INTEGRA ESSENTIA LIMITED

CIN: L74110DL2007PLC396238

+91-80762 00456

www.integraessentia.com
cs@integraessentia.com

Unit No. 607, 6th Floor, Pearls Best Height-II,
Netaji Subhash Place, New Delhi-110034, IN

26th August 2025

To

Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip Code – 535958

The Manager Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza' C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051

Trading Symbol - ESSENTIA

Sub: **Notice convening the Meeting of Equity Shareholders of the Company for their requisite approval on the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ("Transferor Company") and Integra Essentia Limited ("Transferee Company" / "Company") and with their respective Shareholders and Creditors ("Scheme of Arrangement") convened pursuant to the directions of the Hon'ble National Company Law Tribunal, New Delhi Bench ("Hon'ble Tribunal") vide its order dated April 24, 2025.**

Ref: **Section 230 – 232 of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Ma'am,

This is in reference to the above captioned subject and pursuant to the order passed by Hon'ble National Company Law Tribunal, New Delhi Bench in First Motion Application w.r.t the proposed Scheme of Arrangement under Section 230 – 232 of the Companies Act, 2013 and rules made thereunder.

Notice is hereby given that the Meeting of Equity Shareholders of the Company is scheduled to be held on Saturday, September 27, 2025 at 03:00 PM (IST) for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the aforementioned Scheme of Arrangement.

A copy of the notice calling meeting of Equity Shareholders of the Company along with the requisite Annexures is enclosed herewith.

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The aforesaid Notice and the Explanatory statement together with the accompanying documents are also being uploaded on the website of the Company and can be accessed at following link: ***https://www.integraessentia.com/wp-content/uploads/2025/08/V5_Notice-IEL_ESH_12.08.2025_compressed-1.pdf***

The Schedule of the Meeting of Equity Shareholders is placed below:

Day and Date	:	**Saturday, September 27, 2025**
Time	:	**03:00 PM (IST)**
Mode of Meeting	:	**Through Video Conferencing / Other Audio-Visual Means ("VC"/ "OAVM")**
Mode of Voting		**Remote e-voting and e-voting at the Meeting**
Venue of Meeting	:	**Registered Office (Deemed venue for VC/ OAVM meeting)**
Cut-off date	:	Saturday, September 20, 2025
Commencing on	:	Wednesday, September 24, 2025, at 09:00 AM (IST)
Ending on	:	Friday, September 26, 2025, at 05:00 PM (IST)

Submitted for your information. You are kindly requested to take the same on records.

Yours faithfully,
For & on behalf of
Integra Essentia Limited

PANKAJ KUMAR SHARMA
Digitally signed by PANKAJ KUMAR SHARMA

Pankaj Kumar Sharma
Company Secretary & Compliance Officer

Encl: Complete notice convening Meeting of Equity Shareholders of the Company for their requisite approval on the proposed Scheme of Arrangement

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NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF INTEGRA ESSENTIA LIMITED

(Convened pursuant to Order dated April 24, 2025 read with orders dated May 15, 2025 and May 22, 2025, passed by the Hon'ble National Company Law Tribunal at New Delhi Bench ('NCLT'))

Day	:	**Saturday**
Date	:	**September 27, 2025**
Time	:	**03:00 PM (IST)**
Mode of Meeting	:	Through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM')
Mode of Voting	:	Remote e-voting & E-voting at the meeting
Venue of Meeting	:	Registered Office (Deemed venue for VC meeting)

REMOTE E- VOTING:

Cut-off date	:	**Saturday, September 20, 2025**
Commencing on	:	**Wednesday, September 24, 2025, at 09:00 AM (IST)**
Ending on	:	**Friday, September 26, 2025, at 05:00 PM (IST)**

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT NEW DELHI
COMPANY APPLICATION C.A.(CAA) NO. 20 / ND / 2025

IN THE MATTER OF:
SECTION 230 – 232 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 AND 7 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

AND
IN THE MATTER OF:
G G ENGINEERING LIMITED
Having its registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104.

..... (Transferor Company/ Non-Applicant Company)

AND
INTEGRA ESSENTIA LIMITED
Having its registered office at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, North West Delhi, Delhi, - 110034.

..... (Transferee Company/ Applicant Company)

NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF INTEGRA ESSENTIA LIMITED ("TRANSFEREE COMPANY"/ "COMPANY") AS PER THE DIRECTIONS OF HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH

To,
The Equity Shareholders of Integra Essentia Limited ("Transferee Company"/ "the Company")

1. **NOTICE** is hereby given that by the Order dated April 24, 2025 read with orders dated May 15, 2025 and May 22, 2025 ("**Order**"/ **"NCLT Order"**), Hon'ble National Company Law Tribunal, New Delhi Bench, has directed that a meeting of the Equity Shareholders of the Company be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for the Company. As per the said Order, the Chairperson in consultation with the counsel for the Company, decided that the meeting of the Equity Shareholders will be convened through Video Conferencing / Other Audio Visual Means ("VC"/ "OAVM") ("Meeting") with facility of remote e-voting, for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement for Amalgamation of G G Engineering Limited **('Transferor Company')** with Integra Essentia Limited **('Transferee Company')** and their respective Shareholders and Creditors under the provisions of Section 230 – 232 of the Companies Act, 2013 **("Scheme")**. Accordingly, notice is hereby given that a meeting of the Equity Shareholders of the Company will be held through VC/ OAVM on **Saturday, September 27, 2025, at 03:00 PM(IST)** at which day, date and time you are requested to attend the meeting through VC/ OAVM without physical presence at a common venue.

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2. **At the said meeting, following resolution will be considered and if thought fit, be passed, with or without modification(s) with the requisite majority:**

"RESOLVED THAT pursuant to the provisions of Sections 230 – 232 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**), the rules, circulars and notifications made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) as may be applicable and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the sanction of Hon'ble National Company Law Tribunal, New Delhi Bench (**"NCLT"**) and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement for Amalgamation of G G Engineering Limited **('Transferor Company')** with Integra Essentia Limited **('Transferee Company')** and their respective Shareholders and Creditors **("Scheme")**, be and is hereby approved.

RESOLVED FURTHER THAT any Director or KMP(s) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement 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, as any one of the Director or KMP(s) may deem fit and proper."

3. Take further notice that the Equity shareholders shall have the facility and option to vote on the aforesaid resolution for approval of the Scheme by casting their votes (a) through e-voting system available during the meeting to be held virtually, or (b) by remote e-voting during the period as stated below:

Commencement of remote e-voting	Wednesday, September 24, 2025, at 09:00 AM (IST)
End of remote e-voting	Friday, September 26, 2025, at 05:00 PM (IST)

It is clarified that votes may be cast by the equity shareholders by remote e-voting in terms of this Notice and casting of votes by remote e-voting does not disentitle them or their authorized representatives from attending the Meeting. However, the members or their authorized representatives who have cast their votes by remote e-voting will not be eligible to cast their votes by e-voting during the Meeting.

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4. Take further notice that a person, whose name is recorded in the Register of Members or Register of Beneficial Owners maintained by the RTA/Depositories as on the cut-off date, i.e., **Saturday, September 20, 2025 ("Cut-off Date")** only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting through VC/ OAVM. A person who is not an Equity Shareholder as on the Cut-off Date should treat the notice for information purpose only. The value of the votes cast shall be reckoned and scrutinized with reference to the said Cut-off Date in accordance with the books and records of the Company and where entries in the books are disputed, the Chairperson of the meeting shall determine the value for purposes of the said meeting.

5. Copies of the Scheme and of the 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, along with the enclosures as indicated in the Index are enclosed.

   If so desired, shareholders of the Company can obtain copies of the Notice and the accompanying documents, i.e., Scheme of Arrangement and the Explanatory Statement under Section 102 and under Sections 230, 232 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, free of charge, on any day (except Saturday, Sunday and public holidays) from the Registered Office of the Transferee Company at 607, 6th floor, Pearls Best Height-II, Netaji Subhash Place, Maurya Enclave, Delhi, India - 110034. Alternatively, a written request in this regard may be addressed to the Company Secretary at cs@integraessentia.com, along with details of shareholding such as demat account number / folio number, name, e-mail id and mobile number and the Company will arrange to send the same to you at your registered address.

6. Pursuant to the NCLT Order dated April 24, 2025 read with orders dated May 15, 2025 and May 22, 2025, Mr. Parvesh Khanna (Advocate) has been appointed as the Chairperson of the said meeting. Further, Mr. R.K Srivastava, has been appointed as the Scrutinizer of the said meeting of Equity Shareholders of the Company. The Scrutinizer, after the conclusion of e-voting at the Meeting, will unblock the votes cast through remote e–voting and votes cast at the Meeting in the presence of at least 2 (two) witnesses not in the employment of the Company, who shall make a consolidated Scrutinizer's Report of the total votes cast in favor or against the aforesaid resolution and submit the same to the Chairperson of the Meeting. The Company shall declare on its website the results of the Meeting after receipt of the report from the Scrutinizer and submit to the Stock exchanges where the securities of the Company is listed within 2 (two) working days. Further, the Chairperson shall submit the report to NCLT in Form No. CAA-4, the result of the Meeting within 7 (Seven) days from the date of the conclusion of the Meeting.

7. The Scheme of Arrangement, if approved in the aforesaid meeting, will be subject to the subsequent approval of NCLT and such other approvals, permissions, and sanctions of regulatory or other authorities, if any.

Sd/-
Adv. Dr. Parvesh Khanna
Chairperson appointed vide NCLT Order for the Meeting of Equity Shareholders of Integra Essentia Limited

Date: 11.08.2025
Place: New Delhi

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Notes:

1. Pursuant to the Order of the Hon'ble NCLT, New Delhi Bench dated April 24, 2025, read with orders dated May 15, 2025 and May 22, 2025 and relevant circulars issued by the Ministry of Corporate Affairs and SEBI, and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and decided by the Chairperson appointed for the said meeting in consultation with the Counsel for the Applicant Company, this Meeting is being held through video conferencing ("VC") or other Audio-Visual Means ("OAVM") to transact the business set out in the Notice of the Meeting.

2. The Notice of the meeting, Explanatory Statement along with accompanying documents mentioned in the index are sent through electronic mode and/or through post to the Equity Shareholders whose names appear in the register of members / list of beneficial owners as on Friday, August 08, 2025, as per the records of the Company / Depositories / Registrar and Transfer Agent ("RTA") at their respective last known e-mail addresses / postal address. The equity shareholders whose email addresses are not registered with the Company / Depositories, can register the same with RTA i.e. Skyline Financial Services (p) Ltd, -153/A,1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020 , CIN: U74899DL1995PTC071324, Tel. No.: 011-26292682 / 26292683 / 30857575, Fax:011-30857562 / 26292681, Email: info@skylinerta.com , in case the shares are held in the physical form or with the Depositories if the shares are held in the DEMAT form. The equity shareholders may note that the aforesaid documents are available on the website of the Company and can be accessed / downloaded from: www.integraessentia.com and the website of Stock Exchanges, i.e., BSE Limited at www.bseindia.com , and National Stock Exchange of India Limited at www.nseindia.com and/or also available on the website of NSDL (agency for providing the Remote e-Voting facility) at https://www.evoting.nsdl.com.

3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories / RTA as on the Cut-off Date only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only.

4. The voting rights of the equity shareholders shall be in proportion to their shareholding in the Company as on the close of the business hours of Cut-off date. The shareholders who have acquired the shares of the Company after sending the notices but before the Cut-off date, can refer the Notices on www.integraessentia.com and/or on website of the Stock Exchanges, at www.bseindia.com and www.nseindia.com and/or on the website of NSDL at https://www.evoting.nsdl.com and shall be entitled to avail the facility of voting by electronic means only if his name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories / RTA as on the cut-off date.

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5. Since this meeting is being held through virtual mode, there will not be any physical attendance of equity shareholders. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the Meeting and hence, the proxy form and attendance slip are not annexed hereto. Consequently, there is no requirement to maintain the register of proxies as the meeting of the equity shareholders of the Company is being held through virtual mode. Further, no route map of the venue of the Meeting is annexed hereto, since this meeting is being held through Virtual Mode.

6. In event that joint holders are present at the Meeting, the right to vote shall vest exclusively in the joint holder whose name appears first in the register of members in respect of the joint holding.

7. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF/ NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail at r.k.srivastava4762@gmail.com, with a copy marked to cs@integraessentia.com.

8. The attendance of the Members attending the Meeting through Virtual Mode will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, and as per the terms of the NCLT Order. Attendance at such meeting shall be recorded in the minutes of the meeting instead of taking physical attendance slips.

9. The quorum of the meeting of the Equity Shareholders as directed in the NCLT Order, shall be 1,84,336 Equity Shareholders (in number) of the Transferee Company. The proxy(ies) will not be counted for the calculation of the quorum for the above meeting of the Equity Shareholders. In case, the quorum is not present at the time of the meeting then the meeting shall be adjourned by half an hour. Thereafter, the persons present and voting shall be deemed to constitute the quorum.

10. The Members can join the Meeting through Virtual Mode 15 minutes before and during the meeting after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the proceedings and participate at the Meeting by logging into the e-Voting website at https://www.evoting.nsdl.com.

11. Further, in accordance with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, the Scheme shall be acted upon only if the number of votes cast by the public shareholders in favour of the aforesaid resolution for the approval of the Scheme is more than the number of votes cast by the public shareholders against it.

12. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Statutory Registers maintained by the Transferee Company will be available for inspection by the Equity Shareholders at the registered office of the Company between 11.00 AM (IST) and 5.00 PM (IST) on all working days up to the date of the meeting and also in electronic mode. Equity Shareholders seeking to inspect such documents through electronic mode can send an email to cs@integraessentia.com.

13. The result shall be reported to the NCLT by the Chairperson within the time fixed by NCLT (i.e., within 7 days of conclusion of Meeting), as directed in the NCLT Order.

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14. This Notice, along with copy of the Scheme of Arrangement and other enclosures is also displayed/ posted on the website of the Company: www.integraessentia.com , website of Stock Exchanges i.e., BSE Limited at www.bseindia.com , National Stock Exchange of India Limited at www.nseindia.com and/ or website of E-voting service provider i.e. NSDL at https://www.evoting.nsdl.com.

15. The Notice convening the meeting of the Equity Shareholders in Form CAA-2, containing the requisite details will be published through advertisement in the following newspapers, namely, (i) Business Standards, English Newspaper; and Business Standards, Hindi Newspaper both in Delhi editions.

16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications.

17. The Chairperson of the meeting shall, during and 15 minutes after the conclusion of the meeting, allow voting with the assistance of the Scrutinizer, for all those Equity Shareholders who are present at the meeting and who have not cast their votes by availing the remote e-voting facility.

18. Members, who would like to express their views or ask clarifications during the said meeting will have to register themselves as a speaker during the period starting from **Wednesday, September 24, 2025 From 09:00 AM (IST) to Thursday, September 25, 2025 up to 05:00 PM (IST)** by sending the requests from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at cs@integraessentia.com and a link will thereafter be provided to the registered speakers for participating in the Meeting. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask clarifications during the said meeting. The Company reserves the right to restrict the number of speakers/ questions depending on the availability of time for the said meeting. Please note that only the members holding the shares as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those shareholders who had sent requests to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during the Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE MEETING THROUGH VC/ OAVM ARE AS UNDER:

The e-voting facilities will be provided in the following manners: -

(i) The remote e-voting period commences on **Wednesday, September 24, 2025, at 09:00 AM (IST) and ends on Friday, September 26, 2025, at 05:00 PM (IST)** During this period equity shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Saturday, September 20, 2025**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, read with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-

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voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

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	"Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

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	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to r.k.srivastava4762@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

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on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@integraessentia.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@integraessentia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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SUMMARY INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE MEETING THROUGH VC/ OAVM ARE AS UNDER

1. Remote E-Voting Period Commences on Wednesday, **September 24, 2025**, at 09:00 AM and ends on Friday**, September 26, 2025**, at 05:00 PM. Equity shareholders holding shares in physical or demat form as on **September 20, 2025 (cut-off date)** can vote electronically during the voting period. After this, NSDL will disable the e-voting facility.
2. Shareholders who have voted before the meeting date cannot vote again at the meeting.

A) Access to NSDL e-Voting System

1. **Update Contact Details** – Ensure your mobile number and email are updated in your demat account for e-voting access.
2. **NSDL Demat Holders** –
   - If registered with *IDeAS*: Visit https://eservices.nsdl.com, log in, go to *e-Voting Services*, select the company, and proceed.
   - If not registered: Register online at the same link or log in directly at https://www.evoting.nsdl.com using your 16-digit demat account no., password/OTP, and verification code.
   - You can also use the *NSDL Speede* mobile app.
3. **CDSL Demat Holders** –
   - If using *Easi/Easiest*: Log in at www.cdslindia.com, go to *e-Voting*, select the company, and proceed.
   - If not registered: Register for *Easi/Easiest* on the same site or use the direct *e-Voting* link by entering demat account no. and PAN, then authenticate via OTP.
4. **Through Depository Participant** – You can log in via your demat account credentials with your DP (registered with NSDL/CDSL) and select the e-Voting option.
5. **Authentication** – After successful login, you'll be redirected to the NSDL site; select the company name and proceed to voting.
6. **Mobile App Users** – For NSDL accounts, scanning the QR code for *NSDL Speede* allows direct access.
7. **First-Time Users** – Retrieve your initial password from NSDL email; the password is your client ID (demat) or folio number (physical).
8. **Password Help** – If you forget your password, use the "Forgot User Details/Password" link on NSDL/CDSL websites or email evoting@nsdl.com.
9. **Helpdesk Contacts** –
   - **NSDL**: evoting@nsdl.com / 022-4886 7000
   - **CDSL**: helpdesk.evoting@cdslindia.com / 1800-21-09911

B) Login Method for Shareholders

Step 1: Login Method for Shareholders – Physical & Non-Individual Demat Accounts

1. Go to **https://www.evoting.nsdl.com/** from your computer or mobile.
2. On the homepage, under "Shareholder/Member", click **Login**.
3. Enter **User ID**, **Password/OTP**, and the **Verification Code** shown.
4. **User ID format**:
   - NSDL Demat: 8-character DP ID + 8-digit Client ID (e.g., IN300***12****)
   - CDSL Demat: 16-digit Beneficiary ID (e.g., 12**********)
   - Physical shares: EVEN Number + Folio Number (e.g., 101456001***)

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5. If you are registered for **NSDL e-services (IDEAS)**, you can log in at **https://eservices.nsdl.com/** → select **e-Voting** → proceed to voting.
6. Password:
   - Already registered: Use your existing e-voting password.
   - First-time user: Retrieve "initial password" from the email sent by NSDL (check PDF attachment; password is your Client ID/Folio Number).
7. If your email is not registered, follow the process for unregistered email holders as per notice.
8. Forgot password? Use **"Forgot User Details/Password?"** (for demat) or **"Physical User Reset Password?"** (for physical shares) on the NSDL site, or email **evoting@nsdl.com** with account/folio details.
9. You can also log in using **OTP-based login** if available.
10. After entering the password, tick **Agree to Terms & Conditions** → click **Login** → voting homepage will open.

Step 1: Login Method for Individual Shareholders - Demat Mode

1. **With NSDL**: Login at https://eservices.nsdl.com (IDeAS), https://www.evoting.nsdl.com, or via *NSDL Speede* app. Use your demat credentials, then click company name to vote.
2. **With CDSL**: Login at https://www.cdslindia.com via *Easi/Easiest* or e-Voting link. Authenticate using OTP sent to your registered mobile/email.
3. **Through Depository Participant (DP)**: Use DP login, select e-Voting option, then Company name.

Step 2: Cast Your Vote (NSDL e-Voting)

1. After logging in, view the list of companies ("EVEN") where you hold shares.
2. Select the company's EVEN to vote.
3. On the Voting page, choose Assent or Dissent, verify/adjust share quantity, then click Submit and Confirm.
4. A message "Vote cast successfully" will appear.
5. You may print the confirmation page for your records.
6. Once confirmed, your vote cannot be changed.

C) General Guidelines for Shareholders

1. **Institutional shareholders** (other than Individuals, HUF, NRI) must email a scanned Board Resolution/Authority Letter with attested authorized signatory's specimen signature to **r.k.srivastava4762@gmail.com** (copy to **evoting@nsdl.com**), or upload it under the *e-Voting* tab after login.
2. **Do not share your password**. After 5 failed login attempts, access will be blocked and must be reset via the "Forgot Password" or "Physical User Reset Password" option at www.evoting.nsdl.com.
3. For queries, refer to FAQs/User Manual at www.evoting.nsdl.com or contact NSDL at **022-4886 7000 / 022-2499 7000** or **evoting@nsdl.com**.
4. A shareholder requiring a demonstration of the e-voting process may access it at the following link: https://youtu.be/9JqOqo2-ApA?feature=shared.

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

1. The procedure for attending meeting & e-voting on the day of the court convened meeting is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Meeting.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the Meeting but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@integraessentia.com These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting

Sd/-
Adv. Dr. Parvesh Khanna
Chairperson appointed vide NCLT Order for the Meeting of Equity Shareholders of Integra Essentia Limited

Date: 11.08.2025
Place: New Delhi

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT NEW DELHI
COMPANY APPLICATION C.A.(CAA) NO. 20 / ND / 2025

IN THE MATTER OF:
SECTION 230 – 232 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 AND 7 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

AND
IN THE MATTER OF:
G G ENGINEERING LIMITED
Having its registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104.

..... (Transferor Company/ Non-Applicant Company)

AND
INTEGRA ESSENTIA LIMITED
Having its registered office at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, North West Delhi, Delhi, - 110034.

..... (Transferee Company/ Applicant Company)

EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 230(3) OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

1. Pursuant to the Order passed by the Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") dated April 24, 2025 read with orders dated May 15, 2025 and May 22, 2025 ("Order"/"NCLT Order"), a meeting of the Equity Shareholders of Integra Essentia Limited ('Transferee Company') is being convened and held through VC/ OAVM on **Saturday, September 27, 2025 at 03:00 PM (IST)** for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') and their respective Shareholders and Creditors ("Scheme"/ "Scheme of Arrangement") under the provisions of Section 230-232 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment or amendment thereof for the time being enforced) read with the rules issued there under. Notice of the said meeting together with the copy of the Scheme along with annexures are enclosed herewith. This Explanatory statement explaining the terms of the Scheme is being furnished as required under section 102 read with section 230-232 of the Companies Act, 2013.

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2. The draft Scheme was placed before the Audit Committee and Board of Directors of the Transferee Company initially at their respective meetings held on July 05, 2024. In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, the Audit Committee of the Transferee Company vide a resolution passed on July 05, 2024 at their meeting recommended the Scheme to the Board of Directors of the Transferee Company, inter alia, taking into account the Valuation Report dated June 29, 2024 issued by Axiology Valuetech Private Limited, Independent Registered Valuer and Fairness Opinion dated June 29, 2024 issued by SEBI Registered Category–I, Merchant Banker namely Corporate Professionals Capital Private Limited. The Board of Directors of the Transferee Company approved the Scheme at its meeting held on July 05, 2024.

3. List of the Companies/ Parties involved in the Scheme:

(i) G G Engineering Limited ('Transferor Company')
(ii) Integra Essentia Limited ('Transferee Company')

4. Details of the Companies involved in the Scheme:

A. G G ENGINEERING LIMITED

a) G G Engineering Limited (hereinafter referred to as "GGEL" or "Transferor Company") is a Public Limited Company bearing CIN L28900MH2006PLC159174, was incorporated on January 23, 2006 under the provisions of Companies Act, 1956. The Registered office of the Transferor Company is presently situated at 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S. V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra.

PAN: AACCG9819N
Email: cs.ggengg@gmail.com

b) The Transferor Company is a company having its equity shares listed on the bourses of BSE Limited (BSE).

c) The main objects of the Transferor Company as per the memorandum of Association are as follows:

"To do the business of manufacturing, assemble, process, job work, fabricate, deal in sheet metal components, turned parts, light forgings, tools, dies, power generating machines, electrical control panels, components and accessories, imported substitutes and to buy, sell import, export, fabricate, power coating, maintain, treat, prepare and deal in iron and steel forgings, sheet metal components, turned parts, aluminium forgings, alloy forgings, castings, stamping, brass parts, spare parts of all kind of machinery and all allied lines and to undertake sheet metal press and all other engineering jobs including setting up of job shop, tool shop and the like."

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d) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company as on Appointed Date is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital 1,65,00,00,000 Equity Shares of Rs. 1/- each	1,65,00,00,000
Total	**1,65,00,00,000**
Issued, Subscribed and Paid-up Share Capital 1,58,44,98,800 Equity Shares of Rs. 1/- each	1,58,44,98,800
Total	**1,58,44,98,800**

There is no change in the capital structure since the appointed date.

e) Details of change in name, registered office or objects of the Transferor Company during the last five years:

- There is no change in the name clause of the Transferor Company.
- There is no change in the registered office of the Transferor Company.
- There is no change in the objects of Transferor Company.

f) Details of the present promoter / promoter group and directors of the Transferor Company are as follows:

- **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Kamal Beriwal	Promoter	B J 95 North West Delhi Shalimar bagh 110088

- **Directors**

S. No.	Name	Designation	DIN	Address
1.	Atul Sharma	Managing Director	08290588	H.no 73/7 Pana Udyan Vishwakarma Road, Narela Delhi-110040
2.	Deepak Kumar Gupta	Director	00057003	A-10, Lok Vihar, Saraswati Vihar, Pitampura-110034
3.	Poonam Dhingra	Director	09524982	House No A 58, Ground Floor, Palladians, Mayfield Gardens, Sector 47, Gurgaon-122018
4.	Om Prakash Aggarwal	Director	09553402	B-3/239 1st Floor Paschim Vihar, Delhi - 110063
5.	Ashish Kumar	Additional Director	09668119	House No. 387, Ground Floor, Pathan Pura, Near Geeta Bhawan, Bhola Nath Nagar, Shahdara, Delhi — 110032
6.	Ram Manorath Gupta	Whole-Time Director	10679592	N - 991, Mangolpuri, North West Delhi - 110083

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cs@integraessentia.com
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g) As on 31.03.2025, the amount due to the Secured Creditors of Transferor Company is Rs. 143.96 Lacs and to Unsecured Creditors is Rs. 2,007.86 Lacs.

B. INTEGRA ESSENTIA LIMITED

a) Integra Essentia Limited (hereinafter referred to as "IEL" or "Transferee Company") is a Public Limited Company bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007 under the provisions of Companies Act, 1956. The registered office of the Transferee Company is presently situated at 607, 6th Floor, Pearls Height- II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi -110034.

PAN: AABCF1212H
Email ID: cs@integraessentia.com

b) The Transferee Company is a listed entity having its Equity Shares listed on the bourses of BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

c) The main objects of the Transferee Company as per the memorandum of Association are as follows:

(i) To carry on the business of manufacturers, processor, producer, traders, dealers, distributor, stockiest, agents, exporters and importers of clothing and wearing apparel, gannents and dresses of every kind, nature and description, sportswear, home textiles products, and their raw-materials including cotton, kapas, cotton waste, staple waste, silk, polyester or man-made fibers, fibrous material, filaments, yarns and fabrics of all kind, and to enter into forward transactions, contracts or otherwise deal in all or any of these items, and of spinning, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise processing any other fabrics or finished articles thereof, and of manufacturing the chemicals, dyestuffs, equipment's, washing, bleaching and dyeing materials, raw materials, packaging materials and all other requisites needs or all or any of the above purposes and byproducts thereof.

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(ii) *To carry on business of sale, purchase, import, export, distribute, produce, process or otherwise deal in all kind of life necessities, essentials goods, items of basic human needs, food items, agriculture products, fruits, vegetable, seeds, other herbal, natural and forest products, organic and inorganic products, including cultivation, harvesting, raising, processing thereof, and to set up limits, cold-storage, plants, warehouses etc. and to undertake the activities for preservation, transportation, packing, stocking, branding and distribution thereof and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, collaborator, stockiest, importer, exporter, merchandiser of all kind of FMCG products, processed and semi processed food products, beverages, instant foods, exotic foods, super foods, vegetable and non-vegetable packed foods, ready to eat food items, frozen, confectionaries foods, tinned foods, fats and proteins, health products, baby foods, diet food, food product additives, food supplements, food ingredients, fruit pulps, sausages, jams, dry fruits including cashews, raisins, almonds, pistachios, nuts etc., mixed dry fruits, fruit products, bakery products, cereals, pulses, paddy, rice, wheat, grains, dairy products, all kind of soya products, edible oils, essential oils, spices, mineral, mixtures, mineral waters, spirits and liquor, whether for human consumption or for industrial use or as fuel or otherwise, critic acid, vinegar, acetic and liquor sugar, glucose, malts, hops, grain, aerated water, ethanol, carbonic acid, gas, dry ice and all raw material and intermediaries of the highest grade, style and/or other household and groceries items and consumable products of every description for human consumption, and all agri-inputs, fertilizers, manures, plant and animal foods, pesticides, insecticides, fungicides and all types of chemicals needed in human life.*

(iii) *To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, or supplying, trading, processing, manufacturing, dealing in any manner whatsoever in all type of building materials, housing, construction, infrastructure related items, raw materials of all kinds, cements, steel bars and other items, chemicals, adhesives, colors, decorative materials, stone, timber, teak, board, fiber, paper, glass, n1bber, plastic or other natural or synthetic substance and items made from combination thereof, home decor items, office accessories, dinning and bar accessories, hard ware, bath room accessories, articles made of wax, SS Tanks, pipes, metal sheet, sheets , ceramic, wood, leather, glass acrylic, plastic and other metal/ alloy sheets and other products required and/or used in the house hold/ official goods, architectural, construction, automobiles, railway transport and other allied sectors on retail as well as on wholesale basis in India or elsewhere, either alone or in conjunction with others.*

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(iv) *To carry on the business, in India and abroad, of dealer, trader, import and export agents, representatives, contractors, buying and selling agents brokers, importers, buyers, sellers, exporters and to buy sell, or otherwise trade and deal in goods, produce, articles, products and merchandise of all types, on a wholesale cash and carry basis including minerals and metals, stainless and special steels, alloys and ferrous, nonferrous metals, auto parts, tools and implements dies, jigs, steel pipes and tubes pipe fittings, iron and steel products, cast iron, steel and tubular structural, scrap, chemicals and petrochemicals, capital goods, household articles, general merchandise, electronic items, electrical appliances, apparels, accessories, stationery items, over the counter drugs, home and office furnishing, beauty and lifestyle products, and other ancillary items,3 and to carry on all or any of the businesses of procurers, generators, suppliers, distributors, converters, transmitters, storers, carriers, importers and exporters of, and dealers in, all kind of products, services essential for life's energy needs, from all or any kind of sources or forms of energy.*

(v) *To enter into business arrangement, joint venture, strategic alliances and other partnerships, in India and abroad with other persons, bodies corporates, other arrangements and to subscribe, invest, acquire, purchase, hold, dispose, sell shares share-stock, units, negotiable instruments, forex, currency contracts, derivatives, options, debentures stock, bonds mortgage, obligations, securities of any kind, movable and immovable assets of whatsoever nature whether in India or elsewhere as may be conducive to the businesses, long-term objectives of the company.*

(vi) *To carry on business of purchase, sale, subscription, acquisition, investment or dealing in shares, units, negotiable instruments, foreign exchange, debentures, bonds, obligations, mortgages, and securities of any kind, movable and immovable assets and any interest therein and lending and advancing money or give credit to any persons and to advance loans and to make investment in securities, shares, mutual funds, bonds, warrants, debentures, or any other kind of interest or instrument carrying rights.*

(vii) *To carry on new edge technology and data driven businesses, trades and activities, essentials for enhancing quality of life, livelihood, overall environment or otherwise, having economic values and to undertake these businesses either individually or in collaboration with other persons, companies or corporations and to enter into agreements and contracts, strategic alliances, business association, joint ventures, partnerships or into any arrangement for sharing profits, union of interest, co-operation, reciprocal concession or other alike business propositions, with such person, firm, corporate or other entity carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company.*

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d) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferee Company as on the Appointed date is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital 1,25,00,00,000 shares of Rs. 1/- each	1,25,00,00,000
Total	**1,25,00,00,000**
Issued, Subscribed and Paid-up Share capital 1,06,76,90,544 Equity Shares of Rs. 1/- each	1,06,76,90,544
Total	**1,06,76,90,544**

There is no change in the capital structure since the appointed date.

e) Details of change in name, registered office or objects of the Transferee Company during the last five years:

- On February 16, 2022, the name of the Transferee Company was officially changed from "Integra Garment and Textile limited" to its present name that is, "Integra Essentia Limited";
- On April 06, 2022, the registered address of the Transferee Company was shifted from the state of Maharashtra to its current registered address;
- There is no change in the objects of Transferee Company.

f) Details of the present promoter/ promoter group and directors of the Transferee Company are as follows:

- **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Vishesh Gupta	Promoter	F-14/9, Model Town Part – II, Dr. Mukherjee Nagar, North West Delhi, Delhi - 110009

- **Directors**

S. No.	Name	Designation	DIN	Address
1.	Gunjan Jha	Director	09270389	House No-191,4th Floor, School Block Shakarpur, L Corner Building Shakarpur, East Delhi-110092
2.	Sony Kumari	Director	09270483	E-30B, Flat No. 8, 2nd Floor Chhatarpur Extension Near Suman Chowk, Chattarpur, Delhi 110074

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3.	Manoj Kumar Sharma	Whole-Time Director	09665484	H.No.17 B Block, 5/6, Gurunanak Dev Colony Bhalaswa Dairy, Libaspur, North West Delhi, New Delhi, India - 110042
4.	Gurpreet Singh Bhatia	Director	10119925	152, Golden Avenue, Amritsar-II, Punjab, India-143001
5.	Shweta Singh	Whole-Time Director	09270488	A-41/42, Pandav Nagar, A Block, Mother Dairy, Shankar Pur, Baramad, East Delhi - 110092
6.	Deepak Kumar Gupta	Whole-Time Director	00057003	A-10, Lok Vihar, Saraswati Vihar, Pitampura North West Delhi - 110034

g) As on 31.03.2025, the amount due to the Secured Creditors of Transferor Company is Rs. 68.16 Lacs and to Unsecured Creditors is Rs. 1,731.88 Lacs.

5. Relationship between the Transferor Company and the Transferee Company.

Mr. Deepak Kumar Gupta, is a common director in the Transferor Company and the Transferee Company.

6. Details of the Board meeting at which the proposed Scheme was approved by the Board of Directors of the Transferor Company and the Transferee Company including the name of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.

For Transferor Company:

Date of the Board meeting at which the Scheme was approved by the Board of directors: July 05, 2024.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1.	Atul Sharma	Voted in Favour
2.	Deepak Kumar Gupta	Voted in Favour
3.	Om Prakash Aggarwal	Voted in Favour
4.	Ram Manorath Gupta	Voted in Favour

For Transferee Company:

Date of the Board meeting at which the Scheme was approved by the Board of directors: July 05, 2024.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1.	Gunjan Jha	Voted in Favour
2.	Sony Kumari	Voted in Favour

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3.	Deepak Kumar Gupta	Voted in Favour
4.	Anshumali Bhushan	Voted in Favour

7. Approvals Required

For the purpose of giving effect to the proposed Scheme, following approvals are required:

S. No.	Particulars	Status of Approval/NOC
1.	SEBI through Stock Exchanges	BSE Limited was appointed as the designated Stock Exchange by the Transferor Company and the Transferee Company for the purpose of coordinating with SEBI, pursuant to SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The Transferor Company and Transferee Company have received Observation letter regarding the Scheme from BSE vide its letter dated December 09, 2024 and from NSE vide its letter dated November 29, 2024. There are no adverse observations made by both the Stock Exchanges. A copy of the Observation letters received from BSE and NSE are annexed with this Notice.

8. Pre and Post Scheme of Arrangement - Capital Structure

(Amount in INR)

Particulars	Pre (as on 31.03.2025)		Post (Expected)
	Transferor Company	Transferee Company	Transferee Company
Equity Share Capital	1,58,44,98,800 (divided into 1,58,44,98,800 Equity Shares of Re. 1/- each)	1,06,76,90,544 (divided into 1,06,76,90,544 Equity Shares of Re. 1/- each)	1,82,82,49,948 (divided into 1,82,82,49,948 Equity Shares of Re. 1/- each)

9. Pre and Post Scheme of Arrangement – Shareholding Pattern:

For Transferor Company

Equity Shareholders:

Category of shareholder	Pre (as on 31.03.2025)		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter/ Promoter Group	2,00,00,000	1.26	-	-
Public	1,56,44,98,800	98.74	-	-
Total	**1,58,44,98,800**	**100.00**	-	-

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For Transferee Company

Equity Shareholders:

Category of shareholder	Pre (as on 31.03.2025)		Post (Expected)	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter/ Promoter Group	22,22,19,757	20.81	17,05,78,271	9.33
Public	84,54,70,787	79.19	1,65,76,71,677	90.67
Total	**1,06,76,90,544**	**100.00**	**1,82,82,49,948**	**100.00**

The detailed Pre and Post Scheme of Arrangement Shareholding Pattern of the Transferor Company and Transferee Company are annexed herewith.

10. Summary of Valuation Report and Fairness Opinion:

a) Valuation Report dated June 29, 2024 issued by Axiology Valuetech Private Limited – Registered Valuer and Fairness Opinion dated June 29, 2024 issued by SEBI Registered Category–I, Merchant Banker namely Corporate Professionals Capital Private Limited. Share Exchange Ratio is as under –

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty Eight) Equity shares of Face value of INR 1.00/- (Rupees One Each) each to Equity shareholders of "GG Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Shares of Face value of INR 1/- (Rupees One Each) each held by them in the Transferor Company".

b) Basis of Valuation and Fairness Opinion:

For the Transferor Company - Since the Transferor Company will transfer its business to the Transferee Company through the Scheme and its operations will continue under the name of the Transferee Company, the valuer has deemed it appropriate to assign no weightage to the Discounted Free Cash Flow (DCF) Method. Further, the values derived under the DCF Method and the Net Asset Value (NAV) Method do not adequately reflect the fair value as indicated by the Market Price Method. Considering that the Transferor Company is listed on BSE Limited and is frequently traded, the valuer has considered it appropriate to assign 100% weightage to the Market Price Method (based on 90 trading days and 10 trading days volume-weighted average price).

For the Transferee Company - The valuer has considered that the Transferee Company is currently engaged in four distinct business operations. To project its future earnings and determine fair value, the valuer has applied the Discounted Cash Flow (DCF) Method in conjunction with the Market Price Method, based on the trading activity of the Company's shares on the National Stock Exchange (NSE). The valuation process did not rely solely on a single method; instead, an equal weightage has been assigned to both the DCF Method and the Market Price Method.

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Further, refer the Valuation Report and Fairness Opinion annexed with this Notice, for the complete details including the basis of valuation, methodologies adopted, share exchange ratio etc.

11. There is no Capital/ Debt Restructuring in the Scheme.

12. Effect of the Scheme on Stakeholders

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

i. Shareholders, promoter and non-promoter shareholders

The Company only has equity shareholders and does not have any preference shareholders.
Upon the Scheme becoming effective and in consideration of vesting and undertaking, as defined under the Scheme, the Transferee Company shall allot equity shares to shareholders of the Company in the following ratio:

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty- Eight) Equity Shares of Face Value of INR 1/- (Rupee One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupee One Each) each held by them in the Transferor Company."

The shares to be allotted to the shareholders of the Company shall rank pari passu in all respects with the then existing shareholders of the Transferee Company from the Appointed Date.

Considering the overall rationale and benefit of the Scheme, the Board is of the view that the Scheme is in the best interest of all the stakeholders including shareholders of the Company.

ii. Directors and Key Managerial Personnel (KMP)

The KMP and Directors of the Company will continue to hold their respective positions following the effectiveness of the proposed Scheme.
No KMPs and directors are expected to have disproportionate advantage or disadvantage in any manner.

iii. Employees

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

iv. Creditors

The Scheme will have no prejudicial effect on the Creditors of the Company. No compromise is proposed with any creditors of the Company under the proposed Scheme. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished and the Company shall pay off its creditors in its normal course of business.

v. Debenture holders, and Debenture Trustees Depositors and Deposit Trustees

The Company has neither accepted any deposits from any person nor issued any debentures.

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13. Effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

The Scheme does not have any effect on the material interests of the directors, Key Managerial Personnel and Debenture Trustee.

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferor Company and Transferee Company along with their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their respective shareholding in the Transferor Company and Transferee Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives have any material interest in the Scheme.

Further, as none of the companies have any debenture trustee, accordingly there is no effect on any debenture trustee under the Scheme.

14. Need, Rationale and Benefit of the Scheme:

(i) This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee companies and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

- **Expansion into the Formulation Business:**

  The Transferee Company is in the business of superior infrastructure infrastructural & structural steel, and engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups, among others. The Merger will enhance and strengthen the Transferee Company's Infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

- **Takeover / Discharge of the debt of the Transferor Company and thereby relieve it from financial stress:**

  The Transferor Company has been under severe financial stress and has been facing challenges in discharging its debt obligations, with a significant lump-sum payment due in March 2024. The Transferor Company has in the past made numerous efforts to raise funds to fulfil its debt repayment obligations without much success and thereby pushing the Transferor Company to brink of an IBC process which may lead to disintegration of the promising formulation business and various stakeholders losing their value.

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The Proposed Amalgamation will offer a bail out to the Transferor Company from its debt obligation by providing the necessary funds to discharge its debt and ensure continuity of its formulation business and preservation of shareholder value, alleviating creditors/ lenders pressure and ensuring a stronger / debt free merged entity ready for the long haul.

- **Value creation for Shareholders:**

  The Proposed Amalgamation is expected to contribute to economic value creation for both Transferor and Transferee companies. The shareholders of Transferor company will benefit from reduced finance costs, improved profitability and additional resources to fund the growth of formulations business. The shareholders of the Transferee company are expected to benefit from Business expansion. Shareholders of both Company are also likely to benefit from the increased value created through business synergies, cost savings, reduction in administrative / operating costs and improved financial performance of the merged entity.

- **Simplification of Group structure:**

  The Proposed Amalgamation would lead to simplification of the Group structure by reducing one listed company, and thereby eliminating inefficiency and cash trap on distribution of profits to shareholders in future. This will also lead to reduction of higher compliance/ reporting burden and administrative cost by reduction of one listed company. All of this will result in higher operational efficiencies and maximize value for the shareholders of both the companies.

- **Focused management, synergies, and Growth prospects:**

  The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to a better long-term performance. The Amalgamation will facilitate better and more efficient control over the business and financial conduct of the merged company allowing a more streamlined and coordinated approach to governance and strategic decision-making.

  The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

  In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

(ii) Due to the aforesaid reasons, it is considered desirable and expedient to amalgamate all the companies in accordance with this Scheme, pursuant to Section 230 – 232 of the Companies Act, 2013.

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15. Salient features of the Scheme are:

(a) Appointed Date means July 01, 2024 or such other date as may be approved by the Hon'ble National Company Law Tribunal or by such other competent authority having jurisdiction over the Transferor Company and Transferee Company;

(b) Effective Date means the date on which the certified copy of the order of the Hon'ble National Company Law Tribunal (NCLT) under Sections 230 and 232 of the Act sanctioning the Scheme is filed with the concerned Registrar of Companies.

(c) Pursuant to the Scheme, upon the coming into effect of the Scheme and with effect from the Appointed Date, the entire business and undertaking of the Transferor Company, including all its assets, properties, rights, claims, liabilities, obligations, contracts, licenses, and employees, shall stand transferred to and vested in the Transferee Company as a going concern without any further act, deed, matter or thing.

(d) All employees of the Transferor Company, who are in service on the Effective Date, shall become employees of the Transferee Company on the same terms and conditions as were applicable to them prior to the amalgamation and without any interruption in service.

(e) Upon this Scheme coming into effect and upon transfer and vesting of the business and undertaking of the Transferor Company in the Transferee Company, the consideration in respect of such transfer shall, subject to the provisions of the Scheme, be paid and satisfied by the Transferee Company as follows:

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty Eight) Equity Shares of Face Value of INR 1/- (Rupee One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupee One Each) each held by them in the Transferor Company."

(f) The Scheme is conditional upon and subject to the approvals of the shareholders and creditors of the Transferor Company and the Transferee Company, as may be directed by the Hon'ble NCLT, sanction by the Hon'ble NCLT, receipt of such other approvals as may be required under applicable laws, and filing of certified copies of the orders of the Hon'ble NCLT with the Registrar of Companies of relevant jurisdiction by both the Transferor Company and the Transferee Company.

(g) Upon the Scheme becoming effective, the Transferor Company shall, without any further act or deed, stand dissolved without being wound up.

(h) All costs, charges, taxes, including duties, levies and all other expenses arising out of or incurred in carrying out and implementing the Scheme and matters incidental thereto shall be borne by the Transferee Company.

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(i) The Board of Directors of the Transferor Company and the Transferee Company shall be authorised to assent to any modifications or amendments to the Scheme or to any conditions or limitations that the Hon'ble NCLT or any other competent authority may deem fit to direct or impose or that may otherwise be considered necessary, desirable or appropriate by them for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme. In the event the Scheme does not become effective, it shall stand revoked and be of no effect, and no rights or liabilities shall arise thereunder.

For the complete details and features of the Scheme, refer the Scheme of Amalgamation annexed to this Notice and Explanatory Statement.

16. The Transferor Company and Transferee Company have filed an application before the Hon'ble National Company Law Tribunal ("NCLT"/ "Tribunal") of the relevant jurisdiction i.e. before the Hon'ble NCLT, Mumbai Bench and Hon'ble NCLT, New Delhi Bench, respectively, as per Rule 3(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for the sanction of the Scheme of Arrangement under the provisions of Section 230-232 of the Companies Act, 2013.

17. There is no likelihood that any Secured Creditor or Unsecured creditor of the Transferor Company and the Transferee Company would lose or be prejudiced as a result of the Scheme being passed since no sacrifice or waiver is at all called for from them nor are their rights sought to be modified in any manner. Hence, the Scheme will not cast any additional burden on the shareholders or creditors of either company nor will it affect the interest of any of the shareholders or creditors.

18. The details of the ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the respective companies, its promoters and directors are annexed herewith.

19. The Auditors of the Transferor Company and of the Transferee 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.

20. This statement is being furnished as required under Sections 230(5), 232(1) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").

21. The notice pursuant to Section 230(5) of the Companies Act, 2013 in the prescribed format along with Explanatory statement, a copy of the Scheme of Arrangement and the disclosures provided herewith will be served within the prescribed time on the Statutory Authorities, as applicable.

22. Additional information sought by the Stock Exchanges vide their respective Observation Letters:

(i) Need, rationale and synergies of the Scheme have been stated in Para No. 14 of this Notice. Impact of the Scheme on the shareholders has been detailed in the Audit Committee report annexed herewith.

(ii) A write up on the history of the amalgamating company is stated below as:

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
+91-80762 00456
www.integraessentia.com
cs@integraessentia.com
Unit No. 607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, New Delhi-110034, IN

G G ENGINEERING LIMITED being the Amalgamating Company, bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 as a private company with the name & style of "G G Engineering Private Limited" under the jurisdiction of Registrar of Companies, Mumbai. Subsequently, on 03rd April 2017, the name of the Transferee Company was changed to its present name i.e., "G G Engineering Limited" pursuant to obtaining status of a Public Company. The Registered office of the Transferee Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The Equity Shares of the Transferor Company are listed on the bourses of BSE.

(iii) Details of Assets and Liabilities, Networth and Revenue of all the Companies involved in the Scheme, both pre and post Scheme of Amalgamation are annexed herewith in point (iv) below.

(iv) Latest Net Worth Certificate along with the statement of assets and liabilities of both the companies involved in the Scheme of Arrangement for pre and post Scheme of Arrangement are annexed herewith.

(v) Comparison of revenue and net worth of amalgamating companies with the total revenue and net worth of the amalgamated company for last three financial years.

(Amount in INR Crores)

	Financial Year 2022 - 2023		**Financial Year 2023 - 2024**		**Financial Year 2024 - 2025**	
	Revenue	**Net Worth**	**Revenue**	**Net Worth**	**Revenue**	**Net Worth**
Transferor Company	99.57	72.79	149.09	204.38	178.03	230.50
Transferee Company	241.41	75.35	277.27	116.90	441.73	169.75

(vi) Justification on classification of promoter of GGEL as a public shareholder in IEL, is stated below:

It is hereby clarified that the promoter of GGEL (Transferor Company) is not related to any of the promoters or members of the promoter group of IEL (Transferee Company) in terms of Regulations 2(1)(oo) and 2(1)(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Therefore, it was mutually decided among the Companies that upon the Scheme becoming effective, all equity shares to be issued and allotted to the promoter of GGEL pursuant to the Scheme shall be classified under the "public" category in the shareholding pattern of IEL.

(vii) Additional information, if any, sought by NSE in Annexure M of its checklist and by BSE has been attached herewith. *(Note: This Annexure M does not include the Scheme of Arrangement and the Valuation Report for which Annexure 1 and Annexure 2 of this Notice may be referred.)*

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23. Inspection and obtaining of extract of documents:

Inspection of the following documents will be available at the Registered Office of the Transferee Company:

a. Copy of the NCLT order dated April 24, 2025, May 15, 2025 and May 22, 2025;
b. Copy of the Scheme of Arrangement for Amalgamation;
c. Copies of Audited Financials of all the companies for the financial years ended on 31st March, 2025;
d. Contracts or agreements material to the proposed compromise or arrangement;
e. Copy of the Reports of Board of Directors of the respective Transferor Company and Transferee Company on the impact of Scheme on Directors and employee, pursuant to the provisions of Section 232(2) (c) of the Companies Act, 2013;
f. Copy of the certificate issued by the Statutory Auditor of the respective Transferor Company and Transferee Company for compliance with the applicable Accounting Standards under Section 133 of the Companies Act, 2013;
g. Copy of the Valuation Report dated 29th June, 2024 issued by Axiology Valuetech Private. Limited – Registered Valuer, along with the copy of Fairness Opinion dated 29th June, 2024 issued by Corporate Professionals Capital Private Limited;
h. Copy of the Board Resolution passed by the Board of Directors of both the companies in respect of the approval of the Scheme of Arrangement.

Sd/-
Adv. Dr. Parvesh Khanna
Chairperson appointed vide NCLT Order for the Meeting of Equity Shareholders of Integra Essentia Limited

Date: 11.08.2025
Place: Delhi

ANNEXURE - 1

SCHEME OF ARRANGEMENT FOR AMALGAMATION

BETWEEN

G G ENGINEERING LIMITED

(TRANSFEROR COMPANY)

AND

INTEGRA ESSENTIA LIMITED

(TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013)

INTEGRA ESSENTIA LIMITED DELHI

G G ENGINEERING LIMITED

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Parts of the Scheme:

1. **Part I –** This part of Scheme contains general provisions applicable as used in this Scheme including Definitions and Capital Structure of Transferor Company and Transferee Company along with Objects and Rationale of the Scheme.

2. **Part II –** This part of Scheme contains Transfer and Vesting of G G Engineering Limited ('Transferor Company') to Integra Essentia Limited ('Transferee Company'), in accordance with the provisions of Section 230-232 of the Companies Act, 2013.

3. **Part III -** This part of Scheme contains Reorganization of Share Capital and the Accounting Methodology adopted for the Amalgamation.

4. **Part IV -** This part of Scheme contains miscellaneous provisions i.e. application/petition to the NCLT (defined herein below) and other terms and conditions applicable to the Scheme.

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PREAMBLE OF THE SCHEME

A. AN OVERVIEW OF SCHEME OF ARRANGEMENT

- This Scheme of Arrangement is presented under the provisions of Section 230 – 232 of the Companies Act, 2013 read with relevant rules of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company').

- The Transferee Company (as defined hereinafter) will issue its equity shares to the shareholders of Transferor Company (as defined hereinafter) in consideration for Amalgamation of Transferor Company with Transferee Company as per the share exchange ratio mentioned in this Scheme.

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

B. BACKGROUND AND DESCRIPTION OF COMPANIES

1. **G G ENGINEERING LIMITED (hereinafter also referred to as 'GGEL' or 'Transferor Company')**, bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 as a private company with the name & style of "G G Engineering Private Limited" under the jurisdiction of Registrar of Companies, Mumbai. Subsequently, on 03rd April 2017, the name of the Transferee Company was changed to its present name i.e., "G G Engineering Limited" pursuant to obtaining status of a Public Company. The Registered office of the Transferee Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.

   The Equity Shares of the Transferor Company are listed on the bourses of BSE.

2. **INTEGRA ESSENTIA LIMITED (hereinafter also referred to as 'IEL' or 'Transferee Company')** bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007, under the

INTEGRA ESSENTIA LIMITED DELHI

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provisions of Companies Act, 1956 as a private company with the name & style of "Five Star Mercantile Private Limited" under the jurisdiction of Registrar of Companies, Maharashtra. Subsequently, on 03rd January, 2012, the name of the Transferee Company was changed to "Five Star Mercantile Limited" pursuant to obtaining status of a Public Company. Thereafter, on 2nd August 2012, the name of the Transferee Company was changed to "Integra Garment and Textile Limited". Later, on 16th February, 2022, the name of the Transferee Company was changed to its present name i.e. "Integra Essentia Limited". On 06th April, 2022, the registered office of the Transferee Company was shifted from the state of Maharashtra to the state of New Delhi. The Registered office of the Transferee Company is presently situated at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company is engaged into four business segments namely agro products, clothing, infrastructure, and energy. The Transferee Company is mainly in the business of trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products among others.

The Equity Shares of the Transferee Company are listed on the bourses of BSE and NSE.

C. RATIONALE FOR THE SCHEME OF ARRANGEMENT

This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee Company and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

- **Consolidating strengths:**

  The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

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- **Value creation for Shareholders:**

  The proposed amalgamation is expected to create economic value for both the Transferor and Transferee Company. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both the Companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

- **Focused management, synergies, and Growth prospects:**

  The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

  The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both the Companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the Companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

This comprehensive rationale as above underscores the strategic motivations, expected benefits, and the context surrounding the Proposed Amalgamation, highlighting its alignment with both the Companies objectives and the interests of their various stakeholders.

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D. Due to the aforesaid reasons, it is considered desirable and expedient to amalgamate the Transferor Company with Transferee Company in accordance with this Scheme, pursuant to Section 230 – 232 of the Companies Act, 2013.

E. The amalgamation of the Transferor Company with the Transferee Company, pursuant to and in accordance with this Scheme, under Section 230 - 232 and other relevant provisions of the Companies Act, 2013 and applicable rules of Companies (Compromises, Arrangements Amalgamations) Rules, 2016, subject to sanction of NCLT (defined herein below) of relevant jurisdiction, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) of the Income Tax Act, 1961.

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PART-I

GENERAL PROVISIONS

1. Definitions:

In this Scheme, unless repugnant to the subject or context or meaning thereof, the following expressions shall have the same meanings as set out herein below:

1.1. **"Act"** means the Companies Act, 2013 including any rules, regulations, circulars, directions or guidelines issued thereunder and any statutory modifications, re-enactments or amendments thereof from time to time.

1.2. **"Appointed Date"** means 1st July, 2024 or such other date as may be approved by the Hon'ble National Company Law Tribunal of relevant jurisdiction or by such other competent authority having jurisdiction over the Transferor Company and the Transferee Company.

1.3. **"Board" or "Board of Directors"** shall mean Board of Directors of the Transferor Company or Transferee Company, as the case may be, and unless it be repugnant to the context or otherwise, include a committee of directors or any person(s) authorized by the Board of Directors or such committee of directors.

1.4. **"BSE"** means the BSE Limited.

1.5. **"Companies"** means Transferor and Transferee Company, unless used in the context of describing any applicable law;

1.6. **"Effective Date"** means the date on which certified copy of the order of the National Company Law Tribunal under Sections 230 and 232 of the Companies Act, 2013 sanctioning the Scheme is filed with the Registrar of Companies by both the Companies after obtaining the sanctions, orders or approvals referred to in Clause 2 of PART-IV of this Scheme or receipt or any other government approval to the transfer of the undertaking and/or the scheme, if required under Applicable Law.

Any references in this Scheme to the words "Upon the Scheme becoming effective" or "effectiveness of this Scheme" shall mean the Effective Date.

1.7. **"Law"** or **"Applicable Law"** includes all applicable statutes, enactments, acts of legislature or Parliament, laws, ordinances, rules, bye-laws, regulations, notifications,

INTEGRA ESSENTIA LIMITED DELHI

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guidelines, policies, directions, directives and orders of any government, statutory authority, tribunal, SEBI, court or recognized stock exchange of India or any other country or jurisdiction as applicable.

1.8. **'Listing Regulations'** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any amendments, modification or any enactment thereof.

1.9. **"NCLT" or "National Company Law Tribunal"** means the Hon'ble National Company Law Tribunal, having relevant jurisdiction over the respective Companies, or, as the case may be, or any other appropriate forum or authority empowered to approve the present Scheme of Arrangement as per the Applicable Law for the time being in force.

1.10. **"NSE"** means the National Stock Exchange of India Limited.

1.11. **"Record Date"** means the date which will be fixed by the Board of Directors of the Transferee and/or Transferor Company, after the Effective Date, with reference to which the eligibility of the equity shareholders of the Transferor Company, for the purposes of issue and allotment of shares of the Transferee Company, in terms of the scheme, shall be determined.

1.12. **"Registrar of Companies" or "RoC"** means the Registrar of Companies, having relevant jurisdiction over the Companies, as the case may be.

1.13. **"Scheme"/"Scheme of Arrangement"** means this Scheme of Arrangement for Amalgamation of Transferor Company with the Transferee Company under section 230-232 of the Companies Act, 2013 as approved by the Board of Directors of the respective Companies, in its present form and with any modifications as may be approved by the NCLT or any other government authority.

1.14. **"SEBI"** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992.

1.15. **"SEBI Master Circular"** means Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by SEBI or any other circular issued by SEBI applicable to scheme of arrangement for amalgamation from time to time.

1.16. **'Stock Exchanges'** shall mean BSE Limited and National Stock Exchange of India Limited.

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1.17. **'Transferee Company' or 'IEL'** shall mean **'Integra Essentia Limited'**, a Company incorporated on 06th August 2007, under the provisions of Companies Act, 1956 having registered office at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, North West Delhi, New Delhi - 110034.

1.18. **'Transferor Company' or 'GGEL'**, shall mean **G G Engineering Limited**, incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 having registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104.

2. DATE OF EFFECT AND OPERATIVE DATE:

The Scheme set out herein in its present form or with any modification(s), if any made as per Clause 3 PART-IV of this Scheme shall be effective from the Appointed Date but shall come into force from the Effective Date.

3. CAPITAL STRUCTURE:

The Capital Structure of Transferor Company and Transferee Company as on the approval of the Scheme by the Board of Directors of both the Companies are as under:

3.1 G G ENGINEEERING LIMITED ('Transferor Company')

Particulars	Amount (Rs.)
Authorized Share Capital 1,65,00,00,000 Equity Shares of Rupee 1/- each	1,65,00,00,000
Total	**1,65,00,00,000**
Issued, Subscribed and Paid-Up Share Capital 1,58,44,98,800 Equity shares of Rupee 1/- each	1,58,44,98,800
Total	**1,58,44,98,800**

Further, as on the date of approval of this Scheme by the Board of Directors of both the Companies, 4,50,00,000 (Four Crore Fifty Lakh) convertible warrants of the Transferor Company are outstanding for conversion which were allotted by the Transferor Company on December 29, 2023. The same shall be converted into the Equity Shares of the Transferor Company before the Record Date which shall rank Pari-Passu with the existing equity shares

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of the Transferor Company. However, as per the terms of the issuance of the said warrants, in the event that a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment i.e. on or before the June 28, 2025, the unexercised warrants shall lapse and the amount paid by the warrant holders on such Warrants shall stand forfeited.

3.2 INTEGRA ESSENTIA LIMITED ('Transferee Company')

Particulars	Amount (Rs.)
Authorized Share Capital	
1,25,00,00,000 Equity Share of Rupee 1/-each	1,25,00,00,000.00
Total	**1,25,00,00,000.00**
Issued, Subscribed and Paid-up Share Capital	
1,06,76,90,544 Equity Share of Rupee 1/-each fully paid up	1,06,76,90,544.00
Total	**1,06,76,90,544.00**

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PART-II

TRANSFER & VESTING OF UNDERTAKING OF TRANSFROR COMPANY

1. With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and whole of undertaking(s), properties and liabilities of Transferor Company shall, in terms of Section 230 and 232 of Companies Act, 2013 and other applicable rules of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and pursuant to the orders of the NCLT or other appropriate authority or forum, if any, sanctioning the Scheme, without any further act, instrument, deed, matter or thing, stand transferred to and vested in and/ or deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the undertaking(s), properties and liabilities of the Transferee Company.
2. With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and undertaking of Transferor Company shall stand transferred to and be vested in Transferee Company without any further deed or act, together with all their properties, assets, rights, benefits and interest therein, subject to existing charges thereon in favour of banks and financial institutions, as the case may be, in the following manner:

3. **TRANSFER OF ASSETS**

   3.1. With effect from the Appointed Date and upon the Scheme becoming effective all memberships, licenses, regulatory approvals, franchises, rights, privileges, permits, quotas, entitlements, allotments, approvals, consents, concessions, trade mark licenses and other Intellectual Property Rights including application for registration of trade mark, patents, copyrights and their right to use available to Transferor Company as on Appointed Date or any date which may be taken after the Appointed Date but till the Effective Date, shall get transferred to the Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities.

   3.2. With effect from the Appointed Date and upon the Scheme becoming effective, Certificate of Registration as available with Transferor Company as on Appointed Date or any date which may be taken by Transferor Company after the Appointed Date but till the Effective Date shall get transferred to the Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities.

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3.3. With effect from the Appointed Date and upon the Scheme becoming effective, all the assets of Transferor Company as are movable in nature including, but not limited to, stock of securities, computer and equipment, outstanding loans and advances, sundry debtors, term deposit, demat account, server domain, insurance claims, advance tax, Minimum Alternate Tax (MAT) set-off rights, Goods and Service Tax (GST), pre-paid taxes, levies/liabilities, CENVAT/VAT credits if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons or any other assets otherwise capable of transfer by physical delivery would get transferred by physical delivery only and all other assets, shall stand vested in the Transferee Company, and shall become the property and an integral part of Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities. Upon effectiveness of this Scheme, the Transferee Company be entitled to the delivery and possession of all documents of title of such movable property in this regard.

3.4. With effect from the Appointed Date and upon the Scheme becoming effective all incorporeal properties of Transferor Company as on Appointed Date or any which may be taken after the Appointed Date but till the Effective Date, shall get transferred to the Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities.

3.5. With effect from the Appointed Date and upon the Scheme becoming effective, all immovable properties including but not limited to land and buildings or any other immovable properties of Transferor Company, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto shall stand transferred to and be vested in Transferee Company as a successor of Transferor Company, without any further instrument, deed or act or payment of any further fee, charge or securities either by the Transferor Company or Transferee Company.

3.6. With effect from the Appointed Date, Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay ground rent, taxes and fulfill obligations, in relation to or applicable to such immovable properties. The mutation/substitution of the title to the immovable properties shall be made and duly recorded in the name of Transferee Company

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by the appropriate authorities and third parties pursuant to the sanction of the Scheme by the NCLT and the Scheme becoming effective in accordance with the terms hereof.

3.7. With effect from the Appointed Date and upon the Scheme becoming effective, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Transferor Company to which the Transferor Company are the party or to the benefit of which Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favor of Transferee Company and may be enforced as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party or beneficiary or oblige thereto.

3.8. With effect from the Appointed Date and upon the Scheme becoming effective, all permits, quotas, rights, entitlements, licenses including those relating to trademarks, tenancies, patents, copyrights, privileges, software, powers, facilities of every kind and description of whatsoever nature in relation to the Transferor Company to which Transferor Company are the party or to the benefit of which Transferor Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be enforceable as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party or beneficiary or oblige thereto.

3.9. With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, no-objection certificates, permissions or approvals or consents required to carry on the operations of Transferor Company or granted to Transferor Company shall stand vested in or transferred to the Transferee Company without further act or deed, and shall be appropriately transferred or assigned by the statutory authorities concerned therewith in favor of Transferee Company upon the vesting of Transferor Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of Transferor Company shall vest in and become available to the Transferee Company pursuant to this Scheme.

4. TRANSFER OF LIABILITIES

4.1. With effect from the Appointed Date and upon the Scheme becoming effective, all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether

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provided for or not in the books of accounts or disclosed in the balance sheets of Transferor Company, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company.

4.2. Without prejudice to the generality of the provisions contained herein, all loans raised after the Appointed Date but till the Effective Date and liabilities incurred by the Transferor Company after the Appointed Date but till the Effective Date for their operations shall be deemed to be of the Transferee Company.

4.3. The transfer and vesting of the entire business and undertaking of Transferor Company as aforesaid, shall be subject to the existing securities, charges and mortgages, if any, subsisting, over or in respect of the property and assets or any part thereof of Transferor Company, as the case may be.

Provided that the securities, charges and mortgages (if any subsisting) over and in respect of the part thereof, of Transferee Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of the Transferor Company vested in the Transferee Company pursuant to the Scheme.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Transferor Company which shall vest in the Transferee Company by virtue of the amalgamation of the Transferor Company with the Transferee Company and Transferee Company shall not be obliged to create any further or additional security there for after the amalgamation has become operative.

4.4. Transferee Company will, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangements in relation to the Transferor Company to which the Transferor Company are the party, in order to give formal effect to the above provisions. Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on part of the Transferor Company.

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4.5. Loans, inter-se contract or other obligations, if any, due either between the Transferee Company and the Transferor Company, themselves, shall stand discharged and there shall be no liability in that behalf and corresponding effect shall be given in the books of accounts and records of the Transferee Company for reduction of such Assets and Liabilities as the case may be. In so far as any preference shares, securities, debentures or notes issued by the Transferor Company and held by the Transferee Company or vice versa is concerned, the same shall, unless sold or transferred by holder of such securities, at any time prior to the Effective Date, stand cancelled and shall have no further effect.

4.6. With effect from the Effective Date, the security creation, borrowing and investment limits of the Transferee Company under the Act shall be deemed without any further act or deed to have been enhanced by the security creation, borrowing and investment limits of the Transferor Company, such limits being incremental to the existing limits of the Transferee Company. Further, any corporate approvals obtained by the Transferor Company, whether for the purposes of compliance or otherwise, shall stand transferred to the Transferee Company and such corporate approvals and compliance shall be deemed to have been obtained and complied with by the Transferee Company.

5. LEGAL PROCEEDINGS

5.1. With effect from the Appointed Date, Transferee Company shall bear the burden and the benefits of any legal or other proceedings initiated by or against the Transferor Company.

Provided however, all legal, administrative and other proceedings of whatsoever nature by or against the Transferor Company pending in any court or before any authority, judicial, quasi-judicial or administrative, any adjudicating authority and/or arising after the Appointed Date and relating to Transferor Company or its respective properties, assets, liabilities, duties and obligations shall be continued and/or enforced until the Effective Date by or against the Transferor Company; and from the Effective Date, shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.

5.2. If any suit, appeal or other proceedings of whatever nature by or against the Transferor Company be pending, the same shall not abate, be discontinued or in any way be prejudicially

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affected by reason of the transfer of the Transferor Company businesses and undertakings or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.

6. EMPLOYEE MATTERS

6.1. On the Effective Date, all persons that were employed by the Transferor Company immediately before such date shall become employees of the Transferee Company with the benefit of continuity of service on same terms and conditions as were applicable to such employees of Transferor Company immediately prior to such transfer and without any break or interruption of service. Transferee Company undertakes to continue to abide by agreement/settlement, if any, entered into by the Transferor Company with any union/employee thereof. With regard to Provident Fund, Gratuity Fund, Superannuation fund or any other special fund or obligation created or existing for the benefit of such employees of theTransferor Company upon occurrence of the Effective Date, Transferee Company shall stand substituted for Transferor Company, for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. The existing Provident Fund, Gratuity Fund and Superannuation Fund or obligations, if any, created by the Transferor Company for their employees shall be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, Transferee Company will make the necessary contributions for such transferred employees of the Transferor Company and deposit the same in Provident Fund, Gratuity Fund or Superannuation Fund or obligations, where applicable. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to such schemes or funds shall become those of the Transferee Company.

6.2. On the Effective date, the existing directors including KMP of the Transferor Company shall cease to be the Director and KMP of the Transferor Company. Further, the existing Director and KMP of the Transferor Company will not be designated as Director and KMP in the Transferee Company and they will be treated as employee in the Transferee Company.

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7. TAXATION AND OTHER MATTERS

7.1. With effect from the Appointed Date, all the profits or income accruing or arising to the Transferor Company, and all expenditure or losses arising or incurred by the Transferor Company shall, for all purposes, be treated (including all taxes, if any, paid or accruing in respect of any profits and income) and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company. Moreover, Transferee Company shall be entitled to revise its statutory returns relating to indirect taxes like sales tax/ service tax/Goods and Service Tax (GST) / excise, etc. and to claim refund/credits and/or set off all amounts under the relevant Laws towards the transactions entered into by the Transferee Company and Transferor Company which may occur between the Appointed Date and the Effective Date. The rights to make such revisions in the sales tax returns, GST Return and to claim refunds/credits including MAT Credit are expressly reserved in favour of the Transferee Company.

7.2. Transferee Company shall be entitled to revise its all Statutory returns relating to Direct taxes like Income Tax and Wealth Tax and to claim refunds/advance tax credits and/or set off the tax liabilities of the Transferor Company under the relevant Laws and its rights to make such revisions in the statutory returns and to claim refunds, advance tax credits and/or set off the tax liabilities is expressly granted.

7.3. It is expressly clarified that with effect from the Appointed Date, all taxes payable by the Transferor Company including all or any refunds of the claims/TDS Certificates shall be treated as the tax liability or refunds/claims/TDS Certificates as the case may be of the Transferee Company.

7.4. From the Effective Date and till such time as the name of the Transferee Company would get entered as the account holder in respect of all the bank accounts and demat accounts of Transferor Company in the relevant bank's/DP's books and records, the Transferee Company shall be entitled to operate the bank/demat accounts of Transferor Company in their existing name.

7.5. Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of Transferor Company shall stand transferred by the order of NCLT to Transferee Company, Transferee Company shall file the

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relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning NCLT.

8. CONDUCT OF BUSINESS

8.1. With effect from the Appointed Date and till the Scheme come into effect:

a. Transferor Company shall be deemed to carry on all their businesses and activities and stand possessed of their properties and assets for and on account of and in trust for the Transferee Company; and all the profits accruing to the Transferor Company and all taxes thereon or gains or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits or losses, as the case may be, of the Transferee Company.

b. Transferor Company shall carry on their businesses with reasonable diligence and in the same manner as they had been doing hitherto, and Transferor Company shall not alter or substantially expand their businesses except with the concurrence of the Transferee Company during the pendency of the Scheme before the NCLT of relevant jurisdiction(s).

c. Transferor Company shall not, without the written concurrence of the Transferee Company, alienate charge or encumber any of their properties except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Transferee Company, as the case may be.

d. Transferor Company shall not vary or alter, except in the ordinary course of their business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Transferee Company, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with any union or its employees except with the written concurrence of the Transferee Company.

e. With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Transferor Company as on the close of business on the date preceding the Appointed Date, whether or not provided in their books and all liabilities which arise or accrue on

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or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Transferee Company.

8.2. Upon the Scheme coming into effect, Transferee Company shall commence and carry on and shall be authorized to carry on the businesses carried on by the Transferor Company.

8.3. For the purpose of giving effect to the vesting order passed under Sections 230 and 232 of the Companies Act, 2013 in respect of this Scheme by the NCLT, Transferee Company shall, at any time pursuant to the orders on this Scheme, be entitled to get the record of the change in the legal right(s) upon the vesting of the Transferor Company businesses and undertakings in accordance with the provisions of Sections 230 and 232 of the Companies Act, 2013. Transferee Company shall be authorized to execute any pleadings; applications, forms, etc. as are required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

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PART-III

REORGANIZATION OF SHARE CAPITAL AND THE ACCOUNTING METHODOLOGY ADOPTED FOR THE AMALGAMATION

1. REORGANISATION OF CAPITAL IN THE TRANSFEREE COMPANY

1.1. As per the Valuation Report issued by the Independent Registered Valuer Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201) for the Scheme which is certified by the Independent SEBI Registered, Category- I, Merchant Banker namely Corporate Professionals Capital Private Limited by issuance of its fairness opinion on such valuation report, the value per share of the Transferor & Transferee Company has been arrived at INR 2.10 /- and 4.41 /-, respectively.

1.2. Upon this Scheme coming into effect and upon transfer and vesting of the business and undertaking of the Transferor Company in the Transferee Company, the consideration in respect of such transfer shall, subject to the provisions of the Scheme, be paid and satisfied by the Transferee Company as follows:

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty Eight) Equity Shares of Face Value of INR 1/- (Rupee One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupee One Each) each held by them in the Transferor Company.

1.3. For arriving at the share exchange ratio as outlined above, the Companies have considered the Valuation Report submitted by Independent Registered Valuer namely, Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201).

1.4. The fair value of the Transferee Company as determined by the Registered Valuer is INR 4.41. Hence, the shares issued under the Scheme as provided in clause 1.2 herein above shall be issued at a premium of INR 3.41/- and accordingly, the same shall be recognized as Securities Premium Reserves in the books of the Transferee Company.

1.5. Goodwill, if any, arising out of the present amalgamation post giving effect to Part II and clause 1.2 of Part III of this Scheme shall be adjusted against the Securities Premium Reserve created under clause 1.4 hereinabove. This utilization of Securities Premium Reserves shall be effected as an integral part of the Scheme in terms of Section 52(1) read with Section 66 of the Act, and

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the order of the NCLT sanctioning the Scheme under Section 230 to 232 of the Act shall be deemed to be an order under Section 66 and other applicable provisions of the Act. The consent of the shareholders/Creditors of the Transferor Company and the Transferee Company to this Scheme shall be deemed to be the consent of its shareholders/Creditors for the purpose of effecting the reduction under the provisions of Section 66 read with Section 52(1) of the Act as well and no further compliances would be required separately. Notwithstanding the aforesaid reduction, the Transferee Company will not be required to add the suffix "And Reduced" to its name.

1.6. Cross holding at the time of Record Date (if any), between the Transferor Company and the Transferee Company and vice versa, if not transferred prior to the Effective Date, shall get cancelled at the time of allotment of shares to the shareholders of Transferor Company by the Transferee Company and the approval of Scheme by the NCLT under Section 230 and 232 of the Companies Act, 2013, shall also be treated as approval under Section 66 of the Companies Act, 2013 for reduction of capital pursuant to such cancellations.

1.7. Where the Equity Shares issued by the Transferee Company pursuant to clause 1.2 above are to be allotted to the heirs, successors, executors or administrators, as the case may be, to successors of the deceased equity shareholders or legal representative of the equity shareholders of the Transferor Company the concerned heirs, successors, executors, administrators or legal representatives shall be obliged to produce evidence of title satisfactory to the Board of Directors of the Transferee Company.

1.8. The issue and allotment of shares to the Shareholders of the Transferor Company, as provided in this Scheme, shall be deemed to be made in compliance with the procedure laid down under Section 62 read with Section 42 of the Companies Act, 2013 and no separate compliance of the same shall be required.

1.9. Any fraction arising out of allotment of equity shares above together with all additions or accretions thereto, shall be consolidated and held by the Trust, nominated by the Board of Directors of the Transferee Company on behalf of shareholders of the Transferor Company entitled to fractional entitlements with the express understanding that such trustee shall sell such shares in the market at such price as the trustee may deem fit, within a period of 90 (Ninety) days from the date of allotment of shares as per this Scheme and the Transferee Company shall distribute the net sale proceeds, subject to tax deductions and other expenses

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as applicable, to the shareholders of the Transferor Company in proportion to their respective fractional entitlements. Any fractional entitlement from such net proceeds shall be rounded off to the next Rupees. It is hereby clarified that the distribution of the sale proceeds shall take place only after sale of all the equity shares of the Transferee Company consolidated and allotted to the Trustee on account of fractional entitlements. There will be no conflict of interest with respect to appointment of trustees and selling of consolidated fractional shares in the market.

1.10. The said equity shares in the capital of the Transferee Company to be issued to the shareholders of the Transferor Company shall rank *pari passu* in all respects, with the existing equity shares in the Transferee Company from the Appointed Date. Such shares in the Transferee Company, to be issued to the shareholders of the Transferor Company will, for all purposes, save as expressly provided otherwise, be deemed to have been held by each such member from the Appointed Date.

1.11. Upon effectiveness of this Scheme, the Promoters of the Transferor Company shall be reclassified as public category shareholder in the Transferee Company. Thus, the approval to the draft Scheme shall be considered as the deemed approval under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1.12. The Equity Shares issued by the Transferee Company pursuant to clause 1.2 above in respect of such Equity Shares of the Transferor Company as are subject to Lock-in pursuant to the Applicable Law, shall remain locked-in as required under the SEBI Master Circular.

1.13. The Equity Shares issued by the Transferee Company pursuant to clause 1.2 above in respect of such Equity Shares of the Transferor Company, the allotment or transfer of which is held in abeyance under the Applicable Law shall, pending allotment or settlement of dispute by order of the appropriate court or otherwise, also be kept in abeyance in like manner by the Transferee Company.

1.14. In the event of there being any pending share transfers, whether lodged or outstanding, of any equity shareholder of the Transferor Company, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, as the case may be, to effectuate such a transfer as if changes in the registered holder were operative as on

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the Record Date, in order to remove any difficulties arising to the transfer of shares in the Transferor Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company on account of difficulties faced in the transition period.

1.15. Upon the Scheme becoming effective and subject to the above provisions, the shareholders of Transferor Company (other than the shares already held therein immediately before the amalgamation by the Transferee Company in the Transferor Company or vice versa) as on the Record Date shall be credited in their demat account. The shareholders of Transferor Company who hold shares in physical form shall be obligated to provide their requisite demat account details to the Transferee Company upto the date specified by the Registrar and Share Transfer Agent to enable it to issue its equity shares as provided in sub clause 1.2 above. Upon the issue and allotment of new shares in the capital of Transferee Company to the shareholders of Transferor Company, the share certificates, if any, in relation to the shares held by them in Transferor Company shall be deemed to have been cancelled.

1.16. In case the shareholders of the Transferor Company holding shares in physical form fails to provide their demat account details within time, the Transferee Company shall credit their shares in Demat Suspense Account and such shareholders would be eligible to claim such shares in accordance with the procedure laid down under the Applicable Law.

1.17. The equity shares allotted by Transferee Company, pursuant to Clause 1.7 above, shall remain frozen in the depositories system till the listing and trading permission is given by the Stock Exchanges.

1.18. It is to be clarified that the Transferee Company will not issue any new shares to any person otherwise than as provided in this Scheme.

1.19. In the event, the Transferor Company or the Transferee Company restructures their equity share capital by way of share split/consolidation/issue of bonus shares during the pendency of the Scheme, the Share Exchange Ratio, per clause 1.2 above shall be adjusted accordingly, to consider the effect of such corporate actions.

1.20. Upon coming into effect of this Scheme, the shares or the share certificates of Transferor Company in relation to the shares held by its member shall, without any further application, act,

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instrument or deed, be deemed to have been automatically cancelled and be of no effect on and from the Effective Date without any necessity of them being surrendered.

1.21. The Transferee Company shall take all the necessary steps to get the Equity Shares issued pursuant to this Scheme of Arrangement listed on the concerned Stock Exchanges where its securities are listed.

1.22. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the Applicable law for complying with the formalities of the concerned Stock Exchanges.

2. COMBINATION OF AUTHORIZED SHARE CAPITAL

2.1. With effect from the Effective Date and upon the Scheme becoming effective, without any further acts or deeds on the part of the Transferor Company or Transferee Company and notwithstanding anything contained in Section 61 of the Companies Act, 2013, the Authorized Share capital of the Transferor Company as appearing in its Memorandum of Association shall get clubbed with the Authorized Share Capital of the Transferee Company as appearing in its Memorandum of Association and pursuant to this clubbing, the Clause V of the Memorandum of Association of the Transferee Company shall stand altered to give effect to the same with effect from the Effective Date. The Face Value of Equity shares shall remain the same as of the Transferee Company after clubbing of Authorized Capital.

2.2. Further, in terms of section 232(3)(i) of the Act, upon coming into effect, the fee and duty paid on the Authorized Equity Share Capital of the Transferor Company shall be set off against the fee payable on Authorized Share Capital of the Transferee Company, without any further act or deed.

2.3. Pursuant to and after the effectiveness of the Scheme, after the clubbing of the Authorized Share Capital of the Transferor Company with the Transferee Company, Clause V of Memorandum of Association of the Transferee Company shall stand substituted accordingly by virtue of the present Scheme.

2.4. On approval of the Scheme by the members of the Transferee Company pursuant to Section 230 -232 of the Companies Act, 2013, it shall be deemed that the said members have also accorded their consent for approval of the alteration of the Memorandum of Association and Article of Association of the Transferee Company and no separate resolution(s) under Section

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13, Section 14, Section 61 and Section 64 of the Companies Act, 2013 as may be applicable shall be required for giving effect to the provisions contained in this Scheme.

3. ACCOUNTING TREATMENT FOR AMALGAMATION

3.1. Upon the coming into effect of this Scheme, the amalgamation of the Transferor Company with the Transferee Company shall be accounted for as per the Purchase Method of Accounting prescribed in "Indian Accounting Standard (Ind AS) 103 for Business Combination" prescribed under Section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time.

3.2. All the assets and liabilities (Other than reserves) of the Transferor Company transferred to and vested in the Transferee Company pursuant to the Scheme, shall be recorded in the books of accounts of the Transferee Company at their respective fair values.

3.3. The Transferee Company shall record issuance of the New Equity Shares at fair value and accordingly credit to its share capital account the aggregate face value of the New Equity Shares. The excess, if any of the fair value of the New Equity Shares over the face value of the new equity shares issued shall be credited to securities premium reserve.

3.4. Pursuant to the Amalgamation, the inter- company balances between the Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled pursuant to the Amalgamation.

3.5. The value of all investments, if any, held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to the Amalgamation.

3.6. Any excess viz. fair value of New Equity Shares issued as per clause 3.4 over the fair value of net assets taken over as per clause 3.2 after giving the effect of the adjustments referred to in Clause 3.4 and Clause 3.5 hereinabove, shall be treated as goodwill. However, in the event the result is deficit, it shall be credited to capital reserve.

3.7. As detailed under clause 1.5 of Chapter III of the present Scheme, the goodwill, if any, arising out of the present amalgamation shall be adjusted against the Securities Premium Reserves created under the present amalgamation.

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PART - IV

OTHER PROVISIONS

1. APPLICATION/PETITION TO NCLT

1.1. Transferor Company and Transferee Company shall, with all reasonable dispatch, make application/petition to the NCLT, under Section 230 – 232 of the Companies Act, 2013 seeking orders for dispensing with or convening, holding and conducting of the meetings of their respective members and/or creditors and for sanctioning the Scheme with such modifications as may be approved by the NCLT.

1.2. On the Scheme being agreed to by the requisite majorities of all the classes of the members and/or creditors of the Transferor Company and Transferee Company, both the Transferor and Transferee Company shall, with all reasonable dispatch, apply to the NCLT, for sanctioning the Scheme under Sections 230 and Section 232 of the Companies Act, 2013, and for such other orders, as the said NCLT may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Company without winding-up.

2. CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to:

2.1. The Scheme being agreed to by the respective requisite majority of members and creditors of each of the Transferor Company and Transferee Company;

2.2. The Scheme being approved by the NCLT;

2.3. Due compliance with any condition(s) stipulated by any concerned authority(ies) prior to the effectiveness of the Amalgamation;

2.4. All certified copies of the order(s) of the NCLT sanctioning this Scheme being filed with the Registrar of Companies of relevant jurisdiction.

2.5. This Scheme although to come into operation from the Appointed Date shall not become effective until the necessary certified copies of the order(s) under Sections 230 to 232 of the Companies Act, 2013 shall be duly filed with the Registrar of Companies of relevant jurisdiction.

2.6. Such other conditions as may be mutually agreed between the Transferor Company and Transferee Company.

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3. MODIFICATION OR AMENDMENT

3.1. Transferee Company (acting through its Board of Directors) and Transferor Company (acting through its respective Board of Directors) may assent to any modifications or amendments to this Scheme which the Stock Exchanges, NCLT and/or other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme or which is generally in the benefit or interest of the shareholders and/or creditors.

3.2. After the dissolution of Transferor Company, Transferee Company (by its Board of Directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt, difficulties or questions whether by reason of any order(s) of the NCLT or of any directive or order(s) of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

3.3. Transferor Company and Transferee Company shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by the NCLT or any other authority is not on terms acceptable to them.

3.4. In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or its shareholders or creditors or employees or any other person. In such case, each Company shall bear its own costs or as may be mutually agreed.

4. LISTING AGREEMENT AND SEBI COMPLIANCES

4.1. Since the Transferor and Transferee Company are listed on the Stock Exchanges (as mentioned in Para B of the Preamble of the present Scheme), this Scheme is subject to the compliances by both the Companies of all the requirements under the Listing Regulations and all statutory directives of the Securities Exchange Board of India ('SEBI') insofar as they relate to sanction and implementation of the Scheme.

4.2. Pursuant to Regulation 37 of the Listing Regulations read with SEBI Master Circular, the draft Scheme of Arrangement for Amalgamation is required to be filed with the Stock Exchanges on which the equity shares of the Transferor company and Transferee Company are listed for obtaining prior approval or No objection letter/observation letter of the Stock Exchanges and

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SEBI. Accordingly, both the Transferor and Transferee Company shall submit this Scheme with the Stock Exchanges where their securities are listed, for the purpose of obtaining no objection letter.

4.3. As Para 10 of the SEBI Master Circular is applicable to this Scheme, it is provided in the Scheme that both the Transferor and Transferee Company will provide voting by their respective public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to their shareholders in relation to the said Resolution. Further, as per the said para, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it.

4.4. The Transferee Company shall also comply with the directives contained in the SEBI Master Circular;

4.5. Any acquisition of shares, voting rights or control pursuant to the amalgamation of the Transferor Company and Transferee Company pursuant to this Scheme shall not trigger any obligation to make an open offer, in terms of Regulation 10(1)(d) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

5. SAVING OF CONCLUDED TRANSACTIONS

The transfer of properties and liabilities and the continuance of proceedings by or against the Transferor Company as envisaged in above shall not affect any transaction or proceedings already concluded by the Transferee Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that Transferor Company accept and adopts all acts, deeds and things done and executed by the Transferee Company in respect thereto as done and executed by Transferee Company in respect thereto as done and executed on behalf of itself.

6. DISSOLUTION OF TRANSFEROR COMPANY

On occurrence of the Effective Date, the Transferor Company shall, without any further act or deed, shall stand dissolved without winding up.

7. GENERAL TERMS AND CONDITIONS

All costs, charges, fees, taxes including duties (including the stamp duty, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions or provisions of this

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Scheme and matters incidental thereto shall be borne and paid by the Transferee Company. All such costs, charges, fees, taxes, stamp duty including duties (excluding the stamp duty, if any, paid on this Scheme which shall be pro rata added to the value of the immovable properties), levies and all other expenses, shall be debited to the Profit and Loss Account of the Transferee Company.

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ANNEXURE - 2

AXIOLOGY VALUETECH PRIVATE LIMITED
VALUER REGISTRATION NO: IBBI/RV-E/05/2023/201
(CIN: U70200DL2023PTC412489)

VALUATION ANALYSIS

FOR THE PROPOSED AMALGAMATION BETWEEN

GG ENGINEERING LIMITED
(TRANSFEROR COMPANY)

AND

INTEGRA ESSENTIA LIMITED
(TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
(UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013)

F-58, Lower Ground Floor, Front Half-B, Kalkaji, South Delhi-110019
Contact No. +91 8285052684; +91 96435 66303
Email- valueaxio@gmail.com

To,
The Board of Directors
Integra Essentia Limited

607, 6th Floor, Pearls Best Height -II,
Netaji Subhash Place, Maurya Enclave,
Northwest Delhi, India, 110034

To,
The Board of Directors
GG Engineering Limited
Office No. 203, 2nd Floor, Shivam Chambers
Ltd. S.V Road, Goregaon West, Near Sahara Ap
Mumbai, Maharashtra 400104

Dear Sir/Ma'am,

Subject: Recommendation of Equity Share Exchange Ratio pursuant to the proposed Scheme of Arrangement for Amalgamation between GG Engineering Limited (Transferor Company/ "GGEL") with Integra Essentia Limited ("Transferee Company"/ "IEL")

We, **Axiology Valuetech Private Limited**, refer to the engagement letter dated 13th June 2024 for recommendation of share exchange ratio for the proposed Amalgamation between **GG Engineering Limited (Transferor Company/ "GGEL")** with **Integra Essentia Limited ("Transferee Company"/ "IEL")**, pursuant to a Scheme of Amalgamation under Sections 230 to 232 and other applicable clauses of the Companies Act, 2013. In accordance with the terms of the engagement, I am enclosing the Valuation Report along with this letter. In attached report, we have summarized the recommendation of equity share exchange ratio based on Audited Balance Sheet of Transferor Company and Transferee Company as on 31st March 2024 as required by the Stock Exchange, together with the description of methodologies used and limitation on the Scope of Work.

This Valuation Analysis is confidential and has been prepared exclusively for the Management of the Companies. It should not be used, reproduced, or circulated to any other person, in whole or in part, without the prior written consent of **Axiology Valuetech Private Limited** (Registered Valuer Entity). Such consent will only be given after full consideration of the circumstance at the time. We are however aware that the conclusion in this report may be used for the purpose of certain statutory disclosures, and we provide consent for the same.

Trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours Faithfully
For Axiology Valuetech Private Limited
Registered Valuer Entity – All Asset Class
Registration No.: IBBI/RV-E/05/2023/201

Ajay Kumar Siwach
Director
DIN: 00132282

Date: 29th June 2024

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SECTION I –APPOINTMENT FOR DETERMINATION OF SHARE EXCHANGE RATIO

This Valuation Report has been prepared by Axiology Valuetech Private Limited to determine share exchange ratio for Amalgamation between **GG Engineering Limited (Transferor Company/ "GGEL")** with **Integra Essentia Limited ("Transferee Company"/ "IEL")** under the provisions of Section 230-232 of the Companies Act, 2013. We have been appointed on 13th June 2024 to issue this Valuation Report.

BRIEF OF THE COMPANIES INVOLVED UNDER THIS ARRANGEMENT

1. **G G ENGINEERING LIMITED (hereinafter also referred to as 'GGEL' or 'Transferor Company'),** bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 as a private company with the name & style of "G G Engineering Private Limited" under the jurisdiction of Registrar of Companies, Mumbai. Subsequently, on 03rd April 2017, the name of the Transferee Company was changed to its present name i.e., "G G Engineering Limited" pursuant to obtaining status of a Public Company. The Registered office of the Transferee Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups, among others.
   The Equity Shares of the Transferor Company are listed on the bourses of BSE Limited.

2. **INTEGRA ESSENTIA LIMITED (hereinafter also referred to as 'IEL' or 'Transferee Company'),** bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007, under the provisions of Companies Act, 1956 as a private company with the name & style of "Five Star Mercantile Private Limited" under the jurisdiction of Registrar of Companies, Maharashtra. Subsequently, on 03rd January 2012, the name of the Transferee Company was changed to "Five Star Mercantile Limited" pursuant to obtaining status of a Public Company. Thereafter, on 2nd August 2012, the name of the Transferee Company was changed to "Integra Garment and Textile Limited". Later, on 16th February 2022, the name of the Transferee Company was changed to its present name i.e., "Integra Essentia Limited". On 06th April 2022, the registered office of the Transferee Company was shifted from the state of Maharashtra to the state of New Delhi. The Registered office of the Transferee Company is presently situated at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company is engaged into four business segments namely agro products, clothing, infrastructure, and energy. The transferee Company is mainly in the business of trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products, among others.
   The Equity Shares of the Transferee Company are listed on the bourses of BSE Limited and the National Stock Exchange of India Limited.

1. OBJECTIVES AND RATIONALE OF THE SCHEME:

This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee companies and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

- **Consolidating strengths:**
  The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering

set-ups, among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

- **Value creation for Shareholders:**
  The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

- **Focused management, synergies, and Growth prospects:**
  The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

  The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

  In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

  This comprehensive rationale as above underscores the strategic motivations, expected benefits, and the context surrounding the Proposed Amalgamation, highlighting its alignment with both the companies' objectives and the interests of their various stakeholders.

2. SCOPE OF SERVICES:

The Companies have appointed Axiology Valuetech Private Limited, Registered Valuer Entity to independently analyze and undertake the valuation of **GG Engineering Limited (Transferor Company/ "GGEL")** and **Integra Essentia Limited ("Transferee Company"/ "IEL")**, companies involved in the proposed Scheme of Arrangement under Sections 230 to 232 and other applicable clauses of the Companies Act, 2013.

3. SCOPE & LIMITATIONS:

SCOPE OF WORK

- **Date of Appointment:** 13th June 2024
- **Valuation Date:** Based on Audited Financials as on 31st March 2024
- **Date of Report:** 29th June 2024
- **Base of value:** Fair value
- **Valuation Currency:** INR

THE VALUATION EXERCISE WAS CARRIED OUT UNDER THE FOLLOWING LIMITATIONS:

To arrive at share exchange ratio under the said Proposed Scheme of Arrangement, we have relied upon:

- Audited Balance Sheet as of 31st March 2024 and Audited Statement of Profit and Loss for the 12 Months Period ended 31st March 2024 of **GG Engineering Limited (Transferor Company/ "GGEL")** and Audited Consolidated Balance Sheet as of 31st March 2024 and Audited Consolidated Statement of Profit and Loss for the 12 Months Period ended 31st March 2024 of **Integra Essentia Limited ("Transferee Company"/ "IEL").**
- The scope of the work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted herein, which might be relevant in the context of the transaction and which a wider scope might uncover.
- Draft Scheme of Arrangement as provided by the management.

EXTENT OF INVESTIGATION UNDERTAKEN

We would like to expressly state that though we have reviewed the financial data for the limited purpose of valuation assessment, but we have not performed an Audit and have relied upon the historical financials (Statement of Profit and Loss and Balance Sheet) as prepared and submitted to us by the management of the both the companies. The management has represented to us that it has taken due care in the preparation of such financial statements.

SECTION – II COMPANIES ASSESSMENT

GG ENGINEERING LIMITED (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 as a private company with the name & style of "G G Engineering Private Limited" under the jurisdiction of Registrar of Companies, Mumbai. Subsequently, on 03rd April 2017, the name of the Transferee Company was changed to its present name i.e., "G G Engineering Limited" pursuant to obtaining status of a Public Company. The Registered office of the Transferee Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.
The Equity Shares of the Transferor Company are listed on the bourses of BSE Limited.

Audited Balance Sheet as at 31st March 2024:

Particulars	Amount in INR Million
Share Capital	**1399.50**
Reserves and Surplus	**644.35**
Non-Current Liabilities	**26.37**
Current liabilities and provisions	**251.18**
Equity & Liabilities	**2321.39**
Non-Current Assets	**452.44**
Current Assets	**1868.95**
Total Assets	**2321.39**

Audited Statement of Profit and Loss for the 12 Months period ended 31st March 2024:

Particulars	Amount in INR Million
Revenue from Operations	**2,121.05**
Other Income	**31.99**
Total Revenue	**2,153.04**
Operating Expenses	**2,042.12**
EBITDA	**110.93**
Depreciation & Amortization	**6.33**
EBIT	**104.60**
Finance Cost	**1.51**
Profit before Tax (PBT)	**103.09**

The Capital Structure of the Company as on date:

Particulars	Amount (INR)
Authorized Share Capital	
1,65,00,00,000 Equity Shares of ₹1/- each	**1,650,000,000.00**
Total	**1,650,000,000.00**
Issued, Subscribed and Paid-Up Share Capital	
1,58,44,98,800 Equity shares of ₹1/- each	**1,58,44,98,800.00**
Total	**1,58,44,98,800.00**

INTEGRA ESSENTIA LIMITED (hereinafter also referred to as 'IEL' or 'Transferee Company') bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007, under the provisions of Companies Act, 1956 as a private company with the name & style of "Five Star Mercantile Private Limited" under the jurisdiction of Registrar of Companies, Maharashtra. Subsequently, on 03rd January 2012, the name of the Transferee Company was changed to "Five Star Mercantile Limited" pursuant to obtaining status of a Public Company. Thereafter, on 2nd August 2012, the name of the Transferee Company was changed to "Integra Garment and Textile Limited". Later, on 16th February 2022, the name of the Transferee Company was changed to its present name i.e., "Integra Essentia Limited". On 06th April 2022, the registered office of the Transferee Company was shifted from the state of Maharashtra to the state of New Delhi. The Registered office of the Transferee Company is presently situated at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company is engaged into four business segments namely agro products, clothing, infrastructure, and energy. The transferee Company is mainly in the business of trading agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products, among others. The Equity Shares of the Transferee Company are listed on the bourses of BSE Limited and the National Stock Exchange of India Limited.

Audited Consolidated Balance Sheet as at 31st March 2024:

Particulars	Amount in INR Million
Share Capital	**914.07**
Reserves and Surplus	**257.12**
Non-Current Liabilities	**75.32**
Current liabilities and provisions	**770.10**
Equity & Liabilities	**2,016.60**
Non-Current Assets	**1,429.60**
Current Assets	**587.00**
Total Assets	**2,016.60**

Audited Consolidated Statement for the 12 Months period ended 31st March 2024:

Particulars	Amount in INR Million
Revenue from Operations	2,772.67
Other Income	183.57
Total Revenue	2,956.24
Operating Expenses	2,723.80
EBITDA	232.44
Depreciation & Amortization	37.16
EBIT	195.28
Finance Cost	5.63
Profit before Tax (PBT)	189.65

The Capital Structure of the Company as on date:

Particulars	Amount (INR)
Authorized Share Capital	
1,25,00,00,000 equity shares of ₹1 each	1,25,00,00,000.00
Total	1,25,00,00,000.00
Issued, Subscribed and Paid-Up Share Capital	
1,06,76,90,544 Equity Share of Rupee 1/-each fully paid up	1,06,76,90,544.00
Total	1,06,76,90,544.00

SECTION III - METHODS OF VALUATION ADOPTED

In case of a valuation for Amalgamation, the emphasis is on arriving at the "relative" values of the shares of the merging companies to facilitate determination of the "share exchange ratio". Hence, the purpose is not to arrive at absolute values of the shares of the companies.

Judicial Pronouncements: -

Hindustan lever Employees' Union v/s Hindustan lever Limited and others (1995) 83 Company cases 30 (SC)

The jurisdiction of the Court in sanctioning a claim of merger is not to ascertain mathematical accuracy if the determination satisfied the arithmetical test. A company court does not exercise an appellate jurisdiction. It exercises a jurisdiction founded on fairness. It is not required to interfere only because the figure arrived at by the valuer was not as good as it would have been if another method had been adopted. What is imperative is that such a determination should not have been contrary to law and that it was not unfair for the shareholders of the company which was being merged.

The Hon'ble Supreme Court held "We do not think that the internal management, business activity or institutional operation of public bodies can be subjected to inspection by the court. To do so, is incompetent and improper and, therefore, out of bounds."

The **dominance of profits for valuation of share was emphasized in "McCathies case"** (Taxation, 69 CLR 1) where it was said that *"the real value of shares in a company will depend more on the profits which the company **has been making and should be capable of making**, having regard to the nature of its business, than upon the amount which the shares would realize on liquidation".* This was also re-iterated by the Indian Courts in Commissioner of Wealth Tax v. **Mahadeo Jalan's case (S.C.)** (86 ITR 621) and Additional Commissioner of Gift Tax v. Kusumben D. Mahadevia (S.C.) (122 ITR 38).

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment considering all the relevant factors. There will always be several factors, e.g., present, and prospective competition, yield on comparable securities, and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share.

Based on the facts of the case, we have valued **GG Engineering Limited (Transferor Company/ "GGEL")** and **Integra Essentia Limited ("Transferee Company"/ "IEL")** as per Internationally Accepted Valuation Methodologies.

SECTION – IV VALUATION ANALYSIS

There are three approaches to Valuation namely Income, Asset and Market Approaches.

Approach	Valuation Methodologies	Basis of Consideration
Asset	**Net Asset Value (NAV) Method**	The Asset-based method views the business as a set of assets and liabilities that are used as building blocks of a business value. The business value is the difference in the value of these assets and liabilities on a Book Value basis or Realizable Value basis or Replacement Cost basis. **In the case of transferor Company and transfer Company, we have deemed it suitable to apply NAV as the Company to arrive at the book value or minimum proxy value of the company.**
Market	**Comparable Companies Multiples (CCM) Method**	This methodology uses the valuation ratio of a publicly traded company and applies that ratio to the company being valued. The valuation ratio typically expresses the valuation as a function of a measure of financial performance or Book Value (e.g., Revenue, EBITDA, EBIT, Earnings per Share or Book Value). A key benefit of Comparable Company Market Multiple analysis is that the methodology is based on the current market stock price. The current stock price is generally viewed as one of the best valuation metrics because it is based on observable inputs. **In the instant case, both the companies are listed on the Stock Exchange and Transferor is frequently traded on BSE limited (BSE) and Transferee is frequently traded on National Stock Exchange (NSE). Hence, we deemed it suitable to consider the Market Price in the NSE and BSE for the valuation exercise instead of the Comparable Multiples of the Transferor and Transferee Companies.**
	Market Price Method (90 Trading Days (TD) –10 Trading Days (TD))	In this method the VWAP (Volume Weighted Average Price) of the latest 90 Trading days (TD) VWAP and 10 Trading days are taken. The maximum of these two is then taken as the fair market value. **Since both the Companies are listed on the Stock Exchanges and Transferor is frequently traded on BSE limited (BSE) and Transferee is frequently traded on National Stock Exchange (NSE), we have applied this methodology in the instant case for Transferor and Transferee Companies.**
Income	**Discounted Cash Flow (DCF) Method**	The DCF method expresses the present value of the business as a function of its future cash earnings capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flow streams, discounted to the present time at an appropriate discount rate. The value of the firm is arrived at by estimating the Cash Flows (CF) to Firm and discounting the same with Weighted Average cost of capital (WACC). The DCF methodology is the most appropriate basis for determining the earning capability of a business. In the DCF approach, the appraiser estimates the cash flows of any business after all operating expenses, taxes, and necessary investments in working capital and Capex is being met. **In case of, Transferor Company, we have deemed it suitable to opt DCF Method as the Company will not be in existence after this Merger, however operations will be in existence and would continue generate cash flows under the name of transferee company.** **In case of the Transferee Company, the business of the company is expected to be continued in future years, hence we deemed it suitable to do valuation of the Company as per Discounted Cash Flow (DCF) Method.**

1. **GG Engineering Limited (Transferor Company)**

Computation of Equity value per share of the Company based on 31st March 2024 Financials:

a) Net Asset Value (NAV) Method

G G Engineering Limited	
Particulars	**All Amount INR Million**
Equity Share Capital	1,584.50
Reserves and Surplus	642.50
Net Asset Value	2,226.99
Add: Money yet to be received against share warrants	44.55
Adjusted Net worth	2,271.54
No. of Equity Shares	1,629,498,800
Value per Equity share (INR)	1.39

b) Market Price Method (90 Trading Days (TD) –10 Trading Days (TD))

Particular	Details
Total Value of the Shares trading of 90 TD	1,423,157,269.00
Total No. of shares Traded in 90 TD	678,764,846
90 TD VWAP	2.10
Total Value of the Shares trading of 10 TD	168,748,938.00
Total of No. of Shares Traded in 10 TD	80,456,543
10 TD VWAP	2.10
Maximum price (INR)	2.10

c) Discounted Cash Flow (DCF) Method

Discounted Cash Flow Analysis - G G Engineering Limited						
WACC:	**13.15%**	**Amount In INR Million**				
GROWTH RATE:	**5.00%**					
FY	**2025**	**2026**	**2027**	**2028**	**2029**	**Terminal**
Particulars						
Turnover	**2,439.21**	**2,780.70**	**3,114.38**	**3,488.11**	**3,906.68**	
Other Income	**35.83**	**39.41**	**43.36**	**47.69**	**52.46**	
PBT (Excluding Other Income)	**43.24**	**52.75**	**143.12**	**280.66**	**444.18**	
Less: Direct Taxes Paid	**10.88**	**13.28**	**36.02**	**70.64**	**111.79**	
PAT (Excluding Other Income)	**32.36**	**39.47**	**107.10**	**210.02**	**332.39**	
Add: Depreciation	**6.46**	**6.59**	**6.72**	**6.85**	**6.99**	
Less: Capital Expenditure	**6.83**	**6.97**	**7.10**	**7.25**	**7.39**	
Add: Interest (Post-tax)	**1.24**	**1.36**	**1.50**	**1.65**	**1.82**	
Less: Change in Non-Cash Working Capital	**98.63**	**77.08**	**147.26**	**253.11**	**357.90**	
Free Cash Flows to Firm	**(65.40)**	**(36.62)**	**(39.05)**	**(41.84)**	**(24.09)**	**2,839.04**
Discounting Factor (Mid-Year)	**0.94**	**0.83**	**0.73**	**0.65**	**0.57**	**0.57**
Present value of Cash flow	**(61.48)**	**(30.42)**	**(28.67)**	**(27.15)**	**(13.82)**	**1,628.24**
Enterprise Value	**1,466.70**					
Add: Investments	**173.54**					
Add: Loans	**407.59**					
Add: Bank deposits with more than 12 months maturity	**0.45**					
Add: Cash and Cash Equivalents	**197.90**					
Add: Money yet to be received against share warrants	**44.55**					
Add: Interest accrued on fixed deposit	**0.16**					
Add: Deferred tax assets (net)	**0.70**					
Less: Debt	**28.43**					
Equity Value	**2,263.15**					
No of Shares Post conversion of warrants and inclusive of warrants whose allotment is pending	**1,629,498,800**					
Per Share Equity Value	**1.39**					

Note:

For the purpose of valuation of equity in this transaction through DCF methodology, we have relied upon the projections provided by the management for the period starting from 01st April 2024 and ending 31st March 2029 duly supplemented by its Terminal Value based on the Gordon Growth Model and extrapolating the adjusted free cash flows for last year at an annual growth rate of 5% to perpetuity.

DCF Assumptions:

Particulars	Notes	
Risk free rate (Rf) as on 28.03.2024	7.05%	Considered of long-term India government bond rate
Market rate of return - ER(m)	15.80%	Considered the BSE Sensex for the determination of the Market Return.
Company Beta… (β)	0.71	We have taken the Beta value (B) as 0.71 since the Company's shares are listed, hence, we have taken the company's data to arrive to the beta.
Additional Company Specific Risk Premium (CSRP)	0%	We have determined a 0% additional risk premium based on an assessment of the company's profile, financial structure, and return on investment (ROI). This evaluation considers the aggressiveness of projected future cash flows, the current national economic scenario, and the operating environment of the company.
Cost of Equity (Ke)	13.22%	As per Modified CAPM model i.e. [Ke = Rf+ β(Rm-Rf) + CSRP]
Cost of Debt	10.00%	As represented by the Management & Financials of the Company
Equity portion in capital structure	98.74%	As represented by the Management after conversion of warrants into equity shares.
WACC	13.15%	WACC = (Ke * % Equity in Capital Structure) + (Cost of Debt * % Debt in Capital Structure * (1-Tax Rate))
Growth Rate	5%	As the perpetuity growth rate assumes that the company will continue its historic business and generate Free Cash Flows at a steady state forever. Since terminal value constitutes a major proportion of the entire value of the business, I while deciding the terminal growth rate have given emphasis to economic factors & financial factors like Inflation of the Country, GDP growth of the Country, Projected Financials, Historical Financial Position, Organic & Inorganic growth strategies of the Company etc. Accordingly, for perpetuity, we have considered 5% growth rate

Computation of the Fair Value of GG Engineering Limited:

Fair Value of G G Engineering Limited				
All Amount INR				
Approach Applied	**Methodology Applied**	**Weight**	**Equity Value per Share**	**Weighted Average Equity Value per Share**
Asset	**Net Asset Value**	**0%**	**1.39**	**-**
Market	**90 Trading Days - 10 Trading Days**	**100%**	**2.10**	**2.10**
Income	**Discounted Cash Flow**	**0%**	**1.39**	**-**
Weighted Average Equity Value per Share				**2.10**

Weightage Rationale:
GG will transfer its business to IEL in the Amalgamation process and will continue the business under the name of IEL. We have considered giving zero weightage to the DFCF. Further the Value as computed by DFCF Method, and NAV Method does not comprehend the value as reached by the Market Price Method. Hence, we deemed it suitable to consider 100% weightage to the Market Price Method (90 Trading Days - 10 Trading Days).

2. Integra Essentia Limited (Transferee Company)

Computation of Equity value per share of the Company based on 31st March 2024 Financials

a) Net Asset Value (NAV) Method

INTEGRA ESSENTIA LIMITED	
Particulars	**All Amount INR Million**
Equity Share Capital	914.07
Reserves and Surplus	257.12
Net Asset Value	**1,171.18**
Add: Amount Received against Right Issue	499.28
Adjusted Net Asset Value	**1,670.46**
No. of Equity Shares	1,067,690,544
Value per Equity share (INR)	**1.56**

b) Market Price Method (90 Trading Days (TD) –10 Trading Days (TD))

Particular	Details
Total Value of the Shares trading of 90 TD	1,098,508,036.82
Total No. of shares Traded in 90 TD	269,088,401.00
90 TD VWAP	**4.08**
Total Value of the Shares trading of 10 TD	232,958,892.08
Total of No. of Shares Traded in 10 TD	52,779,583.00
10 TD VWAP	**4.41**
Maximum price (INR)	**4.41**

c) Discounted Cash Flow Method (DCF)

Discounted Cash Flow Analysis - INTEGRA ESSENTIA LIMITED						
WACC:	20.17%		Amount In INR Million			
GROWTH RATE:	5.00%					
FY	2025	2026	2027	2028	2029	Terminal
Particulars						
Turnover	3,105.39	3,478.03	3,895.40	4,362.84	4,886.38	
Other Income	201.93	222.12	244.34	268.77	295.65	
PBT (Excluding Other Income)	173.56	371.08	602.85	873.60	1,188.68	
Less: Direct Taxes Paid	43.68	93.39	151.73	219.87	299.17	
PAT (Excluding Other Income)	129.88	277.69	451.13	653.74	889.52	
Add: Depreciation	39.39	41.76	44.26	46.92	49.73	
Less: Capital Expenditure	84.74	92.55	101.15	165.63	210.06	
Add: Interest (Post-tax)	4.42	4.64	4.88	5.12	5.38	
Less: Change in Non-Cash Working Capital	98.36	123.29	106.60	246.33	328.18	
Free Cash Flows to Firm	(9.41)	108.25	292.51	293.81	406.38	5,964.08
Discounting Factor (Mid-Year)	0.91	0.76	0.63	0.53	0.44	0.44
Present value of Cash flow	(8.59)	82.17	184.79	154.46	177.78	2,609.16
Enterprise Value	3,199.78					
Add: Investments	358.35					
Add: Loans	693.21					
Add: Security Deposits	0.11					
Add: Cash and Cash Equivalents	518.84					
Add: Interest accrued on fixed deposit	0.54					
Less: Debt	73.77					
Less: Deferred tax liabilities (net)	2.52					
Equity Value	4,694.54					
No of Shares post right issue	1,067,690,544					
Per Share Equity Value	4.40					

DCF Assumptions

Particulars	Notes	
Risk free rate (Rf) as on 28.03.2024	7.05%	Considered of long-term India government bond rate
Market rate of return - ER(m)	15.80%	Considered the BSE Sensex for the determination of the Market Return.
Company Beta… (β)	0.42	We have adopted a re-levered Beta value (B) of 0.42, based on the Beta values of industrial peers, as the Company's own Beta over the past five years has been negative.
Additional Company Specific Risk Premium (CSRP)	10%	We have determined a 10% additional risk premium based on an assessment of the company's profile, financial structure, and return on investment (ROI). This evaluation considers the aggressiveness of projected future cash flows, the current national economic scenario, and the operating environment of the company.
Cost of Equity (Ke)	20.73%	As per Modified CAPM model i.e. [Ke = Rf+ β(Rm-Rf) + CSRP]
Cost of Debt	10%	As represented by the Management & Financials of the Company
Equity portion in capital structure	95.77%	As represented by the Management after right issue of shares.
WACC	20.17%	WACC = (Ke * % Equity in Capital Structure) + (Cost of Debt * % Debt in Capital Structure * (1-Tax Rate))
Growth Rate	5%	As the perpetuity growth rate assumes that the company will continue its historic business and generate Free Cash Flows at a steady state forever. Since terminal value constitutes a major proportion of the entire value of the business, I while deciding the terminal growth rate have given emphasis to economic factors & financial factors like Inflation of the Country, GDP growth of the Country, Projected Financials, Historical Financial Position, Organic & Inorganic growth strategies of the Company etc. Accordingly, for perpetuity, we have considered 5% growth rate

Computation of the Fair Value of Integra Essentia Limited:

Fair Value of INTEGRA ESSENTIA LIMITED				
All Amount INR				
Approach Applied	**Methodology Applied**	**Weight**	**Equity Value per Share**	**Weighted Average Equity Value per Share**
Asset	Net Asset Value	0%	1.56	-
Market	90 Trading Days - 10 Trading Days	50%	4.41	2.21
Income	Discounted Cash Flow	50%	4.40	2.20
Weighted Average Equity Value per Share				4.41

Weightage Rationale:

The transferee company operates under the going concern assumption, and post-merger, IEL will be the resulting entity. Consequently, we have deemed it appropriate to assign zero weight to the Net Asset Value method. Additionally, since IEL will be the resulting company, future cash flows and market-derived values are both critical in determining the per-share equity value. Therefore, we have decided to assign equal weight to DCF and the Market Price Method (90 Trading Days - 10 Trading Days).

SECTION V –SHARE EXCHANGE RATIO

SHARE EXCHANGE RATIO FOR AMALGAMATION: -

BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 requires the valuation report for a Scheme of Arrangement to provide certain requisite information in a specified format.

Valuation Approach	Methodology Applied	GG Engineering Limited (Transferor)			Integra Essentia Limited (Transferee)		
		Weights	Equity Value Per Share (INR)	Weighted Equity Value Per Share (INR)	Weights	Equity Value Per Share (INR)	Weighted Equity Value Per Share (INR)
Asset	Adjusted Book Value	0%	1.39	2.10	0%	1.56	4.41
Market	Comparable Companies Multiples	Nil	Nil		Nil	Nil	
	Market Price Method	100%	2.10		50%	4.41	
Income	Discounted Cash Flow	0%	1.39		50%	4.40	

Based on above analysis, the share exchange ratio has been arrived at and accordingly the Transferee Company shall, without any further act or deed and without any further payment, issue and allot equity shares on a proportionate basis to each member of the Transferor Company whose names are recorded in the Register of Members/ List of Beneficial Owners for shares in dematerialized form of the Transferor Company on the Record Date.

CALCULATION OF EXCHANGE RATIO		
Company Name	Integra (Transferee)	GG (Transferor)
Equity Value Per Share (INR)	4.41	2.10
Exchange Ratio	1.00	0.48
Exchange Ratio For 100 Shares	100	48

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty-eight) Equity Shares of Face Value of INR 1.00/- (Rupee One Each) each to Equity Shareholders of "GG Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1.00/- (Rupee One Each) each held by them in the Transferor Company.

SECTION VII–CAVEATS

- This Valuation Report has been issued on the specific request of Company for determining the Share exchange ratio for the said proposed Scheme of Arrangement in accordance with the Companies Act, 2013 and Rules thereof. This Report is prepared exclusively for the above stated purpose and must not be copied, disclosed, or circulated or referred to in correspondence or discussion with any other party. Neither this report nor its content may be used for any other purpose without the prior written consent.
- No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in accounts. Therefore, no responsibility is assumed for matters of legal nature.
- In accordance with the customary approach adopted in Valuation exercise, we have summarized the Share exchange ratio of equity shares of the company based on the information as was provided to us by the management of the Company both written, verbal, and other publicly available information. we do not assume any responsibility for the accuracy or reliability of such documents on which we have relied upon in forming the opinion.
- This Report does not investigate the business/commercial reasons behind the transaction nor the likely benefits arising out of the same. In addition, we express no opinion or recommendation, and the shareholders are expected to exercise their own discretion.
- We have no present or planned future interest in the Company and the fee for this Valuation analysis is not contingent upon the values reported herein. The Valuation Analysis contained herein is not intended to represent the value at any time other than the date that is specifically stated in this Report.
- The report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- In no circumstances shall the liability of a valuer, its partners, directors, or employees, relating to the services provided in connection with the engagement set out in this Valuation report shall exceed the amount paid to such valuer in respect of the fees charged by it for these services.
- The valuation report should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering the proposed transaction.

ANNEXURE - 3

FAIRNESS OPINION REPORT

FOR THE PROPOSED AMALGAMATION BETWEEN

GG ENGINEERING LIMITED

(TRANSFEROR COMPANY)

AND

INTEGRA ESSENTIA LIMITED

(TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013)

29th June 2024

Strictly Private and Confidential

Corporate Professionals | 20 YEARS OF EXCELLENCE

Ref. No: CPC/MB/058/2024-25
SEBI Reg. No: INM000011435

To,
The Board of Directors
Integra Essentia Limited
607, 6th Floor, Pearls Best Height -II,
Netaji Subhash Place, Maurya Enclave,
Northwest Delhi, India, 110 034

To,
The Board of Directors
GG Engineering Limited
Office No. 203, 2nd Floor,
Shivam Chambers Coop Soc Ltd. S.V Road,
Goregaon West, Near Sahara Apartment,
Mumbai, Maharashtra 400 104

Dear Sir/Ma'am,

Subject: Fairness Opinion on Equity Share Exchange Ratio pursuant to the proposed Scheme of Arrangement for Amalgamation between GG Engineering Limited (Transferor Company/ "GGEL") with Integra Essentia Limited ("Transferee Company"/ "IEL")

We, **Corporate Professionals Capital Private Limited** (SEBI Registered Category I Merchant Banker), have been appointed by GG Engineering Limited (Transferor Company/ "GGEL") and Integra Essentia Limited ("Transferee Company"/ "IEL"), to provide a Fairness Opinion on the Valuation report issued by Axiology Valuetech Private Limited, Registered Valuer Entity, dated 29th June 2024, in connection with the proposed amalgamation of GG Engineering Limited (Transferor Company/ "GGEL") with Integra Essentia Limited ("Transferee Company"/ "IEL"), pursuant to a Scheme of Amalgamation under Sections 230 to 232 and other applicable clauses of the Companies Act, 2013.

In terms of our engagement, we are enclosing our opinion along with this letter. All comments as contained herein must be read in conjunction with the caveats to this opinion. The opinion is confidential and has been made in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") read with SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, it should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of **Corporate Professionals Capital Private Limited**, such consent will only be given after full consideration of the circumstances at the time. We are however aware that the conclusion in this report may be used for the purpose of disclosure to be made to the stock exchanges, Hon'ble National company Law Tribunal ("NCLT") and notices to be dispatched to the shareholders and creditors for convening the meeting pursuant to the directions of Hon'ble NCLT and we provide consent for the same.

Trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours Faithfully

Date:29th June 2024
Place: New Delhi

For Corporate Professionals Capital Private Limited

Corporate Professionals Capital Pvt. Ltd. D-28 South Extension Part-1 New Delhi 110049

[Authorized Signatory]

Corporate Professionals Capital Private Limited
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CONTEXT AND BACKGROUND

BRIEF OF THE COMPANIES INVOLVED UNDER THIS ARRANGEMENT

1. **G G Engineering Limited (hereinafter also referred to as 'GGEL' or 'Transferor Company'),** bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 as a private company with the name & style of "G G Engineering Private Limited" under the jurisdiction of Registrar of Companies, Mumbai. Subsequently, on 03rd April 2017, the name of the Transferee Company was changed to its present name i.e., "G G Engineering Limited" pursuant to obtaining status of a Public Company. The Registered office of the Transferee Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra – 400 104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups, among others.

   The Equity Shares of the Transferor Company are listed on the bourses of BSE Limited.

2. **Integra Essentia Limited (hereinafter also referred to as 'IEL' or 'Transferee Company'),** bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007, under the provisions of Companies Act, 1956 as a private company with the name & style of "Five Star Mercantile Private Limited" under the jurisdiction of Registrar of Companies, Maharashtra. Subsequently, on 03rd January 2012, the name of the Transferee Company was changed to "Five Star Mercantile Limited" pursuant to obtaining status of a Public Company. Thereafter, on 2nd August 2012, the name of the Transferee Company was changed to "Integra Garment and Textile Limited". Later, on 16th February 2022, the name of the Transferee Company was changed to its present name i.e., "Integra Essentia Limited". On 06th April 2022, the registered office of the Transferee Company was shifted from the state of Maharashtra to the state of New Delhi. The Registered office of the Transferee Company is presently situated at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company is engaged in four business segments namely agro products, clothing, infrastructure, and energy. The transferee Company is mainly in the business of trading agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products, among others.

   The Equity Shares of the Transferee Company are listed on the bourses of BSE Limited and the National Stock Exchange of India Limited.

Furthermore, this Scheme of Arrangement for Amalgamation of the Transferor Company with the Transferee Company would result, inter-alia, in the following additional benefits:

This Scheme of Amalgamation would result, inter-alia, in the following benefits:

- **Consolidating strengths:**
  The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial

Corporate Professionals Capital Pvt. Ltd. D-28 South Extension Part-1 New Delhi 110049

projects, engineering set-ups, among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

- **Value creation for Shareholders:**
  The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

- **Focused management, synergies, and Growth prospects:**
  The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

The combined entity, on the back of its financial stability, is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

This comprehensive rationale as above underscores the strategic motivations, expected benefits, and the context surrounding the Proposed Amalgamation, highlighting its alignment with both the companies' objectives and the interests of their various stakeholders.

BRIEF ABOUT COMPANIES

GG Engineering Limited (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 as a private company with the name & style of "G G Engineering Private Limited" under the jurisdiction of Registrar of Companies, Mumbai. Subsequently, on 03rd April 2017, the name of the Transferee Company was changed to its present name i.e., "G G Engineering Limited" pursuant to obtaining status of a Public Company. The Registered office of the Transferee Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.

The Equity Shares of the Transferor Company are listed on the bourses of BSE Limited.

Audited Balance Sheet as on 31st March 2024:

Particulars	Amount in INR Million
Share Capital	1399.50
Reserves and Surplus	644.35
Non-Current Liabilities	26.37
Current liabilities and provisions	251.18
Equity & Liabilities	**2321.39**
Non-Current Assets	452.44
Current Assets	1868.95
Total Assets	**2321.39**

Audited Statement of Profit and Loss for the 12 Months period ended 31st March 2024:

Particulars	Amount in INR Million
Revenue from Operations	2,121.05
Other Income	31.99
Total Revenue	**2,153.04**
Operating Expenses	2,042.12
EBITDA	**110.93**
Depreciation & Amortization	6.33
EBIT	**104.60**
Finance Cost	1.51
Profit before Tax (PBT)	**103.09**

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The Capital Structure of the Company as on date:

Particulars	Amount (INR)
Authorized Share Capital	
1,65,00,00,000 Equity Shares of ₹1/- each	1,650,000,000.00
Total	1,650,000,000.00
Issued, Subscribed and Paid-Up Share Capital	
1,58,44,98,800 Equity shares of ₹1/- each	1,58,44,98,800.00
Total	1,58,44,98,800.00

INTEGRA ESSENTIA LIMITED (hereinafter also referred to as 'IEL' or 'Transferee Company') bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007, under the provisions of Companies Act, 1956 as a private company with the name & style of "Five Star Mercantile Private Limited" under the jurisdiction of Registrar of Companies, Maharashtra. Subsequently, on 03rd January 2012, the name of the Transferee Company was changed to "Five Star Mercantile Limited" pursuant to obtaining status of a Public Company. Thereafter, on 2nd August 2012, the name of the Transferee Company was changed to "Integra Garment and Textile Limited". Later, on 16th February 2022, the name of the Transferee Company was changed to its present name i.e., "Integra Essentia Limited". On 06th April 2022, the registered office of the Transferee Company was shifted from the state of Maharashtra to the state of New Delhi. The Registered office of the Transferee Company is presently situated at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company is engaged in four business segments namely agro products, clothing, infrastructure, and energy. The transferee Company is mainly in the business of trading agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products, among others.

The Equity Shares of the Transferee Company are listed on the bourses of BSE Limited and the National Stock Exchange of India Limited.

Audited Consolidated Balance Sheet as on 31st March 2024:

Particulars	Amount in INR Million
Share Capital	914.07
Reserves and Surplus	257.12
Non-Current Liabilities	75.32
Current liabilities and provisions	770.10
Equity & Liabilities	**2,016.60**
Non-Current Assets	1,429.60
Current Assets	587.00
Total Assets	**2,016.60**

Audited Consolidated Statement for the 12 Months period ended 31st March 2024:

Particulars	Amount in INR Million
Revenue from Operations	2,772.67
Other Income	183.57
Total Revenue	**2,956.24**
Operating Expenses	2,723.80
EBITDA	**232.44**
Depreciation & Amortization	37.16
EBIT	**195.28**
Finance Cost	5.63
Profit before Tax (PBT)	**189.65**

Corporate Professionals Capital Pvt. Ltd. D-128 South Extension Part-1 New Delhi 110049

The Capital Structure of the Company as on date:

Particulars	Amount (INR)
Authorized Share Capital	
1,25,00,00,000 equity shares of ₹1 each	1,25,00,00,000.00
Total	**1,25,00,00,000.00**
Issued, Subscribed and Paid-Up Share Capital	
1,06,76,90,544 Equity Share of Rupee 1/-each fully paid up	1,06,76,90,544.00
Total	**1,06,76,90,544.00**

SHARE EXCHANGE RATIO FOR AMALGAMATION

SHARE EXCHANGE RATIO FOR AMALGAMATION:

BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 requires the valuation report for a Scheme of Arrangement to provide certain requisite information in a specified format.

Valuation Approach	Methodology Applied	GG Engineering Limited (Transferor)			Integra Essentia Limited (Transferee)		
		Weights	Equity Value Per Share (INR)	Weighted Equity Value Per Share (INR)	Weights	Equity Value Per Share (INR)	Weighted Equity Value Per Share (INR)
Asset	Adjusted Book Value	0%	1.39	2.10	0%	1.56	4.41
Market	Comparable Companies Multiples	Nil	Nil		Nil	Nil	
	Market Price Method	100%	2.10		50%	4.41	
Income	Discounted Cash Flow	0%	1.39		50%	4.40	

Based on above analysis, the share exchange ratio has been arrived at and accordingly the Transferee Company shall, without any further act or deed and without any further payment, issue and allot equity shares on a proportionate basis to each member of the Transferor Company whose names are recorded in the Register of Members/ List of Beneficial Owners for shares in dematerialized form of the Transferor Company on the Record Date.

CALCULATION OF EXCHANGE RATIO		
Company Name	Integra (Transferee)	GG (Transferor)
Equity Value Per Share (INR)	4.41	2.10
Exchange Ratio	1.00	0.48
Exchange Ratio For 100 Shares	100	48

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty-eight) Equity Shares of Face Value of INR 1.00/- (Rupee One Each) each to Equity Shareholders of "GG Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1.00/- (Rupee One Each) each held by them in the Transferor Company.

Corporate Professionals Capital Pvt. Ltd. D-28 South Extension Part-1 New Delhi 110049

Method of Valuation:

There are three approaches to Valuation namely Income, Asset, and Market Approaches.

Approach	Valuation Methodologies	Basis of Consideration
Asset	Adjusted Net Asset Value (NAV) Method	The Asset-based method views the business as a set of assets and liabilities that are used as building blocks of a business value. The business value is the difference in the value of these assets and liabilities on a Book Value basis Realizable Value basis or Replacement Cost basis. **In the case of transferor Company and transfer Company, we have deemed it suitable to apply NAV as the Company to arrive at the book value or minimum proxy value of the company.**
Market	Comparable Companies Multiples (CCM) Method	This methodology uses the valuation ratio of a publicly traded company and applies that ratio to the company being valued. The valuation ratio typically expresses the valuation as a function of a measure of financial performance or Book Value (e.g., Revenue, EBITDA, EBIT, Earnings per Share or Book Value). A key benefit of Comparable Company Market Multiple analysis is that the methodology is based on the current market stock price. The current stock price is generally viewed as one of the best valuation metrics because it is based on observable inputs. **In the instant case, both the companies are listed on the Stock Exchange and Transferor is frequently traded on BSE limited (BSE) and Transferee is frequently traded on National Stock Exchange (NSE). Hence, we deemed it suitable to consider the Market Price in the NSE and BSE for the valuation exercise instead of the Comparable Multiples of the Transferor and Transferee Companies.**
	Market Price Method (90 Trading Days (TD) –10 Trading Days (TD))	In this method the VWAP (Volume Weighted Average Price) of the latest 90 Trading days (TD) VWAP and 10 Trading days are taken. The maximum of these two is then taken as the fair market value. **Since both the Companies are listed on the Stock Exchanges and Transferor is frequently traded on BSE limited (BSE) and Transferee is frequently traded on National Stock Exchange (NSE), we have applied this methodology in the instant case for Transferor and Transferee Companies.**
Income	Discounted Free Cash Flow (DFCF) Method	The DFCF method expresses the present value of the business as a function of its future cash earnings capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flow streams, discounted to the present time at an appropriate discount rate. The value of the firm is arrived at by estimating the Free Cash Flows (FCF) to Firm and discounting the same with Weighted Average cost of capital (WACC). The DFCF methodology is the most appropriate basis for determining the earning capability of a business. In the DFCF approach, the appraiser estimates the cash flows of any business after all operating expenses, taxes, and necessary investments in working capital and Capex is being met. **In case of, Transferor Company, we have deemed it suitable to opt DCF Method as the Company will not be in existence after this Merger, however operations will be in existence and would continue generate cash flows under the name of transferee company.** **In case of the Transferee Company, the business of the company is expected to be continued in future years, hence we deemed it suitable to do valuation of the Company as per Discounted Cash Flow (DCF) Method.**

Corporate Professionals Capital Pvt. Ltd. D-28 South Extension Part-1 New Delhi 110049

CONCLUSION & OPINION

In case of a valuation for Amalgamation, the emphasis is on arriving at the "relative" values of the shares of the merging companies to facilitate determination of the "share exchange ratio". Hence, the purpose is not to arrive at absolute values of the shares of the companies.

Judicial Pronouncements: -
Hindustan lever Employees' Union v/s Hindustan lever Limited and others (1995) 83 Company cases 30 (SC)

The jurisdiction of the Court in sanctioning a claim of merger is not to ascertain mathematical accuracy if the determination satisfied the arithmetical test. A company court does not exercise appellate jurisdiction. It exercises a jurisdiction founded on fairness. It is not required to interfere only because the figure arrived at by the valuer was not as good as it would have been if another method had been adopted. What is imperative is that such a determination should not have been contrary to law and that it was not unfair for the shareholders of the company which was being merged.

The Hon'ble Supreme Court held "I do not think that the internal management, business activity or institutional operation of public bodies can be subjected to inspection by the court. To do so, is incompetent and improper and, therefore, out of bounds."

The **dominance of profits for valuation of share was emphasized in "McCathies case"** (Taxation, 69 CLR 1) where it was said that *"the real value of shares in a company will depend more on the profits which the company **has been making and should be capable of making**, having regard to the nature of its business, than upon the amount which the shares would realize on liquidation"*. This was also re-iterated by the Indian Courts in Commissioner of Wealth Tax v. **MahadeoJalan's case (S.C.)** (86 ITR 621) and Additional Commissioner of Gift Tax v. Kusumben D. Mahadevia (S.C.) (122 ITR 38).

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment considering all the relevant factors. There will always be several factors, e.g., present, and prospective competition, yield on comparable securities, and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share.

Based on the facts of the case, we have valued **GG Engineering Limited (Transferor Company/ "GGEL")** and **Integra Essentia Limited ("Transferee Company"/ "IEL")** as per Internationally Accepted Valuation Methodologies.

"Subject to the above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant to SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, we have reviewed the proposed Scheme of Arrangement for Amalgamation, the Valuation Report dated 29th June 2024 of Axiology Valuetech Private Limited, Registered Valuer Entity, with respect to the share exchange ratio aspects and consider it to be fair and reasonable from the point of view of equity shareholders of the Companies".

CAVEATS

- We wish to emphasize that we have relied on explanations and information provided by the respective management and other publicly available information. Although we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.
- We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and have not conducted an audit or due diligence or reviewed/validated the financial data except what is provided to us by the Restructured Companies.
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Scheme, which might be relevant in the context of the transaction and which a wider scope might uncover.
- We have no present or planned future interest in the Restructured Company/ies and the fee payable for this opinion is not contingent upon the opinion reported herein.
- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering the proposed transaction.
- The Opinion contained herein is not intended to be represented at any time other than the date that is specifically stated in this Fairness Opinion Report. This opinion is issued on the understanding that the Management of the Restructured Companies under the Scheme have drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Fairness Opinion.

Corporate Professionals Capital Pvt. Ltd. D-28 South Extension Part-1 New Delhi 110049

ANNEXURE - 4

GG ENGINEERING LTD.
An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF G G ENGINEERING LIMITED ('TRANSFEROR COMPANY'/ 'GGEL'/ 'COMPANY') UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013, IN ITS MEETING HELD ON JULY 05, 2024

1. **Background**

1.1. A meeting of the Board of Directors of the Company ("Board") was held on July 05th, 2024, to consider and approve the proposed Scheme of Arrangement for Amalgamation of the Company with Integra Essentia Limited ("Transferee Company") and their respective shareholders and creditors under Section 230-232 of the Companies Act, 2013.

1.2. In terms of Section 232(2)(c) of the Companies Act 2013, a report adopted by the directors of the merging companies explaining the effect of the Scheme on each class of Shareholders (Promoters and Non-Promoter shareholders), Creditors, Key Managerial personnel ('KMP'), Debenture Holders, Depositors, Deposit Trustee, Debenture Trustee and Employees of the Company, setting out, among other things, the share exchange ratio (specifying any special valuation difficulties). Such a report is then required to be appended with the notice of the meeting of shareholders and creditors, if such a meeting is ordered by the Hon'ble National Company Law Tribunal of the relevant jurisdiction.

2. **Effect on Key Stakeholders**

S. No.	Category of Stakeholder	Effect of the Scheme
1.	Shareholders (Promoter and Non-promoter shareholders)	The Company only has equity shareholders and does not have any other class of shareholders. Upon this Scheme coming into effect and upon transfer and vesting of the business and undertaking of the Transferor Company in the Transferee Company, the consideration in respect of such transfer shall, subject to the provisions of the

For G G Engineering Limited

Director/Auth. Signatory

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GG ENGINEERING LTD.

An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

		Scheme, be paid and satisfied by the Transferee Company as follows: ***"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty Eight) Equity Shares of Face Value of INR 1/- (Rupee One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupee One Each) each held by them in the Transferor Company."*** The shares to be allotted to the shareholders of the Company shall rank pari passu in all respects with the existing equity shares in the Transferee Company. Further, upon effectiveness of this Scheme, the Promoters of the Transferor Company shall be reclassified as public category shareholder in the Transferee Company. Considering the overall rationale and benefit of the Scheme, the Board is of the view that the Scheme is in the best interest of all the stakeholders including shareholders of the Company.
2.	Key Managerial Personnel ("KMP") and Directors	Upon the Scheme becoming effective, the existing directors including KMP of the Transferor Company shall cease to be the Director and KMP of the Transferor Company. Further, the existing Director and KMP of the Transferor Company will be treated as employee in the Transferee Company.
3.	Employees	Under the Scheme, no rights of the staff and employees of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions applicable prior to the proposed Scheme without any break or interruption of service. Further, the Transferee Company undertakes to continue to comply with all obligations undertaken by the Transferor

For G G Engineering Limited

Director/Auth. Signatory

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GG ENGINEERING LTD.

An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

		Company in relation to any employee or union agreements. Upon the Scheme becoming effective, the Transferee Company shall be substituted in place of the Transferor Company with respect to all obligations towards the Provident Fund, Gratuity Fund, Superannuation Fund or any other employee benefit schemes. These funds and obligations shall continue on the same terms and conditions for the benefit of the employees, and the Transferee Company shall make all necessary contributions to such funds from the Effective Date.
4.	Creditors	The Scheme will have no prejudicial effect on the Creditors of the Company. No compromise is proposed with any creditors of the Company under the proposed Scheme. Upon the effectiveness of the proposed Scheme, the liabilities pertaining to the Transferor Company shall be transferred to and discharged by the Transferee Company, and there is no reduction or extinguishment of such liabilities. The Transferee Company shall honour these obligations in the ordinary course of its business.
5.	Depositors, Debenture holders, Deposit Trustee and Debenture Trustee	The Company has neither accepted any deposits from any person nor issued any debentures.

3. Valuation

For the Scheme, the Valuation Report has been obtained from Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No IBBI/RV-E/05/2023/201), wherein the following share exchange ratio has been recommended in their report dated June 29th, 2024, in respect of the Scheme:

For G G Engineering Limited

Director/Auth. Signatory

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GG ENGINEERING LTD.

An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty-Eight) Equity Shares of Face Value of INR 1/- (Rupee One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupee One Each) each held by them in the Transferor Company."

The registered valuer did not express any difficulties while determining the share exchange ratio and the same has been certified as fair and has been approved by the Board of the Company.

The Fairness opinion provided by Corporate Professionals Capital Private Limited, also does not indicate any special valuation difficulties.

4. **Adoption of Report**

The Board of the Company has adopted this report after noting and considering the information set forth in this report.

For and on behalf of
G G ENGINEERING LIMITED

For G G Engineering Limited

Director/Authorised Signatory

Atul Sharma
Managing Director
DIN: 08290588
Date: 05-07-2024
Place: New Delhi

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INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238

+91-80762 00456
www.integraessentia.com
cs@integraessentia.com
Unit No. 607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, New Delhi-110034, IN

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INTEGRA ESSENTIA LIMITED ('TRANSFEREE COMPANY'/ 'IEL'/ 'COMPANY') UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 IN ITS MEETING HELD ON JULY 05, 2024

1. Background

1.1. A meeting of the Board of Directors of the Company ("Board") was held on July 05th, 2024, to consider and approve the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ("Transferor Company") with the Company and their respective shareholders and creditors under Section 230-232 of the Companies Act, 2013.

1.2. In terms of Section 232(2)(c) of the Companies Act 2013, a report adopted by the directors of the merging companies explaining the effect of the Scheme on each class of Shareholders (Promoters and Non-Promoter shareholders), Creditors, Key Managerial personnel ('KMP'), Debenture Holders, Depositors, Deposit Trustee, Debenture Trustee and Employees of the Company, setting out, among other things, the share exchange ratio (specifying any special valuation difficulties). Such a report is then required to be appended with the notice of the meeting of shareholders and creditors, if such a meeting is ordered by the Hon'ble National Company Law Tribunal of the relevant jurisdiction.

2. Effect on Key Stakeholders

S. No.	Category of Stakeholder	Effect of the Scheme
1.	Shareholders (Promoter and Non-promoter shareholders)	The Company only has equity shareholders and does not have any preference shareholders. Upon the Scheme becoming effective and in consideration of vesting and undertaking, as defined under the Scheme, the Company shall allot its equity shares to shareholders of the Transferor Company in the following ratio: ***"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty- Eight) Equity Shares of Face Value of INR 1/- (Rupee One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupee One Each) each held by them in the Transferor Company."***

For Integra Essentia Limited
Deepak
Authorised Signatory/Director

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
+91-80762 00456
www.integraessentia.com
cs@integraessentia.com
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		The shares to be allotted to the shareholders of the Transferor Company shall rank pari passu in all respects with the existing shareholders of the Company. Further, upon effectiveness of this Scheme, the Promoters of the Transferor Company shall be reclassified as public category shareholder in the Transferee Company. Considering the overall rationale and benefit of the Scheme, the Board is of the view that the Scheme is in the best interest of all the stakeholders including shareholders of the Company.
2.	Key Managerial Personnel ("KMP") and Directors	The KMP and Directors of the Company will continue to hold their respective positions following the effectiveness of the proposed Scheme. No KMPs and directors are expected to have disproportionate advantage or disadvantage in any manner.
3.	Employees	Under the Scheme, no rights of the staff and employees of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.
4.	Creditors	The Scheme will have no prejudicial effect on the Creditors of the Company. No compromise is proposed with any creditors of the Company under the proposed Scheme. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished and the Company shall pay off its creditors in its normal course of business.
5.	Depositors, Debenture holders, Deposit Trustee and Debenture Trustee	The Company has neither accepted any deposits from any person nor issued any debentures.

For Integra Essentia Limited
Deepak
Authorised Signatory/Director

INTEGRA ESSENTIA LIMITED

CIN: L74110DL2007PLC396238

+91-80762 00456

www.integraessentia.com
cs@integraessentia.com

Unit No. 607, 6th Floor, Pearls Best Height-II,
Netaji Subhash Place, New Delhi-110034, IN

3. Valuation

For the Scheme, the Valuation Report has been obtained from Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201), wherein the following share exchange ratio has been recommended in their report dated 29th June, 2024, in respect of the Scheme:

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty- Eight) Equity Shares of Face Value of INR 1/- (Rupee One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupee One Each) each held by them in the Transferor Company."

The registered valuer did not express any difficulties while determining the share exchange ratio and the same has been certified as fair and has been approved by the Board of the Company.

The Fairness opinion provided by Corporate Professionals Capital Private Limited, also does not indicate any special valuation difficulties.

4. Adoption of Report

The Board of the Company has adopted this report after noting and considering the information set forth in this report.

For and on behalf of
Integra Essentia Limited

For Integra Essentia Limited

Authorised Signatory/Director

Deepak Kumar Gupta
Whole-Time Director
DIN: 00057003

Date: 05.07.2024
Place: New Delhi

GG ENGINEERING LTD.

An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

To
The Board of Directors
G G Engineering Limited
Office No. 203,
Shivam Chambers Premises CS Ltd,
CTS No. 39, S.V. Road,
Goregaon (West), Mumbai- 400104

Report of Audit Committee of G G Engineering Limited on the Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company'/'the Company') with Integra Essentia Limited ('Transferee Company')

A meeting of Audit Committee of G G Engineering Limited was held on 5th July 2024, to consider and recommend the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') under Sections 230 to 232 of the Companies Act, 2013, in accordance with the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (SEBI Master Circular). The report of the Company is being made in order to comply with the requirements of the aforesaid SEBI Master Circular. The audit committee has considered and reviewed the scheme and drawn out the following major points:

1. **Background:**

1.1 **Transferor Company:**

G G Engineering Limited (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act 1956, having its registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.

1.2 **Transferee Company:**

Integra Essentia Limited (hereinafter also referred to as 'IEL' or 'Transferee Company') bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007, under the

provisions of Companies Act 1956, having its registered office at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company operates in four business segments namely agro products, clothing, infrastructure, and energy. It is mainly engaged in the business of trading agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products among others.

1.3 The following documents were tabled at the meeting and reviewed by the Audit Committee:

- Draft Scheme on the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company');
- Valuation Report containing the Share Exchange Ratio dated 29th June 2024, issued by Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201);
- Fairness opinion dated 29th June 2024, obtained from Corporate Professional Capital Private Limited, SEBI Registered, Category-I, Merchant Banker;

2. <u>Need and rationale of the Scheme is as follows</u>:

The committee noted the following salient features of the Scheme:

This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee companies and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

2.1 Consolidating strengths:

The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

2.2 Value creation for shareholders:

The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

G G ENGINEERING LIMITED

2.3 Focused management, synergies, and growth prospects:
The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

2.4 The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

3. **Synergies of Business of the entities involved in the Scheme:**

3.1 Pooling of managerial and technical expertise of the Transferor Company. Thus, enabling better management and focus on growing the businesses.
3.2 The combined scale and customer reach of the merged entity will enable it to compete effectively in the market;
3.3 The proposed amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.
3.4 Synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.
3.5 A larger growing Company will mean enhanced financial and growth prospects for the people and organisation connected therewith, along with the public interest. The amalgamation will be conducive to more efficient and economical control over the business and better market reach.

4. **Cost Benefit Analysis of the Scheme:**

The Transferor and Transferee Company belongs to the same industry and the proposed amalgamation would enable the Companies to achieve operational efficiency and economies of scale by consolidating their respective resources thereby providing the benefits of cost reduction that can improve financial efficiencies in the long run.

5. **Impact of the Scheme on the Shareholders:**

The Audit Committee discussed and deliberated upon the rationale and expected benefits of the Scheme. The Audit Committee also reviewed the aforesaid Valuation Report in which share exchange ratio has been determined on the basis of financials of Transferor Company and Transferee Company as on 29th June 2024, and Fairness Opinion obtained from the Independent Merchant Bankers. The Committee noted the followings:

5.1 As per the valuation report, value per share of the Company is arrived at INR 2.10/- and that of the Transferee Company is INR 4.41/-. Based on this, the share exchange ratio is as follows:

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty Eight) Equity Shares of Face Value of INR 1/- (Rupees One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupees One Each) each held by them in the Transferor Company.

5.2 Upon approval of the Scheme by the National Company Law Tribunal, the Shareholders of Transferor Company as on record date shall be entitled to equity shares in the Transferee Company basis the share exchange ratio determined as per the aforementioned valuation report submitted to this committee, the shareholders of Transferor Company shall be allotted shares in the Transferee Company.

In light of the above, the Scheme will not adversely affect the rights or interest of any stakeholder of the Transferor Company including its shareholders or creditors.

6. Recommendations of the Audit Committee

Having considered the documents, Valuation Report, Fairness Opinion, the Audit Committee hereby unanimously recommends the draft Scheme for favorable consideration of the Board of Directors of the Company, Stock Exchanges, and Securities and Exchange Board of India and such other Authorities, as applicable.

By the order of Audit Committee
For G G Engineering Limited

Swati Gupta
Independent Director
DIN: 09652245

Date: 05.07.2024
Place: New Delhi

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238

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www.integraessentia.com
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Unit No. 607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, New Delhi-110034, IN

To
The Board of Directors
Integra Essentia Limited
607, 6th Floor, Pearls Best Height -II,
Netaji Subhash Place, Maurya Enclave,
North West, Delhi – 110034

Report of Audit Committee of Integra Essentia Limited on the Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company'/'The Company')

A meeting of Audit Committee of Integra Essentia Limited was held on 5th July 2024, to consider and recommend the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') under Sections 230 to 232 of the Companies Act, 2013, in accordance with the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (SEBI Master Circular). The report of the Company is being made in order to comply with the requirements of the aforesaid SEBI Master Circular. The audit committee has considered and reviewed the scheme and drawn out the following major points:

1. **Background:**

1.1 **Transferor Company:**

G G Engineering Limited (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act 1956, having its registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.

1.2 **Transferee Company:**

Integra Essentia Limited (hereinafter also referred to as 'IEL' or 'Transferee Company') bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007, under the provisions of Companies Act 1956, having its registered office at 607, 6th Floor, Pearls Best

For Integra Essentia Limited

Authorised Signatory/Director

Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company operates in four business segments namely agro products, clothing, infrastructure, and energy. It is mainly engaged in the business of trading agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products among others.

1.3 The following documents were tabled at the meeting and reviewed by the Audit Committee:

- Draft Scheme on the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company');
- Valuation Report containing the Share Exchange Ratio dated 29th June 2024, issued by Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201);
- Fairness opinion dated 29th June 2024, obtained from Corporate Professional Capital Private Limited, SEBI Registered, Category-I, Merchant Banker;

2. <u>Need and rationale of the Scheme is as follows</u>:

The committee noted the following salient features of the Scheme:

This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee companies and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

2.1 Consolidating strengths:

The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

2.2 Value creation for shareholders:

The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

2.3 Focused management, synergies, and growth prospects:

For Integra Essentia Limited

Authorised Signatory/Director

The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

2.4 The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

3. **Synergies of Business of the entities involved in the Scheme:**

3.1 Pooling of managerial and technical expertise of the Transferor Company. Thus, enabling better management and focus on growing the businesses.

3.2 The combined scale and customer reach of the merged entity will enable it to compete effectively in the market;

3.3 The proposed amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.

3.4 Synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.

3.5 A larger growing Company will mean enhanced financial and growth prospects for the people and organisation connected therewith, along with the public interest. The amalgamation will be conducive to more efficient and economical control over the business and better market reach.

4. **Cost Benefit Analysis of the Scheme:**

The Transferor and Transferee Company belongs to the same industry and the proposed amalgamation would enable the Companies to achieve operational efficiency and economies of scale by consolidating their respective resources thereby providing the benefits of cost reduction that can improve financial efficiencies in the long run.

5. **Impact of the Scheme on the Shareholders:**

For Integra Essentia Limited

Authorised Signatory/Director

The Audit Committee discussed and deliberated upon the rationale and expected benefits of the Scheme. The Audit Committee also reviewed the aforesaid Valuation Report in which share exchange ratio has been determined on the basis of financials of Transferor Company and Transferee Company as on 29th June 2024, and Fairness Opinion obtained from the Independent Merchant Bankers. The Committee noted the followings:

5.1 As per the valuation report, value per share of the Transferor Company is arrived at INR 2.10/- and that of the Company is INR 4.41/-. Based on this, the share exchange ratio is as follows:

"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty Eight) Equity Shares of Face Value of INR 1/- (Rupees One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupees One Each) each held by them in the Transferor Company.

5.2 Upon approval of the Scheme by the National Company Law Tribunal, the Shareholders of Transferor Company as on record date shall be entitled to equity shares in the Transferee Company basis the share exchange ratio determined as per the aforementioned valuation report submitted to this committee, the shareholders of Transferor Company shall be allotted shares in the Transferee Company.

In light of the above, the Scheme will not adversely affect the rights or interest of any stakeholder of the Transferee Company including its shareholders or creditors.

6. Recommendations of the Audit Committee

Having considered the documents, Valuation Report, Fairness Opinion, the Audit Committee hereby unanimously recommends the draft Scheme for favorable consideration of the Board of Directors of the Company, Stock Exchanges, and Securities and Exchange Board of India and such other Authorities, as applicable.

By the order of Audit Committee
For Integra Essentia Limited

Gunjan Jha

For Integra Essentia Limited

Authorised Signatory/Director

Gunjan Jha
Independent Director
DIN: 09270389

Date: 5 July 2024
Place: New Delhi

GG ENGINEERING LTD.
An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

To,
The Board of Directors
G G Engineering Limited

Report on recommendations of Independent Directors Committee of G G Engineering Limited on the Scheme of Arrangement for Amalgamation G G Engineering Limited ('Transferor Company'/ 'the Company') with Integra Essentia Limited ('Transferee Company')

A meeting of Independent Director Committee of G G Engineering Limited was held on 5th July, 2024 to consider and recommend the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') under Sections 230 to 232 of the Companies Act, 2013. This report of Independent Director Committee of the Company is being made in order to comply with the requirements of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The Independent Director committee has considered and reviewed the said Scheme of Arrangement and drawn out the following major points:

Background of the Companies involved in the proposed scheme:

A. **G G Engineering Limited (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174,** was incorporated on 23rd January 2006, under the provisions of Companies Act 1956, having its registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The Transferor Company is listed on the bourses of BSE Limited.

B. **Integra Essentia Limited (hereinafter also referred to as 'IEL' or 'Transferee Company') bearing CIN L74110DL2007PLC396238,** was incorporated on 06th August 2007, under the provisions of Companies Act 1956, having its registered office at 607, 6th Floor, Pearls Best Height - II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company operates in four business segments namely agro products, clothing, infrastructure, and energy. It is mainly engaged in the business of trading agricultural commodities, life necessities, items

of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products among others. The Transferee Company is listed on the bourses of BSE Limited and the National Stock Exchange of India Limited.

Following documents were placed before the Independent Director Committee:

- Draft Scheme on the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company');
- Valuation Report containing the Share Exchange Ratio dated 29th June 2024, issued by Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201);
- Fairness opinion dated 29th June 2024, obtained from Corporate Professional Capital Private Limited, SEBI Registered, Category-I, Merchant Banker;

Salient features of Scheme of Arrangement:

The committee noted the following salient features of the scheme:

- The scheme provides for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') with effect from the Appointed Date i.e., 1st July, 2024 or such other date as may be approved by the Hon'ble National Company Law Tribunal of relevant jurisdiction or by such other competent authority having jurisdiction over the Transferor Company and the Transferee Company;
- The amalgamation of Transferor Company with Transferee Company is expected to enable better realization of potential of business and yield beneficial results. It will result in enhanced value creation for the companies involved in Scheme, their respective Shareholders and Creditors.

Need and Rationale of Scheme of Arrangement:

This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee companies and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

- **Consolidating strengths**:

  The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like

infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

- **Value creation for shareholders:**

  The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

- **Focused management, synergies, and growth prospects:**

  The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

  The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

Scheme Not Detrimental to the Shareholders of the Company:

The Committee members discussed and deliberated upon the rationale and salient features of the scheme, the valuation report and fairness opinion presented before the Committee. As per the

valuation report issued by Independent Registered Valuer Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201), the value per share of the Transferor Company and Transferee Company was arrived at INR 2.10/- and INR 4.41/- respectively.

Accordingly, share exchange ratio for issuance of new shares of the Transferee Company to the shareholders of the Transferor Company in consideration to the proposed Scheme will be based upon their respective value per share as mentioned above i.e.,

> ***"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty-Eight) Equity Shares of Face Value of INR 1/- (Rupees One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupees One Each) each held by them in the Transferor Company.***

The Committee is of the informed opinion that the proposed Scheme is in the best interests of the Shareholders of the Company and not detrimental to the interest of the Shareholders, including the minority shareholders of the Company.

Recommendation of the Independent Director Committee:

Having considered the documents, Valuation Report and Fairness Opinion, the Independent Director Committee hereby unanimously recommends that the aforesaid Scheme of Arrangement for Amalgamation is not detrimental to the interest of the Shareholders of the Company.

For and on behalf of the Committee of Independent Director of
G G Engineering Limited

Swati Gupta
DIN: 09652245
(Chairman of the meeting)

G G ENGINEERING LIMITED

Place: New Delhi
Date: 5.07.2024

INTEGRA ESSENTIA LIMITED

CIN: L74110DL2007PLC396238

+91-80762 00456

www.integraessentia.com
cs@integraessentia.com

Unit No. 607, 6th Floor, Pearls Best Height-II,
Netaji Subhash Place, New Delhi-110034, IN

To,

The Board of Directors

Integra Essentia Limited

Report on recommendations of Independent Directors Committee of Integra Essentia Limited on the Scheme of Arrangement for Amalgamation G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company'/'The Company')

A meeting of Independent Director Committee of Integra Essentia Limited was held on 5th July, 2024 to consider and recommend the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') under Sections 230 to 232 of the Companies Act, 2013. This report of Independent Director Committee of the Company is being made in order to comply with the requirements of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The Independent Director committee has considered and reviewed the said Scheme of Arrangement and drawn out the following major points:

Background of the Companies involved in the proposed scheme:

A. **G G Engineering Limited (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174,** was incorporated on 23rd January 2006, under the provisions of Companies Act 1956, having its registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The Transferor Company is listed on the bourses of BSE Limited.

B. **Integra Essentia Limited (hereinafter also referred to as 'IEL' or 'Transferee Company') bearing CIN L74110DL2007PLC396238,** was incorporated on 06th August 2007, under the provisions of Companies Act 1956, having its registered office at 607, 6th Floor, Pearls Best Height - II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee

For Integra

Authorised Signatory/Director

Company operates in four business segments namely agro products, clothing, infrastructure, and energy. It is mainly engaged in the business of trading agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products among others. The Transferee Company is listed on the bourses of BSE Limited and the National Stock Exchange of India Limited.

Following documents were placed before the Independent Director Committee:

- Draft Scheme on the proposed Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company');
- Valuation Report containing the Share Exchange Ratio dated 29th June 2024, issued by Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201);
- Fairness opinion dated 29th June 2024, obtained from Corporate Professional Capital Private Limited, SEBI Registered, Category-I, Merchant Banker;

Salient features of Scheme of Arrangement:

The committee noted the following salient features of the scheme:

- The scheme provides for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') with effect from the Appointed Date i.e., 1st July, 2024 or such other date as may be approved by the Hon'ble National Company Law Tribunal of relevant jurisdiction or by such other competent authority having jurisdiction over the Transferor Company and the Transferee Company;
- The amalgamation of Transferor Company with Transferee Company is expected to enable better realization of potential of business and yield beneficial results. It will result in enhanced value creation for the companies involved in Scheme, their respective Shareholders and Creditors.

Need and Rationale of Scheme of Arrangement:

This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee companies and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

- **Consolidating strengths**:

For Integra Essentia Limited

Authorised Signatory/Director

The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

- **Value creation for shareholders:**

  The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

- **Focused management, synergies, and growth prospects:**

  The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

  The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

Scheme Not Detrimental to the Shareholders of the Company:

For Integra Essentia Limited

Authorised Signatory/Director

The Committee members discussed and deliberated upon the rationale and salient features of the scheme, the valuation report and fairness opinion presented before the Committee. As per the valuation report issued by Independent Registered Valuer Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201), the value per share of the Transferor Company and Transferee Company was arrived at INR 2.10/- and INR 4.41/- respectively.

Accordingly, share exchange ratio for issuance of new shares of the Transferee Company to the shareholders of the Transferor Company in consideration to the proposed Scheme will be based upon their respective value per share as mentioned above i.e.,

> ***"Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty-Eight) Equity Shares of Face Value of INR 1/- (Rupees One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupees One Each) each held by them in the Transferor Company.***

The Committee is of the informed opinion that the proposed Scheme is in the best interests of the Shareholders of the Company and not detrimental to the interest of the Shareholders, including the minority shareholders of the Company.

Recommendation of the Independent Director Committee:

Having considered the documents, Valuation Report and Fairness Opinion, the Independent Director Committee hereby unanimously recommends that the aforesaid Scheme of Arrangement for Amalgamation is not detrimental to the interest of the Shareholders of the Company.

For and on behalf of the Committee of Independent Director of
Integra Essentia Limited

For Integra Essentia Limited

Gunjan Jha
DIN: 09270389
(Chairman of the meeting)

Authorised Signatory/Director

Place: New Delhi
Date: 05.07.2024

INDEPENDENT AUDITOR'S REPORT

To the Members of **G G ENGINEERING LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone financial statements of **G G ENGINEERING LIMITED** ("the Company"), which comprise the balance sheet as at 31st March, 2025, the statement of Profit and Loss (Including Other Comprehensive Income), statement of changes in equity, and the statement of cash flows for the period then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information

Subject to the possible impact due to matters reported in other matters para, in our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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 and total comprehensive Profit, changes in equity and its cash flows for the period 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 Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone 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. Except for the documents/information related to matters mentioned in other matters para, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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, Business Responsibility Report but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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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 standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- 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 Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-"A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 except the information and explanation related to matters mentioned in other matters para.
   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Standalone Financial Statements have been kept so far as it appears from our examination of those books.

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c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, statement of changes in equity and the statement of Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Standalone Financial Statements.

d) In our opinion, except as otherwise disclosed in accounting policies and notes to the Standalone Financial Statements, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

e) On the basis of the written representations received from the directors of the Company as on 31st March, 2025 taken on record by the Board of Directors of the Company, none of the directors of the company 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have pending litigations which would impact its financial position as at 31st March2025;

ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv.

(a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"),with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (b) above, contain any material misstatement.

h) No dividend declared by the company declared or paid by the Company during the year.

i) Based on our examination which included test checks, the Company, has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility for all relevant transactions recorded in the software.

j) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 read with Schedule V to the Act.

For A K BHARGAV & CO
Chartered Accountants
FRN: 034063N

A K BHARGAV & CO. NEW DELHI Chartered Accountants

(CA ARUN KUMAR BHARGAV)
PROPRIETOR
M. No.:548396
UDIN: 25548396BMJAVK6192

Place: New Delhi
Date: 24.05.2025

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Annexure A

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in our report to the members of G G ENGINEERING LIMITED("the Company") for the year ended March 31, 2025. We report that:

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2025, we report the following:

i) a) (A) In the absence of requisite documents, we are unable to comment if the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company does not have intangible assets as on balance sheet date.

b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year and no such material discrepancies were noticed. However we have not been provided any physical verification report for our verification and hence we are unable to comment if periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) (B) The Company does not have immovable property as on balance sheet date.

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 asset) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Register Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use Assets) or intangible Assets does not arise.

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 initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and rules made thereunder& therefore question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statement does not arise.

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ii) a) The company does not have any inventory and hence reporting under clause 3(ii)(a) of the the order is not applicable.

b) Clause 3(ii)(b) of the Order is not applicable to the Company as the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions during the year.

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, during the year, has not provided any guarantee or security to companies, firms, limited liability partnerships or any other parties during the year. The Company, during the year, has made investment and granted loans and advances in the nature of loans during the year to companies and other parties.

a) During the year, the Company has made the investment and provided loans, the details of which are disclosed in the financial statements (refer Note No.4,5 and 13).

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion,

The investments made and the terms and conditions of same are prima facie, not prejudicial to the Company's interest. Terms and Conditions in respect of the grant of loans and advances in the nature of loans, during the year, to companies or any other parties are prima facie, not prejudicial to the Company's interest. During the year the Company has not provided guarantees, provided security to companies, firms, Limited Liability Partnerships or any other parties.

c) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the Company has granted loans during the year to companies or any other entities where the schedule of repayment of principal and payment of interest has not been stipulated. Hence in the absence of same, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loan.

d) The Company has granted loans and in all cases schedule of repayment of principal and payment of interest has not been stipulated. Hence in the absence of same, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loans and hence unable to comment upon any over amount for more than ninety days.

e) There is no case of any loan or advance in the nature of loan granted which has fallen due during the year and which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, all the loans granted by the company are for fixed defined tenure. Although the repayment schedule is not specifically defined in terms of instalment amounts or dates, the tenure and maturity of the loan are fixed. Accordingly, these loans are not in the nature of loans repayable on demand or loans granted without specifying any terms or period of repayment. Therefore, reporting under this clause is not applicable.

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iv) 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 complied with the provisions of section 185 and 186 of the Companies Act 2013 in respect of loans given and investments made by the company during the year. The Company has not provided any guarantee or security during the year.

v) 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 neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for the business activities carried out by the Company. Accordingly, clause (vi) of the Order is not applicable.

vii) 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 generally regular, except delay on some instances in case of TDS, in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable except the following:

1. Income Tax Payable as on Balance Sheet date, for the Assessment Year 2024–25 is Rs. 342.27 Lakhs.

a) 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 statutory dues relating to goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it which have not been deposited on account of any dispute except few cases, details of same has mentioned in note 33 of financial statements.

viii) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix) 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 has not defaulted in repayment of dues to financial institutions and banks 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 been declared a wilful defaulter by any bank or financial institution or government or government authority.

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c) In our opinion and according to the information and explanations given to us by the management, the Company has utilized the monies raised by term Loans for the purposes for which they were obtained.

d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined under the Companies Act, 2013.

f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Companies Act).

x) a) According to the information and explanations given to us, the Company has not raised any funds during the year by way of preferential allotment or private placement of shares or convertible debentures. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

b) According to the information and explanations given to us and based on the audit procedures performed, the Company during the year raised funds amounting to ₹1,831.50 Lakhs through preferential allotment of share warrants convertible into equity shares, and such funds have been used for the purposes for which they were raised (refer Note No.16).

xi) a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during year nor have we been informed of any such case by the management.

b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.

xiii) As per information and explanation given to us all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act 2013 where applicable and the details have been disclosed in the financial statement, as required by the applicable Ind AS accounting standards.

xiv) a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

A K Bhargav & Co. Chartered Accountants NEW DELHI

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b) We have considered the internal audit reports of the Company issued till date for the period under audit.

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 its directors or persons connected to its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

xvi) a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, Clause 3(xvi)(c) of the order is not applicable to the Company.

d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs which are a part of the Group. We have not, however, separately evaluated whether the information provided by the Management is accurate and complete. Accordingly, the requirements of clause 3(xvi)(d) are not applicable to the Company.

xvii) The company has not incurred cash losses during the financial year and in the immediately preceding financial year.

xviii) There is no resignation of the statutory auditors of the company during the year.

xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 46 to financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the 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.

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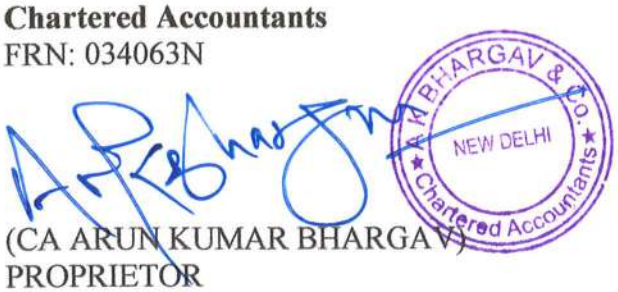
M- 8860300686

xx) According to the information and explanations given to us and based on our examination of the records, there was no amount remaining unspent under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any ongoing project. Accordingly, reporting under clause (xx)(b) of the Order is not applicable.

xxi) The reporting under clause 3(xxi) of this order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For A K BHARGAV & CO
Chartered Accountants
FRN: 034063N



(CA ARUN KUMAR BHARGAV)
PROPRIETOR
M. No.:548396
UDIN: 25548396BMJAVK6192

Place: New Delhi
Date: 24.05.2025

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir),New Delhi-10031
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Annexure "B" to the Independent Auditors Report on the Standalone Financial Statements of **G G ENGINEERING LIMITED**

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING 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 G G ENGINEERING LIMITED ("the Company") as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". 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 my/our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, 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 were 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 judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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

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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 Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Standalone Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 issued by the ICAI.

For A K BHARGAV & CO
Chartered Accountants
FRN: 034063N

A K BHARGAV & CO. NEW DELHI Chartered Accountants

(CA ARUN KUMAR BHARGAV)
PROPRIETOR
M. No.:548396
UDIN: 25548396BMJAVK6192

Place: New Delhi
Date: 24.05.2025

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Email Id – caarunbhargav17@gmail.com
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M- 8860300686

G G Engineering Limited
Balance Sheet as at 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

Particulars	Note no	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-Current Assets			
Property, plant and equipment	3	26.97	185.71
ROU Assets	3A	5.34	-
Financial assets			
Investments	4	6,345.36	1,735.36
Loans	5	5,679.25	2,569.57
Others	6	22.25	26.79
Deferred tax assets (net)	7	13.23	6.99
Other Non-current assets	8	0.07	-
Total non current assets		12,092.46	4,524.41
Current Assets			
Inventories	9	-	-
Financial assets			
Investment (at FVTPL)	10	166.85	3,088.51
Trade receivables	11	10,399.81	12,851.20
Cash and cash equivalents	12	166.85	147.53
Loans	13	2,140.71	1,506.37
Others	14	49.88	49.88
Other current assets	15	1,459.87	1,046.01
Total current assets		14,383.97	18,689.50
Total		26,476.43	23,213.91
EQUITY AND LIABILITIES			
Equity			
Share Capital	16	15,844.99	13,994.99
Other Equity	17	7,204.63	6,443.46
Total equity		23,049.62	20,438.45
Liabilities			
Non current liabilities			
Financial liabilities			
Borrowings	18	84.81	263.71
Other financial liabilities	19	3.02	-
Total non current liabilities		87.82	263.71
Current liabilities			
Financial liabilities			
Borrowings	18	143.96	20.61
Trade payables	20		
Total outstanding dues of micro & small enterprises		-	-
Total outstanding dues of creditors other than micro & small enterprises		1,923.05	2,075.84
Other financial liabilities	21	6.44	2.99
Other current liabilities	22	928.27	96.69
Current tax liabilities (net)	23	337.28	315.63
Total current liabilities		3,338.99	2,511.76
Total		26,476.43	23,213.91

Notes forming integral part of the Ind AS Financial Statements- 1 to 46

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN :25548396BMJAVK6192

Date : 24-05-2025
Place : Delhi

For and on behalf of the Board Of Directors

Atul Sharma
Managing Director
DIN:08290588

Ram Manorath Gupta
Director
DIN:10679592

Virender Sharma
Chief Financial Officer
CCKPS4992K

Sandeep Somani
Company Secretary
DJEPS6529G

G G Engineering Limited
Statement of Profit and Loss for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	2024-25	2023-24
Revenue from Operations	24	17,803.22	14,908.76
Other Income	25	452.08	319.92
Total Income		**18,255.30**	**15,228.69**
Expenses			
Purchases of Stock -in-Trade	26	16,706.91	13,646.58
Changes in inventories of Finished Goods, Stock-in-trade and Work-in-progress	27	-	-
Employee benefit expenses	28	36.75	31.66
Finance costs	29	15.01	15.08
Depreciation and amortization expenses	30	47.70	63.31
Other expenses	31	295.04	441.18
Total expenses		**17,101.41**	**14,197.81**
Profit/(loss) before exceptional items and tax		**1,153.89**	**1,030.88**
Exceptional items			-
Profit/(loss) before and tax		**1,153.89**	**1,030.88**
Tax Expense:			
Current tax		337.28	315.63
Deferred tax		6.24	1.28
Tax related to previous years		54.65	3.50
Profit/(Loss) after tax		**768.20**	**710.47**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			-
Income Tax relating to items that will not be reclassifed to profit or loss			-
Items that will be reclassified to profit or loss			-
Income Tax relating to items that will be reclassifed to profit or loss			-
Total Comprehensive Income for the year		**768.20**	**710.47**
Earnings per Equity Share			
Basic	32	0.05	0.09
Diluted	32	0.05	0.10

Notes forming integral part of the Ind AS Financial Statements- 1 to 46

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN :25548396BMJAVK6192

Date : 24-05-2025
Place : Delhi

For and on behalf of the Board Of Directors

Atul Sharma
Managing Director
DIN:08290588

Ram Manorath Gupta
Director
DIN:10679592

Virender Sharma
Chief Financial Officer
CCKPS4992K

Sandeep Somani
Company Secretary
DJEPS6529G

G G Engineering Limited
Cash flow statement for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

Particulars	2024-25	2023-24
A. Cash Flow from Operating Activities:		
Net profit before Tax	1,153.89	1,030.88
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and Amortisation	47.70	63.31
Interest income	-441.07	-63.34
Prior Period Adjustments	0.41	-
Interest expense	14.47	15.08
Interest on Lease Liability	0.54	-
Payment of Lease Rent	-2.67	-
Profit on Sale of Fixed Assets	-6.62	-
Dividend Income	-2.07	-
Operating Profit before Working Capital Changes	764.58	1,045.92
Adjustments for movement in Working Capital:		
(Increase)/Decrease in Other non-Current Assets	-	-
(Increase)/Decrease in Trade receivable	2,451.39	-4,312.82
(Increase)/Decrease in Current Loans	-	-
(Increase)/Decrease in Other Financial Asset	4.94	0.57
(Increase)/Decrease in Other Current Assets	64.70	-958.93
Increase /(Decrease) in Trade Payables	-152.80	-1,917.49
Increase /(Decrease) in Deferred Tax Liabilities	-	-
Increase/ (Decrease) in Other Liabilities	832.49	-145.83
Cash Generated from Operations	3,965.30	-6,288.59
Direct Taxes paid (net of refund)	-365.17	-3.50
Net Cash from Operating Activities	**3,600.14**	**-6,292.08**
B. Cash Flow from Investing Activities:		
Purchase of Property, Plant and Equipment		-208.27
Sale of Property, Plant and Equipment	120.00	-
Investment (at FVTPL)	2,921.66	-3,088.51
Proceeds from sale of investment /(Acquisition of investment)	-4,610.00	975.68
Capital Advances	-484.80	-
(Loans made)/ Collection on loans	-3,744.02	-4,020.29
Interest Income	441.07	63.34
Dividend Income	2.07	
Net Cash used in Investing Activities	**-5,354.01**	**-6,278.05**
C. Cash Flow from Financing Activities:		
Proceeds/Repayment of Long term borrowings	-178.90	142.01
Interest Paid	-14.47	-15.08
Increase in Loans & Advances	-	-
Proceeds/Repayment of Short term borrowings	123.35	-30.01
Proceeds from Issue of shares	4,273.50	4,988.20
Interest Expenses on SD	11.71	-165.61
Adjustment /received agst. Share Warrants	-2,442.00	7,623.00
Net Cash used in Financing Activities	**1,773.19**	**12,542.52**
Net Increase/(Decrease) in Cash and Cash equivalents	19.32	-27.61
Cash and Cash equivalents - Opening Balance	147.53	175.14
Net Change in Cash and Cash equivalents	**166.85**	**147.53**
Cash and Cash equivalents - Closing Balance	**166.85**	**147.53**
Components of Cash and Cash Equivalents		
Bank balance in current account	145.42	125.72
Cash on hand	21.43	21.81
Total	166.85	147.53

Notes forming integral part of the Ind AS Financial Statements- 1 to 46
As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN :25548396BMJAVK6192
Date : 24-05-2025
Place : Delhi

For and on behalf of the Board Of Directors

Atul Sharma
Managing Director
DIN:08290588

Ram Manorath Gupta
Director
DIN:10679592

Virender Sharma
Chief Financial Officer
CCKPS4992K

Sandeep Somani
Company Secretary
DJEPS6529G

G G Engineering Limited
Statement of Changes in Equity for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

(A) Equity Share Capital

Particulars	No. of shares	Amount
Balance as at 1 April 2023	38,06,78,585	3,806.79
Changes in equity share capital during the year	1,01,88,20,215	10,188.20
Balance as at 31 March 2024	**1,39,94,98,800**	**13,994.99**
Changes in equity share capital during the year	18,50,00,000	1,850.00
Balance as at 31 March 2025	**1,58,44,98,800**	**15,844.99**

(B) Other Equity

Particulars	Securities premium reserve	Other comprehensive income	Money received against share warrants	Retained Earnings	Total
Balance as at 1 April 2023	2,415.87	(0.70)	-	1,057.23	**3,472.40**
Adjustments made during the year	1,498.39	0.70	759.00	712.97	**2,971.06**
Balance as at 31 March 2024	**3,914.26**	**(0.00)**	**759.00**	**1,770.19**	**6,443.46**
Adjustments made during the year	592.00	-	(610.50)	779.67	**761.17**
Balance as at 31 March 2025	**4,506.26**	**(0.00)**	**148.50**	**2,549.87**	**7,204.63**

Notes forming integral part of the Ind AS Financial Statements- 1 to 46

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN :25548396BMJAVK6192
Date : 24-05-2025
Place : Delhi

For and on behalf of the Board Of Directors

Atul Sharma
Managing Director
DIN:08290588

Ram Manorath Gupta
Director
DIN:10679592

Virender Sharma
Chief Financial Officer
CCKPS4992K

Sandeep Somani
Company Secretary
DJEPS6529G

G G Engineering Limited
Notes forming part of financial statements for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

Note 1 : Corporate Information

GG Engineering Limited ("the Company") is a company limited by shares having its registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road,Goregaon West, Near Sahara Apartment Mumbai - 400 104 & Corporate office at 3rd Floor, Unit no 306, Shivam House, B-2 Commercial Complex, Karampura, New Delhi 110015. The company is trading into Iron and Steel Metals.

Note 2 : Significant Accounting Policies

a. Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7(1) of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

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

b. Functional and Presentation currency

These standalone Ind AS financial statements are presented in Indian Rupees (INR), which is the Company's functional currency

c. Basis of measurement

The standalone Ind AS financial statements have been prepared on a historical cost basis, except for the following that are measured at fair values at the end of each reporting period: - (i) certain financial assets and liabilities and contingent consideration that is measured at fair value

d. First-time adoption

In accordance with Ind AS 101 on First-time adoption of Indian Accounting Standards, the Company's first Ind AS financial statements include, the opening balance sheet as at 1 April,2019; Balance sheet as at 31 March 2020 and 31 March 2021; two statements each of profit and loss, cash flow and changes in Equity for the year ended 31 March 2020 and 31 March 2021 together with related notes.

The same accounting policies have been used for all periods presented, except where the Company has made use of exceptions or exemptions allowed under Ind AS 101 in the presentation of the opening Ind AS balance sheet.

The balance sheets, statements of profit and loss, statements of cash flows and statements of changes in equity of the prior years presented have been recast in accordance with Ind AS.

e. Tangbile Assets

Plant, Property and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any, except in case of land which is carried at revalued amount. Cost comprises of the purchase price including import duties and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management23. Subsequent costs related to an item of Property, Plant and Equipment are recognised in the carrying amount of the item if the recognition criteria are met.

Items of Property, Plant and Equipment that have been retired from active use and are held for disposal are stated at the lower of their net carrying amount and net realisable value and are shown separately in the financial statements under the head 'Other current assets'. Any write-down in this regard is recognised immediately in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets, based on technical evaluation done by management's expert, which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed atleast at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.

The estimates of useful lives of tangible assets are as follows :

Assets	Useful Life
Plant & Machinery	15 years
Vehicle	8 years
Office Equipments	5 years
Furniture	10 years
Computer	3 years

f. Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. Current investments are valued at fair value. Non-current investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of non-current investments, such reduction being determined and made for each investment individually.

g. Inventories

Raw materials, packing materials, stores, spares and consumables are valued at lower of cost and net realisable value. However, these items are realisable at cost if the finished products in which they will be used are expected to be sold at or above cost. Finished goods, stock-in-trade and work-in-progress are valued at lower of cost and net realizable value. Cost is ascertained on weighted average method and in case of finished products and work-in-progress; it includes appropriate production overheads and duties.

h. Ind AS 115, Revenue from contracts from Customers

Ind AS 115 supersedes Ind AS 11, Construction Contracts and Ind AS 18, Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with customers. The principle of Ind AS 115 is that an entity should recognise that demonstrates the transfer of promised goods and services to customer at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard can be applied either retrospectively to each prior reporting period presented or can be applied retrospectively with recognition of cumulative effect of contracts that are not completed contracts at the date of initial application of the standard.

Revenue is recognised upon transfer of control of promised services or products to customers in an amount that reflects the consideration which Company expects to receive in exchange for those services or products.

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been passed to the customer. Sales are net off sales returns, free quantities delivered and trade discounts.

Interest Income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

Dividend Income:

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Other Income:

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

i. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously. Minimum Alternate Tax ('MAT') under the provision of Income tax Act,1961 is recognised as current tax in the statement of profit and loss. MAT paid in accordance with the laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is a convincing evidence that the company will pay normal tax. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the company and included under Deferred tax assets. Current tax assets and liabilities are offset only if, the Company:

1. has a legally enforceable right to set off the recognised amounts; and
2. intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

j. Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company can control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognized or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

k. Provisons and Contingent Liabilities

Provisions : Provisions for legal claims, service warranties are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities : Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

l. Earnings per share

(i) Basic earnings per share: - Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the fiscal year

(ii) Diluted earnings per share: -

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

m. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The management assesses the financial performance and position of the Company and makes strategic decisions. The chief operating decision maker, consists of the Managing Director and Chairman of the Company.

n. Cash and Cash Equivalents

The Company's statement of cash flows is prepared using the Indirect method, whereby profit for the period is adjusted for the effect of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents comprise cash and bank balances and short-term fixed bank deposits that are subject to an insignificant risk of changes in value. These also include bank overdrafts and cash credit facility that form an integral part of the Company's cash management.

o. Current and Non Current Classification

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

(ii) it is expected to be realised within twelve months from the reporting date;

(iii) it is held primarily for the purposes of being traded; or

(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets are classified as non-current

Liabilties

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is due to be settled within twelve months from the reporting date;
- it is held primarily for the purposes of being traded; or
- the Company does not have an unconditional right to defer settlement of the liability for atleast twelve months from the reporting date

All other liabilities are classified as non-current.

p. Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. the Company has ascertained its operating cycle as twelve months for current – non-current classification of assets and liabilities.

q. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notifies and amendmends to the existing standards. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

r. CSR Policy

2A) Reference to the cited provisions of section 135 of the Companies Act, 2013, CSR activities are applicable on the company.

G G Engineering Limited
Notes forming part of financial statements for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

Note 3 : Property, Plant and Equipment

Particulars	Plants and Equipment	Vehicle	Computers	Furniture & Fixtures	Total
Gross block					
As at 1 April 2023	169.80	-	4.88	0.04	174.71
Additions	0.43	207.14	0.43	0.27	208.27
Deductions	-	-	-	-	-
As at 31 March 2024	170.22	207.14	5.31	0.31	382.98
Additions					-
Deductions	-	207.14	-	-	207.14
As at 31 March 2025	170.22	-	5.31	0.31	175.84
Depreciation					
As at 1 April 2023	129.64	-	4.32	0.01	133.97
Additions	8.06	54.59	0.61	0.04	63.31
Deductions	-	-	-	-	-
As at 31 March 2024	137.70	54.59	4.93	0.05	197.27
Additions	5.88	3.27	0.24	0.07	9.46
Deductions	-	57.86			57.86
As at 31 March 2025	143.58	0.00	5.17	0.11	148.87
Net Block					
As at 31 March 2024	32.52	152.54	0.38	0.26	185.71
As at 31 March 2025	26.64	-0.00	0.14	0.19	26.97

3A . Right of use Assets

(Figures In Lakhs)

Particulars	Right of use Assets
Gross Block	
Balance as at April 1, 2024	-
Additions*	7.68
Balance as at March 31, 2025	7.68
Accumulated Depreciation :	
Balance as at April 1, 2024	-
Depreciation/ Amortised charge during the period	2.35
Balance as at March 31, 2025	2.35
Net Carrying Value	
Balance as at March 31, 2025	5.34
Balance as at March 31, 2024	-

G G Engineering Limited
Notes forming part of financial statements for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

4 Non Current Investments

Particulars	As at 31 March 2025	As at 31 March 2024
Investment at fair value through profit and loss account		
Investments in Equity Instruments	1,735.36	1,735.36
Investments	4,610.00	
Total	6,345.36	1,735.36

The company has invested in 2,39,360 CCPS of Brij Gopal Construction Company Private Limited of face value ₹ 10/- amounting to ₹ 1735.36 Lakhs (Previous year ₹ 1735.36 Lakhs.)

The Company has invested in 75 units of Nakshatra Special Situation Fund of face value ₹ 10,00,000/- amounting to ₹ 750.00 Lakhs (Previous year Nil).
-During the year the Company has entered into an agreement to acquire 4,00,000 CCD's having a coupon rate of 0.1% and Face Value of ₹ 1,000 each of Rajpal Projects Private Limited at a total consideration of ₹ 4000 lakhs in one or more tranches. During the year the Company has paid ₹ 3860 lakhs for 3,86,000 CCD's.

5 Loans (Non-current)

Particulars	As at 31 March 2025	As at 31 March 2024
Loans receivables considered good- Unsecured		
Other loans	5,699.25	2,569.57
Less Provision	-20.00	-
Total	5,679.25	2,569.57

The company has provided loans amounting to ₹ 5679.25 Lakhs (Previous year ₹ 2569.57 Lakhs) carrying interest rate of 7% pa repayable on demand for business purpose. The above amount includes interest receivable.

6 Other Financial Assets

Particulars	As at 31 March 2025	As at 31 March 2024
Security deposits	0.65	0.69
Bank deposits with more than 12 months maturity	6.56	4.50
Interest accrued on FDR	-	1.55
Other deposits*	15.05	15.05
Bank guarantee	-	5.00
Total	22.25	26.79

* The company has provided security in respect of the office which the company has taken on lease. Deposit of ₹ 15.05 Lakhs is given to income tax department and the order has been passed

Refund of the same is expected during 2025-26.

7 Deferred tax assets (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax assets	13.23	6.99
Total	13.23	6.99

Reconciliation of deferred tax assets

Deferred tax assets (net)	As at 31 March 2025	As at 31 March 2024
Opening balance	6.99	8.27
Tax credit during the year recognised in Statement of profit and loss	6.24	(1.28)
Closing balance	13.23	6.99

8 Other Non-current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred Expence (Karampura)	0.07	
Total	0.07	-

9 Inventories

Particulars	As at 31 March 2025	As at 31 March 2024
Stock in trade	-	-
Total	-	-

10 Investment (at FVTPL)

Particulars	As at 31 March 2025	As at 31 March 2024
Quoted shares	166.85	3,088.51
Total	166.85	3,088.51

11 Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables – Considered Good Secured		
Trade receivables – Considered Good Unsecured	10,399.81	12,851.20
Trade receivables which have significant increase in credit risk		-
Trade Receivables – Credit impaired		-
Total	10,399.81	12,851.20

Trade receivables ageing schedule as at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	3,599.42	495.32	4,257.09	2,028.63	46.60	10,427.05
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables-credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-
Less: Allowances for Expected Loss					-27.24	-27.24
Total	3,599.42	495.32	4,257.09	2,028.63	19.36	10,399.81

Trade receivables ageing schedule as at 31 March 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	3,419.46	2,773.27	6,611.88	28.80	17.80	12,851.20
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables-credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-
Total	**3,419.46**	**2,773.27**	**6,611.88**	**28.80**	**17.80**	**12,851.20**

12 Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Balances with banks	145.42	125.72
Cash on hand	21.43	21.81
Total	**166.85**	**147.53**

13 Loans- current

Particulars	As at 31 March 2025	As at 31 March 2024
Other Loans	2,140.71	1,506.37
Total	**2,140.71**	**1,506.37**

Company has provided unsecured loans amounting to ₹ 120.00 Lakhs (Previous year Nil) carrying interest rate of 8% pa, amounting to ₹ 700 Lakhs (Previous year Nil) carrying interest rate of 8.50% pa, amounting to ₹ 1875 Lakhs (Previous year ₹ 1490 Lakhs) carrying interest rate of 9% pa. All the Loans are repayable on demand and for business purpose. The above amount includes interest receivable.

14 Other current financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
Security deposit	49.88	49.88
Total	**49.88**	**49.88**

Security deposit is given to BSE for right issue ₹49.88 lakhs (Previous year ₹49.88 lakhs)

15 Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Staff advance	2.10	1.20
Prepaid asset	0.05	-
Advance to vendors	881.73	1,016.19
Balances with government authorities	50.98	28.62
Capital Advances	484.80	-
Others*	40.22	-
Total	**1,459.87**	**1,046.01**

"Others" includes the following:
Goods in Transit – ₹38.06 lakhs
Interest Receivable – ₹2.16 lakhs

G G Engineering Limited
Notes forming part of financial statements for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

16 Share capital

Particulars	As at 31 March 2025	As at 31 March 2024
Authorised share capital		
1,65,00,00,000 Equity Shares of ₹1/- each	16,500.00	16,500.00
Issued Subscribed and Fully Paid-up share Capital		
1,58,44,98,800 Equity shares of ₹1/- each (In previous year 1,39,94,98,800 Equity Shares of ₹1/- each)	15,844.99	13,994.99
Total	**15,844.99**	**13,994.99**

a) **Reconciliation of number of equity share outstanding as at the beginning and at the end of year**

Particulars	As at 31 March 2025	As at 31 March 2024
Shares outstanding at the beginning of the year	1,39,94,98,800	38,06,78,585
Add: Shares issued during the year	18,50,00,000	1,01,88,20,215
Shares outstanding at the end of the year	**1,58,44,98,800**	**1,39,94,98,800**

(i) The company has obtained approval from BSE for allotment of 18,50,00,000 fully covertible warrant on preferential basis at an issue price of ₹ 1.32 each (face value of ₹ 1 /-). During the year ended 31 March 2025, the company has received a sum of ₹1831.50 Lakhs through allotment of 18,50,00,000 share warrant of ₹ 1.32 each having face value of ₹ 1/-. Out of 18,50,00,000 share warrants, 18,50,00,000 share warrants have been converted into equity shares during the year. The effect of the same has been taken in basic and diluted EPS.

b) **Rights, preferences and restrictions attached to shares**

The Company has only one class of share referred to as equity shares having a par value of ₹1. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding. Apart from this, During the period of five financial years immediately preceeding the Balance Sheet date, the company has not:

(i) allotted any equity shares pursuant to any contract without payment being received in cash; and

(ii) bought back any equity shares.

c) **Statement of Deviation**

During the Financial year Ended 31 March 2025, The Company has brought Preferential Issue, wherein fully paid 18,50,00,000 equity shares of ₹ 1.32 each per share alloted on preferential basis to the eligible shareholders. The company has deployed these funds as per the objects of Preferential Issue

Proceeds from subscription to the Issue of Equity shares under Preferential Issue of 2024-25, made during the year ended 31 March 2025 have been utilised in the following manner:

Objects of right issue	Amounts	Objects fulfilled	Balance
Meeting working capital requirenments	1,831.50	1,831.50	-
General corporate purposes	-	-	-
Issue related expenses	-	-	-
Total	**1,831.50**	**1,831.50**	-

The Proceeds from Preferential Issues during the year for the purpose of meeting working capital requirements were utilized in working capital of the Company by payment to outstanding suppliers and advance payment to suppliers for purchase of goods.

During the Financial year Ended 31 March 2025, The Company has converted 18,50,00,000 warrants into equity shares, wherein fully paid 18,50,00,000 equity shares of ₹ 1/- each per share alloted to warrant holders.

Objects of share warrants	Amounts	Objects fulfilled	Balance
working capital requirements including repayment or prepayment thereof, meeting various expenditure of the Company including contingencies; capital expenditure, including towards development, refurbishment and renovation of our assets; any other cost incurred towards the main business objects of the Company; and financing of business opportunities, strategic initiatives; and/or general corporate purpose	1,831.50	1,831.50	-
Total	**1,831.50**	**1,831.50**	-

The Proceeds from issue of warrants during the year for the purpose of of meeting working capital requirements were utilized in working capital of the Company by payment to outstanding suppliers and advance payment to suppliers for purchase of goods.

d) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
	-	-	-	-
	-	-	-	-
Total	-	-	-	-

e) Disclosure of Shareholding of Promoter

Name of promoter	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% of total shares	No. of shares	% of total shares
Kamal Beriwal	2,00,00,000	1.26%	1,73,33,330	1.97%

Rights, Preferences and Restrictions

The Authorised Share Capital of the Company consists of Equity Shares having nominal value of ₹1/- each. The rights and privileges to equity shareholders are general in nature and allowed under Companies Act, 2013.

The equity shareholders shall have:

(1) a right to vote in shareholders' meeting. On a show of hands, every member present in person shall have one vote and on a poll, the voting rights shall be in proportion to his share of the paid up capital of the Company;

(2) a right to receive dividend in proportion to the amount of capital paid up on the shares held.

The shareholders are not entitled to exercise any voting right either in person or through proxy at any meeting of the Company if calls or other sums payable have not been paid on due date.

In the event of winding up of the Company, the distribution of available assets/losses to the equity shareholders shall be in proportion to the paid up capital.

17 Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
Securities premium reserve		
Opening balance	3,914.26	2,415.87
Add/(Less): Adjustments made during the year	592.00	1,498.39
Closing balance	**4,506.26**	**3,914.26**
Other comprehensive income		
Opening balance	-0.00	-0.70
Add/(Less): Adjustments made during the year	-	0.70
Closing balance	**-0.00**	**-0.00**
Money received against share warrants		
Opening balance	759.00	-
Add: Share warrants issued	-610.50	759.00
Closing balance	**148.50**	**759.00**
Surplus/(Deficit)		
Opening balance	1,770.19	1,057.23
Add/(Less): Adjustments made during the year	780.09	712.97
Add/(Less): Adjustments made during the year	-0.41	
Closing balance	**2,549.87**	1,770.19
Total Other Equity	**7,204.63**	**6,443.46**

Description of nature and purpose of reserve :

a) Security Premium Reserve : The Securities Premium was created on issue of shares at a premium. The Company converted 18,50,00,000 share warrants into 18,50,00,000 equity shares of face value ₹1 each at a premium of ₹0.32 per share, resulting in a securities premium addition of ₹5,92,00,000.

b) General Reserve : The general reserve comprises of transfer of profits from retained earnings for appropriation purpose. The reserve can be distrubuted/utilised by the Group in accordance with the provisions of the Act.

c) Capital Redemption Reserve : The Capital Redemption Reserve represents reserves created against redemption made in past of redeemable preference shares.

d) Retained Earnings : This represent the amount of accumulated earnings of the Group.

(e) The company has obtained approval from BSE for allotment of 18,50,00,000 fully covertible warrant on preferential basis at an issue price of ₹ 1.32 each (face value of ₹ 1 /-). During the year ended 31 March 2025, the company has received a sum of ₹1831.50 Lakhs through allottment of 18,50,00,000 share warrant of ₹ 1.32 each having face value of ₹ 1/-. Out of 18,50,00,000 share warrants, 18,50,00,000 share warrants have been converted into equity shares during the year. The effect of the same has been taken in basic and diluted EPS.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by August, 2025.

Interim Use of Proceeds Our management will have flexibility in deploying the Proceeds received by our Company from the Preferential Issue in accordance with applicable laws.

18 Borrowings

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non current	Current	Non current	Current
Unsecured				
Other loans	84.81	-	119.70	-
Secured				
From banks	-	143.96	144.01	20.61
Total	**84.81**	**143.96**	**263.71**	**20.61**

Other Loans Constitutes loans taken from Related party Sangeeta Beriwal amounting ₹ 11.80 Lakhs (Previous year ₹ 11.80 Lakhs) and from Vinod Beriwal amounting ₹ 73.01 Lakhs (Previous year ₹ 107.90 Lakhs.)
Secured Loans from Bank is secured by hypothecation of the vehicle carrying interest rate @ 9.35% p.a repayable in 84 months from Punjab & Sind Bank. Balance tenure is 63 months.

19 Other Non Current financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Lease Liability	3.02	-
Total	**3.02**	-

20 Trade Payables

Particulars	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,923.05	2,075.84
Total	**1,923.05**	**2,075.84**

i) All Trade payables are non-interest bearing other than amount payable to MSME.
ii) According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Note No. 43
iii) The company has obtained confirmations from MSME Creditors with respect to Non Payment of Interest on Amount Payable for more than 15 Days.

Ageing schedule- 31 March 2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1,922.26	-	-	0.79	1,923.05
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Ageing schedule- 31 March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2,074.57	0.48	0.79	-	2,075.84
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

The Company exposure to liquidity risk related to the above financial liabilities is disclosed in Note 37.

21 Other Current Financial Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Expenses Payable	3.34	2.54
Audit fees payable	0.56	0.45
Lease Liability	2.54	-
Total	**6.44**	**2.99**

22 Other Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Advance from customers	584.00	86.32
Statutory dues	344.27	10.37
Total	**928.27**	**96.69**

23 Current Tax Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for Income Tax	337.28	315.63
Total	**337.28**	**315.63**

Refer note 44 for computation.

24 Revenue from Operations

Particulars	2024-25	2023-24
Sale of products	16,852.59	13,778.57
Sale of services	76.60	216.27
Capital Proceeds (Net)	874.03	913.93
Total	**17,803.22**	**14,908.76**

Reclassification of Prior Period Figures
(Pursuant to Ind AS 1 – Presentation of Financial Statements and Ind AS 109 – Financial Instruments)
During the current year, the Company has changed the presentation of transactions relating to the sale and purchase of shares and securities. Previously, such transactions were presented on a gross basis, i.e., separately showing the sale proceeds as revenue and the purchase cost as expenses. In line with the requirements of Ind AS 109 (Financial Instruments) and to provide more relevant information, the Company has now presented these transactions on a net basis, recognizing only the net gain or loss from such transactions under 'Revenur From Operations'.
In accordance with Ind AS 1 – Presentation of Financial Statements (Paragraphs 41–44), the comparative figures for the previous period have been reclassified to conform with the current year's presentation. This reclassification is a presentation change and does not have any impact on the net profit or loss or equity for the previous year.
Accordingly, revenue and expenses relating to such transactions have been netted off in the segment results for the FY 2023-24 and 2024-25 to make it comparable.

25 Other Income

Particulars	2024-25	2023-24
Interest income	441.07	63.34
Profit on sale of investment	-	249.73
Other non operating income	11.00	6.85
Total	**452.08**	**319.92**

26 Purchase of Stock in Trade

Particulars	2024-25	2023-24
Purchases	16,634.17	13,607.29
Direct Expenses	72.74	39.29
Total	**16,706.91**	**13,646.58**

27 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	2024-25	2023-24
Opening stock		
Stock in trade	-	-
Finished goods	-	-
Closing stock		
Stock in trade	-	-
Finished goods		-
Total	**-**	**-**

28 Employee Benefit Expenses

Particulars	2024-25	2023-24
Salaries and wages	28.71	24.14
Contribution to provident and other funds	0.49	0.51
Staff welfare expenses	0.29	0.50
Director's Remuneration	7.26	6.50
Total	**36.75**	**31.66**

29 Finance costs

Particulars	2024-25	2023-24
Interest expense	14.47	15.08
Interest on Lease Liability	0.54	
Total	**15.01**	**15.08**

30 Depreciation and amortization expense

Particulars	2024-25	2023-24
Depreciation	47.70	63.31
Total	**47.70**	**63.31**

31 Other expenses

Particulars	2024-25	2023-24
Bank charges	0.05	0.14
Travelling and conveyance	1.73	1.18
Rent	3.22	7.72
Balances written off	2.22	0.22
Telephone expenses	0.39	0.51
Miscelleneous expenses	0.09	0.26
Advertisement	136.28	2.66
Fees and brokerage	0.26	9.23
Commission	-	13.30
Director Sitting fees	4.40	3.00
Donation	-	5.50
CSR Expenditure	7.50	-
Power, fuel and electricity	0.71	0.58
Freight	-	17.52
Accomodation	-	0.80
Interest, late fees and penalty	1.54	12.34
Legal and professional fees	61.42	69.93
Fair value changes on equity instruments through profit and loss account	-	289.22
Office expenses	0.62	0.91
Printing and stationery	0.10	0.18
Repair and maintenance	0.25	1.77
Audit fees	2.50	2.00
Rates, taxes and other charges	0.70	1.52
ECL Provision	47.24	
Valuation Charges	1.50	-
Annual Listing Fees	22.01	-
Web development	0.29	0.69
Total	**295.04**	**441.18**

Payment to auditor		
Statutory Audit Fees	2.50	2.00
For other services	1.00	1.98

32 Earning per share

Particulars	2024-25	2023-24
Basic EPS		
Profit for the year	768.20	710.47
Weighted number of shares outstanding	1,56,56,76,882	79,73,80,089
Basic and Diluted EPS (Rs.)	0.05	0.09
Diluted EPS		
Profit for the year	768.20	793.29
Weighted number of shares outstanding	1,57,69,26,882	81,54,61,057
Basic and Diluted EPS (Rs.)	0.05	0.10

G G Engineering Limited
Notes forming part of financial statements for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

33 Contingent Liabilities

As per default summary on Traces website, demand of Rs. 2.76 Lacs pertaining to FY 2021-22 and Prior years has been shown.

34 Employee Benefits

Post-employment benefits plans

(a) Defined Contribution Plans –

In respect of the defined contribution plans, an amount of Nil (Previous Year Nil) has been provided in the Profit & Loss account for the year towards employer share of PF contribution.

(b) Defined Benefit Plans –

The Liability in respect of gratuity is determined for current year as per management estimate Nil (previous year Nil as per management estimate) carried out as at Balance Sheet date. Amount recognized in profit and loss account Nil (previous year Nil).

35 Related party transactions

Related parties	Nature of relationship	Date of appointment	Date of cessation
Atul Sharma	Managing director	31-03-2022	-
Deepak Kumar Gupta	Director	02-09-2023	-
Anshu Jain	Additional director	02-09-2023	26-06-2024
Virender Sharma	Chief Financial Officer	02-09-2023	-
Sandeep Somani	Company Secretary	05-07-2023	-
Om Prakash Aggarwal	Director	31-03-2022	-
Swati Gupta	Additional Director	20-07-2023	30-11-2024
Poonam Dhingra	Director	12-03-2022	-
Ashish Kumar	Additional director	30-11-2024	
Ram Manorath Gupta	Whole time director	24-06-2024	
Kamal Beriwal	Promoter		
Vinod Beriwal	Relative of Promoters		
Sangeeta Beriwal	Relative of Promoters		

Details of Transactions with related parties are as follows :

Nature of Transactions	Year ended 31 March 2025	Year ended 31 March 2024
Remuneration		
Atul Sharma	7.02	6.68
Virender Sharma	9.89	8.35
Sandeep Somani	2.16	3.22
Anshu Jain	0.50	3.60
Om Prakash Aggarwal	1.60	1.40
Swati Gupta	1.60	0.80
Poonam Dhingra	0.80	0.80
Ram Manorath Gupta	5.70	-
Ashish Kumar	0.40	-
Amount outstanding		
Vinod Beriwal		
Opening Balance	107.90	109.90
Addition/(Deletion)	-34.89	(2.00)
Closing Balance	73.01	107.90
Sangeeta Beriwal		
Opening Balance	11.80	11.80
Addition/(Deletion)	-	-
Closing Balance	11.80	11.80
Anshu Jain	1.10	0.40
Virender Sharma	0.82	0.74
Sandeep Somani	0.18	0.18
Om Prakash Aggarwal	0.36	0.36
Atul Sharma	0.58	0.55
Ram Manorath Gupta	0.60	-
Ashish Kumar	0.18	-
Swati Gupta	0.36	0.18
Poonam Dhingra	0.18	0.18

36 **As on 31st March 2025, the Company operates in three Primary Segments i.e. Dealing In Shares/Securties, Entertainment services and Trading Division - Infrastructure for the purpose of IND-AS 108 Segmental reporting.**

Operating segments:
a) Trading Division - Infrastructure
b) Engineering Based Services
c) Marketing Based Services
d) Dealing In Shares/Securties

Identification of segments:

The chief operational decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss of the segment and is measured consistently with profit or loss in these financial statements. Operating segments have been identified on the basis of the nature of products.

Segment revenue and results

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of unallocable income)

The measurement principles of segments are consistent with those used in preparation of these financial statements. There are no inter-segment transfers

Revenue by nature of products

Particulars	Year Ended	
	As at 31 March 2025	As at 31 March 2024
a) Trading Division - Infrastructure	16,852.59	13,778.57
b) Engineering Based Services	76.60	60.00
c) Marketing Based Services	0.00	156.27
d) Dealing In Shares/Securties	874.03	913.93
Total	**17,803.22**	**14,908.76**

Segment Results before tax and interest

Particulars	Year Ended	
	As at 31 March 2025	As at 31 March 2024
a) Trading Division - Infrastructure	145.68	131.99
b) Engineering Based Services	76.60	60.00
c) Marketing Based Services	-	156.27
d) Dealing In Shares/Securties	874.03	913.93
Sub Total	**1,096.31**	**1,262.18**
Less: Finance Cost	15.01	15.08
Add: Other Income	452.08	319.92
Less: Expenses	379.49	536.15
Profit before tax	**1,153.89**	**1,030.88**
Less: Tax expenses	385.69	320.41
Net profit for the year	**768.20**	**710.47**

Segment revenue, results include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

37 **Financial risk management**

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports to the Board of Directors on its activities. The Company's risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risks limits and controls and to monitor risk and adherence to limits. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit.

Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers. Credit risk is managed through credit approvals establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade receivables and other financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring as far as possible, that it will all ways have sufficient liquidity to meets it liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to Company's reputation.

Market Risk

Market risk is the risk that changes in market prices- such as foreign exchange rates, interest rates and equity prices- will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payable and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive in our foreign currency revenues and costs. The Company uses derivative to manage market risk.

38 Additional Regulatory Information

(i) Company doesnot holds immovable property in the current year

(ii) Company doesn't have investment property to value the property as is based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

(iii) Company doesn't have Property Plant and Equipment to revalue the same (including Right-of Use Assets),based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

(iv) Company doesn't have intangible asset to revalue the same , based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

(v) Company has not provided any loans to Promoters, Directors, Key Managerial Persons or related parties. The loans provided to other body corporates are repayble on demand

(vi) Company doesn't have any Capital-Work-in Progress

(vii) Company doesnot have intangible assets under developments

(viii) No benami property held by company, No proceedings has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

(ix) Company has no borrowings from banks or financial institutions on the basis of security of current assets.

(x) Company not declared as wilful defaulter by any bank or financial Institution or other lender.

(xi) Company has not done any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

(xii) Company has not any charges or satisfaction yet to be registered with ROC beyond the statutory period.

(xiii) Section 135 of Companies Act, 2013 relating to CSR Policy is applicable on the Company.

(xiv) Compliance with number of layers of companies is not applicable.

(xv) Compliance with approved Scheme(s) of Arrangements, if any: NA

(xvi) During the year company has not borrowed loans.

(xvii) The additional information pursuant to Schedule III to the Companies Act, 2013 are either nil or not applicable.

39 Statement of Management

(a) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent if any stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.

(b) Balance Sheet, Statement of Profit & Loss and Cash Flow statement read together with the schedules to the accounts and notes thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

40 Details of CSR expenditure as per Section 135 of Companies Act, 2013

Particulars	2024-25	2023-24
CSR expenditure	7.50	-

Pursuant to Section 135 of the Companies Act, 2013, CSR is applicable to every company having net worth of Rs 500 crore or more, or a turnover of over Rs 1,000 crore or a net profit exceeding Rs 5 crore in any financial year.

Since the Company has exceeded the limits specified above, provisions of Section 135 of the Companies Act, 2013 is applicable to the Company. The company has spend ₹ 7.50 Lakhs within the specified duration under CSR which exceeds the limits specified under the provisions of Section 135 of companies Act, 2013.

G G Engineering Limited
Notes forming part of financial statements for the year ended 31 March 2025
(All figures are in ₹ Lakhs, unless otherwise stated)

41 Financial Instruments

A. The carrying value and fair value of financial instruments:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
At Amortised Cost				
Trade Receivables	10,399.81	10,399.81	12,851.20	12,851.20
Cash & Cash equivalents	166.85	166.85	147.53	147.53
Loans and Advances	7,819.95	7,819.95	4,075.94	4,075.94
Total	**18,386.61**	**18,386.61**	**17,074.67**	**17,074.67**
Financial Liabilities				
At Amortised Cost				
Borrowings	228.77	228.77	284.32	284.32
Trade Payables	1,923.05	1,923.05	2,075.84	2,075.84
Total	**2,151.81**	**2,151.81**	**2,360.16**	**2,360.16**

B. Fair value measurements recognised in the statement of financial position:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Particulars	As at 31 March 2025			As at 31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
At Amortised Cost						
Trade Receivables			10,399.81			12,851.20
Cash & Cash equivalents			166.85			147.53
Loans and Advances			7,819.95			4,075.94
Subtotal	-	-	**18,386.61**	-	-	**17,074.67**
Financial Liabilities						
At Amortised Cost						
Borrowings			228.77			284.32
Trade Payables			1,923.05			2,075.84
Subtotal	-	-	**2,151.81**	-	-	**2,360.16**

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, Trade receivables, Other current Financial assets, Trade payable and other current Financial liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

42 Previous year figures have been regrouped / reclassifed wherever necessary to conform to current year's classification.

43 **Details of dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.**

Particulars	As at 31 March 2025	As at 31 March 2024
Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year*	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed	-	-
The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

*Interest due on Micro and small Enterprises is nil, as confirmation from MSME creditors is received that no interest would be claimed or charged on outstanding balance with the company

44 Tax Expenses

Particulars	As at 31 March 2025	As at 31 March 2024
Profit before tax as per Companies Act 2013	1,153.89	1,030.88
Add : Disallowed expenditure or allowed income under income tax act	86.98	376.11
Less: Allowed expenditure or disallowed income under income tax act	-12.86	384.27
Income from business/profession	1,253.73	1,022.72
Income from short term capital gain	-	247.48
Income from other sources	-	62.64
Tax rate (Section 115BAA)	25.17	25.17
Interest on Income Tax	21.71	-
Income tax expense	**337.28**	**315.63**

45 Re-Grouping

Certain reclassifications have been to the Comparative Period Financial Statements to enhance comparability with the current year's financial statements & enhance compliance with guidance note on Division -II- Ind As Schedule III to the Companies Act.

As a result, certain line items have been reclassified in the Balance Sheet as at 31st March,2025, the details of which are as under: (Figures In Lakhs)

Particulars	Before Reclassification	Reclassification	After Reclassification
Revenue from Operations	21,210.56	6,301.80	14,908.76
Purchases of stock in trade	23,036.83	9,390.25	13,646.58
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(3,088.51)	(3,088.51)	-

46 Ratios

The following are analytical ratios for the year ended 31 March 2025 and 31 March 2024

Sn	Particulars	Numerator	Denominator	As at 31 March 2025	As at 31 March 2024	% Change	Variance Reasons
1	Current Ratio (no. of times)	Total Current Assets	Total Current Liabilities	4.31	7.44	-42.10%	Due to decrease in current assets and increase in current liabilities.
2	Debt-Equity Ratio	Debt	Equity	0.01	0.01	-28.65%	Due to repayment of loan
3	Debt Service Coverage Ratio (no. of times)	EBITDA	Finance costs + Borrowings	4.99	3.71	34.70%	Due to a) Decrease in finance cost b) Repayment of borrowings
4	Return on Equity (ROE) (%)	Net profit after taxes	Average Shareholder's Equity	3.53%	5.13%	-31.08%	Due to increase in paid up share capital
5	Inventory turnover ratio	Cost of goods sold	Average Inventory	-	-	0.00%	N.A.
6	Trade Receivables turnover ratio	Revenue from operations	Average Trade receivables	1.53	1.39	9.85%	NA
7	Trade payables turnover ratio	Total Purchases	Average Trade Payables	8.36	4.50	85.80%	Due to increase in purchases and decrease in trade payables
8	Net Capital turnover ratio	Revenue from operations	Shareholder's Equity	0.77	0.73	5.89%	NA
9	Net profit ratio (%)	Net Profit	Revenue from operations	4.31%	4.77%	-9.45%	NA
10	Return on capital employed (ROCE) (%)	Earning before interest and taxes	Capital Employed (Tangible net worth + Long term borrowings)	5.05%	5.05%	0.00%	NA
11	Return on investment (ROI) (%)	Income generated from investments	Average value of investments	13.42%	14.80%	-9.27%	NA

Notes forming integral part of the Ind AS Financial Statements- 1 to 46

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN :25548396BMJAVK6192

Date : 24-05-2025
Place : Delhi

Atul Sharma
Managing Director
DIN:08290588

Virender Sharma
Chief Financial Officer
CCKPS4992K

Ram Manorath Gupta
Director
DIN:10679592

Sandeep Somani
Company Secretary
DJEPS6529G

ANNEXURE - 6

INDEPENDENT AUDITOR'S REPORT

To the Members of **INTEGRA ESSENTIA LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone financial statements of **INTEGRA ESSENTIA LIMITED** ("the Company"), which comprise the balance sheet as at 31st March, 2025, the statement of Profit and Loss (Including Other Comprehensive Income), statement of changes in equity, and the statement of cash flows for the period then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information

Subject to the possible impact due to matters reported in other matters para, in our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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 and total comprehensive Profit, changes in equity and its cash flows for the period 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 Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone 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. Except for the documents/information related to matters mentioned in other matters para, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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, Business Responsibility Report but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

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with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- 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 Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Standalone Financial Statements have been kept so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income , statement of changes in equity and the statement of Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Standalone Financial Statements.

d) In our opinion, except as otherwise disclosed in accounting policies and notes to the Standalone Financial Statements, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

e) On the basis of the written representations received from the directors of the Company as on 31st March, 2025 taken on record by the Board of Directors of the Company, none of the directors of the company 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 40 to the Standalone Financial Statements;

ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv.

(a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"),with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (b) above, contain any material misstatement.

h) No dividend declared by the company declared or paid by the Company during the year.

i) Based on our examination which included test checks, the Company, has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility for all relevant transactions recorded in the software.

j) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 read with Schedule V to the Act.

For A K BHARGAV & CO
Chartered Accountants
FRN: 034063N

A K BHARGAV & Co. NEW DELHI Chartered Accountants

(CA ARUN KUMAR BHARGAV)
PROPRIETOR
M. No.:548396
UDIN: 25548396BMJAVO5287

Place: New Delhi
Date: 27.05.2025

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Annexure A

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in our report to the members of INTEGRA ESSENTIA LIMITED("the Company") for the year ended March 31, 2025.

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2025, we report the following:

i) a) (A) In the absence of requisite documents, we are unable to comment if the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company does not have intangible assets as on balance sheet date.

b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year and no such material discrepancies were noticed. However we have not been provided any physical verification report for our verification and hence we are unable to comment if periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) 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 asset) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Register Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use Assets) or intangible Assets does not arise.

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 initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and rules made thereunder& therefore question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statement does not arise.

ii) a) The company does not have any inventory and hence reporting under clause 3(ii)(a) of the the order is not applicable.

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b) According to the information and explanations given to us and based on our audit procedures, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate from banks during the year, on the basis of security of current assets (refer Note No. 49(v) to the financial statements). The quarterly returns or statements filed by the Company with such banks are in agreement with the books of account.

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, during the year, has not provided any guarantee or security to companies, firms, limited liability partnerships or any other parties during the year. The Company, during the year, has made investment and granted loans and advances in the nature of loans during the year to companies and other parties.

a) During the year, the Company has provided loans and guarantees, the details of which are disclosed in the financial statements (refer Note No.4,5 and 11).

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion,

The investments made and the terms and conditions of same are prima facie, not prejudicial to the Company's interest. Terms and Conditions in respect of the grant of loans and advances in the nature of loans, during the year, to companies or any other parties are prima facie, not prejudicial to the Company's interest. During the year the Company has not provided guarantees, provided security to companies, firms, Limited Liability Partnerships or any other parties.

c) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the Company has granted loans during the year to companies or any other entities where the schedule of repayment of principal and payment of interest has not been stipulated. Hence in the absence of same, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loan.

d) The Company has granted loans and in all cases schedule of repayment of principal and payment of interest has not been stipulated. Hence in the absence of same, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loans and hence unable to comment upon any over amount for more than ninety days.

e) There is no case of any loan or advance in the nature of loan granted which has fallen due during the year and which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, all the loans granted by the company are for fixed defined tenure. Although the repayment schedule is not specifically defined in terms of instalment amounts or dates, the tenure and maturity of the loan are fixed. Accordingly, these loans are not in the nature of loans repayable on demand or loans granted without specifying any terms or period of repayment. Therefore, reporting under this clause is not applicable.

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c) In our opinion and according to the information and explanations given to us by the management, the Company has utilized the monies raised by term Loans for the purposes for which they were obtained.

d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined under the Companies Act, 2013.

f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Companies Act).

x) a) According to the information and explanations given to us, the Company has raised money during the year by way of a rights issue of equity shares amounting to ₹4,992.80 Lakhs. In our opinion, and according to the information and explanations provided, the money raised have been applied for the purposes for which they were raised, and the end use of such money has been disclosed in the notes to the financial statements (refer Note No.14).

b) According to the information and explanations given to us and based on the audit procedures performed, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, the provisions of clause (x)(b) of the Order are not applicable.

xi) a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during year nor have we been informed of any such case by the management.

b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.

xiii) As per information and explanation given to us all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act 2013 where applicable and the details have been disclosed in the financial statement, as required by the applicable Ind AS accounting standards.

xiv) a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

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iv) 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 complied with the provisions of section 185 and 186 of the Companies Act 2013 in respect of loans given and investments made by the company during the year. The Company has not provided any guarantee or security during the year.

v) 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 neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for the business activities carried out by the Company. Accordingly, clause (vi) of the Order is not applicable.

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 generally regular, except delay on some instances in case of TDS, in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable except the following:

1. Income Tax Payable as on 31st March, 2025 for the Assessment Year 2024–25 is Rs. 285.93 Lakhs. Subsequently paid before the balance sheet date.

b) 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 statutory dues relating to goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it which have not been deposited on account of any dispute except few cases, details of same has mentioned in note 40 of financial statements.

viii) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix) 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 has not defaulted in repayment of dues to financial institutions and banks 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 been declared a wilful defaulter by any bank or financial institution or government or government authority.

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b) We have considered the internal audit reports of the Company issued till date for the period under audit.

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 its directors or persons connected to its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

xvi) a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, Clause 3(xvi)(c) of the order is not applicable to the Company.

d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs which are a part of the Group. We have not, however, separately evaluated whether the information provided by the Management is accurate and complete. Accordingly, the requirements of clause 3(xvi)(d) are not applicable to the Company.

xvii) The company has not incurred cash losses during the financial year and in the immediately preceding financial year.

xviii) There is no resignation of the statutory auditors of the company during the year.

xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 46 to standalone financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) According to the information and explanations given to us and based on our examination of the records, there was no amount remaining unspent under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any ongoing project. Accordingly, reporting under clause (xx)(b) of the Order is not applicable.

xxi) The reporting under clause 3(xxi) of this order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

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For A K BHARGAV & CO
Chartered Accountants
Firm Regn. No. 034063N

CA ARUN KUMAR BHARGAV
Proprietor
Membership No.: 548396
UDIN: 25548396BMJAVO5287

Place: New Delhi
Date : 27.05.2025

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Annexure "B" to the Independent Auditors Report on the Standalone Financial Statements of INTEGRA ESSENTIA LIMITED

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING 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 INTEGRA ESSENTIA LIMITED ("the Company") as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". 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 my/our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, 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 were 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 judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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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 Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Standalone Financial Statements.

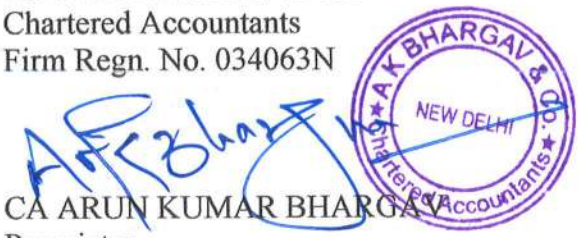
INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 issued by the ICAI.

For A K BHARGAV & CO
Chartered Accountants
Firm Regn. No. 034063N



CA ARUN KUMAR BHARGAV
Proprietor
Membership No.: 548396
UDIN: 25548396BMJAVO5287

Place: New Delhi
Date : 27.05.2025

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INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Standalone Balance Sheet as at 31 March 2025
(All figures are in lakhs except otherwise stated)

Particulars	Note no	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	3	3,458.76	3,779.16
b)Investment Property	3	1,816.27	-
c) Financial Assets			
(i) Investments	4	2,904.25	3,563.03
(ii) Loans	5	3,495.39	6,932.08
(iii) Other	6	0.97	0.87
d) Deferred Tax Asset(Net)	7	-	-
e) Other non current assets	8	10.69	0.11
		11,686.34	**14,275.24**
Current Assets			
a) Financial Assets			
(i) Trade Receivables	9	6,742.28	3,903.73
(ii) Cash and Cash Equivalents	10	11.23	195.59
(iii) Loans	11	484.98	-
(iv) Other	12	5.60	5.60
b) Other Current Assets	13	3,175.47	1,765.33
		10,419.57	**5,870.25**
Total Assets		**22,105.90**	**20,145.49**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	14	10,676.91	9,140.66
b) Other Equity	15	6,297.87	2,549.63
		16,974.78	**11,690.29**
LIABILITIES			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	16	433.58	724.56
b) Provisions	17	2.39	3.42
c) Deferred tax liabilities (net)	18	80.51	25.19
d) Other non Current Liabilities	19	13.57	-
		530.04	**753.16**
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	20	2,207.58	13.10
(ii) Trade Payables			
total outstanding dues of Micro & Small Enterprises	21	41.92	1,277.82
total outstanding dues of creditors other than Micro & Small Enterprises	21	1,689.97	3,390.53
(iii)Other financial liabilities	22	323.21	248.07
b) Other Current Liabilities	23	183.91	2,429.58
c) Provisions	17	0.01	0.00
d) Current Tax Liabilities (Net)	24	154.49	342.94
		4,601.08	**7,702.04**
Total Equity and Liabilities		**22,105.90**	**20,145.49**

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMIAVO5287

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director
Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director
Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034

Standalone Profit & loss account for the year ended 31 March 2025

(All figures are in lakhs except otherwise stated)

Particulars	Note no	For the year 2024-25	For the year 2023-24
Revenue from Operations	25	44,172.80	27,726.66
Other Income	26	672.40	1,835.73
Total Income		**44,845.19**	**29,562.38**
EXPENSES			
Purchases of Stock-in-Trade	27	43,013.92	26,845.24
Employee Benefits Expense	28	80.71	78.37
Finance Costs	29	152.66	56.29
Depreciation and Amortisation Expense	30	385.35	371.62
Other Expenses	31	559.62	314.36
Total Expenses		**44,192.26**	**27,665.88**
Profit/ (Loss) Before Tax		**652.93**	**1,896.51**
Tax Expense:			
Current Tax		154.50	342.94
Deferred Tax		55.32	25.45
Tax related to previous year		28.56	-
Profit after tax		**414.55**	**1,528.11**
Other Comprehensive Income			
Items that will be not reclassified to profit and loss account (net of tax)		3.22	-
Items that will be reclassified to profit and loss account (net of tax)		(0.81)	-
Total Comprehensive Income		**416.96**	**1,528.11**
Earnings per Equity Share of ₹ 1 each			
Basic	32	**0.04**	**0.27**
Diluted	32	**0.04**	**0.27**

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVO5287
Place: Delhi
Date: 27 May 2025

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Standalone Cash Flow Statement for the year ended March 2025
(All figures are in lakhs except otherwise stated)

Particulars	For the year 2024-25	For the year 2023-24
Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax	652.93	1,896.51
Adjustment for :		
Depreciation & Amortisation Expense	385.35	371.62
Interest Income	(422.16)	(567.61)
Interest Expense	152.66	56.29
Rental Income	(159.60)	(90.00)
Adjustment of IndAS	-	22.74
Operating Profit before working Capital Changes :	**609.18**	**1,689.56**
Movements in Working Capital :		
(Increase)/decrease in Other current Assets	(1,420.68)	(1,561.71)
(Increase)/decrease in Other Non Current Assets	(0.10)	37.13
(Increase)/decrease in Trade Receivables	(2,838.56)	(2,868.94)
Increase/(decrease) in Other current Liabilities	(2,157.99)	(561.60)
Increase/(decrease) in Trade payables	(2,936.46)	2,260.09
Cash generated from Operations :	**(8,744.61)**	**(1,005.47)**
Direct Taxes Paid	(368.39)	(57.30)
Net Cash flow from/(used in) Operating Activities	**(9,113.00)**	**(1,062.77)**
Cash Flow from Investing Activities		
Purchase of property, plant and equipment including CWIP	(1,881.16)	(147.05)
Proceeds from sale of property, plant and equipment	-	-
(Increase)/decrease in Loans & Advances	-	1,329.82
Movement in Investments	658.78	(1,571.35)
Rental Income	159.60	90.00
Movement in Loans	2,951.70	-
Movement Bank Deposit not considered as cash & cash equivalent	-	-
Interest Received	422.16	567.61
Net Cash flow from/(used in) Investing Activities	**2,311.08**	**269.02**
Cash Flow from Financing Activities		
Proceeds from issue of Share Capital including Securities Premium	4,866.72	-
Proceeds from/ (repayment of) Borrowings	1,903.49	(2,109.84)
Money received against Right issue	-	-
Right issue expenses	-	(90.28)
Redemption of debenture	-	2,695.00
Interest Paid	(152.66)	(56.29)
Net Cash flow from/(used) in Financing Activities	**6,617.56**	**438.62**
Net Increase/Decrease in Cash & Cash Equivalents	(184.36)	(355.13)
Cash & Cash equivalents at the beginning of the year	195.59	550.72
Cash & Cash equivalents at the end of the year	**11.23**	**195.59**
Components of Cash and Cash Equivalents	**11.23**	**195.59**

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVO5287

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Standalone Statement of Changes in Equity as at 31 March 2025
(All figures are in lakhs except otherwise stated)

(A) Equity Share Capital

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	9,140.66	4,570.33
Change in equity during the year	1,536.25	4,570.33
Closing balance	**10,676.91**	**9,140.66**

(B) Other Equity

As at 31 March 2025

Particulars	Reserves and Surplus				Total
	Securities Premium	General reserve	Capital reserve	Retained Earnings	
Balance at the beginning of the current reporting period	**1,672.32**	**151.25**	**2,695.00**	**(1,968.94)**	**2,549.63**
Profit /(Loss)/Adjsutment made during the year	3,330.48	3.22	-	414.55	3,748.24
Discounting for Financial Asset	-	-	-	-	-
Balance at the end of the current reporting period	**5,002.79**	**154.47**	**2,695.00**	**(1,554.39)**	**6,297.87**

As at 31 March 2024

Particulars	Reserves and Surplus				Total
	Securities Premium	General reserve	Capital reserve	Retained Earnings	
Balance at the beginning of the current reporting period	**6,332.90**	**151.25**	-	**(3,519.79)**	**2,964.35**
Profit /(Loss)/Adjsutment made during the year	(4,660.58)	-	2,695.00	1,528.11	(437.47)
Discounting for Financial Asset	-	-	-	22.74	22.74
Balance at the end of the current reporting period	**1,672.32**	**151.25**	**2,695.00**	**(1,968.94)**	**2,549.63**

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVO5287

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director
Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director
Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

Note 1: Company Overview

Integra Essentia Limited ("the Company") is a public limited company, incorporated and domiciled in India which mainly deals in trading of essential items like Cashew, Rice etc . The registered office of the Company is located at 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The standalone financial statements for the year ended 31 March 2025 were approved by the Board of Directors and authorised for issue on 27 May 2025.

Note 2: Significant Accounting Policies

(a) Basis of Preparation of Financial Statements

(i) Statement of Compliance with Indian Accounting Standards (Ind AS)

These financial statements comply, in all material respects, with Ind AS notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

a) Certain financial assets and liabilities that are measured at fair value

b) Derivative financial instruments

(iii) Functional and Presentation Currency

These financial statements are presented in Indian Rupees, which is also the functional currency of the Company.

(iv) Current and Non-current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle (Twelve months) and other criteria set out in Schedule III to the Act.

(b) Property, Plant and Equipment (PPE) and Depreciation

All items of PPE are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non- refundable taxes and duties, directly attributable costs of bringing the asset to its present location and condition and initial estimate of costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the carrying amount of PPE or recognised as a separate PPE, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Machinery spares and servicing equipment are recognised as PPE when they meet the definition of PPE. Otherwise, such items are classified as inventory.

Capital work- in- progress includes cost of PPE under installation / under development as at the Balance Sheet date

The Company depreciates its PPE over the useful life in the manner prescribed under Part C of Schedule II to the Act. Depreciation commences when the assets are ready for their intended use and is computed on pro-rata basis from the date of installation/ acquisition till the date of sale/ disposal. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for machinery spares wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act

Assets	Useful Life
Plant & Machinery	5 years & 15 years
Furniture and Fixtures	10 years
Office Equipments	3 years
Vehicle	8 years
Land & Building	60 years
Computer	3 years

Lease hold PPE are amortised over the period of lease or useful life, whichever is lower. Leasehold land (under Finance Lease) is amortised over the period of lease.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount.

These are included in the Statement of Profit and Loss.

(c) Intangible Assets and Amortisation

Intangible assets that are acquired by the Company, which have finite useful lives are measured at cost less amortisation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non-refundable taxes and duties, directly attributable costs of bringing the asset to its present location and condition.

Intangible assets are amortised on straight line basis over the estimated useful life.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount.

These are included in the Statement of Profit and Loss.

(d) Leases

At inception of a contract, company shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

A.K. BHARGAV & CO. NEW DELHI Chartered Accountants

Where the Company is Lessee

At the Inception, lessee shall recognise and measure Right-of-use asset and lease liability at cost. Right to use assets shall comprise initial measurement of lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Lease liability is the present value of the lease payments that are not paid. These lease payments shall be discounted using the interest rate implicit in the lease (if readily determined) otherwise should be discounted at lessee's incremental borrowing rate.

If the lease contract transfers ownership of the underlying asset, at the end of the lease term or if, the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, then depreciate the right-of-use asset over the useful life of the underlying asset. Otherwise, depreciate the right-of-use asset till the end of the useful life of the right-of-use asset or the end of the lease term, whichever is earlier.

The lease term as the non-cancellable period of a lease, together with both: (a) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and (b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

Subsequently, lessee shall measure the right-of-use asset applying a cost model

Where the Company is Lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease

(e) Borrowing Cost

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. Other borrowing costs are expensed in the period in which they are incurred.

(f) Financial instruments

(i) *Financial Assets*

Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent Measurement

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, as per Ind AS 109.

a. Subsequent Measurement - Equity Instruments

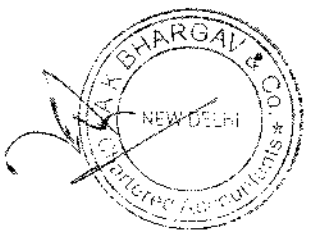
All equity investments other than investments in subsidiaries, joint ventures and associates are measured at fair value. Equity investments which are held for trading are classified as FVTPL. For all other equity investments, the Company decides to classify the same either at FVTOCI or FVTPL. The Company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

Investment in equity instruments of subsidiaries, joint ventures and associates are measured at cost.

b Subsequent Measurement - Debt Instruments

A financial asset being debt instrument that meets the following 2 conditions is measured at amortised cost (net off any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business Model Test: the objective of the Company's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).



Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

Business Model Test: the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets.

Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different basis.

All other debt instruments are measured at fair value through profit or loss.

Derecognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset, to another entity.

Impairment of Financial Assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and FVTOCI.

For financial assets other than trade receivables, whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, considering historical trend, industry practices and the business environment in which the Company operates or any other appropriate basis.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

(m) *Equity and Financial Liabilities*

Debt and equity instruments issued by an entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

a Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

b. Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are initially recognised at fair value plus any transaction costs that are attributable to the acquisition of the financial liabilities, except for the financial liabilities at FVTPL, which are initially measured at fair value.

Subsequent Measurement

The financial liabilities are classified for subsequent measurement either at amortised cost or at fair value through Profit and Loss (FVTPL).

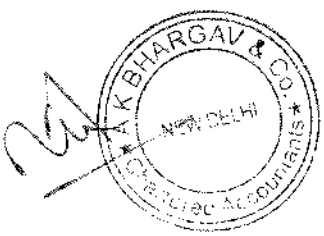
Amortised cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount.

Derecognition of Financial Liabilities

A financial liability is removed from the Balance Sheet when the obligation is discharged, or is cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of Financial Instruments

Financials assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.



(g) Fair Value Measurement

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

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

- Level 1 — Quoted prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included in Level 1 that are observable for the asset or liability,

either directly (i.e. as prices) or indirectly (i.e. derived from prices)

- Level 3 — Inputs for the asset or liability that are not based on observable market data.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost formula used for determination of cost is 'Weighted Average Cost'.

Machinery spares, stand-by equipment and servicing equipment are recognised as inventory when the useful life is less than one year and the same are charged to the Statement of Profit and Loss as and when issued for consumption.

(i) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The Company's liability for current tax is calculated using the Indian tax rates and laws that have been enacted by the reporting date. The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and provisions where appropriate.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(j) Provisions and Contingencies Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

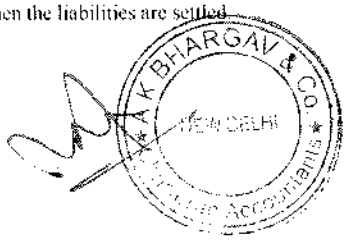
Contingent assets are not recognised in the financial statements. If the inflow of economic benefits is probable, then it is disclosed in the financial statements

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each Balance Sheet date.

(k) Employee Benefits

(i) Short-term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.



(ii) Post-employment Obligations

The Company operates the following post-employment schemes:

(a) Defined benefit plan (Gratuity), and

(b) Defined contribution plans such as, provident fund.

Defined Benefit Plan

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually on the basis of actuarial valuation using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefits expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

Defined Contribution Plans

Defined Contribution Plans such as provident fund are charged to the Statement of Profit and Loss

as an expense, when an employee renders the related services.

(iii) Other Long-term Employee Benefits

The liabilities for compensated absences that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have any unconditional right to defer settlement for at least 12 months after the end of the reporting period, regardless of when the actual settlement is expected to occur.

(l) Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows as well as the Balance Sheet, cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(m) Earnings per Share (EPS)

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net off any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

(n) Dividend Distribution to Equity Shareholders

Dividend distributed to Equity shareholders is recognised as distribution to owners of capital in the Statement of Changes in Equity, in the period in which it is paid. Dividend proposed by the Board of Directors, subject to the approval of shareholders, is disclosed in the notes to financial statements.

(o) Foreign Currency Transactions

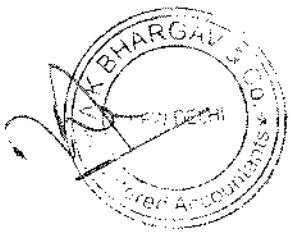
Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

(p) Revenue Recognition

-'Revenue from contracts with customers'. Revenue from contracts with customers is recognized on transfer of control of promised goods or services to the customer at amount that reflects the consideration to which the company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of products is satisfied at a point in time when material is shipped / delivered to the customer as may be specified in the contract.



Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable effective interest rate.

Dividend Income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

Income from Services

Income from services is recognised (net of taxes as applicable) as they are rendered, based on agreement/ arrangement with the concerned customers.

(q) Significant Accounting Estimates, Judgements and Assumptions:

The preparation of the Company's financial statements in conformity with Ind AS requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

In the process of applying the Company's accounting policies, Management has made the following judgements which have significant effect on the amounts recognised in the financial statements:

i. **Useful Lives of Property, Plant and Equipment:** Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalised. Useful life of tangible assets is based on the life specified in Schedule II of the Act and also as per Management estimate for certain category of assets. Assumption also needs to be made, when the Company assesses, whether as asset may be capitalised and which components of the cost of the assets may be capitalised.

ii. **Fair Value Measurement of Financial Instruments:** When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of various inputs including liquidity risk, credit risk, volatility etc. Changes in assumptions/ judgements about these factors could affect the reported fair value of financial instruments.

iii. **Measurement of Defined Benefit Plan:** The cost of the defined benefit gratuity plan and other post- employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

iv. **Impairment of Financial Assets:** Trade receivables are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when Management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

v. **Impairment of Non-financial Assets:** The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

vi. **Contingencies:** Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against the Company as it is not possible to predict the outcome of pending matters with accuracy.

M) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

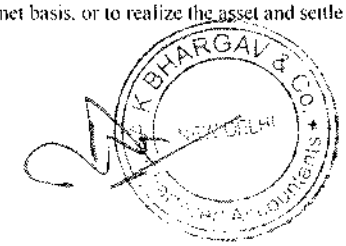
Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- Has a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Defered Income Tax



Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Minimum Alternate Tax ("MAT") under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.
Deferred tax assets and liabilities are offset only if:
Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority

N) Earnings per Share (EPS)
Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

O) Cash and Cash Equivalents
Cash and Cash equivalents comprises cash and calls on deposit with banks and corporations. The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalent.

P) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

R) Provisions and Contingencies

Provisions are recognized when the Company has a present obligation as a result of a past event, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end.

Contingent liabilities are not provided for and are disclosed by way of notes to accounts, where there is an obligation that may, but probably will not, require outflow of resources.

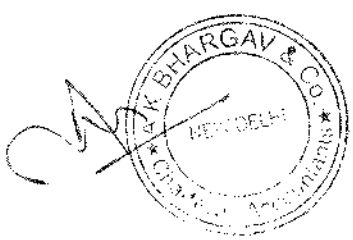
Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

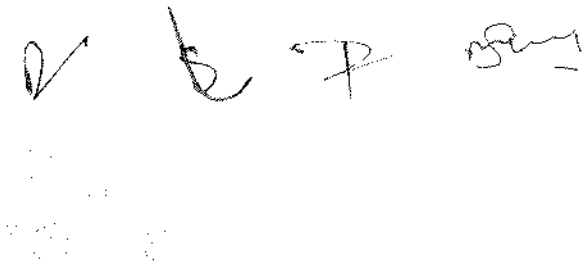
Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

2A) Recent Indian Accounting Standards (Ind AS)
Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notifies and amendmends to the existing standards. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements

2B) Reference to the cited provisions of section 135 of the Companies Act, 2013, CSR activities are applicable on the company.





INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

Note 3 : Property, plant and equipment

Particulars	Computer	Furniture & Fixtures	Air Conditioner	Printer	Mobile Phone	Tally Prime Silver	Land & building	Plant & Machinery	Vehicle	Total
Gross Block										
As at 1 April 2023	0.87	1.74	2.20	0.17	3.17	0.15	3,000.00	1,000.00	-	4,006.30
Additions during the year	0.54	0.15	-	0.69	2.48	-	-	-	143.20	147.05
Deletions during the year	-	-	-	-	-	-	-	-	-	-
As at 31 March 2024	1.41	1.89	2.20	0.86	3.65	0.15	3,000.00	1,000.00	143.20	4,153.35
Additions during the year	1.40	-	-	0.16	0.39	-	-	-	-	1.95
Deletions during the year	-	-	-	-	-	-	-	-	-	-
As at 31 March 2025	**2.81**	**1.89**	**2.20**	**1.02**	**4.03**	**0.15**	**3,000.00**	**1,000.00**	**143.20**	**4,155.29**
Depreciation										
As at 1 April 2023	0.54	0.36	0.85	0.08	0.68	0.09	-	-	-	2.60
Additions during the year	0.48	0.36	0.61	0.44	0.75	0.03	146.51	181.53	40.88	371.59
Deletions during the year	-	-	-	-	-	-	-	-	-	-
As at 31 March 2024	1.02	0.73	1.46	0.51	1.42	0.12	146.51	181.53	40.88	374.19
Additions during the year	0.66	0.30	0.33	0.30	1.63	0.02	138.97	148.17	31.96	322.34
Deletions during the year	-	-	-	-	-	-	-	-	-	-
As at 31 March 2025	1.68	1.03	1.79	0.81	3.06	0.14	285.48	329.70	72.84	696.53
Net Block										
As at 31 March 2025	**1.13**	**0.86**	**0.40**	**0.21**	**0.98**	**0.01**	**2,714.52**	**670.30**	**70.36**	**3,458.76**
As at 31 March 2024	**0.39**	**1.16**	**0.73**	**0.35**	**2.22**	**0.03**	**2,853.49**	**818.47**	**102.32**	**3,779.16**

Investment property

Particulars	Buildings
Cost or valuation	
At 31 March 2024	-
Additions	1,879.21
Deletions	-
At 31 March 2025	1,879.21
Depreciation	
At 31 March 2024	-
Charge for the year	62.94
Depreciation held on disposals / assets held for sale	-
At 31 March 2024	62.94
Net book value	
As at 31 March 2025	1,816.27
As at 31 March 2024	-

A K BHARGAV & Co NEW DELHI Chartered Accountants

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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

4 Investments

Particulars	As at 31 March 2025	As at 31 March 2024
Investments in equity instruments		
- Associates	75.00	75.00
Investments in partnership firm	-	110.51
Other investments	2,829.25	3,377.52
Total	**2,904.25**	**3,563.03**

a) The company has dipsose off Investment in M/s R K Industries during the FY 2024-2025.
b) The Company has increased its stake in its associate, Brewtus Beverages Private Limited, to 29.75%. In accordance with the applicable accounting standards, the Company accounts for its share of profit in the associate using the equity method. This share of profit has been appropriately recognized and disclosed in the Consolidated Financial Statements of Integra Essentia Ltd.
c) The Company has invested in 75 units of Nakshatra Special Situation Fund of face value ₹ 10,00,000/- amounting to ₹ 750.00 Lakhs (Previous year Nil).
d) The company has invested in 2,73,000 CCPS of Brij Gopal Construction Company Private Limited of face value ₹ 10/- amounting to ₹ 1979.25 Lakhs (Previous year ₹ 1979.25 Lakhs.)
e) ₹ 100 Lakhs (Previous year ₹ 100 Lakhs) were invested in MSR Apparels Ltd for Joint Development and Construction of Project at Land Situated at village Ujwa admeasuring about 2.4 acres

5 Loans

Particulars	As at 31 March 2025	As at 31 March 2024
Loans Receivables considered good - Unsecured		
Other loans	3,495.39	6,932.08
Total	**3,495.39**	**6,932.08**

- The company has provided loans amounting to ₹ 3201.35 Lakhs (Previous year ₹ 43.70 Lakhs) carrying interest rate of 9% pa repayable on demand for business purpose. The above amount includes interest receivable
- The company has provided loans amounting to ₹ 294.04 Lakhs (Previous year ₹ 272.88 Lakhs) carrying interest rate of 10% pa repayable on demand for business purpose. The above amount includes interest receivable.
- Company has received back Rs. 6,615 Lakhs during the year.

6 Other non current financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
Security Deposits	0.97	0.87
Total	**0.97**	**0.87**

Security deposit of office premises and Godown which Company has taken on lease.

7 Deffered tax assets

Particulars	As at 31 March 2025	As at 31 March 2024
Deffered tax	-	-
Total	-	-

Reconciliation of deferred tax assets/(liabilities)

Deffered tax assets	As at 31 March 2025	As at 31 March 2024
Opening balance	(25.19)	0.27
Tax credit during the year recognised in Statement of profit and loss	55.32	25.46
Closing balance	**(80.51)**	**(25.19)**

8 Other non current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Prepaid assets	0.04	0.11
Security Deposits	10.65	-
Total	**10.69**	**0.11**

9 Trade Receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables - Considered Good Secured	-	
Trade receivables - Considered Good Unsecured	6,742.28	3,903.73
Trade receivables which have significant increase in credit risk		-
Trade Receivables - Credit impaired		-
Total	**6,742.28**	**3,903.73**

Ageing schedule for the year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment					
	<6 Months	6 Months - 1 Year	1-2 Year	2-3 Year	> 3 Year	Total
(i) Undisputed Trade Receivables-Considered Good	5,686.05	689.01	164.35	182.38	20.50	6,742.28
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-
Total	5,686.05	689.01	164.35	182.38	20.50	6,742.28

M.K. BHARGAVA & CO. NEW DELHI Chartered Accountants

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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

Ageing schedule for the year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment					
	<6 Months	6 Months - 1 Year	1-2 Year	2-3 Year	> 3 Year	Total
i) Undisputed Trade Receivables-Considered Good	3,628.12	72.73	182.38	20.50	-	3,903.73
ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-
v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-
Total	**3,628.12**	**72.73**	**182.38**	**20.50**	**-**	**3,903.73**

10 Cash & Cash Equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	1.90	1.10
Balances with banks	9.33	194.43
Total	**11.23**	**195.59**

11 Loans

Particulars	As at 31 March 2025	As at 31 March 2024
Loans Receivables considered good - Unsecured		
Other loans - Current	484.98	-
Total	**484.98**	**-**

- The company has provided loans amounting to ₹ 200.00 Lakhs (Previous year ₹ Nil. Lakhs) carrying interest rate of 9% pa repayable on demand for business purpose. The above amount includes interest receivable
- The company has provided loans amounting to ₹ 250.00 Lakhs (Previous year ₹ Nil Lakhs) carrying interest rate of 10% pa repayable on demand for business purpose. The above amount includes interest receivable

12 Other current financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
Interest accrued on fixed deposit	5.35	5.35
Security deposit	0.25	0.25
Total	**5.60**	**5.60**

13 Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Balance with Government Authorities	272.94	308.38
Advances to Supplier		
Other than related party	2,894.41	42.58
Advance to staff	2.00	15.00
Prepaid asset	6.12	9.87
Capital advances	-	1,399.50
Total	**3,175.47**	**1,765.33**

Capital advances comprises of Nil (Previous year ₹1,399.50 Lakhs) as advance against purchase of the property by the company now purchased

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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

14 Equity Share Capital

Particulars	As at 31 March 2025	As at 31 March 2024
Authorized share capital		
1,25,00,00,000 equity shares of ₹1 each	12,500.00	12,500.00
Issued, Subscribed and Paid up		
1,06,76,90,544 fully paid equity shares of ₹ 1 each (Previous year 91,40,66,006 fully paid equity shares of ₹ 1 each)	10,676.91	9,140.66
	10,676.91	**9,140.66**

Reconciliation of number of equity share outstanding as at the beginning and at the end of year

Particulars	As at 31 March 2025		As at 31 March 2024	
	No of shares	Amount	No of shares	Amount
Shares outstanding at the beginning of the year	91,40,66,006	9,140.66	45,70,33,003	4,570.33
Add. Shares issued during the year	15,36,24,538	1,536.25	45,70,33,003	4,570.33
Shares outstanding at the end of the year	**1,06,76,90,544**	**10,676.91**	**91,40,66,006**	**9,140.66**

During the financial year ended March 31, 2025, the Company undertook a Rights Issue, pursuant to which 15,36,24,538 fully paid-up equity shares of face value ₹1/- each were allotted at a total price of ₹3.25 per share (including a premium of ₹2.25 per share) to eligible shareholders on a rights basis. The proceeds raised from the issue have been utilised in accordance with the objectives stated in the Rights Issue offer document.

Terms / rights to Equity Shares
The Company has only one class of shares referred as equity shares having a par value of 1/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts , in proportion to their shareholding.

The details of shareholders holding more than 5% shares as at 31 March 2025 and 31 March 2024 are set out below:

Class of Shares / Name of the Shareholder	As at 31 March 2025		As at 31 March 2024	
Equity shares	No. of shares	% held	No. of shares	% held
Vishesh Gupta	17,05,78,271	15.98%	19,02,45,692	20.81%

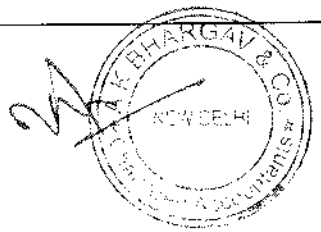
Details of shares held by promoters :

Name of promoter	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% of total shares	No. of shares	% of total shares
Vishesh Gupta	17,05,78,271	15.98%	19,02,45,692	20.81%
Total	**17,05,78,271**	**15.98%**	**19,02,45,692**	**20.81%**

Rights, Preferences and Restrictions
The Authorised Share Capital of the Company consists of Equity Shares having nominal value of ₹ 1/- each. The rights and privileges to equity shareholders are general in nature and allowed under Companies Act, 2013.
The equity shareholders shall have:
(1) a right to vote in shareholders' meeting. On a show of hands, every member present in person shall have one vote and on a poll, the voting rights shall be in proportion to his share of the paid up capital of the Company;
(2) a right to receive dividend in proportion to the amount of capital paid up on the shares held.
The shareholders are not entitled to exercise any voting right either in person or through proxy at any meeting of the Company if calls or other sums payable have not been paid on due date.
In the event of winding up of the Company, the distribution of available assets/losses to the equity shareholders shall be in proportion to the paid up capital.

During the financial year ended March 31, 2025, the Company undertook a Rights Issue, pursuant to which 15,36,24,538 fully paid-up equity shares of face value ₹1/- each were allotted at a total price of ₹3.25 per share (including a premium of ₹2.25 per share) to eligible shareholders on a rights basis. The proceeds raised from the issue have been utilised in accordance with the objectives stated in the Rights Issue offer document.
The utilisation of funds from the Rights Issue, as on March 31, 2025, is outlined below:

Objects of right issue	Amounts	Objects fulfilled	Balance
Meeting working capital requirements	3,660.00	3,660.00	-
General corporate purposes	1,217.80	1,217.80	-
Issue related expenses	115.00	115.00	-
Total	**4,992.80**	**4,992.80**	**-**



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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

15 Other Equity

Particulars	As at 31 March 2025	As at 31 March 2024
General Reserve		
Opening Balance	151.25	151.25
Additions during the year	3.22	-
Closing Balance	**154.47**	**151.25**
Profit & Loss Account		
Opening balance	(1,968.94)	(3,519.79)
Profit /(Loss) for theyear	414.55	1,528.11
Discounting for Financial Asset	-	22.74
Closing Balance	**(1,554.39)**	**(1,968.94)**
Security Premium		
Opening balance	**1,672.32**	**6,332.90**
Adjustments made during the year	3,330.48	(4,660.58)
Closing Balance	**5,002.79**	**1,672.32**
Capital Reserve		
Opening balance	**2,695.00**	-
Adjustments made during the year	-	2,695.00
Closing Balance	**2,695.00**	**2,695.00**
Total Other Equity	**6,297.87**	**2,549.63**

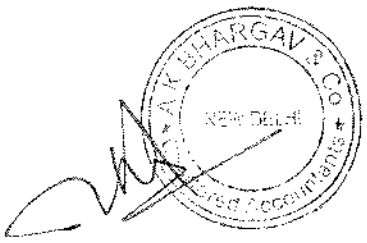
Nature and Purpose of Reserve

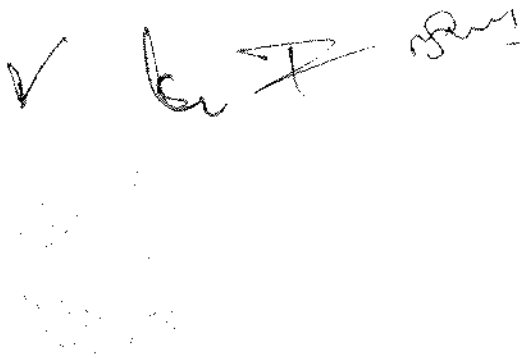
a) General Reserve- General Reserve has been created on account of the Scheme of Amalgamation.

b) Profit and loss account- Profit and loss account are the losses which company incurred till date.

c) Security Premium- Security Premium is the amount received over and above the Face Value of the Shares Issued reduced by Right Issue Expenses

d) Capital reserve- Capital reserve has been created on account of debentures.





16 Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Term Loans		
From banks	68.16	78.74
Other loans		
Preference share capital		
1,00,000 (Previous year 1,00,000) 5% Redeemable cumulative Non convertible preference shares of ₹1 each	1.00	1.00
1,50,000 (Previous year 1,50,000) 9% Redeemable cumulative Non convertible preference shares of ₹1 each	1.50	1.50
Other	362.91	643.32
Total	**433.58**	**724.56**

a) Term loan of ₹ 100 Lakhs was taken from ICICI bank against the hypotheation of Vehicle. The loan is repayable in 84 monthly instalments commencing from June 2023 and carries interest rate of 9% p.a. Balance tenure as on the Balance Sheet date is 62 months

b) Details of Preference share capital	As at 31 March 2025	As at 31 March 2024
5,00,000 (Previous year 5,00,000) Redeemable Cumulative Non Convertible Preference Shares of ₹1 each	5.00	5.00
Issued, subscribed and Paid-up:		
1,00,000 (Previous year 1,00,000) 5% Redeemable cumulative Non convertible preference shares of ₹1 each	1.00	1.00
1,50,000 (Previous year 1,50,000) 9% Redeemable cumulative Non convertible preference shares of ₹1 each	1.50	1.50
	2.50	**2.50**

Reconciliation of number of preferance share outstanding as at the beginning and at the end of year

Particulars	As at 31 March 2025		As at 31 March 2024	
	No of shares	Amount	No of shares	Amount
Preferance share carrying rate of 5%				
Shares outstanding at the beginning of the year	1,00,000	1.00	1,00,000	1.00
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,00,000**	**1.00**	**1,00,000**	**1.00**
Preferance share carrying rate of 9%				
Shares outstanding at the beginning of the year	1,50,000	1.50	1,50,000	1.50
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,50,000**	**1.50**	**1,50,000**	**1.50**

Shareholders holding more than 5% Preference shares of the Company:

Name of promoter	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% of total shares	No. of shares	% of total shares
Vishesh Gupta	2,50,000	100%	2,50,000	100%
Total	**2,50,000**	**100%**	**2,50,000**	**100%**

Terms / rights attached to Preference Shares

a) 5% Redeemable Cumulative Non- Convertible Preference Shares of ₹1/- each, Redeemable at anytime before the expiry of 20 years from the date of allotment i.e. 16 August 2012 of the said preference shares at the option of the Company. The holders of the said Preference Shares shall not have any right to vote in any manner before the Company at any meeting except on resolutions placed before the Company at any meeting which directly affects their rights.

b) 9% Redeemable Cumulative Non- Convertible Preference Shares of ₹1/- each, Redeemable at anytime between 16 February 2017 to 15 August 2022 at the option of the Company. The holders of the said Preference Shares shall not have any right to vote in any manner before the Company at any meeting except on resolutions placed before the Company at any meeting which directly affects their rights.

c) Company has received unsecured loans amounting to ₹ 600.00 Lakhs carrying interest rate of 8.00% pa. amounting to ₹ 490 Lakhs carrying interest rate of 9.00% pa. All the Loans are repayable on demand and for business purpose. The above amount includes interest receivable

17 Provisions

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Provision for employee benefits				
- Gratuity	2.39	0.01	3.42	0.00
Total	**2.39**	**0.01**	**3.42**	**0.00**

18 Deferred tax liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax liabilites	80.51	25.19
Total	**80.51**	**25.19**

19 Other Non Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Other Current Liabilities	13.57	
Total	**13.57**	-

20 Short term borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Term Loan		
- ICICI Bank	11.98	13.10
Working Capital Limits		
- SBI Bank	2,195.60	-
Total	**2,207.58**	**13.10**

a) Term loan of ₹ 100 Lakhs was taken from ICICI bank against the hypotecheation of Vehicle The loan is repayable in 84 monthly instalments commencing from June 2023 and carries interest rate of 9% p.a Balance tenure as on the Balance Sheet date is 62 months.
b) Cash Credit Limit of Rs 22.00 Cr. was taken during the year 2024-25 carrying Interest rate @ 9.15% p.a from SBI Bank

21 Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Trade payables		
-total outstanding dues of micro enterprises and small enterprises	41.92	1,277.82
-total outstanding dues of creditors other than micro enterprises and small enterprises	1,689.97	3,390.53
Total	**1,731.88**	**4,668.35**

(i) All Trade payables are non-interest bearing other than amount payable to MSME.
(ii) According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Note No.44.
(iii) The company has obtained confirmations from MSME Creditors with respect to Non Payment of Interest on Amount Payable for more than 45 Days

Ageing schedule for the year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 years	Total
(i) MSME	11.90	-	30.02	-	41.92
(ii) Others	1,510.97	179.00	-	-	1,689.97
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Ageing schedule for the year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 years	Total
(i) MSME	1,247.80	30.02	-	-	1,277.82
(ii) Others	3,390.53	-	-	-	3,390.53
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

The Company exposure to liquidity risk related to the above financial liabilities is disclosed in Note 43

22 Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Statutory dues	294.45	7.47
Dividend on preference share payable	2.62	2.44
Expenses payable	6.27	7.48
Audit fees payable	0.90	0.68
Other payables	-	230.00
Security deposits- Liability	18.97	-
Total	**323.21**	**248.07**

Security deposit of ₹34.80 lakh received from tenant for lease term (Aug 2024–Mar 2032) has been fair valued using 9% discount rate, with the difference amortised as interest income over the lease term

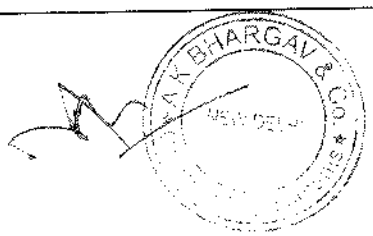
23 Other Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Advances from customer	181.65	2,429.58
Other Current Liabilities	2.26	-
Total	**183.91**	**2,429.58**

24 Current Tax Liabilities (Net)

Particulars	As at 31 March 2025	As at 31 March 2024
Provisions for Income Tax	154.50	342.94
Total	**154.50**	**342.94**

Refer Note 45 for calculation



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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

25 Revenue from Operations

Particulars	2024-25	2023-24
Sale of products	44,172.80	27,726.66
Total	**44,172.80**	**27,726.66**

26 Other Income

Particulars	2024-25	2023-24
Interest income		
From loans	422.16	567.61
From rent security	-	0.03
Facilitation Charges	18.93	20.90
Rent	159.60	90.00
Rebates And Discounts Received	104.00	27.09
Unrealised Profit	(98.27)	(14.50)
Other non operating income	15.98	163.46
Profit on sale of Investment	50.00	981.13
Total	**672.40**	**1,835.73**

27 Purchases of stock in trade

Particulars	2024-25	2023-24
Purchase	42,927.96	26,842.77
Direct Expense	85.96	2.47
Total	**43,013.92**	**26,845.24**

28 Employee benefit expenses

Particulars	2024-25	2023-24
Salaries and Wages	59.26	57.36
Directors Remuneration	18.60	14.80
Gratuity	2.19	3.42
Staff Welfare Expenses	0.67	2.78
Total	**80.71**	**78.37**

29 Finance cost

Particulars	2024-25	2023-24
Interest on Others	62.17	48.13
Interest on loan	90.30	7.98
Dividend	0.19	0.19
Other financing charges	-	-
Total	**152.66**	**56.29**

30 Depreciation and Amortization

Particulars	2024-25	2023-24
Depreciation	385.28	371.59
Amortization	0.07	0.04
Total	**385.35**	**371.62**

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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

31 Other Expenses

Particulars	2024-25	2023-24
Bank Charges	4.71	0.20
Promotion and advertisement	4.73	8.20
Freight	324.76	129.78
Power & Fuel (Electricity)	1.31	0.69
Rent Expenses	6.11	5.87
Telephone Expenses	0.64	0.48
Travelling & Conveyance	1.43	9.36
Loading and unloading	26.52	35.10
Printing and stationery	0.96	1.40
Office expenses	0.61	0.63
Charity and donation	0.46	4.50
CSR Expenses	20.00	-
Rebates And Discounts allowed	4.17	30.25
Legal & Professional Charges	110.01	71.63
Website	0.26	0.59
Auditor's Remuneration	4.00	3.00
Repair & Maintenance	1.50	0.90
Miscellaneous Expenses	24.15	4.65
Interest on TDS/TCS	0.50	0.75
Commission Expenses	9.00	-
Supervision & Handling Charges	7.32	-
Insurance Expenses	2.29	-
Foreign exchange fluctuation loss	2.10	-
Director Sitting Fees	2.10	6.40
Total	**559.62**	**314.36**

Payment to auditor		
for Statutory & Tax Audit	4.00	3.00
For other services	0.75	2.13

32 Earning per share

Particulars	2024-25	2023-24
Basic EPS		
Profit for the year	416.96	1,528.11
Weighted number of shares outstanding	1,02,05,50,960	55,56,82,203
Basic and Diluted EPS (Rs.)	0.04	0.27
Diluted EPS		
Profit for the year	416.96	1,528.11
Weighted number of shares outstanding	1,02,05,50,960	55,56,82,203
Basic and Diluted EPS (Rs.)	0.04	0.27

33 Details of CSR expenditure as per Section 135 of Companies Act, 2013

Particulars	2024-25	2023-24
CSR expenditure	20.00	-

Pursuant to Section 135 of the Companies Act, 2013, CSR is applicable to every company having net worth of Rs 500 crore or more, or a turnover of over Rs 1,000 crore or a net profit exceeding Rs 5 crore in any financial year.
Since the Company has exceeded the limits specified above, provisions of Section 135 of the Companies Act, 2013 is applicable to the Company. The company has spend ₹ 20.00 Lakhs within the specified duration under CSR which exceeds the limits specified under the provisions of Section 135 of companies Act, 2013.

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34 Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company's objective for capital management is to manage its capital to safeguard all stakeholders The funding requirements are met through loans.

35 Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports to the Board of Directors on its activities. The Company's risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risks limits and controls and to monitor risk and adherence to limits. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit.

Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers. Credit risk is managed through credit approvals establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade receivables and other financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring as far as possible, that it will all ways have sufficient liquidity to meets it liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to Company's reputation.

Market Risk

Market risk is the risk that changes in market prices- such as foreign exchange rates, interest rates and equity prices- will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payable and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive in our foreign currency revenues and costs. The Company uses derivative to manage market risk.

36 Employee Benefits

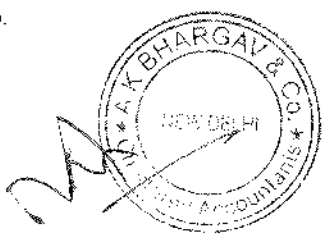
Post-employment benefits plans

(a) Defined Contribution Plans –

In respect of the defined contribution plans, an amount of Nil (Previous Year Nil) has been provided in the Profit & Loss account for the year towards employer share of PF contribution.

(b) Defined Benefit Plans –

The Liability in respect of gratuity is determined for current year as per management estimate is ₹ 2,39,649 (previous year ₹ 3,42,491/- as per acturial report) carried out as at Balance Sheet date. Amount recognized in profit and loss account is ₹1,02,842 (previous year ₹ 3,42,491/).

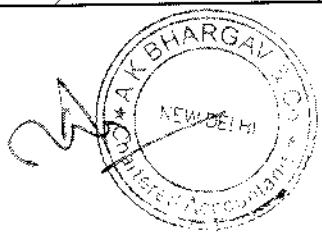


37 Related party transactions

Related party	Nature of relationship
Gunjan Jha	Director
Sony Kumari	Director
Pankaj Sardana	Chief Financial Officer
Pankaj Kumar Sharma	Company Secretary
Gurpreet Singh Bhatia	Director
Arijit Kumar Ojha	Director
Deepak Kumar Gupta	CEO & Whole time director
Puneet Ralhan	Director
Anshumali Bushan	Director
Manoj Kumar Sharma	Whole time director
Sweta Singh	CFO& Whole time director
Vishesh Gupta	Promoter
Vrindaa Advanced Materials Limited	Common Promoter (Vishesh Gupta)
R K Industires	Associate
Brewtus Beverages Pvt Ltd	Associate (29.75 %)

Details of Transactions with related parties are as follows :

Particulars	2024-25	2023-24
Sitting Fees		
Gunjan Jha	1.05	1.20
Sony Kumari	1.05	1.20
Mansi Gupta	-	1.00
Remuneration		
Vishesh Gupta	12.20	12.05
Manoj Kumar Sharma	8.64	8.05
Pankaj Kumar Sharma	7.45	6.14
Pankaj Sardana	0.27	1.71
Arijit Kumar Ojha	3.60	6.48
Dipankar Gambir	-	2.84
Sweta Singh	4.20	-
Deepak Kumar Gupta	12.00	6.00
Vrindaa Advanced Materials Limited		
Purchases	2,424.47	
Vrindaa Advanced Materials Limited		
Loan Given		
Opening Balance	1,533.99	
Loan Given	10,765.15	
Interest Income	44.82	
Loan Repaid	(12,343.96)	
Closing Balance	-	
Balance as on 31.03.2025		
Gunjan Jha	-	0.18
Sony Kumari	-	0.18
Vishesh Gupta	0.91	0.94
Manoj Kumar Sharma	0.72	0.56
Pankaj Kumar Sharma	0.63	0.52
Pankaj Sardana	-	0.40
Arijit Kumar Ojha	-	0.90
Sweta Singh	0.55	0.61
Deepak Kumar Gupta	0.90	0.90
Vrindaa Advanced Materials Limited (Against Purchases)	2,069.36	-
Brewtus Beverages Pvt Ltd (Investment)	75.00	75.00



38 Statement of Management

(a) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent if any stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.

(b) Balance Sheet, Statement of Profit & Loss and Cash Flow statement read together with the schedules to the accounts and notes thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

39 Segment Reporting

As on 31 March 2025, the Company is engaged in Trading of essential Items like Cashew Rice etc & Infra. which are considered as the reportable business segment. Hence segment reporting is applicable to the company.

40 Contingent Liabilities & Commitments

Particulars	As at 31 March 2025	As at 31 March 2024
Claims against the Company, not acknowledged as debts*	73.56	73.56

* The office of the Commisioner of Customs (Audit) ,Custom House, Chennai has raised the claim on company for 73.56 lakh on account of non fulfillment of export obligation for goods imported against the advance authrisation scheme.On receipts of the aforesaid order the company has preferred Appeal before the commissioner of Customs (Appeal) and same is pending as on the balance sheet date.

- A demand of ₹26,13,590/- has been raised by the Income Tax Department under Section 143(1) of the Income-tax Act, 1961 for Assessment Year 2022-23. The company is in process to file rectification application against the intimation under section 143(1) of the Income Tax Act, 1961

- The company has received order under section 143(2) of the Income Tax Act with Respect to AY 2012-13 wherein demand has been determined by the department. Aggreived by the aforesaid order an appeal before the Commissioner of Income Tax (Appeals) was filed by the company which is under process as on the balance sheet date.

41 Previous year figures have been regrouped / reclassifed wherever necessary to conform to current year's classification.

42 Dividends

- Dividend for Preference Shareholders for the year 2024-25 is ₹ 18,500/-
- Cummulative dividend for Preference Shareholders payable is ₹ 2,62,271/-

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INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

43 FINANCIAL INSTRUMENTS

A. The carrying value and fair value of financial instruments:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
At Amortised Cost				
Trade Receivables	6,742.28	6,742.28	3,903.73	3,903.73
Cash & Cash equivalents	11.23	11.23	195.59	195.59
Loans and Advances	3,495.39	3,495.39	6,932.08	6,932.08
Investment	2,904.25	2,904.25	3,563.03	3,563.03
Other Financial Asset	6.57	6.57	6.47	6.47
Total Financial Assets	13,159.72	13,159.72	14,600.89	14,600.89
Financial Liabilities				
At Amortised Cost				
Borrowings	2,641.15	2,641.15	737.66	737.66
Trade Payables	1,731.88	1,731.88	4,668.35	4,668.35
Other Financial Liabilities	323.21	323.21	248.07	248.07
Total Financial Liabilities	4,696.25	4,696.25	5,654.08	5,654.08

B. Fair value measurements recognised in the statement of financial position:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Particulars	As at 31 March 2025			As at 31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
At Amortised Cost						
Trade Receivables	-	-	6,742.28	-	-	3,903.73
Cash & Cash equivalents	-	-	11.23	-	-	195.59
Loans and Advances	-	-	3,495.39	-	-	6,932.08
Investment	-	-	2,904.25	-	-	3,563.03
Other Financial Asset	-	-	6.57	-	-	6.47
Subtotal	-	-	13,159.72	-	-	14,600.89
Financial Liabilities						
At Amortised Cost						
Borrowings	-	-	2,641.15	-	-	737.66
Trade Payables	-	-	1,731.88	-	-	4,668.35
Other Financial Liabilities	-	-	323.21	-	-	248.07
Subtotal	-	-	4,696.25	-	-	5,654.08

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, Trade receivables, Other current Financial assets, Trade payable and other current Financial liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

C. Fair values hierarchy

All assets and liabilities for which fair value is measured or disclosed in the Standalone Financial Statements are categorised within the fair value hierarchy, described as follows

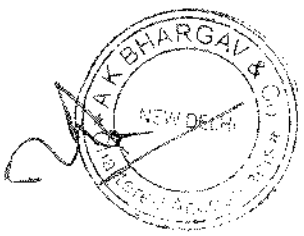
Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

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

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

Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2025	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through other comprehensive Income	-	-	-	-
Investments measured at fair value through profit and loss	-	-	-	-
Total	-	-	-	-



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As at 31 March 2024	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through other comprehensive Income	-	-	-	-
Investments measured at fair value through profit and loss	-	-	-	-
Total	-	-	-	-

There have been no transfers between levels during the period

Valuation process and technique used to determine fair value

(i) The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(ii) The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. The investments measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation reports provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range.

(iii) The fair value of non-current borrowings carrying floating-rate of interest is not impacted due to interest rate changes, and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).

D. Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables	6,742.28	3,903.73
Cash and cash equivalents	11.23	195.59
Investments	3,495.39	6,932.08
Loans	2,904.25	3,563.03
Other financial assets (including investments)	6.57	6.47

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.
Credit risk on cash and cash equivalents and bank deposits is generally limited as the Company transacts with Banks having a high credit ratings assigned by domestic credit rating agencies

44 Details of dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 31 March 2025	As at 31 March 2024
Principal amount remaining unpaid to any supplier as at the end of the accounting year	41.92	1,277.82
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year*	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually	-	-

*Interest due on Micro and small Enterprises is nil, as confirmation from MSME creditors is received that no interest would be claimed or charged on outstanding balance with the company

45 Tax Expenses

Particulars	As at 31 March 2025	As at 31 March 2024
Profit before tax as per Companies Act 2013	652.93	717.50
Add: Disallowed expenditure or allowed income under income tax act	604.29	3.01
Less: Allowed expenditure or disallowed income under income tax act	657.01	789.81
Income from business/profession	600.21	(69.30)
Income from other sources	-	296.97
Income from capital gain	24.04	-
Tax rate (Section 115BAA)	25.17	25.17
Long term capital gain rate	14.30	12.46
Income tax expense	**154.50**	**57.30**

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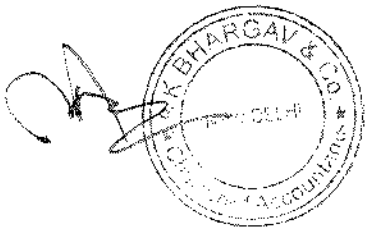
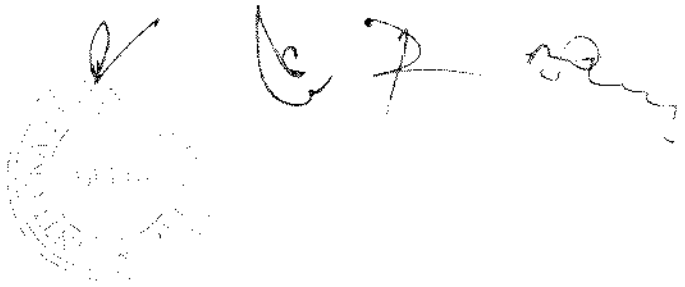
46 Ratios

Ratio	Numerator	Denominator	Current period	Previous period	% variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	2.26	0.76	197%	The significant increase in the current ratio is primarily due to a substantial rise in current assets and/or a reduction in current liabilities, indicating improved short-term liquidity and working capital management in the current period.
Debt-Equity Ratio	Total Debt	Total shareholder's Equity	0.16	0.06	147%	The increase in this ratio an increase in debt. This suggests higher reliance on borrowed funds during the current period, though the ratio still remains within a comfortable range.
Debt Service Coverage Ratio	EBITDA	Interest+ Borrowing	0.43	2.93	-85%	The decline in DSCR is due to a lower EBITDA and an increase in debt servicing costs (interest + principal repayments). This indicates a reduced ability to service debt obligations from operational earnings.
Return On Equity	Net Income	Average Shareholder s Equity	0.03	0.16	-82%	The fall in ROE is attributed to a decline in net profit, while the average equity base may have remained stable or increased. This suggests lower profitability on shareholders' funds during the year.
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventories	NA	NA	NA	NA
Trade Receivable Turnover Ratio	Net Credit Sale	Average account Receivable	8.30	11.23	-26%	The decline indicates slower collection from customers or an increase in average trade receivables, pointing to less efficient credit management.
Trade Payable Turnover Ratio	Net Credit Purchase	Average account Payabe	13.44	7.59	77%	The rise in this ratio indicates faster payments to suppliers or a decrease in average trade payables, potentially due to improved liquidity or revised vendor payment terms.
Net Capital Turnover Ratio	Total Sale	Shareholder's Equity	2.60	2.37	10%	NA
Net Profit Ratio	Net Profit	Revenue	0.01	0.06	-83%	The significant drop is mainly due to reduced net profit margins, indicating higher operating costs, reduced income, or one-time expenses affecting profitability.
Return On Capital Employed	Earning Before Interest & Tax	Capital Employed	0.05	0.16	-71%	The decline is primarily due to lower EBIT and increased capital employed. This suggests less efficient use of capital in generating earnings.
Return on Investment	Income from Investment	Cost of Investment	0%	9%	-96%	Return on investment during the current period is decreased.





INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Business Segment wise Revenue results, Assets and Liabilities for the Quarter and Year Ended 31st March, 2025
(All figures are in lakhs except otherwise stated)

Notes forming part of the Standalone financial statements for the Year Ended 31st March, 2025

47. Information on Segment Reporting pursuant to Ind AS 108 - Operating Segments

Operating segments:

Dealing in essential items
Trading Division - Infrastructure

Identification of segments:

The chief operational decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss of the segment and is measured consistently with profit or loss in these financial statements. Operating segments have been identified on the basis of the nature of products.

Segment revenue and results

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of unallocable income).

Revenue by nature of products	**Quarter Ended**			**Year Ended**	**Year Ended**
Particulars	**31-Mar-25**	**31-Dec-24**	**31-Mar-24**	**31-Mar-25**	**31-Mar-24**
Dealing in Essential Items	9,630.86	12,110.55	-	40,492.49	-
Trading Division - Infrastructure	362.66	352.37	-	3,680.30	-
Total	**9,993.52**	**12,462.92**	-	**44,172.80**	-
2. Segment Results before tax and interest					
Particulars					
Dealing in Essential Items	234.57	304.08	-	1,047.08	-
Trading Division - Infrastructure	3.28	7.03	-	111.80	-
Sub Total	**237.84**	**311.11**	-	**1,158.87**	-
Less: Finance Cost	66.90	50.60	-	152.66	-
Add: Other Income	275.06	178.10	-	672.40	-
Less: Expenses	336.94	274.58	-	1,025.68	-
Profit before tax	**109.06**	**164.02**	-	**652.93**	-
Less: Tax expenses	87.87	55.43	-	238.38	-
Net profit for the year	**21.19**	**108.59**	-	**414.55**	-

Segment revenue, assets and liabilities results include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

Segment assets and liabilities

The assets and liabilities of the Company are used interchangeably amongst segments. Allocation of such assets and liabilities is not practicable and any forced allocation would not result in any meaningful segregation. Hence, assets and liabilities have not been identified to any of the reportable segments.

Major customers

For the quarter ended March 2025, revenue from three customers of the essential item segment represented approximately ₹ 1,217.23 Lakhs, ₹1,154.12 and ₹ 1,060.65 Lakhs of the total revenue.

For the quarter ended December 2024, revenue from three customers of the essential item segment represented approximately ₹ 1,977.92 Lakhs, ₹1,690.56 and ₹ 1,590.49 Lakhs of the total revenue.

For the Year ended March 2025, revenue from one customers of the essential item segment represented approximately ₹ 5,759.90 Lakhs of the total revenue

The comparative figures of segment results is not applicable because the company had single segment in the corresponding period/year

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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

48 Employee benefits

Post-employment benefits plans

(a) Defined contribution plans

Particulars	As at 31 March 2025	As at 31 March 2024
Employer's contribution to provident fund	-	-

a) Reconciliation of present value of defined benefit obligation

Particulars	As at 31 March 2025	As at 31 March 2024
At the beginning of year	3.42	-
Current services cost	1.94	-
Interest cost	0.25	-
Remeasurements of Actuarial (gain)/ loss	(3.22)	-
At the end of year	**2.39**	-

b) Reconciliation of fair value of plan assets

Particulars	As at 31 March 2025	As at 31 March 2024
At the beginning of year	-	-
Investment income	-	-
At the end of year	-	-

c) Expenses recognised in the statement of profit and loss

Particulars	As at 31 March 2025	As at 31 March 2024
Service cost	1.94	-
Interest cost	0.25	-
Total	**2.19**	-

d) Amount recognised in other comprehensive income

Particulars	As at 31 March 2025	As at 31 March 2024
Actuarial (gain)/ losses	(3.22)	-

e) Assumptions used to determine the benefit obligation are as follows

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate	6.90%	
Expected rate of increase in compensation levels	5.00%	
Retirement age (in years)	60	
Attrition rate based on age (per annum)		
upto 30 years	3%	
31-44 years	2%	
Above 44 years	1%	

f) Maturity profile of defined benefit obligation

The weighted average duration of the defined benefit obligation is 12 years (Previous year 13 Years). The expected maturity analysis of undiscounted gratuity is as follows:

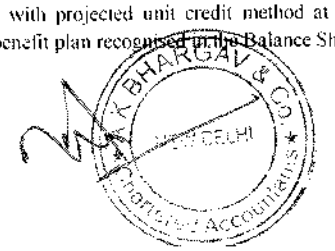
Expected cash flows over the next (valued on undiscounted basis)	As at 31 March 2025	As at 31 March 2024
1 year	0.01	-
2 to 5 years	0.27	-
6 to 10 years	0.86	-
More than 10 years	8.32	-

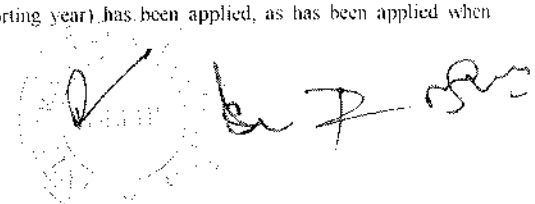
g) Sensitivity analysis

The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Decrease	Increase	Decrease	Increase
Discount rate (1% movement)	2.61	2.20		
Salary growth rate (1% movement)	2.20	2.62		
Attrition Rate (- / + 50% of attrition rates)	2.37	2.42		
Mortality Rate (- / + 10% of mortality rates)	2.39	2.40		

The sensitivity analyses are based on change in above assumption while holding all other assumptions constant. The changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with projected unit credit method at the end of the reporting year) has been applied, as has been applied when calculating the provision for defined benefit plan recognised in the Balance Sheet.





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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

49 Other Statutory Informations

a) Company holds immovable property in its name and the same has been disclosed in the financial statements

b) Company have investment property to revalue the property as is based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. As the property was acquired during the current financial year, no revaluation has been carried out as of the reporting date. Accordingly, the investment property is carried at cost in the financial statements.

c) Company doesn't have Property Plant and Equipment to revalue the same (including Right-of Use Assets),based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

d) The Company does not have any "Benami Property", where any proceeding has been initiated pending against the Company for holding any "Benami Property"

e) Company doesn't have intangible asset to revalue the same , based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

f) Company doesn't have any Capital-Work-in Progress

g) Company does not have any intangible assets under development

h) The Company has not advanced any loan or advances in the nature of loan to specified persons viz. Promoters, Directors, KMP, and Related Parties which are repayable on demand or where the agreement document not specifies any terms or period of repayment

(Amount in Lakhs)

S. No.	Name	Opening Balance	Given during the Year	Repaid During the Year	Closing Balance
1	Virindaa Advanced Material Limited	1,533.99	10,809.97	(12,343.96)	-

i) The Company has not been declared as a wilful defaulter by any lender who has the power to declare a Company as a wilful defaulter at any time during the financial year or after the end of the reporting period but before the date when the financial statements are approved.

j) The Company has utilized funds raised from the issue of securities or borrowings from banks & financial institutions for the specific purposes, for which they were issued/taken.

k) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding that the intermediary shall -

i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

ii) Provide any guarantees, securities or the like or on behalf of the ultimate beneficiaries

l) The Company has not received any funds from any person(s) or entity(ies), including foreign entity(ies) (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall

i) 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

ii) Provide any guarantees, securities or the like or on behalf of the ultimate beneficiaries

m) There are no transactions and/or balances outstanding with companies struck off under section 248 of the Companies Act 2013

n) The Company does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961

o) The Company has not traded or invested in cryptocurrency or virtual currency during the financial year.

p) The Company does not have any charges or satisfaction of charges which is yet to be registered with the registrar of companies (ROC) beyond the satisfactory period.

q) The Company has not any charges or satisfaction yet to be registered with ROC beyond the statutory period

r) Section 135 of Companies Act, 2013 relating to CSR Policy is applicable on the Company

s) Compliance with number of layers of companies is applicable and same has been taken into effect in consolidated financial statements

t) Compliance with approved Scheme(s) of Arrangements, if any: NA

u) The additional information pursuant to Schedule III to the Companies Act, 2013 are either nil or not applicable.

v) The company has borrowings from banks and accordingly company has submitted monthly stock statements with respective Financial Institutions. Details of security of current assets filed by the Company with banks & their difference is as per table annexed below:

Figure in Crores

Month	Name of the Bank	Particulars of Security Provided	Value as per Bank DP	Value as per Books	Difference	Remarks
April	State Bank of India	Inventories, trade receivables upto 90 days, advance to suppliers upto 90 days, net of trade payables and advances from customers	-	-	-	No material discrepancies, considering volume & size of DP. The reason for the discrepancy is mainly due to re-grouping of debtors or creditors
May			-	-	-	
June			-	-	-	
July			-	-	-	
August			-	-	-	
September			-	-	-	
October			23.21	24.06	(0.86)	
November			22.77	23.78	(1.01)	
December			25.72	25.24	0.48	
January			22.23	22.02	0.20	
February			22.68	25.18	(2.50)	
March			22.49	22.35	0.14	

Note: The company has availed drawing power against working capital limits sanctioned from State Bank of India. Further no material discrepancies have been reported while submitting monthly drawing power statements to the bank. The company has not availed any excess DP during the year as the sanctioned limit is lower than company's DP eligibility as per stock statement submitted to bank and as per books of accounts for every month or quarter so the above discrepancies is not material or is irrelevant

Notes forming integral part of the Ind AS Financial Statements: 1 to 49

For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVO5287

Date: 27 May 2025
Place: Delhi

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of **INTEGRA ESSENTIA LIMITED**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of **INTEGRA ESSENTIA LIMITED** (hereinafter referred to as "Holding Company"), its Subsidiary/associates/ joint ventures (the Parent and its Subsidiary/associates/ joint ventures together referred to as 'the Group'), which comprise the consolidated balance sheet as at 31st March, 2025, the consolidated statement of Profit and Loss(Including Other Comprehensive Income), consolidated statement of changes in equity, and the consolidated statement of cash flows for the period then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information.

Subject to the possible impact due to matters reported in other matters para, in our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, its profit and total comprehensive Profit, changes in equity and its cash flows for the period 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 Consolidated Financial Statements* section of our report. We are independent of the Group 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 Consolidated 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. Except for the documents/information related to matters mentioned in other matters para, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors' report thereon

The Holding 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, Business Responsibility Report but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated 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 Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

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inconsistent with the Consolidated 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 Consolidated Financial Statements

The Holding 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 Consolidated financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The respective Board of Directors of the companies included in the group and its associates are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 Consolidated 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 Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- 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 Group'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 Consolidated 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 Group to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial Statements of such entity included in the Consolidated Financial Statements of which we are the independent auditors, for the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated 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 Ind AS financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the

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adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

i. The accompanying consolidated Statement includes the unaudited standalone financial information, in respect of M/s Brewtus Beverages Pvt Ltd, whose unaudited financial information reflects Parent company's share of profit after tax of Rs. (5.94) Lakhs for the year ended 31st March 2025 and total comprehensive income of Rs. NIL for the year ended 31st March 2025, as considered in the consolidated audited financial results. This financial information have been not audited by their auditor and have been approved and furnished to us by the management and our conclusion on the Statement·, in so far as it relates to the amounts and disclosures included in respect of these Subsidiaries/associates/ joint ventures, is based solely on such unaudited financial information.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of other auditors on separate financial statements and other financial information of associate, as noted in the 'other matter' paragraph, we report to the extent applicable, that:
2. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and reports of the auditor.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income , statement of changes in equity and the consolidated statement of Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

e) On the basis of the written representations received from the directors of the Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies 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 Consolidated financial statements of the Group Companies and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, , in our opinion and to the best of our information and according to the explanations given to us and based upon

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h)

the reports of other auditors on separate financial statements as also the other financial information of the associate, as noted in the 'Other matter' paragraph:

i. The Consolidated Financial Statement has disclosed the impact of pending litigations as at 31st March 2025 on its financial position in its consolidated financial statements - refer note no. 40 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group Companies.

iv.

(a) The respective Management of group companies has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group Companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Management of group companies has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Group Companies from any person or entity, including foreign entity ("Funding Parties"),with the understanding, whether recorded in writing or otherwise, that the Group Companies shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (b) above, contain any material misstatement.

i) No dividend declared by the company declared or paid by the Company during the year.

j) Based on our examination which included test checks, the Company, has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility for all relevant transactions recorded in the software.

A K BHARGAV & CO. NEW DELHI Chartered Accountants

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir), New Delhi-110031
Email Id – caarunbhargav17@gmail.com
Akbhargav.co@gmail.com
M- 8860300686

3. With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

   In our opinion and according to the information and explanations given to us and based on the consideration of reports of other statutory auditors of subsidiary company and associate company, the remuneration paid by the Group Companies to its directors during the current year is in accordance with the provisions of section 197 read with Schedule V to the Act.

4. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us and based on the CARO reports of the Company and its associates (to the extent applicable), there are no qualifications or adverse remarks in those CARO reports.

   We have not issued CARO reports on the financial statements of the associates included in the consolidated financial statements, as those have not been audited by us or by other auditors and are unaudited.

For A K BHARGAV & CO
Chartered Accountants
FRN: 034063N

A K BHARGAV & CO. NEW DELHI Chartered Accountants

(CA ARUN KUMAR BHARGAV)
PROPRIETOR
M. No.:548396
UDIN: 25548396BMJAVP9146

Place: New Delhi
Date: 27.05.2025

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir), New Delhi-110031
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Annexure "A" to the Independent Auditors Report on the Consolidated Financial Statements of **INTEGRA ESSENTIA LIMITED**

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCILA STATEMENTS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls with reference to consolidated financial statements of INTEGRA ESSENTIA LIMITED ("hereinafter referred to as Holding Company") as of March 31, 2025 in conjunction with our audit of the Consolidated Financial Statements of the Holding Company and such companies incorporated in India under the companies Act, 2013 which are its associates company, as at and for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management is responsible for establishing and maintaining internal financial controls based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 internal financial controls with reference to consolidated financial statements based on my/our audit conducted in accordance with the Guidance Note and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, 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 with reference to consolidated financial statements were 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

A K BHARGAV & Co. NEW DELHI Chartered Accountants

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MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

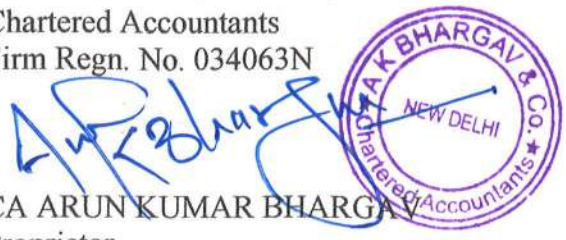
INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For A K BHARGAV & CO
Chartered Accountants
Firm Regn. No. 034063N



CA ARUN KUMAR BHARGAV
Proprietor
Membership No.: 548396
UDIN: 25548396BMJAVP9146

Place: New Delhi
Date : 27.05.2025

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir), New Delhi-110031
Email Id – caarunbhargav17@gmail.com
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INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Consolidated Balance Sheet as at 31 March 2025
(All figures are in lakhs except otherwise stated)

Particulars	Note no	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	3	3,458.76	3,779.16
b)Investment Property	3	1,816.27	-
c) Financial Assets			
(i) Investments	4	2,894.08	3,583.51
(ii) Loans	5	3,495.39	6,932.08
(iii) Other	6	0.97	0.87
d) Deferred Tax Asset(Net)	7	-	-
e) Other non current assets	8	10.69	0.11
		11,676.17	**14,295.72**
Current Assets			
a) Financial Assets			
(i) Trade Receivables	9	6,742.28	3,903.73
(ii) Cash and Cash Equivalents	10	11.23	195.59
(iii) Loans	11	484.98	-
(iv) Other	12	5.60	5.60
b) Other Current Assets	13	3,175.47	1,765.33
		10,419.57	**5,870.25**
Total Assets		**22,095.74**	**20,165.97**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	14	10,676.91	9,140.66
b) Other Equity	15	6,288.77	2,571.16
		16,965.67	**11,711.82**
LIABILITIES			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	16	433.58	724.56
b) Provisions	17	2.39	3.42
c) Deferred tax liabilities (net)	18	80.51	25.19
d) Other non Current Liabilities	19	13.57	-
		530.04	**753.16**
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	20	2,207.58	13.10
(ii) Trade Payables			
total outstanding dues of Micro & Small Enterprises	21	41.92	1,277.82
total outstanding dues of creditors other than Micro & Small Enterprises	21	1,689.97	3,390.53
(iii)Other financial liabilities	22	323.21	248.07
b) Other Current Liabilities	23	183.91	2,429.58
c) Provisions	17	0.01	0.00
d) Current Tax Liabilities (Net)	24	153.43	341.87
		4,600.02	**7,700.98**
Total Equity and Liabilities		**22,095.74**	**20,165.97**

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVP9146
Place: Delhi
Date: 27 May 2025

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Consolidated Profit & loss account for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

Particulars	Note no	For the year 2024-25	For the year 2023-24
Revenue from Operations	25	44,172.80	27,726.66
Other Income	26	647.70	1,835.73
Total Income		**44,820.49**	**29,562.38**
EXPENSES			
Purchases of Stock-in-Trade	27	43,013.92	26,845.24
Employee Benefits Expense	28	80.71	78.37
Finance Costs	29	152.66	56.29
Depreciation and Amortisation Expense	30	385.35	371.62
Other Expenses	31	559.62	314.36
Total Expenses		**44,192.26**	**27,665.88**
Profit/ (Loss) Before Tax		**628.23**	**1,896.51**
Share in Profit (Loss) in Associate Entity accounted for Using Equity Method		**(5.94)**	**14.28**
Tax Expense:			
Current Tax		154.50	341.87
Deferred Tax		55.32	25.45
Tax related to previous year		28.56	-
Profit after tax		**383.91**	**1,543.46**
Other Comprehensive Income			
Items that will be not reclassified to profit and loss account (net of tax)		3.22	-
Items that will be reclassified to profit and loss account (net of tax)		(0.81)	-
Total Comprehensive Income		**386.32**	**1,543.46**
Earnings per Equity Share of ₹ 1 each			
Basic	32	**0.04**	**0.28**
Diluted	32	**0.04**	**0.28**

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVP9146

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Consolidated Cash Flow Statement for the year ended March 2025
(All figures are in lakhs except otherwise stated)

Particulars	For the year 2024-25	For the year 2023-24
Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax	622.29	1,910.79
Adjustment for :		
Depreciation & Amortisation Expense	385.35	371.62
Interest Income	(422.16)	(567.61)
Interest Expense	152.66	56.29
Rental Income	(159.60)	(90.00)
Adjustment of IndAS	-	22.74
Operating Profit before working Capital Changes :	**578.54**	**1,703.84**
Movements in Working Capital :		
(Increase)/decrease in Other current Assets	(1,420.68)	(1,561.71)
(Increase)/decrease in Other Non Current Assets	(0.10)	37.13
(Increase)/decrease in Trade Receivables	(2,838.56)	(2,868.94)
Increase/(decrease) in Other current Liabilities	(2,157.99)	(561.60)
Increase/(decrease) in Trade payables	(2,936.46)	2,260.09
Cash generated from Operations :	**(8,775.24)**	**(991.19)**
Direct Taxes Paid	(368.41)	(57.30)
Net Cash flow from/(used in) Operating Activities	**(9,143.65)**	**(1,048.49)**
Cash Flow from Investing Activities		
Purchase of property, plant and equipment including CWIP	(1,881.16)	(147.05)
Proceeds from sale of property, plant and equipment	-	-
(Increase)/decrease in Loans & Advances	-	1,329.82
Movement in Investments	689.43	(1,585.63)
Rental Income	159.60	90.00
Movement in Loans	2,951.70	-
Movement Bank Deposit not considered as cash & cash equivalent	-	-
Interest Received	422.16	567.61
Net Cash flow from/(used in) Investing Activities	**2,341.73**	**254.74**
Cash Flow from Financing Activities		
Proceeds from issue of Share Capital including Securities Premium	4,866.72	-
Proceeds from/ (repayment of) Borrowings	1,903.49	(2,109.84)
Money received against Right Issue	-	-
Right issue expenses	-	(90.25)
Redemption of debenture	-	2,695.00
Interest Paid	(152.66)	(56.29)
Net Cash flow from/(used) in Financing Activities	**6,617.56**	**438.62**
Net Increase/Decrease in Cash & Cash Equivalents	(184.37)	(355.13)
Cash & Cash equivalents at the beginning of the year	195.59	550.72
Cash & Cash equivalents at the end of the year	**11.23**	**195.59**
Components of Cash and Cash Equivalents	**11.23**	**195.59**

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVP9146

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Consolidated Statement of Changes in Equity as at 31 March 2025
(All figures are in lakhs except otherwise stated)

(A) Equity Share Capital

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	9,140.66	4,570.33
Change in equity during the year	1,536.25	4,570.33
Closing balance	10,676.91	9,140.66

(B) Other Equity

As at 31 March 2025

Particulars	Reserves and Surplus				Total
	Securities Premium	General reserve	Capital reserve	Retained Earnings	
Balance at the beginning of the current reporting period	1,672.32	151.25	2,695.00	(1,947.40)	2,571.17
Profit / Loss/ Adjsutment made during the year	3,330.48	3.22	-	383.91	3,717.60
Discounting for Financial Asset	-	-	-	-	-
Balance at the end of the current reporting period	5,002.79	154.47	2,695.00	(1,563.49)	6,288.77

As at 31 March 2024

Particulars	Reserves and Surplus				Total
	Securities Premium	General reserve	Capital reserve	Retained Earnings	
Balance at the beginning of the current reporting period	6,332.90	151.25	-	(3,513.60)	2,970.54
Profit / Loss/ Adjsutment made during the year	(4,660.58)	-	2,695.00	1,543.46	(422.12)
Discounting for Financial Asset	-	-	-	22.74	22.74
Balance at the end of the current reporting period	1,672.32	151.25	2,695.00	(1,947.40)	2,571.16

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

A K BHARGAV & CO. NEW DELHI Chartered Accountants

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVP9146

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director Cum CEO
DIN: 00057003

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

Note 1: Company Overview

Integra Essentia Limited ("the Company") is a public limited company, incorporated and domiciled in India which mainly deals in trading of essential items like Cashew, Rice etc. The registered office of the Company is located at 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The Consolidated financial statements for the year ended 31 March 2025 were approved by the Board of Directors and authorised for issue on 27 May 2025.

Company Name	Relationship	Stake
Brewtus Beverages Private Limited	Associate	29.75%

Note 2: Significant Accounting Policies

(a) Basis of Preparation of Financial Statements

(i) Statement of Compliance with Indian Accounting Standards (Ind AS)

These financial statements comply, in all material respects, with Ind AS notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

a) Certain financial assets and liabilities that are measured at fair value

b) Derivative financial instruments

(iii) Functional and Presentation Currency

These financial statements are presented in Indian Rupees, which is also the functional currency of the Company.

(iv) Current and Non-current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle (Twelve months) and other criteria set out in Schedule III to the Act.

(b) Property, Plant and Equipment (PPE) and Depreciation

All items of PPE are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non- refundable taxes and duties, directly attributable costs of bringing the asset to its present location and condition and initial estimate of costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the carrying amount of PPE or recognised as a separate PPE, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Machinery spares and servicing equipment are recognised as PPE when they meet the definition of PPE. Otherwise, such items are classified as inventory.

Capital work- in- progress includes cost of PPE under installation / under development as at the Balance Sheet date.

The Company depreciates its PPE over the useful life in the manner prescribed under Part C of Schedule II to the Act. Depreciation commences when the assets are ready for their intended use and is computed on pro-rata basis from the date of installation/ acquisition till the date of sale/ disposal. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for machinery spares wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act.

Assets	Useful Life
Plant & Machinery	5 years & 15 years
Furniture and Fixtures	10 years
Office Equipments	3 years
Vehicle	8 years
Land & Building	60 years
Computer	3 years

Lease hold PPE are amortised over the period of lease or useful life, whichever is lower. Leasehold land (under Finance Lease) is amortised over the period of lease.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount.

These are included in the Statement of Profit and Loss.

(c) Intangible Assets and Amortisation

Intangible assets that are acquired by the Company, which have finite useful lives are measured at cost less amortisation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non-refundable taxes and duties, directly attributable costs of bringing the asset to its present location and condition.

Intangible assets are amortised on straight line basis over the estimated useful life.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount.

These are included in the Statement of Profit and Loss

(d) Leases

At inception of a contract, company shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Where the Company is Lessee

At the Inception, lessee shall recognise and measure Right-of-use asset and lease liability at cost. Right to use assets shall comprise initial measurement of lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Lease liability is the present value of the lease payments that are not paid. These lease payments shall be discounted using the interest rate implicit in the lease (if readily determined) otherwise should be discounted at lessee's incremental borrowing rate.

If the lease contract transfers ownership of the underlying asset, at the end of the lease term or if, the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, then depreciate the right-of-use asset over the useful life of the underlying asset. Otherwise, depreciate the right-of-use asset till the end of the useful life of the right-of-use asset or the end of the lease term, whichever is earlier.

The lease term as the non-cancellable period of a lease, together with both: (a) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and (b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

Subsequently, lessee shall measure the right-of-use asset applying a cost model.

Where the Company is Lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease

(e) Borrowing Cost

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. Other borrowing costs are expensed in the period in which they are incurred

(f) Financial instruments

(i) *Financial Assets*

Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset

Subsequent Measurement

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, as per Ind AS 109.

a. Subsequent Measurement - Equity Instruments

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

Investment in equity instruments of subsidiaries, joint ventures and associates are measured at cost.

b. Subsequent Measurement - Debt Instruments

A financial asset being debt instrument that meets the following 2 conditions is measured at amortised cost (net off any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business Model Test: the objective of the Company's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

A.K. BHARGAV & Co. Chartered Accountants

Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

Business Model Test: the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets.

Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different basis.

All other debt instruments are measured at fair value through profit or loss.

Derecognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset. to another entity.

Impairment of Financial Assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and FVTOCI

For financial assets other than trade receivables, whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, considering historical trend, industry practices and the business environment in which the Company operates or any other appropriate basis.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

(iii) *Equity and Financial Liabilities*

Debt and equity instruments issued by an entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

a Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

b. Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are initially recognised at fair value plus any transaction costs that are attributable to the acquisition of the financial liabilities, except for the financial liabilities at FVTPL which are initially measured at fair value.

Subsequent Measurement

The financial liabilities are classified for subsequent measurement either at amortised cost or at fair value through Profit and Loss (FVTPL).

Amortised cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount.

Derecognition of Financial Liabilities

A financial liability is removed from the Balance Sheet when the obligation is discharged, or is cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of Financial Instruments

Financials assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

(g) Fair Value Measurement

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

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

- Level 1 — Quoted prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 — Inputs for the asset or liability that are not based on observable market data.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost formula used for determination of cost is 'Weighted Average Cost'.

Machinery spares, stand-by equipment and servicing equipment are recognised as inventory when the useful life is less than one year and the same are charged to the Statement of Profit and Loss as and when issued for consumption.

(i) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The Company's liability for current tax is calculated using the Indian tax rates and laws that have been enacted by the reporting date. The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and provisions where appropriate.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(j) Provisions and Contingencies Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Contingent assets are not recognised in the financial statements. If the inflow of economic benefits is probable, then it is disclosed in the financial statements.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each Balance Sheet date.

(k) Employee Benefits

(i) Short-term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Post-employment Obligations

The Company operates the following post-employment schemes:

(a) Defined benefit plan (Gratuity), and

(b) Defined contribution plans such as, provident fund.

Defined Benefit Plan

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually on the basis of actuarial valuation using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefits expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

Defined Contribution Plans

Defined Contribution Plans such as provident fund are charged to the Statement of Profit and Loss

as an expense, when an employee renders the related services.

(iii) Other Long-term Employee Benefits

The liabilities for compensated absences that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have any unconditional right to defer settlement for at least 12 months after the end of the reporting period, regardless of when the actual settlement is expected to occur.

(l) Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows as well as the Balance Sheet, cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(m) Earnings per Share (EPS)

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net off any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

(n) Dividend Distribution to Equity Shareholders

Dividend distributed to Equity shareholders is recognised as distribution to owners of capital in the Statement of Changes in Equity, in the period in which it is paid. Dividend proposed by the Board of Directors, subject to the approval of shareholders, is disclosed in the notes to financial statements.

(o) Foreign Currency Transactions

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss

(p) Revenue Recognition

- 'Revenue from contracts with customers'. Revenue from contracts with customers is recognized on transfer of control of promised goods or services to the customer at amount that reflects the consideration to which the company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of products is satisfied at a point in time when material is shipped / delivered to the customer as may be specified in the contract.

A.K. BHARUKA & CO. NEW DELHI Chartered Accountants

Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable effective interest rate.

Dividend Income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

Income from Services

Income from services is recognised (net of taxes as applicable) as they are rendered, based on agreement/ arrangement with the concerned customers.

(q) Significant Accounting Estimates, Judgements and Assumptions:

The preparation of the Company's financial statements in conformity with Ind AS requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

In the process of applying the Company's accounting policies, Management has made the following judgements which have significant effect on the amounts recognised in the financial statements:

i. **Useful Lives of Property, Plant and Equipment:** Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalised. Useful life of tangible assets is based on the life specified in Schedule II of the Act and also as per Management estimate for certain category of assets. Assumption also needs to be made, when the Company assesses, whether as asset may be capitalised and which components of the cost of the assets may be capitalised.

ii **Fair Value Measurement of Financial Instruments:** When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of various inputs including liquidity risk, credit risk, volatility etc. Changes in assumptions/ judgements about these factors could affect the reported fair value of financial instruments.

iii **Measurement of Defined Benefit Plan:** The cost of the defined benefit gratuity plan and other post- employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

iv **Impairment of Financial Assets:** Trade receivables are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when Management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

v **Impairment of Non-financial Assets:** The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

vi **Contingencies:** Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against the Company as it is not possible to predict the outcome of pending matters with accuracy.

M) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- Has a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Defered Income Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Minimum Alternate Tax ("MAT") under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

Deferred tax assets and liabilities are offset only if:

Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority

N) Earnings per Share (EPS)

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

O) Cash and Cash Equivalents

Cash and Cash equivalents comprises cash and calls on deposit with banks and corporations. The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalent.

P) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

R) Provisions and Contingencies

Provisions are recognized when the Company has a present obligation as a result of a past event, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end.

Contingent liabilities are not provided for and are disclosed by way of notes to accounts, where there is an obligation that may, but probably will not, require outflow of resources.

Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

2A) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notifies and amendments to the existing standards. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements

2B) Reference to the cited provisions of section 135 of the Companies Act, 2013, CSR activities are applicable on the company.

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INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

Note 3 : Property, plant and equipment

Particulars	Computer	Furniture & Fixtures	Air Conditioner	Printer	Mobile Phone	Tally Prime Silver	Land & building	Plant & Machinery	Vehicle	Total
Gross Block										
As at 1 April 2023	0.87	1.74	2.20	0.17	1.17	0.15	3,000.00	1,000.00	-	**4,006.30**
Additions during the year	0.54	0.15	-	0.69	2.48	-	-	-	143.20	**147.05**
Deletions during the year	-	-	-	-	-	-	-	-	-	**-**
As at 31 March 2024	1.41	1.89	2.20	0.86	3.65	0.15	3,000.00	1,000.00	143.20	**4,153.35**
Additions during the year	1.40	-	-	0.16	0.39	-	-	-	-	**1.95**
Deletions during the year	-	-	-	-	-	-	-	-	-	**-**
As at 31 March 2025	**2.81**	**1.89**	**2.20**	**1.02**	**4.03**	**0.15**	**3,000.00**	**1,000.00**	**143.20**	**4,155.29**
Depreciation										
As at 1 April 2023	0.54	0.36	0.85	0.08	0.68	0.09	-	-	-	**2.60**
Additions during the year	0.48	0.36	0.61	0.44	0.75	0.03	146.51	181.53	40.88	**371.59**
Deletions during the year	-	-	-	-	-	-	-	-	-	**-**
As at 31 March 2024	1.02	0.73	1.46	0.51	1.42	0.12	146.51	181.53	40.88	**374.19**
Additions during the year	0.66	0.30	0.33	0.30	1.63	0.02	138.97	148.17	31.96	**322.34**
Deletions during the year	-	-	-	-	-		-	-		**-**
As at 31 March 2025	1.68	1.03	1.79	0.81	3.06	0.14	285.48	329.70	72.84	**696.53**
Net Block										
As at 31 March 2025	**1.13**	**0.86**	**0.40**	**0.21**	**0.98**	**0.01**	**2,714.52**	**670.30**	**70.36**	**3,458.76**
As at 31 March 2024	**0.39**	**1.16**	**0.73**	**0.35**	**2.22**	**0.03**	**2,853.49**	**818.47**	**102.32**	**3,779.16**

Investment property

Particulars	Buildings
Cost or valuation	
At 31 March 2024	-
Additions	1,879.21
Deletions	-
At 31 March 2025	**1,879.21**
Depreciation	
At 31 March 2024	-
Charge for the year	62.94
Depreciation held on disposals / assets held for sale	-
At 31 March 2024	**62.94**
Net book value	
As at 31 March 2025	**1,816.27**
As at 31 March 2024	-

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4 Investments

Particulars	As at 31 March 2025	As at 31 March 2024
Investments in equity instruments		
-Associates	64.83	70.77
Investments in partnership firm	-	135.22
Other investments	2,829.25	3,377.52
Total	**2,894.08**	**3,583.51**

a) The company has dipsose off Investment in M/s R.K Industries during the FY 2024-2025.
b) The Company has increased its stake in its associate, Brewtus Beverages Private Limited, to 29.75%. In accordance with the applicable accounting standards, the Company accounts for its share of profit in the associate using the equity method. This share of profit has been appropriately recognized and disclosed in the Consolidated Financial Statements of Integra Essentia Ltd.
c) The Company has invested in 75 units of Nakshatra Special Situation Fund of face value ₹ 10,00,000/- amounting to ₹ 750.00 Lakhs (Previous year Nil).
d) The company has invested in 2,73,000 CCPS of Brij Gopal Construction Company Private Limited of face value ₹ 10/- amounting to ₹ 1979.25 Lakhs (Previous year ₹ 1979.25 Lakhs.)
e) ₹ 100 Lakhs (Previous year ₹ 100 Lakhs) were invested in MSR Apparels Ltd for Joint Development and Construction of Project at Land Situated at village Ujwa admeasuring about 2.4 acres

5 Loans

Particulars	As at 31 March 2025	As at 31 March 2024
Loans Receivables considered good - Unsecured		
Other loans	3,495.39	6,932.08
Total	**3,495.39**	**6,932.08**

- The company has provided loans amounting to ₹ 3201.35 Lakhs (Previous year ₹ 43.70 Lakhs) carrying interest rate of 9% pa repayable on demand for business purpose. The above amount includes interest receivable
- The company has provided loans amounting to ₹ 294.04 Lakhs (Previous year ₹ 272.88 Lakhs) carrying interest rate of 10% pa repayable on demand for business purpose. The above amount includes interest receivable
- Company has received back Rs. 6.615 Lakhs during the year.

6 Other non current financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
Security Deposits	0.97	0.82
Total	**0.97**	**0.82**

Security deposit of office premises and Godown which Company has taken on lease.

7 Deffered tax assets

Particulars	As at 31 March 2025	As at 31 March 2024
Deffered tax	-	-
Total	**-**	**-**

Reconciliation of deferred tax assets/(liabilities)

Deffered tax assets	As at 31 March 2025	As at 31 March 2024
Opening balance	(25.19)	0.27
Tax credit during the year recognised in Statement of profit and loss	55.32	25.45
Closing balance	**(80.51)**	**(25.19)**

8 Other non current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Prepaid assets	0.04	0.11
Security Deposits	10.65	-
Total	**10.69**	**0.11**

9 Trade Receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables – Considered Good Secured	-	
Trade receivables – Considered Good Unsecured	6,742.28	3,903.73
Trade receivables which have significant increase in credit risk		-
Trade Receivables – Credit impaired		-
Total	**6,742.28**	**3,903.73**

Ageing schedule for the year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment					
	<6 Months	6 Months - 1 Year	1-2 Year	2-3 Year	> 3 Year	Total
i) Undisputed Trade Receivables-Considered Good	5,686.05	689.01	164.35	182.38	20.50	6,742.28
ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-
v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-
Total	**5,686.05**	**689.01**	**164.35**	**182.38**	**20.50**	**6,742.28**

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Ageing schedule for the year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment					
	<6 Months	6 Months - 1 Year	1-2 Year	2-3 Year	> 3 Year	Total
i) Undisputed Trade Receivables-Considered Good	3,628.12	72.73	182.38	20.50	-	3,903.73
ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-
v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-
Total	**3,628.12**	**72.73**	**182.38**	**20.50**	**-**	**3,903.73**

10 Cash & Cash Equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	1.90	1.16
Balances with banks	9.33	194.43
Total	**11.23**	**195.59**

11 Loans

Particulars	As at 31 March 2025	As at 31 March 2024
Loans Receivables considered good – Unsecured		
Other loans - Current	484.98	-
Total	**484.98**	**-**

- The company has provided loans amounting to ₹ 200.00 Lakhs (Previous year ₹ NIL Lakhs) carrying interest rate of 9% pa repayable on demand for business purpose. The above amount includes interest receivable
- The company has provided loans amounting to ₹ 250.00 Lakhs (Previous year ₹ Nil Lakhs) carrying interest rate of 10% pa repayable on demand for business purpose. The above amount includes interest receivable

12 Other current financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
Interest accrued on fixed deposit	5.35	5.35
Security deposit	0.25	0.25
Total	**5.60**	**5.60**

13 Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Balance with Government Authorities	272.94	308.18
Advances to Supplier		
Other than related party	2,894.41	42.58
Advance to staff	2.00	15.00
Prepaid asset	6.12	0.07
Capital advances	-	1,399.50
Total	**3,175.47**	**1,765.33**

Capital advances comprises of Nil (Previous year ₹ 1,399.50 Lakhs) as advance against purchase of the property by the company now purchased

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14 Equity Share Capital

Particulars	As at 31 March 2025	As at 31 March 2024
Authorized share capital		
1,25,00,00,000 equity shares of ₹1 each	12,500.00	12,500.00
Issued, Subscribed and Paid up		
1,06,76,90,544 fully paid equity shares of ₹ 1 each (Previous year 91,40,66,006 fully paid equity shares of ₹ 1 each)	10,676.91	9,140.66
	10,676.91	**9,140.66**

Reconciliation of number of equity share outstanding as at the beginning and at the end of year

Particulars	As at 31 March 2025		As at 31 March 2024	
	No of shares	Amount	No of shares	Amount
Shares outstanding at the beginning of the year	91,40,66,006	9,140.66	45,70,33,003	4,570.33
Add: Shares issued during the year	15,36,24,538	1,536.25	45,70,33,003	4,570.33
Shares outstanding at the end of the year	**1,06,76,90,544**	**10,676.91**	**91,40,66,006**	**9,140.66**

During the financial year ended March 31, 2025, the Company undertook a Rights Issue, pursuant to which 15,36,24,538 fully paid-up equity shares of face value ₹1/- each were allotted at a total price of ₹3.25 per share (including a premium of ₹2.25 per share) to eligible shareholders on a rights basis. The proceeds raised from the issue have been utilised in accordance with the objectives stated in the Rights Issue offer document.

Terms / rights to Equity Shares
The Company has only one class of shares referred as equity shares having a par value of 1/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts , in proportion to their shareholding.

The details of shareholders holding more than 5% shares as at 31 March 2025 and 31 March 2024 are set out below:

Class of Shares / Name of the Shareholder	As at 31 March 2025		As at 31 March 2024	
Equity shares	No. of shares	% held	No. of shares	% held
Vishesh Gupta	17,05,78,271	15.98%	19,02,45,692	20.81%

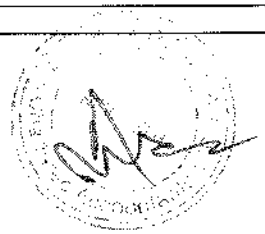
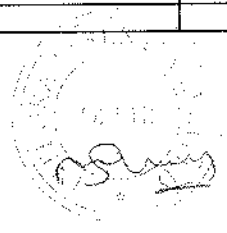
Details of shares held by promoters :

Name of promoter	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% of total shares	No. of shares	% of total shares
Vishesh Gupta	17,05,78,271	15.98%	19,02,45,692	20.81%
Total	**17,05,78,271**	**15.98%**	**19,02,45,692**	**20.81%**

Rights, Preferences and Restrictions
The Authorised Share Capital of the Company consists of Equity Shares having nominal value of ₹ 1/- each. The rights and privileges to equity shareholders are general in nature and allowed under Companies Act, 2013.
The equity shareholders shall have:
(1) a right to vote in shareholders' meeting. On a show of hands, every member present in person shall have one vote and on a poll, the voting rights shall be in proportion to his share of the paid up capital of the Company;
(2) a right to receive dividend in proportion to the amount of capital paid up on the shares held.
The shareholders are not entitled to exercise any voting right either in person or through proxy at any meeting of the Company if calls or other sums payable have not been paid on due date.
In the event of winding up of the Company, the distribution of available assets/losses to the equity shareholders shall be in proportion to the paid up capital.

During the financial year ended March 31, 2025, the Company undertook a Rights Issue, pursuant to which 15,36,24,538 fully paid-up equity shares of face value ₹1/- each were allotted at a total price of ₹3.25 per share (including a premium of ₹2.25 per share) to eligible shareholders on a rights basis. The proceeds raised from the issue have been utilised in accordance with the objectives stated in the Rights Issue offer document.
The utilisation of funds from the Rights Issue, as on March 31, 2025, is outlined below:

Objects of right issue	Amounts	Objects fulfilled	Balance
Meeting working capital requirements	3,660.00	3,660.00	-
General corporate purposes	1,217.80	1,217.80	-
Issue related expenses	115.00	115.00	-
Total	**4,992.80**	**4,992.80**	-

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15 Other Equity

Particulars	As at 31 March 2025	As at 31 March 2024
General Reserve		
Opening Balance	151.25	151.25
Additions during the year	3.22	-
Closing Balance	**154.47**	**151.25**
Profit & Loss Account		
Opening balance	(1,947.40)	(3,513.60)
Profit /(Loss) for theyear	383.91	1,543.46
Discounting for Financial Asset	-	22.74
Closing Balance	**(1,563.49)**	**(1,947.40)**
Security Premium		
Opening balance	**1,672.32**	**6,332.90**
Adjusiments made during the year	3,330.48	(4,660.58)
Closing Balance	**5,002.79**	**1,672.32**
Capital Reserve		
Opening balance	**2,695.00**	-
Adjustments made during the year	-	2,695.00
Closing Balance	**2,695.00**	**2,695.00**
Total Other Equity	**6,288.77**	2,571.16

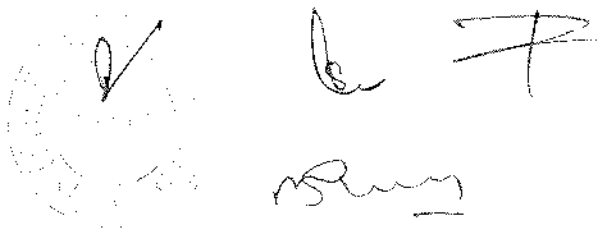
Nature and Purpose of Reserve

a) **General Reserve**- General Reserve has been created on account of the Scheme of Amalgamation.

b) **Profit and loss account**- Profit and loss account are the losses which company incurred till date

c) **Security Premium**- Security Premium is the amount received over and above the Face Value of the Shares Issued reduced by Right Issue Expenses

d) **Capital reserve**- Capital reserve has been created on account of debentures.



16 Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Term Loans		
From banks	68.16	78.74
Other loans		
Preference share capital		
1,00,000 (Previous year 1,00,000) 5% Redeemable cumulative Non convertible preference shares of ₹1 each	1.00	1.00
1,50,000 (Previous year 1,50,000) 9% Redeemable cumulative Non convertible preference shares of ₹1 each	1.50	1.50
Other	362.91	643.32
Total	**433.58**	**724.56**

a) Term loan of ₹ 100 Lakhs was taken from ICICI bank against the hypothecation of Vehicle. The loan is repayable in 84 monthly instalments commencing from June 2023 and carries interest rate of 9% p.a. Balance tenure as on the Balance Sheet date is 62 months.

b) Details of Preference share capital	As at 31 March 2025	As at 31 March 2024
5,00,000 (Previous year 5,00,000) Redeemable Cumulative Non Convertible Preference Shares of ₹1 each	5.00	5.00
Issued, subscribed and Paid-up:		
1,00,000 (Previous year 1,00,000) 5% Redeemable cumulative Non convertible preference shares of ₹1 each	1.00	1.00
1,50,000 (Previous year 1,50,000) 9% Redeemable cumulative Non convertible preference shares of ₹1 each	1.50	1.50
	2.50	**2.50**

Reconciliation of number of preferance share outstanding as at the beginning and at the end of year

Particulars	As at 31 March 2025		As at 31 March 2024	
	No of shares	Amount	No of shares	Amount
Preferance share carrying rate of 5%				
Shares outstanding at the beginning of the year	1,00,000	1.00	1,00,000	1.00
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,00,000**	**1.00**	**1,00,000**	**1.00**
Preferance share carrying rate of 9%				
Shares outstanding at the beginning of the year	1,50,000	1.50	1,50,000	1.50
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,50,000**	**1.50**	**1,50,000**	**1.50**

Shareholders holding more than 5% Preference shares of the Company:

Name of promoter	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% of total shares	No. of shares	% of total shares
Vishesh Gupta	2,50,000	100%	2,50,000	100%
Total	**2,50,000**	**100%**	**2,50,000**	**100%**

Terms / rights attached to Preference Shares

a) 5% Redeemable Cumulative Non- Convertible Preference Shares of ₹1/- each, Redeemable at anytime before the expiry of 20 years from the date of allotment (i.e. 16 August 2012) of the said preference shares at the option of the Company. The holders of the said Preference Shares shall not have any right to vote in any manner before the Company at any meeting except on resolutions placed before the Company at any meeting which directly affects their rights

b) 9% Redeemable Cumulative Non- Convertible Preference Shares of ₹1/- each, Redeemable at anytime between 16 February 2017 to 15 August 2022 at the option of the Company. The holders of the said Preference Shares shall not have any right to vote in any manner before the Company at any meeting except on resolutions placed before the Company at any meeting which directly affects their rights.

c) Company has received unsecured loans amounting to ₹ 600.00 Lakhs carrying interest rate of 8.00% pa, amounting to ₹ 400 Lakhs carrying interest rate of 9.00% pa. All the Loans are repayable on demand and for business purpose. The above amount includes interest receivable.

17 Provisions

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Provision for employee benefits				
- Gratuity	2.39	0.01	3.42	0.00
Total	**2.39**	**0.01**	**3.42**	**0.00**

18 Deferred tax liabilites

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax liabilities	80.51	25.19
Total	**80.51**	**25.19**

19 Other Non Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Other Current Liabilities	13.57	-
Total	**13.57**	-

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20 Short term borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Term Loan		
- ICICI Bank	11.98	13.10
Working Capital Limits		
- SBI Bank	2,195.60	-
Total	2,207.58	13.10

a) Term loan of ₹ 100 Lakhs was taken from ICICI bank agaisnt the hypothecation of Vehicle. The loan is repayable in 84 monthly instalments commencing from June 2023 and carries interest rate of 9% p.a. Balance tenure as on the Balance Sheet date is 62 months.
b) Cash Credit Limit of Rs. 22.00 Cr. was taken during the year 2024-25 carrying Interest rate @ 9.15% p.a from SBI Bank

21 Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Trade payables		
- total outstanding dues of micro enterprises and small enterprises	41.92	1,277.82
-total outstanding dues of creditors other than micro enterprises and small enterprises	1,689.97	3,390.53
Total	1,731.88	4,668.35

i) All Trade payables are non-interest bearing other than amount payable to MSME.
ii) According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Note No.44.
iii) The company has obtained confirmations from MSME Creditors with respect to Non Payment of Interest on Amount Payable for more than 45 Days

Ageing schedule for the year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 years	Total
(i) MSME	11.90	-	30.02	-	41.92
(ii) Others	1,510.97	179.00	-	-	1,689.97
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Ageing schedule for the year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 years	Total
(i) MSME	1,247.80	30.02	-	-	1,277.82
(ii) Others	3,390.53	-	-	-	3,390.53
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

The Company exposure to liquidity risk related to the above financial liabilities is disclosed in Note 43

22 Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Statutory dues	294.45	247
Dividend on preferance share payable	2.62	2.44
Expenses payable	6.27	7.48
Audit fees payable	0.90	0.68
Other payables	-	230.00
Security deposits- Liability	18.97	-
Total	323.21	248.07

Security deposit of ₹34.80 lakh received from tenant for lease term (Aug 2024--Mar 2032) has been fair valued using 9% discount rate, with the difference amortised as interest income over the lease term

23 Other Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Advances from customer	181.65	2,429.58
Other Current Liabilities	2.26	-
Total	183.91	2,429.58

24 Current Tax Liabilities (Net)

Particulars	As at 31 March 2025	As at 31 March 2024
Provisions for Income Tax	153.43	341.87
Total	153.43	341.87

Refer Note 45 for calculation

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25 Revenue from Operations

Particulars	2024-25	2023-24
Sale of products	44,172.80	27,726.66
Total	**44,172.80**	**27,726.66**

26 Other Income

Particulars	2024-25	2023-24
Interest income		
From loans	422.16	567.61
From rent security	-	0.03
Facilitation Charges	18.93	20.90
Rent	159.60	90.00
Rebates And Discounts Received	104.00	27.09
Unrealised Profit	(98.27)	(14.50)
Other non operating income	15.98	163.46
Profit on sale of Investment	25.30	981.13
Total	**647.70**	**1,835.73**

27 Purchases of stock in trade

Particulars	2024-25	2023-24
Purchase	42,927.96	26,842.77
Direct Expense	85.96	2.47
Total	**43,013.92**	**26,845.24**

28 Employee benefit expenses

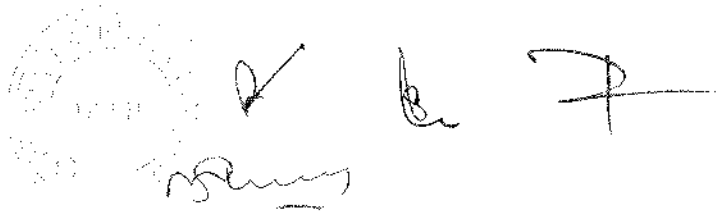
Particulars	2024-25	2023-24
Salaries and Wages	59.26	57.36
Directors Remuneration	18.60	14.80
Gratuity	2.19	3.42
Staff Welfare Expenses	0.67	2.78
Total	**80.71**	**78.37**

29 Finance cost

Particulars	2024-25	2023-24
Interest on Others	62.17	48.13
Interest on loan	90.30	7.98
Dividend	0.19	0.19
Other financing charges	-	-
Total	**152.66**	**56.29**

30 Depreciation and Amortization

Particulars	2024-25	2023-24
Depreciation	385.28	371.59
Amortization	0.07	0.04
Total	**385.35**	**371.62**



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31 Other Expenses

Particulars	2024-25	2023-24
Bank Charges	4.71	0.20
Promotion and advertisement	4.73	8.20
Freight	324.76	129.78
Power & Fuel (Electricity)	1.31	0.69
Rent Expenses	6.11	5.87
Telephone Expenses	0.64	0.48
Travelling & Conveyance	1.43	9.36
Loading and unloading	26.52	35.10
Printing and stationery	0.96	1.40
Office expenses	0.61	0.63
Charity and donation	0.46	4.50
CSR Expenses	20.00	-
Rebates And Discounts allowed	4.17	30.25
Legal & Professional Charges	110.01	71.63
Website	0.26	0.59
Auditor's Remuneration	4.00	3.00
Repair & Maintenance	1.50	0.90
Miscellaneous Expenses	24.15	4.65
Interest on TDS/TCS	0.50	0.75
Commission Expenses	9.00	-
Supervision & Handling Charges	7.32	-
Insurance Expenses	2.29	-
Foreign exchange fluctuation loss	2.10	-
Director Sitting Fees	2.10	6.40
Total	**559.62**	**314.36**

Payment to auditor		
for Statutory & Tax Audit	4.00	3.00
For other services	0.75	2.13

32 Earning per share

Particulars	2024-25	2023-24
Basic EPS		
Profit for the year	386.32	1,543.46
Weighted number of shares outstanding	1,02,05,50,960	55,56,82,203
Basic and Diluted EPS (Rs.)	0.04	0.28
Diluted EPS		
Profit for the year	386.32	1,543.46
Weighted number of shares outstanding	1,02,05,50,960	55,56,82,203
Basic and Diluted EPS (Rs.)	0.04	0.28

33 Details of CSR expenditure as per Section 135 of Companies Act, 2013

Particulars	2024-25	2023-24
CSR expenditure	20.00	-

Pursuant to Section 135 of the Companies Act, 2013, CSR is applicable to every company having net worth of Rs 500 crore or more, or a turnover of over Rs 1,000 crore or a net profit exceeding Rs 5 crore in any financial year.
Since the Company has exceeded the limits specified above, provisions of Section 135 of the Companies Act, 2013 is applicable to the Company. The company has spend ₹ 20.00 Lakhs within the specified duration under CSR which exceeds the limits specified under the provisions of Section 135 of companies Act, 2013.

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34 Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company's objective for capital management is to manage its capital to safeguard all stakeholders The funding requirements are met through loans.

35 Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee. which is responsible for developing and monitoring the Company's risk management policies. The Committee reports to the Board of Directors on its activities. The Company's risk management policies are established to identify and analyses the risks faced by the Company. to set appropriate risks limits and controls and to monitor risk and adherence to limits. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company. through its training. standards and procedures. aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The audit committee oversees how management monitors compliance with the company's risk management policies and procedures. and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit.

Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counter party to a financial instrument fails to meet its contractual obligations. and arises principally from the company's receivable from customers. Credit risk is managed through credit approvals establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade receivables and other financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring as far as possible. that it will all ways have sufficient liquidity to meets it liabilities when due, under both normal and stressed conditions. without incurring unacceptable losses or risk to Company's reputation.

Market Risk

Market risk is the risk that changes in market prices- such as foreign exchange rates. interest rates and equity prices- will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payable and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk. Thus. our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive in our foreign currency revenues and costs. The Company uses derivative to manage market risk.

36 Employee Benefits

Post-employment benefits plans

(a) Defined Contribution Plans –

In respect of the defined contribution plans. an amount of Nil (Previous Year Nil) has been provided in the Profit & Loss account for the year towards employer share of PF contribution.

(b) Defined Benefit Plans –

The Liability in respect of gratuity is determined for current year as per management estimate is ₹ 2,39.649 (previous year ₹ 3,42.491/- as per acturial report) carried out as at Balance Sheet date. Amount recognized in profit and loss account is ₹1.02.842 (previous year ₹ 3.42.491/).

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37 Related party transactions

Related party	Nature of relationship
Gunjan Jha	Director
Sony Kumari	Director
Pankaj Sardana	Chief Financial Officer
Pankaj Kumar Sharma	Company Secretary
Gurpreet Singh Bhatia	Director
Arijit Kumar Ojha	Director
Deepak Kumar Gupta	CEO & Whole time director
Puneet Ralhan	Director
Anshumali Bushan	Director
Manoj Kumar Sharma	Whole time director
Sweta Singh	CFO& Whole time director
Vishesh Gupta	Promoter
Vrindda Advanced Materials Limited	Common Promoter (Vishesh Gupta)
R K Industires	Associate
Brewtus Beverages Pvt Ltd	Associate (29.75 %)

Details of Transactions with related parties are as follows :

Particulars	2024-25	2023-24
Sitting Fees		
Gunjan Jha	1.05	1.20
Sony Kumari	1.05	1.20
Mansi Gupta	-	1.00
Remuneration		
Vishesh Gupta	12.20	12.05
Manoj Kumar Sharma	8.64	8.05
Pankaj Kumar Sharma	7.45	6.14
Pankaj Sardana	0.27	1.71
Arijit Kumar Ojha	3.60	6.48
Dipankar Gambir	-	2.84
Sweta Singh	4.20	-
Deepak Kumar Gupta	12.00	6.00
Vrindda Advanced Materials Limited		
Purchases	2,424.47	
Vrindda Advanced Materials Limited		
Loan Given		
Opening Balance	1,533.99	
Loan Given	10,765.15	
Interest Income	44.82	
Loan Repaid	(12,343.96)	
Closing Balance	-	
Balance as on 31.03.2025		
Gunjan Jha	-	0.18
Sony Kumari	-	0.18
Vishesh Gupta	0.91	0.94
Manoj Kumar Sharma	0.72	0.56
Pankaj Kumar Sharma	0.63	0.52
Pankaj Sardana	-	0.40
Arijit Kumar Ojha	-	0.90
Sweta Singh	0.55	0.61
Deepak Kumar Gupta	0.90	0.90
Vrindda Advanced Materials Limited (Against Purchases)	2,069.36	-
Brewtus Beverages Pvt Ltd (Investment)	75.00	75.00

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38 Statement of Management

(a) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent if any stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.

(b) Balance Sheet, Statement of Profit & Loss and Cash Flow statement read together with the schedules to the accounts and notes thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

39 Segment Reporting

As on 31 March 2025, the Company is engaged in Trading of essential Items like Cashew Rice etc & Infra, which are considered as the reportable business segment. Hence segment reporting is applicable to the company.

40 Contingent Liabilities & Commitments

Particulars	As at 31 March 2025	As at 31 March 2024
Claims against the Company, not		
Amount paid to statutory authorities	73.56	73.56

* The office of the Commisioner of Customs (Audit) ,Custom House, Chennai has raised the claim on company for 73.56 lakh on account of non fulfillment of export obligation for goods imported against the advance authrisation scheme.On receipts of the aforesaid order the company has preferred Appeal before the commissioner of Customs (Appeal) and same is pending as on the balance sheet date.

- A demand of ₹26,13,590/- has been raised by the Income Tax Department under Section 143(1) of the Income-tax Act, 1961 for Assessment Year 2022–23. The company is in process to file rectification application against the intimation under section 143(1) of the Income Tax Act, 1961

- The company has received order under section 143(2) of the Income Tax Act with Respect to AY 2012-13 wherein demand has been determined by the department. Aggreived by the aforesaid order an appeal before the Commissioner of Income Tax (Appeals) was filed by the company which is under process as on the balance sheet date.

41 Previous year figures have been regrouped / reclassifed wherever necessary to conform to current year's classification.

42 Dividends

- Dividend for Preference Shareholders for the year 2024-25 is ₹ 18.500/-
- Cummulative dividend for Preference Shareholders payable is ₹ 2,62,271/-

43 FINANCIAL INSTRUMENTS

A. The carrying value and fair value of financial instruments:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
At Amortised Cost				
Trade Receivables	6,742.28	6,742.28	3,903.73	3,903.73
Cash & Cash equivalents	11.23	11.23	195.59	195.59
Loans and Advances	3,495.39	3,495.39	6,932.08	6,932.08
Investment	2,894.08	2,894.08	3,583.51	3,583.51
Other Financial Asset	6.57	6.57	6.47	6.47
Total Financial Assets	**13,149.56**	**13,149.56**	**14,621.37**	**14,621.37**
Financial Liabilities				
At Amortised Cost				
Borrowings	2,641.15	2,641.15	737.66	737.66
Trade Payables	1,731.88	1,731.88	4,668.35	4,668.35
Other Financial Liabilities	323.21	323.21	248.07	248.07
Total Financial Liabilities	**4,696.25**	**4,696.25**	**5,654.08**	**5,654.08**

B. Fair value measurements recognised in the statement of financial position:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Particulars	As at 31 March 2025			As at 31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
At Amortised Cost						
Trade Receivables	-	-	6,742.28	-	-	3,903.73
Cash & Cash equivalents	-	-	11.23	-	-	195.59
Loans and Advances	-	-	3,495.39	-	-	6,932.08
Investment	-	-	2,894.08	-	-	3,583.51
Other Financial Asset	-	-	6.57	-	-	6.47
Subtotal	-	-	**13,149.56**	-	-	**14,621.37**
Financial Liabilities						
At Amortised Cost						
Borrowings	-	-	2,641.15	-	-	737.66
Trade Payables	-	-	1,731.88	-	-	4,668.35
Other Financial Liabilities	-	-	323.21	-	-	248.07
Subtotal	-	-	**4,696.25**	-	-	**5,654.08**

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

Cash and cash equivalents, Trade receivables, Other current Financial assets, Trade payable and other current Financial liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments

C. Fair values hierarchy

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorised within the fair value hierarchy, described as follows:

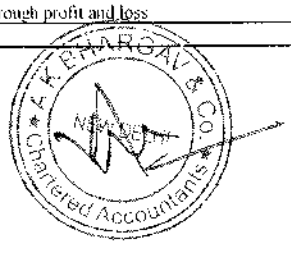
Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

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

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

Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2025	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through other comprehensive income	-	-	-	-
Investments measured at fair value through profit and loss	-	-	-	-
Total	-	-	-	-



INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
REGD OFF: 607, 6th Floor, Pearls Best Height -II,Netaji Subhash Place,North West Delhi, Delhi, India, 110034
Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

As at 31 March 2024	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through other comprehensive Income	-	-	-	-
Investments measured at fair value through profit and loss	-	-	-	-
Total	-	-	-	-

There have been no transfers between levels during the period

Valuation process and technique used to determine fair value

(i) The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(ii) The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. The Investments measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation reports provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range.

(iii) The fair value of non-current borrowings carrying floating-rate of interest is not impacted due to interest rate changes, and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).

D. Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables	6,742.28	3,903.73
Cash and cash equivalents	11.23	195.59
Investments	3,495.39	6,932.08
Loans	2,894.08	3,583.51
Other financial assets (including investments)	6.57	6.47

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations

Credit risk on cash and cash equivalents and bank deposits is generally limited as the Company transacts with Banks having a high credit ratings assigned by domestic credit rating agencies

44 Details of dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 31 March 2025	As at 31 March 2024
Principal amount remaining unpaid to any supplier as at the end of the accounting year	41.92	1,277.82
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year*	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually	-	-

*Interest due on Micro and small Enterprises is nil. as confirmation from MSME creditors is received that no interest would be claimed or charged on outstanding balance with the company

45 Tax Expenses

Particulars	As at 31 March 2025	As at 31 March 2024
Profit before tax as per Companies Act 2013	628.23	717.50
Add: Disallowed expenditure or allowed income under income tax act	604.29	3.01
Less: Allowed expenditure or disallowed income under income tax act	657.01	789.81
Income from business/profession	575.51	(69.30)
Income from other sources	-	296.97
Income from capital gain	24.04	-
Tax rate (Section 115BAA)	25.17	25.17
Long term capital gain rate	14.30	17.16
Income tax expense	**148.28**	**57.30**

46 Ratios

Ratio	Numerator	Denominator	Current period	Previous period	% variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	2.27	0.76	197%	The significant increase in the current ratio is primarily due to a substantial rise in current assets and/or a reduction in current liabilities, indicating improved short-term liquidity and working capital management in the current period.
Debt-Equity Ratio	Total Debt	Total shareholder's Equity	0.16	0.06	147%	The increase in this ratio an increase in debt. This suggests higher reliance on borrowed funds during the current period, though the ratio still remains within a comfortable range.
Debt Service Coverage Ratio	EBITDA	Interest+ Borrowing	0.42	2.93	-86%	The decline in DSCR is due to a lower EBITDA and an increase in debt servicing costs (interest + principal repayments). This indicates a reduced ability to service debt obligations from operational earnings.
Return On Equity	Net Income	Average Shareholder's Equity	0.03	0.16	-83%	The fall in ROE is attributed to a decline in net profit, while the average equity base may have remained stable or increased. This suggests lower profitability on shareholders' funds during the year.
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventories	NA	NA	NA	NA
Trade Receivable Turnover Ratio	Net Credit Sale	Average account Receivable	8.30	11.23	-26%	The decline indicates slower collection from customers or an increase in average trade receivables, pointing to less efficient credit management.
Trade Payable Turnover Ratio	Net Credit Purchase	Average account Payabe	13.44	7.59	77%	The rise in this ratio indicates faster payments to suppliers or a decrease in average trade payables, potentially due to improved liquidity or revised vendor payment terms.
Net Capital Turnover Ratio	Total Sale	Shareholder's Equity	2.60	2.37	10%	NA
Net Profit Ratio	Net Profit	Revenue	0.01	0.06	-84%	The significant drop is mainly due to reduced net profit margins, indicating higher operating costs, reduced income, or one-time expenses affecting profitability.
Return On Capital Employed	Earning Before Interest & Tax	Capital Employed	0.04	0.16	-71%	The decline is primarily due to lower EBIT and increased capital employed. This suggests less efficient use of capital in generating earnings.
Return on Investment	Profit from Investment	Cost of Investment	0%	9%	-98%	Return on investment during the current period is decreased.

INTEGRA ESSENTIA LIMITED
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Business Segment wise Revenue results, Assets and Liabilities for the Quarter and Year Ended 31st March, 2025
(All figures are in lakhs except otherwise stated)

Notes forming part of the Consolidated financial statements for the Year Ended 31st March, 2025

47. Information on Segment Reporting pursuant to Ind AS 108 - Operating Segments

Operating segments:

Dealing in essential items
Trading Division - Infrastructure

Identification of segments:

The chief operational decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss of the segment and is measured consistently with profit or loss in these financial statements. Operating segments have been identified on the basis of the nature of products.

Segment revenue and results

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of unallocable income).

Revenue by nature of products	**Quarter Ended**			**Year Ended**	**Year Ended**
Particulars	**31-Mar-25**	**31-Dec-24**	**31-Mar-24**	**31-Mar-25**	**31-Mar-24**
Dealing in Essential Items	9,630.86	12,110.55	-	40,492.49	-
Trading Division - Infrastructure	362.66	352.37	-	3,680.30	-
Total	**9,993.52**	**12,462.92**	-	**44,172.80**	-
2. Segment Results before tax and interest					
Particulars					
Dealing in Essential Items	234.57	304.08	-	1,047.08	-
Trading Division - Infrastructure	3.28	7.03	-	111.80	-
Sub Total	**237.84**	**311.11**	-	**1,158.87**	-
Less: Finance Cost	66.90	50.60	-	152.66	-
Add: Other Income	250.36	178.10	-	647.70	-
Less: Expenses	336.94	249.87	-	1,025.68	-
Profit before tax	**84.36**	**188.73**	-	**628.23**	-
Share in Profit (Loss) in Associate Entity	0.09	(3.61)		(5.94)	
Less: Tax expenses	89.39	61.35	-	238.38	-
Net profit for the year	**(4.93)**	**123.78**	-	**383.91**	-

Segment revenue, assets and liabilities results include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

Segment assets and liabilities

The assets and liabilities of the Company are used interchangeably amongst segments. Allocation of such assets and liabilities is not practicable and any forced allocation would not result in any meaningful segregation. Hence, assets and liabilities have not been identified to any of the reportable segments.

Major customers

For the quarter ended March 2025, revenue from three customers of the essential item segment represented approximately ₹ 1,217.23 Lakhs, ₹1,154.12 and ₹ 1,060.65 Lakhs of the total revenue.

For the quarter ended December 2024, revenue from three customers of the essential item segment represented approximately ₹ 1,977.92 Lakhs, ₹1,690.56 and ₹ 1,590.49 Lakhs of the total revenue

For the Year ended March 2025, revenue from one customers of the essential item segment represented approximately ₹ 5,759.90 Lakhs of the total revenue.

The comparative figures of segment results is not applicable because the company had single segment in the corresponding period/year

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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

48 Employee benefits

Post-employment benefits plans

(a) Defined contribution plans

Particulars	As at 31 March 2025	As at 31 March 2024
Employer's contribution to provident fund	-	-

a) Reconciliation of present value of defined benefit obligation

Particulars	As at 31 March 2025	As at 31 March 2024
At the beginning of year	3.42	-
Current services cost	1.94	-
Interest cost	0.25	-
Remeasurements of Actuarial (gain)/ loss	(3.22)	-
At the end of year	**2.39**	**-**

b) Reconciliation of fair value of plan assets

Particulars	As at 31 March 2025	As at 31 March 2024
At the beginning of year	-	-
investment income	-	-
At the end of year	**-**	**-**

c) Expenses recognised in the statement of profit and loss

Particulars	As at 31 March 2025	As at 31 March 2024
Service cost	1.94	-
Interest cost	0.25	-
Total	**2.19**	**-**

d) Amount recognised in other comprehensive income

Particulars	As at 31 March 2025	As at 31 March 2024
Actuarial (gain)/ losses	(3.22)	-

e) Assumptions used to determine the benefit obligation are as follows

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate	6.90%	
Expected rate of increase in compensation levels	5.00%	
Retirement age (in years)	60	
Attrition rate based on age (per annum)		
upto 30 years	3%	
31-44 years	2%	
Above 44 years	1%	

f) Maturity profile of defined benefit obligation

The weighted average duration of the defined benefit obligation is 12 years (Previous year 13 Years). The expected maturity analysis of undiscounted gratuity is as follows

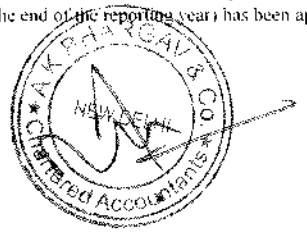
Expected cash flows over the next (valued on undiscounted basis)	As at 31 March 2025	As at 31 March 2024
1 year	0.01	-
2 to 5 years	0.27	-
6 to 10 years	0.86	-
More than 10 years	8.32	-

g) Sensitivity analysis

The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Decrease	Increase	Decrease	Increase
Discount rate (1% movement)	2.61	2.20		
Salary growth rate (1% movement)	2.20	2.62		
Attrition Rate (+/- 50% of attrition rates)	2.37	2.42		
Mortality Rate (+/- 10% of mortality rates)	2.39	2.40		

The sensitivity analyses are based on change in above assumption while holding all other assumptions constant. The changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with projected unit credit method at the end of the reporting year) has been applied, as has been applied when calculating the provision for defined benefit plan recognised in the Balance Sheet



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Notes to the financial statements for the year ended 31 March 2025
(All figures are in lakhs except otherwise stated)

49 Other Statutory Informations

a) Company holds immovable property in its name and the same has been disclosed in the financial statements

b) Company have investment property to revalue the property as is based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. As the property was acquired during the current financial year, no revaluation has been carried out as of the reporting date. Accordingly, the investment property is carried at cost in the financial statements.

c) Company doesn't have Property Plant and Equipment to revalue the same (including Right-of Use Assets),based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

d) The Company does not have any "Benami Property", where any proceeding has been initiated pending against the Company for holding any "Benami Property".

e) Company doesn't have intangible asset to revalue the same , based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

f) Company doesn't have any Capital-Work-in Progress

g) Company does not have any intangible assets under developments

h) The Company has not advanced any loan or advances in the nature of loan to specified persons viz. Promoters, Directors, KMP, and Related Parties which are repayable on demand or where the agreement document not specifies any terms or period of repayment.

(Amount in Lakhs)

S. No.	Name	Opening Balance	Given during the Year	Repaid During the Year	Closing Balance
1	Vrindaa Advanced Material Limited	1,533.99	10,809.97	(12,343.96)	-

i) The Company has not been declared as a wilful defaulter by any lender who has the power to declare a Company as a wilful defaulter at any time during the financial year or after the end of the reporting period but before the date when the financial statements are approved.

j) The Company has utilized funds raised from the issue of securities or borrowings from banks & financial institutions for the specific purposes, for which they were issued/taken

k) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding that the intermediatory shall

i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

ii) Provide any guarantees, securities or the like or on behalf of the ultimate beneficiaries

l) The Company has not received any funds from any person(s) or entity(ies), including foreign entity(ies) (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall

i) 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

ii) Provide any guarantees, securities or the like or on behalf of the ultimate beneficiaries

m) There are no transactions and/or balances outstanding with companies struck off under section 248 of the Companies Act 2013

n) The Company does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961

o) The Company has not traded or invested in cryptocurrency or virtual currency during the financial year.

p) The Company does not have any charges or satisfaction of charges which is yet to be registered with the registrar of companies (ROC) beyond the satisfactory period

q) The Company has not any charges or satisfaction yet to be registered with ROC beyond the statutory period

r) Section 135 of Companies Act, 2013 relating to CSR Policy is applicable on the Company

s) Compliance with number of layers of companies is applicable and same has been taken into effect in consolidated financial statements

t) Compliance with approved Scheme(s) of Arrangements, if any: NA

u) The additional information pursuant to Schedule III to the Companies Act, 2013 are either nil or not applicable.

v) The company has borrowings from banks and accordingly company has submitted monthly stock statements with respective Financial Institutions. Details of security of current assets filed by the Company with banks & their difference is as per table annexed below.

Figure in Crores

Month	Name of the Bank	Particulars of Security Provided	Value as per Bank DP	Value as per Books	Difference	Remarks
April	State Bank of India	Inventories, trade receivables upto 90 days, advance to suppliers upto 90 days, net of trade payables and advances from customers	-	-	-	No material discrepancies, considering volume & size of DP. The reason for the discrepancy is mainly due to re-grouping of debtors or creditors.
May			-	-	-	
June			-	-	-	
July			-	-	-	
August			-	-	-	
September			-	-	-	
October			23.21	24.06	(0.86)	
November			22.77	23.78	(1.01)	
December			25.72	25.24	0.48	
January			22.23	22.02	0.20	
February			22.68	25.18	(2.50)	
March			22.49	22.35	0.14	

Note: The company has availed drawing power against working capital limits sanctioned from State Bank of India. Further no material discrepancies have been reported while submitting monthly drawing power statements to the bank. The company has not availed any excess DP during the year as the sanctioned limit is lower than company's DP eligibility as per stock statement submitted to bank and as per books of accounts for every month or quarter so the above discrepancies is not material or is irrelevant

Notes forming integral part of the Ind AS Financial Statements- 1 to 49

For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

A. K. BHARGAV & CO. NEW DELHI Chartered Accountants

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 25548396BMJAVI9146

Date: 27 May 2025
Place: Delhi

For and on behalf of the Board Of Directors

Deepak Kumar Gupta
Whole-time Director Cum CEO
DIN: 00057803

Manoj Kumar Sharma
Whole-time Director
DIN: 09665484

Shweta Singh
Whole-time Director Cum CFO
DIN:- 09270488

Pankaj Kumar Sharma
Company Secretary

ANNEXURE - 7

BSE
The Power of Vibrance

DCS/AMAL/AK/R37/3424/2024-25 **December 09, 2024**

The Company Secretary,

Integra Essentia Ltd
Post Box No 55,
Chandrapura Village,
Taluka Halol, Panchmahal ,
Gujarat, 389350

G G Engineering Ltd
Office No. 203, 2nd Floor,
Shivam Chambers Premises CS Ltd,
Near Sahara India, CTS No. 39,
S.V.Road, Goregaon(West),
Mumbai, Maharashtra, 400104

Dear Sir,

Sub: Scheme of Arrangement for Amalgamation of GG Engineering Limited ("Transferor Company") with Integra Essentia Limited ("Transferee Company") and their respective shareholders and their respective shareholders under Section 230 to 232 of the Companies Act, 2013

We are in receipt of the Scheme of Arrangement for Amalgamation of G G Engineering Limited ("Transferor Company") with Integra Essentia Limited ("Transferee Company") and their respective shareholders and their respective shareholders under Section 230 to 232 of the Companies Act, 2013 as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37 & 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS Divl/P/CIR/2022/0000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated November 28, 2024 has inter alia given the following comment(s) on the draft scheme of Amalgamation:

a. **"The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."**

b. **"The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

c. **"The Company shall ensure compliance with SEBI circulars issued from time to time.The entities involved in the Scheme shall duly comply with various provisions of the SEBI master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."**

e. **"Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**

f. **"Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."**

g. **"Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to shareholders."**

j. **"Company is advised that proposed equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only."**

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k. **"Company shall ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document."**

l. **"Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."**

m. **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."**

n. **"Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."**

o. **"Company is advised that the "Scheme" shall be acted upon subject to the applicant complying with the Para 10 (a) & (b) of Part I of SEBI Master Circular issued on June 20, 2023 and relevant clauses mentioned in the scheme document."**

p. **"Under Para 1.9 of the Part III of the draft scheme, a clause may be inserted that there will be no conflict of interest with respect to appointment of trustees and selling of consolidated fractional shares in the market."**

q. **"The Company is advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to make an informed decision**

   i. **Need, rationale and synergies of the scheme along with its impact of the on the shareholders.**
   ii. **A write up on the history of amalgamating company.**
   iii. **Details of Assets, Liabilities, Net worth and revenue of the companies involved in the scheme both pre & post scheme of arrangement.**
   iv. **Latest net worth certificate along with statement of assets and liabilities of all the companies in the scheme of arrangement for both pre and post scheme of arrangement.**
   v. **Comparison of revenue and net worth of the amalgamating company with the total revenue and net worth of the amalgamated company in the last three financial years.**
   vi. **Justification on classification of promoter of GG Engineering Limited as a public shareholder in Integra Essentia Ltd.**
   vii. **Company shall ensure that applicable additional information, if any, to be submitted to SEBI along with draft scheme of arrangement as advised by Email dated November 28, 2024 shall form part of disclosures to the shareholders."**

r. **"It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders; while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Marian Dsouza
Senior Manager

Tanmayi Lele
Assistant Manager

ANNEXURE - 8

National Stock Exchange Of India Limited

Ref: NSE/LIST/43020 November 29, 2024

The Company Secretary
Integra Essentia Limited
Unit No. 607, 6th Floor,
Pearls Best Height – II,
Netaji Subhash Place,
New Delhi – 110034

Kind Attn.: Mr. Pankaj Kumar Sharma

Dear Sir,

Sub: Observation Letter for draft Scheme of Arrangement for Amalgamation between G G Engineering Limited ('GGEL' or 'Transferor Company') and Integra Essentia Limited (Transferee Company) and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013

We are in receipt of captioned draft scheme of arrangement filed by Integra Essentia Limited.

Based on our letter reference no. NSE/LIST/43020 dated October 01, 2024, submitted to SEBI pursuant to SEBI Master Circular dated June 20, 2023, read with Regulation 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) SEBI vide its letter dated November 28, 2024, has inter alia given the following comment(s) on the draft scheme of arrangement:

a) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*

b) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the listed Companies and the Stock Exchanges.*

c) *The Company shall ensure compliance with the SEBI circulars issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the Master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*

d) *The Company shall ensure that the information pertaining to all the Unlisted Companies, if any, involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval, if applicable.*

This Document is Digitally Signed
Signer: KHYATI NANDAN VIDWANS
Date: Fri, Nov 29, 2024 19:55:46 IST
Location: NSE
Non-Confidential

Ref: NSE/LIST/43020 November 29, 2024

e) The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old, if applicable.

f) The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the shareholders.

g) The Company shall ensure that the proposed equity shares, if any, to be issued in terms of the "Scheme" shall mandatorily be in demat form only.

h) The Company shall ensure that the "Scheme" shall be acted upon subject to the Company complying with the relevant clauses mentioned in the scheme document.

i) The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities/ tribunals shall be made without specific written consent of SEBI.

j) The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.

k) The Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.

l) The Company shall ensure that the "Scheme" shall be acted upon subject to the companies involved in the scheme of arrangement complying with the Para 10 (a) and (b) of Part I of SEBI Master Circular issued on June 20, 2023, and relevant clauses mentioned in the scheme document.

m) Under Para 1.9 of Part III of the draft scheme, a clause may be inserted stating that there will be no conflict of interest with respect to appointment of trustees and selling of consolidated fractional shares in the market.

n) The Company shall disclose the following additional disclosure to the public shareholders as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to take an informed decision:

This Document is Digitally Signed

Signer: KHYATI NANDAN VIDWANS
Date: Fri, Nov 29, 2024 19:55:46 IST
Location: NSE

Ref: NSE/LIST/43020 November 29, 2024

- *Need, rationale and synergies of the scheme along with its impact on the shareholders.*
- *a write up on the history of the amalgamating company.*
- *details of assets, liabilities, net worth, revenue of the companies involved in the scheme, for both pre and post scheme of arrangement.*
- *latest Net Worth certificate along with statement of assets and liabilities of all companies involved in the scheme of arrangement for both pre and post scheme of arrangement.*
- *comparison of revenue and net worth of amalgamating companies with the total revenue and net worth of the amalgamated company for last three financial years.*
- *Justification on classification of promoter of GGEL as a public shareholder in IEL.*
- *The Companies shall ensure that all the applicable additional information shall form part of disclosures to the shareholders, which was submitted by the Company to the Stock Exchange as per Annexure M of Exchange checklist.*

o) *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

The Listed entities involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

This Document is Digitally Signed

Signer: KHYATI NANDAN VIDWANS
Date: Fri, Nov 29, 2024 19:55:46 IST
Location: NSE

Ref: NSE/LIST/43020 November 29, 2024

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from November 29, 2024, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Khyati Vidwans
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

This Document is Digitally Signed

Signer: KHYATI NANDAN VIDWANS
Date: Fri, Nov 29, 2024 19:55:46 IST
Location: NSE

ANNEXURE - 9

GG ENGINEERING LTD.
An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

COMPLAINTS REPORT
G G ENGINEERING LIMITED

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Nil	Nil	Nil

The report on complaints as mentioned above is for the period from 05.07.2024 to 11.11.2024.

For & on behalf of
G G Engineering Limited

ATUL SHARMA

Atul Sharma
Managing Director

Place: New Delhi
Date: 11th November 2024

ANNEXURE - 10

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238
+91-80762 00456
www.integraessentia.com
cs@integraessentia.com
Unit No. 607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, New Delhi-110034, IN

COMPLAINTS REPORT
INTEGRA ESSENTIA LIMITED

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	11
3.	Total Number of complaints/comments received (1+2)	11
4.	Number of complaints resolved	6
5.	Number of complaints pending	5

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/ Pending)
1.	Sangeeta Yadav	24-08-2024	Disposed
2.	Gudipati Raja Sekhar	21-08-2024	Auto escalated to SEBI
3.	Ashish Bharat Jain	13-08-2024	Disposed
4.	Gudipati Raja Sekhar	13-08-2024	Auto escalated to SEBI
5.	Sanjay Agarwal	09-08-2024	Transfer To Other Officer
6.	Satyendra Kumar Singh	02-08-2024	Disposed
7.	Nayak Hardik Bhupendrabhai	25-07-2024	Disposed
8.	M A A N A A V . K .g	11-07-2024	Disposed
9.	Sabyasachi Bid	05-07-2024	Transfer to Other Officer
10.	Rahul Ravindra Padalkar	02-07-2024	Disposed
11.	Rahul Agrawal	06-06-2024	Disposed

The report on complaints as mentioned above is for the period from 10.09.2024 to 03.10.2024.

For & on behalf of
Integra Essentia Limited
PANKAJ KUMAR SHARMA
Digitally signed by PANKAJ KUMAR SHARMA
Pankaj Kumar Sharma
Company Secretary & Compliance Officer

Place: New Delhi
Date: October 03, 2024

ANNEXURE - 11

A K BHARGAV & CO.
CHARTERED ACCOUNTANTS

To
The Board of Directors
G G Engineering Limited
Office No. 203,
Shivam Chambers Premises CS Ltd,
CTS No. 39, S.V. Road,
Goregaon (West), Mumbai - 400104

We, the statutory auditors of G G Engineering Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 3 of Part-III of the Draft Scheme of Arrangement for Amalgamation G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') in terms of the provisions of sections 230 -232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 for onward submission to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and National Company Law Tribunal. This Certificate should not be used for any other purpose without our prior written consent.

For A.K. Bhargav & Co.
Chartered Accountants
Firm Registration No.: **034063N**

ARUN KUMAR BHARGAV
Digitally signed by ARUN KUMAR BHARGAV

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 24548396BKAKJZ2131

Place: **New Delhi**
Date: **24/07/2024**

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir),New Delhi-110031
Email Id – caarunbhargav17@gmail.com
Akbhargav.co@gmail.com
M- 8860300686

A K BHARGAV & CO.
CHARTERED ACCOUNTANTS

To
The Board of Directors
Integra Essentia Limited
607, 6th Floor, Pearls Best Height -II,
Netaji Subhash Place, Maurya Enclave, Delhi - 110034

We, the statutory auditors of Integra Essentia Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 3 of Part- III of the Draft Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') in terms of the provisions of sections 230 -232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 for onward submission to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and National Company Law Tribunal. This Certificate should not be used for any other purpose without our prior written consent.

For A. K. Bhargav & Co.
Chartered Accountants
Firm Registration No.: 034063N

ARUN KUMAR BHARGAV
Digitally signed by ARUN KUMAR BHARGAV

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 24548396BKAKJX8007

Place: New Delhi
Date: 24.07.2024

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir),New Delhi-110031
Email Id – caarunbhargav17@gmail.com
Akbhargav.co@gmail.com
M- 8860300686

ANNEXURE - 12

GG ENGINEERING LTD.
An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

DETAILS OF ONGOING ADJUDICATION & RECOVERY PROCEEDINGS, PROSECUTION INITIATED, AND ALL OTHER ENFORCEMENT ACTION TAKEN AGAINST THE COMPANY, ITS PROMOTERS AND DIRECTORS

I, Atul Sharma, Managing Director of G G Engineering Limited ('the Company'), hereby confirm that there are no ongoing adjudication or recovery proceedings, prosecutions initiated, or any other enforcement actions taken against the Company, its Promoters or Directors.

For & on behalf of
G G Engineering Limited

Atul Sharma
Managing Director
DIN: 08290588

Date: 12.07.2025

INTEGRA ESSENTIA LIMITED

CIN: L74110DL2007PLC396238

+91-80762 00456

www.integraessentia.com
cs@integraessentia.com

Unit No. 607, 6th Floor, Pearls Best Height-II,
Netaji Subhash Place, New Delhi-110034, IN

DETAILS OF ONGOING ADJUDICATION & RECOVERY PROCEEDINGS, PROSECUTION INITIATED, AND ALL OTHER ENFORCEMENT ACTION TAKEN AGAINST INTEGRA ESSENTIA LIMITED (TRANSFEREE COMPANY), ITS PROMOTERS AND DIRECTORS

A. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Company:

S. No.	Name of Tribunal/ Court/ Regulatory Body/ Authorities	Brief Summary
1	Income Tax Department	A demand of ₹26,13,590/- has been raised by the Income Tax Department under Section 143(1) of the Income-tax Act, 1961 for Assessment Year 2022–23, The company is in process to file rectification application against the intimation under section 143(1) of the Income Tax Act, 1961.
2	Income Tax Department	The company has received an order under section 143(2) of the Income Tax Act with Respect to AY 2012-13 wherein demand has been determined by the department. Aggrieved by the aforesaid order an appeal before the Commissioner of Income Tax (Appeals) was filed by the company which is under process.
3	Commissioner of Customs (Appeal)	The office of the Commissioner of Customs (Audit), Custom House, Chennai has raised the claim on company for 73.56 lakh on account of non-fulfillment of export obligation for goods imported against the advance authorization scheme. On receipt of the aforesaid order, the Company has preferred an appeal before the Commissioner of Customs (Appeal) and the same is pending.

B. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the promoter(s) / Director(s) of the Company:
As on date, there are no ongoing adjudication or recovery proceedings, prosecutions initiated, or any other enforcement actions taken against any of the Promoter(s) or Director(s) of the Company.

The details of the ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Company, its promoters and director are provided as on 14.07.2025. Further, legal notices, if any, not converted to litigations/ proceedings have not been detailed above.

For & on behalf of
Integra Essentia Limited

Pankaj Kumar Sharma
Company Secretary & Compliance Officer

Date: 14.07.2025

ANNEXURE - 13

A K BHARGAV & CO.
CHARTERED ACCOUNTANTS

To,
Board of Directors,
M/s GG Engineering Ltd

NET WORTH

We, **A.K. Bhargav & Co.**, the Statutory Auditors of **G G Engineering Limited (hereinafter referred as "Company" or "Transferor Company")**, on the basis of the information and documents received from the Company, do hereby confirm as follows:

(Amount In Crores)

Particulars	Pre-Arrangement (based on the Financials as on 31st March, 2025)	Post Arrangement (Proposed)
Paid-up Capital:		
Share Capital	158.45	--
Other Equity	72.05	--
Net Worth	**230.50**	--

The Certificate is being issued at the request of the Company for the purpose of compliance with the requirement outlined in the observation letter issued by BSE Limited dated December 09, 2024 in the matter of a Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company'), under the provisions of Section 230 - 232 of the Companies Act, 2013 and the relevant Rules made thereunder.

For A.K. Bhargav & Co.
Chartered Accountants
Firm Registration No.:034063N

A K BHARGAV & CO. NEW DELHI Chartered Accountants

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 25548396BMJAVW3497

Place: New Delhi
Date: 10/07/2025

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir), New Delhi-110031
Email Id – caarunbhargav17@gmail.com
Akbhargav.co@gmail.com
M- 8860300686

DETAILS OF ASSETS, LIABILITIES, REVENUE AND NET WORTH OF THE COMPANIES INVOLVED IN THE SCHEME, BOTH PRE AND POST SCHEME OF ARRANGEMENT

(Amount in Lacs)

Particulars	Pre - Merger		Post - Merger
	G G Engineering Limited (Transferor Company)	Integra Essentia Limited (Transferee Company)	Integra Essentia Limited (Transferee Company)
	As at 31st March, 2025	As at 31st March, 2025	As at 31st March, 2025
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital			
Equity	15,844.99	10,676.91	18,282.50
Other Equity	7,204.63	6,297.87	21,741.90
	23,049.62	**16,974.78**	**40,024.38**
Non-Current Liabilities			
Borrowings	84.81	433.58	518.39
Provisions	-	2.39	2.39
Deffered Tax Liabilities (Net)	-	80.51	80.51
Other Non-Current Liabilities	3.02	13.57	16.59
	87.83	**530.04**	**617.87**
Current Liabilities			
Borrowings	143.96	2,207.58	2,351.54

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Trade Payables (total outstanding dues of Micro & Small Enterprises)	-	41.92	41.92
Trade Payable (total outstanding dues of creditors other than Micro & Small Enterprises)	1,923.05	1,689.97	3,613.02
Other Current Financial Liabilities	6.44	323.21	329.65
Other Current Liabilities	928.27	183.91	1,112.18
Provisions	-	0.01	0.01
Current tax liabilities (net)	337.28	154.49	491.77
	3,338.99	**4,601.09**	**7,940.08**
TOTAL	**26,476.43**	**22,105.90**	**48,582.35**
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	26.97	3,458.76	3,485.73
Investments in property	-	1,816.27	1,816.27
ROU Assets	5.34	-	5.34
Financial Investments	6,345.36	2,904.25	9,249.61
Loans	5,679.25	3,495.39	9,174.64
Other Non- Current financial assets	22.25	0.97	23.21
Other non-current assets	0.07	10.69	10.76
Deffered Tax Assets (Net)	13.23	-	13.23
	12,092.46	**11,686.34**	**23,778.80**

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir), New Delhi-110031
Email Id – caarunbhargav17@gmail.com
Akbhargav.co@gmail.com
M- 8860300686

Current Assets				
Inventories	-	-		-
Investments	166.85	-		166.85
Trade Receivables	10,399.81	6,742.28		17,142.09
Cash and Cash Equivalents	166.85	11.23		178.08
Loans	2,140.71	484.98		2,625.69
Other current financial Assets	49.88	5.60		55.48
Other Current Assets	1,459.87	3,175.47		4,635.34
	14,383.97	**10,419.57**		**24,803.53**
TOTAL	**26,476.43**	**22,105.90**		**48,582.34**
Revenue as on 31.03.2025	**18,255.30**	**44,845.19**		**63,100.49**
Net Worth as on 31.03.2025	**23,049.62**	**16,974.78**		**40,024.40**

For A.K. Bhargav & Co.
Chartered Accountants
Firm Registration No.:034063N

A.K. BHARGAV & CO. NEW DELHI Chartered Accountants

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 25548396BMJAVW3497

Place: New Delhi
Date: 10/07/2025

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir), New Delhi-110031
Email Id – caarunbhargav17@gmail.com
Akbhargav.co@gmail.com
M- 8860300686

A K BHARGAV & CO.
CHARTERED ACCOUNTANTS

To,
Board of Directors,
M/s Integra Essentia Ltd

NET WORTH

We, **A.K. Bhargav & Co.**, the Statutory Auditors of **M/s Integra Essentia Ltd (hereinafter referred as "Company" or "Transferee Company")**, on the basis of the information and documents received from the Company, do hereby confirm as follows:

(Amount In Crores)

Particulars	Pre-Arrangement (based on the Financials as on 31st March, 2025)	Post Arrangement (Proposed)
Paid-up Capital:		
Share Capital	106.77	182.83
Other Equity	62.98	217.42
Net Worth	**169.75**	**400.25**

The Certificate is being issued at the request of the Company for the purpose of compliance with the requirement outlined in the observation letter issued by BSE Limited dated December 09, 2024 and by National Stock Exchange of India Limited dated November 29, 2024, in the matter of a Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company'), under the provisions of Section 230 - 232 of the Companies Act, 2013 and the relevant Rules made thereunder.

For A.K. Bhargav & Co.
Chartered Accountants
Firm Registration No.:034063N

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 25548396BMJAVX3253

Place: New Delhi
Date: 11/07/2025

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir), New Delhi-110031
Email Id – caarunbhargav17@gmail.com
Akbhargav.co@gmail.com
M- 8860300686

DETAILS OF ASSETS, LIABILITIES, REVENUE AND NET WORTH OF THE COMPANIES INVOLVED IN THE SCHEME, BOTH PRE AND POST SCHEME OF ARRANGEMENT

(Amount in Lacs)

Particulars	Pre - Merger		Post - Merger
	G G Engineering Limited (Transferor Company)	Integra Essentia Limited (Transferee Company)	Integra Essentia Limited (Transferee Company)
	As at 31st March, 2025	As at 31st March, 2025	As at 31st March, 2025
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital			
Equity	15,844.99	10,676.91	18,282.50
Other Equity	7,204.63	6,297.87	21,741.90
	23,049.62	**16,974.78**	**40,024.38**
Non-Current Liabilities			
Borrowings	84.81	433.58	518.39
Provisions	-	2.39	2.39
Deffered Tax Liabilities (Net)	-	80.51	80.51
Other Non-Current Liabilities	3.02	13.57	16.59
	87.83	**530.04**	**617.87**
Current Liabilities			
Borrowings	143.96	2,207.58	2,351.54

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Trade Payables (total outstanding dues of Micro & Small Enterprises)	-	41.92	41.92
Trade Payable (total outstanding dues of creditors other than Micro & Small Enterprises)	1,923.05	1,689.97	3,613.02
Other Current Financial Liabilities	6.44	323.21	329.65
Other Current Liabilities	928.27	183.91	1,112.18
Provisions	-	0.01	0.01
Current tax liabilities (net)	337.28	154.49	491.77
	3,338.99	**4,601.09**	**7,940.08**
TOTAL	**26,476.43**	**22,105.90**	**48,582.35**
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	26.97	3,458.76	3,485.73
Investments in property	-	1,816.27	1,816.27
ROU Assets	5.34	-	5.34
Financial Investments	6,345.36	2,904.25	9,249.61
Loans	5,679.25	3,495.39	9,174.64
Other Non- Current financial assets	22.25	0.97	23.21
Other non-current assets	0.07	10.69	10.76
Deffered Tax Assets (Net)	13.23	-	13.23
	12,092.46	**11,686.34**	**23,778.80**

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Current Assets				
Inventories	-	-		-
Investments	166.85	-		166.85
Trade Receivables	10,399.81	6,742.28		17,142.09
Cash and Cash Equivalents	166.85	11.23		178.08
Loans	2,140.71	484.98		2,625.69
Other current financial Assets	49.88	5.60		55.48
Other Current Assets	1,459.87	3,175.47		4,635.34
	14,383.97	**10,419.57**		**24,803.53**
TOTAL	**26,476.43**	**22,105.90**		**48,582.34**
Revenue as on 31.03.2025	**18,255.30**	**44,845.19**		**63,100.49**
Net Worth as on 31.03.2025	**23,049.62**	**16,974.78**		**40,024.40**

For A.K. Bhargav & Co.
Chartered Accountants
Firm Registration No.:034063N

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 25548396BMJAVX3253

Place: New Delhi
Date: 11/07/2025

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir), New Delhi-110031
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ANNEXURE - 14

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238

+91-80762 00456
www.integraessentia.com
cs@integraessentia.com
Unit No. 607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, New Delhi-110034, IN

Additional Requirements

Part-A

S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
1.	Apportionment of losses of the listed company among the companies involved in the scheme.	NA	NA	NA
2.	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the ~~demerged undertaking~~/Transferor Company certified by Chartered Accountant (**CA**).	Yes		Annexure - 21
3.	Any type of arrangement or agreement between the ~~demerged company/resulting company~~/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	NA	NA	NA
4.	Reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.	NA	NA	NA
5.	Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.	NA	NA	NA
6.	Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.	NA	NA	NA
7.	The built up of the accumulated losses over the years, certified by CA.	NA	NA	NA

For Integra Essentia Limited

Authorised Signatory/Director

S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
8.	Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	Yes	-	Annexure-9
9.	Details of shareholding of companies involved in the scheme at each stage, in case of composite scheme.	NA	NA	NA
10.	Whether the Board of unlisted company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof. If not, provide the reasons thereof.	NA	No unlisted company is involved in the transaction.	NA
11.	List of comparable companies considered for comparable companies' multiple method.	No	In the instant case, both the companies are listed on the Stock Exchange and Transferor is frequently traded on BSE limited (BSE) and Transferee is frequently traded on National Stock Exchange (NSE). Hence, it was deemed suitable to consider the Market Price in the NSE and BSE for the valuation exercise instead of the Comparable Multiples of the Transferor and Transferee Companies.	NA
12.	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	NA	No unlisted company is involved in the transaction.	NA

For Integra Essentia Limited

Authorised Signatory Director

S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
13.	Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme.	No	No	No
14.	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.	NA	NA	NA
15.	Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.	Yes	Please refer Section V at page no. 20 of the Valuation Report issued by the Registered Valuer, copy of which is annexed as Annexure- 2.	Annexure 2
16.	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.	NA	NA	NA
17.	How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.	Yes	-	Annexure-22
18.	Tax/other liability/benefit arising to the entities involved in the scheme, if any.	Yes	Please refer Part-II of the draft Scheme which is annexed as **Annexure- 1.**	Annexure 1
19.	Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.	Yes	Please refer Projections	
20.	Confirmation from valuer that the valuation done in the scheme is in accordance with applicable valuation standards.	Yes	-	Annexure-23
21.	Confirmation from Company that the scheme is in compliance with the applicable securities laws.	Yes	-	Annexure-23

For Integra Essentia Limited

Authorised Signatory/Director

S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
22.	Confirmation that the arrangement proposed in the scheme is yet to be executed.	Yes	-	Annexure-23

For & on behalf of
Integra Essentia Limited

For Integra Essentia Limited

Pankaj Kumar Sharma
Company Secretary & Compliance Officer
Membership No. – A69153

Authorised Signatory/Director

Place: New Delhi
Date: 24.07.2024

A K BHARGAV & CO.
CHARTERED ACCOUNTANTS

To
The Board of Directors
G G Engineering Limited
Reg. Off: 203, 2nd Floor, Shivam Chambers, Coop Soc Ltd.,
S.V Road, Goregaon West, Mumbai, Maharashtra - 400104

DETAILS OF ASSETS, LIABILITIES, REVENUE AND NET WORTH OF THE COMPANIES INVOLVED IN THE SCHEME, BOTH PRE AND POST SCHEME OF ARRANGEMENT

(Amount in Lacs)

Particulars	G G Engineering Limited (Transferor Company) Pre- Merger	Integra Essentia Limited (Transferee Company) Pre- Merger		G G Engineering Limited (Transferor Company) Pre- Merger	Integra Essentia Limited (Transferee Company) Pre- Merger	Integra Essentia Limited (Transferee Company) Post-Merger*
				After taking impact of the Conversion of warrants into Equity Shares	After taking impact of the Right Issue of Equity Shares	
	As at 31st March, 2024	As at 31st March, 2024		As at 31st March, 2024	As at 31st March, 2024	As at 31st March, 2024
EQUITY AND LIABILITIES						
Shareholders' Funds						
Share Capital						
Equity	13,994.99	9,140.66		16,294.99	10,676.91	18,478.50
Other Equity	6,443.46	2,549.63		6,420.46	6,006.18	20,852.40
	20,438.45	**11,690.29**		**22,715.45**	**16,683.09**	**39,330.90**
Non-Current Liabilities						
Borrowings	263.71	724.56		263.71	724.56	988.26
Provisions	-	3.42		-	3.42	3.42
Deffered Tax Liabilities (Net)	-	25.19		-	25.19	25.19

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M- 8860300686

Other Non-Current Liabilities	-	-	-	-	-
	263.71	**753.16**	**263.71**	**753.16**	**1,016.87**
Current Liabilities					
Borrowings	20.61	13.10	20.61	13.10	33.71
Trade Payables (total outstanding dues of Micro & Small Enterprises)	-	1,277.82	-	1,277.82	1,277.82
Trade Payable (total outstanding dues of creditors other than Micro & Small Enterprises)	2,075.84	3,390.53	2,075.84	3,390.53	5,466.37
Other Current Financial Liabilities	2.99	248.07	2.99	248.07	251.06
Other Current Liabilities	96.69	2,429.58	96.69	2,429.58	2,526.27
Current tax liabilities (net)	315.63	342.94	315.63	342.94	658.57
	2,511.76	**7,702.04**	**2,511.76**	**7,702.04**	**10,213.79**
TOTAL	**23,213.91**	**20,145.49**	**25,490.91**	**25,138.28**	**50,561.56**
ASSETS					
Non-Current Assets					
Property, Plant and Equipment	185.71	3,779.16	185.71	3,779.16	3,964.86
Investments	1,735.36	3,563.03	1,800.36	3,563.03	5,295.76
Loans	2,569.57	6,932.08	2,569.57	6,932.08	9,501.64
Other Non- Current financial assets	26.79	1.12	26.79	1.12	27.91
Other non-current assets	-	0.11	-	0.11	0.11
Deffered Tax Assets (Net)	6.99	-	6.99	-	6.99
	4,524.41	**14,275.49**	**4,589.41**	**14,275.49**	**18,797.27**
Current Assets					
Inventories	3,088.51	-	3,088.51	-	3,088.51
Trade Receivables	12,851.20	3,903.73	12,851.20	3,903.73	16,754.93
Cash and Cash Equivalents	147.53	195.59	2,359.53	5,188.39	7,547.92
Loans	1,506.37	-	1,506.37	-	1,506.37
Other current financial Assets	49.88	5.35	49.88	5.35	55.23
Other Current Assets	1,046.01	1,765.33	1,046.01	1,765.33	2,811.34
	18,689.50	**5,870.00**	**20,901.50**	**10,862.80**	**31,764.30**

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Email Id – caarunbhargav17@gmail.com
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M- 8860300686

TOTAL	**23,213.91**	**20,145.49**	**25,490.91**	**25,138.29**	**50,561.57**
Difference	0.00	0.00	0.00	0.00	0.00
Revenue as on 31.03.2024 (Standalone)	**21,210.50**	**27,726.66**	**21,210.50**	**27,726.66**	**48,937.16**
Net Worth as on 31.03.2024	**20,438.45**	**8,995.29**	**22,715.45**	**13,988.09**	**36,635.90**

Note:

* It may be noted that post 31st March, 2024, 18,50,00,000 warrants of the Transferor Company have been converted into Equity Shares. Further, the Transferee Company had also issued and allotted 15,36,24,538 Fully Paid-up Equity Share through a "Right Issue". The Post-Merger financials of the Transferee Company has been prepared after taking impact of the aforementioned two events. Also, the Equity Share Capital has been calculated on fully diluted basis and post taking the effect of cross holdings amongst the Transferor and Transferee Companies.

HISTORY OF THE TRANSFEROR COMPANY

G G ENGINEERING LIMITED (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 as a private company with the name & style of "G G Engineering Private Limited" under the jurisdiction of Registrar of Companies, Mumbai. Subsequently, on 03rd April 2017, the name of the Transferee Company was changed to its present name i.e., "G G Engineering Limited" pursuant to obtaining status of a Public Company. The Registered office of the Transferee Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.
The Equity Shares of the Transferor Company are listed on the bourses of BSE.

For A. K. Bhargav & Co.
Chartered Accountants
Firm Registration No.: 034063N

ARUN KUMAR BHARGAV
Digitally signed by ARUN KUMAR BHARGAV
Date: 2024.07.25 15:38:00 +05'30'

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 24548396BKAKKB3908

Place: New Delhi
Date: 24/07/2024

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Email Id – caarunbhargav17@gmail.com
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A K BHARGAV & CO.
CHARTERED ACCOUNTANTS

To
The Board of Directors
Integra Essentia Limited
607, 6th Floor, Pearls Best Height -II,
Netaji Subhash Place, Maurya Enclave, Delhi - 110034

DETAILS OF ASSETS, LIABILITIES, REVENUE AND NET WORTH OF THE COMPANIES INVOLVED IN THE SCHEME, BOTH PRE AND POST SCHEME OF ARRANGEMENT

(Amount in Lacs)

Particulars	G G Engineering Limited (Transferor Company) Pre- Merger	Integra Essentia Limited (Transferee Company) Pre- Merger		G G Engineering Limited (Transferor Company) Pre- Merger	Integra Essentia Limited (Transferee Company) Pre- Merger	Integra Essentia Limited (Transferee Company) Post- Merger*
				After taking impact of the Conversion of warrants into Equity Shares	After taking impact of the Right Issue of Equity Shares	
	As at 31st March, 2024	As at 31st March, 2024		As at 31st March, 2024	As at 31st March, 2024	As at 31st March, 2024
EQUITY AND LIABILITIES						
Shareholders' Funds						
Share Capital						
Equity	13,994.99	9,140.66		16,294.99	10,676.91	18,478.50
Other Equity	6,443.46	2,549.63		6,420.46	6,006.18	20,852.40
	20,438.45	**11,690.29**		**22,715.45**	**16,683.09**	**39,330.90**
Non-Current Liabilities						
Borrowings	263.71	724.56		263.71	724.56	988.26
Provisions	-	3.42		-	3.42	3.42
Deffered Tax Liabilities (Net)	-	25.19		-	25.19	25.19

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Akbhargav.co@gmail.com
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Other Non-Current Liabilities	-	-	-	-	-
	263.71	**753.16**	**263.71**	**753.16**	**1,016.87**
Current Liabilities					
Borrowings	20.61	13.10	20.61	13.10	33.71
Trade Payables (total outstanding dues of Micro & Small Enterprises)	-	1,277.82	-	1,277.82	1,277.82
Trade Payable (total outstanding dues of creditors other than Micro & Small Enterprises)	2,075.84	3,390.53	2,075.84	3,390.53	5,466.37
Other Current Financial Liabilities	2.99	248.07	2.99	248.07	251.06
Other Current Liabilities	96.69	2,429.58	96.69	2,429.58	2,526.27
Current tax liabilities (net)	315.63	342.94	315.63	342.94	658.57
	2,511.76	**7,702.04**	**2,511.76**	**7,702.04**	**10,213.79**
TOTAL	**23,213.91**	**20,145.49**	**25,490.91**	**25,138.28**	**50,561.56**
ASSETS					
Non-Current Assets					
Property, Plant and Equipment	185.71	3,779.16	185.71	3,779.16	3,964.86
Investments	1,735.36	3,563.03	1,800.36	3,563.03	5,295.76
Loans	2,569.57	6,932.08	2,569.57	6,932.08	9,501.64
Other Non- Current financial assets	26.79	1.12	26.79	1.12	27.91
Other non-current assets	-	0.11	-	0.11	0.11
Deffered Tax Assets (Net)	6.99	-	6.99	-	6.99
	4,524.41	**14,275.49**	**4,589.41**	**14,275.49**	**18,797.27**
Current Assets					
Inventories	3,088.51	-	3,088.51	-	3,088.51
Trade Receivables	12,851.20	3,903.73	12,851.20	3,903.73	16,754.93
Cash and Cash Equivalents	147.53	195.59	2,359.53	5,188.39	7,547.92
Loans	1,506.37	-	1,506.37	-	1,506.37
Other current financial Assets	49.88	5.35	49.88	5.35	55.23
Other Current Assets	1,046.01	1,765.33	1,046.01	1,765.33	2,811.34
	18,689.50	**5,870.00**	**20,901.50**	**10,862.80**	**31,764.30**

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TOTAL	**23,213.91**	**20,145.49**		**25,490.91**	**25,138.29**	**50,561.57**
Difference	0.00	0.00		0.00	0.00	0.00
Revenue as on 31.03.2024 (Standalone)	**21,210.50**	**27,726.66**		**21,210.50**	**27,726.66**	**48,937.16**
Net Worth as on 31.03.2024	**20,438.45**	**8,995.29**		**22,715.45**	**13,988.09**	**36,635.90**

Note:

* It may be noted that post 31st March, 2024, 18,50,00,000 warrants of the Transferor Company have been converted into Equity Shares. Further, the Transferee Company had also issued and allotted 15,36,24,538 Fully Paid-up Equity Share through a "Right Issue". The Post-Merger financials of the Transferee Company has been prepared after taking impact of the aforementioned two events. Also, the Equity Share Capital has been calculated on fully diluted basis and post taking the effect of cross holdings amongst the Transferor and Transferee Companies.

HISTORY OF THE TRANSFEROR COMPANY

G G ENGINEERING LIMITED (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act, 1956 as a private company with the name & style of "G G Engineering Private Limited" under the jurisdiction of Registrar of Companies, Mumbai. Subsequently, on 03rd April 2017, the name of the Transferee Company was changed to its present name i.e., "G G Engineering Limited" pursuant to obtaining status of a Public Company. The Registered office of the Transferee Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.
The Equity Shares of the Transferor Company are listed on the bourses of BSE.

For A. K. Bhargav & Co.
Chartered Accountants
Firm Registration No.: 034063N

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 24548396BKAKKB3908

Place: New Delhi
Date: 24/07/2024

H. No. 103A, New Lahore Shastri Nagar, Street No. 4, (Behind Jain Mandir),New Delhi-110031
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A K BHARGAV & CO.
CHARTERED ACCOUNTANTS

To
The Board of Directors
Integra Essentia Limited
607, 6th Floor, Pearls Best Height -II,
Netaji Subhash Place, Maurya Enclave, Delhi - 110034

We, the statutory auditors of Integra Essentia Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 3 of Part- III of the Draft Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') in terms of the provisions of sections 230 -232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 for onward submission to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and National Company Law Tribunal. This Certificate should not be used for any other purpose without our prior written consent.

For A. K. Bhargav & Co.
Chartered Accountants
Firm Registration No.: 034063N

CA Arun Kumar Bhargav
Proprietor
Membership Number: 548396
UDIN: 24548396BKAKJX8007

Place: New Delhi
Date: 24.07.2024

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238

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Unit No. 607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, New Delhi-110034, IN

DETAILS OF CHANGE IN VALUE OF PUBLIC SHAREHOLDERS PRE AND POST SCHEME OF ARRANGEMENT FOR AMALGAMATION OF G G ENGINEERING LIMITED ('TRANSFEROR COMPANY') WITH INTEGRA ESSENTIA LIMITED ('TRANSFEREE COMPANY') ('SCHEME'):

Both the Transferor and Transferee Company are listed Companies, thus, have Public Shareholders. As per the Valuation Report issued by the Independent Registered Valuer Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201), "Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty Eight) Equity Shares of Face Value of INR 1/- (Rupees One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupees One Each) each held by them in the Transferor Company pursuant to the draft Scheme.

Benefit of the Scheme the Public shareholders:

The Proposed Amalgamation is expected to contribute to economic value creation for both Transferor and Transferee companies. The shareholders of Transferor company will benefit from reduced finance costs, improved profitability and additional resources to fund the growth of formulations business. The shareholders of the Transferee company are expected to benefit from growth in the Infrastructure business. Shareholders of both Company are also likely to benefit from the increased value created through business synergies, cost savings, reduction in administrative / operating costs and improved financial performance of the merged entity.

Transferor Company

Pre-Scheme Public Shareholding:

No. of Shares	Percentage (%)
1,56,44,98,800	98.74

Post Scheme Public Shareholding:

No. of Shares	Percentage (%)
Nil	Nil

For Integra Essentia Limited

Authorised Signatory/Director

Transferee Company

Pre-Scheme Public Shareholding:

No. of Shares	Percentage (%)
84,54,70,787	79.19

Post Scheme Public Shareholding*:

No. of Shares	Percentage (%)
1,62,56,30,204	87.97

Note:

* The Post Scheme Public Shareholding has been shown on fully diluted basis and post taking the effect of cross holdings amongst the Transferor and Transferee Companies.

For & on behalf of
Integra Essentia Limited

For Integra Essentia Limited

Authorised Signatory/Director

Pankaj Kumar Sharma
Company Secretary & Compliance Officer
Membership No. - A69153

Date: 24.07.2024
Place: New Delhi

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238

+91-80762 00456
www.integraessentia.com
cs@integraessentia.com
Unit No. 607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, New Delhi-110034, IN

Declaration

I, Arijit Kumar Ojha, Director of Integra Essentia Limited ('the Company'), do hereby confirm the following:

1. The valuation carried out in the Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') ('Scheme') is in accordance with applicable valuation standards;
2. The Scheme is in compliance with the applicable securities laws;
3. The arrangement proposed in the scheme is yet to be executed.

For & on behalf of
Integra Essentia Limited

For Integra Essentia Limited

Authorised Signatory/Director

Arijit Kumar Ojha
Director
DIN: 10265020

Date: 24.07.2024
Place: New Delhi

Integra Essentia Limited
Projections considered in valuation report

(in lakhs)

Profit & Loss account

Particulars	2023	2024	2025	2026	2027	2028	2029
Revenue from Operations	24,141.41	27,726.66	31,053.86	34,780.32	38,953.96	43,628.43	48,863.84
Other Income	408.73	1,835.73	2,019.30	2,221.23	2,443.35	2,687.69	2,956.46
Total Income	**24,550.15**	**29,562.38**	**33,073.15**	**37,001.55**	**41,397.31**	**46,316.12**	**51,820.30**
EXPENSES							
Purchases of Stock-in-Trade	23,561.67	26,845.24	28,455.95	30,163.31	31,973.11	33,891.50	35,924.99
Employee Benefits Expense	49.53	84.77	89.00	93.45	98.13	103.03	108.18
Finance Costs	0.19	56.29	59.10	62.06	65.16	68.42	71.84
Depreciation and Amortisation Expense	2.60	371.62	393.92	417.56	442.61	469.17	497.32
Other Expenses	218.66	307.96	320.28	333.09	346.41	360.27	374.68
Total Expenses	**23,832.65**	**27,665.88**	**29,318.26**	**31,069.47**	**32,925.42**	**34,892.38**	**36,977.01**
Profit/ (Loss) Before Tax	**717.50**	**1,896.51**	**3,754.89**	**5,932.08**	**8,471.89**	**11,423.73**	**14,843.29**
Tax Expense	57.03	368.39	945.11	1,493.10	2,132.37	2,875.35	3,736.06
Profit after tax	**660.48**	**1,528.11**	**2,809.79**	**4,438.97**	**6,339.51**	**8,548.38**	**11,107.23**

Particulars	2023	2024	2025	2026	2027	2028	2029
ASSETS							
Non-Current Assets							
a) Property, Plant and Equipment	4,003.70	3,779.16	4,232.66	4,740.57	5,309.44	6,496.58	8,099.90
b) Financial Assets							
(i) Investments	1,991.68	3,563.03	3,990.60	4,717.24	6,411.53	8,130.91	10,106.62
(ii) Loans	8,261.89	6,932.08	7,763.93	9,695.60	12,509.07	14,510.16	17,801.38
(iii) Other	38.11	1.12	1.25	1.40	1.57	1.76	1.97
c) Deferred Tax Asset(Net)	0.27	-	0.30	0.34	0.38	0.42	0.47
d) Other non current assets	-	0.11	0.12	0.14	0.15	0.17	0.19
	14,295.64	**14,275.49**	**15,988.85**	**19,155.28**	**24,232.14**	**29,139.99**	**36,010.52**
Current Assets							
a) Financial Assets							
(i) Trade Receivables	1,034.79	3,903.73	5,372.17	6,516.83	7,498.85	9,398.72	12,276.56
(ii) Cash and Cash Equivalents	550.72	195.59	314.93	362.17	566.49	1,751.47	2,714.19
(iii) Other	105.45	5.35	5.78	6.24	6.74	7.28	7.86
b) Other Current Assets	103.80	1,765.33	1,984.00	2,722.08	3,548.73	4,760.10	6,031.31
	1,794.77	**5,870.00**	**7,676.88**	**9,607.33**	**11,620.82**	**15,917.56**	**21,029.92**
Total Assets	**16,090.41**	**20,145.49**	**23,665.73**	**28,762.61**	**35,852.96**	**45,057.56**	**57,040.45**
EQUITY AND LIABILITIES							
Equity							
a) Equity Share Capital	4,570.33	9,140.66	9,140.66	9,140.66	9,140.66	9,140.66	9,140.66
b) Other Equity	2,964.35	2,549.63	5,359.42	9,798.39	16,137.90	24,686.28	35,793.52
	7,534.68	**11,690.29**	**14,500.08**	**18,939.05**	**25,278.56**	**33,826.94**	**44,934.18**
LIABILITIES							
Non-Current Liabilities							
a) Financial Liabilities							
(i) Borrowings	2,847.50	724.56	731.80	739.12	746.51	753.98	761.52
b) Provisions	-	3.42	3.45	3.49	3.52	3.56	3.59
c) Deferred tax liabilities (net)	-	25.19	25.69	26.20	26.73	27.26	27.81
	2,847.50	**753.16**	**760.95**	**768.81**	**776.76**	**784.80**	**792.92**

For Integra Essentia Limited

Authorised Signatory/Director

Current Liabilities							
a) Financial Liabilities							
(i) Borrowings	-	13.10	13.36	13.63	13.90	14.18	14.47
(ii) Trade Payables							
total outstanding dues of Micro & Small Enterprises	2,018.70	1,277.82	1,290.60	1,303.51	1,316.54	1,329.71	1,343.00
total outstanding dues of creditors other than Micro & Small Enterprises	389.55	3,390.53	3,424.43	3,458.67	3,493.26	3,528.19	3,463.48
(iii)Other financial liabilities	208.47	248.07	253.03	258.09	263.25	268.52	273.89
b) Other Current Liabilities	3,034.20	2,429.58	2,478.17	2,527.73	2,578.29	2,629.85	2,682.45
c) Provisions	-	0.00	0.01	0.01	0.01	0.01	0.01
d) Current Tax Liabilities (Net)	57.30	342.94	945.11	1,493.10	2,132.37	2,675.35	3,536.06
	5,708.23	**7,702.04**	**8,404.71**	**9,054.75**	**9,797.63**	**10,445.82**	**11,313.35**
Total Equity and Liabilities	**16,090.41**	**20,145.49**	**23,665.73**	**28,762.61**	**35,852.96**	**45,057.56**	**57,040.45**

Justification

1) Integra Essentia Limited (IEL) has ventured into a new segments of winery business during the current financial year i.e. 2023-24 which is expected to grow in rapid way in coming financial years in terms of topline and bottomline. Accordingly, we have taken positive growth for the proected financial years.

2) The company have catered new customer base in terms of FMCG sector by launching of different set of products of winery which have a considerable increase in the topline as well as PAT of the company.

3) The company has employed its reserves for expansion of business which lowered average cost of capital, results into a sharp rise in EBITDA and PAT.

4) The company has also expand its business in essential commodities like rice and pulses which demands is elastic in nature. Accordingly that essential products has a considerable contribution into the company's topline.

5) The company has encash opportunity to a government of India's well and renowned scheme HAR GHAR JAL YOJANA through which the company has started supplying infra products like TMT, PVC Pipes and TMT bars to support its vendors to implement the government project. The revenue fropm infra segments contributing considerable margin in EBITDA and PAT.

For and behalf of Integra Essentia Limited

For Integra Essentia Limited

Authorised Signatory/Director

Arijit Kumar Ojha
Director
DIN: 10265020
25.06.2024

ADDITIONAL REQUIREMENTS

–

Scheme of Arrangement for Amalgamation of G G Engineering Limited (Transferor Company) with Integra Essentia Limited (Transferee Company)

INDEX

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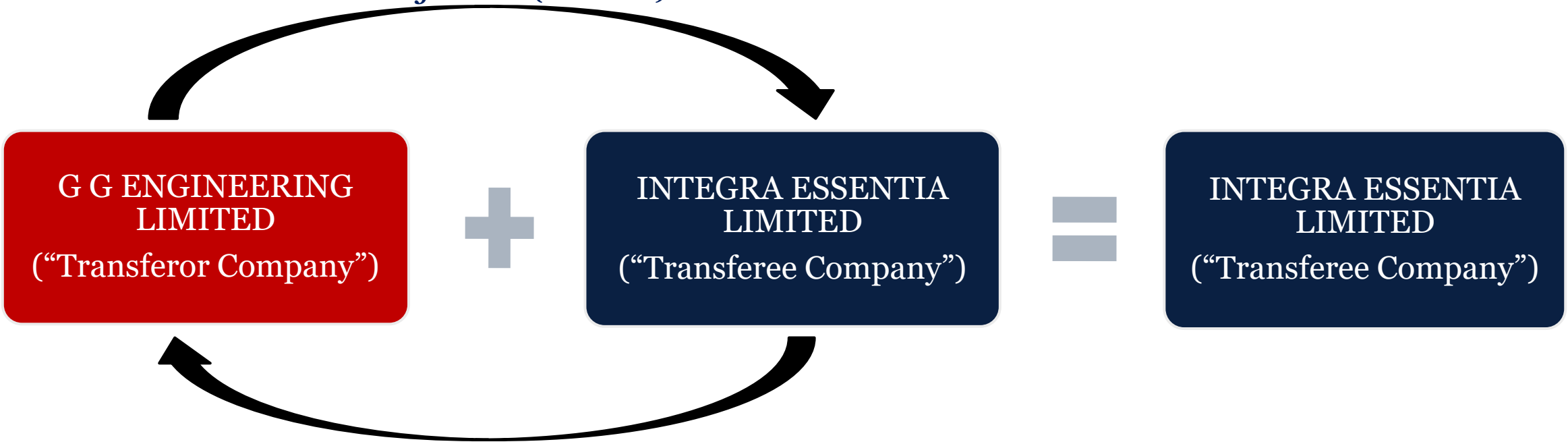
NOTE:
Requirement mentioned at point no. 10, 11 and 12 of the Part-B of the "Additional requirements" are not applicable in the present Scheme.

1&5) GRAPHICAL REPRESENTATION OF THE SCHEME

The Transferor Company will merge into the Transferee Company through the Scheme of Arrangement for Amalgamation ("Scheme").



The Transferee Company shall issue equity shares in the ratio given below.

NOTE:

(i) On occurrence of the Effective Date, the Transferor Company shall, without any further act or deed, shall stand dissolved without winding up.

(ii) "Integra Essentia Limited" (Transferee Company) shall issue and allot 48 (Forty Eight) Equity Shares of Face Value of INR 1/- (Rupee One Each) each to Equity Shareholders of "G G Engineering Limited" (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupee One Each) each held by them in the Transferor Company.

2) BACKGROUND OF THE ENTITIES

G G ENGINEERING LIMITED (TRANSFEROR COMPANY)

1. **Incorporation:** G G ENGINEERING LIMITED (hereinafter also referred to as 'GGEL' or 'Transferor Company'), bearing CIN L28900MH2006PLC159174, was incorporated on 23rd January 2006 under the Companies Act, 1956 as "G G Engineering Private Limited".

2. **Name Change:** Renamed to "G G Engineering Limited" on 3rd April 2017 after obtaining the status of a Public Company.

3. **Registered Office:** Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104.

4. **Business Focus: S**uperior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.

5. **Listing:** Equity Shares of GG Engineering Limited are listed on the BSE Limited.

INTEGRA ESSENTIA LIMITED (TRANSFEREE COMPANY)

1. **Incorporation:** INTEGRA ESSENTIA LIMITED (IEL or Transferee Company) bearing CIN L74110DL2007PLC396238, was incorporated on 6th August 2007 under the Companies Act, 1956 as "Five Star Mercantile Private Limited".

2. **Name Changes:** Changed to "Five Star Mercantile Limited" on 3rd January 2012 after becoming a Public Company. Further renamed to "Integra Garment and Textile Limited" on 2nd August 2012. Finally renamed to "Integra Essentia Limited" on 16th February 2022.

3. **Registered Office:** 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034 (Shifted from Maharashtra to New Delhi on 6th April 2022).

4. **Business Activity:** Engaged in four business segments- Agro products , Clothing, Infrastructure, Energy. Primarily involved in trading agricultural commodities, essential goods, organic and natural products, processed foods, and infrastructural products.

5. **Listing**: Equity Shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

3&4) DETAILED OBJECTIVE & RATIONALE OF THE SCHEME

Objective and Rationale for the Scheme of Arrangement for Amalgamation:

The objective of this Scheme of Arrangement, under Sections 230-232 of the Companies Act, 2013, is to amalgamate G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company'). The Transferee Company will issue its equity shares to the shareholders of the Transferor Company in exchange for amalgamation. Upon the Effective Date, the Transferor Company shall stand dissolved without winding up, with its entire business and assets transferred to the Transferee Company, subject to existing charges.

This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee companies and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

- ***Consolidating strengths:***

The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

3&4) DETAILED OBJECTIVE & RATIONALE OF THE SCHEME

- ***Value creation for Shareholders:***

The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

- ***Focused management, synergies, and Growth prospects:***

The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

3&4) DETAILED OBJECTIVE & RATIONALE OF THE SCHEME

In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

This comprehensive rationale as above underscores the strategic motivations, expected benefits, and the context surrounding the Proposed Amalgamation, highlighting its alignment with both the companies' objectives and the interests of their various stakeholders.

6) EXISTING AND PROPOSED CAPITAL STRUCTURE

G G ENGINEERING LIMITED – PRE- MERGER EQUITY SHAREHOLDING PATTERN

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	20000000	0	0	20000000	1.26	20000000	0	20000000	1.26	0	1.23	20000000	100.00	0	0.00	20000000
(B)	Public	342906	1564498800	0	0	1564498800	98.74	1564498800	0	1564498800	98.74	45000000	98.77	68500000	43.78	0	0	1564498800
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0
(C2)	Shares held by Employes Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0
	Total:	**342907**	**1584498800**	**0**	**0**	**1584498800**	**100.00**	**1584498800**	**0**	**1584498800**	**100.00**	**45000000**	**100.00**	**70500000**	**44.49**	**0**	**0.00**	**1584498800**

6) EXISTING AND PROPOSED CAPITAL STRUCTURE

INTEGRA ESSENTIA LIMITED – PRE- MERGER EQUITY SHAREHOLDING PATTERN

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class:Equity	Classeg:y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	222219757	0		222219757	20.81	222219757		222219757.00	20.81	0	20.81	0		0		222219757
(B)	Public	242659	845470787	0		845470787	79.19	845470787		845470787.00	79.19	0	79.19	0		13686816	1.62	844441217
(C)	Non Promoter- Non Public					0												
(C1)	Shares underlying DRs	0			0	0		0		0	0.00			0		0		0
(C2)	Shares held by Employee Trusts	0	00	0		0	0.00	00		0	0.00	0	0.00	0		0		0
	Total	242660	1067690544	0	0	1067690544	100.00	1067690544	0.00	1067690544.00	100.00	0	100.00	0	0.00	13686816	1.62	1066660974

6) EXISTING AND PROPOSED CAPITAL STRUCTURE

INTEGRA ESSENTIA LIMITED – POST MERGER EQUITY SHAREHOLDING PATTERN

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class:Equity	Classeg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	222219757	0	0	222219757	12.03	222219757	0	222219757.00	12.03	0	12.03	0	0.00	0	0.00	222219757
(B)	Public	585565	1625630204	0	0	1625630204	87.97	1625630204	0	1625630204.00	87.97	0	87.97	360000000	22.15	13686816	0.84	1624600634
(C)	Non Promoter- Non Public																	
(C1)	Shares underlying DRs	0	00	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0.00	0
(C2)	Shares held by Employee Trusts	0	00	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0.00	0
	Total	585566	1,847,849,961	0	0	1847849961	100.00	1847849961	0.00	1847849961	100.00	0	100.00	360000000	22.15	13686816	0.84	1846820391

7) PRE-POST SCHEME: NET WORTH OF THE ENTITIES

A. G G ENGINEERING LIMITED

G G ENGINEERING LIMITED (TRANSFEROR COMPANY) AS PER THE STANDALONE FINANCIAL STATEMENT AS ON 31.03.2024		
	PRE-SCHEME (in cr)	**POST- SCHEME**
EQUITY	139.95	00.00
OTHER EQUITY	64.43	00.00
NETWORTH	204.38	**00.00**

7) PRE-POST SCHEME: NET WORTH OF THE ENTITIES

B. INTEGRA ESSENTIA LIMITED

INTEGRA ESSENTIA LIMITED (TRANSFEREE COMPANY) AS PER THE STANDALONE FINANCIAL STATEMENT AS ON 31.03.2024		
	PRE-SCHEME (in Cr.)	**POST- SCHEME (in Cr.)**
EQUITY	91.41	184.78
OTHER EQUITY	(1.46)	181.57
NETWORTH	**89.95**	**366.36**

It may be noted that post 31st March, 2024, 18,50,00,000 warrants of the Transferor Company have been converted into Equity Shares. Further, the Transferee Company had also issued and allotted 15,36,24,538 Fully Paid-up Equity Share through a "Right Issue". The Post net worth has been calculated as per the audited financials of the Companies as on 31st March, 2024 after taking impact of the aforementioned two events. Also, the Equity Share Capital has been calculated on fully diluted basis and post taking the effect of cross holdings amongst the Transferor and Transferee Companies.

8) KEY POINTS & CONSIDERATION PROPOSED IN THE SCHEME

1. Valuation Report: Valuation conducted by Axiology Valuetech Private Limited. Fairness opinion provided by Corporate Professionals Capital Private Limited.
Share values determined: INR 2.10 for Transferor Company and INR 4.41 for Transferee Company..

2. Issuance of Equity Shares: Transferee Company to issue 48 equity shares for every 100 equity shares of Transferor Company.

3. Cancellation of Cross Holdings: Any cross-holdings between Transferor and Transferee Companies will be canceled at the time of share allotment.

4. Management of Fractional Entitlements: Fractional shares to be consolidated and sold by a trustee. Proceeds from the sale to be distributed to shareholders in proportion to their entitlements.

5. Pari Passu Ranking: Equity shares issued to Transferor Company shareholders rank pari passu with existing equity shares from the Appointed Date.

8) KEY POINTS & CONSIDERATION PROPOSED IN THE SCHEME

6. Accounting Treatment: The amalgamation will follow the Purchase Method of Accounting as per Ind AS 103.Assets and liabilities to be recorded at fair values.

7. **Lock-In Period:** Equity shares subject to existing lock-in requirements will remain locked as per SEBI regulations.

9) STEPWISE PROCESS INVOLVED IN THE SCHEME

Considering and Approval of Scheme of Arrangement for Amalgamation ('Scheme') by the Board of Director of both the Companies

↓

Intimation to Stock exchanges and Filing of application with both the Stock Exchanges under Regulation 37 of SEBI (LODR) Regulation, 2015 for obtaining their In-Principle approval

FURTHER STEPS

Receipt of In-Principle approval of both the Stock Exchanges to the scheme

↓

Filing of First Motion Application before NCLT

↓

Convening the NCLT directed meetings of Shareholders and Creditors of the Companies / Dispensation with the said meetings

↓

Filing Chairperson's Report w.r.t. the outcome of the above meetings before NCLT

↓

Filing of Second Motion Petition before the NCLT

↓

Compliance with the directions issued by the NCLT in the aforementioned "Second Motion Petition" hearing

↓

Receipt of NOC from Registrar of Companies, Regional Director, Official Liquidator, Income Tax Department and Sectoral regulators (if any)

↓

Final hearing before NCLT and consequently obtaining order sanctioning the amalgamation

9) STEPWISE PROCESS INVOLVED IN THE SCHEME

Filing the final NCLT order with the Registrar of Companies

↓

Allotment of shares to the shareholders of the Transferor Company pursuant to the Scheme

↓

Filing of return of the above allotment with the Registrar of Companies

↓

Filing of application with both the stock exchanges for obtaining the listing and trading approval for the shares so issued pursuant to the Scheme

↓

Receipt of the listing and trading approval for the shares so issued pursuant to the Scheme

ANNEXURE - 15

PRE AMALGAMATION SHAREHOLDING PATTERN

1.	Name of Listed Entity:	**G G Engineering Limited**	
2.	Scrip Code/Name of Scrip/Class of Security:	**540614,GGENG,EQUITY SHARES**	
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)		
	a. if under 31(1)(b) then indicate the report for quarter ending	**30-05-2025**	
	b. if under 31(1)(c) then indicate date of allotment/extinguishment		
4	**Declaration:** The Listed Entity is required to submit the following declaration to the extent of submission of information		
	Particulars	**YES***	**NO***
a	Whether the Listed Entity has issued any partly paid up shares		No
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
c	Whether the Listed Entity has any shares against which depository receipts are issued?		No
d	Whether the Listed Entity has any shares in locked-in?	Yes	
e	Whether any shares held by promoters are pledge or otherwise encumbered?		No

For and on behalf of
G G Engineering Limited

Sd/-
Atul Sharma
Managing Director
DIN - 08290588

Date - 10/07/2025
Place - Mumbai

Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares	No.	As a % of total	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	20000000	0	0	20000000	1.26	20000000	0	20000000	1.26	0	1.26	20000000	100.00	0	0.00	20000000
(B)	Public	402419	1564498800	0	0	1564498800	98.74	1564498800	0	1564498800	98.74	0	98.74	0	0.00	NA	NA	1564497100
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total:	**402420**	**1584498800**	**0**	**0**	**1584498800**	**100.00**	**1584498800**	**0**	**1584498800**	**100.00**	**0**	**100.00**	**20000000**	**1.26**	**0**	**0.00**	**1584497100**

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

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other		1	20000000	0	0	20000000	1.26	20000000	0	20000000	1.26	0	1.26	20000000	100.00	0	0.00	20000000
	KAMAL BERIWAL		1	20000000	0	0	20000000	1.26	20000000	0	20000000	1.26	0	1.26	20000000	100.00	0	0.00	20000000
	Sub-Total (A)(1)		**1**	**20000000**	**0**	**0**	**20000000**	**1.26**	**20000000**	**0**	**20000000**	**1.26**	**0**	**1.26**	**20000000**	**100.00**	**0**	**0.00**	**20000000**
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)		**1**	**20000000**	**0**	**0**	**20000000**	**1.26**	**20000000**	**0**	**20000000**	**1.26**	**0**	**1.26**	**20000000**	**100.00**	**0**	**0.00**	**20000000**

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	Sub-categorization of shares		
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total	No.	As a % of total Shares		Shareholding (No. of shares) under		
									Class X	Class Y	Total									Sub category (i)	Sub category (ii)	Sub category (iii)
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)			
(1)	Institutions (Domestic)																					
(a)	Mutual Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(d)	Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(e)	Insurance Companies		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(f)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(g)	Asset Reconstruction Companies		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(h)	Soveregin Wealth Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(i)	NBFC Registered with RBI		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(j)	Other Financial Insutitions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(k)	Any Other																					
	Sub Total (B)(1)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**	**0**	**0**	**0**
(2)	Institutions (Foreign)																					
(a)	Foreign Direct Investment		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(b)	Foreign Venture Capital		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(c)	Sovereign Wealth Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(d)	Foreign Portfolio Investors Category I		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(e)	Foreign Portfolio Investors Category II		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(f)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(g)	Any Other																					
	Sub Total (B)(2)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**	**0**	**0**	**0**
(3)	Central Government/State Government(s)/President of India																					
(a)	Central Government / President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(b)	State Government / Governor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(c)	Shareholding by Companies or Bodies Corporate where Central / S		1	7100	0	0	7100	0.00	7100	0	7100	0.00	0	0.00	0	0.00	NA	NA	7100	0	0	0
	Sub Total (B)(3)		**1**	**7100**	**0**	**0**	**7100**	**0.00**	**7100**	**0**	**7100**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**7100**	**0**	**0**	**0**
(4)	Non-Institutions																					
(a)	Associate companies / Subsidiaries		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(b)	Directors and their relatives (excluding independent directors and		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(c)	Key Managerial Personnel		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(d)	Relatives of promoters (other than 'immediate relatives' of promo		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(e)	Trusts where any person belonging to 'Promoter and Promoter Gr		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(f)	Investor Education and Protection Fund (IEPF)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakh		399828	1046302600	0	0	1046302600	66.03	1046302600	0	1046302600	66.03	0	66.03	0	0.00	NA	NA	1046300900	0	0	0
(h)	Resident Individuals holding nominal share capital in excess of Rs.		527	257599012	0	0	257599012	16.26	257599012	0	257599012	16.26	0	16.26	0	0.00	NA	NA	257599012	0	0	0
(i)	Non Resident Indians (NRIs)		744	18673049	0	0	18673049	1.18	18673049	0	18673049	1.18	0	1.18	0	0.00	NA	NA	18673049	0	0	0
(j)	Foreign Nationals		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(k)	Foreign Companies)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0	0	0	0
(l)	Bodies Corporate		108	215606862	0	0	215606862	13.61	215606862	0	215606862	13.61	0	13.61	0	0.00	NA	NA	215606862	0	0	0
	FARTILE TRADING PRIVATE		1	45000000	0	0	45000000	2.84	45000000	0	45000000	2.84	0	2.84	0	0.00	NA	NA	45000000			
	PINCERS COMMODITIES PRIVATE		1	45000000	0	0	45000000	2.84	45000000	0	45000000	2.84	0	2.84	0	0.00	NA	NA	45000000			
	CHILLYPOT TRADING PRIVATE		1	45000000	0	0	45000000	2.84	45000000	0	45000000	2.84	0	2.84	0	0.00	NA	NA	45000000			
	MARIANGO TRADING PRIVATE		1	45000000	0	0	45000000	2.84	45000000	0	45000000	2.84	0	2.84	0	0.00	NA	NA	45000000			
(m)	Any Other																					
	CLEARING MEMBERS		1	100000	0	0	100000	0.01	100000	0	100000	0.01	0	0.01	0	0.00	NA	NA	100000	0	0	0
	H U F		1210	26210177	0	0	26210177	1.65	26210177	0	26210177	1.65	0	1.65	0	0.00	NA	NA	26210177	0	0	0
	Sub Total (B)(4)		**402418**	**1564491700**	**0**	**0**	**1564491700**	**98.74**	**1564491700**	**0**	**1564491700**	**98.74**	**0**	**98.74**	**0**	**0.00**			**1564490000**			
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)		**402419**	**1564498800**	**0**	**0**	**1564498800**	**98.74**	**1564498800**	**0**	**1564498800**	**98.74**	**0**	**98.74**	**0**	**0.00**			**1564497100**	**0**	**0**	**0**

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

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total	No.	As a % of total Shares held	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(2)	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**			**0**

Table V - Statement showing details of Significant Beneficial Owners (SBOs)									
Sno	Details of the significant beneficial owner			Details of the registered owner			Particulars of the shares in which significant beneficial interest is held by the beneficial owner		Date of creation/acquisition of significant beneficial interest
	I			II			III		IV
Sr No	Name	PAN	Nationality	Name	PAN	Nationality	Number of Shares	Shareholding as a % of total no of shares (Calculated as per SCRR 1957) As a % of (A+B+C2)	
1	NA	NA	NA	NA	NA	NA	NA	NA	NA

Table VI - Statement showing foreign ownership limits			
	Board approved limits	Limits utilized	Date
As on shareholding date			
As on the end of previous 1st quarter			
As on the end of previous 2nd quarter			
As on the end of previous 3rd quarter			
As on the end of previous 4th quarter			

PRE AMALGAMATION SHAREHOLDING PATTERN

1.	Name of Listed Entity:		**INTEGRA ESSENTIA LIMITED FORMERLY KNOWN AS INTEGRA GARMENTS**	
2.	ISIN		**INE418N01035**	
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)			
	a.	If under 31(1)(b) then indicate the report for Quarter ending	**30/05/2025**	
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment		
4.	**Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-			
		Particulars	**Yes***	**No***
	1.	Whether the Listed Entity has issued any partly paid up shares?		No
	2.	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
	3.	Whether the Listed Entity has any shares against which depository receipts are issued?		No
	4.	Whether the Listed Entity has any shares in locked-in?		No
	5.	Whether any shares held by promoters are pledge or otherwise encumbered?		No

For and on behalf of
Integra Essentia Limited

Sd/-
Deepak Kumar Gupta
Whole Time Director
DIN - 00057003

Date - 10/07/2025
Place - New Delhi

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class:Equity	Classeg:y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	170578271	0		170578271	15.98	170578271		170578271.00	15.98	0	15.98	0		0	0.00	170578271
(B)	Public	367233	897112273	0		897112273	84.02	897112273		897112273.00	84.02	0	84.02	0		-	-	896124652
(C)	Non Promoter- Non Public					0												
(C1)	Shares underlying DRs	0			0	0		0		0	0.00			0		-	-	0
(C2)	Shares held by Employee Trusts	0	00	0		0	0.00	00		0	0.00	0	0.00	0		-	-	0
	Total	367234	1067690544	0	0	1067690544	100.00	1067690544	0.00	1067690544.00	100.00	0	100.00	0	0.00	0	0.00	1066702923

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

		Category & Name of the Shareholders	Entity type i.e. promoter OR promoter group entity (except promotor)	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerializ ed form
											No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total share s held (b)	
											Class X	Class Y	Total								
		(I)		(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
1		**Indian**																			
	(a)	**Individual/Hindu Undivided Family**			1	170578271	0	0	170578271	15.98	170578271	0	170578271	15.98	0	15.98	0	0.00	0	0.00	170578271
		VISHESH GUPTA	Promotor			170578271	0		170578271	15.98	170578271		170578271	15.98	0	15.98	0	0.00	0	0.00	170578271
	(b)	**Central Government/State Government(s)**			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	(c)	**Financial Institutions/Banks**			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	(d)	**Any Other (Specify)**			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
		Sub Total (A)(1)			1	170578271	0	0	170578271	15.98	170578271	0	170578271	15.98	0	15.98	0	0.00	0	0.00	170578271
2		**Foreign**							0	0.00			0	0.00		0.00		0.00		0.00	
	(a)	**Individual/Non Resident Individual/Foreign**			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	(b)	**Government**			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	(c)	**Institutions**			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	(d)	**Foreign Portfolio Investor**			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	(e)	**Any Other (Specify)**			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
		Sub Total (A)(2)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
		Total Shareholding of Promoter and Promoter Group			1	170578271	0	0	170578271	15.98	170578271	0	170578271	15.98	0	15.98	0	0.00	0	0.00	170578271

Table III - Statement showing shareholding pattern of the Public shareholder

		Category & Name of the Shareholders	PAN	Nos. of shareh older	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Sharehol ding % calculate d as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerializ ed form	Sub-categorization of shares (XV)		
										No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shar es held (b)	No. (Not applicable) (a)	As a % of total shares held (Not applic able) (b)		Shareholding (No. of shares) under		
										Class X	Class Y	Total									Sub category (i)	Sub category (ii)	ub category (iii)
		(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)			
1		Institutions Domestic																					
	(a)	Mutual Fund		7	7749	0		7749	0.00	7749		7749	0.00	0	0.00	0	0.00		0.00	0			
	(b)	Venture Capital Funds		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(c)	Alternate Investment Funds		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(d)	Banks		15	12378	0		12378	0.00	12378		12378	0.00	0	0.00	0	0.00		0.00	6240			
	(e)	Insurance Companies		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(f)	Provident Fund/Pension Fund		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(g)	Asset Reconstruction		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(h)	Sovereign Wealth Fund		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(i)	NBFCs Registered with RBI		1	103000	0		103000	0.01	103000		103000	0.01	0	0.01	0	0.00		0.00	103000			
	(j)	Other Financial Institutions		2	384	0		384	0.00	384		384	0.00	0	0.00	0	0.00		0.00	0			
	(k)	Any Other Specify		4	3405	0		3405	0.00	3405		3405	0.00	0	0.00	0	0.00		0.00	0			
		Sub Total (B)(1)		29	126916	0	0	126916	0.01	126916	0	126916	0.01	0	0.01	0	0.00	-	0.00	109240	0	0	0
2		Institutions Foreign						0	0.00			0	0.00		0.00		0.00		0.00				
	(a)	Foreign Direct Investmnet		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(b)	Foreign Venture Capital Investors		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(c)	Sovereign Wealth Fund		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(d)	Foreign Portfolio Investors Category I		1	568000	0		568000	0.05	568000		568000	0.05	0	0.05	0	0.00		0.00	568000			
	(e)	Foreign Portfolio Investors Category II		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(f)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(g)	Any Other (specify)		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
		Sub Total (B)(2)		1	568000	0	0	568000	0.05	568000	0	568000	0.05	0	0.05	0	0.00	-	0.00	568000	0	0	0
3		Central Government/State Government						0	0.00			0	0.00		0.00		0.00		0.00				
	a	Central Government/President of India		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	b	State Government/Governor		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	c	State Government/Governor		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
		Sub Total (B)(3)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	-	0.00	0	0	0	0
4		Non-Institutions						0	0.00			0	0.00		0.00		0.00		0.00				
	(a)	Associate companies / Subsidiaries		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(b)	Directors and their relatives (excluding independent directors and nominee directors)		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(c)	Key Managerial Personnel		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' categorv)		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(f)	Investor Education and Protection Fund (IEPF)		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(g)	Individual Shareholders holding Nominal Share Capital Up to 2 Lacs		363730	722993186	0		722993186	67.72	722993186		722993186	67.72	0	67.72	0	0.00		0.00	722153528			
	(h)	Individual Shareholders holding Nominal Share Capital in excess of 2 Lacs		221	113006201	0		113006201	10.58	113006201		113006201	10.58	0	10.58	0	0.00		0.00	113006201			
	(i)	Non Resident Indians (NRIs)		1453	20947360	0		20947360	1.96	20947360		20947360	1.96	0	1.96	0	0.00		0.00	20916553			
	(j)	Foreign Nationals		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(k)	Foreign Companies		4	87024	0		87024	0.01	87024		87024	0.01	0	0.01	0	0.00		0.00	0			
	(l)	Bodies Corporate		293	13082843	0		13082843	1.23	13082843		13082843	1.23	0	1.23	0	0.00		0.00	13070387			
	(m)	Any Other (specify)																					
	(m1)	Employee Trusts		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(m2)	Overseas Depositories (Holding DRs) (Balancing Fieure)		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(m3)	Resident Indian Huf		1447	22989642	0		22989642	2.15	22989642		22989642	2.15	0	2.15	0	0.00		0.00	22989642			
	(m4)	Trusts		5	187239	0		187239	0.02	187239		187239	0.02	0	0.02	0	0.00		0.00	187239			
	(m5)	Firms		49	1961544	0		1961544	0.18	1961544		1961544	0.18	0	0.18	0	0.00		0.00	1961544			
	(m6)	Escrow Account		1	1162318	0		1162318	0.11	1162318		1162318	0.11	0	0.11	0	0.00		0.00	1162318			
	(m7)	Clearing Members/House		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
	(m8)	Others		0	0	0		0	0.00	0		0	0.00	0	0.00	0	0.00		0.00	0			
		Sub Total (B)(4)		367203	896417357	0	0	896417357	83.96	896417357	0	896417357	83.96	0	83.96	0	0.00	-	0.00	895447412	0	0	0
		Total Public Shareholding (B)= (B)(1)+(B)(2) + B(3) +B(4)		367233	897112273	0	0	897112273	84.02	897112273	0	897112273	84.02	0	84.02	0	0.00	-	0.00	896124652			

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

	Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total no. shares held	Sharehol ding % calculate d as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerializ ed form (Not Applicable)
									No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shar es held	No. (Not applicable)	As a % of total share s held (Not applic able)	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
C1	Custodian/DR Holder		0	0	0	0	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0
C2	**Employees Benefit Trust (Under SEBI (Share Based Employee Benefit Regulation 2014)**		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Non Promoter Non Public Shareholding (C)= (C)(1)+(C)(2)		0	0	0	0	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0

Table V - Statement Showing Details of Significant beneficial Owners (SBOs)

Sr .No.	Details of the SBO			Details of the Registered Owner			Details of Holding/ exercise of right of the SBO in the reporting company, Whether direct or Indirect			Date of creation / acquisition of significant beneficial interest
	(I)			(II)			(III)			(IV)
	Name	**PAN/Passport No. in case of a foreign national**	**Nationality**	**Name**	**PAN/Passport No. in case of a foreign national**	**Nationality**	**Whether by Virtue of :**			
							Shares		%	
							Voting Righrs		%	
							Rights of distributable dividend or any other distribution		%	
							Exercise of control			
							Exercise of significant influence			
1	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Table VI - Statement showing foreign ownership limits

	Board approved limits	Limits utilized
As on shareholding date		
As on the end of previous 1st quarter		
As on the end of previous 2nd quarter		
As on the end of previous 3rd quarter		
As on the end of previous 4th quarter		

POST AMALGAMATION SHAREHOLDING PATTERN

1.	Name of Listed Entity:		**INTEGRA ESSENTIA LIMITED (FORMERLY KNOWN AS INTEGRA GARMENTS)**	
2.	ISIN		**INE418N01035**	
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)			
	a.	If under 31(1)(b) then indicate the report for Quarter ending	**30/05/2025**	
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment		
4.	**Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-			
		Particulars	Yes*	No*
	1.	Whether the Listed Entity has issued any partly paid up shares?		No
	2.	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
	3.	Whether the Listed Entity has any shares against which depository receipts are issued?		No
	4.	Whether the Listed Entity has any shares in locked-in?	YES	
	5.	Whether any shares held by promoters are pledge or otherwise encumbered?		No

For and on behalf of
Integra Essentia Limited

Sd/-
Deepak Kumar Gupta
Whole Time Director
DIN - 00057003

Date - 10/07/2025
Place - New Delhi

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class:Equity	Classeg:y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	170578271	0	0	170578271	9.33	170578271	0	170578271.00	9.33	0	9.33	0	0.00	0	0.00	170578271
(B)	Public	769652	1657671677	0	0	1657671677	90.67	1657671677	0	1657671677.00	90.67	0	90.67	9600000	0.58	-	-	1656684056
(C)	Non Promoter- Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	-	-	0
(C2)	Shares held by Employee Trusts	0	00	0	0	0	0.00	00	0	0	0.00	0	0.00	0	0.00	-	-	0
	Total	769653	1828249948	0	0	1828249948	100.00	1828249948	0.00	1828249948.00	100.00	0	100.00	9600000	0.58	0	0.00	1827262327

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

	Category & Name of the Shareholders	Entity type i.e. promoter OR promoter group entity (except promotor)	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerializ ed form
										No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total share s held (b)	
										Class X	Class Y	Total								
	(I)		(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
1	Indian																			
(a)	Individual/Hindu Undivided Family			1	170578271	0	0	170578271	9.33	170578271	0	170578271	9.33	0	9.33	0	0.00	0	0.00	170578271
	VISHESH GUPTA	Promotor			170578271	0		170578271	9.33	170578271		170578271	9.33	0	9.33	0	0.00	0	0.00	170578271
(b)	Central Government/State Government(s)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other (Specify)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub Total (A)(1)			1	170578271	0	0	170578271	9.33	170578271	0	170578271	9.33	0	9.33	0	0.00	0	0.00	170578271
2	Foreign							0	0.00			0	0.00		0.00		0.00		0.00	
(a)	Individual/Non Resident Individual/Foreign Individual			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other (Specify)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub Total (A)(2)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)			1	170578271	0	0	170578271	9.33	170578271	0	170578271	9.33	0	9.33	0	0.00	0	0.00	170578271

Table III - Statement showing shareholding pattern of the Public shareholder

		Category & Name of the Shareholders	PAN	Nos. of shareh older	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculate d as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerializ ed form	Sub-categorization of shares (XV)		
										No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total shares held (Not applic able) (b)		Shareholding (No. of shares) under		
										Class X	Class Y	Total									Sub category (i)	Sub category (ii)	ub category (iii)
		(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)			
1		Institutions Domestic																					
	(a)	Mutual Fund		7	7749	0		7749	0.00	7749	0	7749	0.00	0	0.00	0	0.00		0.00	0			
	(b)	Venture Capital Funds		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(c)	Alternate Investment Funds		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(d)	Banks		15	12378	0		12378	0.00	12378	0	12378	0.00	0	0.00	0	0.00		0.00	6240			
	(e)	Insurance Companies		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(f)	Provident Fund/Pension Fund		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(g)	Asset Reconstruction		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(h)	Sovereign Wealth Fund		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(i)	NBFCs Registered with RBI		1	103000	0		103000	0.01	103000	0	103000	0.01	0	0.01	0	0.00		0.00	103000			
	(j)	Other Financial Institutions		2	384	0		384	0.00	384	0	384	0.00	0	0.00	0	0.00		0.00	0			
	(k)	Any Other Specify		4	3405	0		3405	0.00	3405	0	3405	0.00	0	0.00	0	0.00		0.00	0			
		Sub Total (B)(1)		29	126916	0		126916	0.01	126916	0	126916	0.01	0	0.01	0	0.00	-	0.00	109240	0	0	0
2		Institutions Foreign						0	0.00			0	0.00		0.00				0.00				
	(a)	Foreign Direct Investmnet		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(b)	Foreign Venture Capital Investors		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(c)	Sovereign Wealth Fund		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(d)	Foreign Portfolio Investors Category I		1	568000	0		568000	0.03	568000	0	568000	0.03	0	0.03	0	0.00		0.00	568000			
	(e)	Foreign Portfolio Investors Categeorv II		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(f)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(g)	Any Other (specify)		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
		Sub Total (B)(2)		1	568000	0	0	568000	0.03	568000	0	568000	0.03	0	0.03	0	0.00	-	0.00	568000	0	0	0
3		Central Government/State Government						0	0.00			0	0.00		0.00				0.00				
	a	Central Government/President of India		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	b	State Government/Governor		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	c	State Government/Governor		1	3408	0		3408	0.00	3408	0	3408	0.00	0	0.00	0	0.00		0.00	3408			
		Sub Total (B)(3)		1	3408	0	0	3408	0.00	3408	0	3408	0.00	0	0.00	0	0.00	-	0.00	3408	0	0	0
4		Non-Institutions						0	0.00			0	0.00		0.00		0.00		0.00				
	(a)	Associate companies / Subsidiaries		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(b)	Directors and their relatives (excluding independent directors and nominee directors)		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(c)	Key Managerial Personnel		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' categorv)		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(f)	Investor Education and Protection Fund (IEPF)		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(g)	Individual Shareholders holding Nominal Share Capital Up to 2 Lacs		763558	1225218434	0		1225218434	67.02	1225218434	0	1225218434	67.02	0	67.02	0	0.00		0.00	1224378776			
	(h)	Individual Shareholders holding Nominal Share Capital in excess of 2 Lacs		749	246253727	0		246253727	13.47	246253727	0	246253727	13.47	0	13.47	9600000	3.90		0.00	246253727			
	(i)	Non Resident Indians (NRIs)		2197	29910424	0		29910424	1.64	29910424	0	29910424	1.64	0	1.64	0	0.00		0.00	29879617			
	(l)	Foreign Nationals		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(k)	Foreign Companies		4	87024	0		87024	0.00	87024	0	87024	0.00	0	0.00	0	0.00		0.00	0			
	(l)	Bodies Coroorate		400	116574117	0		116574117	6.38	116574117	0	116574117	6.38	0	6.38	0	0.00		0.00	116561661			
		FARTILE TRADING PRIVATE		1	21600000	0		21600000	1.18	21600000	0	21600000	1.18	0	1.18	0	0.00			21600000			
		PINCERS COMMODITIES PRIVATE		1	21600000	0		21600000	1.18	21600000	0	21600000	1.18	0	1.18	0	0.00			21600000			
		CHILLYPOT TRADING PRIVATE		1	21600000	0		21600000	1.18	21600000	0	21600000	1.18	0	1.18	0	0.00			21600000			
		MARIANGO TRADING PRIVATE		1	21600000	0		21600000	1.18	21600000	0	21600000	1.18	0	1.18	0	0.00			21600000			
	(m)	Any Other (specify)																					
	(m1)	Employee Trusts		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(m2)	Overseas Depositories (Holding DRs) (Balancine Fieure)		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
	(m3)	Resident Indian Huf		2657	35570527	0		35570527	1.95	35570527	0	35570527	1.95	0	1.95	0	0.00		0.00	35570527			
	(m4)	Trusts		5	187239	0		187239	0.01	187239	0	187239	0.01	0	0.01	0	0.00		0.00	187239			
	(m5)	Firms		49	1961544	0		1961544	0.11	1961544	0	1961544	0.11	0	0.11	0	0.00		0.00	1961544			
	(m6)	Escrow Account		1	1162318	0		1162318	0.06	1162318	0	1162318	0.06	0	0.06	0	0.00		0.00	1162318			
	(m7)	Clearing Members/House		1	48000	0		48000	0.00	48000	0	48000	0.00	0	0.00	0	0.00		0.00	48000			
	(m8)	Others		0	0	0		0	0.00	0	0	0	0.00	0	0.00	0	0.00		0.00	0			
		Sub Total (B)(4)		769621	1656973353	0	0	1656973353	90.63	1656973353	0	1656973353	90.63	0	90.63	9600000	3.90	-	0.00	1656003408	0	0	0
		Total Public Shareholding (B)= (B)(1)+(B)(2) + B(3) +B(4)		769652	1657671677	0	0	1657671677	90.67	1657671677	0	1657671677	90.67	0	90.67	9600000	0.58	-	0.00	1656684056			

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

	Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total no. shares held	Sharehol ding % calculate d as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerializ ed form (Not Applicable)
									No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shar es held	No. (Not applicable)	As a % of total share s held (Not applic able)	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X)	(XII)		(XIII)		(XIV)
C1	Custodian/DR Holder		0	0	0	0	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0
C2	**Employees Benefit Trust (Under SEBI (Share Based Employee Benefit Regulation 2014)**		0	0	0	0	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Total Non Promoter Non Public Shareholding (C)= (C)(1)+(C)(2)		0	0	0	0	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0

Table V - Statement Showing Details of Significant beneficial Owners (SBOs)

Sr .No.	Details of the SBO			Details of the Registered Owner			Details of Holding/ exercise of right of the SBO in the reporting company, Whether direct or Indirect			Date of creation / acquisition of significant beneficial interest
	(I)			(II)			(III)			(IV)
	Name	**PAN/Passport No. in case of a foreign national**	**Nationality**	**Name**	**PAN/Passport No. in case of a foreign national**	**Nationality**	**Whether by Virtue of :**			
							Shares		%	
							Voting Righrs		%	
							Rights of distributable dividend or any other distribution		%	
							Exercise of control			
							Exercise of significant influence			
1	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Annexure B

Table VI - Statement showing foreign ownership limits

	Board approved limits	Limits utilized
As on shareholding date		
As on the end of previous 1st quarter		
As on the end of previous 2nd quarter		
As on the end of previous 3rd quarter		
As on the end of previous 4th quarter		

ANNEXURE - 16

GG ENGINEERING LTD.

An ISO 9001: 2015 Certified Company
CIN: L28900MH2006PLC159174

COMPLIANCE REPORT

It is hereby certified that the draft Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, including the following:

Sl.	Reference	Particulars	Comments
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Complied

संदीप सोमानी

Sandeep Somani
Company Secretary

Atul Sharma
Managing Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement for Amalgamation involving G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') are in compliance with all the Accounting Standards applicable to a listed entity.

Virendra Sharma
Chief Financial Officer

Atul Sharma
Managing Director

Date: 24.07.2024

G G ENGINEERING LIMITED

INTEGRA ESSENTIA LIMITED
CIN: L74110DL2007PLC396238

+91-80762 00456
www.integraessentia.com
cs@integraessentia.com
Unit No. 607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, New Delhi-110034, IN

COMPLIANCE REPORT

It is hereby certified that the draft Scheme of Arrangement for Amalgamation of G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, including the following:

Sl.	Reference	Particulars	Comments
i	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Complied

Pankaj Kumar Sharma
Company Secretary

For Integra Essentia Limited

Authorised Signatory/Director

Arijit Kumar Ojha
Whole Time Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement for Amalgamation involving G G Engineering Limited ('Transferor Company') with Integra Essentia Limited ('Transferee Company') are in compliance with all the Accounting Standards applicable to a listed entity.

Pankaj Sardana
Chief Financial Officer
Date: 05.07.2024

Arijit Kumar Ojha
Whole Time Director

ANNEXURE - 17

NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH (COURT- VI)
C.A.(CAA)-20/230-232/ND/2025

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

IN THE MATTER OF THE SCHEME OF AMALGAMATION:

BETWEEN

1. **GG ENGINEERING LIMITED**
Having its registered office at Office No. 203,
2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road,
Goregaon West, Near Sahara Apartment,
Mumbai, Maharashtra - 400104.
... Transferor Company/Non-Applicant Company

AND

2. **INTEGRA ESSENTIA LIMITED**
Having its registered office at 607, 6th Floor,
Pearls Best Height -II, Netaji Subhash Place,
Maurya Enclave, North West Delhi, Delhi, -110034.
...Transferee Company/Applicant Company

Order Pronounced on: 24.04.2025

CORAM:

JUSTICE JYOTSNA SHARMA,
HON'BLE MEMBER (JUDICIAL)

MS. ANU JAGMOHAN SINGH
HON'BLE MEMBER (TECHNICAL)

PRESENT

For the Applicant : Mr. Suman Kumar Jha, Mr. S. Shiva, Advs.

राष्ट्रीय कम्पनी विधि अधिकरण National Company Law Tribunal नई दिल्ली पीठ New Delhi Bench

ORDER

1. This is a joint application filed by the applicant companies herein, GG Engineering Limited (Transferor Company/Non-Applicant Company), and Integra Essentia Limited (Transferee Company/Applicant Company) under Section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

2. The Learned Counsel for the Applicant Company submits that the present Scheme is a Scheme of Arrangement for Amalgamation between "GG Engineering Limited" and "Integra Essentia Limited" (For brevity 'Scheme') under the provisions of Sections 230 to 232 of the Companies Act, 2013.

3. GG Engineering Limited (hereinafter referred to as "Transferor Company" or "Non-Applicant Company") bearing CIN 28900MH2006PLC159174 was incorporated on 23rd January 2006 under the provisions of Companies Act, 1956. The registered office of the Transferor Company is presently situated at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is a listed company having its equity shares listed on BSE Limited (BSE). Applicant company submitted that the registered office of the Transferor Company is situated in the local limits of Mumbai, accordingly, an application under Section 230-232 read with Rule 3 and Rule 5 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 shall be filed before the Mumbai Bench of the National Company Law Tribunal within whose jurisdiction the Transferor Company is situated.

4. Integra Essentia Limited (hereinafter referred to as "Transferee Company" or "Applicant Company"), bearing CIN L74110DL2007PLC396238 was incorporated on 6th August, 2007 under the provisions of Companies Act, 1956. The registered office of the Transferee Company is presently situated at

607, 6th Floor, Pearls Best Height-II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi 110034. The Transferee Company is a listed company. having its equity shares listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). As specified in its Memorandum of Association, the Transferee Company is mainly in the business of trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products, etc. As on 01.07.2024, the Authorized Share Capital of the Transferee Company is Rs. 1,25,00,00,000/- divided into Rs. 1,25,00,00,000/- Equity Shares of Rs.1/- each and the subscribed and paid-up share capital of the Transferee Company as on 01.07.2024 is Rs. 53,68,54,764/- divided into 26,84,27,382 Equity Shares of Rs. 2/- each.

5. The Transferee Company has filed its Memorandum and Articles of Association inter alia delineating its object clauses and the latest Audited Financial Statements for the Financial Year ended March 31, 2024.

6. The Applicant company, vide their meeting of the Board of Directors held on 05.07.2024 have unanimously approved the proposed Scheme of Amalgamation as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record.

7. Applicant Company submitted that the Scheme is not prejudicial to the interests of the shareholders and creditors of the Applicant Company. It is further submitted that the proposed Scheme is beneficial to the Applicant Company and their respective Shareholders and Creditors.

8. The Applicant Company submitted that Transferee Company has 3,68,671 Equity Shareholders. None of them have given their consent to the Scheme therefore, the Transferee Company hereby prayed to convene their meeting. It is further submitted that the Transferee Company have 1 (one) Secured Creditor and the sole Secured Creditor have provided its consent to the Scheme. The list of secured creditor of the Transferee Company, along with

the consent affidavit is annexed with the Application and hence it is prayed to dispense the requirement of convening the meeting of the secured creditors of the Transferee Company. Further the Applicant Company submitted that the Transferee Company has 60 unsecured creditors and 90.76% of them have given their consent to the Scheme by way of affidavits. The list of unsecured creditors of Transferee Company, along with consent affidavits, is attached to the Application.

9. The appointed date as specified in the Scheme is 01.04.2024 subject to the directions of this Tribunal.

10. The Applicant Company confirmed that the provisions relating to the accounting treatment for the proposed amalgamation, as contained in the Scheme, were in conformity with the applicable provisions of the Companies Act, 2013, Certificates from respective Statutory Auditors of the Company on the accounting treatment, as proposed in the Scheme, were annexed to the application and it is clearly stated that the accounting treatment is in conformity with the applicable prescribed under Section 133 of Companies Act, 2013

11. The Applicant Company have stated that no proceedings for inspection, inquiry or investigation were pending against any of the Applicant Company.

12. Taking into consideration the submissions and the documents filed therewith, the following directions are issued with respect to convening/holding or dispensing with the meetings of the Shareholders, Secured and Unsecured Creditors as well as issue of notices including by way of paper publication as follows:

I. **In relation to Applicant Company/Transferee Company**:

a) **With respect to Equity shareholders:** The Transferee Company seeks for holding the meeting of Equity shareholders. The

meeting of the Equity shareholders of the Applicant Company is directed to be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for Applicant Company. The quorum for the meeting will be 1,84,336 in number.

b) **With respect to Secured Creditors:** In view of consent affidavits from 01 secured creditors, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.

c) **With respect to Unsecured Creditors:** In view of the consent affidavits of 90.76% of its Unsecured Creditors having been filed, the requirement to convene the meeting of shareholders/members is dispensed with. However, the Applicant Company is directed to serve individual notices along with the proposed Scheme to the remaining Unsecure Creditors whose consent affidavit are not on record.

13. Adv (Dr.) Parvesh Khanna, Mobile No. 9811131631, 9911131631, Email-pkadv1957@gmail.com appointed as the Chairperson, and Mr. R K Srivastava, Mobile No.- 9818212654, E-mail Id-r.k.srivastava4762@gmail.com is appointed as Scrutinizer for the meeting of the Equity Shareholders and Unsecured Creditors of the Applicant Company in terms of the direction issued.

14. In case the quorum as noted above for the aforesaid meetings are not present at the meeting, then the meeting shall be adjourned by half an hour. Thereafter, the persons present and voting shall be deemed to constitute the quorum. The Chairperson appointed herein along with the Scrutinizer shall ensure that the proxy Registers are properly maintained.

15. The Fees of the Chairperson for the aforesaid meetings shall be Rs. 1,50,000 and the Fees of the Scrutinizer shall be Rs. 1,00,000 in addition to meeting

their incidental expenses. The Chairperson will file his report within a week from the date of holding of the aforesaid meeting. The fees of Chairperson and Scrutinizer along with the travelling expenses and other out of pocket expenses shall be borne by the Applicant Company. A copy of this order shall be supplied to the learned counsels for the Applicant Company who in turn shall supply a copy of the same to the Chairperson and the Scrutinizer.

16. Individual Notices shall be sent to the Equity Shareholders and Unsecured Creditors as above by the Applicant Company-2 through email or through registered post or speed post, 30 days in advance before the scheduled date of meeting, indicating the day, date, the place fixed for and time of meeting as aforesaid, together with a copy of the Scheme and copy of explanatory statement as required under the Companies Act, 2013 and the Rules, along with the proxy/forms and any other documents as may be prescribed under the Act. These will be provided free of cost. A compliance affidavit of service will be filed with this Tribunal.

17. The Applicant Company shall publish a notice of meeting at least 30 clear days before the aforesaid meetings, indicating the day, date and the place fixed and time of meetings as aforesaid, which will be published in "Business Standard" (English, Delhi Edition) and in "Business Standard" (Hindi, Delhi Edition). The Applicant Company shall also publish the notice on their websites, if any, and file a compliance affidavit of service with this Tribunal.

18. The Chairperson shall be responsible to report the results of the meetings to the Tribunal in Form No. CAA 4, as per Rule 14 of the Rules within 7 (seven) days of the conclusion of the meetings. The Authorized Representative/ Company Secretary of the Applicant Company and the Scrutinizer, will assist the Chairperson in preparing and finalising the reports.

19. Voting shall be allowed on the proposed Scheme by voting in person, by proxy, through postal ballot or through electronic means as may be decided by the Chairperson in consultation with the counsel of the Applicant Company in terms of the provisions of the Companies Act, 2013 and Rules framed there under.

20. Notice of this application shall also be served on the following:

a) Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;

b) Registrar of Companies at 4th floor, IFCI Tower, 61, Nehru Place, NewDelhi-110019;

c) Official liquidator, Lok Nayak Bhavan, 8th Floor, Khan Market, New Delhi-110001;

d) Nodal Officer i.e., Principal Chief Commissioner of Income Tax, Delhi, Income Tax Office, Central Revenue Building, IP Estate, New Delhi-110002 and the jurisdictional Assessing officer within whose jurisdiction the Applicant Company's assessments are made. The notices to Income Tax Authorities shall disclose sufficient details like PAN, ward numbers and assessing officers so that timely and proper reply may be filed.

e) Security and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE"), Bombay Stock Exchange Limited ("BSE"), Reserve Bank of India, Competition Commission of India "CCI" (if applicable)

f) Any other sectoral regulators required to be served.

21. The present application stands allowed on the aforesaid terms and hence, disposed of.

Sd/-
(ANU JAGMOHAN SINGH)
MEMBER (TECHNICAL)

Sd/-
(JYOTSNA SHARMA))
MEMBER (JUDICIAL)

राष्ट्रीय कम्पनी विधि अधिकरण National Company Law Tribunal नई दिल्ली पीठ New Delhi Bench

C.A.(CAA)20/230-232/ND/2025
Order Pronounced On: 24.04.2025

IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI
COURT-VI

ITEM No. 105
CA(CAA)-20/ND/2025
CA/102/2025

IN THE MATTER OF:
G G Engineering Limited with
Integra Essentia Limited .... Appellant

Order under Section 230-232 (1st Motion) of the Companies Act, 2013

Order delivered on 15.05.2025

CORAM:
JUSTICE JYOTSNA SHARMA **MS. ANU JAGMOHAN SINGH**
HON'BLE MEMBER (JUDICIAL) **HON'BLE MEMBER (TECHNICAL)**

PRESENT:
For the Appellant : Adv. S. Shiva, Adv. Ria Aggarwal
For the Respondent :

HYBRID HEARING (PHYSICAL & VC)
ORDER

CA/102/2025

(1) This is a Company Application under Section 420(2) of Companies Act, 2013 with the prayer to rectify some clerical mistakes which have occurred in the order dated 24.04.2025, passed by this Bench in Company Application **CA (CAA)/111/ND/2024**.

(2) The Counsel for the Applicant submits that while passing the aforesaid order some typographical errors have crept in certain Para's of the order, the details whereof have been mentioned in tabular form in annexure 2.

(3) The Section 420(2) of the Companies Act, 2013 permits this Tribunal to rectify any mistake apparent from the record or amend any order passed by it, if the mistake is brought to its notice by the parties.

(4) We went through the records. The order is rectified as below:-

(i) In Para 1, line 1 of the order the word "Joint" is hereby removed.

(ii) In Para 3 Line 2 the CIN No. of the Transferor Company shall be read as "CINL28900MH2006PLC159174."

(iii) The last but 2 lines in Para 4 for the words & numbers "53,68,54,764/- divided into 26,84,27,382 Equity Shares of Rs. 2/- each.", the words & numbers "1,06,76,90,544/- divided into 1,06,76,90,544 Equity Shares of Re. 1/- each." are substituted.

(iv) In Para 9 for the date “01.04.2025” the date “01.07.2025” is substituted.

(v) In Para 12 (1) (c) line 4 the words “Shareholders/Members has been wrongly mentioned and is replaced with words “Unsecured Creditors.”

(vi) In Para 13 line 5 the words “and Unsecured Creditors” are hereby removed.

(vii) In Para 16 the words “and Unsecured Creditors” are hereby removed.

All of the above corrections are in the nature of typographical errors hence, they are corrected and the order is amended accordingly.

(5) The Applicant has also sought some additions/corrections in Para 5 and Para 11 of the order but the same are not in the nature of typographical errors. The rectifications as prayed in Para 5 and 11 are not acceptable in our view.

(6) On the basis of above discussion, the corrections in Para 1, 3, 4, 9, 13 and 16 are hereby allowed and this **IA is disposed** of accordingly.

Sd/-
(ANU JAGMOHAN SINGH)
MEMBER (TECHNICAL)

Sd/-
(JUSTICE JYOTSNA SHARMA)
MEMBER (JUDICIAL)

FREE OF COST COI

IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI
COURT-VI

ITEM No. 105
CA(CAA)-20/ND/2025
CA/102/2025

IN THE MATTER OF:
G G Engineering Limited with
Integra Essentia Limited ...Appellant

Order under Section 230-232(1st Motion) of Companies Act, 2013

Order delivered on 22.05.2025

CORAM:
JUSTICE JYOTSNA SHARMA
HON'BLE MEMBER (JUDICIAL)

MS. ANU JAGMOHAN SINGH
HON'BLE MEMBER (TECHNICAL)

PRESENT:
For the Appellant : Adv. S. Shiva, Adv. Ria Aggarwal
For the Respondent :

HYBRID HEARING (PHYSICAL & VC)

CORRIGENDUM

CA/102/2025

On perusal of order dated 15.05.2025, it is noticed that in the order dated 15.05.2025 by typographical mistake, the Company Petition No. and the appointed date has been typed wrongly. Therefore, this tribunal in exercise of its power under Rule 154 of NCLT Rules, 2016 suo motu rectifies the typographical error in order dated 15.05.2025 and replaces **'CA (CAA)/111/ND/2024'** with **'CA(CAA)-20/ND/2025'** and further replaces dates **'01.04.2025'** and **'01.07.2025'** with **'01.04.2024'** and **'01.07.2024'** respectively.

Sd/-
(ANU JAGMOHAN SINGH)
MEMBER (TECHNICAL)

Sd/-
(JUSTICE JYOTSNA SHARMA)
MEMBER (JUDICIAL)

राष्ट्रीय कम्पनी विधि अधिकरण
National Company Law Tribunal
नई दिल्ली पीठ
New Delhi Bench

Pradeep Kumar 23.05.2025

Deputy Registrar
National Company Law Tribunal
CGO Complex, New Delhi-110003

Deeraj 23/5/25