

Pitti Engineering Limited

(Formerly Pitti Laminations Limited)

ISO 9001:2015 ISO 14001:2015

www.pitti.in



16th February 2024

To,
BSE Limited
Floor 25, P J Towers, Dalal Street
Mumbai - 400 001

Scrip Code: 513519

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

Scrip Code: PITTIENG

Dear Sir,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Ref: Notice of the Meeting of the Equity Shareholders of Pitti Engineering Limited to be convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Bench at Hyderabad ('NCLT')

This is to inform that by an order dated February 9, 2024 (the "**Order**"), the Hon'ble National Company Law Tribunal Bench at Hyderabad ("**NCLT**"), has directed inter alia, that a meeting of the Equity Shareholders of the Company be convened and held on Friday, March 22, 2024 at 5:00 P.M (IST) through video conferencing ("**VC**")/ other audio visual means ("**OAVM**")

In terms of the directions of the NCLT, a meeting of the Equity Shareholders of the Company is being convened on Friday, March 22, 2024 at 5:00 P.M (IST) through video conferencing ("**VC**")/ other audio visual means ("**OAVM**") for the purpose of considering, and if thought fit, approving the Scheme of Amalgamation amongst Pitti Castings Private Limited ("**PCPL**" or the "**Amalgamating Company 1**") and Pitti Rail and Engineering Components Limited ("**PRECL**" or the "**Amalgamating Company 2**") and the Company and their respective Shareholders and Creditors, under Sections 230 to 232 the Companies Act, 2013 and the rules framed thereunder ("**Companies Act**" or the "**Act**") (the "**Scheme of Amalgamation**" or the "**Scheme**").

We hereby enclose a copy of the Notice convening the Meeting along with the Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI Listing Regulations and applicable SEBI Circulars (together referred to as 'Notice'). The Notice is available at the link:

<https://pitti.in/investordesk/Docs/Client/CLT1/fy2024/soa/Notice%20%E2%80%93%20Meeting%20of%20the%20Equity%20shareholders%20-%20PEL%20%E2%80%93%20March%202022%202024.pdf>

CIN: L29253TG1983PLC004141

Registered Office

6-3-648/401, 4th Floor
Padmaja Landmark, Somajiguda
Hyderabad - 500 082
Telangana, India
T: +91 40 2331 2774 / 2331 2770
F: +91 40 2339 3985
info@pitti.in

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ISO 9001:2015 ISO 14001:2015

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In terms of order and pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing e-voting facility to its members to exercise their votes electronically for the resolution enumerated in Notice of the Meeting. The Company has appointed National Securities Depository Limited ('NSDL') to provide the facility of casting votes by its Members using remote e-voting and e-voting system during the meeting to enable the Shareholders of the Company to attend and participate in the Meeting through VC/OAVM. The details are as follows:

a)	Date and time of the meeting	Friday, March 22, 2024, 5:00 P.M IST
b)	Cut-off date	Friday, March 15, 2024
c)	Date and time of commencement of remote e-voting	Monday, March 18, 2024 9:00 A.M IST
d)	Date and end time for remote e-voting	Thursday, March 21, 2024 5:00 P.M IST
e)	Declaration of Results	Within 2 working days from conclusion of the e-voting

Equity Shareholders holding equity shares as on the Cut-off Date, will be entitled to exercise their right to vote on resolution contained in the Notice of the Meeting either through (i) remote e-voting system during the period or (ii) e-voting during the meeting. The voting rights of Equity Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.

This is for your information and records.

Thanking you,

Yours faithfully,

For Pitti Engineering Limited

Mary Monica Braganza
Company Secretary & Compliance Officer
FCS: 5532

CIN: L29253TG1983PLC004141

Registered Office

6-3-648/401, 4th Floor
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PITTI ENGINEERING LIMITED

CIN: L29253TG1983PLC004141

Registered Office: IVth Floor, Padmaja Land Mark, 6-3-648/401, Somajiguda,
Hyderabad, Telangana, 500082

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**NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS
OF PITTI ENGINEERING LIMITED PURSUANT TO ORDER DATED FEBRUARY 09, 2024
OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH**

Day	: Friday
Date	: March 22, 2024
Time	: 5:00 P.M IST
Mode of meeting	: Through video conferencing/ other audio-visual means
Cut-off date for e-voting	: Friday, March 15, 2024
Remote e-voting start date and time	: Monday, March 18, 2024, at 9:00 A.M (IST)
Remote e-voting end date and time	: Thursday, March 21, 2024, at 5:00 P.M (IST)

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*For brevity, audit report, the schedules and notes to the financial statements have not been annexed. However, the complete financial statements as on March 31, 2023 of the Company and PRECL is available on the website of the Company at https://www.pitti.in/investor_desk/investors_soa.php.

Form No. CAA 2

**(Pursuant to Section 230 (3) of the Companies Act, 2013 and Rules 6 and 7 of the Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016**

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

In the matter of the Companies Act, 2013;

And

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

And

In the matter of the Scheme of Amalgamation

Amongst

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

And

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

And

Pitti Engineering Limited
(the 'Amalgamated Company')

And

Their respective Shareholders and Creditors

Pitti Engineering Limited (CIN: L29253TG1983PLC004141), a public limited company, incorporated under the Companies Act, 1956, having its registered office at IVth Floor, Padmaja Landmark, 6-3-648/401 Somajiguda, Hyderabad, Telangana, 500082

Third Applicant Company / Amalgamated Company

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF PITTI ENGINEERING LIMITED

To,
All the Equity Shareholders of
Pitti Engineering Limited

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

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of equity shareholders of the Company will be held through video conferencing (“**VC**”) / other audiovisual means (“**OAVM**”) on Friday, March 22, 2024 at 5:00 P.M (IST), in compliance with the applicable provisions of the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable SEBI Circulars, for the purpose of considering, and if thought fit, approving the proposed Scheme (“**Tribunal Convened Meeting**” or “**Meeting**”) by requisite majority as prescribed under Section 230(6) by passing the following Resolutions.

*“**RESOLVED THAT** pursuant to the provisions of Sections 230-232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Arrangement Rules**”) and other applicable rules and regulations made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approval of jurisdictional National Company Law Tribunal, , Bench at Hyderabad (“**NCLT**”/“**Tribunal**”), and subject to applicable provisions of the Securities and Exchange Board of India (“**SEBI**”) Act, 1992 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Master Circular No. SEBI/ HO/CFD/DIL1/ CIR/P/2021/000000665 dated November 23, 2021 and SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 including its amendments issued by the Securities and Exchange Board of India (referred to as “**SEBI Circular**”) and subject to such other approvals and permissions and sanctions from other regulatory or government bodies / tribunals or institutions as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (‘hereinafter referred to as “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution’), and subject to the approval of the Unsecured Creditors, the amalgamation embodied in the Scheme of Amalgamation amongst Pitti Castings Private Limited (“**PCPL**” or “**Amalgamating Company 1**”) and Pitti Rail and Engineering Components Limited (“**PRECL**” or “**Amalgamating Company 2**”) and Pitti Engineering Limited (“**PEL**” or “**Amalgamated Company**” or the “**Company**”), and their respective Shareholders and Creditors (“**Scheme**”) placed before this Meeting be and is hereby approved by the Equity Shareholders of the Company.*

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

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

TAKE FURTHER NOTICE THAT that the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes (a) through e-voting system available during the Meeting to be held through VC/ OAVM or (b) by remote electronic voting (“**remote e-voting**”) during the period as stated below:

REMOTE E-VOTING PERIOD	
Commencement of voting	Monday, March 18, 2024, at 9:00 A.M (IST)
End of voting	Thursday, March 21, 2024 at 5:00 P.M (IST)

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Friday, March 15, 2024, 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.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide e-voting and other facilities for the Meeting.

In compliance with the Order and the MCA Circulars, the notice of this Meeting, together with the documents accompanying the same, is being sent through electronic mode to those equity shareholders of the Company whose e-mail addresses are registered with the Company/Depositories, and by ordinary post, air mail or hand delivery to the equity shareholders of the Company whose email addresses are not registered with the Company / Depositories. A copy of this Notice and the accompanying documents will be hosted on the website of the Company at www.pitti.in and will also be available on the website of NSE and BSE at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL <https://www.evoting.nsd.com/>.

A copy of the Scheme and of the Explanatory Statement, under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge, between 9:00 a.m. to 6:00 p.m. on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the Meeting from the registered office of the Company at IV th Floor, Padmaja Land Mark, 6-3-648/401, Somajiguda, Hyderabad, Telangana, 500082, India or by sending a request, along with details of your shareholding in the Company, by e-mail at shares@pitti.in.

The Hon’ble Tribunal has appointed Mr. Gandluri Ramanjaneyulu, Advocate, to be the Chairperson of the said Meeting and Ms. Putcha Sarada, PCS to be the scrutinizer for the Meeting including for any adjournment(s) thereof.

In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the equity shareholders of the Company, voting through remote e-voting/ e-voting made available during the meeting.

Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the aforesaid resolution for approval of the Scheme are more than the number of votes cast by the public shareholders against it.

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

Dated at this 16th February, 2024
Place: Hyderabad

Sd/-
Gandluri Ramanjaneyulu
Chairperson appointed for the Meeting

Registered Office:
Pitti Engineering Limited
CIN: L29253TG1983PLC004141
IVth Floor, Padmaja Landmark, 6-3-648/401
Somajiguda, Hyderabad, Telangana, 500082, India
Tel: 040-23312774,
E-mail: shares@pitti.in
Website: www.pitti.in

Notes:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Bench at Hyderabad vide its order dated 9th February 2024, the Meeting of the Equity shareholders of the Company is being conducted through video conferencing ("VC")/ other audio-visual means ("OAVM") facility to transact the business set out in the Notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, SEBI Listing Regulations, read with other applicable SEBI Circulars and in compliance with the requirements prescribed by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and providing facility of e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25/2023 (collectively the 'MCA Circulars'). Accordingly, the deemed venue for the Meeting shall be the Registered Office of the Company.
2. The statement pursuant to Sections 230(3), 232(1), 232(2) and 102, any other applicable provisions of the Act, the rules made thereunder, SEBI Listing Regulations and SEBI Circular stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith. Further, additional information as required under the SEBI Circular and the observation letters of NSE and BSE dated October 26th, 2023 are also annexed.
3. ONLY a person whose name is recorded in the Register of Members maintained by the Company/Registrar and Transfer Agent (RTA) or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (i.e; March 15, 2024) 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 shall as on the cut-off date, should treat the Notice for information purpose only. The voting rights of Equity Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date.
4. In case a person becomes a member of the Company after Friday, February 09, 2024 and is a member as on the Cut-off Date, such person may download the Notice of this meeting from www.pitti.in.
5. The Notice is being sent to the Equity Shareholders whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 09, 2024. The Notice is being sent through electronic mode via e-mail to those equity shareholders whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depository Participant(s)/ Depositories. For members whose email IDs are not registered, physical copies of the Notice are being sent by ordinary post, air mail, or hand delivery. The Notice is also available on the Company's website www.pitti.in.
6. Pursuant to the provisions of the Act, an equity shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be shareholder of the Company. Since this Meeting is being held through VC / OAVM, physical attendance of equity shareholders has been dispensed with. 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 to this Notice.
7. Since the Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. In case of joint holders attending the Meeting, only such joint holder whose name appears as first holder in the order of names will be entitled to vote at the Meeting.
9. Equity shareholders attending the Meeting through VC/ OAVM shall be reckoned for the purpose of quorum. Quorum for the Meeting shall be in terms of Section 103 of the Act.
10. The Notice convening the aforesaid Meeting will be published through advertisement in Business Standard edition in the English language and Nava Telangana edition in the Telugu language.
11. As directed by the Tribunal, Ms. Putcha Sarada, PCS has been appointed as the scrutinizer for the said Meeting of the Equity Shareholders.

12. The Scrutinizer shall, after the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution and invalid votes, if any and submit the same to the Chairperson of the Meeting or a person authorized by Chairperson in writing who shall countersign the same.
13. The result of the voting shall be announced by the chairperson of the Meeting, or a person authorized by the chairperson within 2 (two) working days from the conclusion of the Meeting upon receipt of the Scrutinizer's report. The results declared, along with the Scrutinizer's report, shall be displayed at the notice board of registered office of the Company and hosted on the Company's website at: www.pitti.in and on the website of NSDL at <https://evoting.nsdl.com/> after the result is declared. The Company shall also simultaneously forward the results along with the scrutinizer's report to BSE Limited and National Stock Exchange of India Limited, the stock exchanges where the Company's equity shares are listed.
14. Subject to the receipt of requisite majority of votes in favour of the Scheme, the resolution shall be deemed to be passed on the date of the Meeting, i.e., on Friday, March 22, 2024.
15. Instructions for e-voting and joining the Meeting through VC/OAVM are as follows:

Process and Manner for Voting through Electronic Means

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on the resolution set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Monday, March 18, 2024 (9:00 a.m. IST) and ends on Thursday, March 21, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, March 15, 2024 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the Meeting through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.
- iii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend / participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
- iv. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date i.e; Friday, March 15, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in demat mode".

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-voting system





Step 2: Cast your vote electronically and join virtual meeting on NSDL e-voting system

Details on Step 1 are mentioned below:

A. Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

As per SEBI circular on e-voting facility provided by listed entities, dated 9th December 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

NSDL	CDSL
<p>1. Users already registered for IDEAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none">i. Visit URL: https://eservices.nsd.comii. Click on the button “Beneficial Owner” available for login under ‘IDEAS’ section.iii. A new page will open, enter User ID and Password for accessing IDEAS. Afteriv. successful authentication, click on “Access to e-voting” under Value Added Services on the panel available on the left hand side. Click on “Access to e-voting” under e-voting services.v. Click on the Company name or e-voting service provider i.e NSDL and you will be re-directed to the e-voting website of NSDL for casting your vote during the remote e-voting period.	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none">i. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or https://www.cdslindia.com/ and click on login and then on New System Myeasi.ii. Click on “New System Myeasi” icon/ Login to Myeasi option under Quick Loginiii. Login with your Registered User ID and Password.iv. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
<p>2. Users not registered for IDEAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none">i. To register click on the link: https://eservices.nsd.comii. Select “Register Online for IDEAS” or click on the link: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspiii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.iv. A new page will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.v. After successful registration, please follow Point No. 1 above to cast your vote.	<p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none">i. To register click on the link: https://web.cdslindia.com/myeasinew/Registration/EasiRegistrationii. After successful registration, please follow Point No. 1 above to cast your vote.

NSDL	CDSL
<p>3. Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>	<p>3. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.</p>

Login Method for Individual Members holding Shares of the Company in Demat mode 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 or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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.co.in or call at 022-48867000 and 022-24997000
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 1800 22 55 33

B. Login method for e-voting and joining virtual meeting 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?

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 “Shareholders/ Member” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. 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.

5. Your User ID details are given below:

Manner of holding	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 EVEN is 123456 and folio number is 001 *** then user ID is 123456001***

6. Password details for shareholders other than individual Shareholders are given below:

- a. If you are already registered for e-voting, then you can use 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 by NSDL. 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'?
 - a) 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 in 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'.
 - b) In case you have not registered your email address with the Company/ Depository, please follow instructions.

Process for those shareholders whose email ids are not registered with the depositories / Company for procuring User ID and password and registration of email IDs for e-voting for the resolutions set out in this notice.

- a) 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 shares@pitti.in.
 - b) In case shares are held in demat mode, please provide DPID—Client ID (16 digit DPID + Client ID 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 shares@pitti.in. If you are an Individual shareholder 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.
 - c) Alternatively, shareholder / members may send an e-mail request to evoting@nsdl.co.in for procuring User ID and password for e-voting by providing above mentioned documents.
7. 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, our name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.

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

Details on Step 2 are mentioned below:

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 and General meeting is in active status.
2. Select “EVEN” of the Company, for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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/Corporate shareholders [i.e. other than individuals, HUF, NRI, etc.] are required to send a 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 email to saradacompanysecretary@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc) can also upload their Board Resolution / Power of Attorney / Authority letter etc by clicking 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 <https://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 toll free no.: 022-48867000 and 022-24997000 or send a request at evoting@nsdl.co.in.

The instructions for members for e-voting on the day of the Meeting are as under:-

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be 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 in the Meeting.
3. Members who have voted through remote e-voting will be eligible to attend the Meeting through VC /OAVM. However, they will not be eligible to vote at the Meeting.
4. The contact details for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for remote e-voting.

Instructions for members for attending the Meeting through VC/ OAVM are as under

- a) Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) 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.
- d) Members are encouraged to submit their questions in advance with regard to the Scheme, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address at shares@pitti.in before 3:00 p.m. (IST on March 15, 2024). Such questions by the Members shall be suitably replied by the Company.
- e) Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at shares@pitti.in from March 15, 2024 (9:00 a.m. (IST) to March 19, 2024 (3:00 p.m. (IST)). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Meeting.

Other Instructions

1. The Scrutinizer shall immediately after the conclusion of voting at the Meeting, unblock the votes cast through remote e-voting and e-voting on the date of the Meeting and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairperson of the Meeting or any person authorized by him in writing and the Results shall be declared by the Chairperson of the Meeting or any person authorized by him thereafter.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.pitti.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Dated at this 16th February, 2024
Place: Hyderabad

Registered Office:
Pitti Engineering Limited
CIN: L29253TG1983PLC004141
IVth Floor, Padmaja Landmark, 6-3-648/401
Somajiguda, Hyderabad, Telangana, 500082, India
Tel: 040-23312774,
E-mail: shares@pitti.in
Website: www.pitti.in

Sd/-
Gandluri Ramanjaneyulu
Chairperson appointed for the Meeting

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

In the matter of the Companies Act, 2013;

And

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

And

In the matter of the Scheme of Amalgamation

Amongst

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

And

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

And

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

And

Their respective Shareholders and Creditors

Pitti Engineering Limited (CIN: L29253TG1983PLC004141), a public limited company, incorporated under the Companies Act, 1956, having its registered office at, IVth Floor, Padmaja Landmark, 6-3-648/401, Somajiguda, Hyderabad, Telangana, 500082

Third Applicant Company/ Amalgamated Company

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

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

and the Company are together referred to as the “**Companies**”. This is a statement accompanying the notice for the Meeting as required under the Act. The Meeting is being convened as per the details given below:

Day	Friday
Date	March 22, 2024
Time	5:00 P.M IST
Mode of meeting	Through video conferencing/ other audio-visual means
Cut-off date for e-voting	Friday, March 15, 2024
Remote e-voting start date and time	Monday, March 18, 2024, at 9:00 A.M (IST)
Remote e-voting end date and time	Thursday, March 21, 2024, at 5:00 P.M (IST)

2. A copy of the Scheme which has been, inter alia, approved by the Audit Committee of the Amalgamated Company and the Board of Directors of the Companies at their respective meetings held on June 15, 2023 is enclosed as **Annexure 1**. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.
3. The Scheme, inter alia, provides for the following:
 - a) the transfer and vesting of Amalgamating Company 1 and Amalgamating Company 2 with the Amalgamated Company; and
 - b) various other matters consequential or otherwise integrally connected therewith.
 each in the manner as more particularly described in the Scheme.
4. The equity shareholders of the Company would be entitled to vote through video conferencing (“VC”)/ other audio visual means (“OAVM”).
5. Equity Shareholders attending the Meeting through VC/ OAVM shall be reckoned for the purpose of quorum. Quorum for the Meeting shall be in terms of Section 103 of the Act.
6. The Hon’ble Tribunal has appointed Mr. Gandluri Ramanjaneyulu, Advocate, to be the Chairperson of the said Meeting and Ms. Putchá Sarada, PCS to be the scrutinizer for the Meeting including for any adjournment(s) thereof.
7. The Amalgamating Companies and the Company have filed the Scheme in Form No. GNL-1 with the Registrar of Companies, Hyderabad.

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

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

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

(ii) Details of the Companies:

Pitti Castings Private Limited

- (a) Date of Incorporation: December 07, 2011
- (b) Corporate Identification Number: U27310TG2011PTC077833
- (c) Permanent Account Number: AAGCP3826N

- (d) Type of Company: Private Limited Company
- (e) Registered Office: IV th Floor, Padmaja Landmark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082
- (f) Email Address: pitticastings@pitti.in
- (g) Name of the stock exchange(s) where securities of the Company are listed: Equity shares of PCPL are not listed on any recognised Stock Exchange.

Pitti Rail and Engineering Components Limited

- (a) Date of Incorporation: October 5, 2020
- (b) Corporate Identification Number: U29100TG2020PLC144524
- (c) Permanent Account Number: AALCP4692B
- (d) Type of Company: Public limited company
- (h) Registered Office: 6-3-648/401, IVth Floor, Padmaja Landmark, Somajiguda, Hyderabad, Telangana, 500082
- (e) Email Address: precl@pitti.in
- (f) Name of the stock exchange(s) where securities of the company are listed: Equity shares of PRECL are not listed on any recognised Stock Exchange.

Pitti Engineering Limited

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

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

Pitti Castings Private Limited

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

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

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

1. *To carry on the business as manufacturers, repairers and dealers in forgings / castings / plates / boilers and to set up steel furnaces and to carry on the business of iron founders, metal founders, metal presses, metal rollers, metal works, rolling mills, metal converters and as manufacturers of metal and metal fittings.*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

f. As on September 30,2023, PCPL has 1 secured creditor and amount due to such secured creditor is INR 5,12,26,837/-. The Company has 182 unsecured creditors and amount due to such unsecured creditors is INR 32,93,52,021/- (Rupees Thirty-Two Crores Ninety-Three Lakhs Fifty-Two Thousand and Twenty-One Only).

g. None of the directors, the Key Managerial Personnel (as defined under the Act) of PCPL and their respective Relatives (as defined under the Act) have any material interests on which the Scheme has an effect, except to the extent of their respective shareholding in the Company and PCPL, if any, and/or to the extent the said directors / Key Managerial Personnel are common directors of the Company and PCPL (as applicable), if any. The composition of the board of directors of PCPL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Memorandum of Association and Articles of Association of PCPL.

- h. The common directors of the Company and PCPL hold the following shares in the Company and PCPL as on June 09, 2023

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

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

Sr. No.	Name of Director	Residential Address
1	Promoter Shareholders	The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of PCPL has been set out in the report adopted by the Board of Directors of PCPL pursuant to the provisions of Section 232(2)(c) of the Act which is attached as Annexure 2.1 to this Statement.
2	Non-Promoter Shareholders	
3	Key Managerial Personnel	
4	Creditors	All the liabilities of the Amalgamating Company 1, immediately before the amalgamation, shall become the liabilities of the Amalgamated Company, by virtue of the Scheme of Amalgamation, with effect from the Appointed Date. The present Scheme inter alia includes the amalgamation amongst PCPL, PRECL and the Company and is in no manner prejudicial to the interests of the creditors of the Amalgamating Company 1.
5	Directors	Pursuant to the Scheme, the Amalgamating Company 1 shall be dissolved without winding up and therefore current Board of Directors of the Amalgamating Company 1 shall cease to hold their positions and cease to be the Board of Directors of the Amalgamating Company 1.
6	Depositors	There are no depositors. Hence this is not applicable.
7	Debenture holders	There are no debenture holders in PCPL. Hence this is not applicable.
8	Debenture trustee	There are no deposit trustee or debenture trustee in PCPL. Hence this is not applicable.
9	Employees	There will be no adverse effect of the Scheme on the employees of PCPL. On the Scheme becoming effective, all staff and employees of PCPL on the Effective Date shall be deemed to have become the staff and employees of Amalgamated Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with Amalgamated Company shall not be less favourable than those applicable to them with reference to PCPL as on the Effective Date.

- j. There are no investigation or proceedings instituted or pending against PCPL under the Act (as per Rule 6(3)(viii) of the Arrangement Rules). Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, against PCPL, its promoters and directors and details of other investigations/proceedings which have been filed against PCPL are set out in **Annexure 6.1**.

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

Pitti Rail and Engineering Components Limited

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

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

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

1. *To carry on business, as manufacturers, importers, exporters, dealers, agents, stockist, retailers and traders of sheet metal including but not limited to laminations, pressings, stampings, press components, tools, jigs, fixtures, molds, tool room produce; castings; fabrication; forging; machining and any other engineering processes; using any of the aforesaid operation including manufacture, import, export and trade of accessories required for making assemblies and sub-assemblies used in various industrial applications.*
2. *To carry on business, as manufacturers, importers, exporters, dealers, agents, stockist, retailers and traders of components and assemblies of all kinds and descriptions used in locomotives and automobiles including but not limited to all kinds of vehicles, electric, hybrid, new energy vehicles or otherwise multi wheel vehicles, mono rail, light rail, metro rail, engines, locomotives of every description and also of various parts, components and accessories thereof including but not limited to chassis, batteries, chargers, motors, controllers, tools and tackles, aggregates, implements, drivetrain systems, gear cases, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloy springs, materials and parts thereof of all or any of the above mentioned locomotives used for the transport or conveyance of passengers, merchandise and goods of every description whether propelled or used or run by electricity, steam, oil vapor, gas, petroleum, diesel, oil, fuel cell or any other mode or mechanical power.*
3. *To carry on the business as manufactures, assemblers, fabricators, designers, suppliers, consultants, experts, stockists, importers, exporters, repairers, distributors, agents, traders and dealers of components, equipment, apparatus and engineering products used in various industrial segments including but not limited to hydro & thermal power generation, windmill, mining, cement, steel, sugar, construction, lift irrigation, freight rail, passenger rail, mass urban transport, appliances, medical equipment, oil & gas, defense, robotics and any other industrial applications.*
4. *To carry on the business as manufacturers, assemblers, fabricators, designers, suppliers, consultants, experts, stockists, importers, exporters, repairers, distributors, agents, traders and dealers in forgings, foundry, castings, plates, boilers and to set up furnaces and to carry on the business of iron and steel founders, metal founders, metal presses, metal rollers, metal works, rolling mills, metal converters, machinist and also for all kinds of material handling equipment, tools, machine tools, gadgets, accessories and spares and those products and items related or connected or supplementary or ancillary to the above.*

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

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

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

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

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

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

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

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

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

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

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

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

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

**Nominee Shareholders of PEL*

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

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

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

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

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

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

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

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

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

Sr. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1	Promoter Shareholders	The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of PRECL has been set out in the report adopted by the board of directors of PRECL pursuant to the provisions of Section 232(2)(c) of the Act which is attached as Annexure 2.2 to this Statement.
2	Non-Promoter Shareholders	
3	Key Managerial Personnel	
4	Creditors	All the liabilities of the Amalgamating Company 2, immediately before the amalgamation, shall become the liabilities of the Amalgamated Company, by virtue of the Scheme of Amalgamation, with effect from the Appointed Date. The present Scheme <i>inter alia</i> includes the amalgamation amongst PCPL, PRECL and the Company and is in no manner prejudicial to the interests of the creditors of the Amalgamating Company 2.
5	Directors	Pursuant to the Scheme, the Amalgamating Company 2 shall be dissolved without winding up and therefore current Board of Directors of the Amalgamating Company 2 shall cease to hold their positions and cease to be the Board of Directors of the Amalgamating Company 2.
6	Depositors	There are no depositors. Hence this is not applicable.
7	Debenture holders	There are no debenture holders in PRECL. Hence this is not applicable.
8	Debenture trustee	There are no deposit trustee or debenture trustee in the PRECL. Hence this is not applicable.
9	Employees	There will be no adverse effect of the Scheme on the employees of PRECL. On the Scheme becoming effective, all staff and employees of PRECL on the Effective Date shall be deemed to have become the staff and employees of Amalgamated Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with Amalgamated Company shall not be less favourable than those applicable to them with reference to PRECL as on the Effective Date.

- j) There are no investigation or proceedings instituted or pending against PRECL under the Act (as per Rule 6(3)(viii) of the Arrangement Rules). Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, against PRECL, its promoters and directors and details of other investigations/proceedings which have been filed against PRECL are set out in **Annexure 6.2**.

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

Pitti Engineering Limited

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sr. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1	Promoter Shareholders	The effect of the Scheme on the shareholders, promoters, non-promoter shareholders, and key managerial personnel of the Company has been set out in the report adopted by the board of directors of Company pursuant to the provisions of Section 232(2)(c) of the Act which is attached as Annexure 2.3 to this Statement.
2	Non-Promoter Shareholders	
3	Key Managerial Personnel	
4	Creditors	All the liabilities of the Amalgamating Company 1 and Amalgamating Company 2, immediately before the amalgamation, shall become the liabilities of the Amalgamated Company, by virtue of the Scheme of Amalgamation, with effect from the Appointed Date. The present Scheme inter alia includes the amalgamation amongst PCPL, PRECL and the Company and is in no manner prejudicial to the interests of the creditors of the Amalgamated Company.
5	Directors	The Scheme will have no effect on the existing Directors of PEL. The composition of the board of directors of the PEL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Listing Regulations, Memorandum of Association and Articles of Association of PEL. The Scheme will have no effect on the existing Directors of PEL. The composition of the board of directors of the PEL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Listing Regulations, Memorandum of Association and Articles of Association of PEL.
6	Depositors	There are no depositors. Hence this is not applicable.
7	Debenture holders	There are no debenture holders in PEL. Hence this is not applicable.
8	Debenture trustee	There are no deposit trustee or debenture trustee in the PEL. Hence this is not applicable.
9	Employees	There will be no adverse effect of the Scheme on the employees of PEL.

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

a. Relationship between the Companies:

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

Contracts/arrangements between PCPL and PEL

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

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

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

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

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

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

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

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

c. Consideration for the Amalgamation:

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

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

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

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

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

d. Summary of the Valuation Report and Fairness Opinion:

For the purposes of the Scheme, a report in relation to the Share Exchange Ratio (hereinafter referred to as “**Valuation Report**”) and a Corrigendum to the Valuation Report (“**Corrigendum**”) for issuance and allotment of shares of PEL to the shareholders of PCPL pursuant to and in consideration of the Scheme of Amalgamation, on June 15, 2023, was issued jointly by Mr. Niranjana Kumar, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) and SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV-E/06/2020/126), describing, inter alia, the methodologies adopted by them in arriving at the Share Exchange Ratio and setting out the detailed computation of the Share Exchange Ratio for the proposed Scheme of Amalgamation. The Valuation Report has been enclosed as **Annexure 7.1** and corrigendum to the Valuation Report as **Annexure 7.2**. In the Valuation Report, the valuers have provided that upon the Scheme being effective and in consideration of transfer and vesting of Amalgamating Company 1 and Amalgamating Company 2 (as defined under the Scheme) with Amalgamated Company in terms of the Scheme, PEL shall issue and allot:

To the equity shareholders of PCPL

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

To the preference shareholders of PCPL

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

To the equity shareholders of PRECL

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

In compliance with Para (A)(2)(d) of Part I of Securities and Exchange Board of India (“**SEBI**”) Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended and updated by SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (“**SEBI Scheme Circular**”), a Fairness Opinion dated June 15, 2023 has been issued by Keynote Financial Services Limited, an Independent SEBI registered Category I Merchant Banker (SEBI Registration No. INM000003606), (“**Fairness Opinion**”) providing its opinion on the fairness of the Share Exchange Ratio as recommended in the Valuation Report. The Fairness Opinion has been enclosed as **Annexure 8**.

The recommendation of the Share Exchange Ratio has been approved by the audit committee and board of directors the Company and the Board of directors of PCPL and PRECL.

The Valuation Report, Corrigendum to Valuation Report and Fairness Opinion are enclosed herewith as Annexure 7.1,7.2 and Annexure 8 respectively and also available for inspection at the registered office or website of the Company at www.pitti.in.

e. Details of capital restructuring:

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

f. Details of debt restructuring:

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

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

Amalgamation of Amalgamating Company 1 with Amalgamated Company:

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

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

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

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

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

Amalgamation of Amalgamating Company 2 with Amalgamated Company:

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

The Scheme is expected to provide the following benefits:

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

The pre-Scheme and post-Scheme shareholding patterns of PCPL, PRECL and the Company, as applicable, are attached as Annexures 3, Annexure 4 and Annexure 5 respectively.

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

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

- (A) Certified copy of the order passed by the NCLT in Company Application No. C.A.(CAA)-66/2023 pronounced on February 9, 2024, directing the Company, to convene the respective Tribunal Convened Meetings;
- (B) Copy of the Scheme;
- (C) Copies of the latest audited financial statements of the Companies including consolidated financial statements, wherever applicable;
- (D) Share Exchange Report dated June 15, 2023 issued jointly by Mr. Niranjana Kumar, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) and SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV-E/06/2020/126), along with corrigendum to the Share Exchange Report, describing, inter-alia, the methodologies adopted by them in arriving at the recommended Share Exchange Ratio and setting out its detailed computation for the proposed Scheme.
- (E) Fairness Opinion dated June 15, 2023 issued by Keynote Financial Services Limited, an Independent SEBI registered Category I Merchant Banker (SEBI Registration No. INM000003606), providing its opinion on the fairness of the Share Exchange Ratio as recommended in the Valuation Report.
- (F) The certificates issued by the statutory auditor of the Company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act;
- (G) Copy of the Audit Committee Report dated June 15, 2023 of the Company;
- (H) Copy of the Report of the Committee of Independent Directors dated June 15, 2023 of the Company;
- (I) Copy of the resolution passed by the board of directors of the Company dated June 15, 2023, approving the Scheme;
- (J) Observation letters dated October 26, 2023 issued by NSE and BSE respectively to the Company; and
- (K) Copy of the report adopted by the board of directors of the Companies as per the provisions of Section 232(2)(c) of the Act.

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

- (A) In terms of Regulation 37 of the Listing Regulations, NSE and BSE, by their respective letters, both dated October 26, 2023, have issued their observations on the Scheme to the Company conveying their no adverse observations/no objection to the Scheme. Copy of the observation letters, as received from NSE and BSE respectively are enclosed as Annexures 9 and Annexure 10, respectively.

- (B) As required by the SEBI Scheme Circular, the Company has filed its Complaints Reports dated August 29, 2023 and July 28, 2023 with NSE and BSE. Copies of the complaints reports of NSE and BSE filed by the Company are enclosed as Annexure 11 and Annexure 12, respectively.
- (C) The Scheme was filed by the Companies with the Bench at Hyderabad of the NCLT on December 15, 2023 and the NCLT has passed directions to convene Meeting(s) vide an Order pronounced on February 9, 2024.
- (D) The Scheme is subject to approval by the requisite majority of the shareholders and unsecured creditors of the Company and unsecured creditors of PCPL in terms of the applicable provisions of the Act and the Arrangement Rules.
- (E) The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.

j. Brief background and salient features of the Scheme:

- (A) The capitalised terms used herein below, shall have the meaning ascribed to such terms in the Scheme.
- (B) The Scheme of Amalgamation provides inter alia for:
 - i. the transfer and vesting of Amalgamating Company 1 and Amalgamating Company 2 with the Amalgamated Company.
 - ii. various other matters consequential or otherwise integrally connected therewith;

(C) The relevant clauses of the Scheme are as under:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

9. Other details required to be disclosed by the NSE and BSE as part of the Observation Letters dated October 26, 2023:

(i) The details of the Assets & Liabilities and revenue being transferred to the merged entity.

Below are the total value of assets and liabilities merged into PEL as on March 31, 2023

Particulars	PCPL Amount in ₹ (in lakhs)	PRECL Amount in ₹ (in lakhs)	Inter Company adjustments	Total value of merged assets and liabilities
Non-Current Assets				
(a) Property, plant and equipment	3,419.81	-		3,419.81
(b) Capital work-in-progress	547.16	-		547.16
(c) Intangible Assets	5.78	-		5.78
(d) Right of use of Assets	23.85	-		23.85
(e) Investment property	-	-		-
(f) Financial Assets				
(i) Investments	0.01	-		0.01
(ii) Other financial Assets (net)	4.78	-		4.78
(g) Deferred Tax Asset (Net)	2,201.38	-		2,201.38
(h) Other non-current assets	234.20	-		234.20
Total Non-Current Assets – (A)	6,436.97	-		6,436.97
Current Assets				
(a) Inventories	3,764.08	-		3,764.08
(b) Financial assets				
(i) Investments	-	-	-	-
(ii) Trade receivables	1,094.99		(519.27)	575.72
(iii) Cash and Cash equivalents	82.15	0.10		82.25
(iv) Other bank balances	-	-	-	-
(v) Other financial assets	-	-	-	-
(c) Other current assets	243.98	-		243.98
Total Current Assets – (B)	5,185.20	0.10		4,666.03
Total Assets – (C) = (A)+(B)	11,622.17	0.10		11,103.00
Liabilities				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	41.25	-		41.25
(ii) Lease Liability	14.53	-		14.53
(iii) Other Financial Liabilities	-	-		-
(a) Provisions	117.39	-		117.39
(b) Deferred tax liabilities	-	-		-
Total Non-Current Liabilities – (F)	173.17	-		173.17
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	400.95	-		400.95
(ii) Trade Payables				
Dues to micro and small enterprises	108.91			108.91
Dues to other enterprises	2,549.91	-	0.56	2,549.35
(i) Other Financial Liabilities	247.19	0.26		247.45
(ii) Lease Liability	5.12	-		5.12
(a) Other current liabilities	747.14	-	(523.79)	223.35
(b) Provisions	40.36	-		40.36
(c) Income tax liabilities (net)	-	-		-
Total Current Liabilities – (G)	4,099.58	0.26		3,575.49

(ii) The details of legal proceedings and contingent liabilities merged in Pitti Engineering Limited.

Following are the details of legal proceedings and contingent liabilities to be merged into Pitti Engineering Limited:

- **PCPL (“Company”) has the below two proceedings before Central Excise & Service Tax Appellate Tribunal (“CESTAT”) to the tune of H 143.90 Lakhs provided in contingent liabilities.**

(i) CENVAT credit eligibility (₹ 51.30 lakhs)

The Company is engaged in the business of manufacturing of castings and has been procuring various Iron and Steel materials which are further used as supporting structures for various plants and machinery or for the fabrication of capital goods or columns which is integral for the functioning of various equipment.

The Department has contended that the Company would not be eligible to claim CENVAT credit on the steel items used for fabrication and construction of beds as they are not used in the manufacture of capital goods meant for further use in the factory.

The Company has filed an appeal before the CESTAT and the Company has been granted stay for the recovery of pre-deposit of the demand, interest and penalty by the CESTAT. The same is pending for hearing.

(ii) Eligibility of Central Excise Duty Exemption (₹ 92.60 lakhs)

The litigation pertains to the Central Excise Duty exemption claimed under Notification No. 06/2006-CE dated 01.03.2006. The said notification provides for a list of various items covering Wind Operated Electricity Generator (“WOEG”), its components, and parts thereof and also includes the castings which are manufactured by the Company.

Department has contended that the unmachined castings cleared by Target have not attained the identity of WOEG or its components, and accordingly, they are not eligible for duty exemption.

The Company has filed an appeal before the CESTAT and the Company has been granted stay for the recovery of pre-deposit of the demand, interest and penalty by the CESTAT. The same is pending for hearing.

- **In the Hyderabad High Court between Pitti Castings Private Limited and M/s. Metsonic Engineers and M/s. Vaksh Steel Private Limited - The Company has been wrongly implicated in a case filed by M/s. Metsonic Engineers against M/s. Vaksh Steel Private Limited.**

The Company is contesting its involvement and has given timely responses to the parties involved in the case. The Company awaits response from the Hon'ble High Court on the same.

- **Insolvency proceedings against Wind World India Limited (WWIL)**

WWIL is under the Corporate Insolvency Resolution Process under Insolvency Bankruptcy Code. PCPL had supplied certain components in the course of its business to “WWIL” and is an Operational Creditor (with outstanding balance of ₹ 133.41 lakhs).

Pursuant to the communication letter received from the Resolution Professional with respect to case number WWIL/RP/78/BG/2018, a Resolution Plan was submitted by the resolution applicant, Suraksha Consortium has been approved by the Committee of Creditors (CoC), wherein PCPL has been admitted as an Operational Creditor (with outstanding balance of ₹ 133.41 lakhs)

Subsequently, NCLT Ahmedabad (“NCLT”) vide its order dated August 24, 2022, rejected the Resolution Plan submitted by the Suraksha Consortium (Resolution Applicant). Aggrieved by this NCLT order, the Resolution Professional, on instructions of the Committee of Creditors has filed an appeal before the Hon'ble NCLAT, New Delhi and therefore the matter is currently sub-judice

(iii) The details of regulatory actions initiated against the three companies in last 8 financial years.

There are no regulatory actions initiated against PEL anytime in last 8 financial years.

Please note, the open offer made in 2011 by the acquirers i.e., Pitti Electrical Equipment Private Limited and Smt Madhuri S Pitti belonging to the promoter group was concluded during the financial year 2022-23 as per SEBI directions and order of the Hon'ble Supreme Court of India dated 11th July 2022.

There are no regulatory actions initiated against PCPL and PRECL anytime in the last 8 financial years.

(iv) The reconciliation of share capital of all the companies, prior and post the scheme.

Please find below the reconciliation of pre and post scheme share capital of Pitti Castings Private Limited ("PCPL" or the "Amalgamating Company 1"), Pitti Rail and Engineering Components Limited ("PRECL" or the "Amalgamating Company 2") and Pitti Engineering Limited ("PEL" or the "Amalgamated Company"):

Share Capital of Amalgamating Company 1 is as follows:

Particulars	Pre-Scheme (in ₹)	Post-Scheme* (in ₹)
Authorized Capital		
12,44,62,500 equity shares of ₹ 10 each	1,24,46,25,000	-
1,23,30,000 Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of ₹ 10 each	12,33,00,000	-
Total	1,36,79,25,000	-
Issued, Subscribed and Paid-up Capital		
12,44,62,500 equity shares of ₹ 10 each	1,24,46,25,000	-
1,23,30,000 Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of ₹ 10 each	12,33,00,000	-
Total	1,36,79,25,000	-

* The Amalgamating Company 1 shall stand transferred to and be vested in the Amalgamated Company and cease to exist pursuant to the Scheme of Amalgamation.

Share Capital of Amalgamating Company 2 is as follows:

Particulars	Pre-Scheme (in ₹)	Post-Scheme* (in ₹)
Authorized Capital		
1,00,000 equity shares of ₹ 10 each	10,00,000	-
Total	10,00,000	-
Issued, Subscribed and Paid-up Capital		
1,00,000 equity shares of ₹ 10 each	10,00,000	-
Share Capital of Amalgamating Company 2 as on June 9, 2023		
Total	10,00,000	-

* The Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company and cease to exist pursuant to the Scheme of Amalgamation

Share Capital of Amalgamated Company is as follows:

Particulars	Pre-Scheme (in ₹)	Post-Scheme (in ₹)
Authorized Capital		
6,00,00,000 equity shares of ₹ 5 each	30,00,00,000	30,00,00,000
Total	30,00,00,000	30,00,00,000
Issued, Subscribed and Paid-up Capital		
3,20,50,067 equity shares of ₹ 5 each	16,02,50,335	17,11,94,195
8,300 equity shares forfeited of ₹ 5 each	41,500	41,500
Total	16,02,91,835	17,12,35,695

*Reconciliation of post-Scheme paid up share capital.

Particulars	Ref	Amount
Face Value of Equity Shares in PEL	A	5.00
Paid-up Share Capital of PEL Pre-Scheme – (₹)	B	16,02,50,335
Number of shares issued pursuant to Scheme	(C) = Refer Note 1	21,88,772
Total Paid-up Share Capital of PEL Post-Scheme – (₹)	(D) = B + [C*A]	17,11,94,195

Note 1 – Computation of number of shares issued pursuant to the Scheme.

Particulars	Ref	No. of shares
Number of fully paid-up shares of PCPL	(A)	12,44,62,500
Number of shares already held by PEL in PCPL	(B)	40,80,000
Number of shares to be considered for issuance of new shares by PEL	(C)=(A)-(B)	12,03,82,500
Swap ratio determined as per the Share Exchange Report	(D)	55
1 (One) Equity Share of PEL for every 55 (Fifty-Five) Equity Shares of PCPL		
Number of shares issued pursuant to Scheme	(E) = (C)/(D)	21,88,772

Note 2: The entire preference share capital of PCPL comprises of 1,23,30,000 preference shares which are held by PEL and the same shall stand cancelled and extinguished.

Note 3: 1,00,000 equity shares held by PEL in PRECL stand cancelled and extinguished.

- (v) **The details of the open offer made by M/s Pitti Electrical Equipment Ltd. and Smt. Madhuri S Pitti in the matter of Pitti Engineering Limited and subsequent developments in the same.**

Please note, the open offer made in 2011 by the acquirers i.e., Pitti Electrical Equipment Private Limited and Smt Madhuri S Pitti belonging to the promoter group was concluded during the financial year 2022-23 as per SEBI directions and order of the Hon'ble Supreme Court of India dated 11th July 2022.

- (vi) **Any type of arrangement between the demerged company/resulting company/ merged/ amalgamated company/creditors/shareholders/promoters/directors etc., which may have any implication on the scheme of arrangement.**

Relation between PEL and PRECL:

PRECL is a wholly owned subsidiary of PEL. The shares held by PEL in PRECL would be cancelled pursuant to the scheme of Amalgamation.

Relation between PEL and PCPL:

PEL and PCPL is held by common promoters with following shareholding pattern in each of the entities.

Name of the shareholder	Shareholding in PCPL		Shareholding in PEL	
	No. of shares	% Holding	No. of shares	% Holding
Shri Sharad Badrivishal Pitti	48,80,000	3.92%	43,49,926	13.57%
Shri Akshay Sharad Pitti	18,30,000	1.47%	42,28,414	13.19%
Pitti Electrical Equipment Private Limited	11,36,72,500	91.33%	86,47,267	26.98%

Contracts/arrangements between PCPL and PEL:

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

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

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

(vii) Brief history of the demerged undertaking / transferor Company**Pitti Castings Private Limited**

Pitti Castings Private Limited is a private limited company incorporated on 07th December 2011 having its registered office at IVth Floor, Padmaja Land Mark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082. PCPL is engaged in the manufacturing of high-quality casting in grey iron, ductile iron, low carbon and alloy steel grades ("Castings Business"). The Company has set up a world class testing lab equipped with latest version of machines for chemical / mechanical / thermal analysis (atas), in-house non-destructive-testing facility for ultrasonic testing / radiographic testing / magnetic particle testing / dye-penetrant testing, high-precision / critical geometry parts are only possible to produce using no-bake & shell moulding process. Pitti Castings Private Limited has three product lines being sheet metal, precision machining and assemblies.

Pitti Rail and Engineering Components Limited

Pitti Rail and Engineering Components Limited is a public limited company incorporated on 05th October 2020 having its registered office at 6-3-648/401, 4th Floor, Padmaja Landmark, Somajiguda, Hyderabad, Telangana, 500082. PRECL is set up with the object to manufacture engineering products and components.

(viii) Build-up and nature of reserves of the companies involved in the scheme.

Financial Year	Pitti Castings Private Limited (Amounts in ₹ lakhs)			Pitti Rail and Engineering Components Limited (Amounts in ₹ lakhs)			Pitti Engineering Limited (Amount in ₹ Lakhs)		
	Securities Premium	Capital Reserve	Capital Redemption Reserve	Securities Premium	Capital Reserve	Capital Redemption Reserve	Securities Premium	Capital Reserve	Capital Redemption Reserve
2011-12	Nil	Nil	Nil				3,799.79	Nil	Nil
2012-13	Nil	Nil	Nil				3,799.79	Nil	Nil
2013-14	Nil	Nil	Nil				3,799.79	Nil	Nil
2014-15	Nil	Nil	Nil				3,799.79	Nil	Nil
2015-16	Nil	Nil	Nil				3,799.79	Nil	Nil
2016-17	Nil	Nil	Nil				3,799.79	Nil	Nil
2017-18	Nil	Nil	Nil				6,217.57	Nil	Nil
2018-19	Nil	Nil	Nil				6,217.57	Nil	Nil
2019-20	Nil	Nil	Nil				8,106.46	Nil	Nil
2020-21	Nil	Nil	Nil	Nil	Nil	Nil	8,106.46	Nil	Nil
2021-22	Nil	Nil	Nil	Nil	Nil	Nil	8,106.46	Nil	Nil
2022-23	Nil	Nil	Nil	Nil	Nil	Nil	8,106.46	Nil	Nil

(ix) List of comparable companies considered for CCM method.

The list of comparable companies considered for CCM method of valuation to arrive at the Share Exchange Report dated June 15, 2023 issued jointly by Mr. Niranjana Kumar, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) and SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV-E/06/2020/126) are as below:

Name of Comparable Companies Used by

Niranjana Kumar

Nelcast Limited
Steelcast Limited
Magna Electro Castings Limited
Synergy Green Industries Limited

SSPA & Co. Chartered Accountants

Nelcast Limited
Steelcast Limited
Magna Electro Castings Limited
Synergy Green Industries Limited
Kirloskar Ferrous Industries Limited
Alicon Castalloy Limited

(x) How the scheme will be beneficial to the public shareholders of the listed entity.

The Scheme of Amalgamation is proposed to be undertaken with the following rationale:

Amalgamation of PCPL with PEL/Listed Entity:

The proposed amalgamation helps PEL to achieve vertical integration and broaden its footprint across the supply chain, PEL has strategically decided to integrate the Castings Business with its operations.

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

1. Enhance PEL's control over the supply and inventory management of its raw materials Amalgamation would help with a unified approach on supply chain management and consequent synergies leading to optimization of resource utilization, reduced finance cost, operational cost, reduced duplication of administrative efforts and better procurement policies and prices, for the combined business.
2. Allow PEL to gain access to long-term contracts by bolstering an entire integrated process helping them cover the end-to-end supply chain.

3. Enhance PEL's margins and profitability and reduction in related party transactions of PEL which would enhance value for all its stakeholders.
4. Help PEL to diversify its business and provide PEL with access to a new set of customers and industries.

Amalgamation of PRECL with PEL/Listed Entity:

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

The Scheme is expected to provide the following benefits:

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

(xi) Details of business activities undertaken by unlisted companies along with discussion on their financials.

Business activities undertaken by PCPL and PRECL (unlisted companies) are as below:

PCPL - Engaged in the manufacturing of high-quality casting in grey iron, ductile iron, low carbon and alloy steel grades. It specializes in manufacture of Spheroidal Graphite (SG) iron graded parts with sub-zero Impact resistance used in windmill / locomotives, high Tensile SG Graded Parts used in mining trucks, high MnNi Alloy carbon steel castings with sub-zero impact resistance used in locomotives / mining. PCPL has a Class A Foundry certified by Research Designs and Standards Organisation, Ministry of Railways in India.

PRECL – PRECL was set up with the object to manufacture engineering products and components. However, PRECL currently does not actively undertake any business operations.

The Scheme of Amalgamation will result in the following synergies:

1. Enable PEL to bid and service customers / contracts which require vertical integration, resulting in larger order books for the combined entity.
2. The cost of borrowings for PCPL to reduce from 13% to ~9%, due to economies of scale, thereby resulting in improved margins and profitability, resulting in a saving of ~₹ 5 million.
3. Improve sourcing of raw materials and better bargaining power with creditors of PCPL.
4. PEL to be able to utilize the spare capacity in PCPL.
5. Synergies on common administrative expenses

Analysis on the financials of PCPL:

- Revenue in FY23 was ₹ 1,503 million with a growth of 9% vis-à-vis FY22 revenue.
- As on 31st March 2023, 57% of the total revenue is attributed to related parties (lower from ~71% in FY22), due to increased sales to third parties.
- PCPL manufactures High Quality Castings in Ductile Iron, Grey Iron and Low Carbon, High Manganese / High Nickel Alloy Steel from the weight range of 50 Kgs to 3000 Kgs.
- The EBITDA margin of the company has improved to 8.5% in FY23 in line with increase in gross margins and operating leverage on cost base of employees and other expenses. Further, the PBT and Gross margin of the Company stands at 4.45% and 22.70% in FY23.

- The production in FY23 by PCPL has been ~7,990 MT at a capacity utilization of ~55.5% of the power load capacity.

Analysis on the financials of PRECL:

- PRECL currently does not undertake any business activity. The amalgamation will result in simplifying the corporate structure and elimination of duplication in administrative cost and multiple record keeping thus resulting in cost savings.

(xii) Tax/other liability/ benefit arising to the entities involved in the scheme, if any.

Once the Scheme is approved, any surplus in the provision for taxation/ duties/ levies account including but not limited to the advance tax, tax deducted at source and MAT credit, business losses, unabsorbed depreciation, CENVAT credit, Goods and Services Tax credit in the books of PCPL and PRECL shall be transferred to PEL.

Based on the above, the accumulated business losses and unabsorbed depreciation of PCPL i.e., ₹ 834.28 million as on Assessment Year 2023-24 shall be transferred to PEL as part of the overall amalgamation. This would result in reduction in effective tax rate of PEL for the future years, resulting in cash tax savings of ~₹ 200 million over the next few years.

(xiii) Calculation pertaining to shares issued to each promoter of PCPL pursuant to the scheme and final shareholding of PEL.

The swap ratio for the proposed Scheme of amalgamation is determined as below:

“01 (One) equity share of PEL of ₹ 05/- each, fully paid-up for every 55 (Fifty-Five) equity shares of PCPL of ₹ 10/- each, fully paid-up”

Pursuant to the above, the total number of shares to be issued by PEL on account of the proposed merger are shown below:

Name of Shareholder	Present Shareholding in PCPL	Swap Ratio (1:55)	Shares to be issued by PEL post-merger	Fractional Entitlement of shares
A. Equity				
Sharad B Pitti	48,80,000	1:55	88,727	0.27
Akshay S Pitti	18,30,000	1:55	33,272	0.73
Pitti Electrical Equipment Private Limited	11,36,72,500	1:55	20,66,772	0.73
Pitti Engineering Limited*	40,80,000	NA	-	-
Total	12,44,62,500		21,88,771	1.73
B. Preference				
Pitti Engineering Limited*	1,23,30,000	NA	NA	-
Total (B)	1,23,30,000			

* Pursuant to the proviso provided under section 232 (3)(b) of the Companies Act, 2013 – “a transferee company shall not, as a result of the compromise or arrangement, hold any shares in its own name or in the name of any trust whether on its behalf or on behalf of any of its subsidiary or associate companies and any such shares shall be cancelled or extinguished”.

Based on the above, the shares (equity and preference) held by PEL in PCPL shall be cancelled or extinguished.

Further, pursuant to Clause 13.7 of the Scheme, fractional entitlements, if any, shall be consolidated. If such consolidated fractional entitlement exceed 1 (one) share, it shall be allotted in lieu thereof, to a trustee, authorized by the Board of Directors of the Amalgamated Company in this behalf, who shall hold in trust such New Equity Shares to the extent of consolidated fractional entitlement, on behalf of the shareholders of Amalgamating Company 1, with the express understanding that such trustee shall sell such New Equity Shares of the Amalgamated Company so allotted on the Stock Exchanges, at such time or times and at such price or prices and to such person, as such trustee

deems fit, but within a period of 90 (ninety) days from the date of allotment of such New Equity Shares, and shall distribute the net sale proceeds, subject to Tax deductions and other expenses as applicable, to such shareholders of Amalgamating Company 1 in proportion to their respective fractional entitlements. In case the number of such New Equity Shares to be allotted to the trustee by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the nearest lower integer. In case the number of such New Equity Shares to be allotted to the trustee by virtue of consolidation of fractional entitlements is less than 1 (one), Amalgamated Company shall not issue fractional shares to such shareholder or to the trustee mentioned above.

Based on the above, the fractional entitlement of 1.73 shares shall be rounded off to the nearest lower integer i.e., 1 and be allotted to a trustee.

Shareholding Pattern Pre and Post Amalgamation

Name of the shareholder	Present Holding in PCPL		Shares to be allotted in PEL on Amalgamation (A)	Present Holding in PEL (B)		Post Holding in PEL (A+B)	
A. Equity							
Sharad B Pitti	48,80,000	3.92%	88,727	43,49,926	13.57%	44,38,653	12.96%
Akshay S Pitti	18,30,000	1.47%	33,272	42,28,414	13.19%	42,61,686	12.45%
Madhuri S Pitti	-	-	-	17,58,620	5.49%	17,58,620	5.14%
Sharad B Pitti (HUF)	-	-	-	17,000	0.05%	17,000	0.05%
Pitti Electrical Equipment Private Limited	11,36,72,500	91.33%	20,66,772	86,47,267	26.98%	1,07,14,039	31.29%
Pitti Engineering Limited*	40,80,000	3.28%	-	-	-	-	-
Trustee (for fractional shares)			1	-	-	1	0.00%
Public Shareholders	-	-	-	1,30,48,840	40.71%	1,30,48,840	38.11%
Total (A)	12,44,62,500	100.00%	21,88,772	3,20,50,067	100.00%	3,42,38,839	100.00%
B. Preference							
Pitti Engineering Limited*	1,23,30,000	100.00%	-	-	-	-	-
Total (B)	1,23,30,000	100.00%	-	-	-	-	-
Grand Total (A+B)	13,67,92,500	100.00%	21,88,772	3,20,50,067	100.00%	3,42,38,839	100.00%

Dated at this 16th February, 2024
Place: Hyderabad

Sd/-
Gandluri Ramanjaneyulu
Chairperson appointed for the Meeting

Registered Office:
Pitti Engineering Limited
CIN: L29253TG1983PLC004141
IVth Floor, Padmaja Landmark,
6-3-648/401, Somajiguda, Hyderabad, Telangana,
500082
Tel: 040-23312774
E-mail: shares@pitti.in
Website: www.pitti.in

ANNEXURE 1

SCHEME OF AMALGAMATION

AMONG

PITTI CASTINGS PRIVATE LIMITED
(Amalgamating Company 1)

AND

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED
(Amalgamating Company 2)

AND

PITTI ENGINEERING LIMITED
(Amalgamated Company)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

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

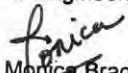
For Pitti Castings Private Limited


Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
DIN: 09570371

For Pitti Engineering Limited


Mary Morica Braganza
Company Secretary & Compliance Officer
FC8 5532

PREAMBLE

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

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

(A) DESCRIPTION OF THE COMPANIES

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

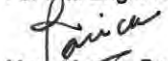
For Pitti Castings Private Limited


Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
DIN: 09570371

For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS|5532

(B) RATIONALE AND SALIENT FEATURES OF THE SCHEME

Amalgamation of Amalgamating Company 1 with Amalgamated Company:

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

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

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

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

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

Amalgamation of Amalgamating Company 2 with Amalgamated Company:

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

The Scheme is expected to provide the following benefits:

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


(C) PARTS OF THE SCHEME OF AMALGAMATION

This Scheme of Amalgamation is divided into the following parts:


For Pitti Castings Private Limited


Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar Page 3 of 26
Director
DIN: 09570371

For Pitti Engineering Limited

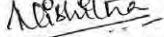

Mary Monica Braganza
Company Secretary & Compliance Officer
FCS 5532

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

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

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

For Pitti Castings Private Limited



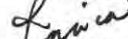
Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited



M Pavan Kumar
Director
- DIN: 09570371

For Pitti Engineering Limited



Mary Monica Braganza
Company Secretary & Compliance Officer,
FCS 5632

PART I: DEFINITIONS, INTERPRETATION AND CAPITAL STRUCTURE

1. DEFINITIONS


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

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

For Pitti Castings Private Limited

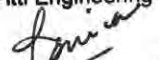

Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
DIN: 09570371

Page 5 of 26

For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS 5532

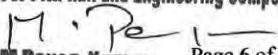
the board of directors.

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

For Pitti Castings Private Limited

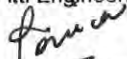

Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
DIN: 09570371

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For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS 5532

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

2. INTERPRETATION

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

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

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

4. SHARE CAPITAL

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

For Pitti Castings Private Limited


Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
DIN: 09570371

For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS 5532

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

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

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

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

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

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

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

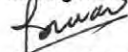
For Pitti Castings Private Limited


Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
- DIN: 09570371

For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS 5532

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

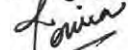
For Pitti Castings Private Limited


Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
DIN: 09570371

For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS 5532

**PART II: AMALGAMATION OF AMALGAMATING COMPANY 1 AND
AMALGAMATING COMPANY 2 WITH AMALGAMATED COMPANY**


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

- 5.1 With effect from the Appointed Date, and upon the Scheme becoming effective, the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company, as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein as detailed below.
- 5.2 Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, on occurrence of the Effective Date, the whole of the business, personnel, property, assets, investments, rights, benefits and interest therein of the Amalgamating Company 1 and Amalgamating Company 2 shall, with effect from the Appointed Date, stand transferred to and be vested in the Amalgamated Company, without any further act or deed, and by virtue of the order passed by the NCLT. Without prejudice to the generality of the above, and in particular, the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company in the manner provided below:
- (i) all assets of the Amalgamating Company 1 and Amalgamating Company 2, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting pursuant to this Scheme, if any, shall stand vested in the Amalgamated Company;
 - (ii) all movable properties of the Amalgamating Company 1 and Amalgamating Company 2, other than those specified in sub- clause (i) above, including but not limited to sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, cash in hand, deposits, investments (including investments in securities of other companies whether, shares, stocks, debentures, units, or other similar instruments) if any, shall without any further act, instrument or deed, become the property of the Amalgamated Company;
 - (iii) all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of accounts or disclosed in the balance sheets of the Amalgamating Company 1 and Amalgamating Company 2, shall, be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same unless otherwise stated in this Scheme;
 - (iv) all statutory licenses, permissions or approvals or consents held by the Amalgamating Company 1 and Amalgamating Company 2 required to carry on its

For Pitti Castings Private Limited

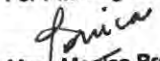

Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


Pavan Kumar
Director
DIN: 09570371

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For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS 5532

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

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

6. TAX

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

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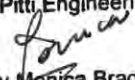

Nishitha Agarwal
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For Pitti Rail and Engineering Components Limited


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

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

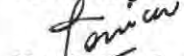
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7. CONTRACTS, DEEDS, APPROVALS, EXEMPTIONS, ETC.

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


8. LEGAL PROCEEDINGS

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

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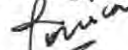

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Amalgamating Company 2, if this Scheme had not been made.

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

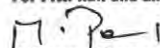
9. EMPLOYEES

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

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

10. CONDUCT OF THE AMALGAMATING COMPANY TILL THE EFFECTIVE DATE

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

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

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

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

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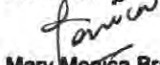

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Amalgamating Company 1 and Amalgamating Company 2 are closed / suspended and regulatory filings are required to be done on such registrations, the Amalgamated Company shall be entitled to do so to comply with the relevant regulations.

11. SAVING OF CONCLUDED TRANSACTIONS

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

12. COMBINATION OF AUTHORISED SHARE CAPITAL


12.1 On coming into effect of this Scheme:

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

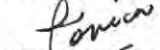
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Hundred and Sixty-Six Crore Eighty-Nine Lakh and Twenty-Five Thousand only) divided into 33,37,85,000 (Thirty-Three Crore Thirty-Seven Lakh and Eighty-Five Thousand) equity shares of INR 5 (Five) each.

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

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

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

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

13. CONSIDERATION

Amalgamating Company 1:

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

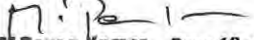
"01 (One) equity share of PEL of INR 05/- each, fully paid-up for every 55 (Fifty-Five) equity shares of PCPL of INR 10/- each, fully paid-up ("Share Exchange Ratio")

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

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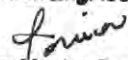

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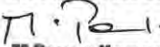
to as "New Equity Shares".

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

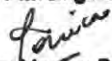
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the Amalgamating Company 1 who hold shares in physical form, should provide the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required, to the Amalgamated Company, prior to the Record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

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

For Pitti Castings Private Limited

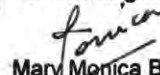

Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
DIN: 09570371

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For Pitti Engineering Limited


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

Amalgamating Company 2:

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

14. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATED COMPANY

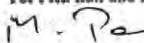
Accounting Treatment in the books of Amalgamated Company pursuant to Amalgamation of PCPL/Amalgamating Company 1 with PEL/Amalgamated Company

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

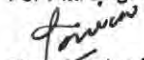
For Pitti Castings Private Limited


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For Pitti Rail and Engineering Components Limited


M. Pavan Kumar
Director
DIN: 09570371

For Pitti Engineering Limited


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

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

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

For Pitti Castings Private Limited

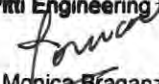

Nishitha Agarwal
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For Pitti Rail and Engineering Components Limited


M Pavan Kumar
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DIN: 09570371

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For Pitti Engineering Limited


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

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

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


For Pitti Castings Private Limited


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For Pitti Rail and Engineering Components Limited


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PART III: GENERAL TERMS AND CONDITIONS

15. CONDITIONALITY OF THE SCHEME

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

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

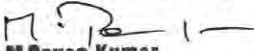
16. APPLICATION TO THE NCLT

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

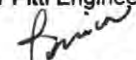
For Pitti Castings Private Limited


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For Pitti Rail and Engineering Components Limited


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

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17. MODIFICATIONS/AMENDMENTS TO THE SCHEME

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


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

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

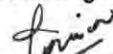
For Pitti Castings Private Limited


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

19. EFFECT OF NON-RECEIPT OF APPROVALS

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

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

20. COSTS, CHARGES & EXPENSES

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


21. MISCELLANEOUS

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

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For Pitti Castings Private Limited

Nishitha Agarwal
Company Secretary
ACS: 65553

For Pitti Rail and Engineering Components Limited

M Pavan Kumar
Director
DIN: 09570371

For Pitti Engineering Limited

Mary Monica Braganza
Company Secretary & Compliance Officer
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PITTI CASTINGS PRIVATE LIMITED

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

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

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

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

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

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

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





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

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

Rationale of the Scheme

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

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

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

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

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

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

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





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

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

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

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

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

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

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

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

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





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

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

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

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

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

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

(b) Key Managerial Personnel (KMP)

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

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

For and on behalf of Pitti Castings Private Limited

Date - 15th June 2023

Place - Hyderabad



Akshay S Pitti
Director
DIN:0007876

REPORT OF THE BOARD OF DIRECTORS OF PITTI RAIL AND ENGINEERING COMPONENTS LIMITED UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 IN ITS MEETING HELD ON THURSDAY, 15TH JUNE 2023 AT 6-3-648/401, 4TH FLOOR, PADMAJA LAND MARK, SOMAJIGUDA, HYDERABAD, TELANGANA-500082 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

The Board of Directors ("Board") of Pitti Rail and Engineering Components Limited ("PRECL" or the "Company") at its board meeting held on 15th June, 2023 has approved the Scheme of Amalgamation amongst Pitti Castings Private Limited ("PCPL" or the "Amalgamating Company 1") and Pitti Rail and Engineering Components Limited ("PRECL" or "Amalgamating Company 2") and Pitti Engineering Limited ("PEL" or the "Amalgamated Company") and their respective shareholders and creditors ("Scheme") under Section 230 to 232 of the Companies Act, 2013, and the rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force) ("Companies Act" or the "Act") and other applicable laws including the master circular issued by the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/DIL 1 /CIR/P/2021/000000665 dated 23rd November 2021 (as amended from time to time) ("SEBI Scheme Circular"). The Scheme is subject to requisite approval(s) of the jurisdictional Hon'ble National Company Law Tribunal, Securities and Exchange Board of India, stock exchanges and other regulatory authorities.

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

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

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

- (a) Draft Scheme duly initialled by Shri M Pavan Kumar, Director of the Company for the purpose of identification.
- (b) Valuation Report dated 15th June, 2023 ("Valuation Report") issued jointly by Mr. Niranjan Kumar, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) and SSPA & Co., Chartered Accountants, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV-E/06/2020/126), describing, *inter-alia*, the methodologies adopted by them in arriving at the recommended Share Exchange Ratio (as defined above) and setting out its detailed computation for the proposed Scheme.
- (c) Fairness Opinion dated 15th June, 2023 ("Fairness Opinion") issued by Keynote Financial Services Limited, an Independent SEBI registered Category I Merchant Banker (SEBI Registration No. INM000003606), providing its opinion on the fairness of the Share Exchange Ratio as recommended in the Valuation Report.

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CIN: U29100TG2020PLC144524

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

Rationale of the Scheme

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

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

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

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

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

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

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

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

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

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

There is only one class of shareholders, i.e., equity shareholders in the Company, which includes the promoter shareholders of the Company. Upon the Scheme being effective and amalgamation of Amalgamating Company 2 with Amalgamated Company in terms of this Scheme, all the equity shares issued by Amalgamating Company 2 and held by Amalgamated Company and/ or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in Amalgamated Company shall be made with respect to such holdings in the Amalgamating Company 2 by the Amalgamated Company.

The entire share capital of the Company is held by the Amalgamated Company and/or its nominees. There is nil non-promoter shareholding in the Company.

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

(b) Key Managerial Personnel (KMP)

Pursuant to the Scheme, the Amalgamating Company 2 shall stand dissolved without following the procedure of winding up and therefore the KMPs of the Amalgamating Company 2 shall cease to hold their positions.

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

For and on behalf of Pitti Rail and Engineering Components Limited


M Pavan Kumar
Director
DIN: 09570371



Date: 15th June, 2023

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Pitti Engineering Limited

(Formerly Pitti Laminations Limited)

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REPORT OF THE BOARD OF DIRECTORS OF PITTI ENGINEERING LIMITED UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 IN ITS MEETING HELD ON THURSDAY, 15TH JUNE, 2023 AT IVTH FLOOR, PADMAJA LAND MARK, 6-3-648/401, SOMAJIGUDA, HYDERABAD, TELANGANA, 500082 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

The Board of Directors ("Board") of Pitti Engineering Limited ("PEL" or "Company") at its board meeting held on 15th June, 2023 has approved the Scheme of Amalgamation amongst Pitti Castings Private Limited ("PCPL" or the "Amalgamating Company 1"), Pitti Rail and Engineering Components Limited ("PRECL" or "Amalgamating Company 2") and Pitti Engineering Limited ("PEL" or the "Amalgamated Company") and their respective shareholders and creditors ("Scheme") pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and regulations made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) ("Companies Act" or the "Act") and other applicable laws including the master circular issued by the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/DIL I /CIR/P/2021/000000665 dated 23rd November 2021 (as amended from time to time) ("SEBI Scheme Circular"). The Scheme is subject to requisite approval(s) of the jurisdictional Hon'ble National Company Law Tribunal, Securities and Exchange Board of India, stock exchanges and other regulatory authorities.

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

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

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

- (a) Draft Scheme duly initialled by the Company Secretary & Compliance Officer of the Company for the purpose of identification.
- (b) The Report of the Audit Committee dated 15th June 2023, recommending the draft Scheme.
- (c) The Report of the Committee of Independent Directors dated 15th June 2023 recommending the draft Scheme.
- (d) Valuation Report dated 15th June, 2023 ("Valuation Report") issued jointly by Mr. Niranjana Kumar, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) and SSPA & Co., Chartered Accountants, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137).

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IBBI/RV-E/06/2020/126), describing, inter-alia, the methodologies adopted by them in arriving at the recommended Share Exchange Ratio (*as defined above*) and setting out its detailed computation for the proposed Scheme.

- (e) Fairness Opinion dated 15th June, 2023 (“Fairness Opinion”) issued by Keynote Financial Services Limited, an Independent SEBI registered Category I Merchant Banker (SEBI Registration No. INM000003606), providing its opinion on the fairness of the Share Exchange Ratio as recommended in the Valuation Report.
- (f) Statutory Auditors Certificate dated 15th June, 2023, issued by the Statutory Auditors of the Company i.e. Talati & Talati LLP, Chartered Accountants, certifying that the accounting treatment prescribed in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act.
- (g) Audited financial statements of PCPL as on and for the year ended 31st March 2023.
- (h) Audited financial statements of PRECL as on and for the year ended 31st March 2023.
- (i) Financial, Tax and Legal Due Diligence Reports.

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

Rationale of the Scheme

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

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

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

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

- Enhance PEL's control over the supply and inventory management of its raw materials. The Amalgamation would help with a unified approach on supply chain management and consequent synergies leading to optimization of resource utilization, reduced finance cost, operational cost, reduced duplication of administrative efforts and better procurement policies and prices, for the combined business.
- Allow PEL to gain access to long-term contracts by bolstering an entire integrated process helping them cover the end-to-end supply chain.

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- Enhance PEL's margins and profitability and reduction in related party transactions of PEL which would enhance value for all its stakeholders.
- Help PEL to diversify its business and provide PEL with access to a new set of customers and industries.
- In view of the aforesaid it is desirable and expedient to integrate the business of PCPL by way of amalgamation. Such an amalgamation is expected to be in the best interest of both Companies, their respective shareholders, creditors, employees and other stakeholders.

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

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

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

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

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

There is only one class of shareholders, i.e., equity shareholders in the Company, which includes the promoter as well as non-promoter shareholders of the Company. Upon the Scheme being effective and in consideration for the amalgamation, the Company will issue and allot equity shares to the shareholders of the Amalgamating Company 1, whose name is recorded in the register of members on the Record Date in the following manner:

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

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

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

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

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

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

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

The recommendation of the Share Exchange Ratio has been certified as being fair and has been approved by the Board of the Company, the Audit Committee of the Company and the Committee of Independent Directors of the Company.

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

Based on the shareholding pattern of the Company as on 9th June, 2023, the Pre-Scheme and Post-Scheme shareholding of the Company based on the Share Exchange Ratio shall be as under:

Category	Pre-Scheme		Post-Scheme	
	No. of shares	% Shareholding	No. of shares	% Shareholding
Promoter and Promoter Group	1,90,01,227	59.29%	2,11,89,999	61.89%
Public	1,30,48,840	40.71%	1,30,48,840	38.11%
Total	3,20,50,067	100.00%	3,42,38,839	100%

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

(b) Key Managerial Personnel (KMP)

The KMPs of the Company shall continue as key managerial personnel of the Company after effectiveness of the Scheme.

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

For and on behalf of Pitti Engineering Limited



Shri Akshay S Pitti
Vice Chairman and Managing Director
DIN: 00078760

Date: 15th June, 2023



CIN: L29253TG1983PLC004141

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PITTI CASTINGS PRIVATE LIMITED

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CIN : U27310TG2011PTC077833

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

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

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

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

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



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

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

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

Note

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



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

Sl. No.	Name of the Shareholder (I)	Type of Promoter Group Entity (II)	PAN (III)	No. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity share held (V)	No. of shares underlying Depository Receipts (VI)	Total no. shares held (VII = (IV + V + VI))	Shareholding % As a % of (A+B+C) (VII)	Number of Voting Rights held in each class of securities (X)			No. of Shares Underlying convertible securities (as a diluted share capital) (X)	Shareholding % as a % assuming full conversion of convertible securities (as a % of diluted share capital) ((X) + (Y) + (Z))	Number of Locked in shares (XI)		Number of Shares pledged or encumbered (XII)		Number of equity shares held in dematerialized form (XIV)
										Class X	Class Y	Total			No (a)	As a % Shares held (b)	No (a)	As a % Shares held (b)	
1.	INDIAN																		
a.	Indiaindya/Hinda Family	Promoter		2	67,10,000	-	-	67,10,000	5.39%	67,10,000	-	67,10,000	5.39%	-	-	-	-	-	-
	Names:	Promoter			48,80,000	-	-	48,80,000	3.92%	48,80,000	-	48,80,000	3.92%	-	-	-	-	-	-
	ASHVAY S PITHI	Promoter			18,30,000	-	-	18,30,000	1.47%	18,30,000	-	18,30,000	1.47%	-	-	-	-	-	-
b.	Central Government/ State Government(s)				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c.	Financial Institution(s)				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
d.	ANY OTHER																		
	India Corporate			2	11,77,52,500	-	-	11,77,52,500	94.83%	11,77,52,500	-	11,77,52,500	94.61%	-	-	-	-	-	-
	Names:	Promoter			11,36,72,500	-	-	11,36,72,500	91.83%	11,36,72,500	-	11,36,72,500	91.33%	-	-	-	-	-	-
	PITHI ELECTRICAL EQUIPMENT PRIVATE LIMITED	Promoter Group			40,80,000	-	-	40,80,000	3.28%	40,80,000	-	40,80,000	3.28%	-	-	-	-	-	-
	CONSTRUCTION ENGINEERING LIMITED	Promoter Group			12,44,62,500	-	-	12,44,62,500	100.00%	12,44,62,500	-	12,44,62,500	100.00%	-	-	-	-	-	-
2.	FOREIGN																		
a.	Individual (Non-Resident Indian/ Foreign Individual)				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
b.	Government				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c.	Institutional				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
d.	Foreign Portfolio Investor				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
e.	ANY OTHER																		
	Sub-total (A2)			4	12,44,62,500	-	-	12,44,62,500	100.00%	12,44,62,500	-	12,44,62,500	100.00%	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A1+ (A2) + (A3))																		

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



Table III - Statement showing shareholding pattern of the Public shareholder

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

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

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



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

Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying convertible securities (including Warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
1																	
DR Holder																	
Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)																	
Total Non-Promoter, Non Public Shareholding (C) = (I)+(II)+(2)																	



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

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





PITTI CASTINGS PRIVATE LIMITED

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

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

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

CIN : U27310TG2011PTC077833

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

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

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

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

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



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

Category (I)	Category of Shareholder (II)	Nos. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Party paid-up shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (VIII) As a per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)		No. of Shares Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (As a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights Class eg: X	Total Class eg: Y			No. (a)	As a % of total Shares held (b)	
A.	PROMOTER & PROMOTER GROUP	-	-	-	-	-	-	-	-	-	-	-	-	-
B.	PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-
C.	NON PROMOTER-NON PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-
C1.	SHARES UNDERLYING DRs	-	-	-	-	-	-	-	-	-	-	-	-	-
C2.	SHARES HELD BY EMPLOYEE TRUSTS	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-



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

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

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



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos. of Shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities IX			Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total			No. (a) (Not applicable)	As a % of total Shares held (b)	
1. INSTITUTIONS															
a. Mutual Fund/ Venture Capital Funds															
b. Alternate Investment Funds															
c. Foreign Venture Capital Investors															
d. Foreign Portfolio Investor (Corporate)															
e. Financial Institutions/ Banks															
f. Insurance Companies															
g. Provident Fund/ Pension Funds															
h. ANY OTHER															
Sub-Total (B)(1)															
2. a. Central Government/ State Government(s)/ President of India															
Sub-Total (B)(2)															
3. NON-INSTITUTIONS															
a. INDIVIDUALS -															
I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.															
II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.															
b. NBFCs registered with RBI															
c. Employee Trusts															
d. Overseas Depositories (holding DRs) (balancing figure)															
e. ANY OTHER															
Sub-Total (B)(3)															
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)															

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

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



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

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




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

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





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Ph: Off : 040-23312774, 23312770, Fax : 23393985, E-mail : pitti.castings@pitti.in
CIN : U27310TG2011PTC077833

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

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

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

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

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



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

Cat gory (I)	Category of Shareholder (II)	Nos. of Shareholders (III)	No. of fully paid up Preference shares held (IV)	No. of Partly paid- up Preference Shares (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRC 1957) % of (A+B+C)	Number of Voting Rights held in each class of securities (X)			No. of Shares Underlying Outstanding convertible securities including Warrants (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of total share capital) (XI) = (VII)+(X) As a % of (A+B+C)	Number of Shares pledged or otherwise encumbered (XIII)		Number of Preference shares held in dematerialized form (XIV)
								No. of Voting Rights					As a % of total Shares held (b)	As a % of total Shares held (b)	
								Class of X	Class of Y	Total					
A.	PROMOTER & PROMOTER GROUP	1	1,23,30,000	-	-	1,23,30,000	100.00%	1,23,30,000	-	100.00%	-	-	-	-	
B.	PUBLIC	0	0	0	0	0	0.00%	-	-	0.00%	-	-	-	-	
C.	NON PROMOTER- NON PUBLIC	0	0	0	0	0	0.00%	-	-	0.00%	-	-	-	-	
Cl.	SHARES UNDERLYING DRB	0	0	0	0	0	0.00%	-	-	0.00%	-	-	-	-	
C2.	SHARES HELD BY EMPLOYEE TRUSTS	0	0	0	0	0	0.00%	-	-	0.00%	-	-	-	-	
	Total	1	1,23,30,000	-	-	1,23,30,000	100.00%	1,23,30,000	-	100.00%	-	-	-	-	

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



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

Sl. No.	Category & Name of the Shareholder (i)	PAN (ii)	No. of Shares held (iii)	No. of Fully paid-up Preference Shares held (iv)	No. of shares Deposited/ Borrowed (v)	Total no. of shares held (VI + V + VI)	Shareholding % As % of (A+B+C2) (VII)	Number of Voting Rights held in each class of securities (viii)			Total as a % of Voting Rights (ix)	No. of Shares Underlying convertible securities (as a percentage of diluted or reported (X))	Shareholding, as a % assuming conversion of convertible securities (as a percentage of number of shares of capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Shares pledged or otherwise encumbered (xii)		Number of Preference shares held in Group (XIV)
								Class X	Class Y	Total				Net (a)	As a % of total Shares held (b)	
1.	INDIAN															
a.	Mr. J. K. Mehta (Husband, wife, son, Family)		-	-	-	-	-	-	-	-	-	-	-	-	-	-
b.	Central Government/ State Government/ Financial Institution/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-
c.	ANY OTHER															
d.	Bankers/ Corporate		1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-	-
Name: -																
PATEL INVESTING PROMOTER GROUP																
e.	Mr. J. K. Mehta (Husband, wife, son, Family)		1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-	-
Name: -																
PATEL INVESTING PROMOTER GROUP																
f.	Mr. J. K. Mehta (Husband, wife, son, Family)		1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-	-
Name: -																
PATEL INVESTING PROMOTER GROUP																
g.	FOREIGN															
a.	Foreign Institutional Investor/ Mutual Fund/ Overseas Corporate Body/ Foreign Venture Capital Investor/ Foreign Venture Capital Investor/ Foreign Venture Capital Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-
b.	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-
c.	Individual		-	-	-	-	-	-	-	-	-	-	-	-	-	-
d.	Foreign Venture Capital Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-
ANY OTHER																
e.	Bank Total (A+B)		1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A+B+C2+D+E)																
			1	1,23,30,000	-	1,23,30,000	100.00%	1,23,30,000	1,23,30,000	100.00%	-	100.00%	-	-	-	-

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



Table III - Statement showing shareholding pattern of the Public shareholder

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

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

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



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

Category & Name of the Shareholders (i)	PAN (ii)	Nos. of Shareholder (iii)	No. of fully paid up Preference shares held (iv)	Partly paid-up Preference shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VII) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of Preference shares held in dematerialized form (xiv) (Not applicable)
								Class X	Class Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (Not applicable) (b)	
1																	
DR. Holder Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2																	
Total Non-Promoter- Non Public Shareholding (C* (C1)+(C)2)																	





PITTI CASTINGS PRIVATE LIMITED

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

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

CIN : U27310TG2011PTC077833

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

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

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

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

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



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

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



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

Category & Name of the Shareholders (i)	PAN of Promoter or Promoter Group Entity (ii)	PAN Shareholder (iii)	No. of Shareholder fully paid up Preference shares held (iv)	No. of shares underlying Depository Receipts (v)	Total no. shares held (vi) = (iv) + (v)	Shareholding % calculated as per SEBI, 1957 Act & of (A+B+C) (viii)	Number of Voting Rights held in each class of securities (ix)			Shareholding as % of convertible securities (as a percentage of diluted share capital) (X) + (XII) + (X) as % of (A+B+C)	Number of Locked in shares (xi)	Number of Shares pledged or otherwise encumbered (xii)		Number of Promoter shares held in dematerialized form (XIII)		
							Class	X	Y			Total as a % of Voting rights	None		As % of total Shares held (ii)	As % of total Shares held (ii)
1. NEERAN	-	-	-	-	-	-	-	-	-	-	-	-	-			
A. Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-	-	-	-	-	-	-			
B. Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-			
C. Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-			
D. ANY OTHER	-	-	-	-	-	-	-	-	-	-	-	-	-			
1. Indian Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-			
2. Subsidiary (ANS)	-	-	-	-	-	-	-	-	-	-	-	-	-			
3. FOREIGN	-	-	-	-	-	-	-	-	-	-	-	-	-			
A. Individuals (Non- Resident Indian/ Hindu/ Foreign Indian/ Hindu)	-	-	-	-	-	-	-	-	-	-	-	-	-			
B. Government	-	-	-	-	-	-	-	-	-	-	-	-	-			
C. Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-			
D. Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-			
E. ANY OTHER	-	-	-	-	-	-	-	-	-	-	-	-	-			
2. Subsidiary (ANS)	-	-	-	-	-	-	-	-	-	-	-	-	-			
Total Shareholding of Promoter and Promoter Group (A+B+C+D+E+F+G)	-	-	-	-	-	-	-	-	-	-	-	-	-			

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



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos of Shareholder (iii)	No. of fully paid up Preference shares held (iv)	Partly paid-up Preference shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (X)			No. of Shares Underlying Outstanding convertible securities (including warrants) (X)	Total Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)	Number of Shares pledged or otherwise encumbered (Xiii)		Number of Preference shares held in dematerialized form (Xiv)		
								Class X	Class Y	Total				No. (a)	As a % of total Shares held (b)		As a % of total Shares held (b)	As a % of total Shares held (b) (Not applicable) (Not applicable)
1. INSTITUTIONS																		
a. Mutual Funds																		
b. Venture Capital Funds																		
c. Alternate Investment Funds																		
d. Foreign Venture Capital Investors																		
e. Foreign Portfolio Investor (Corporate)																		
f. Financial Institutions/ Banks																		
g. Insurance Companies																		
h. Provident Funds/ Pension Funds																		
i. ANY OTHER																		
Sub-Total (B1)																		
2. a. Central Government/ State Government/ President of India																		
Sub-Total (B2)																		
3. NON-INSTITUTIONS																		
4. INDIVIDUALS -																		
I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.																		
II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.																		
b. NBFCs registered with RBI																		
c. Employee Trusts																		
d. Overseas Depositories (holding DRs) (balancing figure)																		
e. ANY OTHER																		
Sub-Total (B3)																		
Total Public Shareholding (B) = (B1)+(B2)+(B3)																		

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

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



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

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



 PITTI ENGINEERING LIMITED
 Hyderabad-500076

Pitti Rail and Engineering Components Limited



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

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

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

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

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



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CIN: U29100TG2020PLC144524



Shareholding Pattern under Regulation 71 of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Sl. No.	Category of Shareholder (I)	No. of Shareholders (II)	No. of fully paid up equity shares held (IV)	No. of Pledged equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (V+VII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class e.g. X	Class e.g. Y	Total			No.(a)	As a % of Total Shares held (b)	No.(a)	As a % of Total Shares held (b)	
A.	PROMOTER & PROMOTER GROUP	7	1,00,000	-	-	1,00,000	100.00%	1,00,000	-	-	100.00%	-	-	-	-	-	-
B.	PUBLIC	0	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C.	NON PROMOTER- NON PUBLIC	0	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
CL.	SHARES UNDERLYING DRIS	0	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
CL.	SHARES HELD BY EMPLOYEE TRUSTS	0	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	1,00,000	-	-	1,00,000	100	1,00,000	-	-	100.00%	-	-	-	-	-	-



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

Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 (As a % of (VIII))	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (as a % of diluted share capital) (X)	Shareholding as a % assuming full conversion of convertible securities (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								Class X	Class Y	Total				N/A	As a % of total Shares held (b)		
1. INDIAN		6	60	-	-	60	0.06%	60	-	0.06%	-	-	-	-	-	-	
a. Individuals/ HUFs/ HSEBs/ Family																	
Names																	
"SHARAD B PITHI		Promoter	10	-	-	10	0.01%	10	-	0.01%	-	-	-	-	-	-	-
"AKSHAY S PITHI		Promoter	10	-	-	10	0.01%	10	-	0.01%	-	-	-	-	-	-	-
"SANDIP AGARWAL		Promoter	10	-	-	10	0.01%	10	-	0.01%	-	-	-	-	-	-	-
"RISHAB GUPTA		Promoter	10	-	-	10	0.01%	10	-	0.01%	-	-	-	-	-	-	-
"VARUN AGARWAL		Promoter	10	-	-	10	0.01%	10	-	0.01%	-	-	-	-	-	-	-
"MAHAVAN KUMAR		Promoter	10	-	-	10	0.01%	10	-	0.01%	-	-	-	-	-	-	-
b. Central Government/ State Government(s)		-	-	-	-	0	0	-	-	-	-	-	-	-	-	-	-
c. Financial Institutions/ Banks		-	-	-	-	0	0	-	-	-	-	-	-	-	-	-	-
d. ANY OTHER																	
Indian Corporate		1	99,940	-	-	99,940	99.93%	99,940	-	99.94%	-	-	-	-	-	-	-
Names:																	
PITTIENGINEERING LIMITED		Promoter	99,940	-	-	99,940	99.94%	99,940	-	99.94%	-	-	-	-	-	-	-
Sub-Total (A)(1)		7	1,00,000	-	-	1,00,000	100.00%	1,00,000	-	100.00%	-	-	-	-	-	-	-
2. FOREIGN																	
a. Individuals (Non-Resident Individuals/ Foreign Individuals)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
b. Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c. Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
d. Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
e. ANY OTHER																	
Sub-Total (A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		7	1,00,000	-	-	1,00,000	100.00%	1,00,000	-	100.00%	-	-	-	-	-	-	-

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

* Name of shareholders of FEL



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos of Shareholder (iii)	No of fully paid up equity shares held (iv)	Family Pledge (v)	No of shares underlying Depository Receipts (vi)	Total nos. of Shares held (vii) = (iv) + (v) + (vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (x)			Total as % of Total Voting rights	No. of Shares Underlying convertible securities (including Warrants) (xi)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xii)	Number of Locked in shares (xiii)	Number of Shares pledged or otherwise encumbered (xiv)	Number of equity shares held in dematerialized form (xv)
								Class X	Class Y	Total						
1. INSTITUTIONS																
a. Mutual Fund/ Venture Capital Funds																
b. Alternate Investment Funds																
c. Foreign Venture Capital Investors																
d. Foreign Portfolio Investor (Corporate)																
e. Financial Institutions/ Banks																
f. Insurance Companies																
g. Provident Funds/ Pension Funds																
h. ANY OTHER																
Sub-Total (B1)																
2. a. Central Government/ State Government/ President of India																
Sub-Total (B2)																
3. NON-INSTITUTIONS																
a. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.																
b. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.																
c. NBFCs registered with RBI																
d. Employee Trusts																
e. Overseas Depositories (holding DRs) (Balancing figure)																
f. ANY OTHER																
Sub-Total (B3)																
Total Public Shareholding (B) = (B1)+(B2)+(B3)																

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

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

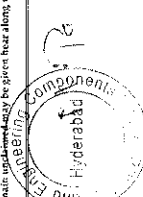


Table IV - Statement showing shareholding pattern of the Non-Promoter - Non Public shareholder

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



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

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



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

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

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

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

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



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CIN: U29100TG2020PLC144524



Shareholding Pattern under Regulation 11 of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
Table 1: Summary Statement holding of specified securities

Sl. No.	Category of Shareholder (I)	No. of Shareholders (II)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares of the Company (VIII) As a per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (X)			No. of Shares Underlying Outstanding convertible securities (Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (XI) = (X) + (XII) As a % of (A+B+C2)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity shares held in dematerialized form (XIV)	
								No. of Voting Rights						Total as a % of (A+B+C)	No.(a)		As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total							
A.	PROMOTER & PROMOTER GROUP	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
B.	PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
C.	NON PROMOTER-NON PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
C1.	SHARES UNDERLYING DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
C2.	SHARES HELD BY EMPLOYEE TRUSTS	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-		



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

Category & Name of the Shareholders (I)	Entity type i.e. Promoter or Promoter Group Entity (II)	PAN (III)	Nos. of Shareholder (III)	Nos. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 (VII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (as a percentage of diluted share capital) (X)	Shareholding, as a % assuming full conversion of convertible securities (XI) = (VII)+(X) as a % of A+B+C2	Number of Shares Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights							
									Class X	Class Y	Total					
1. INDIAN																
a. Individual/Hindu undivided Family																
B. Central Government/ State Government(s)																
C. Financial Institution/ Banks																
d. ANY OTHER																
Bodies Corporate																
Sub-Total (A1)																
2. FOREIGN																
a. Individuals (Non-Resident Indian/ Foreign Individuals)																
b. Government																
c. Institutions																
d. Foreign Portfolio Investor																
E. ANY OTHER																
Sub-Total (A2)																
Total Shareholding of Promoter and Promoter Group (A) = (A1)+(A2)																

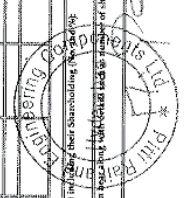
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in dematerialized suspense account, voting rights which are frozen etc.-NA

* Nominee shareholder of PEL



Table III - Schedule showing the holding pattern of the Public shareholder

Sl. No.	Name of the Shareholder	Shareholder (II)	No. of fully paid up equity shares held (V)	No. of shares held in demat account (VI)	No. of shares held in total (VII = V + VI)	Shareholding % (VII) = % of (I-b)/(I-c)	Number of Voting Rights held in total (class of securities (I))			No. of Shares Underlying Securities (including Warrants) (X)	Total Shareholding, as a % according to full conversion of securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
							Class	Y	Total				Not (XIII)	As a % of total (XIII)	
INSTITUTIONS															
A.	Mutual Funds														
B.	Venture Capital Funds														
C.	Alternative Investment Funds														
D.	Foreign Venture Capital Investors														
E.	Foreign Portfolio Investor (Corporate)														
F.	Foreign Institutional Investor (Resident)														
G.	Brands														
H.	Insurance Companies														
I.	Provident Funds														
J.	Foreign Funds														
K.	ANY OTHER														
L.	FOREIGN INSTITUTIONAL INVESTORS														
M.	Merchant Banker														
N.	Self-Deal (Self)														
O.	Central Government/ State Government/ President of India														
P.	State (Govt)														
Q.	NON-RESIDENTS														
R.	INDIVIDUALS														
S.	Individual Shareholders holding nominal share capital up to Rs. 10 Lakhs														
T.	Individual Shareholders holding share capital in excess of Rs. 10 Lakhs														
U.	NRI/ NRN/ NRC														
V.	Employee Trusts														
W.	Private Trusts/ Charities (including Trust)														
X.	ANY OTHER														
Y.	BOOMER CORPORATE														
Z.	Swearing Members														
AA.	FOREIGN CORPORATE BODIES														
AB.	Foreign Portfolio Investor (Individual)														
AC.	INDIVIDUAL FAMILIES														
AD.	JEFF														
AE.	NRI/ DR														
AF.	NRI - New-Repatriate														
AG.	NRI - Repatriate														
AH.	OTHERS														
AI.	TRUSTS														
AJ.	NRI - Repatriate														
AK.	Sub-Total (B)(I)														
AL.	Total Public Shareholding (B)(I) - (B)(I)(II)														



Details of the shareholders setting up process in Concord in their shareholding (New Entry)

Details of shares which remain unclaimed may be given for a period of 90 days from the date of closure of the shareholding account, ending rights which are frozen etc.

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

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

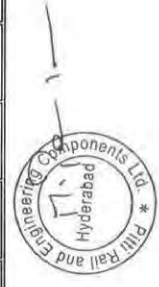


Table V - Statement showing details of significant beneficial owners (SBOs)

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



ANNEXURE 5

Pitti Engineering Limited

(Formerly Pitti Laminations Limited)

ISO 9001:2015 ISO 14001:2015

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

1. Name of the Company - Pitti Engineering Limited
2. Scrip Code/Name of Scrip/Class of Security - 513519/ PITTIENG /Equity
3. Type of Report - Pre-amalgamation shareholding pattern - Regulation 31
4. Shareholding Pattern as on June 9, 2023 (Pre-Scheme)
5. Declaration - The Listed Entity is required to submit the following declaration to the extent of submission of information:

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid-up shares?		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?	YES	

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



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Table I - Summary Statement holding of specified securities

Category (I)	Category of Shareholder (II)	Nos. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XI)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)	
								No. of Voting Rights				No. of Shares Underlying convertible securities (including Warrants) (X)	No. (a)			As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total						
A.	PROMOTER & PROMOTER GROUP	5	1,90,01,227	-	-	1,90,01,227	59.29%	1,90,01,227	59.29%	-	-	-	38,89,060	20.47%	1,90,01,227	
B.	PUBLIC	27,830	1,30,48,840	-	-	1,30,48,840	40.71%	1,30,48,840	40.71%	-	-	-	-	-	1,28,64,792	
C.	NON PROMOTER-NON PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
CL	SHARES UNDERLYING DRIS	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C2	SHARES HELD BY EMPLOYEE TRUSTS	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	27,835	3,20,50,067	-	-	3,20,50,067	100.00	3,20,50,067	100.00	-	-	-	38,89,060	12.13%	3,18,66,019	



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group																
Category & Name of the Shareholders (i)	Entity type, i.e., Promoter or Promoter Group Entity	PAN (ii)	Nos of Shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. Shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X) = (VII)+(X) as a % of A+B+C2	No. of Shares Underlying Outstanding convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
									Class X	Class Y	Total					
1. INDIAN			4	1,03,53,960	-	-	1,03,53,960	32.31%	-	-	-	-	-	-	-	1,03,53,960
a. Individuals/Hindu undivided Family																
Names :																
SHARAD B PITTI	Promoter			43,49,926	-	-	43,49,926	13.57%	-	-	-	-	-	-	-	43,49,926
AKSHAY S PITTI	Promoter			42,28,414	-	-	42,28,414	13.19%	-	-	-	-	-	-	-	42,28,414
MADHURIS PITTI	Promoter Group			17,58,620	-	-	17,58,620	5.49%	-	-	-	-	-	-	-	17,58,620
SHARAD B PITTI	Promoter Group			17,000	-	-	17,000	0.05%	-	-	-	-	-	-	-	17,000
HUF																
b. Central Government/ State Government(s)																
c. Financial Institutions/ Banks																
d. ANY OTHER																
Bodies Corporate			1	86,47,267	-	-	86,47,267	26.98%	-	-	-	-	-	-	-	86,47,267
Names :																
PITTI ELECTRICAL EQUIPMENT PRIVATE LIMITED	Promoter Group			86,47,267	-	-	86,47,267	26.98%	-	-	-	-	-	-	-	86,47,267
Sub-Total (A)(I)			5	1,90,01,227	-	-	1,90,01,227	59.29%	-	-	-	-	-	-	-	1,90,01,227
2. FOREIGN																
a. Individuals (Non-Resident Individuals/ Foreign Individuals)																
b. Government																
c. Institutions																
d. Foreign Portfolio Investor																
f. ANY OTHER																
Sub-Total (A)(2)																
Total Shareholding of Promoter and Promoter Group (A)+(A)(2)			5	1,90,01,227	-	-	1,90,01,227	59.29%	-	-	-	-	-	-	-	1,90,01,227



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

Category & Name of the Shareholders (i)	PAN (ii)	Nos. of Shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (X)			Total as a % of Total Voting rights	No of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No. of Voting Rights						As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
								Class X	Class Y	Total									
1. INSTITUTIONS																			
a. Mutual Fund/ Names:		1	10,11,117	-	-	10,11,117	3.15%	10,11,117	-	10,11,117	3.15%	-	-	-	-	-	-	10,11,117	
LIC Mutual Fund		-	10,11,117	-	-	10,11,117	3.15%	10,11,117	-	10,11,117	3.15%	-	-	-	-	-	-	10,11,117	
b. Venture Capital Funds		2	4,20,310	-	-	4,20,310	1.31%	4,20,310	-	4,20,310	1.31%	-	-	-	-	-	-	4,20,310	
c. Alternate Investment Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
d. Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
e. Foreign Portfolio Investor		2	19,759	-	-	19,759	0.06%	19,759	-	19,759	0.06%	-	-	-	-	-	-	19,759	
f. Financial Institution/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
g. Insurance Companies		1	5,99,599	-	-	5,99,599	1.87%	5,99,599	-	5,99,599	1.87%	-	-	-	-	-	-	5,99,599	
Names: Kotak Mahindra Life Insurance Company Ltd		-	5,99,599	-	-	5,99,599	1.87%	5,99,599	-	5,99,599	1.87%	-	-	-	-	-	-	5,99,599	
h. Provident Fund/ Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
i. ANY OTHER		6	20,50,785	-	-	20,50,785	6.40%	20,50,785	-	20,50,785	6.40%	-	-	-	-	-	-	20,50,785	
Sub-Total (B)(1)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2 a. Central Government/ State Government(s)/ President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
3. NON-INSTITUTIONS																			
a. INDIVIDUALS - I. Individual shareholders holding nominal share capital up to Rs. 2 Lakhs.		26,768	59,92,413	-	-	59,92,413	18.79%	59,92,413	-	59,92,413	18.79%	-	-	-	-	-	-	59,92,413	
II. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs.		16	20,77,655	-	-	20,77,655	6.48%	20,77,655	-	20,77,655	6.48%	-	-	-	-	-	-	20,77,655	
Names: Atul Agarwal		-	4,00,000	-	-	4,00,000	1.25%	4,00,000	-	4,00,000	1.25%	-	-	-	-	-	-	4,00,000	
b. NBFIs, registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
c. Employee Trusts (holding DRs)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
d. Overseas Depositories (holding DRs)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
e. ANY OTHER		1,040	29,27,987	-	-	29,27,987	9.14%	29,27,987	-	29,27,987	9.14%	-	-	-	-	-	-	29,27,987	
Bodies Corporate (IEPF)		193	17,15,137	-	-	17,15,137	5.35%	17,15,137	-	17,15,137	5.35%	-	-	-	-	-	-	17,15,137	
NRI		438	3,59,704	-	-	3,59,704	1.12%	3,59,704	-	3,59,704	1.12%	-	-	-	-	-	-	3,59,704	
HUF		402	4,50,958	-	-	4,50,958	1.41%	4,50,958	-	4,50,958	1.41%	-	-	-	-	-	-	4,50,958	
Independent Directors		2	1,620	-	-	1,620	0.01%	1,620	-	1,620	0.01%	-	-	-	-	-	-	1,620	
Clearing Members		4	951	-	-	951	0.00%	951	-	951	0.00%	-	-	-	-	-	-	951	
Sub-Total (B)(3)		27,824	1,09,98,055	-	-	1,09,98,055	34.32%	1,09,98,055	-	1,09,98,055	34.32%	-	-	-	-	-	-	1,09,98,055	
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		27,830	1,30,48,840	-	-	1,30,48,840	40.71%	1,30,48,840	-	1,30,48,840	40.71%	-	-	-	-	-	-	1,30,48,840	

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

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in dema/unclaimed suspense account, voting rights which are frozen etc. Shares in Unclaimed Suspense Account - 27800

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

Category & Name of the Shareholders (i)	PAN (ii)	No. of Shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total no. shares held (vii) = (iv + v + vi)	Shareholding calculated as per SEBI (SCRR) 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								No of Voting Rights					As a % of total Shares held (b)	No.(a)	As a % of total Shares held (Not applicable) (b)		
								Class X	Class Y	Total							
1) Custodian / DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter Non Public Shareholding (C1)+(C2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



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

Sr. No.	Details of the SBO						Details of the registered owner				Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect:				Date of creation/ acquisition of significant beneficial interest
	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Whether by virtue of:			Exercise of significant influence	
											Shares	Voting rights	Rights on distributable dividend or any other distribution		
1	Shri Sharad B Pittu		NA	Indian	NA	Pitti Electrical Equipment Private Limited		NA	Indian	-		40.60	-	-	27-Sep-95



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

1. Name of the Company – Pitti Engineering Limited
2. Scrip Code/Name of Scrip/Class of Security – 513519/ PITTIENG/Equity
3. Type of Report – Post-amalgamation shareholding pattern - Regulation 31
4. Shareholding Pattern as on June 9 2023 (Post-Scheme)
5. Declaration – The Listed Entity is required to submit the following declaration to the extent of submission of information:

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid-up shares?		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?	YES	

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



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Table 1 - Summary Statement holding of specified securities

Category (I)	Category of Shareholder (II)	Nos. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class eg: X	Class eg: Y	Total			Total as a % of (A+B+C)	No.(a)	As a % of total Shares held (b)	No.(a)	
A.	PROMOTER & PROMOTER GROUP	5	2,11,89,999	-	-	2,11,89,999	61.89%	2,11,89,999	-	-	2,11,89,999	61.89%	-	-	38,89,060	18.35%	2,11,89,999
B.	PUBLIC	27,830	1,30,48,840	-	-	1,30,48,840	38.11%	1,30,48,840	-	-	1,30,48,840	38.11%	-	-	-	-	1,30,48,840
C.	NON PROMOTER- NON PUBLIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
CL	SHARES UNDERLYING DRIS	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	SHARES HELD BY EMPLOYEE TRUSTS	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	27,835	3,42,38,839	-	-	3,42,38,839	100.00%	3,42,38,839	-	-	3,42,38,839	100.00%	-	-	38,89,060	11.36%	3,40,54,791



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group																
Category & Name of the Shareholders (i)	Entity type i.e., Promoter or Promoter Group Entity	PAN (ii)	No. of Shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII = IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C) (VIII)	Number of Voting Rights held in each class of securities (IX)			Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C	No. of Shares Underlying Outstanding convertible securities (as a percentage of diluted share capital) (X)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
									Class X	Class Y	Total					
1. INDIAN				1,04,75,959			1,04,75,959	30.60%								1,04,75,959
a. Individuals/Hindu undivided Family			4	1,04,75,959			1,04,75,959	30.60%								
Names:																
SHARAD B PITTI	Promoter			44,38,653			44,38,653	12.96%								44,38,653
AKSHAY S PITTI	Promoter			42,61,686			42,61,686	12.45%								42,61,686
MAHURJI S PITTI	Promoter Group			17,58,620			17,58,620	5.14%								17,58,620
SHARAD B PITTI HUF	Promoter Group			17,000			17,000	0.05%								17,000
b. Central Government/ State Government(s)																
c. Financial Institutions/ Banks																
d. ANY OTHER																
Bodies Corporate			1	1,07,14,040			1,07,14,040	31.29%								1,07,14,040
Names:																
PITTI ELECTRICAL EQUIPMENT PRIVATE LIMITED	Promoter Group			1,07,14,039			1,07,14,039	31.29%								1,07,14,039
Trustees for Fractional entitlement	Promoter Group			1			1	0.00%								1
Sub-Total (A)(1)			5	2,11,89,999			2,11,89,999	61.89%							38,89,060	2,11,89,999
2. FOREIGN																
a. Individuals (Non-Resident Individuals/ Foreign Individuals)																
b. Government																
c. Institutions																
d. Foreign Portfolio Investor																
f. ANY OTHER																
Sub-Total (A)(2)																
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)			5	2,11,89,999			2,11,89,999	61.89%							38,89,060	2,11,89,999



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

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	Nos of Shareholder (III)	No of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV + V + VI)	Shareholding % of the Shareholder As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (X)			Total as a % of Total Voting rights (XI)	No. of Shares Underlying convertible securities (XII)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Share capital) (XIII)	Number of Locked in shares (XIV)	Number of Shares pledged or otherwise encumbered (XV)		Number of equity shares held in dematerialized form (XVI)
								Class X	Class Y	Total					No. (a) (Not applicable)	As a % of total Shares held (b)	
I. INSTITUTIONS																	
a. Mutual Funds/ Names:		1	10,11,117	-	-	10,11,117	2.95%	10,11,117	2.95%	-	-	2.95%	-	-	-	-	10,11,117
U.C Mutual Fund		-	10,11,117	-	-	10,11,117	2.95%	10,11,117	2.95%	-	-	2.95%	-	-	-	-	10,11,117
b. Venture Capital Funds		-	4,20,310	-	-	4,20,310	1.23%	4,20,310	1.23%	-	-	1.23%	-	-	-	-	4,20,310
c. Alternate Investment Funds		2	19,759	-	-	19,759	0.06%	19,759	0.06%	-	-	0.06%	-	-	-	-	19,759
d. Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
e. Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
f. Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
g. Insurance Companies		1	5,99,599	-	-	5,99,599	1.75%	5,99,599	1.75%	-	-	1.75%	-	-	-	-	5,99,599
Names:		-	5,99,599	-	-	5,99,599	1.75%	5,99,599	1.75%	-	-	1.75%	-	-	-	-	5,99,599
Kotak Mahindra Life Insurance Company, Ltd		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Provident Funds/ Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
h. ANY OTHER		6	20,50,785	-	-	20,50,785	5.99%	20,50,785	5.99%	-	-	5.99%	-	-	-	-	20,50,785
Sub-Total (B)(1)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2. a. Central Government/ State Government(s)/ President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3. NON-INSTITUTIONS																	
a. INDIVIDUALS																	
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		26,768	59,92,413	-	-	59,92,413	17.50%	59,92,413	17.50%	-	-	17.50%	-	-	-	-	59,92,413
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		16	20,77,655	-	-	20,77,655	6.07%	20,77,655	6.07%	-	-	6.07%	-	-	-	-	20,77,655
Names:		-	4,00,000	-	-	4,00,000	1.17%	4,00,000	1.17%	-	-	1.17%	-	-	-	-	4,00,000
Atul Agarwal		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
b. NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c. Employee Trusts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
d. Overseas Depositories (holding DRs)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ANY OTHER		1,040	29,27,987	-	-	29,27,987	8.55%	29,27,987	8.55%	-	-	8.55%	-	-	-	-	29,27,987
Bodies Corporate		193	17,15,137	-	-	17,15,137	5.01%	17,15,137	5.01%	-	-	5.01%	-	-	-	-	17,15,137
IEPF		1	3,99,617	-	-	3,99,617	1.17%	3,99,617	1.17%	-	-	1.17%	-	-	-	-	3,99,617
NRI		438	3,59,704	-	-	3,59,704	1.05%	3,59,704	1.05%	-	-	1.05%	-	-	-	-	3,59,704
HUF		402	4,50,958	-	-	4,50,958	1.32%	4,50,958	1.32%	-	-	1.32%	-	-	-	-	4,50,958
Independent Directors		2	1,620	-	-	1,620	0.00%	1,620	0.00%	-	-	0.00%	-	-	-	-	1,620
Clearing Members		4	951	-	-	951	0.00%	951	0.00%	-	-	0.00%	-	-	-	-	951
Sub-Total (B)(3)		27,824	1,09,98,055	-	-	1,09,98,055	32.12%	1,09,98,055	32.12%	-	-	32.12%	-	-	-	-	1,09,98,055
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		27,830	1,30,48,840	-	-	1,30,48,840	38.11%	1,30,48,840	38.11%	-	-	38.11%	-	-	-	-	1,30,48,840

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

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. Shares in Unclaimed Suspense Account - 27800



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

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



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

Sr. No.	Details of the SBO						Details of the registered owner					Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect:				Date of creation/ acquisition of significant beneficial interest
	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Whether by virtue of:			Exercise of significant influence		
											Shares	Voting rights	Rights on distributable dividend or any other distribution		Exercise of control	
1	Shri Sharad B Pitti		NA	Indian	NA	Pitti Electrical Equipment Private Limited		NA	Indian	-	NA		44.30	-	-	27-Sep-95



KEYNOTE

Private and Confidential

Date: 13th February 2024

The Board of Directors
Pitti Castings Private Limited
IV Floor, Padmaja Land Mark,
6-3-643/401, Somajiguda,
Hyderabad – 500082,
Telangana.

The Board of Directors
Pitti Engineering Limited
IV Floor, Padmaja Land Mark,
6-3-643/401, Somajiguda,
Banjara Hills, Hyderabad – 500082,
Telangana.

Dear Sir/Madam,

Ref: Abridged Prospectus of Pitti Castings Private Limited

Subject: Due Diligence Certificate for the Abridged Prospectus of Pitti Castings Private Limited

Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder among Pitti Castings Private Limited ('PCPL' or 'Amalgamating Company 1') and Pitti Rail and Engineering Components Limited ('PRECL' or 'Amalgamating Company 2') and Pitti Engineering Limited ('PEL' or 'Amalgamated Company') and their respective shareholders and creditors in terms of requirement specified in SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular").

This is with reference to our engagement with Pitti Engineering Limited for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to PCPL made in the abridged prospectus dated 13th February 2024, prepared by PCPL to be sent to the shareholders and creditors (only unsecured) of PEL, pursuant to the Scheme of Amalgamation.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of above proposed Scheme of Amalgamation:

- (1) We have examined various documents including those relating to outstanding litigation, claims and regulatory actions and other material in connection with the finalization of the Abridged Prospectus as mentioned above;
- (2) On the basis of such examination and the discussions with PCPL, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Scheme of Amalgamation and the contents of the documents and other papers furnished by PCPL, we confirm that:
 - (a) the Abridged Prospectus is in conformity with the documents, materials and papers relevant to the Scheme of Amalgamation;
 - (b) all the legal requirements relating to the Scheme of Amalgamation issued by the SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and



Page 1 of 2

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000 - Fax: 91 22 6826 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

KEYNOTE

Private and Confidential

- (c) the disclosures made in the Abridged Prospectus are true, fair and adequate to enable the investors to make a well informed decision as to the proposed Scheme of Amalgamation and such disclosures are in accordance with the requirements of the Companies Act, 2013, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions / legal requirements.

The above confirmation is based on the information furnished and explanations provided to us by the management of PCPL assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at February 13, 2024. This certificate is a specific purpose certificate issued in terms of the SEBI Circular and hence, it should not be used for any other purpose or transaction. The certificate is not, nor should it be construed to be, a certification of compliance of the Scheme of Amalgamation with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to PCPL's underlying decision to effect the Scheme of Amalgamation or as to how the holders of equity shares of PCPL should vote at their meeting held in connection with the Proposed Scheme of Amalgamation. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme of Amalgamation or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the financial performance of the PCPL, PEL following the consummation of the Scheme of Amalgamation. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in the PCPL or any of its related parties (holding company/ subsidiaries/ associates etc.)

For Keynote Financial Services Limited



Name: Mr. Uday Patil
Designation: Director – Investment Banking
SEBI Registration Number: INM000003606

Page 2 of 2
Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000 • Fax: 91 22 6826 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

This disclosure document dated February 13, 2024 ("Disclosure Document") has been prepared solely as per the requirement of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (as amended from time to time) in connection with the Scheme of Amalgamation among Pitti Castings Private Limited ("PCPL") and Pitti Rail and Engineering Components Limited ("PRECL") and Pitti Engineering Limited ("PEL") and their respective shareholders and creditors pursuant to Sections 230-232 of the Companies Act, 2013 and rules framed thereunder ("Scheme") filed before the National Company Law Tribunal, Bench at Hyderabad.

This disclosure document contains the applicable information (as prescribed in the format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, pertaining to PCPL, being an unlisted company in the Scheme.

This disclosure document shall not be considered as an invitation or an offer of any securities by or on behalf of PEL or PCPL, on private placement or a public offer.

This disclosure document should be considered as a part of and shall be read together with the Scheme and the Notice and Explanatory Statement to the shareholders of PEL as the case may be, in connection with the Scheme.

THIS DISCLOSURE DOCUMENT CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

PITTI CASTINGS PRIVATE LIMITED

CIN: U27310TG2011PTC077833, Date of Incorporation: December 7, 2011

Registered Office: IVth Floor, Padmaja Landmark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082
Corporate Office: IVth Floor, Padmaja Landmark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082
Contact Person: Nishitha Agarwal, Company Secretary
Telephone: +91 40 23312774 / 2770
Email: nishitha.a@pitti.in
Website: www.pitticastings.com
NAME OF THE PROMOTERS OF THE COMPANY
The Promoters* of the Company are as follows: 1. Sharad Badrivishal Pitti 2. Akshay Sharad Pitti 3. Pitti Electrical Equipment Private Limited (PEEPL) 4. Pitti Engineering Limited (PEL)
<i>*Classification of Promoters above is based on the definition of "Promoter" and "Promoter Group" as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018</i>
Details of Offer to Public - Not Applicable as PCPL is not offering any securities/equity shares and no investment by the public is being made in PCPL, pursuant to the Scheme.
Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders - Not Applicable as no transfer of the securities/equity shares of PCPL is proposed and no investment by the public is being made in PCPL, pursuant to the Scheme.




Price Band, Minimum Bid Lot & Indicative Timelines - Not Applicable as PCPL is not offering any securities/equity shares and no investment by the public is being made in PCPL, pursuant to the Scheme.

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP - Not Applicable as PCPL is not offering any securities/equity shares and no investment by the public is being made in PCPL, pursuant to the Scheme.

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable as PCPL is not offering any securities/equity shares and no investment by the public is being made in PCPL, pursuant to the Scheme.

GENERAL RISKS

For taking any investment decision, investors must rely on their own examination of PEL & PCPL and the Scheme, including the risks involved. The allotment of equity shares of PEL under the Scheme is limited to the shareholders of PCPL. The Equity Shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Disclosure Documents. Specific attention of the investors is invited to the section titled "Risk Factors" at page 8 of this Disclosure Document.

PROCEDURE

The procedure with respect to public issue/ offer would not be applicable to PCPL as PCPL is an unlisted company and is not offering any of its securities/equity shares to the public under the Scheme. Further, the allotment of equity shares of PEL under the Scheme is limited to the shareholders of PCPL. Hence, the procedure with respect to a General Information Document is not applicable.

PRICE INFORMATION OF BRLM's – Not Applicable

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included - **Not Applicable**

Name of Statutory Auditor: SVD & Associates, Chartered Accountants bearing Firm Registration No. 015405S

PROMOTERS OF THE COMPANY

Sr. No.	Name	Individual/ Corporate	Educational Qualification	Experience
1	Sharad Badrivishal Pitti	Individual	SSCE	Shri Sharad B Pitti is the Promoter Director of the Company. He is a visionary leader who pioneered lamination manufacturing in the organised sector in India. He has about 40 years of experience in the lamination industry.
2	Akshay Sharad Pitti	Individual	B. Com	Shri Akshay S Pitti is the Promoter Director of the Company. He started his entrepreneurial journey at an early age. He possesses top management experience in all facets of project management and manufacturing. He has about 19 years of experience in the lamination industry.
3	Pitti Electrical Equipment Private Limited (PEEPL)	Corporate	NA	PEEPL is a private limited company registered under the provisions of Companies Act, 1956 on 03 rd April 1995 and having its registered office at 6-3-648/2, Somajiguda, Raj Bhavan Road, Hyderabad, Telangana, 500082. The CIN of PEEPL is U31909TG1995PTC019901.

				PEEPL is the single largest shareholder holding 91.33% of the current equity share capital of the Company. PEEPL is engaged in the business of trading of MS Steel and machine tools, spare etc.
4	Pitti Engineering Limited (PEL)	Corporate	NA	<p>Pitti Engineering Limited is a company registered under Companies Act 1956 vide CIN: L29253TG1983PLC004141. The equity shares of PEL are listed and traded on BSE Limited and National Stock Exchange of India Limited.</p> <p>PEL holds 3.28% of the equity share capital and 100% of the redeemable preference share capital of the Company.</p> <p>PEL is the manufacturer of Electrical Steel Laminations, Sub-Assemblies for Motor Cores and Sub-Assemblies for Generators, Die-Cast Rotors and Machining of Metal Components.</p>

BUSINESS OVERVIEW AND STRATEGY

Company Overview:

Pitti Castings Private Limited (PCPL) is a private limited company incorporated on 7th December 2011 with Corporate Identification Number – U27310TG2011PTC077833 having its registered office at IVth Floor, Padmaja Landmark, 6-3-643/401, Somajiguda, Hyderabad, Telangana, 500082.

The main objects of the Company as per its Memorandum of Association is to carry on the business as manufacturers, repairers and dealers in forgings / castings / plates / boilers and to set up steel furnaces and to carry on the business of iron founders, metal founders, metal presses, metal rollers, metal works, rolling mills, metal converters and as manufacturers of metal and metal fittings. Further, the Company carried on business as the manufacturers of sheet metal pressing of every description and pressing of all types of metals to manufacture any item or part of such item out of metal for the purpose of electrical stampings.

The Company houses a world class testing lab equipped with latest version of machines for chemical / mechanical / thermal analysis (atas), in-house non-destructive-testing facility for ultrasonic testing / radiographic testing / magnetic particle testing / dye-penetrant testing, high-precision / critical geometry parts are only possible to produce using no-bake & shell moulding process. Pitti castings is equipped with this versatile manufacturing technique.

100% of the shareholding of PCPL is held by the Promoters.



Product/Service Offering: PCPL only provides one product / service offering - casting of Iron and Steel.

Revenue segmentation by product/service offering: All the revenue of PCPL is attributable to castings business.

Geographies Served: PCPL has supplied its products only in India for FY 23.

Revenue segmentation by geographies: All revenue for FY 23 is supplied in India.

Key Performance Indicators: Key Performance Indicators are as follows:

(₹ in Lakhs)

Key Performance Indicators	(9M ended Dec 2023) 9 months period	FY 2022-23	FY 2021-22	FY 2020-21
Total Revenue from Operations	14,177.26	15,032.21	13,744.00	10,758.34
EBITDA	1,485.62	1,281.92	791.78	698.51
Net Profit After Tax	803.18	483.61	(166.11)	408.42

Client Profile or Industries Served: PCPL serves products under multiple industries including Construction, Mining and Locomotive.

Revenue segmentation in terms of top 5 clients:

(Rs. in Lakhs)

Revenue	For the period / financial year ended		
	2022-23	2021-22	2020-21
Total Revenue from Operations	15,032.21	13,744.00	10,758.34
Percentage of Revenue from Operations from Top 5 Clients	86.27%	90.44%	94.65%

Intellectual Property, if any: As on the date of Disclosure Document, PCPL doesn't own any Registered Trademarks.

Market Share: Since PCPL offers products and services catering to various industries, combined market share for the products and services offered by the Company is not available.

The manufacturing plant, if any: Manufacturing Plant is located in Survey No. 53, Macharam Village, Balanagar Mandal, Mahaboob Nagar District, Telangana.

Employee Strength: As on March 31, 2023, PCPL has 732 employees at various levels of the organization (including employees on subcontract).

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Educational Qualification	Experience	Other Directorships
1.	Sharad Badrivishal Pitti	Non-Executive Director & Chairman	SSCE	Shri Sharad B Pitti is the Promoter Director of the Company. He is a visionary leader who pioneered lamination manufacturing in the organised sector in India. He has about 40 years of	1. Pitti Engineering Limited (Listed)-Chairman & Managing Director 2. Pitti Rail and Engineering Components Limited (Unlisted)-Director 3. Pitti Components Limited (Unlisted)-Chairman



				experience in the lamination industry.	<ol style="list-style-type: none"> 4. Pitti Electrical Equipment Private Limited (Unlisted)-Chairman 5. Pitti Holdings Private Limited (Unlisted)-Chairman 6. Pitti Trade and Investment Private Limited (Unlisted)-Director
2.	Akshay Sharad Pitti	Non-Executive Director	B. Com	Shri Akshay S Pitti is the Promoter Director of the Company. He started his entrepreneurial journey at an early age. He possesses top management experience in all facets of project management and manufacturing. He has about 19 years of experience in the lamination industry	<ol style="list-style-type: none"> 1. Pitti Engineering Limited (Listed)-Vice Chairman & Managing Director 2. Pitti Rail and Engineering Components Limited (Unlisted)-Director 3. Pitti Components Limited (Unlisted)-Director Pitti Electrical Equipment Private Limited (Unlisted)-Director 4. Pitti Holdings Private Limited (Unlisted)-Director 5. Pitti Trade and Investment Private Limited (Unlisted)-Director
3.	Madhuri Sharad Pitti	Non-Executive Director	10+2	Smt. Madhuri S Pitti, aged 64 years, is a partner of M/s Pitti Designs, a boutique design and print studio firm based in Hyderabad. She has over the years acquired rich experience of over 36 years in running trading activities.	<ol style="list-style-type: none"> 1. Pitti Components Limited (Unlisted)-Director

OBJECT OF THE ISSUE – Not applicable as PCPL is not offering securities/equity shares through an initial public offer to the public at large, pursuant to the Scheme.

DETAILS OF THE SCHEME

Brief Particulars of the Scheme:

This Scheme of Amalgamation among Pitti Castings Private Limited (“PCPL”) and Pitti Rail and Engineering Components Limited (“PRECL”) and Pitti Engineering Limited (“PEL”) and their respective shareholders and creditors (hereinafter referred to as “the Scheme”) is presented under Sections 230 to 232 of the Companies Act, 2013 and rules framed thereunder.



The Scheme, inter alia, provides for:

- a. Amalgamation of PCPL and PRECL with PEL
- b. Various other matters consequential or otherwise integrally connected therewith.

each matter more particularly described in the Scheme.

Upon the Scheme coming into effect and in consideration of the amalgamation of PCPL with PEL and subject to the provisions of this Scheme, PEL shall issue and allot, on a proportionate basis, to each shareholder of PCPL, whose names are recorded in the register of members as on the Record Date (as defined in the Scheme) the following:

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

The New Equity Shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing / trading permission is given by the Stock Exchange.

The Scheme is subject to other approvals and sanctions as mentioned in the Scheme.

Rationale:

Amalgamation of PCPL with PEL:

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

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

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

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

Benefit from the Scheme

The amalgamation will allow PEL to streamline its operations and offer enhanced value to its customers. By bringing together the different stages of the manufacturing process under one roof, PEL can now provide a seamless and efficient experience from process design to production.

The proposed merger will position PEL as a leading vertically integrated supplier of machine components. This would enhance PEL's position before domestic and international customers to expand its business.

Having control over an integrated supply chain will ensure the highest quality standards are met at each stage. By reducing reliance on external suppliers and intermediaries, PEL can also accelerate production timelines, improve cost-efficiency, and maintain greater control over the entire value chain.

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "PITTI ENGINEERING'S PRIVATE LIMITED" around the perimeter and "Hyderabad-500032" in the center.

PRE-SCHEME SHAREHOLDING PATTERN			
Sr. No.	Particulars	Pre-Scheme number of shares	% Holding of Pre-Scheme
1	Promoter	12,03,82,500	96.72%
2	Promoter Group	40,80,000	3.28%
3	Public	Nil	NIL
	Total	12,44,62,500	100%

Note: Pitti Castings Private Limited has issued 1,23,30,000 Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares (NCRPS) of Rs. 10/- each to Pitti Engineering Limited. Upon the Scheme becoming effective and amalgamation of PCPL with PEL, all the NCRPS issued by PCPL and held by PEL shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares shall be made to PEL.

Number/amount of equity shares proposed to be sold by selling shareholders, if any. – Not Applicable

Please see below the Pre-Scheme and Post Scheme Shareholding Pattern of Pitti Engineering Limited

Pre-Scheme Shareholding Pattern of Pitti Engineering Limited			
Sr. No	Particulars	Pre-Scheme number of shares	% Holding
1	Promoters	85,78,340	26.77%
2	Promoter Group	1,04,22,887	32.52%
3	Public	1,30,48,840	40.71%
	Total	3,20,50,067	100.00%

Post-Scheme Shareholding Pattern of Pitti Engineering Limited			
Sr. No	Particulars	Post-Scheme number of shares	% Holding
1	Promoters	87,00,339	25.41%
2	Promoter Group	1,24,89,660	36.48%
3	Public	1,30,48,840	38.11%
	Total	3,42,38,839	100.00%

AUDITED STANDALONE FINANCIAL INFORMATION					
Amount (Rupees in Lakhs)					
Sr. No.	Particulars	(Unaudited) As of and for the nine months period ended December 31, 2023	As of and for the year ended		
			March 31, 2023	March 31, 2022	March 31, 2021
1	Total revenue from operations (net)	14,177.26	15,032.21	13,744	10,758.33
2	Net Profit / (Loss) before tax and extraordinary items	1,072.09	668.87	(18)	577.14

3	Net Profit / (Loss) after tax and extraordinary items	803.18	483.61	(166.11)	408.42
4	Equity Share Capital (Face value of ₹ 10 each)	12,446.25	12,446.25	2,100	2,100
5	Reserves and Surplus / Other Equity	(5,522.50)	(6,325.68)	(6,809.29)	(6,643.18)
6	Net worth*	8,156.75	7,353.57	(1,510.04)	(1,343.93)
7	Basic earnings per share (₹)	0.65	2.20	(0.79)	1.94
8	Diluted earnings per share (₹)	0.65	2.20	(0.79)	1.94
9	Return on net worth (%)**	9.85%	6.58%	-	-
10	Net asset value per share (₹)***	5.56	4.92	-	-

Notes to above:

*Net Worth = Total Assets – Total Liabilities

**Return on Net Worth = Net Profit After Tax/Net Worth of the Company

***Net Asset Value per share = (Net Worth – Preference Share Capital)/No. of equity shares in the Company

Note: Since the Company does not have any subsidiaries or investments, preparation of consolidated financial statements are not applicable.

INTERNAL RISK FACTORS

The below mentioned are the key risk factors identified by the Company:

1. Any disruption of the operations of the manufacturing, design, engineering and other facilities of the Company, could materially and adversely affect the business, financial condition and results of operations of the Company.
2. The Company relies on the skill and experience of its management team and other key personnel and the loss of any of these team members or the inability to attract and retain qualified personnel could have a material adverse effect on its business operations.
3. The Company's reliance on third parties for certain aspects of its business, including contract labour/ job work, transportation and logistics exposes the Company to certain risks.
4. The Company extends significant credit terms to its customers and are subject to counterparty credit risk. Any deterioration in such customers' financial position and their ability to pay or the Company's inability to extend credit in line with market practice may adversely impact the Company's profitability.
5. The Company does not have any long-term customer agreements and the business is driven by purchase orders. If the customers choose not to source their requirements from the Company, there may be a material adverse effect on the business and results of operations.
6. The foundry unit is more power intensive unit, hence if there are any upcoming power crisis due to the volatility in power demand or due to change in government policies, the same may severely impact the operations of the Company.
7. Pursuant to the Scheme, all assets and liabilities (including but not limited to movable properties, contingent liabilities, duties and obligations, statutory licenses, registrations, and taxes payable) of PCPL are being transferred to PEL. There may be potential risks regarding business, financial, tax and regulatory matters in PCPL which may have an adverse impact on PEL.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved:



Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs. in crores)
PCPL						
By PCPL	Nil	03	Nil	Nil	Nil	1.79
Against PCPL	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By the Directors of PCPL	Nil	Nil	Nil	Nil	02	Unascertainable
Against the Directors of PCPL	Nil	11	Nil	Nil	02	Tax Proceedings – INR 1.41 crores + unascertainable. Civil Litigations - unascertainable
Promoters						
By the Promoter of PCPL	01	Nil	Nil	Nil	02^	Unascertainable
Against the Promoter of PCPL	Nil	22#	Nil	Nil	03^^	Tax Proceedings – INR 12.22 crores + unascertainable. Civil Litigations - unascertainable
Subsidiaries						
By the Subsidiaries	Not applicable as PCPL does not have any subsidiary					
Against the Subsidiaries						
<p># Includes 10 matters relating to Promoter Directors and hence are disclosed twice, under both promoter and directors of PCPL. Of the balance 12 matters, 5 tax proceedings pertain to PEEPL and 7 tax proceedings pertain to PEL.</p> <p>^ Includes 02 matters relating to Promoter Directors and hence are disclosed twice, under both promoter and directors of PCPL.</p> <p>^^ Includes 02 matters relating to Promoter Directors and hence are disclosed twice, under both promoter and directors of PCPL. The balance 01 civil litigation pertains to PEL.</p>						
B. Brief details of top 5 material outstanding litigations against the Company and amount involved – NIL						
C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in the last 5 financial years including outstanding action, if any - No regulatory actions or disciplinary action has been taken by SEBI or Stock Exchanges against the Promoters in last five Financial Years.						
D. Brief details of outstanding criminal proceedings against Promoters - As on the date of this abridged prospectus, there are no outstanding litigations against the promoters.						

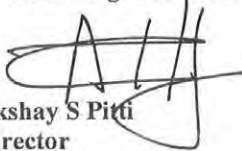
ANY OTHER IMPORTANT INFORMATION OF THE COMPANY:

- **Authority for the issue** – The Scheme was approved by the Board of Directors of PCPL in their meeting held on 15th June 2023, by PEL on 15th June 2023 and PRECL on 15th June 2023. The Scheme is subject to approvals from the SEBI, Shareholders, Stock Exchanges, National Company Law Tribunal, Official Liquidator, Regional Director & Registrar of Companies.
- **Expert Opinion obtained, if any** - Fairness Opinion and Valuation Report
- **Material Contracts and Documents for Inspection:**
 1. Memorandum & Articles of Association
 2. Financial Statements & Shareholding Pattern
 3. Draft Scheme of Amalgamation
 4. Share Exchange Ratio Report and Fairness Opinion pursuant for the Scheme

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Disclosure Document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.

Pitti Castings Private Limited


Akshay S Pitti
Director
DIN: 00078760



Place: Hyderabad
Date: 13th February 2024

Annexure 6.2

KEYNOTE

Private and Confidential

Date: 13th February 2024

The Board of Directors
Pitti Rail and Engineering Components Limited
IV Floor, Padmaja Land Mark,
6-3-643/401, Somajiguda,
Hyderabad – 500082,
Telangana.

The Board of Directors
Pitti Engineering Limited
IV Floor, Padmaja Land Mark,
6-3-643/401, Somajiguda,
Banjara Hills, Hyderabad – 500082,
Telangana.

Dear Sir/Madam,

Ref: Abridged Prospectus of Pitti Rail and Engineering Components Limited

Subject: Due Diligence Certificate for the Abridged Prospectus of Pitti Rail and Engineering Components Limited

Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder among Pitti Castings Private Limited ('PCPL' or 'Amalgamating Company 1') and Pitti Rail and Engineering Components Limited ('PRECL' or 'Amalgamating Company 2') and Pitti Engineering Limited ('PEL' or 'Amalgamated Company') and their respective shareholders and creditors in terms of requirement specified in SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular").

This is with reference to our engagement with Pitti Engineering Limited for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to PRECL made in the abridged prospectus dated 13th February 2024, prepared by PRECL to be sent to the shareholders and creditors (only unsecured) of PEL pursuant to the Scheme of Amalgamation.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of above proposed Scheme of Amalgamation:

- (1) We have examined various documents including those relating to outstanding litigation, claims and regulatory actions and other material in connection with the finalization of the Abridged Prospectus as mentioned above;
- (2) On the basis of such examination and the discussions with PRECL, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Scheme of Amalgamation and the contents of the documents and other papers furnished by PRECL, we confirm that:
 - (a) the Abridged Prospectus is in conformity with the documents, materials and papers relevant to the Scheme of Amalgamation;
 - (b) all the legal requirements relating to the Scheme of Amalgamation issued by the SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and



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Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net · Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

KEYNOTE

Private and Confidential

- (c) the disclosures made in the Abridged Prospectus are true, fair and adequate to enable the investors to make a well informed decision as to the proposed Scheme of Amalgamation and such disclosures are in accordance with the requirements of the Companies Act, 2013, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions / legal requirements.

The above confirmation is based on the information furnished and explanations provided to us by the management of PRECL assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at February 13, 2024. This certificate is a specific purpose certificate issued in terms of the SEBI Circular and hence, it should not be used for any other purpose or transaction. The certificate is not, nor should it be construed to be, a certification of compliance of the Scheme of Amalgamation with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to PRECL's underlying decision to effect the Scheme of Amalgamation or as to how the holders of equity shares of PRECL should vote at their meeting held in connection with the Proposed Scheme of Amalgamation. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme of Amalgamation or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the financial performance of the PRECL, PEL following the consummation of the Scheme of Amalgamation. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in the PRECL or any of its related parties (holding company/ subsidiaries/ associates etc.)

For **Keynote Financial Services Limited**



Name: **Mr. Uday Patil**
Designation: **Director – Investment Banking**
SEBI Registration Number: **INM000003606**

Page 2 of 2

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net · Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

This disclosure document dated February 13, 2024 ("Disclosure Document") has been prepared solely as per the requirement of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (as amended from time to time) in connection with the Scheme of Amalgamation among Pitti Castings Private Limited ("PCPL") and Pitti Rail and Engineering Components Limited ("PRECL") and Pitti Engineering Limited ("PEL") and their respective shareholders and creditors pursuant to Sections 230-232 of the Companies Act, 2013 and rules framed thereunder ("Scheme") filed before the National Company Law Tribunal, Bench at Hyderabad.

This disclosure document contains the applicable information (as prescribed in the format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, pertaining to PRECL, being an unlisted company in the Scheme.

This disclosure document shall not be considered as an invitation or an offer of any securities by or on behalf of PEL or PRECL, on private placement or a public offer.

This disclosure document should be considered as a part of and shall be read together with the Scheme and the Notice and Explanatory Statement to the shareholders of PEL as the case may be, in connection with the Scheme.

THIS DISCLOSURE DOCUMENT CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED
CIN: U29100TG2020PLC144524, Date of Incorporation: October 05, 2020

Registered Office: 6-3-648/401, 4th Floor, Padmaja Landmark, Somajiguda, Hyderabad, Telangana, 500082
Corporate Office: 6-3-648/401, 4th Floor, Padmaja Landmark, Somajiguda, Hyderabad, Telangana, 500082
Contact Person: M. Pavan Kumar, Director
Telephone: +91 40 2331 2774/ 2770
Email: precl@pitti.in
Website: NA
NAME OF THE PROMOTERS OF THE COMPANY
<p>The Promoters of the Company are as follows:</p> <ul style="list-style-type: none"> • Pitti Engineering Limited (PEL) • Shri Sharad Badrivishal Pitti* • Shri Akshay Sharad Pitti* • Shri Sandip Agarwala* • Shri Rishab Gupta* • Shri Varun Agarwal* • Shri M. Pavan Kumar*
** <i>Nominee Shareholders of PEL</i>
<p>Details of Offer to Public - Not Applicable as PRECL is not offering any securities/equity shares and no investment by the public is being made in PRECL, pursuant to the Scheme.</p> <p>Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders - Not Applicable as no transfer of the securities/equity shares of PRECL is proposed and no investment by the public is being made in PRECL, pursuant to the Scheme.</p>



Price Band, Minimum Bid Lot & Indicative Timelines – Not Applicable as PRECL is not offering any securities/equity shares and no investment by the public is being made in PRECL, pursuant to the Scheme.

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP - Not Applicable as PRECL is not offering any securities/equity shares and no investment by the public is being made in PRECL, pursuant to the Scheme.

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable as PRECL is not offering any securities/equity shares and no investment by the public is being made in PRECL, pursuant to the Scheme.

GENERAL RISKS

For taking any investment decision, investors must rely on their own examination of PEL & PRECL and the Scheme, including the risks involved. The Equity Shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Disclosure Documents. Specific attention of the investors is invited to the section titled “Risk Factors” at page 6 of this Disclosure Document.

PROCEDURE

The procedure with respect to public issue/ offer would not be applicable to PRECL as PRECL is an unlisted company and is not offering any of its securities/equity shares to the public under the Scheme. Hence, the procedure with respect to a General Information Document is not applicable.

PRICE INFORMATION OF BRLM's – Not Applicable

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included - **Not Applicable**

Name of Statutory Auditor: Talati & Talati LLP, Chartered Accountants (Firm Registration Number: 110758W/W100377)

PROMOTERS OF THE COMPANY

Sr. No.	Name	Individual/ Corporate	Educational Qualification	Experience
1.	Pitti Engineering Limited	Corporate	NA	<p>Pitti Engineering Limited is a company registered under Companies Act 1956 vide CIN L29253TG1983PLC004141. The equity shares of PEL are listed and traded on BSE Limited and National Stock Exchange of India Limited.</p> <p>PEL is the manufacturer of Electrical Steel Laminations, Sub-Assemblies for Motor Cores and Sub-Assemblies for Generators, Die-Cast Rotors and Machining of Metal Components.</p> <p>PRECL is a wholly owned subsidiary of Pitti Engineering Limited.</p>



2.	Sharad Badrivishal Pitti*	Individual	SSCE	Shri Sharad B Pitti is a Director and Nominee Shareholder of the Company. He is a visionary leader who pioneered lamination manufacturing in the organised sector in India. He has about 40 years of experience in the lamination industry.
3.	Akshay Sharad Pitti*	Individual	B.Com	Shri Akshay S Pitti is a Director and Nominee Shareholder of the Company. He started his entrepreneurial journey at an early age. He possesses top management experience in all facets of project management and manufacturing. He has about 19 years of experience in the lamination industry.
4.	Sandip Agarwala*	Individual	Postgraduate in Business Administration	Shri Sandip Agarwala is a Nominee Shareholder in the Company. He has 19 years of experience in the field of marketing and business development matters.
5.	Rishab Gupta*	Individual	Postgraduate in Business Administration	Shri Rishab Gupta is a Nominee Shareholder in the Company. He has rich experience in the field of supply chain management.
6.	Varun Agarwal*	Individual	B.Com	Shri Varun Agarwal is a Nominee Shareholder in the Company. He has rich industrial experience specifically in manufacturing sector.
7.	M Pavan Kumar*	Individual	Chartered Accountant	Shri M Pavan Kumar is a Nominee Shareholder in the Company. He has over 17 years of experience in banking, finance, accounts and taxation.

*Nominee Shareholders of PEL

BUSINESS OVERVIEW AND STRATEGY

Company Overview:

Pitti Rail and Engineering Components Limited (PRECL) is a public limited company incorporated on 05th October 2020 with Corporate Identification Number – U29100TG2020PLC144524 having its registered office at 6-3-648/401, 4th Floor, Padmaja Landmark, Somajiguda, Hyderabad, Telangana, 500082.

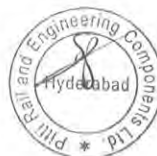
PRECL was incorporated as a Wholly Owned Subsidiary of PEL for the purpose of undertaking a greenfield project in relation to the manufacture of railway and engineering components. However, the said business could not be undertaken so there is no active business operations in the Company as on date.

Product/Service Offering: Not applicable, since the company does not have any active business operations as on the date of this Disclosure Documents

Revenue segmentation by product/service offering: Not applicable, since the company does not have any active business operations as on the date of this Disclosure Documents

Geographies Served: Not applicable, since the company does not have any active business operations as on the date of this Disclosure Documents

Revenue segmentation by geographies: Not applicable, since the company does not have any active business operations as on the date of this Disclosure Documents



Key Performance Indicators: Key Performance Indicators are as follows:

(₹ in Lakhs)

Key Performance Indicators	(9M ended Dec 2023) 9 months period	FY2022-23	FY2021-22	FY20-21
Total Income	Nil	1.60	0.01	0.00
Net Profit After Tax	-0.36	0.21	-3.15	-2.22

Client Profile or Industries Served: Not applicable, since the company does not have any active business operations as on the date of this Disclosure Documents

Revenue segmentation in terms of top 5 clients: Not applicable, since the company does not have any active business operations as on the date of this Disclosure Documents

Intellectual Property, if any: As on the date of Disclosure Document, PRECL does not own any Intellectual Property.

Market Share: Not applicable, since the company does not have any active business operations as on the date of this Disclosure Documents

The manufacturing plant, if any: PRECL does not have any manufacturing plants.

Employee Strength: Nil

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Educational Qualification	Experience	Other Directorships
1.	Sharad Badrivishal Pitti	Non-Executive Director	SSCE	Shri Sharad Badrivishal Pitti is a visionary leader who pioneered lamination manufacturing in the organised sector in India. He has about 40 years of experience in the lamination industry.	<ol style="list-style-type: none"> Pitti Engineering Limited (Listed)-Chairman & Managing Director Pitti Castings Private Limited (Unlisted)-Chairman Pitti Components Limited (Unlisted)-Chairman Pitti Electrical Equipment Private Limited (Unlisted)-Chairman Pitti Holdings Private Limited (Unlisted)-Chairman Pitti Trade and Investment Private Limited (Unlisted)-Director
2.	Akshay Sharad Pitti	Non-Executive Director	B.Com	Shri Akshay Sharad Pitti started his entrepreneurial journey at an early age. He possesses top management experience in all facets of project management and	<ol style="list-style-type: none"> Pitti Engineering Limited (Listed)-Vice Chairman & Managing Director Pitti Castings Private Limited (Unlisted)-Director Pitti Components Limited (Unlisted)-Director



				manufacturing. He has about 19 years of experience in the lamination industry	4. Pitti Electrical Equipment Private Limited (Unlisted)-Director 5. Pitti Holdings Private Limited (Unlisted)-Director 6. Pitti Trade and Investment Private Limited (Unlisted)-Director
3.	M. Pavan Kumar	Director	Chartered Accountant	Shri M Pavan Kumar has over 17 years of experience in banking, finance, accounts and taxation.	No other Directorships

OBJECT OF THE ISSUE – Not applicable as PRECL is not offering securities/equity shares through an initial public offer to the public at large, pursuant to the Scheme.

DETAILS OF THE SCHEME

Brief Particulars of the Scheme:

- a) This Scheme of Amalgamation among Pitti Castings Private Limited (“PCPL”) and Pitti Rail and Engineering Components Limited (“PRECL”) and Pitti Engineering Limited (“PEL”) and their respective shareholders and creditors (hereinafter referred to as “the Scheme”) is presented under Sections 230 to 232 of the Companies Act, 2013 and rules framed thereunder.
- b) The Scheme, inter alia, provides for:
 - a. Amalgamation of PCPL and PRECL with PEL
 - b. Various other matters consequential or otherwise integrally connected therewith.

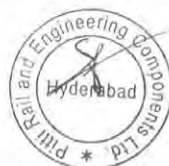
each matter more particularly described in the Scheme.
- c) PRECL is a wholly owned subsidiary of PEL. Hence, upon the Scheme becoming effective and amalgamation of PRECL with PEL in terms of this Scheme, all the equity shares issued by PRECL and held by PEL and/ or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in PEL shall be made to any person whatsoever.
- d) The Scheme is subject to other approvals and sanctions as mentioned in the Scheme.

Rationale:

Amalgamation of PRECL with PEL:

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

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



PRE-SCHEME SHAREHOLDING PATTERN			
Sr. No.	Particulars	Pre-Scheme number of shares	% Holding of Pre-Scheme
1	*Promoter and Promoter Group	1,00,000	100%
2	Public	NIL	NIL
	Total	1,00,000	100%

*Includes 6 nominee shareholders holding 10 shares each, on behalf of PEL

Number/amount of equity shares proposed to be sold by selling shareholders, if any. – Not Applicable

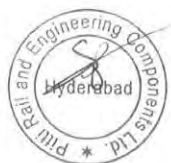
AUDITED FINANCIAL INFORMATION					
Sr. No.	Particulars	(Unaudited) As of and for the nine months period ended December 31, 2023	Amount (Rupees in Lakhs)		
			As of and for the year ended		
			March 31, 2023	March 31, 2022	March 31, 2021
1	Total revenue from operations (net)	Nil	Nil	Nil	Nil
2	Net Profit/(loss) before tax and extraordinary items	-0.36	0.64	-3.43	-2.37
3	Net Profit/(loss) after tax and extraordinary items (A)	-0.36	0.21	-3.15	-2.22
4	Equity Share Capital (Face Value of ₹10 per share) (B)	10.00	5.00	5.00	5.00
5	Reserves and Surplus (Other Equity)	-5.52	-5.16	-5.37	-2.22
6	Net Worth* (C)	4.48	-0.16	-0.37	2.78
7	Basic Earnings per Share (₹)	-0.42	0.42	-6.30	-4.45
8	Diluted Earnings per Share (₹)	-0.42	0.42	-6.30	-4.45
9	Net Asset Value per share (₹) [C/(B/10)]	4.48	-0.32	-0.74	5.56

* Net worth = [Total Assets – Total Liabilities]

INTERNAL RISK FACTORS

The below mentioned are the key risk factors identified by the Company:

1. PRECL was incorporated as a Wholly Owned Subsidiary of PEL for the purpose of undertaking a greenfield project in relation to the manufacture of railway and engineering components. Since PRECL did not undertake the said business, there are no active business operation left in the Company. Accordingly, there are no internal risk factors related to the operations of the Company.
2. Pursuant to the Scheme, all assets and liabilities (including but not limited to movable properties, contingent liabilities, duties and obligations, statutory licenses, registrations, and taxes payable) of PRECL are being transferred to PEL. There may be potential risks regarding tax and regulatory matters in PRECL which may have an adverse impact on PEL.



SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION						
A. Total number of outstanding litigations against the company and amount involved:						
Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs. in crores)
PRECL						
By PRECL	Nil	Nil	Nil	Nil	Nil	Nil
Against PRECL	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	02	Unascertainable
Against our Directors	Nil	10	Nil	Nil	02	Tax Proceedings – INR 0.95 Crores + unascertainable. Civil Litigations - unascertainable
Promoters						
By our Promoters	01	Nil	Nil	Nil	02^	Unascertainable
Against our Promoters	Nil	17#	Nil	Nil	03^^	Tax Proceedings – INR 11.35 Crores + unascertainable. Civil Litigations - unascertainable
Subsidiaries						
By the Subsidiaries	Not applicable as PRECL does not have any subsidiary					
Against the Subsidiaries						
<p># Includes 10 matters relating to Promoter Directors and hence are disclosed twice, under both promoter and directors of PRECL. The balance 7 tax proceedings pertain to PEL.</p> <p>^ Includes 02 matters relating to Promoter Directors and hence are disclosed twice, under both promoter and directors of PRECL</p> <p>^^ Includes 02 matters relating to Promoter Directors and hence are disclosed twice, under both promoter and directors of PRECL. The balance 01 civil litigation pertains to PEL.</p>						
B. Brief details of top 5 material outstanding litigations against the company and amount involved - Nil						
C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in the last 5 financial years including outstanding action, if any - No regulatory actions or disciplinary action has been taken by SEBI or Stock Exchanges against the Promoters in last five Financial Years.						
D. Brief details of outstanding criminal proceedings against Promoters - As on the date of this abridged prospectus, there are no outstanding litigations against the promoters.						



ANY OTHER IMPORTANT INFORMATION OF THE COMPANY

- **Authority for the issue** – The Scheme was approved by the Board of Directors of PRECL in their meeting held on 15th June 2023, PCPL on 15th June 2023 and PEL on 15th June 2023. The Scheme is subject to approvals from the SEBI, Shareholders, Stock Exchanges, National Company Law Tribunal, Official Liquidator, Regional Director & Registrar of Companies.
- **Expert Opinion obtained, if any** - Fairness Opinion and Valuation Report
- **Material Contracts and Documents for Inspection:**
 1. Memorandum & Articles of Association
 2. Financial Statements & Shareholding Pattern
 3. Draft Scheme of Amalgamation
 4. Share Exchange Ratio Report and Fairness Opinion pursuant for the Scheme

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Disclosure Document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.

For Pitti Rail and Engineering Components Limited

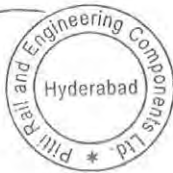
M Pavan Kumar

Director

DIN: 09570371

Place: Hyderabad

Date: February 13, 2024



ANNEXURE 7.1

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

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

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

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

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

Dear Sir/Madam,

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

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

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

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

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



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

Page 1 of 24

COMPANIES BACKGROUND

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

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

Key financial highlights of PEL for the past three years.

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

Source: BSE filings / Management Information

[‡] Reported revenue includes income from operations and other income

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

Pitti Rail and Engineering Components Limited ('PRECL')

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

Pitti Castings Private Limited ('PCPL')

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



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



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

Key financial highlights of PCPL for the past three years.

INR million

Particulars	Financial Year (FY) ended		
	31-Mar-21	31-Mar-22	31-Mar-23
Reported revenue [#]	1,147.4	1,375.9	1,508.4
Reported EBITDA*	141.4	80.7	133.4
Reported PBT	57.7	(1.8)	66.9
Reported PAT	40.8	(16.6)	48.4

Source: Management Information

Reported revenue includes income from operations and other income

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

BACKGROUND OF VALUERS

Niranjan Kumar, Registered Valuer – Securities or Financial Assets

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

SSPA & CO., CHARTERED ACCOUNTANTS

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

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



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

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SCOPE AND PURPOSE OF THIS REPORT

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

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

We understand that as consideration for the:

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

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

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

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

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

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

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



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

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

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

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

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

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

We have been informed that:

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

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

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

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



SOURCES OF INFORMATION

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

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

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



PROCEDURES ADOPTED

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

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



SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

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

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

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

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

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

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

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

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



NK

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

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

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

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

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



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

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

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

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

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

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

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

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



SSPA & CO.,
Chartered Accountants

Niranjan Kumar

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

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

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



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

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

This Report is subject to the laws of India.

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

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

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

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

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



SHAREHOLDING PATTERNS

PEL

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

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

Source: BSE filings

PRECL

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

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

Source: Management Information

*includes shares held by nominees of Pitti Engineering Limited

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

PCPL

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

Equity Shares:

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

Source: Management Information

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



SSPA & CO.,
Chartered Accountants

Niranjan Kumar

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

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

Source: Management Information

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



APPROACH FOR RECOMMENDATION OF FAIR SHARE EXCHANGE RATIO:

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

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

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

BASIS FOR RECOMMENDATION OF FAIR SHARE EXCHANGE RATIO

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

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

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

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

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

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



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

To the equity shareholders of PCPL

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

To the preference shareholders of PCPL

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

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

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

To the equity shareholders of PRECL

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

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

VALUATION APPROACHES

Basis and Premise of Valuation

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

Basis of Valuation

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

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

Premise of Value

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

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

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

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

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

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



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

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

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

PEL and PCPL

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

2. Market Approach

a) Market Price Method

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

PEL

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

PCPL

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



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

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

PEL

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

PCPL

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

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

PEL and PCPL

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

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

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



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

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

Fair share exchange ratio

A. Amalgamation of PCPL with PEL:

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

NA: Not Adopted

Asset Approach – NAV Method

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

^ Market Price Method

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

* Comparable Companies Multiple ('CCM') Method

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

B. Amalgamation of PRECL with PEL:

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

NA: Not Adopted



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

Page 20 of 24

SSPA & CO.,
Chartered Accountants

Niranjan Kumar

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



Annexure IB - Valuation Workings SSPA:

VALUATION APPROACHES

Basis and Premise of Valuation

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

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

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

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

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

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

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

PEL and PCPL

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

2. Market Approach

a) Market Price Method

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

PEL

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



PCPL

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

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

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

PEL

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

PCPL

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

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

PEL and PCPL

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

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

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

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

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

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

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



Fair share exchange ratio:

A. Amalgamation of PCPL with PEL:

(INR)

Valuation Approach	PEL		PCPL	
	Value per Share	Weights	Value per Share	Weights
Asset Approach*	NA	NA	NA	NA
Income Approach				
- DCF Method	407.62	50.0%	7.15	50.0%
Market Approach				
- MP Method [#]	364.88	50.0%	NA	NA
- CCM Method ^{&}	NA	NA	6.90	50.0%
Relative value per share	386.25		7.03	
Fair Equity Share Exchange Ratio	1 : 55			

NA = Not Applied / Not Applicable

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

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

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

B. Amalgamation of PRECL with PEL:

(INR)

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

NA = Not Applied / Not Applicable

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

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



ANNEXURE 7.2

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

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

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

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

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

Dear Sir / Madam,

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

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



Page 1 of 2

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

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




NA: Not Adopted

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

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

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

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

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

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15th June 2023

To,
The Board of Directors
Pitti Engineering Limited
6-3-648/401, 4th Floor
Padmaja Landmark, Somajiguda
Hyderabad – 500082
Telangana, India

Dear Sir/Madam,

Reg: Fairness Opinion on fair equity share exchange ratio for the proposed amalgamation of Pitti Castings Private Limited ('PCPL') and Pitti Rail and Engineering Components Limited ('PRECL') with Pitti Engineering Limited ('PEL') provided by SSPA & Co. and Niranjan Kumar, Registered Valuer

Keynote Financial Services Limited ("Keynote" or "we" or "us") is a Category I Merchant Banker registered with Securities Exchange Board of India ("SEBI"). We have been informed that PCPL and PRECL intend to amalgamate with PEL. PEL have thus engaged SSPA & Co. Chartered Accountants, Registered Valuer – Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV-E/06/2020/126) and Niranjan Kumar, Registered Valuer - Securities or Financial Assets (Registered Valuer Registration No. IBBI/RV/06/2018/10137) to propose the Fair Equity Share Exchange Ratio for the proposed amalgamation.

In this regard, we have been requested to provide Fairness opinion on the Proposed Equity Share Exchange Ratio for the purpose of the amalgamation of PCPL and PRECL with PEL as at 15th June 2023.

Company Profile:

Pitti Engineering Limited ("PEL") having its registered office at 6-3-648/401, IVth Floor, Padmaja Landmark, Somajiguda, Hyderabad- 500082, Telangana, is engaged in the manufacturing of is engaged in manufacturing of engineering products of iron and steel including electrical steel laminations, stator and rotor core assemblies, sub-assemblies, pole assemblies, die-cast rotors, press tools and high precision machining of various metal components.

Pitti Castings Private Limited ("PCPL"), having its registered office at 6-3-643/401, IVth Floor, Padmaja Land Mark, Somajiguda, Hyderabad, Telangana, 500082, is engaged in the manufacturing of high-quality casting in grey iron, ductile iron, low carbon and alloy steel grades.

Pitti Rail and Engineering Components Limited ('PRECL'), having its registered office at 6-3-648/401, 4th Floor, Padmaja Landmark, Somajiguda, Hyderabad- 500082, Telangana, was incorporated on 05 October 2020 with the object to manufacture engineering products and components. It is a Wholly Owned Subsidiary of PEL and presently does not carry out any significant business operations.

Rationale of the Report:

We have been informed that PCPL and PRECL intend to amalgamate with PEL in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 or any statutory modifications, re-enactment or amendments thereof for the time being in force ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules"), as amended from time to time and all other



Page 1 of 5

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net · Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

KEYNOTE

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applicable provisions, if any, of the Act and any other applicable law for the time being in force including the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued therein ("the Regulations"), in each case, as amended from time to time, and in a manner provided in the Draft Scheme of Amalgamation (hereinafter referred to as 'the Scheme').

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

We understand that as consideration for the:

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

Amalgamation of PCPL with PEL:

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

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

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

Amalgamation of PRECL with PEL:

PRECL was incorporated for the purpose of undertaking a greenfield project in relation to the manufacture of railway and engineering components. Since the Holding Company has undertaken the said business through Brown field project, there is no longer need of a separate corporate entity. The amalgamation will result in simplifying the corporate structure and elimination of duplication in administrative cost and multiple record keeping thus resulting in cost savings.

In this connection, PEL have thus engaged SSPA & Co. and Niranjn Kumar, Registered Valuer to propose the Fair Equity Share Exchange Ratio for the proposed amalgamation. We have been requested to provide the Fairness opinion on the proposed equity share exchange ratio of the amalgamation.



Page 2 of 5

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028

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CIN-L67120MH1993PLC072407

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Sources of Information:

For arriving at the Fairness Opinion set forth below, we have relied upon the following sources of information:

- Valuation Report jointly issued by SSPA & Co., Chartered Accountants and Niranjn Kumar, Registered valuer dated 15th June 2023;
- Audited financials of PRECL, PEL and PCPL for the years ended 31st March 2021, 2022 and 2023;
- Financial Projections of PEL and PCPL comprising of profitability statement, working capital requirement and capital expenditure requirement for FY ended 2023-24 to FY 2027-28, as provided by the management
- Management Representation letter provided by the management
- Other relevant information/documents regarding PEL and PCPL including information available through public domain

In addition to the above, we have also obtained such other information and explanations, which were considered relevant for the purpose of our Analysis.

Our Recommendation:

As stated in the Valuation Report jointly issued by SSPA & Co. Chartered Accountants and Niranjn Kumar, Registered Valuer, the Fair Equity Share Exchange Ratio for the proposed amalgamation is calculated as per DCF Method under Income Approach and CCM Method & MP Method under Market Approach.

To the shareholders of PCPL

As per the report issued by the valuers, the current shareholders of PCPL shall be entitled to 1 (one) equity share of PEL having a face value of INR 5, for every 55 (Fifty-five) shares of face value INR 10, held in PCPL.

To the shareholders of PRECL

PRECL is a wholly owned subsidiary of PEL i.e. the entire equity share capital of PRECL is held by PEL. Upon the Proposed Amalgamation, shares held by PEL in PRECL would get cancelled and no equity shares would be required to be issued to equity shareholders of PRECL (i.e. PEL) for the Proposed Amalgamation.

Based on the information, data made available to us, including the Valuation Report, to the best of our knowledge and belief, the valuation as suggested by SSPA and Niranjn Kumar, Registered Valuer is fair in our opinion.

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by PCPL, PRECL and PEL for the purpose of this opinion. With respect to the estimated financials provided to us by the managements of PCPL, PRECL and PEL, we have assumed that such financials were prepared in good faith and reflect the best currently available estimates and judgments by the managements of PCPL, PRECL and PEL. We express no opinion and accordingly accept no responsibility with respect to or for such estimated financials or the assumptions on which they were based. Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates



Page 3 of 5

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028

Tel.: 91 22 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net · Website: www.keynoteindia.net

CIN-L67120MH1993PLC072407

KEYNOTE

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of value to be realized for the assets of PCPL, PRECL and PEL. We have solely relied upon the information provided to us by PCPL, PRECL and PEL. We have not reviewed any books or records of PRECL or PCPL or PEL (other than those provided or made available to us). We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of PCPL, PRECL and PEL and neither express any opinion with respect thereto nor accept any responsibility, therefore. We have not made any independent valuation or appraisal of the assets or liabilities of PCPL or PRECL or PEL. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by PCPL, PRECL and PEL for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threatened claims and hence have not commented on the effect of such litigation or claims on the valuation. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of PCPL, PRECL and PEL with respect to these matters.

We understand that the management of PCPL, PRECL and PEL during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and, on the information, made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving PCPL, PRECL and PEL or any of its assets, nor did we negotiate with any other party in this regard.

We have acted as financial advisors to PEL for providing a fairness opinion on the proposed Equity Share Exchange Ratio for the purpose of the amalgamation and will receive professional fees for our services.

In the ordinary course of business, Keynote is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of Keynote may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the transaction.

The Fairness Opinion is addressed only to the Board of Directors of PEL and is for the purpose of submission to the Board of Directors and the management. Further, the Fairness Opinion may be disclosed on the website of PEL and also be made part of the explanatory statement to be circulated to the shareholders and/ or creditors of the Company. The Fairness Opinion should be read in totality and not in parts. The Fairness Opinion shall not otherwise be disclosed or referred to publicly or to any other third party without Keynote's prior written consent. If this Fairness Opinion is used by any person other than whom it is addressed or for any purpose other than the purpose stated hereinabove, then we will not be liable for any consequences thereof.

We express no opinion whatsoever and make no recommendation at all as to PEL underlying decision to effect to the proposed amalgamation or as to how the holders of equity shares or preference shares or secured or unsecured creditors of PEL should vote at their respective meetings held in connection with the proposed amalgamation. We do not express and should not be deemed to have expressed any views on any other terms of Fairness opinion on the Proposed Equity Share Exchange Ratio for the purpose of the

Page 4 of 5



Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028

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CIN-L67120MH1993PLC072407

KEYNOTE

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proposed amalgamation. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of PEL will trade following the announcement of the Fairness opinion on the Proposed Equity Share Exchange Ratio for the purpose of the amalgamation or as to the financial performance of PEL following the consummation of the Fairness opinion on the Proposed Equity Share Exchange Ratio for the purpose of the amalgamation.

In no circumstances, however, will Keynote Financial Services Limited or its associates, directors or employees accept any responsibility or liability to any third party and in the unforeseen event of any such responsibility or liability being imposed on Keynote Financial Services Limited or its associates, directors or employees by any third party, PEL, PCPL, PRECL and their affiliates shall indemnify them.

For **KEYNOTE FINANCIAL SERVICES LTD**



Nipun Lodha
Executive Vice-President & Head - Corporate Finance
SEBI Registration No. INM000003606
(Merchant Banker)



Page 5 of 5

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net · Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407



National Stock Exchange Of India Limited

Ref: NSE/LIST/2023/36263_I

October 26, 2023

The Company Secretary
Pitti Engineering Limited
6-3-648/401, 4th Floor,
Padmaja Landmark,
Somajiguda,
Hyderabad-500 082

Kind Attn.: Ms. Mary Monica Braganza

Dear Madam,

Sub: Observation Letter for draft scheme of amalgamation among Pitti Castings Private Limited (“Amalgamating Company 1”) and Pitti Rail and Engineering Components Limited (“Amalgamating Company 2”) and Pitti Engineering Limited (“Amalgamated Company”) and their respective shareholders and creditors.

We are in receipt for draft scheme of amalgamation among Pitti Castings Private Limited (“Amalgamating Company 1”) and Pitti Rail and Engineering Components Limited (“Amalgamating Company 2”) and Pitti Engineering Limited (“Amalgamated Company”) and their respective shareholders and creditors under section 230 to 232 of the Companies Act, 2013 read with rules made thereunder vide application dated June 26, 2023.

Based on our letter reference no. NSE/LIST/36263 dated August 17, 2023, submitted to SEBI pursuant to SEBI Master 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 and Regulation 94(2) of SEBI (LODR) Regulations, 2015, SEBI vide its letter dated October 25, 2023, has inter alia given the following comment(s) on the draft scheme of amalgamation:

- a. *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. *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 entities involved in the scheme shall duly comply with various provisions of the Circular.*
- d. *Company shall ensure that information pertaining to all the unlisted companies 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.*
- e. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

This Document is Digitally Signed



Signer: DIPTI VIPIL CHINCHKHEDE
Date: Thu, Oct 26, 2023 17:50:07 IST
Location: NSE

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051,
India +91 22 26598100 | www.nseindia.com | CIN U67120MH1992PLC069769

- f. Companies shall 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, so that public shareholders can make an informed decision in the matter:
- The details of the Assets & Liabilities and revenue being transferred to the merged entity.
 - The details of legal proceedings and contingent liabilities merged in Pitti Engineering Limited.
 - The details of regulatory actions initiated against the three companies in last 8 financial years.
 - The reconciliation of share capital of all the companies, prior and post the scheme.
 - The details of the open offer made by M/s Pitti Electrical Equipment Ltd. and Smt. Madhuri S Pitti in the matter of Pitti Engineering Limited and subsequent developments in the same.
 - Any type of arrangement between the demerged company/resulting company/ merged/ amalgamated company/creditors/shareholders/promoters/directors etc., which may have any implication on the scheme of arrangement.
 - Brief history of the demerged undertaking / transferor Company.
 - Build-up and nature of reserves of the companies involved in the scheme.
 - List of comparable companies considered for CCM method.
 - How the scheme will be beneficial to the public shareholders of the listed entity.
 - Details of business activities undertaken by unlisted companies along with discussion on their financials.
 - Tax/other liability/ benefit arising to the entities involved in the scheme, if any.
 - Calculation pertaining to shares issued to each promoter of PCPL pursuant to the scheme and final shareholding of PEL.
- g. Company shall ensure that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.
- h. Company shall ensure that the proposed equity shares to be issued in terms of the "scheme" shall mandatorily be in demat form only.
- i. Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.
- j. 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.
- k. 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.
- l. Company shall ensure that 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.
- m. 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(2) 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.

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 companies involved in the format prescribed for abridged prospectus as specified in the Circular.

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 94(2) of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

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.

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 October 26, 2023, 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(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Dipti Chinchkhede
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-on-its-name-checklist>



DCS/AMAL/TL/R37/2952/2023-24

October 26, 2023

The Company Secretary,
Pitti Engineering Ltd.
 6 / 3 / 648 / 401, 4th Floor, Padmaja
 Landmark, Somajiguda, Hyderabad,
 Telangana, 500082.

Dear Sir/ Madam,

Sub: Observation letter regarding a draft Scheme of Amalgamation amongst Pitti Castings Private Limited ("Amalgamating Company 1"), Pitti Rail and Engineering Components Limited ("Amalgamating Company 2") and Pitti Engineering Limited ("Amalgamated Company") and their respective Shareholders and Creditors

We are in receipt of the Scheme of Arrangement for Amalgamation amongst Pitti Castings Private Limited ("Amalgamating Company 1/ PCPL"), Pitti Rail and Engineering Components Limited ("Amalgamating Company 2/ PRECL") and Pitti Engineering Limited ("Amalgamated Company/ PEL") and their respective Shareholders and Creditors filed by Pitti Engineering Limited ("Amalgamated Company") as required under SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 94(2) of SEBI (LODR) Regulations, 2015; SEBI vide its letter dated October 25, 2023 has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- a) "The Company shall ensure that the Company discloses 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) "Company shall ensure compliance with the SEBI circulars issued from time to time."
- d) "The entities involved in the Scheme shall duly comply with various provisions of the Circular."
- e) "Company is advised that the information pertaining to all the Unlisted Companies 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."
- 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 is advised to additionally disclose:
 - (i) Details of Assets, Liabilities, revenue being transferred to the merger entity.
 - (ii) Details of legal proceedings and contingent liabilities merged in Pitti Engineering Limited.

Page 1 of 4

BSE - PUNE

- (iii) Details of regulatory actions initiated against the three companies in last 8 financial years.
- (iv) Reconciliation of share capital of all the companies, prior and post scheme.
- (v) Details of the open offer made by M/s Pitti Electrical Equipment Ltd. and Smt. Madhuri S Pitti in the matter of Pitti Engineering Limited and subsequent developments in the same.
- (vi) Any type of arrangement between the demerged company/ resulting company/ merged/ amalgamated company/ creditors/ shareholders/ promoters/ directors etc., which may have any implication on the scheme of arrangement.
- (vii) Brief history of the demerged undertaking/ transferor company.
- (viii) Build-up and nature of reserves of the companies involved in the scheme.
- (ix) List of comparable companies considered for CCM method.
- (x) How the scheme will be beneficial to the public shareholders of the listed entity.
- (xi) Details of business activities undertaken by unlisted companies along with discussions on their financials.
- (xii) Tax/ other liability/ benefit arising to the entities involved in the scheme, if any.
- (xiii) Calculation pertaining to shares issued to each promoter of PCPL pursuant to the scheme and final shareholding of PEL.

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, so that public shareholders can make an informed decision in the matter.

- h) "Company is advised to ensure that the details of the proposed scheme under consideration as provided by the company to the stock exchange shall be prominently disclosed in the notice sent to the shareholders."
- i) "Company is advised to ensure that proposed equity shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."
- j) "Company is advised that the "scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
- k) "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."
- l) "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."

- m) “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.”
- n) “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 March 10, 2017.

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, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does 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,

Manu Thomas
Additional General Manager

Tanmayi Lele
Assistant Manager

Pitti Engineering Limited

(Formerly Pitti Laminations Limited)

ISO 9001:2015 ISO 14001:2015

www.pitti.in



29th August 2023

To,
National Stock Exchange of India Limited
'Exchange Plaza'. C-1,
Block G, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
NSE SCRIP CODE: PITTIENG

Sub: Report on Complaints in terms of para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time ("SEBI Master Circular")

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations") for the proposed Scheme of Amalgamation among Pitti Castings Private Limited ("PCPL" or the "Amalgamating Company 1") and Pitti Rail and Engineering Components Limited ("PRECL" or the "Amalgamating Company 2") and Pitti Engineering Limited ("PEL" or the "Amalgamated Company" or the "Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder

Dear Sir/Madam,

This is in reference to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation among Pitti Castings Private Limited, Pitti Rail and Engineering Components Limited, Pitti Engineering Limited and their respective shareholders and creditors.

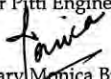
The draft Scheme and related documents were filed by Pitti Engineering Limited with BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') (together referred to as 'Stock Exchanges') on 26th June 2023 and was hosted by NSE on its website on 4th August 2023 ("Hosting Date"). Further, the Scheme and related documents have been uploaded by Pitti Engineering Limited on its website on 26th June 2023 (https://www.pitti.in/investor_desk/investors_soa.php).

As per the terms of Para I(A)(6) of the SEBI Master Circular, the Company is required to submit a Report on Complaints within 7 days of expiry of 21 days from the date of filing of Draft Scheme with Stock Exchanges and hosting the same on the websites of Stock Exchanges and the listed entity. Given the period of 21 days from the date of hosting of the said documents by NSE on its website has expired on 25th August 2023, we are attaching herewith the Report on Complaints as annexure.

Please note, the Report on Complaints will be uploaded on the website of the Company as required under the SEBI Master circular.

We request you to please take the same on record.

Thanking You,
Yours faithfully,
For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS: 5532

CIN: L29253TG1983PLC004141

Registered Office

6-3-648/401, 4th Floor
Padmaja Landmark, Somajiguda
Hyderabad - 500 082
Telangana, India
T: +91 40 2331 2774 / 2331 2770
F: +91 40 2339 3985
info@pitti.in



Complaints Report

Period of Complaints Report: 4th August 2023 to 25th August 2023

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

For Pitti Engineering Limited


 Mary Monica Braganza
 Company Secretary & Compliance Officer
 FCS: 5332

29th August 2023



CIN: L29253TG1983PLC004141

Registered Office

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 Padmaja Landmark, Somajiguda
 Hyderabad - 500 082
 Telangana, India
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 F: +91 40 2339 3985
 info@pitti.in

Pitti Engineering Limited

(Formerly Pitti Laminations Limited)

ISO 9001:2015 ISO 14001:2015

www.pitti.in

28th July 2023

BSE Limited
Listing Compliance Department
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai - 400 001
BSE SCRIP CODE: 513519



Sub: Report on Complaints in terms of para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021, as amended from time to time ("SEBI Master Circular")

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations") for the proposed Scheme of Amalgamation among Pitti Castings Private Limited ("PCPL" or the "Amalgamating Company 1") and Pitti Rail and Electrical Components Limited ("PRECL" or the "Amalgamating Company 2") and Pitti Engineering Limited ("PEL" or the "Amalgamated Company" or the "Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder

Dear Sir/Madam,

This is in reference to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation among Pitti Castings Private Limited, Pitti Rail and Engineering Components Limited, Pitti Engineering Limited and their respective shareholders and creditors.


The draft Scheme and related documents was filed by Pitti Engineering Limited with BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') (together referred to as 'Stock Exchanges') on 26th June 2023 and was hosted by BSE on its website on 4th July 2023 ("Hosting Date"). Further, the Scheme and related documents have been uploaded by Pitti Engineering Limited on its website on June 26th, 2023 (https://www.pitti.in/investor_desk/investors_soa.php).

As per the terms of Para I(A)(6) of the SEBI Master Circular, the Company is required to submit a Report on Complaints within 7 days of expiry of 21 days from the date of filing of Draft Scheme with Stock Exchanges and hosting the same on the websites of Stock Exchanges and the listed entity. Given the period of 21 days from the date of hosting of the said documents by BSE on its website has expired on July 25th 2023, we are attaching herewith the Report on Complaints as annexure.

Please note, the Report on Complaints will be uploaded on the website of the Company as required under the SEBI Master circular.

We request you to please take the same on record.

Thanking You,
Yours faithfully,
For Pitti Engineering Limited
M. Monica Braganza
Company Secretary & Compliance Officer
FCS: 5532



CIN: L29253TG1983PLC004141

Registered Office

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F: +91 40 2339 3985
info@pitti.in

Complaints Report

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

For Pitti Engineering Limited


Mary Monica Braganza
Company Secretary & Compliance Officer
FCS: 5532

28th July 2023



CIN: L29253TG1983PLC004141

Registered Office

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PITTI CASTINGS PRIVATE LIMITED

Report on the Audit of the Financial Statements

Opinion

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

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

Basis for Opinion

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

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

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

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

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

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



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

Responsibilities of Management for the Financial Statements

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

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

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

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

Auditor's Responsibilities for the Audit of the financial statements

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

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

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



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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying financial statements.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.




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



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

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


Avinash Doba
Partner
Membership No. 232320
UDIN: 23232340BGXCDD1235



Place: Hyderabad
Date: 9th June, 2023

Annexure A to the Independent Auditors' Report

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

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

- (i). In respect of the company's Property, Plant and Equipment, and Intangible Assets:
 - a. (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of property plant and equipment.

(B) The Company is maintaining proper records showing full particulars of intangible assets.
 - b. The Company has carried out physical verification of all its property plant and equipment. In our opinion, the frequency of verification is reasonable considering the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification
 - c. According to the information and explanation given to us, the records examined by us, and based on the examination of the conveyance deeds/ registered sale deed provided to us, we report that the title deeds, comprising all the immovable properties of land & building which are free hold, are held in the name of the company as on the balance sheet date.
 - d. The Company has not revalued its Property, Plant and Equipment (and Right of Use Assets) or Intangible assets, or both during the year. Accordingly, Clause 3(i)(d) of the Order is not applicable to the company.
 - e. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and rules made thereunder. Accordingly, Clause 3(i)(e) of the Order is not applicable to the Company.
- (ii). (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no material discrepancies were noted in inventory. However, these discrepancies have been properly dealt with in the books of accounts.

(b) The Company has not been sanctioned working capital limits of over five crore rupees, in aggregate, from banks and financial institutions based on the security of current assets; Accordingly, Clause ii(b) of the order does not apply to the company.
- (iii). The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, Clause 3(iii)(a) to (f) of the Order is not applicable to the Company.



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

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

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



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



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



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

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



Avinash Doba
Partner
Membership No. 232320
UDIN: 23232340BGXCDD1235

Place: Hyderabad
Date: 9th June, 2023

Annexure - B to the Independent Auditors' Report

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

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

We have audited the internal financial controls over financial reporting of **PITTI CASTINGS PRIVATE LIMITED** ("the Company") as of 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

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

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



Meaning of Internal Financial Controls Over Financial Reporting

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

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

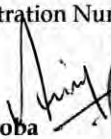
Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

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


Avinash Doba
Partner
Membership No. 232320
UDIN: 23232340BGXCDD1235
Place: Hyderabad
Date: 9th June, 2023





PITTI CASTINGS PRIVATE LIMITED

BALANCE SHEET
as at 31 March, 2023

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

As per our Report of even date

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


Avinash Doba
Partner
Membership No:232320

Hyderabad
Date: 09.06.2023



Sharad B Pitti
Chairman
DIN:00078716

Pitti Castings Private Limited
CIN : U27310TG2011PTC077863

Akshay S Pitti
Director
DIN:00078760

Nishitha Agarwal
Company Secretary
ACS: 65553

Hyderabad
Date: 09.06.2023



PITTI CASTINGS PRIVATE LIMITED

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

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

As per our Report of even date

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

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

Sharad B Pitti
Chairman
DIN:00078716

Akshay S Pitti
Director
DIN:00078760

Avinash Doba
Partner
Membership No:232320



Hyderabad
Date: 09.06.2023

Nishitha Agarwal
Company Secretary
ACS: 65553

Hyderabad
Date: 09.06.2023



PITTI CASTINGS PRIVATE LIMITED

CASH FLOW STATEMENT
for the year ended 31 March, 2023

₹ In Lakhs

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

As per our report of even date

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

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

Sharad B Pitti
Chairman
DIN:00078716

Akshay S Pitti
Director
DIN:00078760

Avinash Doba
Partner
Membership No:232320



Hyderabad
Date : 09.06.2023

Nishitha Agarwal

Nishitha Agarwal
Company Secretary
ACS: 65553

Hyderabad
Date : 09.06.2023



PITTI CASTINGS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS

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



Notes

(a) Equity Share Capital

(i) Reconciliation of equity shares

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

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

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

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

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

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

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

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

(b) Preference Share Capital

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

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



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

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

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

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

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

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

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

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



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

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



Notes:

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

(i) Loans from Bank:

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

(ii) Loans from Related Parties:

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



(ii) Loans from Related Parties:

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

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

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

Note:

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

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

Note:

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



Trade payable ageing schedule for the year ended 31.03.2023

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

Trade payable ageing schedule for the year ended 31.03.2022

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



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

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



	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	as at 1-Apr-22	Additions	Deletions / Adjustments	as at 31-Mar-23	for the Year	Deletions/ adjustments	as at 31-Mar-23	as at 31-Mar-22
TANGIBLE ASSETS:								
Land	899.66	-	-	899.66	-	-	899.66	899.66
Buildings	981.29	344.41	-	1,325.70	40.90	-	1,006.35	702.84
Plant & Machinery	5,729.71	478.38	-	6,208.09	387.86	-	1,153.42	1,062.90
Testing Equipments	136.99	59.75	-	196.74	12.73	-	72.26	25.25
Safety Equipments	2.69	-	-	2.69	0.21	-	0.41	0.62
Material Handling Equipments	100.66	-	-	100.66	13.27	-	31.76	45.03
Electrical Installations & Machinery Tools	334.04	106.97	18.43	422.58	23.73	17.51	175.02	92.70
Furniture & Fixtures	92.60	15.20	-	107.80	5.13	-	38.65	18.58
Office Equipments	71.21	20.57	-	91.78	8.37	-	41.81	29.62
Computers & Computer Peripherals	61.45	3.83	-	65.28	5.58	-	9.95	11.69
Vehicles	10.50	-	-	10.50	9.97	-	0.52	0.52
Less: Assets held for sale (Land)	-	-	-	-	-	-	-	-
Sub Total	8,420.80	1,029.11	18.43	9,431.48	497.78	17.51	6,011.67	2,888.41
INTANGIBLE ASSETS:								
Computers Software	116.51	-	-	116.51	0.13	-	5.78	5.91
Sub Total	116.51	-	-	116.51	0.13	-	110.73	5.91
CAPITAL WORK IN PROGRESS:								
Capital Work in Progress	434.48	1,141.79	1,029.11	547.16	-	-	-	434.48
TOTAL(A)	8,971.80	2,170.91	1,047.55	10,095.16	497.91	17.51	6,122.40	3,239.80
Previous Year	8,133.39	532.57	255.13	8,410.84	3,675.75	8.48	4,338.20	4,512.39

CWIP Ageing for FY 2022-23

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

CWIP Ageing for FY 2021-22

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



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

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

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

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

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

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



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

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

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

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



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

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



NOTES TO FINANCIAL STATEMENTS

₹ In Lakhs

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

₹ In Lakhs

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

₹ In Lakhs

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



₹ In Lakhs

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

₹ In Lakhs

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

₹ In Lakhs

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



₹ In Lakhs

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



NOTES TO FINANCIAL STATEMENTS

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

1.1. CORPORATE INFORMATION

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

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

1.2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

(a) Basis of Accounting

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

(b) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

(c) Current/ Non-Current Classification

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

(d) Going Concern

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



1.3. TANGIBLE AND INTANGIBLE ASSETS

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

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

Capital Work in Progress & Capital Advances

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

1.4. DEPRECIATION

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

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

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

1.5. REVENUE / EXPENDITURE RECOGNITION

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

Interest income is recognized on the time proportion basis.

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



1.6. INVESTMENTS

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

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

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

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

1.7. INVENTORIES

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

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

Patterns Development:

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



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

1.8. FOREIGN CURRENCY TRANSACTIONS AND BALANCES

(a) Initial Recognition

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

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

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

1.9. EMPLOYEE BENEFITS

Defined Contribution Plan:

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

Defined Benefit Plan:

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

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

1.10. BORROWING COSTS

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

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



1.11. LEASES

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

1.12. IMPAIRMENT

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

1.13. EARNINGS PER SHARE

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

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

1.14. SEGMENT REPORTING

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

Geographical segment is recognized as Secondary Segment.

1.15. PROVISIONS AND CONTINGENCIES

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

1.16. TAXATION

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



(a) **Current Tax:**

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

(b) **Deferred Tax:**

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

2.24. Earnings per share (EPS)

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

2.25. Contingent Liabilities & Commitments

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

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



2.26. Employee Benefit Plans

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

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

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



2.27. Details of consumption of Raw Materials

₹ In Lakhs

Description	Year 2022-23	Year 2021-22
Imported	181.41	138.21
Indigenous	5,539.31	6,334.11
TOTAL	5,720.72	6,472.32

2.28. Details of manufactured goods

₹ In Lakhs

Description	Sales Value (Net) 2022-23	Sales Value (Net) 2021-22
Castings	14,880.27	13,654.08
Others	151.94	89.92
TOTAL	15,032.21	13,744.00

2.29. Details of Work in process

₹ In Lakhs

Description	As at 31.03.2023	As at 31.03.2022
Castings	834.51	1,278.80

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

2.30. CIF value of Imports

₹ In Lakhs

Particulars	Year 2022 - 23	Year 2021 - 22
Raw Materials	181.41	138.21
Stores, Spares & Consumables	126.53	41.77
Capital purchase	122.03	-
TOTAL	429.97	179.98

2.31. Earnings in Foreign Currency

₹ In Lakhs

Particulars	Year 2022 - 23	Year 2021 - 22
FOB value of Exports	-	-



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

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

2.33. Segment Reporting:

- a) Primary Segment Reporting –
The Company has identified “Manufacture of Castings” as the only primary reportable segment.
- b) Secondary Segment by Geographical Segment.

₹ In Lakhs

Sl.No	Segment Revenue (Gross)	Year 2022 - 23	Year 2021 - 22
a)	India	17,677.79	16,109.95
b)	Outside India	-	-
	TOTAL	17,677.79	16,109.95

Total carrying amount of segment assets by geographical location of assets, for each geographical segment whose assets are 10% or more of the total assets of all geographical segments and the additions to the same areas under.

₹ In Lakhs

Sl. No	Segment Assets	Carrying amount of assets as on		Additions to Fixed Assets during the year			
		As at 31.03.2023	As at 31.03.2022	Year 2022-23		Year 2021-22	
				Ready to use	CWIP	Ready to use	CWIP
a)	India	11,624.08	11,441.34	2,170.91	547.16	131.43	434.48
b)	Outside India		(1.08)				
	TOTAL	11,624.08	11,440.26	2,170.91	547.16	131.43	434.48



2.34. Related party disclosures:
A. List of Related parties:

- I. **Directors**
Shri Sharad B Pitti
Shri Akshay S Pitti
- II. **Relatives of Directors with whom transaction have taken place**
Smt. Madhuri S Pitti
- III. **Key Managerial Personnel**
Ms. Nishitha Agarwal, Company Secretary (Appointed w.e.f 1st July 2022)
- IV. **Companies in which Directors are interested with whom transactions have taken place**
Pitti Engineering Limited
Pitti Electrical Equipment Private Limited – Holding Company

B. Transactions and balances outstanding with related parties:
I) For the FY 2022-23
₹ In Lakhs

S. No	Transactions/ Outstanding Balances	Directors/ Relatives	Firm/Companies in which Directors are interested	Holding Company	Key Managerial Personnel	Total
1	Remuneration	-	-	-	-	-
2	Rent /Lease	1.28	-	-	-	1.28
3	Purchase of goods & services	-	1,330.96	-	-	1,330.96
4	Sale of goods & services	-	7,830.79	811.82	-	8,642.61
5	Unsecured Loans-accepted	1,760.00	-	4,942.50	-	6,702.50
6	Unsecured Loans-repaid	5,227.96	-	510.00	-	5,737.96
7	Amount payable at the yearend – Unsecured Loans	-	-	-	-	-
8	Amount payable at the year ended	-	579.87	42.35	-	622.22
9	Amount receivable at the year ended	-	519.27	-	-	519.27

Note : Unsecured loan from holding company (Pitti Electrical and Equipment Pvt Ltd.) amounting to Rs. 83,80,00,000/- was converted to 8,38,00,000 Equity Shares of ₹10 each.



II) For the FY 2021-22

₹ In Lakhs

S.No	Transactions/ Outstanding Balances	Directors/ Relatives	Firm/Companies in which Directors are interested	Holding Company	Key Managerial Personnel	Total
1	Remuneration	-	-	-	-	-
2	Rent /Lease	1.26	-	-	-	1.26
3	Purchase of goods & services	-	1,191.80	99.36	-	1,291.16
4	Sale of goods & services	-	9,769.64	-	-	9,769.64
5	Unsecured Loans- accepted	2,540.50	-	-	-	2,540.50
6	Unsecured Loans- repaid	100.00	-	-	-	100.00
7	Amount payable at the year ended – Unsecured Loans	3,467.96	-	3,947.50	-	7,415.46
8	Amount payable at the year ended	-	283.65	112.28	-	395.93
9	Amount receivable at the year ended	-	1,931.85	-	-	1,931.85

Note: The salary of Company Secretary is paid by holding company i.e Pitti Electrical Equipment Private Limited.

2.35. Deferred Tax

₹ In Lakhs

Sl.No.	Particulars	Deferred Tax (Liability)/Asset at 01.04.2022	Current Year charge (Credit) /Debit	Deferred Tax (Liability)/Asset as at 31.03.2023
1	Related to timing difference on depreciation on fixed assets.	37.37	25.61	62.98
2	Related to carry forward Unabsorbed Depreciation & Business Losses	2,312.83	(214.31)	2,098.52
3	Employee Benefits	36.25	3.45	39.70
	Deferred Tax Asset (Net)	2,386.45	(185.25)	2,201.20

2.36. No asset is impaired during the year as the assets are having recoverable value which is more than the carrying amount.



2.37. Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Disclosure required as per section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act.) as at 31.03.2023.

Sl. No	Description	₹ In Lakhs	
		As at 31.03.2023	As at 31.03.2022
1	Principal amount due to suppliers under MSMED	108.91	210.90
2	Amount due not paid after 45 days	-	-
3	Interest accrued and due to suppliers covered under MSMED on the above amount, unpaid	-	-
4	Payment made to suppliers (with Interest) beyond the appointed day during the year.	-	-
5	Payment made to suppliers (Other than interest) beyond the appointed day during the previous year	-	-
6	Interest paid to suppliers covered under MSMED	-	4.99
7	Interest due & Payable to suppliers covered under MSMED Act, towards payments already made.	-	-

The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises based on information available with company.

- 2.38.** The Company has not provided for Cess as specified in section 441 A of the Companies Act, 1956 and in the absence of any notification by the Central Govt.
- 2.39.** Letters have been written for confirmation of debit and credit balances pertaining to debtors and creditors and reply from the parties is awaited.
- 2.40.** The Company has prepared these financial statements as per the format prescribed by Schedule III to the Companies Act, 2013 issued by Ministry of Corporate Affairs.
- 2.41.** Previous year's figures have been regrouped/rearranged wherever necessary to confirm to current year's grouping/classification.



2.42. Ratios

S.No	Particulars	Numerator	Denominator	31.03.2023	31.03.2022	Variance	Reason for variance more than 25%
1	Current Ratio (in times)	Current Assets	Current Liability	1.26	0.88	42.85	Note 1a
2	Debt Equity Raio(in times)	Debt	Equity	0.06	-5.48	101.10	Note 1b
3	Debt service coverage ratio (in times)	Earnings available for debt service	Interest	8.59	7.27	18.19	
4	Return on equity (in %)	Profit after tax	Shareholder Equity	0.07	-0.11	159.79	Note 1c
5	Inventory Turnover Ratio (in times)	Sales	Average Inventory	4.71	6.41	-26.63	Note 1d
6	Trade receivable turnover ration (in times)	Net Sales	Average receivables	8.48	6.32	34.07	Note 1e
7	Trade payable turnover ratio (in times)	Net Purchase	Average Payables	2.16	1.76	22.81	
8	Net Working Capital Turnover ratio (in times)	Net Sales	Working Capital	13.96	-18.92	173.80	Note 1f
9	Net Profit Ratio (In %)	Net Profit	Net Sales	0.03	-0.01	366.19	Note 1g
10	Return on capital employed(in%)	Earning before Interest & taxes	Capital Employed	0.11	0.02	527.68	Note 1h
11	Return on investment (in times)	Current value of investment	Cost of investment	1	1	-	



Note 1a Due to reduction in current liabilities, working capital was improved as compared to previous year, which leads to improvement in current Ratio

Note 1b Decrease in Borrowings and increase in Equity leads to improvement in Debt Equity Ratio

Note 1c Due to higher net margins, PAT became positive in FY 23, which resulted in positive ROE.

Note 1d Improvement in net sales and Avg. Inventory drive leads to decrease in ratio.

Note 1e Improvement in Collection drive leads to improvement in ratio.

Note 1f Due to adequate net working capital leads to improvement in ratio.

Note 1g Due to higher net margins, PAT became positive in FY 23, which resulted in a positive ratio.

Note 1h Due to higher net margins, PAT became positive in FY 23, which resulted in a positive ROCE.

Definitions:

- (a) Current Assets = Total Current Assets as per Balance Sheet
- (b) Current Liabilities = Total Current Liabilities as per Balance Sheet
- (C) Debt = Long Term and Short Term Borrowings as per the Balance Sheet
- (d) Equity / Share Holder Equity = Total Equity as per Balance Sheet
- (e) EBDIT = Profit before tax + Depreciation and Interest on term loans + Interest on Working Capital Borrowings
- (f) Interest= Total Interest Cost on Borrowings (Term Loans and Working Capital Borrowings)
- (g) Average Inventory = (Opening Inventory + Closing Inventory) / 2
- (h) Average Receivables = (Opening Receivables + Closing Receivables) / 2
- (i) Average Payables = (Opening Payables + Closing Payables) / 2
- (j) Working Capital = Current Assents - Current Liabilities
- (k) Capital Employed = Total Assets - Current Liabilities



2.43. Other Statutory Information

- (i) The Company does not have any Benami property where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.
- (iii) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (iv) The Company does not have any transactions with companies struck off.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (vi) The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies (Restriction on number of Layers) Rules 2017.
- (vii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee security or the like to or on behalf of the Ultimate Beneficiaries.
- (viii) The Company has not received any fund from any person(s) or entity(ies) including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee security or the like on behalf of the Ultimate Beneficiaries.
- (ix) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act 1961 (such as search or survey or any other relevant provisions of the Income Tax Act 1961).



- (x) The company has not traded or invested in crypto currency or Virtual currency during the financial year.

As per our report of even date

**For SVD & Associates
Chartered Accountants**


**Avinash Doba
Partner
M.No. 232320**




**Sharad B Pitti
Chairman
DIN: 00078716**

For and on behalf of the Board

**Pitti Castings Private Limited
CIN:U27310TG2011PTC077833**


**Akshay S Pitti
Director
DIN: 00078760**

**Hyderabad
Date: 09.06.2023**


**Nishitha Agarwal
Company Secretary
ACS: 65553**

**Hyderabad
Date: 09.06.2023**

ANNEXURE 13.2

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



BALANCE SHEET

as at 31st March 2023

Particulars	Notes	As at	As at
		31.03.2023	31.03.2022
		₹ in lakhs	₹ in lakhs
ASSETS			
NON-CURRENT ASSETS			
(a) Right of use of Assets	2	-	16.38
(b) Financial Assets			
(i) Other financial assets	3	-	0.10
(c) Other non-current assets	4	-	0.25
(d) Deferred tax Asset(net)		-	0.43
TOTAL NON - CURRENT ASSETS		-	17.16
CURRENT ASSETS			
(a) Financial Assets			
(i) Cash and Cash equivalents	5	0.10	0.86
TOTAL CURRENT ASSETS		0.10	0.86
TOTAL ASSETS		0.10	18.02
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	6	5.00	5.00
(b) Other equity	7	(5.16)	(5.37)
TOTAL EQUITY		(0.16)	(0.37)
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Lease Liability	8	-	16.59
TOTAL NON-CURRENT LIABILITIES		-	16.59
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Trade payables	9		
Dues to micro and small enterprises		-	-
Dues to other enterprises		-	0.06
(ii) Other financial liabilities	10	0.26	0.25
(iii) Lease Liability	11	-	1.49
TOTAL CURRENT LIABILITIES		0.26	1.80
TOTAL EQUITY AND LIABILITIES		0.10	18.02

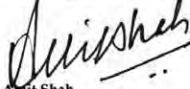
Significant accounting policies and the accompanying notes 1 to 16 are an integral part of the Financial Statements.

As per our Report of even date

For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
CIN: U29100TG2020PLC144524


For Talati & Talati LLP
Chartered Accountants


Firm's Registration Number:110758W/W100377



Amit Shah
Partner
Membership No:122131



Place : Hyderabad
Date : 20th May 2023


Sharad B Pitti
Director
DIN:00078716


Akshay S Pitti
Director
DIN:00078760


M Pavan Kumar
Director
DIN:09570371

Place : Hyderabad
Date : 20th May 2023

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



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

Particulars	Notes	For the Year ended	For the Year ended
		31.03.2023	31.03.2022
		₹ in lakhs	₹ in lakhs
INCOME			
Other income	12	1.60	0.01
TOTAL INCOME		1.60	0.01
EXPENSES			
Finance costs	13	0.01	1.59
Depreciation and amortization expenses	2	0.26	1.02
Other expenses	14	0.69	0.83
TOTAL EXPENSES		0.96	3.44
Profit before tax		0.64	(3.43)
TAX EXPENSES	15		
(a) Current tax		-	-
(b) Deferred tax		0.43	(0.28)
TOTAL TAX EXPENSES		0.43	(0.28)
Profit for the period		0.21	(3.15)
Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined benefit (liability)/ assets		-	-
Change in fair value of non-current investment		-	-
Change in fair value of current investment		-	-
(ii) Items that will be reclassified subsequently to profit or loss			
Total other comprehensive income		-	-
Total Comprehensive Income		0.21	(3.15)
Earnings per Equity Share of Face Value of ₹ 10/- each	16.1		
(a) Basic		0.42	(6.30)
(b) Diluted		0.42	(6.30)

Significant accounting policies and the accompanying notes 1 to 16 are an integral part of the Financial Statements.


As per our Report of even date

For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
CIN: U29100TG2020PLC144524

For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number:110758W/W100377

Sharad B Pitti
Director
DIN:00078716

Akshay S Pitti
Director
DIN:00078760


Amit Shah
Partner
Membership No:122131



Place : Hyderabad
Date : 20th May 2023


M Pavan Kumar
Director
DIN:09570371

Place : Hyderabad
Date : 20th May 2023

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



STATEMENT OF CHANGES IN EQUITY
for the period ended 31st March 2023

(a) Equity Share Capital ₹ in lakhs

Particulars	Note No.	
Balance as at 1 April, 2021		5.00
Changes in equity share capital during the year		-
Balance as at 31 March, 2022	6	5.00
Balance as at 1 April, 2022		5.00
Changes in equity share capital during the year		-
Balance as at 31 March, 2023	6	5.00

(b) Other Equity ₹ in lakhs


Particulars	Reserves & Surplus			Items of other comprehensive income		Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	Equity instruments through other comprehensive income	Other items of other comprehensive income	
Balance as on 1 April, 2021	-	-	(2.22)	-	-	(2.22)
Profit for the year	-	-	(3.15)	-	-	(3.15)
Balance as on 31 March, 2022	-	-	(5.37)	-	-	(5.37)
Balance as on 1 April, 2022	-	-	(5.37)	-	-	(5.37)
Profit for the year	-	-	0.21	-	-	0.21
Balance as on 31 March, 2023	-	-	(5.16)	-	-	(5.16)

Significant accounting policies and the accompanying notes 1 to 16 are an integral part of the Financial Statements.

As per our Report of even date


For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
CIN: U29100TG2020PLC144524


For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number:110758W/W100377


Amit Shah
Partner
Membership No:122131



Place: Hyderabad
Date : 20th May 2023


Sharad B Pitti
Director
DIN:00078716


Akshay S Pitti
Director
DIN:00078760


M Pavan Kumar
Director
DIN:09570371

Place : Hyderabad
Date : 20th May 2023

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



CASH FLOW STATEMENT

for the year ended 31st March 2023

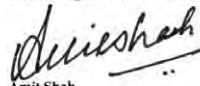
₹ in lakhs

Particulars	For the year ended 31.03.2023		For the year ended 31.03.2022	
A. CASH FLOW FROM OPERATING ACTIVITIES				
profit before tax	0.64		(3.43)	
Adjusted for				
Depreciation and Amortisation expenses	0.26		1.02	
Interest Income	(1.60)		(0.01)	
Finance Costs	0.01	(0.69)	1.59	(0.83)
Operating Profit before Working Capital changes		(0.69)		(0.83)
Working Capital changes adjusted for				
Trade & Other financial and non financial assets	0.37		0.01	
Trade Payables and other financial and non financial liabilities	(0.05)		0.06	
		0.32		0.07
Cash generated from operations		(0.37)		(0.76)
Taxes Paid		-		-
Cash Flow before extraordinary items		(0.37)		(0.76)
Net Cash Flow From Operating Activities - (A)		(0.37)		(0.76)
B. CASH FLOW FROM INVESTING ACTIVITIES				
ROU Assets as per IND AS 116		16.12		-
Interest income received		1.58		0.01
Net Cash used in Investing Activities - (B)		17.70		0.01
C. CASH FLOW FROM FINANCING ACTIVITIES				
Finance charges	0.39		(0.02)	
Cash payments for principal portion of lease liability	(0.38)		(1.48)	
Cash payments for interest portion of lease liability	(0.02)		(0.09)	
Lease Liability	(18.08)		0.09	
		(18.09)		(1.50)
Net Cash used in Finance Activities - (C)		(18.09)		(1.50)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		(0.76)		(2.25)
Opening Balance in Cash and Cash Equivalents		0.86		3.11
Closing Balance in Cash and Cash Equivalents		0.10		0.86
Components of cash and cash equivalents:				
Cash on hand		-		0.04
Balances with banks				
current accounts		0.10		0.82
Total cash and cash equivalents		0.10		0.86

As per our Report of even date


For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
CIN: U29100TC2020PLC144524


For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number:110758W/W100377



Amit Shah
Partner
Membership No:122131

Place : Hyderabad
Date : 20th May 2023




Sharad B Pitti
Director
DIN:00078716


Akshay S Pitti
Director
DIN:00078760


M Pavan Kumar
Director
DIN:09570371

Place : Hyderabad
Date : 20th May 2023

ANNEXURE 13.3

PITTI ENGINEERING LIMITED



BALANCE SHEET as at 31st March 2023

Particulars	Notes	As at	As at
		31.03.2023	31.03.2022
		₹ in lakhs	₹ in lakhs
ASSETS			
NON-CURRENT ASSETS			
(a) Property, plant and equipment	2A	27,887.49	22,785.15
(b) Capital work-in-progress		2,405.69	61.23
(c) Intangible Assets	2B	919.98	1,382.42
(d) Right of use of Assets	2C	7,428.52	8,283.71
(e) Investment property	2D	190.90	203.82
(f) Financial Assets			
(i) Investments	3A	1,519.52	1,646.00
(ii) Other financial assets	3B	852.55	190.15
(g) Other non-current assets	4	2,374.58	2,318.11
TOTAL NON - CURRENT ASSETS		43,579.23	36,870.59
CURRENT ASSETS			
(a) Inventories	5	23,931.40	27,228.71
(b) Financial Assets			
(i) Investments	6A	1.11	0.73
(ii) Trade receivables	6B	18,144.63	20,426.46
(iii) Cash and Cash equivalents	6C	3,970.04	762.95
(iv) Other bank balances	6D	2,546.46	2,740.43
(v) Other financial assets	6E	86.25	87.76
(c) Other current assets	7	5,541.38	7,527.02
TOTAL CURRENT ASSETS		54,221.27	58,774.06
TOTAL ASSETS		97,800.50	95,644.65
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	8	1,602.92	1,602.92
(b) Other equity	9	31,805.75	26,794.05
TOTAL EQUITY		33,408.67	28,396.97
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	10 A	12,187.91	11,018.84
(ii) Lease liability	10 B	5,403.58	5,274.51
(iii) Other Financial Liabilities		0.36	0.72
(b) Provisions	11	817.05	780.28
(c) Deferred tax liabilities (net)	12	851.08	912.73
TOTAL NON-CURRENT LIABILITIES		19,259.98	17,987.08
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	13A	16,802.92	21,423.95
(ii) Trade payables	13B		
Dues to micro and small enterprises		136.05	131.73
Dues to other enterprises		24,994.29	21,889.90
(iii) Other financial liabilities	13C	832.23	851.85
(iv) Lease liability	13D	1,248.55	1,541.07
(b) Other current liabilities	14	453.43	1,481.99
(c) Provisions	15	425.14	376.90
(d) Income tax liabilities (net)	16	239.24	1,563.21
TOTAL CURRENT LIABILITIES		45,131.85	49,260.60
TOTAL EQUITY AND LIABILITIES		97,800.50	95,644.65

Significant accounting policies and the accompanying notes 1 to 25 are an integral part of the standalone Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors of
Pitti Engineering Limited
CIN : L29253TG1983PLC004141

For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number: 110758W/W100377

Sharad B Pitti
Chairman & Managing Director
DIN:00078716

Akshay S Pitti
Vice-Chairman &
Managing Director
DIN:00078760

Amit Shah
Partner
M. No:122131



N R Canti
Director
DIN:00021592

M Pavan Kumar
Chief Financial Officer
M. No: 216936

Mary Monica Braganza
Company Secretary & Compliance
Officer
M. No: F5532

Place : Hyderabad
Date : 29th May 2023

Place : Hyderabad
Date : 29th May 2023

STATEMENT OF PROFIT & LOSS
for the year ended 31st March 2023

Particulars	Notes	For the Year ended	For the Year ended
		31.03.2023	31.03.2022
		₹ in lakhs	₹ in lakhs
INCOME			
Revenue from operations	17	1,10,017.15	95,382.38
Other income	18	1,781.46	1,644.02
TOTAL INCOME		1,11,798.61	97,026.40
EXPENSES			
Cost of Materials consumed	19	78,143.23	69,425.51
Changes in inventories of work-in-process, finished goods and scrap	20	87.57	(1,610.57)
Employee benefits expenses	21	8,662.85	7,847.11
Finance costs	22	4,465.78	3,960.39
Depreciation and amortization expenses	2	4,464.97	3,886.66
Other expenses	23	7,984.35	6,457.25
TOTAL EXPENSES		1,03,808.75	89,966.35
Profit before tax		7,989.86	7,060.05
TAX EXPENSES	24		
(a) Current tax		2,130.09	1,955.15
(b) Tax relating to earlier years		(1.31)	10.20
(c) Deferred tax		(21.92)	(95.42)
TOTAL TAX EXPENSES		2,106.86	1,869.93
Profit for the period		5,883.00	5,190.12
Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit plans		(31.74)	2.93
Change in fair value of non-current investment		(126.48)	-
Change in fair value of current investment		0.37	(0.33)
Income tax relating to items that will not be reclassified subsequently to profit or loss		39.73	(0.66)
(ii) Items that will be reclassified subsequently to profit or loss			
Total other comprehensive income		(118.12)	1.94
Total Comprehensive Income		5,764.88	5,192.06
Earnings per Equity Share of Face Value of ₹ 5/- each	25.1		
(a) Basic		18.36	16.19
(b) Diluted		18.36	16.19

Significant accounting policies and the accompanying notes 1 to 25 are an integral part of the standalone Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors of
Pitti Engineering Limited
CIN : L29253TG1983PLC004141

For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number: 110758W/W100377

Sharad B Pitti
Chairman & Managing Director
DIN:00078716

Akshay S Pitti
Vice-Chairman &
Managing Director
DIN:00078760

Amit Shah
Partner
M. No:122131



N R Ganti
Director
DIN:00021592

M Pavan Kumar
Chief Financial Officer
M. No: 216936

Mary Monica Braganza
Company Secretary &
Compliance Officer
M.No:F5532

Place : Hyderabad
Date : 29th May 2023

Place : Hyderabad
Date : 29th May 2023

STATEMENT OF CHANGES IN EQUITY
 for the year ended 31st March 2023

(a) Equity Share Capital

(₹ in lakhs)

Particulars	Note No.	
Balance as at 1st April 2021		1,602.92
Changes in equity share capital during the year		-
Balance as at 31st March 2022	8	1,602.92
Balance as at 1st April 2022		1,602.92
Changes in equity share capital during the year		-
Balance as at 31st March 2023	8	1,602.92

(b) Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus			Items of other comprehensive income		
	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total Other Equity
Balance as at 1st April 2021	8,106.46	750.48	13,054.05	(92.91)	160.50	21,978.58
Profit and loss during period	-	-	5,190.12	-	-	5,190.12
Fair Valuation of investments	-	-	-	(0.25)	-	(0.25)
Actuarial Gain / Loss	-	-	-	-	2.19	2.19
Total Comprehensive Income for the previous year	8,106.46	750.48	18,244.17	(93.16)	162.69	27,170.64
Dividends	-	-	(376.59)	-	-	(376.59)
Transfer to retained earnings	-	-	-	-	-	-
Balance as at 31st March 2022	8,106.46	750.48	17,867.58	(93.16)	162.69	26,794.05
Balance as at 1st April 2022	8,106.46	750.48	17,867.58	(93.16)	162.69	26,794.05
Profit and loss during period	-	-	5,883.00	-	-	5,883.00
Fair Valuation of investments	-	-	-	(94.37)	-	(94.37)
Actuarial Gain Loss	-	-	-	-	(23.75)	(23.75)
Total Comprehensive Income for the current year	8,106.46	750.48	23,750.58	(187.53)	138.94	32,558.93
Dividends	-	-	(753.18)	-	-	(753.18)
Transfer to retained earnings	-	-	-	-	-	-
Balance as at 31st March 2023	8,106.46	750.48	22,997.40	(187.53)	138.94	31,805.75


Significant accounting policies and the accompanying notes 1 to 25 are an integral part of the standalone Financial Statements.

As per our Report of even date

 For and on behalf of the Board of Directors of
 Pitti Engineering Limited
 CIN : L29253TG1983PLC004141



 Sharad B Pitti
 Chairman & Managing Director
 DIN:00078716

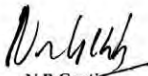


 Akshay S Pitti
 Vice-Chairman &
 Managing Director
 DIN:00078760

 For Talati & Talati LLP
 Chartered Accountants
 Firm's Registration Number: 110758W/W100377



 Amit Shah
 Partner
 M. No:122131



 N R Ganti
 Director
 DIN:00021592



 M Pavan Kumar
 Chief Financial Officer
 M. No: 216936



 Mary Monica Braganza
 Company Secretary &
 Compliance Officer
 M. No:F5532

 Place : Hyderabad
 Date : 29th May 2023

 Place : Hyderabad
 Date : 29th May 2023

CASH FLOW STATEMENT
for the year ended 31st March 2023

(₹ in lakhs)

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	7,989.86	7,060.05
Adjusted for		
Depreciation and amortisation	4,464.97	3,886.66
Interest Income	(176.26)	(96.38)
Credit Risk Impaired	43.54	70.60
Credit Risk Allowance	(0.55)	(61.11)
Loss / (Profit) on sale of fixed assets (net)	(21.70)	(30.14)
Re-measurement gains/ (losses) on employee defined benefit plans	(31.74)	2.93
Re-measurement gains/ (losses) on Investments	0.38	(0.33)
Loss on current financial assets measured at FVTPL	(0.38)	0.33
Advance received for Assets held for sale	-	(385.00)
Unrealised foreign exchange differences	75.94	256.13
Finance Costs	4,465.78	3,960.39
Operating Profit before Working Capital changes	16,809.84	14,664.13
Working Capital changes adjusted for		
Trade & Other Receivables	3,490.96	(7,750.26)
Inventories	3,297.31	(11,506.62)
Trade and other payables	2,071.55	15,178.87
	8,859.82	(4,078.01)
Cash generated from operations	25,669.66	10,586.12
Direct Taxes Paid	(3,452.75)	(1,792.76)
Cash Flow before extraordinary items	22,216.91	8,793.36
Net Cash Flow From Operating Activities - (A)	22,216.91	8,793.36
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & equipment and intangibles	(9,570.85)	(6,148.41)
Advances to Property, Plant & equipment and intangibles	(63.10)	(1,542.26)
ROU Assets as per IND AS 116	(1,063.57)	(1,707.17)
Proceeds from sale of fixed assets	171.48	73.70
Interest income received	155.19	45.69
Net Cash used in Investing Activities - (B)	(10,370.85)	(9,278.45)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Cash Payments for Principal portion of lease liability	(160.58)	90.50
Cash Payments for interest portion of lease liability	(2.87)	(14.68)
Proceeds from Borrowings - Noncurrent (including current maturities)	3,819.65	9,097.55
Repayment of Borrowings - Noncurrent (including current maturities)	(3,177.58)	(4,281.34)
Borrowings - Current (Net)	(4,094.03)	(96.78)
Finance charges	(4,465.78)	(3,532.03)
Long Term Deposits received	(0.36)	-
Term Deposit Accounts with financial institutions	195.76	334.68
Payment of Dividend	(751.39)	(376.59)
Unclaimed Dividend	(1.79)	1.83
	(8,638.97)	1,223.14
Net Cash used in Finance Activities - (C)	(8,638.97)	1,223.14
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	3,207.09	738.05
Opening Balance in Cash and Cash Equivalents	762.95	24.90
Closing Balance in Cash and Cash Equivalents	3,970.04	762.95
Components of cash and cash equivalents:		
Cash on hand	3.31	9.65
Balances with banks		
Current accounts	1,234.62	752.27
EEFC accounts	1.11	1.03
Term Deposit Accounts with in 3 months of maturity (Without lien)	2,731.00	-
Total cash and cash equivalents	3,970.04	762.95

As per our report of even date

For and on behalf of the Board of Directors of
Pitti Engineering Limited
CIN : L29253TG:1983PLC004141

For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number: 110758W/W100377

Sharad B Pitti
Chairman & Managing Director
DIN:00078716

Akshay S Pitti
Vice-Chairman & Managing
Director
DIN:00078760

Amit Shah
Partner
M. No:122131



N. S. Gandhi
Director
DIN:00021592

M Pavan Kumar
Chief Financial Officer
M. No: 216936

Mari Monica Braganza
Company Secretary &
Compliance Officer
M. No: F5532

Place : Hyderabad
Date : 29th May 2023

Place : Hyderabad
Date : 29th May 2023

ANNEXURE 14

PITTI ENGINEERING LIMITED CONSOLIDATED BALANCE SHEET as at 31st March 2023



Particulars	Notes	As at 31.03.2023 ₹ in lakhs	As at 31.03.2022 ₹ in lakhs
ASSETS			
NON-CURRENT ASSETS			
(a) Property, plant and equipment	2A	27,887.49	22,785.15
(b) Capital work-in-progress		2,405.69	61.23
(c) Intangible Assets	2B	919.98	1,382.42
(d) Right of use of Assets	2C	7,428.52	8,300.10
(e) Investment property	2D	190.90	203.82
(f) Financial Assets			
(i) Investments	3A	1,514.52	1,641.00
(ii) Other financial assets	3B	852.55	189.89
(g) Other non-current assets	4	2,374.58	2,318.36
TOTAL NON - CURRENT ASSETS		43,574.23	36,881.97
CURRENT ASSETS			
(a) Inventories	5	23,931.40	27,228.71
(b) Financial Assets			
(i) Investments	6A	1.11	0.73
(ii) Trade receivables	6B	18,144.63	20,426.46
(iii) Cash and Cash equivalents	6C	3,970.14	763.81
(iv) Other bank balances	6D	2,546.46	2,740.43
(v) Other financial assets	6E	86.25	87.76
(c) Other current assets	7	5,541.38	7,527.02
TOTAL CURRENT ASSETS		54,221.37	58,774.92
TOTAL ASSETS		97,795.60	95,656.89
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	8	1,602.92	1,602.92
(b) Other equity	9	31,800.59	26,788.68
TOTAL EQUITY		33,403.51	28,391.60
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	10 A	12,187.91	11,018.84
(ii) Lease Liability	10 B	5,403.58	5,291.10
(iii) Other Financial Liabilities		0.36	0.36
(b) Provisions	11	817.05	780.28
(c) Deferred tax liabilities(net)	12	851.08	912.30
TOTAL NON-CURRENT LIABILITIES		19,259.98	18,002.88
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	13A	16,802.92	21,423.95
(ii) Trade payables	13B		
Dues to micro and small enterprises		136.05	131.73
Dues to other enterprises		24,994.29	21,889.97
(iii) Other financial liabilities	13C	832.49	852.10
(iv) Lease liability	13D	1,248.55	1,542.56
(b) Other current liabilities	14	453.43	1,481.99
(c) Provisions	15	425.14	376.90
(d) Income tax liabilities (net)	16	239.24	1,563.21
TOTAL CURRENT LIABILITIES		45,132.11	49,262.41
TOTAL EQUITY AND LIABILITIES		97,795.60	95,656.89

Significant accounting policies and the accompanying notes 1 to 25 are an integral part of the consolidated Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors of
Pitti Engineering Limited
CIN : L29253TG1983PLC004141

For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number: 110758W/W100377

Sharad B Pitti
Chairman & Managing Director
DIN:00078716

Akshay S Pitti
Vice-Chairman & Managing
Director
DIN:00078760

Amit Shah
Partner
M. No:122131



N.R. Ganti
Director
DIN:00021592

M Pavan Kumar
Chief Financial Officer
M. No: 216936

Mary Monica Braganza
Company Secretary & Compliance
Officer
M. No: F5332

Place : Hyderabad
Date : 29th May 2023

Place : Hyderabad
Date : 29th May 2023

CONSOLIDATED STATEMENT OF PROFIT & LOSS

for the year ended 31st March 2023

Particulars	Notes	For the Year ended	For the Year ended
		31.03.2023	31.03.2022
		₹ in lakhs	₹ in lakhs
INCOME			
Revenue from operations	17	1,10,017.15	95,382.38
Other income	18	1,782.68	1,642.55
TOTAL INCOME		1,11,799.83	97,024.93
EXPENSES			
Cost of Materials consumed	19	78,143.23	69,425.51
Changes in inventories of work-in-process, finished goods and scrap	20	87.57	(1,610.57)
Employee benefits expenses	21	8,662.85	7,847.11
Finance costs	22	4,465.41	3,960.50
Depreciation and amortization expenses	2	4,465.23	3,887.68
Other expenses	23	7,985.04	6,458.08
TOTAL EXPENSES		1,03,809.33	89,968.31
Profit before tax		7,990.50	7,056.62
TAX EXPENSES	24		
(a) Current tax		2,130.09	1,955.15
(b) Tax relating to earlier years		(1.31)	10.20
(c) Deferred tax		(21.49)	(95.69)
TOTAL TAX EXPENSES		2,107.29	1,869.66
Profit for the period		5,883.21	5,186.96
Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit plans		(31.74)	2.93
Change in fair value of non-current investment		(126.48)	-
Change in fair value of current investment		0.37	(0.33)
Income tax relating to items that will not be reclassified subsequently to profit or loss		39.73	(0.65)
(ii) Items that will be reclassified subsequently to profit or loss			
Total other comprehensive income		(118.12)	1.95
Total Comprehensive Income		5,765.09	5,188.91
Earnings per Equity Share of Face Value of ₹ 5/- each	25.1		
(a) Basic		18.36	16.18
(b) Diluted		18.36	16.18

Significant accounting policies and the accompanying notes 1 to 25 are an integral part of the consolidated Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors of
Pitti Engineering Limited
CIN : L29253TG1983PLC004141

For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number: 110758W/W100377

Sharad B Pitti
Chairman & Managing Director
DIN:00078716

Akshay S Pitti
Vice-Chairman &
Managing Director
DIN:00078760

Amit Shah
Partner
M. No:122131



N R Ganti
Director
DIN:00021592

M Pavan Kumar
Chief Financial Officer
M. No: 216936

Manj Monica Braganza
Company Secretary &
Compliance Officer
M. No:F5532

Place : Hyderabad
Date : 29th May 2023

Place : Hyderabad
Date : 29th May 2023

PITTI ENGINEERING LIMITED



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the year ended 31st March 2023**

(a) Equity Share Capital

(₹ in lakhs)

Particulars	Note No.	
Balance as at 1 April, 2021		1,602.92
Changes in equity share capital during the year		-
Balance as at 31 March 2022	8	1,602.92
Balance as at 1 April, 2022		1,602.92
Changes in equity share capital during the year		-
Balance as at 31 March, 2023	8	1,602.92

(b) Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus			Items of other comprehensive income		Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance as on 1 April, 2021	8,106.46	750.48	13,051.83	(92.91)	160.50	21,976.36
Profit and loss during period	-	-	5,186.31	-	-	5,186.31
Fair Valuation of investments	-	-	-	(0.33)	-	(0.33)
Actuarial Gain Loss	-	-	-	-	2.93	2.93
Total Comprehensive Income for the current year	8,106.46	750.48	18,238.14	(93.24)	163.43	27,165.27
Dividends	-	-	(376.59)	-	-	(376.59)
Balance as on 31 March, 2022	8,106.46	750.48	17,861.55	(93.24)	163.43	26,788.68
Balance as on 1 April, 2022	8,106.46	750.48	17,861.55	(93.24)	163.43	26,788.68
Profit and loss during period	-	-	5,883.21	-	-	5,883.21
Fair Valuation of investments	-	-	-	(94.37)	-	(94.37)
Actuarial Gain Loss	-	-	-	-	(23.75)	(23.75)
Total Comprehensive Income for the current year	8,106.46	750.48	23,744.76	(187.61)	139.68	32,553.77
Dividends	-	-	(753.18)	-	-	(753.18)
Balance as on 31 March, 2023	8,106.46	750.48	22,991.58	(187.61)	139.68	31,800.59

Significant accounting policies and the accompanying notes 1 to 25 are an integral part of the consolidated Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors of
Pitti Engineering Limited
CIN : L29253TG1983PLC004141

For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number: 110758W/W100377

Sharad B Pitti
Chairman & Managing Director
DIN:00078716

Akshay S Pitti
Vice-Chairman &
Managing Director
DIN:00078760

Amit Shah
Partner
M. No:122131



N.B Ganti
Director
DIN:00021592

M Pavan Kumar
Chief Financial Officer
M. No: 216936

Mary Monica Braganza
Company Secretary &
Compliance Officer
M. No:F5532

Place : Hyderabad
Date : 29th May 2023

Place : Hyderabad
Date : 29th May 2023

CONSOLIDATED CASH FLOW STATEMENT
for the year ended 31st March 2023

(₹ in lakhs)

Particulars	For the year ended 31.03.2023		For the year ended 31.03.2022	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax	7,990.50		7,056.62	
Adjusted for				
Depreciation and amortisation expenses	4,465.23		3,887.68	
Interest Income	(177.86)		(96.39)	
Credit Risk Impaired	43.54		70.60	
Credit Risk Allowance	(0.55)		(61.11)	
Loss / (Profit) on sale of fixed assets (net)	(21.70)		(30.14)	
Re-measurement gains/(losses) on employee defined benefit plans	(31.74)		2.93	
Re-measurement gains/(losses) on Investments	(126.11)		(0.33)	
Loss on current financial assets measured at FVTPL	126.11		0.33	
Advance received for Assets held for sale	-		(385.00)	
Unrealised foreign exchange differences	75.94		256.13	
Finance Costs	4,465.43	16,808.79	3,960.50	14,661.82
Operating Profit before Working Capital changes		16,808.79		14,661.82
Working Capital changes adjusted for				
Trade & Other financial and non financial assets	3,491.32		(7,750.25)	
Inventories	3,297.31		(11,506.62)	
Trade Payables and other financial and non financial liabilities	2,071.50		15,178.94	
		8,860.13		(4,077.93)
Cash generated from operations		25,668.92		10,583.89
Direct Taxes Paid		(3,452.75)		(1,792.76)
Cash Flow before extraordinary items		22,216.17		8,791.13
Net Cash Flow From Operating Activities - (A)		22,216.17		8,791.13
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & equipment and intangibles		(9,570.85)		(6,148.40)
Advances to Property, Plant & equipment and intangibles		(63.10)		(1,542.26)
ROU Assets as per IND AS 116		(1,047.45)		(1,707.17)
Proceeds from sale of fixed assets		171.48		73.70
Interest income received		156.77		45.70
Net Cash used in Investing Activities - (B)		(10,353.15)		(9,278.43)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Cash Payments for Principal portion of lease liability	(178.66)		90.57	
Cash Payments for interest portion of lease liability	(2.87)		(14.68)	
Proceeds from Borrowings - Noncurrent (including current maturities)	3,819.65		9,097.55	
Repayment of Borrowings - Noncurrent (including current maturities)	(3,177.58)		(4,281.34)	
Borrowings - Current (Net)	(4,094.03)		(96.78)	
Finance charges	(4,465.78)		(3,532.14)	
Term Deposit Accounts with financial institutions	195.76		334.68	
Payment of Dividend	(751.39)		(376.59)	
Unclaimed dividend	(1.79)		1.83	
		(8,656.69)		1,223.10
Net Cash used in Finance Activities - (C)		(8,656.69)		1,223.10
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		3,206.33		735.80
Opening Balance in Cash and Cash Equivalents		763.81		28.01
Closing Balance in Cash and Cash Equivalents		3,970.14		763.81
Components of cash and cash equivalents:				
Cash on hand		3.31		9.69
Balances with banks				
Current accounts		1,234.72		753.09
EEFC accounts		1.11		1.03
Term deposit within 3 months of maturity (without lien)		2,731.00		-
Total cash and cash equivalents		3,970.14		763.81

As per our report of even date

For and on behalf of the Board of Directors of
Pitri Engineering Limited
CIN : L29253TG1983PLC004141

For Talati & Talati LLP
Chartered Accountants
Firm's Registration Number: 110758W/W100377

Amit Shah
Partner
M. No:122131



Place : Hyderabad
Date : 29th May 2023

Sharad B Pitti
Chairman & Managing
Director
DIN:00078716

N R Ganti
Director
DIN:00021592

M Pavan Kumar
Chief Financial Officer
M. No: 216936

Place : Hyderabad
Date : 29th May 2023

Akshay S Pitti
Vice-Chairman &
Managing Director
DIN:00078760

Mary Monica Braganza
Company Secretary &
Compliance Officer
M. No:14532



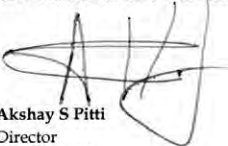
PITTI CASTINGS PRIVATE LIMITED

Unaudited Balance Sheet
 as at 30th September 2023

(₹ in lakhs)

Particulars	Notes	As at	As at
		30.09.2023	31.03.2023
		Un-Audited	Audited
ASSETS			
NON-CURRENT ASSETS			
(a) Property, plant and equipment	2A	3,375.37	3,419.81
(b) Capital work-in-progress		738.92	547.16
(c) Intangible Assets	2B	5.78	5.78
(d) Right of use of Assets	2C	21.13	23.85
(e) Financial Assets			
(i) Investments	3A	0.01	0.01
(ii) Other Financial Assets	3B	4.99	4.78
(f) Deferred Tax Asset (net)	4	2,116.08	2,201.38
(g) Other non-current assets	5	234.20	234.20
TOTAL NON - CURRENT ASSETS		6,496.48	6,436.97
CURRENT ASSETS			
(a) Inventories	6	2,767.16	3,764.08
(b) Financial Assets			
(i) Trade receivables	7A	2,440.55	1,094.99
(ii) Cash and Cash equivalents	7B	138.96	82.15
(c) Other current assets	8	416.49	243.98
TOTAL CURRENT ASSETS		5,763.16	5,185.20
TOTAL ASSETS		12,259.64	11,622.17
EQUITY AND LIABILITIES			
EQUITY			
(a) Share capital	9	13,679.25	13,679.25
(b) Other equity	10	(6,105.26)	(6,329.83)
TOTAL EQUITY		7,573.99	7,349.42
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	11A	-	41.25
(ii) Lease Liability	11B	12.22	14.53
(b) Provisions	12	232.74	117.39
TOTAL NON-CURRENT LIABILITIES		244.96	173.17
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	13A	1,712.27	400.95
(ii) Trade payables			
Dues to micro and small enterprises	13B	185.43	108.91
Dues to other enterprises		1,907.15	2,549.91
(iii) Other financial liabilities	13C	463.05	247.19
(iv) Lease liability	13D	5.12	5.12
(b) Other current liabilities	14	106.44	747.14
(c) Provisions	15	61.23	40.36
TOTAL CURRENT LIABILITIES		4,440.69	4,099.58
TOTAL EQUITY AND LIABILITIES		12,259.64	11,622.17

For and on behalf of the Board of Directors of
 Pitti Castings Private Limited
 CIN : U27310TG2011PTC077833


 Akshay S Pitti
 Director
 DIN:00078760




 Nishitha Agarwal
 Company Secretary
 ACS: 65553

Place: Hyderabad
 Date: 10th November, 2023



PITTI CASTINGS PRIVATE LIMITED

**Unaudited Statement of Profit & Loss
for the period ended 30th September 2023**

(₹ in lakhs)

Particulars	Notes	For the Period Ended	For the Year ended
		30.09.2023	31.03.2023
		Un-Audited	Audited
INCOME			
Revenue from operations	16	9,414.65	14,986.58
Total Revenue from Operations		9,414.65	14,986.58
Other income	17	19.11	52.01
TOTAL INCOME		9,433.76	15,038.59
EXPENSES			
Cost of Materials consumed	18	5,524.10	7,496.18
Changes in inventories of work-in-process, finished goods and scrap	19	(313.01)	444.29
Employee benefits expenses	20	1,060.83	1,579.87
Finance costs	21	59.15	126.92
Depreciation and amortization expenses	2A,2B&2C	198.65	503.42
Other expenses	22	2,586.01	4,220.17
TOTAL EXPENSES		9,115.73	14,370.85
Profit before tax		318.03	667.74
TAX EXPENSES	23		
(a) Current tax		-	-
(b) Deferred tax		87.35	241.09
TOTAL TAX EXPENSES		87.35	241.09
Profit for the period		230.68	426.65
Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined benefit (liability)/ assets		(8.16)	(1.75)
Income tax relating to items that will not be reclassified subsequently to profit or loss		2.05	0.44
Total other comprehensive income		(6.11)	(1.31)
Total Comprehensive Income		224.57	425.34
Earnings per Equity Share of Face Value of ₹ 10/- each			
(a) Basic		0.19	1.94
(b) Diluted		0.19	1.94

For and on behalf of the Board of Directors of

Pitti Castings Private Limited

CIN : U27310TG2011PTC077833

Akshay S Pitti
Director
DIN:00078760



Nishitha Agarwal
Company Secretary
ACS: 65553

Place: Hyderabad

Date: 10th November, 2023



PITTI CASTINGS PRIVATE LIMITED

**Unaudited Statement of Changes in Equity
for the period ended 30th September 2023**

(a) Equity Share Capital

(₹ in lakhs)


Particulars	Note No.	
Balance as at 1st April 2022		2,100.00
Changes in equity share capital during the year		10,346.25
Balance as at 31st March 2023	9	12,446.25
Balance as at 1st April 2023		12,446.25
Changes in equity share capital during the year		-
Balance as at 30th September 2023	9	12,446.25

(b) Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus		Items of other comprehensive income	
	General Reserve	Retained Earnings	Other items of other comprehensive income	Total Other Equity
Balance as at 1st April 2022	-	(6,749.65)	(5.52)	(6,755.17)
Profit and loss during period	-	426.65	-	426.65
Actuarial Gain Loss	-	-	(1.31)	(1.31)
Total Comprehensive Income for the Previous year	-	426.65	(1.31)	425.34
Balance as at 31st March 2023	-	(6,323.00)	(6.83)	(6,329.83)
Balance as at 1st April 2023	-	(6,323.00)	(6.83)	(6,329.83)
Profit and loss during period	-	230.68	-	230.68
Actuarial Gain Loss	-	-	(6.11)	(6.11)
Total Comprehensive Income for the period 30th September 2023	-	230.68	(6.11)	224.57
Balance as at 30th September 2023	-	(6,092.32)	(12.94)	(6,105.26)

For and on behalf of the Board of Directors of
Pitti Castings Private Limited
CIN : U27310TG2011PTC077833


Akshay S Pitti
Director
DIN:00078760




Nishitha Agarwal
Company Secretary
ACS: 65553

Place: Hyderabad
Date: 10th November, 2023



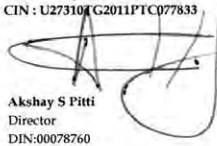
PITTI CASTINGS PRIVATE LIMITED

Unaudited Cash Flow Statement
for the period ended 30th September 2023

₹ In Lakhs

Particulars	For the period ended 30.09.2023		For the year ended 31.03.2023	
	Un-Audited		Audited	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax	318.03		667.74	
Adjusted for				
Depreciation and amortization expenses	198.65		503.42	
Interest Income	(7.79)		(19.62)	
Loss / (Profit) on sale of fixed assets (net)	(0.59)		(6.48)	
Expenditure Amortized	0.16		41.84	
Re-measurement gains/(losses) on employee defined benefit plans	(8.16)		(1.75)	
Finance Costs	59.15	559.45	126.92	1,312.07
Operating Profit before Working Capital changes		559.45		1,312.07
Working Capital changes adjusted for				
Trade & Other Receivables	(1,461.79)		1,554.23	
Inventories	996.76		(1,180.42)	
Trade and other payables	(854.86)		(840.40)	
		(1,319.89)		(466.59)
Cash generated from operations		(760.44)		845.48
Direct Taxes (Paid) / Received		(56.34)		119.90
Cash Flow before extraordinary items		(816.78)		725.58
Net Cash Flow From Operating Activities - (A)		(816.78)		725.58
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & equipment and intangibles		(343.59)		(1,141.80)
Proceeds from sale of fixed assets		0.79		7.40
Interest income received		7.79		19.62
Net Cash used in Investing Activities - (B)		(335.01)		(1,114.78)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Cash Payments for Principal portion of lease liability	(2.31)		(4.54)	
Cash Payments for interest portion of lease liability	(0.75)		(1.39)	
Receipt of unsecured loan	1,200.00		4,432.50	
Proceeds from Borrowings - Noncurrent (including current maturities)	70.06		(3,891.65)	
Finance charges	(58.40)		(125.53)	
		1,208.60		409.39
Net Cash used in Finance Activities - (C)		1,208.60		409.39
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		56.81		20.19
Opening Balance in Cash and Cash Equivalents		82.15		61.96
Closing Balance in Cash and Cash Equivalents		138.96		82.15
Components of cash and cash equivalents:				
Cash on hand		0.74		0.86
Balances with banks				
Current accounts		0.70		81.29
Term Deposit Accounts with in 3 months of maturity		137.52		-
Total cash and cash equivalents		138.96		82.15

For and on behalf of the Board of Directors of
Pitti Castings Private Limited
CIN : U27310/G2011PTC077833


Akshay S Pitti
Director
DIN:00078760




Nishitha Agarwal
Company Secretary
ACS: 65553

Place: Hyderabad
Date: 10th November, 2023



PITTI CASTINGS PRIVATE LIMITED
Notes to Unaudited Financial Statements

(₹ in lakhs)

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	as at 1-Apr-23	Additions	as at 30-Sep-23	as at 1-Apr-23	for the period 30-Sep-2023	as at 30-Sep-23	as at 30-Sep-23	as at 31-Mar-23
Note: 2A								
PROPERTY, PLANT AND EQUIPMENT								
Land	899.66	-	899.66	-	-	-	899.66	-
Buildings	1,325.70	0.51	1,326.21	319.35	24.38	343.73	982.48	1,006.35
Plant & Machinery	6,208.09	115.89	6,323.98	5,054.67	137.55	5,192.23	1,131.76	1,153.42
Testing Equipments	196.74	10.92	207.66	124.48	6.69	131.16	76.50	72.26
Safety Equipments	2.69	-	2.69	2.28	0.08	2.36	0.33	0.41
Material Handling Equipments	100.66	-	100.66	68.90	5.92	74.83	25.83	31.76
Electrical Installations & Machinery Tools	422.58	0.56	422.58	247.56	10.64	257.96	164.62	175.02
Furniture & Fixtures	107.80	0.09	107.88	79.15	1.74	80.89	27.00	28.65
Office Equipments	91.78	6.22	98.01	49.97	5.69	55.66	42.35	41.81
Computers & Computer Peripherals	65.28	9.08	74.36	55.33	2.84	58.17	16.19	9.95
Sub Total	9,431.48	151.83	9,582.10	6,011.67	195.93	6,206.73	3,375.37	3,419.81
CAPITAL WORK IN PROGRESS:								
Capital Work in Progress	547.16	343.59	738.92	-	-	-	738.92	547.16
Sub Total	547.16	343.59	738.92	-	-	-	738.92	547.16
Note: 2B								
INTANGIBLE ASSETS:								
Product development	-	-	-	110.73	-	110.73	-	-
Computers Software	116.51	-	116.51	-	-	-	5.78	5.78
Sub Total	116.51	-	116.51	110.73	-	110.73	5.78	5.78

Note: 2C

RIGHT OF USE OF ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	as at 1-Apr-23	Additions	as at 30-Sep-23	as at 1-Apr-23	for the period 30-Sep-2023	as at 30-Sep-23	as at 30-Sep-23	as at 31-Mar-23
Building	5.01	-	5.01	2.14	0.54	2.68	2.33	2.87
Plant and Machinery	27.94	-	27.94	6.96	2.18	9.14	18.80	20.98
Subtotal	32.95	-	32.95	9.10	2.72	11.82	21.13	23.85
GRAND TOTAL Excluding CWIP (A+B+C)	9,580.95	151.83	9,731.56	6,131.50	198.65	6,329.28	3,402.28	3,449.44





PITTI CASTINGS PRIVATE LIMITED
Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 3A : NON-CURRENT INVESTMENTS	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Investment in Equity Shares (Unquoted)		
Equity Shares	0.01	0.01
Saraswat Co-operative Bank Ltd. 50 Equity Shares of ₹ 10/- each		
TOTAL	0.01	0.01

(₹ in lakhs)

NOTE 3B : NON-CURRENT OTHER FINANCIAL ASSETS	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Unsecured, considered good		
Security Deposits:		
with Lessor	4.99	4.78
TOTAL	4.99	4.78

(₹ in lakhs)

Note 4 : NON-CURRENT DEFERRED TAX ASSET (NET)	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
At the beginning of the year	2,201.38	2,442.03
Provision for the year	(85.30)	(240.65)
Deferred Tax Asset (net)	2,116.08	2,201.38

(₹ in lakhs)

NOTE 5 : OTHER NON CURRENT ASSETS	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Unsecured, considered good		
Deposits:		
With Govt. bodies	234.20	234.20
TOTAL	234.20	234.20

(₹ in lakhs)

NOTE 6 : INVENTORIES	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
(At lower of cost or Net realisable value)		
Raw material	1,470.68	2,254.16
Work in process	875.35	834.51
Stores and spares	419.01	675.41
Patterns	2.12	-
TOTAL	2,767.16	3,764.08





PITTI CASTINGS PRIVATE LIMITED
Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 7A : TRADE RECEIVABLES	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	2,485.39	1,139.83
Trade Receivable which have Significant increase in Credit Risk	(44.84)	(44.84)
TOTAL	2,440.55	1,094.99

(₹ in lakhs)

NOTE 7B : CASH AND CASH EQUIVALENTS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Cash on Hand	0.74	0.86
Balances with banks		
Current Accounts	0.70	81.29
Term Deposit within 3 months of maturity (with lien)	137.52	-
TOTAL	138.96	82.15

(₹ in lakhs)

NOTE 8 : OTHER CURRENT ASSETS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
(Unsecured and considered good)		
Advances to:		
Material suppliers/contractors	212.05	117.54
Export Incentive Receivables	0.02	0.02
Income Tax and other taxes	140.19	83.85
Employees	1.05	-
Prepaid expenses	63.18	42.57
TOTAL	416.49	243.98

(₹ in lakhs)

NOTE 9 : SHARE CAPITAL	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Authorised Capital		
Equity	12,446.25	12,446.25
12,44,62,500 (Previous Year: 12,44,62,500) Equity Shares of ₹ 10 each		
Preference	1,233.00	1,233.00
1,23,30,000 (Previous Year: 1,23,30,000) Non-Cumulative Non-Participating Compulsory Redeemable Preference Shares of ₹ 10 each		
TOTAL	13,679.25	13,679.25
Issued, Subscribed and Paid up Capital		
Equity	12,446.25	12,446.25
12,44,62,500 Equity Shares (Previous Year 12,44,62,500) of ₹ 10 each		
Preference	1,233.00	1,233.00
1,23,30,000 (Previous Year : 1,23,30,000) Non-cumulative Non-Participating Compulsory Redeemable Preference Shares of ₹ 10 each		
TOTAL	13,679.25	13,679.25





PITTI CASTINGS PRIVATE LIMITED
Notes to Unaudited Financial Statements

(₹ in lakhs)

Note 10 : OTHER EQUITY	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Surplus in the Statement of Profit and Loss		
At the beginning of the year	(6,329.83)	(6,755.17)
Surplus of Profit and Loss at the beginning of the year	(6,329.83)	(6,755.17)
Add : Profit/ (Loss) for the period	224.57	425.34
Surplus of Profit and Loss at the end of the year	(6,105.26)	(6,329.83)
Less : Transferred to general reserve during the year	-	-
Net Surplus in the Statement of Profit and Loss	(6,105.26)	(6,329.83)
TOTAL	(6,105.26)	(6,329.83)

(₹ in lakhs)

NOTE 11 A : NON-CURRENT BORROWINGS	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Secured Loans		
Term Loans from others	-	41.25
Total	-	41.25

(₹ in lakhs)

Note: 11B : NON-CURRENT LEASE LIABILITY	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Lease Liability	12.22	14.53
TOTAL	12.22	14.53

(₹ in lakhs)

Note: 12 : NON-CURRENT PROVISIONS	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Provision for Gratuity	184.17	92.23
Provision for Leave encashment	48.57	25.16
TOTAL	232.74	117.39

(₹ in lakhs)

Note: 13A : BORROWINGS	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
A. Secured Loans		
Working capital borrowings from Banks	512.27	-
Working capital borrowings from Others	-	355.95
Current maturities of Long term borrowings:		
Term loans GECL	-	45.00
Total - A	512.27	400.95
B. Unsecured loans		
From Related Parties	1,200.00	-
Total - B	1,200.00	-
TOTAL (A+B)	1,712.27	400.95



PITTI CASTINGS PRIVATE LIMITED
Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 13B : TRADE PAYABLES	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Dues to micro enterprises and small enterprises	185.43	108.91
Dues to others	1,907.15	2,549.91
TOTAL	2,092.58	2,658.82

(₹ in lakhs)

NOTE 13C : OTHER FINANCIAL LIABILITIES	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Interest accrued	-	0.53
Others	463.05	246.66
TOTAL	463.05	247.19

(₹ in lakhs)

NOTE 13 D : LEASE LIABILITY	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Lease Liability	5.12	5.12
TOTAL	5.12	5.12

(₹ in lakhs)

NOTE 14 : OTHER CURRENT LIABILITIES	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Advances from Customers	37.85	610.82
Other Liabilities	68.59	136.32
TOTAL	106.44	747.14

(₹ in lakhs)

NOTE 15 : PROVISIONS	As at 30.09.2023	As at 31.03.2023
	Un-Audited	Audited
Provision for employee benefits :		
Provision for Gratuity	15.87	8.30
Provision for Bonus	42.16	30.25
Provision for Leave encashment	3.20	1.81
TOTAL	61.23	40.36



**PITTI CASTINGS PRIVATE LIMITED**

Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 16 : REVENUE FROM OPERATIONS	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Sales & Services:		
Sale of Products	11,122.47	17,611.89
Sale of Service	15.93	65.90
Gross Sales & Services (inclusive of GST)	11,138.40	17,677.79
Less : GST	1,700.69	2,645.58
Net Sales & Services	9,437.71	15,032.21
Sale of Products	9,424.35	14,975.07
Sale of Service	13.36	57.14
Net Sales & Services	9,437.71	15,032.21
Less : Discounts to Customers	(23.06)	(45.63)
Revenue from Operations	9,414.65	14,986.58

(₹ in lakhs)

NOTE 17 : OTHER INCOME	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Interest on Deposits	7.79	19.62
Profit on Sale of Asset	0.59	6.48
Forex gain on Export Receivables and Imports Payables	-	7.53
Other Misc. Receipts	10.73	18.38
TOTAL	19.11	52.01

(₹ in lakhs)

NOTE 18 : COST OF MATERIAL CONSUMED	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Opening stock	2,254.16	772.74
Add: Purchases	4,740.62	8,977.60
Less: Closing stock	(1,470.68)	(2,254.16)
Consumption	5,524.10	7,496.18



**PITTI CASTINGS PRIVATE LIMITED**

Notes to Unaudited Financial Statements

(₹ in lakhs)

NOTE 19: CHANGES IN INVENTORIES OF WORK-IN-PROCESS, FINISHED GOODS AND SCRAP	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
A. Opening stocks:		
Work-in-process	834.51	1,278.80
Total - A	834.51	1,278.80
B. Closing stocks:		
Work-in-process	1,147.52	834.51
Total - B	1,147.52	834.51
C. (Increase)/Decrease in stocks (A-B)	(313.01)	444.29

(₹ in lakhs)

Note 20 : EMPLOYEE BENEFIT EXPENSES	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Employees remuneration and benefits	802.64	1,245.32
Contribution to PF/ESI	35.49	63.96
Gratuity expenses	93.50	17.96
Staff welfare expenses	129.20	252.63
TOTAL	1,060.83	1,579.87

(₹ in lakhs)

Note 21 : FINANCE COSTS	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Interest on Term Loans	2.90	14.09
Interest on Working Capital	39.40	96.21
Interest as per Ind AS	0.75	1.39
Interest others	-	2.12
Bank Charges	16.10	13.11
TOTAL	59.15	126.92



**PITTI CASTINGS PRIVATE LIMITED**

Notes to Unaudited Financial Statements

(₹ in lakhs)

Note 22 : OTHER EXPENSES	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Consumption of Stores, Spares, Tools & Dies	1,069.34	1,359.15
Power & fuel	1,261.09	2,279.46
Repairs & Maintenance :		
Plant	58.15	113.74
Building	9.71	8.23
Vehicles	0.09	0.25
Maintenance charges	4.90	14.36
Other Assets	40.63	95.25
Loss on Sale/Scrap of Fixed Assets	0.16	41.84
Other selling & Distribution expenses	3.50	6.99
Packing Cost	19.82	32.31
Carriage outwards	9.80	13.38
Travelling & Conveyance	10.07	11.59
Insurance	21.40	38.64
Rates & Taxes (Excluding Taxes on Income)	7.97	75.17
Forex loss on Export Receivables and Imports Payables	0.45	-
Remuneration to auditors :		
Audit Fee	1.00	3.00
Tax Audit Fee	1.00	1.00
Out of Pocket Expenses	0.21	0.71
Communication Expenses	2.81	7.62
Professional consultancy	14.21	13.81
Miscellaneous Expenses	46.07	103.67
C S R Expenses	3.63	-
TOTAL	2,586.01	4,220.17

(₹ in lakhs)

NOTE 23 : TAX EXPENSES	For the Period Ended 30.09.2023	For the Year ended 31.03.2023
	Un-Audited	Audited
Current tax	-	-
Deferred (credit)/expenses	87.35	241.09
TOTAL	87.35	241.09

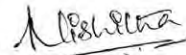
For and on behalf of the Board of Directors of

Pitti Castings Private Limited

CIN : U27310TG2011PTC077833



Akshay S Pitti
Director
DIN:00078760

Nishitha Agarwal
Company Secretary
ACS: 65553

Place: Hyderabad

Date: 10th November 2023

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



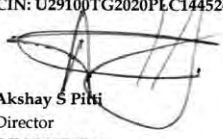
Unaudited Balance Sheet

as at 30th September 2023

₹ In Lakhs

Particulars	Notes	As at	
		30.09.2023	31.03.2023
		Un-Audited	Audited
ASSETS			
NON-CURRENT ASSETS			
(a) Right of use of Assets	2	-	-
TOTAL NON - CURRENT ASSETS		-	-
CURRENT ASSETS			
(a) Financial Assets			
(i) Cash and Cash equivalents	3	4.76	0.10
TOTAL CURRENT ASSETS		4.76	0.10
TOTAL ASSETS		4.76	0.10
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	4	10.00	5.00
(b) Other equity	5	(5.38)	(5.16)
TOTAL EQUITY		4.62	(0.16)
LIABILITIES			
NON-CURRENT LIABILITIES		-	-
TOTAL NON-CURRENT LIABILITIES		-	-
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Trade payables	6		
Dues to micro and small enterprises		-	-
Dues to others		0.02	-
(ii) Other financial liabilities	7	0.12	0.26
TOTAL CURRENT LIABILITIES		0.14	0.26
TOTAL EQUITY AND LIABILITIES		4.76	0.10

For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
 CIN: U29100TG2020PLC144524


 Akshay S Pitti
 Director
 DIN:00078760

Place : Hyderabad
 Date: 2nd November 2023





M Pavan Kumar
 Director
 DIN:09570371

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



Unaudited Statement of Profit & Loss

for the period ended 30th September 2023

₹ In lakhs

Particulars	Notes	For the Period Ended	For the Year ended
		30.09.2023	31.03.2023
		Un-Audited	Audited
INCOME			
Other income	8	-	1.60
TOTAL INCOME		-	1.60
EXPENSES			
Finance costs	9	-	0.01
Depreciation and amortization expenses	2	-	0.26
Other expenses	10	0.22	0.69
TOTAL EXPENSES		0.22	0.96
Profit before tax		(0.22)	0.64
TAX EXPENSES	11		
(a) Current tax		-	-
(b) Deferred tax		-	0.43
TOTAL TAX EXPENSES		-	0.43
Profit for the period		(0.22)	0.21
Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss			
(ii) Items that will be reclassified subsequently to profit or loss			
Total other comprehensive income		-	-
Total Comprehensive Income		(0.22)	0.21
Earnings per Equity Share of Face Value of ₹ 10/- each			
(a) Basic		(0.28)	(6.30)
(b) Diluted		(0.28)	(6.30)

For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
CIN: U29100TG2020PLC144524

Akshay S Pitti
Director
DIN:00078760



Place : Hyderabad
Date: 2nd November 2023

M. Pavan Kumar
Director
DIN:09570371

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



Unaudited Cash Flow Statement
for the period ended 30th September 2023

₹ In Lakhs

Particulars	For the period ended		for the year ended	
	30-09-2023		31-03-2023	
	Un-Audited		Audited	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax	(0.22)		0.64	
Adjusted for				
Depreciation and amortization expenses	-		0.26	
Interest Income	-		(1.60)	
Finance Costs	-	(0.22)	0.01	(0.69)
Operating Profit before Working Capital changes		(0.22)		(0.69)
Working Capital changes adjusted for				
Trade & Other financial and non financial assets	-		0.37	
Trade Payables and other financial and non financial liabilities	(0.12)		(0.05)	
		(0.12)		0.32
Cash generated from operations		(0.34)		(0.37)
Taxes Paid		-		-
Cash Flow before extraordinary items		(0.34)		(0.37)
Net Cash Flow From Operating Activities - (A)		(0.34)		(0.37)
B. CASH FLOW FROM INVESTING ACTIVITIES				
ROU Assets as per IND AS 116		-		16.12
Interest income received		-		1.58
Net Cash used in Investing Activities - (B)		-		17.70
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of share capital	5.00		-	
Finance charges	-		0.39	
Cash Payments for Principal portion of lease liability	-		(0.38)	
Cash Payments for interest portion of lease liability	-		(0.02)	
Lease Liability	-		(18.08)	
		5.00		(18.09)
Net Cash used in Finance Activities - (C)		5.00		(18.09)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		4.66		(0.76)
Opening Balance in Cash and Cash Equivalents		0.10		0.86
Closing Balance in Cash and Cash Equivalents		4.76		0.10
Components of cash and cash equivalents:				
Cash on hand		0.06		-
Balances with banks				
On current accounts		4.70		0.10
Total cash and cash equivalents		4.76		0.10

For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
CIN: U29100TG2020PLC144524

Akshay S Pitti
Director
DIN:00078760

Place : Hyderabad
Date: 2nd November 2023



M.P.K.

M Pavan Kumar
Director
DIN:09570371

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



Unaudited Statement of Changes in Equity
for the period ended 30th September 2023

(a) Equity Share Capital

₹ In Lakhs

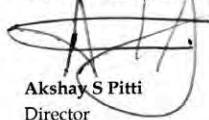
Particulars	Note No.	
Balance as at 1 April , 2022		5.00
Changes in equity share capital during the year		-
Balance as at 31 March , 2023	4	5.00
Balance as at 1 April , 2023		5.00
Changes in equity share capital during the year		5.00
Balance as at 30 September , 2023	4	10.00

(b) Other Equity

₹ In Lakhs

Particulars	Reserves & Surplus			Items of other comprehensive income		
	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total Other Equity
Balance as on 1 April , 2022	-	-	(5.37)	-	-	(5.37)
Profit and loss during period	-	-	0.21	-	-	0.21
Balance as on 31 March, 2023	-	-	(5.16)	-	-	(5.16)
Balance as on 1 April , 2023	-	-	(5.16)	-	-	(5.16)
Profit and loss during period	-	-	(0.22)	-	-	(0.22)
Balance as on 30 September, 2023	-	-	(5.38)	-	-	(5.38)

For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
CIN: U29100TG2020PLC144524


Akshay S Pitti
Director

DIN:00078760

Place: Hyderabad

Date: 2nd November 2023





M Pavan Kuma
Director
DIN:09570371

PITTI RAIL AND ENGINEERING COMPONENTS LIMITED

PITTI
₹ In Lakhs

Note: 2. RIGHT OF USE OF ASSETS

Particulars	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	As at 01.04.2023	As at 30.09.2023	As at 01.04.2023	FOR THE PERIOD ENDED 30/09/2023	As at 30.09.2023	As at 31.03.2023
	ADDITIONS	ADJUSTMENTS	RESERVES	ADJUSTMENTS	Un-Audited	Audited
ROU - Land	-	-	-	-	-	-
ROU - Building	-	-	-	-	-	-
ROU - Plant and Machinery	-	-	-	-	-	-
ROU - Vehicles	-	-	-	-	-	-
ROU - Computers	-	-	-	-	-	-
Total	-	-	-	-	-	-



Notes to Financial Statements

₹ In Lakhs

NOTE 3 : CASH AND CASH EQUIVALENTS	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Cash on Hand	0.06	-
Balances with banks		
Current Accounts	4.70	0.10
TOTAL	4.76	0.10

₹ In Lakhs

NOTE 4 : EQUITY SHARE CAPITAL	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Authorised Capital	10.00	10.00
1,00,000 (Previous Year 1,00,000) Equity Shares of ₹ 10/- each		
TOTAL	10.00	10.00
Issued, Subscribed and Paid up	10.00	5.00
100,000 (Previous year 50,000) Equity shares of ₹ 10/- each		
TOTAL	10.00	5.00

₹ In Lakhs

Note 5 : OTHER EQUITY	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Surplus in the Statement of Profit and Loss		
At the beginning of the year	(5.16)	(5.37)
Add : Profit/(Loss) for the period	(0.22)	0.21
Less : Transferred to general reserve during the year	-	-
Net Surplus in the Statement of Profit and Loss	(5.38)	(5.16)
TOTAL	(5.38)	(5.16)

₹ In Lakhs

NOTE 6 : TRADE PAYABLES	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Dues to micro enterprises and small enterprises	-	-
Dues to others	0.02	-
TOTAL	0.02	-

₹ In Lakhs

NOTE 7 : OTHER FINANCIAL LIABILITIES	As at	As at
	30.09.2023	31.03.2023
	Un-Audited	Audited
Others	0.12	0.26
TOTAL	0.12	0.26



PITTI RAIL AND ENGINEERING COMPONENTS LIMITED



Notes to Financial Statements

₹ In lakhs

NOTE 8 : OTHER INCOME	For the Period Ended 30.09.2023 Un-Audited	For the Year ended 31.03.2023 Audited
Interest on Deposits	-	1.60
TOTAL	-	1.60

₹ In lakhs

Note 9 : FINANCE COSTS	For the Period Ended 30.09.2023 Un-Audited	For the Year ended 31.03.2023 Audited
Bank Charges	-	0.01
TOTAL	-	0.01

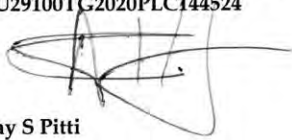
₹ In lakhs

Note 10 : OTHER EXPENSES	For the Period Ended 30.09.2023 Un-Audited	For the Year ended 31.03.2023 Audited
Rates & Taxes (Excluding Taxes on Income)	0.07	0.18
Remuneration to auditors :		
Audit Fee	0.13	0.25
Certification Fee /Taxation matter	-	0.05
Professional consultancy	0.02	0.21
TOTAL	0.22	0.69

₹ In lakhs

NOTE 11 : TAX EXPENSES	For the Period Ended 30.09.2023 Un-Audited	For the Year ended 31.03.2023 Audited
Deferred (credit)/expenses	-	0.43
TOTAL	-	0.43

For and on behalf of the Board of Directors of
Pitti Rail and Engineering Components Limited
 CIN: U29100TG2020PLC144524


Akshay S Pitti
 Director
 DIN:00078760

Place : Hyderabad
 Date: 2nd November 2023




M Pavan Kumar
 Director
 DIN:09570371



talati & talati llp
Chartered Accountants

Independent Auditor's Review Report on the Unaudited Consolidated Quarterly and Year to Date Financial Results of Pitti Engineering Limited Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

**Review Report to
The Board of Directors
Pitti Engineering Limited
Hyderabad.**

We have reviewed the accompanying statement of unaudited consolidated financial results ("the Statement") of **Pitti Engineering Limited** ("the Holding Company") and its subsidiary **Pitti Rail and Engineering Components Limited** (the Holding company and its subsidiary referred to as 'the Group') for the quarter ended 30th September 2023 and year to date results for the period from 1st April 2023 to 30th September 2023 ("the Statement"), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").

The Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ('IND AS 34'), Interim Financial Reporting, prescribed under section 133 of Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statements are free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Holding's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Talati & Talati LLP, a Limited Liability Partnership bearing LLP identification NO. AAO-8149

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Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

The statement includes the interim financial information of a subsidiary, which has not been reviewed by us, whose interim financial information reflects total assets of Rs. 4.76 Lakhs as at 30th September 2023, total revenue from operations of Rs. NIL and net Profit/(Loss) after tax of Rs. (0.15) Lakhs and Rs. (0.22) Lakhs for the quarter ended and year to date ended 30th September 2023 respectively, as considered in the consolidated Financial Results. These unaudited interim Financial Results have been furnished to us by the Board of Directors and our conclusion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based solely on such unaudited interim Financial Results. According to the information and explanations given to us by the Board of Directors, these interim financial results are not material to the Group.

Our conclusion on the consolidated financial results is not modified in respect of the above matters with respect to our reliance on the work done and the consolidated financial results certified by the Board of Directors.

For **Talati & Talati LLP**
Chartered Accountants
(Firm Reg No: 110758W/W100377)



Amit Shah

Amit Shah
Partner
Membership Number: 122131
UDIN: 23122131BGYHLX7827

Place of Signature: Delhi
Date: November 9, 2023

Statement of Consolidated Assets and Liabilities

₹ In lakhs

Sl. No.	Particulars	As at 30th September 2023	
		Un-Audited	Audited
A	ASSETS		
	NON-CURRENT ASSETS		
	(a) Property, plant and equipment	29,694.15	27,887.49
	(b) Capital work-in-progress	3,296.77	2,405.69
	(c) Intangible Assets	704.36	919.98
	(d) Right of use of Assets	7,841.53	7,426.52
	(e) Investment property	-	190.90
	(f) Financial Assets		
	(i) Investments	1,520.23	1,514.52
	(ii) Other financial assets	160.06	852.55
	(g) Other non-current assets	4,420.94	2,374.58
	TOTAL NON - CURRENT ASSETS	47,638.04	43,574.23
	CURRENT ASSETS		
	(a) Inventories	24,390.51	23,931.40
	(b) Financial Assets		
	(i) Investments	1.29	1.11
	(ii) Trade receivables	21,275.66	18,144.63
	(iii) Cash and Cash equivalents	8,184.24	3,970.14
	(iv) Other bank balances	3,191.15	2,546.46
	(v) Other financial assets	332.70	86.25
	(c) Other current assets	5,052.81	5,541.38
	TOTAL CURRENT ASSETS	62,428.36	54,221.37
	TOTAL ASSETS	1,10,066.40	97,795.60
B	EQUITY AND LIABILITIES		
	EQUITY		
	(a) Equity share capital	1,602.92	1,602.92
	(b) Other equity	34,692.45	31,800.59
	TOTAL EQUITY	36,295.37	33,403.51
	LIABILITIES		
	NON-CURRENT LIABILITIES		
	(a) Financial Liabilities		
	(i) Borrowings	11,187.65	12,187.91
	(ii) Lease Liability	5,961.42	5,403.58
	(iii) Others	0.36	0.36
	(b) Provisions	1,524.49	817.05
	(c) Deferred tax liabilities(net)	505.49	851.08
	TOTAL NON-CURRENT LIABILITIES	19,179.41	19,259.98
	CURRENT LIABILITIES		
	(a) Financial Liabilities		
	(i) Borrowings	29,257.87	16,802.92
	(ii) Trade payables		
	Dues to micro and small enterprises	195.29	136.05
	Dues to others	20,506.29	24,994.29
	(iii) Other financial liabilities	1,297.13	832.49
	(iv) Lease liability	1,440.93	1,248.55
	(b) Other current liabilities	532.28	453.43
	(c) Provisions	659.87	425.14
	(d) Income tax liabilities (net)	699.96	239.24
	TOTAL CURRENT LIABILITIES	54,591.62	45,132.11
	TOTAL EQUITY AND LIABILITIES	1,10,066.40	97,795.60



Consolidated Cash Flow Statement

Particulars	For the Half-Year ended 30.09.2023		For the Half-Year ended 30.09.2022	
	Un-Audited	Un-Audited	Un-Audited	Un-Audited
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax	5,022.39	2,927.79		
Adjusted for				
Depreciation	2,544.12	2,089.49		
Interest Income	-120.15	-74.67		
Credit Risk Impaired	1.46	36.86		
Credit Risk Allowance	-	-0.55		
Loss / (Profit) on sale of fixed assets (net)	(16.49)	13.47		
Loss/ (Profit) on Lease modification	(0.50)			
Re-measurement gains/(losses) on employee defined benefit plans	(507.30)	27.74		
Re-measurement gains/(losses) on investments	5.89	-		
Loss on current financial assets measured at FVTPL	(6.07)	(0.33)		
Unrealised foreign exchange differences	129.43	173.92		
Finance Costs	2,280.76	2,273.57		
Operating Profit Before Working Capital Changes	9,333.54	7,467.29		
Change in working capital	(5748.38)	(2576.72)		
Cash generated from operations	3,585.16	4,890.57		
Direct Taxes Paid	(1129.21)	(1792.16)		
Net cash flow from operating activities (A)	2,455.95	3,098.41		
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & equipment and intangibles (including capital work in progress and capital advances)	-5,871.42	-4,803.13		
ROU Assets as per Ind AS 116	-1,444.62	17.32		
Proceeds from sale of fixed assets	61.25	25.76		
Interest income received	103.15	80.88		
Net cash used in Investing Activities - (B)	-7,151.64	-4,679.17		
C. CASH FLOW FROM FINANCING ACTIVITIES				
Cash Payments for Principal portion of lease liability	790.67	(744.60)		
Cash Payments for interest portion of lease liability	(40.45)	(0.64)		
Proceeds from Borrowings - Noncurrent (including current maturities)	1915.53	1142.00		
Repayment of Borrowings - Noncurrent (including current maturities)	(1677.32)	(1626.14)		
Borrowings - Current (Net)	11,216.48	5,812.36		
Finance charges	-2,268.20	-2,273.57		
Term Deposit Accounts with financial institutions	-642.32	280.94		
Payment of Dividend	-382.23	-0.93		
Unclaimed Dividend	-2.37	-279.18		
Net Cash used in Finance Activities - (C)	8909.79	2310.24		
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	4214.10	729.48		
Opening Balance in Cash and cash equivalents	3970.14	770.75		
Closing Balance in Cash and cash equivalents	8184.24	1500.23		

[Handwritten Signature]



Notes to the financial results:

- 1 The above financial results for the quarter and half-year ended 30th September 2023 has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 9th November 2023.
- 2 The consolidated financial results include results of the following:
 - a. Holding Company – Pitti Engineering Limited
 - b. Wholly owned subsidiary – Pitti Rail and Engineering Components Limited
- 3 The financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in terms of Regulations issued by Securities and Exchange Board of India (SEBI).
- 4 The Board of Directors at their meeting held on 15th June 2023 considered and approved the Scheme of Amalgamation among Pitti Castings Private Limited and Pitti Rail and Engineering Components Limited and Pitti Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder (Scheme). The Scheme is subject to the receipt of necessary statutory and regulatory approvals including approval of Stock Exchanges, the Securities and Exchange Board of India, the shareholders and creditors of respective companies and National Company Law Tribunal (NCLT). The Company has filed the Scheme with Stock Exchanges on 26th June 2023 and received their no objection on 26th October 2023. Currently the Scheme is pending approvals from NCLT, shareholders and creditor. The Scheme would become effective from the appointed date after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial results for the quarter and half-year ended 30th September 2023.
- 5 The Company has only one business segment, which is manufacturing of engineering products of Iron and Steel, hence the reporting is done as a single segment. However, the geographical segment revenue and assets are as under:

Particulars	Quarter Ended				Half-Year Ended		Year Ended
	30.09.2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31.03.2023	
	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited	
I. Segment Revenue							
a) India	20,336.69	19,875.03	19,286.09	40,211.72	39,756.46	74,749.16	
b) Outside India	9,948.32	9,196.33	11,169.09	19,144.65	21,804.47	37,051.04	
Total	30,285.01	29,071.36	30,455.18	59,356.37	61,560.93	1,11,800.20	
II. Segment Assets							
a) India	97,023.16	89,457.97	80,297.70	97,023.16	80,297.70	87,332.95	
b) Outside India	13,043.24	11,936.69	17,104.75	13,043.24	17,104.75	10,462.85	
Total	1,10,066.40	1,01,394.66	97,402.45	1,10,066.40	97,402.45	97,795.60	

6 Figures of the previous quarters/year have been regrouped and rearranged wherever necessary to correspond with current year's presentation.

By order of the Board
For PITT ENGINEERING LIMITED



Place: Hyderabad
Date: 9th November 2023

SHARAD B PITTI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00078716





talati & talati llp
Chartered Accountants

Independent Auditor's Review Report on Unaudited Standalone Quarterly and Year to Date Financial Results of Pitti Engineering Limited Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

**Review Report to
The Board of Directors
Pitti Engineering Limited
Hyderabad.**

We have reviewed the accompanying statement of unaudited standalone financial results ("the Statement") of **Pitti Engineering Limited** ("the Company") for the quarter ended 30th September 2023 and year to date results for the period from 1st April 2023 to 30th September 2023 ("The Statement").

The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ('IND AS 34'), Interim Financial Reporting, prescribed under section 133 of Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Talati & Talati LLP, a Limited Liability Partnership bearing LLP identification NO. AAO-8149

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Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **Talati & Talati LLP**
Chartered Accountants
(Firm Reg No: 110758W/W100377)



Amit Shah

Amit Shah
Partner
Membership Number: 122131
UDIN: 23122131BG-YHLW6584

Place of Signature: Delhi
Date: November 9, 2023

Sl.No.	Particulars	Quarter Ended			Half-Year Ended		Year Ended
		30.09.2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31.03.2023
		Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
1	Income						
	(a) Revenue from operations	29,028.79	28,976.67	30,416.92	58,007.46	61,471.16	1,10,017.15
	(b) Other income	1,256.22	92.69	36.66	1,348.91	88.55	1,781.83
	Total Income from operations	30,285.01	29,071.36	30,453.58	59,356.37	61,559.71	1,11,798.98
2	Expenses:						
	(a) Cost of materials consumed	21,236.07	18,640.83	21,151.45	39,876.90	45,097.01	78,143.23
	(b) Purchase of Stock-in-trade	-	-	-	-	-	-
	(c) Changes in inventories of finished goods work-in-progress and stock-in-trade	(1,558.87)	1,553.82	1,138.99	(5.05)	332.09	87.57
	(d) Employee benefit expenses	2,594.54	2,287.66	2,317.97	4,882.20	4,457.08	8,662.85
	(e) Finance costs	1,118.87	1,160.89	1,203.29	2,280.76	2,273.57	4,485.78
	(f) Depreciation and amortization expenses	1,228.19	1,315.93	1,061.08	2,544.12	2,089.23	4,464.87
	(g) Other Expenses	2,501.23	2,253.60	2,153.45	4,754.83	4,383.95	7,984.35
	Total expenses	27,121.03	27,212.73	29,026.23	54,333.76	58,632.93	1,03,808.75
3	Profit / (loss) before exceptional and extraordinary items and taxation (1-2)	3,163.98	1,858.63	1,427.35	5,022.61	2,926.78	7,990.23
4	Exceptional items	-	-	-	-	-	-
5	Profit / (loss) before extraordinary items and taxation (3-4)	3,163.98	1,858.63	1,427.35	5,022.61	2,926.78	7,990.23
6	Extraordinary items	-	-	-	-	-	-
7	Profit / (loss) before taxation (5-6)	3,163.98	1,858.63	1,427.35	5,022.61	2,926.78	7,990.23
8	Income tax expenses						
	(a) Current tax charge / (Credit)	995.28	601.08	394.89	1,596.36	828.58	2,130.09
	(b) Tax relating to earlier years charge / (Credit)	(6.43)	-	(1.32)	(6.43)	(1.32)	(1.31)
	(c) Deferred tax charge / (Credit)	(80.20)	(139.15)	18.16	(219.35)	(86.99)	(21.83)
	Total tax expenses	908.65	461.93	411.73	1,370.58	740.27	2,106.95
9	Profit / (loss) for the period (7 - 8)	2,255.33	1,396.70	1,015.62	3,652.03	2,186.51	5,883.28
10	Other Comprehensive Income						
	(i) Items that will not be reclassified subsequently to profit or loss						
	Remeasurement of the net defined benefit liability/assets	(488.86)	(18.44)	27.01	(507.30)	27.74	(31.74)
	Change in fair value of investment	5.71	-	-	5.71	-	(126.48)
	Deferred tax on above items	121.60	4.64	(6.80)	126.24	(6.98)	39.82
	(ii) Items that will be reclassified subsequently to profit or loss						
	Total other comprehensive income, net of income tax	(361.55)	(13.80)	20.21	(375.35)	20.76	(118.40)
11	Total Comprehensive income (9+10)	1,893.78	1,382.90	1,035.83	3,276.68	2,207.27	5,764.88
12	Paid up Share Capital (face value of ₹ 5/- per share)	1,602.92	1,602.92	1,602.92	1,602.92	1,602.92	1,602.92
13	Reserves Excluding Revaluation Reserves						31,805.75
14	Earnings per share of ₹ 5/- each : (Not Annualized)						
	(a) Basic (₹)	7.03	4.36	3.17	11.39	6.82	18.36
	(b) Diluted (₹)	7.03	4.36	3.17	11.39	6.82	18.36



Statement of Assets and Liabilities

₹ in lakhs

Sl. No.	Particulars	As at 30th September 2023	
		Un-Audited	Audited
A	ASSETS		
	NON-CURRENT ASSETS		
	(a) Property, plant and equipment	29,694.15	27,687.49
	(b) Capital work-in-progress	3,296.77	2,405.69
	(c) Intangible Assets	704.36	919.96
	(d) Right of use of Assets	7,841.53	7,428.52
	(e) Investment property	-	190.90
	(f) Financial Assets		
	(i) Investments	1,590.23	1,519.52
	(ii) Other Financial Assets	160.06	852.55
	(g) Other non-current assets	4,420.94	2,374.56
	TOTAL NON - CURRENT ASSETS	47,648.04	43,579.23
	CURRENT ASSETS		
	(a) Inventories	24,390.51	23,931.40
	(b) Financial Assets		
	(i) Investments	1.29	1.11
	(ii) Trade receivables	21,275.66	18,144.63
	(iii) Cash and Cash equivalents	8,179.48	3,670.04
	(iv) Other bank balances	3,191.15	2,546.46
	(v) Other financial assets	332.70	86.25
	(c) Other current assets	5,052.81	5,541.38
	TOTAL CURRENT ASSETS	62,423.60	54,221.27
	TOTAL ASSETS	1,10,071.64	97,800.50
B	EQUITY AND LIABILITIES		
	EQUITY		
	(a) Equity share capital	1,602.92	1,602.92
	(b) Other equity	34,697.83	31,805.75
	TOTAL EQUITY	36,300.75	33,408.67
	LIABILITIES		
	NON-CURRENT LIABILITIES		
	(a) Financial Liabilities		
	(i) Borrowings	11,167.65	12,167.91
	(ii) Lease Liability	5,961.42	5,403.58
	(iii) Others	0.36	0.36
	(b) Provisions	1,524.49	817.05
	(c) Deferred tax liabilities(net)	505.49	851.08
	TOTAL NON-CURRENT LIABILITIES	19,179.41	19,259.98
	CURRENT LIABILITIES		
	(a) Financial Liabilities		
	(i) Borrowings	29,257.87	16,802.92
	(ii) Trade payables		
	Dues to micro and small enterprises	195.29	136.05
	Dues to others	20,508.27	24,994.29
	(iii) Other financial liabilities	1,297.01	832.23
	(iv) Lease liability	1,440.93	1,248.55
	(b) Other current liabilities	532.28	453.43
	(c) Provisions	659.87	425.14
	(d) Income tax liabilities (net)	699.96	239.24
	TOTAL CURRENT LIABILITIES	54,561.48	45,131.85
	TOTAL EQUITY AND LIABILITIES	1,10,071.64	97,800.50



Standalone Cash Flow Statement

Particulars	₹ in lakhs	
	For the Half-Year ended 30.09.2023	For the Half-Year ended 30.09.2022
	Un-Audited	Un-Audited
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	5,022.61	2,926.78
Adjusted for		
Depreciation	2,544.12	2,089.23
Interest Income	(120.15)	(73.07)
Credit Risk Impaired	1.46	36.86
Credit Risk Allowance	-	(0.55)
Loss / (Profit) on sale of fixed assets (net)	(16.49)	13.47
Loss/ (Profit) on Lease modification	(0.50)	-
Re-measurement gains/(losses) on employee defined benefit plans	(507.30)	27.74
Re-measurement gains/(losses) on investments	5.89	(0.33)
Profit/(Loss) on current financial assets measured at FVTPL	(6.07)	-
Unrealised foreign exchange differences	129.43	173.92
Finance Costs	2,280.76	2,273.57
Operating Profit before Working Capital changes	9,333.76	7,467.62
Change in working capital	(5748.26)	(2576.54)
Cash generated from operations	3,585.50	4,891.08
Direct Taxes Paid	(1129.21)	(1792.16)
Net cash flow from operating activities (A)	2,456.29	3,098.92
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments	(5.00)	-
Purchase of Property, Plant & equipment and intangibles (including capital work in progress and capital advances)	(5871.42)	(4803.12)
ROU Assets as per Ind AS 116	(1444.62)	1.20
Proceeds from sale of fixed assets	81.25	25.76
Interest income received	103.15	79.30
Net cash used in Investing Activities - (B)	(7,156.64)	(4,696.86)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance charges	(2266.20)	(2273.57)
Cash Payments for Principal portion of lease liability	(299.20)	(185.45)
Cash Payments for interest portion of lease liability	(40.45)	(0.64)
Proceeds from Borrowings - Noncurrent (including current maturities)	1,915.53	1,142.00
Repayment of Borrowings - Noncurrent (including current maturities)	(1677.32)	(1626.14)
Borrowings - Current (Net)	11,216.48	5,812.36
Long Term Deposits received	-	(0.36)
Term Deposit Accounts with financial institutions	(642.32)	1.75
Payment of Dividend	(382.23)	(0.93)
Unclaimed Dividend	(2.37)	-
Increase/(Decrease) in Lease Liability	1,089.87	(541.07)
Net Cash used in Finance Activities - (C)	8909.79	2327.95
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	4209.44	730.01
Opening Balance in Cash and cash equivalents	3970.04	769.89
Closing Balance in Cash and cash equivalents	8179.48	1499.90

(Handwritten signature)



Notes to the financial results:

- 1 The above financial results for the quarter and half-year ended 30th September 2023 has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 9th November 2023.
- 2 The financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in terms of Regulations issued by Securities and Exchange Board of India (SEBI).
- 3 The Board of Directors at their meeting held on 15th June 2023 considered and approved the Scheme of Amalgamation among Pitti Castings Private Limited and Pitti Rail and Engineering Components Limited and Pitti Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder (Scheme). The Scheme is subject to the receipt of necessary statutory and regulatory approvals including approval of Stock Exchanges, the Securities and Exchange Board of India, the shareholders and creditors of respective companies and National Company Law Tribunal (NCLT). The Company has filed the Scheme with Stock Exchanges on 26th June 2023 and received their no objection on 26th October 2023. Currently the Scheme is pending approvals from NCLT, shareholders and creditor. The Scheme would become effective from the appointed date after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial results for the quarter and half-year ended 30th September 2023.
- 4 The Company has only one business segment, which is manufacturing of engineering products of Iron and Steel, hence the reporting is done as a single segment. However, the geographical segment revenue and assets are as under:

Particulars	Quarter Ended						Half-Year Ended		Year Ended	
	30.09.2023		30.06.2023		30.09.2022		30.09.2023		31.03.2023	
	Un-Audited	Audited	Un-Audited	Audited	Un-Audited	Audited	Un-Audited	Audited	Un-Audited	Audited
I. Segment Revenue										
a) India	20,336.69	19,875.03	19,284.49	40,211.72	39,755.24	74,747.94				
b) Outside India	9,948.32	9,196.33	11,169.09	19,144.65	21,804.47	37,051.04				
Total	30,285.01	29,071.36	30,453.58	59,356.37	61,559.71	1,11,798.98				
II. Segment Assets										
a) India	97,028.40	89,462.89	80,302.37	97,028.40	80,302.37	87,337.85				
b) Outside India	13,043.24	11,936.69	17,104.75	13,043.24	17,104.75	10,462.65				
Total	1,10,071.64	1,01,399.58	97,407.12	1,10,071.64	97,407.12	97,800.50				

5 Figures of the previous quarters/year have been regrouped and reclassified wherever necessary to correspond with current year's presentation.

By order of the Board
For PITTI ENGINEERING LIMITED



Place: Hyderabad
Date: 9th November 2023

SHARAD B PITTI
C-CHAIRMAN & MANAGING DIRECTOR
DIN: 00078716





talati & talati llp
Chartered Accountants

Independent Auditor's Review Report on the Unaudited Consolidated Quarterly and Year to Date Financial Results of Pitti Engineering Limited Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

**Review Report to
The Board of Directors
Pitti Engineering Limited
Hyderabad.**

We have reviewed the accompanying statement of unaudited consolidated financial results ("the Statement") of **Pitti Engineering Limited** ("the Holding Company") and its subsidiary **Pitti Rail and Engineering Components Limited** (the Holding company and its subsidiary referred to as 'the Group') for the quarter ended 31st December 2023 and year to date results for the period from 1st April 2023 to 31st December 2023 ("the Statement"), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").

The Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ('IND AS 34'), Interim Financial Reporting, prescribed under section 133 of Companies Act, 2013, and other accounting principles generally accepted in India and is in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statements are free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Holding's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Talati & Talati LLP, a Limited Liability Partnership bearing LLP Identification NO. AAO-8149

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Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

The statement includes the interim financial information of a subsidiary, which has not been reviewed by us, whose interim financial information reflects total revenue from operations of Rs. NIL and Rs. NIL and net Profit/(Loss) after tax of Rs. (0.15) Lakhs and Rs. (0.36) Lakhs for the quarter ended and year to date ended 31st December 2023 respectively, as considered in the consolidated Financial Results. These unaudited interim Financial Results have been furnished to us by the Board of Directors and our conclusion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based solely on such unaudited interim Financial Results. According to the information and explanations given to us by the Board of Directors, these interim financial results are not material to the Group.

Our conclusion on the consolidated financial results is not modified in respect of the above matters with respect to our reliance on the work done and the consolidated financial results certified by the Board of Directors.



For Talati & Talati LLP
Chartered Accountants
(Firm Reg No: 110758W/W100377)

A handwritten signature in black ink that reads "Amit Shah".

Amit Shah
Partner
Membership Number: 122131
UDIN: 24122131BKHHBQ3725

Place of Signature: Delhi
Date: February 9, 2024

Sl.No.	Particulars	Quarter Ended		Nine Months Ended		Year Ended	
		31.12.2023	30.09.2023	31.12.2023	31.12.2022	31.12.2022	31.03.2023
1	Income						
	(a) Revenue from operations	29,363.85	29,028.79	23,795.90	87,371.31	85,267.06	1,10,017.15
	(b) Other income	328.13	1,256.22	112.42	1,677.05	202.19	1,783.05
	Total Income	29,691.98	30,285.01	23,908.32	89,048.36	85,469.25	1,11,800.20
	Expenses:						
	(a) Cost of materials consumed	18,956.01	21,236.07	15,921.51	58,832.91	61,018.52	78,143.23
	(b) Purchase of Stock-in-trade	-	-	-	-	-	-
	(c) Changes in inventories of finished goods work-in-progress and stock-in-trade	382.29	(1,558.87)	(17.17)	377.24	314.92	87.57
	(d) Employee benefit expenses	2,667.51	2,640.56	2,168.66	7,641.85	6,625.74	8,662.85
	(e) Finance costs	1,354.23	1,119.87	1,199.30	3,635.02	3,472.49	4,465.41
(f) Depreciation and amortization expenses	1,455.82	1,228.19	1,100.03	3,999.95	3,189.52	4,465.23	
(g) Other Expenses	2,949.31	2,455.36	1,841.05	7,612.23	6,225.33	7,985.04	
Total expenses	27,765.17	27,121.18	22,213.38	82,099.20	80,846.52	1,03,809.33	
Profit / (loss) before exceptional and extraordinary items and taxation (1-2)	1,926.81	3,163.83	1,694.94	6,949.16	4,622.73	7,990.87	
4 Exceptional items	-	-	-	-	-	-	
5 Profit / (loss) before extraordinary items and taxation (3-4)	1,926.81	3,163.83	1,694.94	6,949.16	4,622.73	7,990.87	
6 Extraordinary items	-	-	-	-	-	-	
7 Profit / (loss) before taxation (5-6)	1,926.81	3,163.83	1,694.94	6,949.16	4,622.73	7,990.87	
8 Income tax expenses							
(a) Current tax charge / (Credit)	645.76	995.28	488.13	2,242.12	1,316.71	2,130.09	
(b) Tax relating to earlier years charge / (Credit)	-	(6.43)	0.01	(1.31)	(1.31)	(1.31)	
(c) Deferred tax charge / (Credit)	(50.85)	(80.20)	(6.64)	(270.20)	(93.20)	(21.40)	
Total tax expenses	594.91	908.65	481.50	1,965.49	1,222.20	2,107.38	
9 Profit / (loss) for the period (7-8)	1,331.90	2,255.18	1,213.44	4,983.67	3,400.53	5,883.49	
10 Other Comprehensive Income							
(i) Items that will not be reclassified subsequently to profit or loss							
Remeasurement of the net defined benefit liability/assets	(253.65)	(488.86)	13.88	(760.95)	41.62	(31.74)	
Change in fair value of investments	-	5.71	-	5.71	-	(126.48)	
Income tax relating to items that will not be reclassified subsequently to profit or loss	63.84	121.60	(3.49)	190.08	(10.47)	39.82	
(ii) Items that will be reclassified subsequently to profit or loss							
Total other comprehensive income, net of income tax	(189.81)	(361.55)	10.39	(565.16)	31.15	(118.40)	
Total Comprehensive Income (9+10)	1,142.09	1,893.63	1,223.83	4,418.51	3,431.68	5,765.09	
12 Paid Up Share Capital (face value of ₹ 5/- per share)	1,602.92	1,602.92	1,602.92	1,602.92	1,602.92	1,602.92	
13 Reserves Excluding Revaluation Reserves							
Earnings per share of ₹ 5/- each : (Not Annualized)							
(a) Basic (₹)	4.16	7.04	3.79	15.55	10.61	18.36	
(b) Diluted (₹)	4.16	7.04	3.79	15.55	10.61	18.36	



[Handwritten Signature]



Notes to the financial results:

- 1 The above financial results for the quarter and Nine months ended 31st December 2023 were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 9th February 2024.
- 2 The consolidated financial results include results of the following:
 - a. Holding Company – Pitti Engineering Limited
 - b. Wholly owned subsidiary – Pitti Rail and Engineering Components Limited
- 3 The financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in terms of Regulations issued by Securities and Exchange Board of India (SEBI).
- 4 The Board of Directors at their meeting held on 15th June 2023 considered and approved the Scheme of Amalgamation among Pitti Castings Private Limited and Pitti Rail and Engineering Components Limited and Pitti Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder (Scheme). The Company has filed the Scheme with Stock Exchanges on 26th June 2023 and received their no objection on 26th October 2023. Requisite application has been filed with National Company Law Tribunal, Hyderabad Bench (NCLT) on 15th December 2023. Currently the Scheme is pending approvals from NCLT, shareholders and creditors. The Scheme would become effective from the appointed date after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial results for the quarter and nine-months ended 31st December 2023.
- 5 The Company has only one business segment, which is manufacturing of engineering products of Iron and Steel, hence the reporting is done as a single segment. However, the geographical segment revenue and assets are as under:

Particulars	Quarter Ended		Nine Months Ended		Year Ended	
	31.12.2023	30.09.2023	31.12.2023	31.12.2022	31.03.2023	31.03.2023
	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
I. Segment Revenue						
a) India	17,862.82	20,336.69	15,450.85	58,074.55	56,536.71	74,749.16
b) Outside India	11,829.16	9,948.32	8,457.47	30,973.81	28,932.54	37,051.04
Total	29,691.98	30,285.01	23,908.32	89,048.36	85,469.25	1,11,800.20
II. Segment Assets						
a) India	1,03,593.62	97,023.16	76,221.91	1,03,593.62	76,221.91	87,332.95
b) Outside India	14,404.68	13,043.24	10,869.21	14,404.68	10,869.21	10,462.65
Total	1,17,998.30	1,10,066.40	87,091.12	1,17,998.30	87,091.12	97,795.60

6 Figures of the previous quarters/year have been regrouped and rearranged wherever necessary to correspond with current year's presentation.

By order of the Board
For PITT ENGINEERING LIMITED



SHARAD B PITTI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00078715



Place: Hyderabad
Date: 9th February 2024



talati & talati llp
Chartered Accountants

Independent Auditor's Review Report on Unaudited Standalone Quarterly and Year to Date Financial Results of Pitti Engineering Limited Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

**Review Report to
The Board of Directors
Pitti Engineering Limited
Hyderabad.**

We have reviewed the accompanying statement of unaudited standalone financial results ("the Statement") of **Pitti Engineering Limited** ("the Company") for the quarter ended 31st December 2023 and year to date results for the period from 1st April 2023 to 31st December 2023 ("The Statement").

The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ("IND AS 34"), Interim Financial Reporting, prescribed under section 133 of Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Talati & Talati LLP, a Limited Liability Partnership bearing LLP identification NO. AAO-8149

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Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



For **Talati & Talati LLP**
Chartered Accountants
(Firm Reg No: 110758W/W100377)

Amit Shah

Amit Shah
Partner
Membership Number: 122131
UDIN: 24/22131BKHHBR8564

Place of Signature: Delhi
Date: February 9, 2024

Sl.No.	Particulars	Quarter Ended				Nine Months Ended				Year Ended		
		31.12.2023		30.09.2023		31.12.2022		31.12.2022		31.03.2023		
		Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited	Audited	
1	Income	(a) Revenue from operations	29,363.85	29,028.79	23,795.91	87,371.31	85,267.06	1,10,017.15				
		(b) Other income	328.13	1,256.22	112.42	1,677.05	200.97	1,781.83				
		Total Income from operations	29,691.98	30,285.01	23,908.33	89,048.36	85,468.03	1,11,798.98				
2	Expenses:	(a) Cost of materials consumed	18,956.01	21,236.07	15,921.51	58,832.91	61,018.52	78,143.23				
		(b) Purchase of Stock-in-trade										
		(c) Changes in inventories of finished goods work-in-progress and stock-in-trade	382.29	(1,558.87)	(17.18)	377.24	314.92	87.57				
(d) Employee benefit expenses	2,667.51	2,640.55	2,168.67	7,641.85	6,625.74	8,662.85						
(e) Finance costs	1,354.23	1,119.87	1,199.29	3,635.02	3,472.87	4,465.78						
(f) Depreciation and amortization expenses	1,455.82	1,228.19	1,100.03	3,999.95	3,189.26	4,464.97						
(g) Other Expenses	2,949.17	2,455.22	1,840.79	7,611.87	6,224.72	7,984.35						
Total expenses	27,765.03	27,121.03	22,213.11	82,098.84	80,846.03	1,03,808.75						
3	Profit / (loss) before exceptional and extraordinary items and taxation (1-2)	1,926.95	3,163.98	1,695.22	6,949.52	4,622.00	7,990.23					
4	Exceptional items											
5	Profit / (loss) before extraordinary items and taxation (3-4)	1,926.95	3,163.98	1,695.22	6,949.52	4,622.00	7,990.23					
6	Extraordinary items											
7	Profit / (loss) before taxation (5-6)	1,926.95	3,163.98	1,695.22	6,949.52	4,622.00	7,990.23					
8	Income tax expenses											
(a)	Current tax charge / (Credit)	645.75	995.28	488.14	2,242.12	1,316.71	2,130.09					
(b)	Tax relating to earlier years charge / (Credit)		(6.43)	0.02	(6.43)	(1.31)						
(c)	Deferred tax charge / (Credit)	(50.85)	(80.20)	(6.21)	(270.20)	(93.20)	(21.83)					
Total tax expenses	594.90	908.65	481.95	1,965.49	1,222.20	2,106.95						
9	Profit / (loss) for the period (7 - 8)	1,332.05	2,255.33	1,213.27	4,984.03	3,399.80	5,883.28					
10	Other Comprehensive Income	(I) Items that will not be reclassified subsequently to profit or loss	Remeasurement of the net defined benefit liability/assets	(253.65)	(488.86)	13.87	(760.95)	41.62	(31.74)			
			Change in fair value of investment	0.00	5.71		5.71		(126.48)			
			Income Tax on items that will not be reclassified Subsequently to Profit & Loss	63.84	121.60	(3.49)	190.08	(10.47)	39.82			
			(II) Items that will be reclassified subsequently to profit or loss									
			Total other comprehensive income, net of income tax	(189.81)	(361.55)	10.38	(565.16)	31.15	(118.40)			
			Total Comprehensive Income (9+10)	1,142.24	1,893.78	1,223.65	4,418.87	3,430.95	5,764.88			
			Paid up Share Capital (face value of ₹ 5/- per share)	1,602.92	1,602.92	1,602.92	1,602.92	1,602.92	1,602.92			
			Reserves Excluding Revaluation Reserves									
			Earnings per share of ₹ 5/- each : (Not Annualized)									
			(a) Basic (₹)	4.16	7.03	3.79	15.55	10.61	18.36			
(b) Diluted (₹)	4.16	7.03	3.79	15.55	10.61	18.36						



(Handwritten signature)

Notes to the financial results:

- 1 The above financial results for the quarter and nine months ended 31st December 2023 were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 9th February 2024.
- 2 The financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in terms of Regulations issued by Securities and Exchange Board of India (SEBI).
- 3 The Board of Directors at their meeting held on 15th June 2023 considered and approved the Scheme of Amalgamation among Pitti Castings Private Limited and Pitti Rail and Engineering Components Limited and Pitti Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder (Scheme). The Company has filed the Scheme with Stock Exchanges on 26th June 2023 and received their no objection on 26th October 2023. Requisite application has been filed with National Company Law Tribunal, Hyderabad Bench (NCLT) on 15th December 2023. Currently the Scheme is pending approvals from NCLT, shareholders and creditors. The Scheme would become effective from the appointed date after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the financial results for the quarter and nine-months ended 31st December 2023.
- 4 The Company has only one business segment, which is manufacturing of engineering products of Iron and Steel, hence the reporting is done as a single segment. However, the geographical segment revenue and assets are as under:

Particulars	Quarter Ended				Nine Months Ended		Year Ended	
	31.12.2023	30.09.2023	31.12.2022	31.12.2022	31.12.2022	31.03.2023	31.03.2023	
	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited	Audited	
I. Segment Revenue								
a) India	17,862.82	20,336.69	15,450.86	58,074.55	56,535.49	74,747.94		
b) Outside India	11,829.16	9,948.32	8,457.47	30,973.81	28,932.54	37,051.04		
Total	29,691.98	30,285.01	23,908.33	89,048.36	85,468.03	1,11,798.98		
II. Segment Assets								
a) India	1,03,599.02	97,028.40	76,226.80	1,03,599.02	76,226.80	87,337.85		
b) Outside India	14,404.68	13,043.24	10,869.21	14,404.68	10,869.21	10,462.65		
Total	1,18,003.70	1,10,071.64	87,096.01	1,18,003.70	87,096.01	97,800.50		

5 Figures of the previous quarters/year have been regrouped and reclassified wherever necessary to correspond with current year's presentation.

By order of the Board
For PITT ENGINEERING LIMITED



SHARAD B PITTI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00078716



Place: Hyderabad
Date: 9th February 2024



talati & talati llp
Chartered Accountants

To,
The Board of Directors,
Pitti Engineering Limited
IVth Floor, Padmaja Land Mark, 6-3-648/401,
Somajiguda, Hyderabad,
Telangana, 500082

Independent Auditor's Certificate on compliance of the proposed accounting treatment in the Draft Scheme of Amalgamation with SEBI Guidelines, Companies Act, and the applicable accounting standards

1. This certificate is issued in accordance with the terms of our engagement letter dated June 1, 2023.
2. We, Talati & Talati LLP, Chartered Accountants (Firm's Registration No.110758W / W100377), the statutory auditors of Pitti Engineering Limited (hereinafter referred to as "the Company" or the "Transferee Company"), have examined the proposed accounting treatment specified in Clause 14 of part II of the Draft Scheme of Amalgamation among Pitti Castings Private Limited ("PCPL" or the "Amalgamating Company 1" or the "Transferor Company 1"), Pitti Rail and Engineering Components Limited ("PRECL" or the "Amalgamating Company 2" or the "Transferor Company 2") and Pitti Engineering Limited ("PEL" or "Amalgamated Company" or "Transferee Company") (the "Draft Scheme") as approved by the Board of Directors of the Company in their meeting held on June 15, 2023, in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 (the "Act") with reference to its compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder (hereinafter referred to as "SEBI Guidelines") and the Master Circular no. SEBI/HO/CFD/DILL/CIR/P/2021/0000000665 dated November 23, 2021 issued by SEBI (the "Master Circular"), and the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 (the 'applicable accounting standards'), read with the rules made there under and other Generally Accepted Accounting Principles. We have initialed Clause 14 of part II of the Draft Scheme reproduced in Annexure A to this Certificate for identification purpose only.

Management's responsibility

3. The responsibility for the preparation of the draft Scheme and its compliance with the relevant Act and SEBI Guidelines and the Master Circular, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Company.

Talati & Talati LLP, a Limited Liability Partnership bearing LLP identification NO. AAO-8149

AMBICA CHAMBERS, NEAR OLD HIGH COURT, NAVRANGPURA, AHMEDABAD 380 009.
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Auditor's responsibility

4. Pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act read with the Master Circular, our responsibility is only to examine the Draft Scheme and certify whether the accounting treatment referred to in Clause 14 of part II of the Draft Scheme is in compliance with the SEBI Guidelines, to the extent applicable and the Master Circular and the applicable accounting standards specified under Section 133 of the Act and other generally accepted accounting principles.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.

Conclusion

7. Based on our examination and according to the information and explanations given to us, pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act read with the Master Circular, we confirm that the accounting treatment contained in Clause 14 of part II of the Draft Scheme, is in compliance with the SEBI Guidelines, to the extent applicable and the Master Circular and the applicable Indian Accounting Standards specified under Section 133 of the Act, and other generally accepted Accounting principles.

Restriction on use

8. Our work was performed solely to assist you in meeting the requirements of the Act and the Master Circular to enable the Company to file the Draft Scheme with the Stock Exchanges and the National Company Law Tribunal (NCLT), Securities and Exchange Board of India and other regulatory bodies as applicable. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. 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.



9. This certificate is issued at the request of the Board of Directors of the Company to whom it is addressed, for onward submission to the Stock Exchanges, NCLT, Securities and Exchange Board of India and other regulatory bodies as applicable and should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



For **Talati & Talati LLP**
Chartered Accountants
(Firm Reg No: 110758W/W100377)

A handwritten signature in black ink, appearing to read "Amit Shah", written over a horizontal line.

Amit Shah
Partner
Membership Number: 122131
UDIN: 23122131BGYHKR9297

Place of Signature: Hyderabad
Date: June 15, 2023

Annexure A

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

- 14.1. Upon the Scheme coming into effect, the Amalgamated Company shall account for the amalgamation in its books of accounts, in accordance with the Pooling of Interest Method of accounting laid down in Ind AS-103 "Business Combinations" notified under Section 133 of the Companies Act, 2013, as part of the Companies (Indian Accounting Standards) Rules, 2015:
- 14.2. The Amalgamated Company shall record the assets (including the intangible assets, meeting the recognition criteria of Ind AS 103) and liabilities of the Amalgamating Company 1, transferred to and vested in it pursuant to this Scheme, at their respective carrying amounts.
- 14.3. All reserves of the Amalgamating Company 1 are deemed to be carried forward and shall be recorded in the books of the Amalgamated Company in the same form as they appeared in the books of the Amalgamating Company 1 as on the Appointed Date.
- 14.4. The Amalgamated Company shall credit its share capital account in its books of accounts with the aggregate face value of the equity shares issued to shareholders of the Amalgamating Company 1 as per clause 13.1.
- 14.5. Pursuant to the Scheme, the inter-company transactions and balances including loans, advances, Preference Shares, receivable or payable etc. inter se between the Amalgamating Company 1 and the Amalgamated Company, if any, shall stand cancelled;
- 14.6. The difference, if any, between (i) carrying amount of the assets, liabilities and reserves as recorded under 14.2 and 14.3 above after settlement of inter-company transactions and balances as per clause 14.5 above and (ii) the share capital recorded as per clause 14.4 above, shall be debited or credited to capital reserve, in the books of the Amalgamated Company;

CIN: L29253TG1983PLC004141



- 14.7. In case of any differences in the accounting policy between the Amalgamating Company 1 and the Amalgamated Company, the impact of the same till the Appointed Date will be quantified and adjusted in the reserves of the Amalgamated Company to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policy.

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

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



CIN: L29253TG1983PLC004141

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Pitti Engineering Limited
(Formerly Pitti Laminations Limited)
ISO 9001:2015 ISO 14001:2015
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- 14.12. Pursuant to the amalgamation of the Amalgamating Company 2 with the Amalgamated Company, the inter-company balances between the Amalgamated Company and Amalgamating Company 2, if any, appearing in the books of Amalgamated Company and Amalgamating Company 2, shall stand cancelled and there shall be no further obligation in that behalf;
- 14.13. For accounting purpose, the Scheme will be given effect on the date when all substantial conditions for the transfer of assets and liabilities of the Amalgamating Company 2 are completed;
- 14.14. Any matter not dealt with in Clause hereinabove shall be dealt with in accordance with the Indian Accounting Standards applicable to the Amalgamated Company

For Pitti Engineering Limited

Chief Financial Officer

M.No : 216936

Date: 15/06/2023

Place: Hyderabad



CIN: L29253TG1983PLC004141

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ANNEXURE 19

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors

1. Mr. Akshay Sharad Pitti (Petitioner) has filed a writ petition in 2021 before the Hon'ble High Court of Telangana at Hyderabad, against the State of Telangana (Respondent), seeking a writ of mandamus to declare the direction of Respondent in directing the Petitioner to vacate the property bearing no 1246 Parklane Secunderabad without giving reasonable time and to grant the Petitioner additional time to vacate the property. The matter is currently sub-judice.
2. M/s. Nanking Chinese Restaurant and Other (Petitioners) have filed a writ petition in 2018 before the Hon'ble High Court of Telangana at Hyderabad, against the order of GHMC issued to them ordering the demolition of the structure on Land Leased by Mr. Akshay Sharad Pitti (Respondent), being in dilapidated state.

As per the latest order in 2023, the Hon'ble High Court has inter-alia directed the Petitioners to apply to the National Institute of Technology, (NIT), Warangal with a request to inspect the structural condition of the subject building. The matter is currently sub-judice.

3. A Criminal Suit has been filed by PEL against Sri Padala Sandeep Krishna & 3 others with the Additional Chief Metropolitan Magistrate at Nampally with respect to threatening the employees of PEL and non-vacation of PEL's property post the expiry of the lease period. The matter is currently sub-judice.
4. An Original Suit was filed by R Yadi Reddy in 2019 before the Additional Junior Civil Judge, Shadnagar, against Bhim Reddy (Defendant) and others for partition and separate possession of land admeasuring 6 Acres and 24 Guntas, situated at Nandigama Revenue Village, Ranga Reddy District. PEL has been made a party to the dispute as defendant no. 15. The matter is currently sub-judice.
5. Sharad Pitti (Petitioner) and Cantonment Board, Secunderabad (Respondent): An appeal was filed seeking relief against the interference of the Cantonment Board Rep. by its Cantonment Executive Officer, Secunderabad ("Respondent") in the enjoyment of ancestral property of the Petitioner i.e., Bungalow No.181, admeasuring 37,341 sq. i.e., Ac.6.80 situated at Bowenpally, Secunderabad. The matter is currently sub-judice.
6. An original suit has been filed by Nakku Ramulu and Ors (Petitioner), M. Sriram Reddy (Respondent no. 1), Malreddy Amarendar Reddy (Respondent no. 2), and Sri Sharad B Pitti (Respondent no. 3) on account of dispute pertaining to land admeasuring 24 Acres and 09 Guntas located at Proddatur Village, Shankarpally Mandal, Rangareddy District. The matter is currently under sub-judice.
7. A Suit was filed by the State of Telangana, Inspector of Factories, Mahabubnagar on Sri P. V. Rao, Occupier and Sri R.S. Murthy, Manager of SVM Non-Wovens Private Limited for certain non-compliance with the Factories Act. Pitti Engineering Limited has also been served the notice being the lessor of the land on which the factory of SVM Non-Wovens Private Limited was located. The matter is pending in the Court of the Judicial First class Magistrate at Shadnagar.

S.No	Court / Tribunal / Authority	Dispute Period (Financial Year)	Parties Involved	Brief Summary	Current Status
1	Commissioner of Income Tax (Appeals)	2016-17	PEL vs Assessing Officer (IT)	The Assessing Officer has passed an order charging to Income Tax an additional amount of income from ICD's as unexplained cash credit.	The Assessee has filed an appeal before the Commissioner of Income Tax (Appeals). The matter is currently pending.
2	Commissioner of Income Tax (Appeals)	2017-18	PEL vs Assessing Officer (IT)	The Assessing Officer has passed an order charging to Income Tax additional income towards assumed income received on trade investments.	The Assessee has filed an appeal before the Commissioner of Income Tax (Appeals). The matter is currently pending.
3	Commissioner of Income Tax (Appeals)	2019-20	PEL vs Assessing Officer (IT)	The Assessing Officer has passed an order disallowing deduction claimed under section 80JJA.	The Assessee has filed an appeal before the Commissioner of Income Tax (Appeals). The matter is currently pending.
4	Assistant Commissioner of Service tax, CESTAT Bangalore	2008-09 to 2010-11	PEL vs Commissioner of Customs, Central Excise & Service Tax	Department has disallowed service tax credit availed on common input services to the extent of turnover generated from job work activities.	The Assessee has filed an appeal before the CESTAT Bangalore. The tribunal has granted stay on the Department's order until disposal of the appeal.
5	Assistant Commissioner of Service tax, CESTAT Bangalore	2011-2012	PEL vs Commissioner of Customs, Central Excise & Service Tax		The matter is currently pending.
6	Commissioner of Appeals (GST) Pune, Maharashtra	2017-18	PEL vs Superintendent of Central GST, Pune	Input Tax Credit availed in TRAN - 1 disputed.	The Assessee has filed an appeal before the Commissioner of Appeals (GST) Pune. The matter is currently pending.
7	Commissioner of Appeals (GST), Pune Maharashtra	2018-19	PEL vs Deputy Commissioner of State tax, Pune	Department disallowed GST credit on the grounds that ITC claimed is Ineligible as the same is not visible in GSTR 2A.	The Assessee has filed an appeal before the Commissioner of Appeals (GST) Pune. The matter is currently pending.
8	Commissioner of Income Tax (Appeals)	2011-12	PEEPL vs Assessing Officer (IT)	The Assessing Officer has passed an order charging to Income Tax the amount of share capital received as unexplained cash credit.	The Assessee has filed an appeal before the Commissioner of Income Tax (Appeals). The matter is currently pending.

S.No	Court / Tribunal / Authority	Dispute Period (Financial Year)	Parties Involved	Brief Summary	Current Status
9	Income Tax Appellate Tribunal, Hyderabad	2013-14	PEEPL vs Assessing Officer (IT)	The Assessing Officer has passed an order disallowing the Interest expenditure under section 14A on the grounds that the expenditure allowed cannot be higher than the exempt Income. Subsequently, CIT(Appeals) and ITAT Hyderabad have passed the orders in favour of the Assessee and allowed the interest income.	The ITAT has decided the matter in favour of the Assessee. However, the consequential order is not yet passed by the Assessing Officer to remove the demand.
10	Central Circle-1(1), Income Tax	2019-20	PEEPL vs Assessing Officer (IT)	A search was initiated by Tax Department on 06/12/2022. In connection with the same Assessment under section 147 has been initiated for the said years.	The Assessee is in the process of preparing and filing the tax returns for the said Financial Years in response to the notice issued.
11	Central Circle-1(1), Income Tax	2020-21	PEEPL vs Assessing Officer (IT)		
12	Central Circle-1(1), Income Tax	2021-22	PEEPL vs Assessing Officer (IT)		
13	AO, Income Tax	2004-05	Sharad B Pitti vs Assessing Officer (IT)	Demand raised under section 143(3) in connection with charge of capital gains tax.	The matter was ruled in favour of the assessee by the ITAT. The Assessee has requested the Assessing officer to give effect to the order passed by the ITAT.
14	AO, Income Tax	2005-06	Sharad B Pitti vs Assessing Officer (IT)	Demand raised under section 143(3). The tax matter was appealed by the assessee and the order was passed. Accordingly, all the taxes were paid as per the Order.	The matter is closed but the effect of the Appeal is not yet reflecting. Tax due has been paid.
15	AO, Income Tax	2005-06	Sharad B Pitti vs Assessing Officer (IT)	Demand raised under section 143(1). The tax matter was appealed by the assessee and the order was passed. Accordingly, all the taxes were paid as per the Order.	The matter is closed but the effect of the Appeal is not yet reflecting. Tax due has been paid.

S.No	Court / Tribunal / Authority	Dispute Period (Financial Year)	Parties Involved	Brief Summary	Current Status
16	AO, Income Tax	2006-07	Sharad B Pitti vs Assessing Officer (IT)	Demand raised under section 143(1). The reason for demand has not been provided in the demand notice	The matter is pending with the assessee.
17	Central Circle-1(1), Income Tax	2019-20	Sharad B Pitti vs Assessing Officer (IT)	A search was initiated by Tax Department on 06/12/2022. In connection with the same Assessment under section 147 has been initiated for the said years.	The Assessee is in the process of preparing and filing the tax returns for the said Financial Years in response to the notice issued.
18	Central Circle-1(1), Income Tax	2020-21	Sharad B Pitti vs Assessing Officer (IT)		
19	Central Circle-1(1), Income Tax	2021-22	Sharad B Pitti vs Assessing Officer (IT)		
20	Central Circle-1(1), Income Tax	2019-20	Akshay Sharad Pitti vs Assessing Officer (IT)	A search was initiated by Tax Department on 06/12/2022. In connection with the same Assessment under section 147 has been initiated for the said years.	The Assessee is in the process of preparing and filing the tax returns for the said Financial Years in response to the notice issued.
21	Central Circle-1(1), Income Tax	2020-21	Akshay Sharad Pitti vs Assessing Officer (IT)		
22	Central Circle-1(1), Income Tax	2021-22	Akshay Sharad Pitti vs Assessing Officer (IT)	The Tax Office has initiated a Regular Assessment under section 143(3)	The Assessee has duly submitted its response and the matter is currently pending with the AO.
23	Commissioner of Income Tax (Appeals)	2019-20	Madhuri Sharad Pitti vs Assessing Officer (IT)	The Assessing Officer has passed an order disallowing the Interest expenditure on the grounds that the expenditure is not in relation to the taxable income	The Assessee has filed an appeal before the Commissioner of Income Tax (Appeals). The matter is currently pending.

Note: In addition to the above list, the Company, Promoters and Directors may be involved in other ongoing adjudication & recovery proceedings, prosecution initiated or other enforcement action arising in the ordinary course of business, which would not materially adversely affect the operations or financial position of the Company, Promoters and Directors.

