

(All amounts are in Indian Rupees in lacs if otherwise stated)

Particular	Figures for the Year ended 31st March 2025	Figures for the Year ended 31st March 2024
A. Cash flow from operating activities:		
Net (loss)/profit before tax but after exceptional/extraordinary items	1,351.99	979.42
Adjustments for non cash or non operating item:-		
Depreciation	438.13	406.18
Interest Expenses	600.76	475.44
Foreign Fluctuation Expenses	6.99	5.33
Provision for Bad debts, gratuity and other adjustment	98.38	(83.24)
Operating profit before working capital changes	2,496.24	1,783.14
Adjustments for changes in working capital :		
- (INCREASE)/DECREASE in Sundry Debtors	(885.18)	(348.62)
- (INCREASE)/DECREASE in Other Receivables	(288.58)	(67.65)
- (INCREASE)/DECREASE in Inventories	(227.97)	(54.74)
- (INCREASE)/DECREASE in deferred Revenue Expenditure	-	-
- INCREASE/(DECREASE) In Trade and Other Payables	1,641.86	85.17
Cash generated from operations	2,136.37	1,397.30
- Taxes (Paid) / Received (Net of TDS)	(200.00)	(148.00)
B. Net cash flow from operating activities	1,936.37	1,249.30
Cash flow from Investing activities:		
Investment in Mutual Fund/shares/security	(63.29)	(64.98)
Dismantle of Fixed Assets	-	-
Addition in Fixed Assets	(1,875.95)	(1,889.31)
C. Net cash used in investing activities	(1,939.24)	(1,954.30)
Cash flow from financing activities:		
Net Proceeds from Share capital	-	-
Net Proceeds from long term borrowings	396.81	498.99
Proceeds from short term borrowings	229.88	659.33
Interest Paid	(600.76)	(475.44)
Other Non Operating Income/(Expenses)	(6.99)	(5.33)
Net cash used in financing activities	18.94	677.55
Net Increase/(Decrease) in Cash & Cash Equivalents	16.07	(27.45)
Cash and cash equivalents as the begining of the year	430.83	458.28
Cash and cash equivalents as at end of the year	446.89	430.83

As per our attached report of even date:-

For Sanjeet Kumar & Associates

Chartered Accountants

ICAI Firm Registration No. 022137N

Sanjeet Kumar
Proprietor

Membership no. 097937

Place:- New Delhi

Date:- 31/03/2025

UDIN: 25099937 BMMTV 0 331



For and on behalf of the Board of Directors
ABILITIES INDIA PISTONS & RINGS LIMITED

Sunil Arora
Sunil Arora
Managing Director
DIN: 01017075

Tushar Arora
Tushar Arora
Director
DIN : 03444757

For Abilities India Pistons & Rings Ltd.

Tushar Arora
Director

ABILITIES INDIA PISTONS & RINGS LIMITED

2.26 OTHER NOTES TO THE ACCOUNTS

(a) Related Party Disclosure

As required under Accounting Standard 18 "Related Party Disclosures" (AS 18), following are details of transactions during the year with the related parties of the Company as defined in AS 18 :

(i) List of Related Parties and Relationships :

Name of Related Party	Relation
Kalyani Impex Private Limited	Group Concern
Sunil Arora Managing Director	Key Management Personnel
Tushar Arora	Joint Director
Seema Arora	Director
Romansha Arora	Director

ii) Related parties disclosures in Accordance with the AS-18 of ICAI

			Amount in INR in Lacs	
Nature of Transaction		Relationship	FY 2025-26	FY 2024-25
(A) Remuneration & Salary				
Sunil Arora	Managing Director		158.32	156.23
Tushar Arora	Joint Managing Director		102.27	101.01
Romansha Arora	Director		51.01	50.26
Seema Arora	Director		88.80	87.46
(B) Unsecured Loan received from directors during the year				
Sunil Arora	Managing Director		80.00	-
Tushar Arora	Joint Managing Director		30.00	-
Romansha Arora	Director		30.00	-
Seema Arora	Director		60.00	-
(C) Interest paid to director against Unsecured Loan received from directors				
Sunil Arora	Managing Director		6.65	-
Tushar Arora	Joint Managing Director		2.82	-
Romansha Arora	Director		2.17	-
Seema Arora	Director		4.99	-

(b) Debtors & Creditors Balances are subject to their respective confirmation.

(c) Provision for Gratuity payable to staff for F.Y. 2024-25 has been done for Rs. 50,53,412/-. The Company has paid gratuity of Rs.4,34,995/- during the FY 2024-25.

According to certificate of Actuary the liability for Retirement Gratuity is estimated at Rs.3,14,93,741/- as on 31st March, 2025 (For the year ended 31st March, 2024 Rs.2,71,46,474/-)

d) (i) Earnings in Foreign Currency

Particulars	This Year	Amounts in INR in Lacs	
		Previous Year	Current Year
Sale of items	0.06	5,131.42	

(ii) Expenditure in Foreign Currency

Particulars	This Year	Amounts in INR in Lacs	
		Previous Year	Current Year
Revenue Expenses	1,436.59	1,436.59	
Capital Expenditure (Machinery)	592.62	592.62	

e) Auditor Remuneration

Particulars	Current Year	Amounts in INR in Lacs	
		Previous Year	Current Year
As Statutory Auditor	1.25	1.00	



For Abilities India Pistons & Rings Ltd.

[Signature]
Director

[Signature]

f) SEGMENT REPORTING

The Board of Directors assesses the financial performance and position of the Company, and makes strategic decisions. The company has two business segment one division is business of manufactures of pistons and piston rings for two wheelers, Lawn & garden segment, braking compressors and also developing tools. Company have sale in India as well as in foreign countries. Other division is realestate division.

- g) Based on the information available with the Company, no Interest has been provided or paid to the supplier within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".
- h) The Company has not revalued its Property, Plant and Equipment during the year.
- i) No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.
- j) The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the year.

k) Disclosure of Accounting Ratios

Particulars	Current Year 2025	Previous Year 2024
Current Ratio	1.18	1.20
Return on Equity Ratio (%)	23.36%	23.09%
Inventory turnover ratio (in times)	5.97	5.87
Trade Receivables turnover ratio (Turnover/ Trade receivables)	4.13	4.57
Trade payables turnover ratio (Turnover/ Trade Payables)	7.56	11.60
Net profit ratio (%)	6.12%	5.56%
Return on Capital Employed (%)	24.70%	23.24%
Return on Assets (ROA)	7.04%	0.92%

- l) The Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, Further no instance of audit trail feature being tampered with was noted in respect of accounting software.
- m) The Company has filed five provisional patent applications during the financial year 2024-25, details of filed application and granted patents is given as under:

GRANTED PATENTS

S.No.	Patent No.	Date	Description
1	465584	20/09/2019	Method and Apparatus for development of Electroless Ni-P based coatings for Al-Si Alloy Pistons & Cylinders
2	525912	19/02/2019	Cold Chamber High Pressure Die Casting Process For Manufacturing Piston

NEW / Upcoming Patents

	AIP Ref. No.	Date	Application No.	Description
1	AIP-P003_PATENT	05/03/2025	202511019744	Method and system for manufacturing high method and system for manufacturing high strength aluminium alloy with enhanced microstructure and m
2	AIP-P007_PATENT	06/03/2025	202511020507	Chemical circulation system and method for electroless nickel plating of cylinder internal diameters
3	AIP-P004_PATENT	07/03/2025	202511020536	Method and system for manufacturing hypereutectic aluminum-silicon alloy with enhanced mechanical pr
4	AIP-P006_PATENT	07/03/2025	202511020636	Apparatus and method for protective masking jig and controlled electroless nickel plating of aluminium
5	AIP-P005_PATENT	22/03/2025	202511025316	Method and system for machining sealless pistons without location reference

The expenses related to filing of patent applications have been capitalised under heading Intangible assets as Capital Work in progress(WIP) for patent.

- n) The Company has filed petition on 05.03.2025 before NCLT for demerger of business of manufacturing of ring & pistons division.



For Abilities India Pistons & Rings Ltd.

[Signature]
Director

[Signature]

o) Corporate Social Responsibility (CSR)

CSR amount spent by the Company as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof during the year is Rs. 14.79 Lakhs (Previous Year Rs. 9.40 Lakhs)

p) The previous period figures have been regrouped/rearranged wherever considered necessary to facilitate comparison.

As per our attached report of even date:-

The accompanying notes form an integral part of financial statements

**For Sanjeet Kumar & Associates
Chartered Accountants**

ICAI Firm Registration No. 022137N

Proprietor
Membership no. 057937
Place:- New Delhi
Date:- 31/05/2025



**For and on behalf of the Board of Directors
ABILITIES INDIA PISTONS & RINGS LIMITED**

CIN No. U29120DL1960PLC003266

Sunil Arora
Director
DIN: 01017075

Tushar Arora
Director
DIN : 03444757

UDIN : 25097937 BMM Jva 3311

For Abilities India Pistons & Rings Ltd.

Tushar Arora
Director

Handwritten signature

ABILITIES INDIA PISTONS & RINGS LIMITED

Significant accounting policies and notes on accounts

Company overview

Abilities (India) Private Limited ("the Company") was established as private company on 1960 under the Indian Companies Act 1956. Company was converted into public limited co, in 1995 as Abilities (India) Limited. In same year Companies name was changed to Abilities India Pistons & Rings Limited. The company manufactures pistons and piston rings for two wheelers, Lawn & garden segment, braking compressors and also developing tools. Company have sale in India as well as in foreign countries.

1.0 Significant accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared to comply in all material aspects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and notified under Companies Accounting Standard Rules 2006 and other relevant provisions of the Companies Act, 2013. The financial statements have been prepared to going concern basis under the historical cost convention (except stated otherwise) on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

1.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end.

Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

1.3 Property, Plant and Equipment

Fixed assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until fixed assets are ready for use.

The cost of tangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

1.4 Depreciation

(a) Depreciation on the fixed assets will be calculated on Written Down Value (WDV) method using the useful lives prescribed under Schedule-II of the Companies Act, 2013.

(b) Depreciation on additions or disposals is charged proportionately from the date of acquisition/installation or disposal respectively.

1.5 Intangible assets and amortization

Recognition and measurement

Intangible assets are recognised when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured.

Intangible assets acquired by the Group that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

Subsequent measurement



For Abilities India Pistons & Rings Ltd.

Director

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

Amortisation

Amortisation is recognised on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets that are not available for use are amortised from the date they are available for use. The estimated useful lives for Product related intangibles and Other intangibles range from 3 to 15 years.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

De-recognition of intangible assets

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Gain or loss arising on such de-recognition is recognised in the statement of profit and loss, and are measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as on the date of de-recognition.

1.6 Revenue Recognition

- (i) Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivables, net of returns, trade discounts and volume rebates. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- (ii) Development charges is recognised on an accrual basis as and when the services are rendered in accordance with the terms of underlying contract
- (iii) Export entitlement under Duty Entitlement Pass Book Scheme ('DEPB') is recognised on accrual basis and when the right to entitlement has been established.

1.7 Foreign Currency Transaction

Foreign currency transactions are accounted for at the exchange rate prevailing on the transaction date. Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates as per A.S.-11.

The difference in translation of monetary assets and liabilities, and realized gains and losses on foreign exchange transactions including that relating to fixed assets acquired are recognised in the Profit and Loss account from outside India

1.8 Earning Per Share

Earning per Share is calculated by dividing net profit for the year attributable to equity share holders by weighted average numbers of equity share outstanding during the year.

1.9 Taxation

Income Tax is computed in accordance with **Accounting Standard 22 - "Accounting for Taxes on Income"** issued by Institute of chartered Accountants of India.

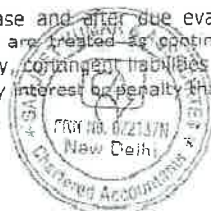
Income Tax comprises the current tax provision and the net change in the deferred tax asset or liability during the year. Deferred tax assets and liabilities are recognized for the future tax consequences arising out of timing differences between the carrying values of the assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates applicable on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable / virtual certainty (as applicable) that sufficient future taxable income will be available against which such deferred tax asset can be realized. The effect on deferred tax assets and liabilities resulting from change in tax rates is recognized in the income statement in the period of enactment of the change.

2.0 Provisions

Provision are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balances sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.1 Contingent Liabilities

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company not acknowledged as debts are treated as contingent liabilities. In respect of statutory dues disputed and contested by the company, contingent liabilities are provided for and disclosed as per original demand without taking into account any interest or penalty that may accrue thereon.



For Abilities India Pistons & Rings Ltd.

Director

ABILITIES INDIA PISTONS & RINGS LIMITED
SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2025

(Amount in Rs.)

Property, Plant & Equipment	GROSS BLOCK				DEPRECIATION		NET BLOCK		Note
	As at 31.03.2024	Additions/ Adjustments	Sales/Capita lied	As at 31.03.2024	For the period	On addition	Total for the period	As at 31.03.2025	
Land	3,13,60,000			3,13,60,000				3,13,60,000	
Buildings	14,97,57,433	1,83,38,289		16,80,95,722	74,42,849	43,160	26,87,138	17,53,08,584	5,15,60,000
Plant & Machinery	29,39,948	3,06,000		32,45,948	1,37,726	3,230	1,41,056	31,04,892	9,11,29,662
Construction Machine	36,96,419	3,61,132		40,57,551	1,44,212	17,487	1,61,700	38,95,851	17,41,484
Equipments	3,26,30,971	1,55,24,712		4,81,55,683	27,69,272	10,67,339	38,36,611	4,43,19,072	22,20,907
Computer	80,84,068	9,23,012		90,07,080	7,24,569	1,75,374	8,99,943	81,27,137	10,90,698
Electric Installation	31,72,356	2,70,000		34,42,356	1,72,919	31,482	2,04,401	32,37,955	4,67,318
Tools & Implements	4,50,36,367	35,01,937		8,00,38,304	1,61,955	10,004	1,72,059	7,28,324	5,81,712
Pre-fabricated Buildings	1,17,736			1,17,736	15,99,033	3,33,283	18,32,316	1,17,736	6,94,774
Plant & Machinery (Leased)	24,42,417			24,42,417	2,28,265		2,28,265	22,14,152	1,20,62,009
Plant & Machinery (Leased)	46,81,330	17,42,384		64,23,714	3,59,701	1,89,701	5,49,402	59,74,312	7,30,686
Computer Software	1,71,28,134			1,71,28,134	4,38,001		4,38,001	1,66,90,133	69,21,627
Intangible Assets	3,39,929	31,65,973		35,05,902	16,43,924	67,320	17,11,244	18,34,658	1,00,29,990
Goodwill	26,75,961			26,75,961				26,75,961	2,04,35,235
Capital Work in Progress	38,903			38,903				38,903	91,152
Other Assets	16,24,887			16,24,887	2,18,905		2,18,905	14,05,982	6,41,592
CL Assets	31,16,131			31,16,131				31,16,131	9,426
Partnership	18,52,131			18,52,131	23,217		23,217	18,28,914	7,66,638
Partnership (Leased)	34,91,23,451	11,04,37,480		45,95,60,931	34,885		34,885	45,60,724	1,41,216
Plant & Machinery (Leased)	1,72,70,462	1,88,03,851		3,60,74,313	1,87,93,668	24,59,279	2,12,52,947	1,38,21,645	34,20,50,647
Plant & Machinery (Leased)	2,18,14,862	2,61,003		2,44,25,865	8,38,70,861	5,49,266	93,67,787	1,50,58,078	6,82,19,362
Plant & Machinery (Leased)	4,25,66,944	30,59,397		4,56,26,341	14,76,041	17,493	14,93,532	3,41,72,809	1,81,09,377
Plant & Machinery (Leased)	7,62,124	41,99,603		49,61,727	9,07,003	37,480	9,44,483	40,67,244	1,17,63,281
Leased Assets	5,32,133	25,000		5,57,133	1,52,432		1,52,432	4,04,701	44,11,207
Water Treatment Plant	2,73,409			2,73,409	42,520		42,520	2,30,889	17,476
Water Treatment Plant	5,54,341	69,000		6,23,341	5,960	6,628	12,708	5,13,633	2,89,892
Water Treatment Plant	1,82,436			1,82,436	20,53,166		20,53,166	1,61,870	96,592
Water Treatment Plant	7,04,46,767			7,04,46,767				7,04,46,767	1,69,61,517
WATER TREATMENT PLANTS					7,98,780		7,98,780	81,69,122	29,26,022
Software	1,14,16,628	8,45,000		12,59,628				12,59,628	1,22,826
Computer Software									40,317
TOTAL	84,02,81,203	48,29,99,949		1,32,32,81,152	3,89,26,510	49,76,712	4,39,03,222	1,28,93,589	53,47,03,399
Previous Year	65,14,19,791	16,19,31,969		81,33,51,760	3,26,06,241	80,06,902	4,06,13,143	77,27,376	83,47,02,386



For Abilities India Pistons & Rings Ltd.
(Signature)
Director

(Signature)

Ref.

Date

To the Members of M/s **ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of M/s **ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED**, which comprise the balance sheet as at 31st March 2025, and the statement of Profit and Loss for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, its loss for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the audit of the current period, we do not have observed any key audit matters required to be reported separately.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board'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 do not express any form of assurance conclusion thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- 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.



A handwritten signature in blue ink, appearing to be "Annet Kumar", written over a second, larger handwritten signature in blue ink.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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, since in our opinion and according to the information and explanations given to us, The said order is not applicable to the company
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet and the Statement of Profit and Loss 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 company (accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) This report does not include report relating to internal financial control as required u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA.
 - g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



Sanjeet Kumar
[Signature]

- iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.
- vi. No dividend have been declared or paid during the year by the company.

For SANJEET KUMAR & ASSOCIATES
Chartered Accountants
(FRN.: 022137N)

Sanjeet Kumar
SANJEET KUMAR
Proprietor

Membership No.: 097937

Place: New Delhi

Date: 31/05/2025

UDIN: 25097937 BMMJVP6550



Tushar

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M/S ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

U23955DL2024PLC424673

F-301, IIIND FLOOR, ASHISH COMPLEX, NEW RAJDHANI ENCLAVE, VIKASH MARG, NEW DELHI - 110092

Balance Sheet as at 31st March, 2025

(All amounts are in Indian Rupees in Lacs if otherwise stated)

Particulars	Note No.	As at 31 March, 2025 (Amount)	As at 31 March, 2024 (Amount)
I EQUITY AND LIABILITIES			
Shareholders Funds			
Share Capital	1	6.00	5.00
Reserves and Surplus	2	(1.39)	(0.74)
Non Current Liabilities			
Current Liabilities			
Other Current Liabilities	3	0.54	0.34
TOTAL		5.15	4.60
II ASSETS			
Non-Current Assets			
Current Assets			
Cash and Cash Equivalents	4	5.15	4.60
TOTAL		5.15	4.60

Statement on significant accounting policies and notes to accounts 7 & 8

The accompanying notes are an integral part of this financial statement.

As per our report of even date attached

**For Sanjeet Kumar & Associates
Chartered Accountants**

ICAI Firm Registration No.022137N



Proprietor
Membership no. 097937
Place:- New Delhi
Date:- 31/05/2025

UDIN: 25099939BMMJVP6550

For and on the behalf of the Board
**ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES
LIMITED**

Sunil Arora
Managing Director
DIN: 01017075

Tushar Arora
Director
DIN: 03444757

M/S ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

U23955DL2024PLC424673

F-301, IIIND FLOOR, ASHISH COMPLEX , NEW RAJDHANI ENCLAVE, VIKASH MARG, NEW DELHI - 110097

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

(All amounts are in Indian Rupees in Lacs if otherwise stated)

Particulars	Note No.	For the year ended 31st March, 2025 (Amount)	For the year ended 31st March, 2024 (Amount)
I. INCOME			
Revenue from operations & Other Income		-	-
Total Revenue		<u>-</u>	<u>-</u>
II. EXPENSES			
Other Expenses	5	0.64	0.74
Total Expenses		<u>0.64</u>	<u>0.74</u>
III. Profit Before Tax (I-II)		<u>(0.64)</u>	<u>(0.74)</u>
IV. Tax Expenses			
(a) Current Tax		-	-
(b) Deferred Tax		-	-
V. Profit (Loss) for the period (III-IV)		<u>(0.64)</u>	<u>(0.74)</u>
VI. Earning per Equity Share (in Rs.) :	6		
Basic/Diluted		(1.17)	(1.48)

Statement on significant accounting policies and notes to accounts 7 & 8

The accompanying notes are an integral part of this financial statement.

As per our report of even date attached

For Sanjeet Kumar & Associates
Chartered Accountants

ICAI Firm Registration No.022137N

Sanjeet Kumar
Proprietor

Membership no. 097937

Place:- New Delhi

Date:- 31/05/2025

UDIN: 25097937 BMM3VP6550



For and on the behalf of the Board

ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

Sunil Arora
Sunil Arora
Managing Director
DIN: 01017075

Tushar Arora
Tushar Arora
Director
DIN : 03444757

Tushar Arora

Sanjeet Kumar

M/S ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

U23955DL2024PLC424673

F-301, IIIND FLOOR, ASHISH COMPLEX, NEW RAJDHANI ENCLAVE, VIKASH MARG, NEW DELHI - 110092

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts are in Indian Rupees in Lacs if otherwise stated)

NOTE - 1 SHARE CAPITAL	As at 31st March 2025 (Amount)	As at 31st March 2024 (Amount)
Authorised Shares (No.)		
1,00,000 Equity Shares of Rs.10 each	10.00	10.00
Issued, Subscribed and fully paid up shares(No.)		
60,000 Equity Shares of Rs.10 each (Previous year 50,000 Equity Shares)	6.00	5.00
Total issued, subscribed and fully paid up share capital	6.00	5.00

i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	31st March 2025		31st March 2024	
	No. of shares	Share capital (Rs.)	No. of shares	Share capital (Rs.)
At the beginning of the year	50,000	5,00,000	-	-
Add: Issued during the year	10,000	1,00,000	50,000	5,00,000
Less: Buy back during the year	-	-	-	-
Closing balance	60,000	6,00,000	50,000	5,00,000

ii) Details of each Shareholder holding more than 5 % shares in the company

Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	% of holding	No. of Shares	% of holding
Mr. Sunil Arora	33,890	56.48%	28,241	56.48%
Mrs. Seema Arora	15,575	25.96%	12,979	25.96%
Mrs. Romansha Arora	557	0.93%	3,662	7.32%
Mr. Tushar Arora	2,275	3.79%	5,103	10.21%
Anjlt Trading Pvt Ltd	7,689	12.82%	-	0.00%

As per records of the company, including its register of shareholders / members and other declaration received from share holders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

III) Details of % change of Shares held by Promoters (more than 5% of shares) at the end of the year

Name of Shareholder	As at 31st March 2025			As at 31st March 2024		
	No. of Shares	% of holding	% change of shareholding during the year	No. of Shares	% of holding	
Mr. Sunil Arora	33,890	56.48%	0.00%	28,241	56.48%	
Mrs. Seema Arora	15,575	25.96%	0.00%	12,979	25.96%	
Mrs. Romansha Arora	557	0.93%	-6.40%	3,662	7.32%	
Mr. Tushar Arora	2,275	3.79%	-6.41%	5,103	10.21%	
Anjlt Trading Pvt Ltd	7,689	12.82%	12.82%	-	0.00%	

**NOTE- 2
RESERVES & SURPLUS**

Surplus/deficit in the statement of profit & loss

	As at 31st March 2025 (Amount)	As at 31st March 2024 (Amount)
Balance as per last financial statement	(0.74)	-
Add: Profit/ (Loss) during the year	(0.64)	(0.74)
Net surplus/ (deficit) in the statement of profit & loss	(1.39)	(0.74)
Total Reserves & Surplus	(1.39)	(0.74)

**NOTE- 3
OTHER CURRENT LIABILITIES**

	31st March 2025 (Amount)	31st March 2024 (Amount)
Audit Fees Payable	0.07	0.07
ROC & other Charges Payable	0.40	0.20
Other Payables	0.07	0.07
	0.54	0.34

**NOTE- 4
CASH & CASH EQUIVALENTS**

	31st March 2025 (Amount)	31st March 2024 (Amount)
Balances with Banks	5.15	4.60
- Union Bank of India Ltd	-	-
Cash in Hand	5.15	4.60



(Handwritten Signature)

NOTE- 5**OTHER EXPENSES**

Payment to Auditors

- As auditors

Bank Charges

Rent Charges

Fess & taxes

Preliminary expenses & ROC Fees

Depository & other charges

TOTAL

	31st March 2025 (Amount)	31st March 2024 (Amount)
	0.07	0.07
	0.00	0.00
	0.36	-
	0.01	-
	0.20	0.20
	-	0.47
	0.64	0.74

NOTE- 6**EARNING PER EQUITY SHARE**

Net profit as per profit and loss account

Total number of equity shares

Weighted average number of equity shares in calculating Basic/diluted

Earning per share (Equity shares. Face value Rs. 10/- each)

Basic/Diluted

	31st March 2025 (Amount in INR)	31st March 2024 (Amount in INR)
	(64,495)	(74,117)
	60,000	50,000
	55,000	50,000
	(1.17)	(1.48)

NOTE- 7**SIGNIFICANT ACCOUNTING POLICIES****INTRODUCTION**

Abilities Innovative Products & Technologies Limited ("the Company") was incorporated on 1st day of January 2024 as public company registered under Indian companies Act 2013. The company manufactures pistons and piston rings for two wheelers, Lawn & garden segment, braking compressors and also developing tools.

METHOD OF ACCOUNTING

The Financial Statements have been prepared In accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on accrual basis. These Financial Statements have been prepared to comply with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015. The accounting policy have been consistently applied by the company, except as otherwise stated.

All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company as per the guidance as set out in the Schedule III to the Companies Act, 2013.

Summary of Significant Accounting Policies**A. Use of Estimates**

The preparation of financial statements requires estimates or assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expense during the reporting period. These estimates are based up on management knowledge or current event and actions, actual results could differ from those estimates and revisions, if any recognized in the current and future period.

B. Taxes on Income

Income Tax is computed in accordance with **Accounting Standard 22 - "Accounting for Taxes on Income"** issued by Institute of chartered Accountants of India.

Income Tax comprises the current tax provision and the net change in the deferred tax asset or liability during the year. Deferred tax assets and liabilities are recognized for the future tax consequences arising out of timing differences between the carrying values of the assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates applicable on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable / virtual certainty (as applicable) that sufficient future taxable income will be available against which such deferred tax asset can be realised. The effect on deferred tax assets and liabilities resulting from change in tax rates is recognized in the Income statement in the period of enactment of the change.

C. Provisions

Provision are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balances sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

D. Contingent Liabilities

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company not acknowledged as debts are treated as contingent liabilities. In respect of statutory dues disputed and contested by the company, contingent liabilities are provided for and disclosed as per original demand without taking into account any interest or penalty that may accrue thereafter.

E. Earning per Share

Earning per Share is calculated by dividing net profit for the year attributable to equity share holders by weighted average numbers of equity share outstanding during the year.

NOTE-8**GENERAL NOTES TO ACCOUNTS****(1) SEGMENT REPORTING**

The company manufactures pistons and piston rings for two wheelers, Lawn & garden segment, braking compressors and also developing tools. The company's business represent only one business segment, as per Accounting Standard - 17 on "Segment Reporting" as specified under Section 132 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2016 (as amended) is considered to be the only reportable business segment.



(2) RELATED PARTY DISCLOSURE

Disclosures in respect of Accounting Standard (AS) - 18 'Related Party Disclosures', as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2015 (as amended):

a) Names of Related Parties and related party relationship

Holding Company : Nil
Ultimate Holding Company : Nil
Subsidiary Company : Nil
Jointly Controlled Entity : Abilities India Pistons & Rings Limited
Key management personnel : Mr. Sunil Arora (Managing Director)
: Mr. Tushar Arora (Director)
: Mrs. Seema Arora (Director)
: Mrs. Romansha Arora (Director)

b) Related parties with whom transactions have taken place during the year

Jointly Controlled Entity : Nil
Enterprises owned or significantly influenced by : Nil
key management personnel or their relatives

c) The following are the details of transactions that have been entered into with related parties during the year :

Related parties disclosures in Accordance with the AS-18 of ICAI

Nature of Transaction	Relationship	Amount in INR in Lacs	
			FY 2024-25
Share Capital			
Sunil Arora	Managing Director		0.23
M/s Anjit Trading Private Limited	Jointly controlled entity		0.77

(3) Auditor's Remuneration Particulars

Audit Fees
Out of Pocket Expenses

	For the year ended 31st March 2025 (Amount in INR)	For the year ended 31st March 2024 (Amount in INR)
	7,100	7,100
	NIL	NIL
	<u>7,100</u>	<u>7,100</u>

(4) In the opinion of management, all the current assets have a value on realisation in the ordinary course of the business, at least equal to the amount at which these have been stated in the Balance sheet.

(5) The Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, Further no instance of audit trail feature being tampered with was noted in respect of accounting software.

(6) As on 31st March 2025, none of the creditors have held itself out in the category of Micro, Small and medium Scale Industries.

(7) The previous period figures have been regrouped/rearranged wherever considered necessary to facilitate comparison.

As per our report of even date attached
For Sanjeet Kumar & Associates

For and on the behalf of the Board

Chartered Accountants

ICAI Firm Registration No.022137N

Proprietor
Membership no. 097937
Place:- New Delhi
Date:- 31/05/2025



UIN: 25099997 BMM5VP6550

ABILITIES INNOVATIVE PRODUCTS & TECHNOLOGIES LIMITED

Sunil Arora
Managing Director
DIN: 01017075

Tushar Arora
Director
DIN : 03444757

