

# ARIGATO UNIVERSE LIMITED

(Formerly Known as Saboo Brothers Limited)

CIN: L45100RJ1979PLC001851

Registered Office: Galaxy Apartment, Fatehpur, Bedla Road, Girwa, Udaipur, Rajasthan – 313001  
E-Mail: [arigatouniverseltd@gmail.com](mailto:arigatouniverseltd@gmail.com), Website: [www.arigatouniverse.com](http://www.arigatouniverse.com) Ph.+91 7841984000

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**Date: 5<sup>th</sup> September, 2024**

**To,**

**The General Manager,**

**Listing Department,**

**BSE Limited,**

**Phiroze Jeejeebhoy Towers, Dalal Street,**

**Mumbai - 400001.**

**BSE CODE: 530267**

**SUBJECT: Annual Report for The F.Y. 2023-2024, Notice of 45<sup>th</sup> Annual General**

## **MEETING (“AGM”)**

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Annual Report of the Company for the Financial Year 2023-2024 along with the Notice convening the 45<sup>th</sup> Annual General Meeting scheduled to be held on Friday, 27<sup>th</sup> September, 2024 at 11:30 A.M. (IST) at the registered office of the company i.e., Galaxy Apartment, Fatehpur, Bedla Road, Girwa, Udaipur, Rajasthan – 313001.

In compliance with above mentioned circulars, the Annual Report of the Company for the Financial Year 2023-2024 along with the Notice convening the 45<sup>th</sup> Annual General Meeting has been sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions

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proposed to be passed at AGM. The Company has engaged CDSL for providing facility for voting through remote e-Voting, for participation in the AGM and Voting during the AGM. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 21<sup>st</sup> September, 2024 to Friday, 27<sup>th</sup> September, 2024 (both days inclusive).

## Key formation:

<b>Cut-off Date</b>	Friday- 20 <sup>th</sup> September, 2024
<b>Day, Date and time of commencement of remote e-Voting</b>	Tuesday - 24 <sup>th</sup> September, 2024 At 9:00A.M.
<b>Day, Date and time of end of remote e-Voting</b>	Thursday - 26 <sup>th</sup> September, 2024 at 05:00 P.M.
<b>Annual General Meeting (AGM)</b>	Friday - 27 <sup>th</sup> September, 2024 At 11:30 A.M.

The copy of the Notice of AGM and Annual Report is also available on the website of the Company at [www.arigatouniverse.com](http://www.arigatouniverse.com) and on the website of the Stock Exchange i.e., BSE limited at [www.bseindia.com](http://www.bseindia.com) and on the CDSL website at [www.evotingindia.com](http://www.evotingindia.com).

Kindly acknowledge and take on record the same.

**Thanking you,**

**For Arigato Universe Limited,**

**(Formerly Known as Saboo Brothers Limited)**

SD/-

**Nikhil Kuwar Singh**

**Whole Time Director**

**(DIN: 09127337)**

# **ARIGATO UNIVERSE LIMITED**

**(Formerly Known as Saboo Brothers Limited)**

**CIN: L45100RJ1979PLC001851**

**Registered Office: 220 Ashok Nagar, Main Road, Girwa, Udaipur, Rajasthan – 313001**

**E-Mail: [arigatouniverseltd@gmail.com](mailto:arigatouniverseltd@gmail.com), Website : [www.arigatouniverse.com](http://www.arigatouniverse.com) Ph.+91 7841984000**

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**ARIGATO UNIVERSE LIMITED**

**(Formerly Known as Saboo Brothers Limited)**

**CIN: L45100RJ1979PLC001851**

**45<sup>th</sup> ANNUAL REPORT**

**2023-2024**

**Regd. Office: Galaxy Apartment, Fatehpur, Bedla Road, Girwa, Udaipur,  
Rajasthan – 313001.**

**Email: [arigatouniverseltd@gmail.com](mailto:arigatouniverseltd@gmail.com) Website: [www.arigatouniverse.com](http://www.arigatouniverse.com)**

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## BOARD OF DIRECTORS

Anurag Saboo	Non-Executive, Non-Independent Director
Loknath Suryanarayan Mishra	Non-Executive, Independent Director
Nikhil Kuwar Singh	Executive, Whole time Director
Sushama Anuj Yadav	Non-Executive, Independent Director
Sarojkumar Gupteshwar Pandey	Executive & CFO

## AUDITORS

M/s. Bagdia & Company,  
Chartered Accountants  
Block No. 63/69, Rajat Sankul, Opp ST Stand,  
Rai Udyog, Ganesh Peth,  
Nagpur-440018

## BANKERS

IDBI Bank  
Bank Of Baroda

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## REGISTRAR & SHARE TRANSFER AGENT

Purva Shareregistry (India) Pvt. Ltd.

Unitno. 9, Shiv Shakti Ind. Estt.

J.R. Boricha Marg, Lower Parel (E), Mumbai 400 011

Email- [support@purvashare.com](mailto:support@purvashare.com) Phone- 022-23018261/ 23012517

## REGISTERED OFFICE

Galaxy Apartment, Fatehpura, Bedla Road, Girwa, Udaipur, Rajasthan – 313001

Tel: 0291-2654120

Email: [arigatouniverseltd@gmail.com](mailto:arigatouniverseltd@gmail.com)

Website: [www.arigatouniverse.com](http://www.arigatouniverse.com)

## COMPANY SECRETARY

Apurv A. Hirde

(Membership No.: A60955)

**NOTICE**

**NOTICE** is hereby given that the 45<sup>th</sup> Annual General Meeting of the members of Arigato Universe Limited (Formerly Known as Saboo Brothers Limited) will be held on **Friday, September 27<sup>th</sup>, 2024 at 11:30 a.m.** at registered office of the Company at Galaxy Apartment, Fatehpur, Bedla Road, Girwa, Udaipur, Rajasthan – 313001 to transact the following businesses:

**ORDINARY BUSINESS (OB):**

- 1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; in this regard,**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. To appoint Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050), who retires by rotation as a director and in this regard,**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sarojkumar Gupteshwar Pandey (**DIN: 09674050**), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

**SPECIAL BUSINESS (SB):**

- 3. To Increase the authorized share capital of the company and consequential amendment in memorandum of association of the company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:

**RESOLVED THAT**, pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Memorandum of Association and Articles of Association of the Company, subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), subject to the approval of Members of the Company, be and is hereby accorded for increase in the Authorized Share Capital of Company from ₹ 6,51,00,000/- (Indian Rupees Six Crore Fifty One Lakh only), divided into 65,10,000 (Sixty Five Lakh Ten Thousand Only) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each to ₹ 21,51,00,000/- (Indian Rupees Twenty One Crore Fifty One lakhs only), divided into 2,15,10,000 ( Two Crore Fifteen Lakh Ten Thousand only) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each, by creation of additional 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of ₹ 10/- (Indian Rupees Ten only) each.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

“V. The Authorized Share Capital of the Company is ₹ 21,51,00,000 /- (Indian Rupees Twenty- One Crore Fifty-One Lakh only), divided into 2,15,10,000 (Two Crore Fifteen Lakh Ten Thousand Only) Equity Shares of ₹ 10/- (Indian Rupees Ten) each.”

**RESOLVED FURTHER THAT** any of the directors of the Company be and is hereby authorized to make application, file forms, etc. with the Registrar of Companies office and is hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

**4. Change in Designation of Mr. Rajan Kantilal Shah (DIN: 00932062) from additional director to Managing Director.**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:

**“RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Rajan Kantilal Shah (DIN: 00932062) as Managing Director who was appointed by the Board of Directors of the company on 5th September, 2024 as managing Director of the Company to hold office for a term of five years w.e.f 1st October, 2024 upto 30th September, 2029 and whose office shall not be liable to retire by rotation.

**“RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the statutory registers of the company and to do all Such acts/ deeds/ things as may deem fit to give effect to this resolution”.

**5. Regularization of Mrs. Dhvani Sanket Shah (DIN: 10765189) as director (non-executive & non-Independent).**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:

**“RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mrs. Dhvani Sanket Shah (DIN: 10765189) as Director she was appointed by the Board of Directors of the company on 5th September, 2024 as additional Director of the Company and whose office shall be liable to retire by rotation.



**“RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution”.

**6. To change of registered office of the company from the State of Rajasthan to the State of Maharashtra;**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director, the registered office of the Company be shifted from the State of Rajasthan to the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Mumbai and accordingly, the Clause II of the Memorandum of Association of the Company be altered by substituting the following Clause:

II. the Registered Office of the Company will be situated in the State of Maharashtra. i.e., within the jurisdiction of the Registrar of Companies, Mumbai.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, deeds, petitions, affidavits and writings and filing the same with the Registrar of Companies, Regional Director, State Government and any other Authority as may be necessary.”

**7. Regularization of Mrs. Pooja Avinash Gandhewar (DIN: 10742540) as Independent Director (Non- executive & Independent).**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint **Mrs. Pooja Avinash Gandhewar (DIN: 10742540)** as Independent Director who was appointed by the Board of Directors of the company on 14<sup>th</sup> August, 2024 as Independent additional Director of the Company to hold office for a term of five years w.e.f 14<sup>th</sup> August, 2024 up to 13<sup>th</sup> September, 2029 and whose office shall not be liable to retire by rotation.

“**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the statutory registers of the company and to do all Such acts/ deeds/ things as may deem fit to give effect to this resolution”.

**8. Regularization of Mr. Deepak Jajoo (DIN: 10729629) as Independent Director (Non-executive & Independent).**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint **Mr. Deepak Jajoo (DIN: 10729629)** as Independent Director who was appointed by the Board of Directors of the company on 14<sup>th</sup> August, 2024 as Independent additional Director of the Company to hold office for a term of five years w.e.f 14<sup>th</sup> August, 2024 up to 13<sup>th</sup> September, 2029 and whose office shall not be liable to retire by rotation.

**“RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the statutory registers of the company and to do all Such acts/ deeds/ things as may deem fit to give effect to this resolution”.

**By Order of the Board of Directors**  
**For Arigato Universe Limited**  
**(Formerly Known as Saboo Brothers Limited)**

**Sd/-**

**Nikhil Kuwar Singh**  
**Whole-time Director**  
**(DIN: 09127337)**

**Dated: 05.09.2024**

**Place: Udaipur**

**NOTES:**

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AT THE VENUE OF THE MEETING AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxies to be effective should be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Accordingly, the facility for appointment of proxies by the Members will be available for the AGM and hence the Proxy Form and Attendance Slip are annexed to this Notice.
2. In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the AGM physically and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to [arigatouniverseltd@gmail.com](mailto:arigatouniverseltd@gmail.com).
3. The Route Map is annexed in this Notice. The proceedings of the AGM shall be conducted at the Registered Office of the Company.
4. 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 LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Tuesday, 24<sup>th</sup> September, 2024 at 9:00 a.m. (IST) and end on Thursday, 26<sup>th</sup> September, 2024 at 5:00 p.m. (IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, 20<sup>th</sup> September, 2024.

5. Any person who is not a member post cut-off date should treat this notice for information purposes only.
6. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
7. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Friday, 20<sup>th</sup> September, 2024, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Registrar and Share Transfer Agent (RTA) [support@purvashare.com](mailto:support@purvashare.com). However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
8. CS Ramesh Chandra Mishra, Practicing Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Chandra Mishra & Associates, vide Board Resolution dated 5<sup>th</sup> September, 2024 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
9. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
10. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz [www.arigatouniverse.com](http://www.arigatouniverse.com) and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.

11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2023-2024 will also be available on the Company's website [www.arigatouniverse.com](http://www.arigatouniverse.com), websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the AGM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
14. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. In case of joint holders, only one of the members whose name appears the Register of Members of the Company will be entitled to vote in respect of the resolutions proposed at the AGM.
16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again.

17. Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Saturday, 21<sup>st</sup> September, 2024 to Friday, 27<sup>th</sup> September, 2024 (both the days inclusive).
18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on [arigatouniverseltd@gmail.com](mailto:arigatouniverseltd@gmail.com).
19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
20. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
23. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members



holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, emails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

24. The facility for voting through Ballot / Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:**

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below: ANNUAL REPORT 2023-2024.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on Tuesday, 24<sup>th</sup> September, 2024 at 10:00 a.m. (IST) and end on Thursday, 26<sup>th</sup> September, 2024 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to

listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

### **Type of shareholder Login Method**

Individual Shareholders holding securities in Demat mode with CDSL Depository Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab.

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website

directly.

If the user is not registered for Easi/Easiest, option to register is available at cdsi website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company

name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

### **Login type Helpdesk details**

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

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](mailto:evoting@nsdl.co.in) or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN Enter your 10-digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details

OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on “SUBMIT” tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new

password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant **Arigato Universe Limited** on which you choose to vote.

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting

only.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [arigatouniverseltd@gmail.com](mailto:arigatouniverseltd@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual



meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:**

**RTA Address:**

**Purva Shareregistry (India) Pvt. Ltd.**

Unit no. 9, Shiv Shakti Ind. Estt.,

J .R. Boricha Marg, Lower Parel (E),

Mumbai - 400 011.

**[support@purvashare.com](mailto:support@purvashare.com)**

**[www.purvashare.com](http://www.purvashare.com)**

**By Order of the Board of Directors**

**For Arigato Universe Limited**

**(Formerly Known as Saboo Brothers Limited)**

**Sd/-**

**Nikhil Kuwar Singh**

**Whole-time Director**

**(DIN: 09127337)**

**Dated: 05.09.2024**

**Place: Udaipur**

**ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING**

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Arigato Universe Limited (Formerly Known as Saboo Brothers Limited). I hereby record my presence at the 45<sup>th</sup> Annual General Meeting of the shareholders of Arham Technologies Limited held on Friday, 27<sup>th</sup> September, 2024 at 11:30 A.M at the registered office of the Company at Galaxy Apartment, Fatehpura, Bedla Road, Girwa, Udaipur, Rajasthan 313001.

<b>Reg. Folio No. / Client ID</b>	
<b>DP ID</b>	
<b>No. of Shares</b>	

Name & Address of Member;

\_\_\_\_\_  
Signature of Shareholder/Proxy/Representative  
(Please Specify)

**Form No. MGT-11**

**PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

<b>CIN</b>	L45100RJ1979PLC001851
<b>Name of the Company</b>	Arigato Universe Limited (Formerly Known as Saboo Brothers Limited)
<b>Registered office</b>	Galaxy Apartment, Fatehpura, Bedla Road, Girwa, Udaipur, Rajasthan 313001.
<b>Name of the member(s)</b>	
<b>Registered Address</b>	
<b>Email Id</b>	
<b>Folio No / Client ID</b>	DP ID:

I /We, being the member(s) of \_\_\_\_\_ shares of the above-named company, hereby appoint

1.	Name			
	Address		Signature	
	Email Id			
	Or failing him			
2.	Name			
	Address		Signature	
	Email Id			
	Or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 45<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 27<sup>th</sup> September, 2024 at 11:30 A.M at the registered office of the Company at Galaxy Apartment, Fatehpura, Bedla Road, Girwa, Udaipur, Rajasthan 313001 India, and at any adjournment thereof in respect of such resolutions as

are indicated below:

	<b>For</b>	<b>Against</b>
<b>Ordinary Business:</b>		
1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; in this regard,		
2. To appoint Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050), who retires by rotation as a director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:		
<b>Special Business:</b>		
3. To Increase the authorized share capital of the company and consequential amendment in memorandum of association of the company		
4. Change in Designation of Mr. Rajan Kantilal Shah (DIN: 00932062) from additional director to Managing Director		
5. Regularization of Mrs. Dhvani Sanket Shah (DIN: 10765189) as director (non-executive & non-Independent).		
6. To change of registered office of the company from the State of Rajasthan to the State of Maharashtra;		
7. Regularization of Mrs. Pooja Avinash Gandhewar (DIN: 10742540) as Independent Director (Non- executive & Independent).		
8. Regularization of Mr. Deepak Jajoo (DIN: 10729629) as Independent Director (Non- executive & Independent).		

Signed this ..... day of..... 2024.

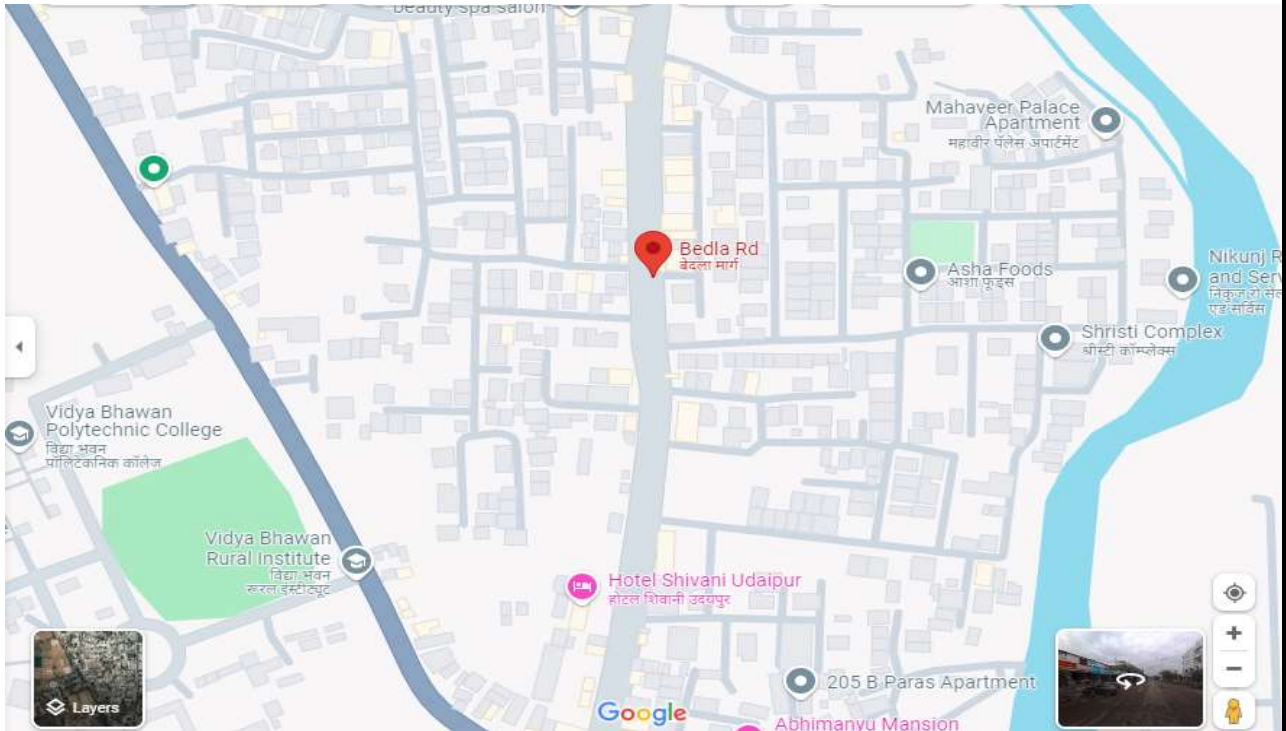
Signature of shareholder: \_\_\_\_\_ Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Route map:**

[https://www.google.com/maps/place/Bedla+Rd,+Fatehpura,+Udaipur,+Rajasthan/@24.6247913,73.6877262,17z/data=!3m1!4m6!3m5!1s0x3967e4fcb929f039:0x2b4ed980e1f45d39!8m2!3d24.6247864!4d73.6903011!16s%2Fg%2F11bw4brvfb?entry=ttu&g\\_ep=EgovMDI0MDgyOC4wIKXMDSOASAFQAw%3D%3D](https://www.google.com/maps/place/Bedla+Rd,+Fatehpura,+Udaipur,+Rajasthan/@24.6247913,73.6877262,17z/data=!3m1!4m6!3m5!1s0x3967e4fcb929f039:0x2b4ed980e1f45d39!8m2!3d24.6247864!4d73.6903011!16s%2Fg%2F11bw4brvfb?entry=ttu&g_ep=EgovMDI0MDgyOC4wIKXMDSOASAFQAw%3D%3D)



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS:**

The compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para-C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 IS NOT APPLICABLE to the Company.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:**

**Item No. 2.**

Re-appointment of Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) as a Director (Item No. 2) In terms of Section 152(6) of the Act, Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment.

Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) aged 46 years, with qualification of Post Graduate, has more than 15 years of Vast experience in Civil Contracting and dealing in Construction material and managerial field. He joined the Company as Director w.e.f. 21-07-2022. He has wide knowledge in business strategy, business development.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the AGM.

Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) is not related to any Director of the Company.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through evoting.

**Item no. 3.**

In order to meet the Capital requirements for growth and expansion of Company's business, the Board of Directors propose to increase the Authorized Share Capital from Rs. 6,51,00,000/- (Indian Rupees Six Crores Fifty-One lakh only) to 21,51,00,000/- (Indian Rupees Twenty-One Crore Fifty-One lakhs only) divided into 2,15,10,000 (Two Crore Fifteen Lakh Ten Thousand only) equity shares of Rs.10/- (Indian Rupees Ten) each by creating further 1,50,00,000 (One Crore Fifty Lakh) equity shares of INR 10/- each which will rank paripassu in all respects with the existing equity shares in the company. The proposed increase of the Authorized Share Capital requires the approval of members in the general meeting.

Consequent to the Increase of the Authorized Capital, Memorandum of Association of the Company will require alteration so as to reflect the increase in the Share Capital. The Board of Directors recommends the passing of this resolution as set out at Item No. 3 of the notice by an ordinary resolution.

The authorized share capital of the Company shall be such amount and of such description as is stated for the time being or at any time under Clause V of the Company's Memorandum of Association with rights, privileges and conditions attached thereto as per the relevant provisions contained in this behalf in these presents and with power to increase or reduce the capital and to divide the share in the capital of the company for the time being, into different classes as may be specified under the Act from time to time.

The Board of Directors recommends the passing of this resolution as set out at Item No. 3 of the notice by an **ordinary resolution**.

**Item no.4**

**CHANGE IN DESIGNATION OF MR. RAJAN KANTILAL SHAH (DIN: 00932062)  
FROM ADDITIONAL DIRECTOR TO MANAGING DIRECTOR OF THE  
COMPANY.**

Mr. Rajan Kantilal Shah (DIN: 00932062) is proposed to be appointed as managing Director



w.e.f 1<sup>st</sup> October, 2024 for a period of five years upto 30<sup>th</sup> September, 2029. The Board of Director of the Company (“Board”), at its meeting held on 5<sup>th</sup> September, 2024 has subject to approval of members, proposed to appoint Mr. Rajan Kantilal Shah (DIN: 00932062) as Managing Director, for a period of 5 (five) years with effect 1<sup>st</sup> October,2024 upto 30<sup>th</sup> September, 2029. The Nomination Committee of the Board of Director, recommends appointment of Mr. Rajan Kantilal Shah as a Managing Director for term of 5 (five) consecutive years on the Board of the Company.

Mr. Rajan Kantilal Shah (DIN: 00932062) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Managing Director. Accordingly, it is proposed to appoint Mr. Rajan Kantilal Shah (DIN: 00932062) as a Managing Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

The Board recommends this resolution for the approval of the members as **Ordinary Resolution**.

**Item No. 5.**

Mrs. Dhvani Shah (**DIN: 10765189**) is proposed to be appointed as Director w.e.f 1<sup>st</sup> October, 2024 for a period of five years upto 30<sup>th</sup> September, 2029. The Board of Director of the Company (“Board”), at its meeting held on 5<sup>th</sup> September, 2024 has subject to approval of members, proposed to appoint Mrs. Dhvani Shah (DIN: 10765189) as Director, for a period of 5 (five) years with effect 1<sup>st</sup> October,2024 upto 30<sup>th</sup> September, 2029. The Nomination Committee of the Board of Director, recommends appointment of Mrs. Dhvani Shah as a Director for term of 5 (five) consecutive years on the Board of the Company.

Mrs. Dhvani Shah (DIN: 10765189) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

Accordingly, it is proposed to appoint Mrs. Dhvani Shah (DIN: 10765189) as a Director of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

The Board recommends this resolution for the approval of the members as **Ordinary Resolution**.

**Item No. 6.**

Presently, the Company's Registered Office is located at Galaxy Apartment, Fatehpura, Bedla Road, Girwa, Udaipur, Rajasthan 313001. The Board of Directors of your Company at their meeting held on Thursday, 5<sup>th</sup> September, 2024, has proposed to shift the Registered Office of the Company from the State of Rajasthan to the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Mumbai to carry on the business of the Company more economically and efficiently and with better operational convenience.

The company needs financial assistance for which it has approached Bank/Financial Institution, which is situated in the State of Maharashtra. They are on principle/ agreeable to extend the financial accommodation provided the registered office has to be located in the State of Maharashtra.

The market condition & the scope of the business are very bright and conducive in the 'State of Maharashtra'. At present the Company has no business activity in and around Maharashtra.

All the business activities and day-to-day affairs of the Company are being controlled and managed from the Corporate Office situated at 802, Impressa Rise, Ambazari Road, Opposite LAD College, Shivaji Nagar, Nagpur- 440010., in the State of Maharashtra. The Company propose to start its business activities in the State of Maharashtra. No useful purpose will be served by continued maintenance of the registered office at Udaipur and in the State of Rajasthan and it has become uneconomical and inconvenient to run the registered office at Rajasthan. It will be just, necessary, expedient, desirable and convenient for the Company to plan, execute, organize and co-ordinate its business activities if the Registered Office is shifted from the State of Rajasthan to the State of Maharashtra. It would be commercially expedient, justified and logical that the company is allowed to shift its registered office from the State of Rajasthan to the State of Maharashtra.

The proposed change in the situation of the registered office will enable the directors to

manage and conduct the affairs of the company most conveniently, efficiently and advantageously. Such change will also enable the company to carry on its activities more economically. It will create administrative convenience for advantageously managing the affairs of the company. It will enable the company to carry on its business more efficiently and economically as well as more efficiently. It would be advantageous, expedient, necessary, convenient and conducive to the business activities of the company to have the registered office in the State of Maharashtra.

The Board has recommended, to the change of registered office of the company as per section 13 of the companies Act, 2013 and rule 30 of the Companies (Incorporation) Rules, 2014 and sought your approval by way of Special resolution.

The Board has also proposed and discussed to shift the Registered Office of the Company from one state to another state. As a result of shift of Registered Office of the Company from one state to another state, the Clause II of the Memorandum of Association is also required to be suitably amended which requires approval of members by way of special Resolution.

Therefore, the Board recommends the Resolution as set out in Item No. 6 for approval of the Members as **Special Resolution**.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned in Item No. 6 of the Notice.

**Item No.7.**

Mrs. Pooja Avinash Gandhewar (**DIN:** 10742540) is proposed to be appointed as Independent Director w.e.f 14<sup>th</sup> August, 2024 for a period of five years up to 13<sup>th</sup> August, 2029. The Board of Director of the Company (“Board”), at its meeting held on 14<sup>th</sup> August, 2024 has subject to approval of members, proposed to appoint Mrs. Pooja Avinash Gandhewar (DIN: 10742540) as independent Director, for a period of 5 (five) years with effect 14<sup>th</sup> August, 2024 up to 13<sup>th</sup> August, 2029. The Nomination Committee of the Board of Director, recommends appointment of Mrs. Pooja Avinash Gandhewar as an Independent Director for term of 5 (five) consecutive years on the Board of the Company.

Mrs. Pooja Avinash Gandhewar (DIN: 10742540) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Independent Director along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to appoint Mrs. Pooja Avinash Gandhewar (DIN: 10742540) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends this resolution for the approval of the members as **Special Resolution**.

**Item No.8.**

Mr. Deepak Jajoo (DIN: 10729629) is proposed to be appointed as Independent Director w.e.f 14<sup>th</sup> August, 2024 for a period of five years up to 13<sup>th</sup> August, 2029. The Board of Director of the Company ("Board"), at its meeting held on 14<sup>th</sup> August, 2024 has subject to approval of members, proposed to appoint Mr. Deepak Jajoo (DIN: 10729629) as independent Director, for a period of 5 (five) years with effect 14<sup>th</sup> August, 2024 up to 13<sup>th</sup> August, 2029. The Nomination Committee of the Board of Director, recommends appointment of Mr. Deepak Jajoo as an Independent Director for term of 5 (five) consecutive years on the Board of the Company.

Mr. Deepak Jajoo (DIN: 10729629) is not disqualified from being appointed as a Director in

terms of Section 164 of the Act and has given her consent to act as a Independent Director along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to appoint Mr. Deepak Jajoo (DIN: 10729629) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends this resolution for the approval of the members as **Special Resolution**.

**By Order of the Board of Directors**  
**For Arigato Universe Limited**  
**(Formerly Known as Saboo Brothers Limited)**

Sd/-

**Nikhil Kuwar Singh**  
**Whole-time Director**  
**(DIN: 09127337)**

**Dated: 05.09.2024**

**Place: Udaipur**

**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]**

**Item No. 2:**

<b>Name of the Director</b>	Mr. Sarojkumar Gupteshwar Pandey
<b>DIN</b>	09674050
<b>Date of Birth</b>	12/08/1978
<b>Age</b>	46
<b>Date of first appointment on the Board</b>	21-07-2022
<b>Qualification</b>	Post Graduate
<b>Category</b>	CFO
<b>Terms and Conditions of appointment/ re-appointment</b>	Director, liable to retire by rotation
<b>Expertise in specific functional areas</b>	He has more than 15 years of Vast experience in Civil Contracting and dealing in Construction material and managerial field.
<b>Directorships held in other public companies</b>	N.A.
<b>Memberships/Chairmanships of Committees of other public companies</b>	N. A
<b>Number of shares held in the Company</b>	NIL

**Item no. 4**

<b>Name of the Director</b>	Mr. Rajan Kantilal Shah
<b>DIN</b>	00932062
<b>Date of Birth</b>	10/05/1965
<b>Age</b>	59
<b>Date of first appointment on the Board</b>	05-09-2024
<b>Qualification</b>	Post Graduate
<b>Category</b>	Managing Director
<b>Terms and Conditions of appointment/ re-appointment</b>	Director, liable to retire by rotation
<b>Expertise in specific functional areas</b>	<p>He is the Author of “51 Secrets about Contracting: Unique ideas to Double your profits.</p> <p>India’s first UTWT road was constructed in Pune City by him on 10<sup>th</sup> May, 2003.</p> <p>The Concept of UTW roads was Conceived and executed by him.</p>
<b>Directorships held in other public companies</b>	<b>NIL</b>
<b>Memberships/Chairmanships of Committees of other public companies</b>	<b>NIL</b>
<b>Number of shares held in the Company</b>	<b>NIL</b>

**Item no.5**

<b>Name of the Director</b>	Ms. Dhvani Sanket Shah
<b>DIN</b>	10765189
<b>Date of Birth</b>	14/08/1997
<b>Age</b>	27
<b>Date of first appointment on the Board</b>	05-09-2024
<b>Qualification</b>	Post Graduate
<b>Category</b>	Director
<b>Terms and Conditions of appointment/ re-appointment</b>	Director, liable to retire by rotation
<b>Expertise in specific functional areas</b>	Chief Administrative Officer in SS Buildcon Nagpur- To Develop and implement strategic plans to achieve organizational goals
<b>Directorships held in other public companies</b>	NIL
<b>Memberships/Chairmanships of Committees of other public companies</b>	NIL
<b>Number of shares held in the Company</b>	NIL



**Item no. 7**

<b>Name of the Director</b>	Mrs. Pooja Avinash Gandhewar
<b>DIN</b>	10742540
<b>Date of Birth</b>	15/04/1992
<b>Age</b>	32
<b>Date of first appointment on the Board</b>	14-08-2024
<b>Qualification</b>	Post Graduate
<b>Category</b>	Independent Director
<b>Terms and Conditions of appointment/ re-appointment</b>	Director not liable to retire by rotation
<b>Expertise in specific functional areas</b>	Post qualification experience of 5 (five) years in Company Law compliance.
<b>Directorships held in other public companies</b>	NIL
<b>Memberships/Chairmanships of Committees of other public companies</b>	NIL
<b>Number of shares held in the Company</b>	NIL

**Item no. 8**

<b>Name of the Director</b>	Mr. Deepak Jajoo
<b>DIN</b>	10729629
<b>Date of Birth</b>	02/12/1990
<b>Age</b>	34
<b>Date of first appointment on the Board</b>	14-08-2024
<b>Qualification</b>	Post Graduate
<b>Category</b>	Independent Director
<b>Terms and Conditions of appointment/ re-appointment</b>	Director not liable to retire by rotation

<b>Expertise in specific functional areas</b>	Chief Financial Officer Delaplex Limited November 2023 to continue till present leading financial strategy and operations, enhancing financial performance, and driving strategic initiatives for the company.
<b>Directorships held in other public companies</b>	<b>1</b>
<b>Memberships/Chairmanships of Committees of other public companies</b>	<b>NIL</b>
<b>Number of shares held in the Company</b>	<b>NIL</b>

**For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:**

**SD/-**

**RTA Address:**

**Purva Shareregistry (India) Pvt. Ltd.**

Unit no. 9, Shiv Shakti Ind. Estt.,

J.R. Boricha Marg,  
Lower Parel (E),  
Mumbai - 400  
011.

[support@purvasae.com](mailto:support@purvasae.com)

[www.purvashare.com](http://www.purvashare.com)

**By Order of the Board of Directors**  
**For Arigato Universe Limited**  
**(Formerly Known as Saboo Brothers Limited)**

**Sd/-**

**Nikhil Kuwar Singh**

**Whole-time Director**

**(DIN: 09127337)**

**Dated: 05/09/2024**

**Place: Udaipur**

**DIRECTOR'S REPORT**  
**FOR THE FINANCIAL YEAR 2023-2024**

**To,**  
**The Members,**  
**Arigato Universe Limited**  
**(Formerly Known as Saboo Brothers Limited),**

Your directors take pleasure in presenting the **45<sup>th</sup> Annual Report** of the Company together with the Audited Financial Statements for the financial year ended **31<sup>st</sup> March, 2024**.

**1. SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:**

**(Amount in Lakhs)**

<b>Particulars</b>	<b>Year Ended 31.03.2024</b>	<b>Year Ended 31.03.2023</b>
Total Income	214.37	56.21
Total Expenditure	186.35	50.64
Profit/loss before tax	28.02	05.57
Tax Expense	04.37	01.02
Profit/(loss) for the year from continuing operations	23.65	04.55

Your Company's Total Income during the year under review was Rs. 214.37 Lakhs as compared to Rs. 56.21 Lakhs in the previous year. Profit before Tax for the year 2023-24 was Rs. 28.02 Lakhs as compared to Rs. 05.57 Lakhs. Profit after Tax for the year 2023-24 stood at Rs. 23.65 Lakhs as compared to Rs. 04.55 Lakhs in the previous year.

The Financial Statements for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. There are no material departures from the prescribed norms stipulated by the accounting standards in preparation of the annual accounts.

Management evaluates all recently issued or revised accounting standards on an on-going concern basis. The Company discloses Financial Results on a quarterly basis, which are subject to Limited Review and publishes Audited Financial Results on an annual basis.

**2. DIVIDEND:**

During the year the Company did **not** declare any Dividend.

**3. TRANSFER TO RESERVES:**

Your directors do not propose to transfer any amount to Reserve.

**4. DEPOSITS:**

During the financial year under review, your Company has neither invited nor accepted any deposits from the public within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

**5. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate **Annexure -I** forming part of the Annual Report.

**6. CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

The Company is mainly into Manufacturing and dealing in construction related materials, and commodities. Execution of contracts related to real estate and development of land, development of and dealing in immovable properties. Development of properties for Hospitality & Recreational Activities and related services and provide such services at BSE. The Company's main business is manufacturing and dealing in construction.

**7. SUBSIDIARY/HOLDING COMPANY:**

The Company does not have any subsidiary or holding Company.

**8. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

During the year under review, The name of the Company was changed from Saboo Brothers Limited to Arigato Universe Limited.

**9. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:**

At present the Board of the Company is adequately equipped and well represented by Women Directors and Independent Directors of high repute. The following composition of board of directors of the company as follows:

**Composition of Board as on 31<sup>st</sup> March, 2024:**

<b>Sr. No.</b>	<b>NAME OF DIRECTOR</b>	<b>CATEGORY</b>	<b>DESIGNATION</b>
1.	Mr. Anurag Saboo	Non-Executive Director	Director
2.	Mr. Loknath Mishra	Non-Executive Director	Independent Director
3.	Mrs. Sushama Anuj Yadav	Non-Executive Director	Independent Woman Director
4.	Nikhil Kuwar Singh	Executive Director	Whole-time Director
5.	Sarojkumar Gupteshwar Pandey	Executive Director	Director
6.	Sarojkumar Gupteshwar Pandey	-	CFO

*\* During the year under review, Mrs. Jayanti Pradhan, the Company Secretary, resigned from her position on 13<sup>th</sup> September 2023. To fill the resulting vacancy, Ms. Shazia Fatima Shaikh was appointed as Company Secretary and Compliance Officer on 13<sup>th</sup> December 2023. However, Ms. Shaikh resigned on 30<sup>th</sup> March 2024. Subsequently, after the end of the financial year, Mr. Apurv A. Hirde was appointed as the new Company Secretary and Compliance Officer on 14<sup>th</sup> August 2024.*

**10. NUMBER OF MEETINGS OF THE BOARD:**

During the year, the Board met Ten (10) times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

<b>Sr. No.</b>	<b>NAME OF DIRECTOR</b>	<b>CATEGORY</b>	<b>DESIGNATION</b>
1.	Mr. Anurag Saboo	Non-Executive Director	Director
2.	Mr. Loknath Mishra	Non-Executive Director	Independent Director
3.	Mrs. Sushama Anuj Yadav	Non-Executive Director	Independent Woman Director
4.	Nikhil Kuwar Singh	Executive Director	Whole-time Director
5.	Sarojkumar Gupteshwar Pandey	Executive Director	Director
6.	Sarojkumar Guptaeshwar Pandey	-	CFO

The Company's Board of Directors consists of distinguished individuals with proven competence and integrity. As of March 31, 2024, the Board Comprises of Five (5) Directors, out of which Two (2) is Executive Director and three (3) are Non-Executive Directors (including one Woman Director).

**12. INDEPENDENT DIRECTORS' DECLARATION:**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

- i. They are not promoters of the Company or its holding, subsidiary or associate company;
- ii. They are not related to promoters or directors in the company, its holding, subsidiary or associate company.
- iii. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- iv. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their

promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

- v. Independent Director, neither himself nor any of his relatives-
- vi. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - a. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - i. firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - ii. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
  - b. Holds together with his relative's two percent. or more of the total voting power of the company; or
  - c. is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty- five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;
- ii. Independent Director possesses such qualifications as may be directed by the Board.

**The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.**

### **13. ANNUAL EVALUATION OF BOARD, ITS COMMITTEES, AND INDIVIDUAL DIRECTORS:**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Sections 134, 178 and Schedule IV of the Act and Regulation 17 of the SEBI LODR Regulations.

The performances of the Independent Directors were evaluated by the Board after seeking inputs from all the directors on the effectiveness and contribution of the Independent Directors.

The performance of the Committees was evaluated by the Board after seeking inputs from the



Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and nonexecutive directors.

#### **14. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:**

Familiarization Programme for Independent Directors is designed with an aim to make the Independent Directors aware about their roles, responsibilities and liabilities as per the Act, the SEBI LODR Regulations and other applicable laws and to get better understanding about the Company, nature of industry in which it operates and environment in which it functions, business model, long term/short term/strategic plans, important changes in regulatory framework etc. As a part of familiarization programme, the Company makes presentations to the Board Members, inter alia, business strategies, management structure, HR Policy, and policies applicable as per the SEBI (LODR) Regulations.

At the time of appointing an Independent Director, a formal letter of appointment is given to him, which inter- alia explains the roles, rights and responsibilities expected of him as an Independent Director of the Company. The relevant policies of the Company including the Code of Conduct for Board Members and Senior Management

Personnel and the Code of Conduct to regulate, monitor and report trading by Insiders etc. are circulated to the Directors.

#### **15. PERFORMANCE OF THE BOARD AND COMMITTEES:**

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

- i. All Directors had attended the Board meetings;
- ii. The remunerations paid to Executive Directors are strictly as per the Company and industry policy;

- iii. The Independent Directors only received sitting fees;
- iv. The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and independent views;
- v. The Credit Policy, Loan Policy and compliances were reviewed periodically;
- vi. Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

#### **16. MEETING OF INDEPENDENT DIRECTORS:**

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on 14-08-2023, reviewed the performance of non- independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non- executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

#### **17. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2024, the Board consists of 5 members. Out of which two are Executive Director and three are Non-executive Director.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

#### **18. COMMITTEES OF THE BOARD:**

**Currently, the Board has four committees:**

- 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders Relationship Committee, 4) Shares Transfer Committee.

As on 31.03.2024, the Audit Committee of the Board of Directors of the Company comprised of the following members:

<b>Sr. No.</b>	<b>Name of Members</b>	<b>Category</b>	<b>Designation</b>
1.	Mr. Loknath Mishra	Non-executive & Independent Director	Chairman
2.	Mrs. Sushama Anuj Yadav	Non-executive & Independent Director	Member
3.	Anurag Saboo	Non-executive & Non- Independent Director	Member

#### **19. NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee.

As on 31.03.2024, the Nomination and Remuneration of the Board of Directors of the Company comprised of the following members:

<b>Sr. No.</b>	<b>Name of Members</b>	<b>Category</b>	<b>Designation</b>
1.	Mr. Loknath Mishra	Non-executive & Independent Director	Chairman
2.	Mrs. Sushama Anuj Yadav	Non-executive & Independent Director	Member
3.	Anurag Saboo	Non-executive & Non- Independent Director	Member

The Key Features of the Policy of the said committee are as follows:

For Appointment of Independent Director (ID):

- i. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director (ID);
- ii. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement;
- iii. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
- iv. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
- v. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
- vi. Independent Director should be able to devote time for the Board and other meetings

of the company;

vii. Entitled for sitting fees and reasonable conveyance to attend the meetings; and

Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual General Meeting.

## **20. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

- i. That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2024 on a 'going concern' basis;
- v. The internal financial controls are laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls mean controls and policies and procedures adopted and adhered by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency;
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **21. RISK MANAGEMENT POLICY:**

The company has developed Risk Management Policy mainly covering the following areas of concerns:

1. On the international currencies front, volatility of exchange rate is a matter of concern for a Company because major sales are in the form of exports worldwide besides corresponding imports in foreign currency for key raw materials. However, the risk associated with currency fluctuation has been mitigated by effective forex management policy;
2. Lack of clarity on future Government policies continues to be an area of major concern for the industry. The exact impact of this cannot be assessed until the proposed changes are actually introduced and implemented;
3. In line with the overall growth objective and strengthening of infrastructure base, the Company had invested in Information Technology (IT) viz. SAP Enterprising Resource Planning system for leveraging its business values.

## **22. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

In terms of the provisions of Section 177(9) of the Companies Act, 2013, the Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

A high-level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

## **23. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Board has adopted the policies and procedures 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 disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

M/s L. D. Murarka & Co., Chartered Accountant (FRN.118591W), Mumbai, has been appointed as an Internal Auditor of the Company for the Financial Year 2023-2024.

#### **24. STATUTORY AUDITORS:**

M/s. Bagdia & Company, Chartered Accountants (FRN.:128256W), Chartered Accountants were appointed as the Statutory Auditors of the Company for a tenure of 5 years commencing from the conclusion of the 44<sup>th</sup> AGM of the Company until the conclusion of the 49<sup>th</sup> AGM of the Company to be held in the year 2028.

The Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this appointment.

#### **25. AUDITOR'S REPORT:**

The Auditors has not made any qualification to the financial statement. Their report on relevant notes on accounts are self-explanatory and do not call for any comments under Section 134 of the companies Act, 2013.

#### **26. SECRETARIAL AUDITORS AND THEIR REPORT:**

Mr. Ramesh Chandra Mishra, Company Secretary in Practice was appointed to conduct the Secretarial Audit of the company for the financial year 2023-2024 as required under Section 204 of

the Companies Act, 2013 and Rules thereunder.

The Secretarial Audit Report for F.Y. 2023-2024 is **Annexure - II** to this Board's Report.

**27. SECRETARIAL COMPLIANCE REPORT:**

Your Company's paid-up Equity Share Capital and Net-worth, on last day of the previous year, i.e., on March 31, 2024, are below the threshold limits mentioned in the Regulation 15(2) of the SEBI LODR Regulations. Hence, the compliance w.r.t. to Regulation 24A, i.e., Secretarial Compliance Report is not applicable to the Company for the financial year under review.

**28. COST AUDITORS:**

During the financial year under review, provisions of Section 148 of the Act, read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, relating to the Cost Audit are not applicable to the Company.

**29. DETAILS OF FRAUD REPORTED BY AUDITORS:**

During the financial year under review, neither the Statutory Auditors nor the secretarial auditors have reported to the Board or Audit Committee under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees.

**30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**1. CONSERVATION OF ENERGY:**

The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.

**2. RESEARCH & DEVELOPMENTS & TECHNOLOGY  
ADAPTATION:**

The Company is developing in-house software.

**3. EXCHANGE EARNINGS AND OUTGO:**

Details of Foreign exchange earnings and outgo for the financial year is NIL.

**32. RELATED PARTY TRANSACTIONS/CONTRACTS:**

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions. The policy on related party transactions is uploaded on the Company's website. All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis which is reviewed and updated on quarterly basis.

Pursuant to the Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, there were no contract where in the related parties are interested.

In accordance with the provisions of the Companies Act, 2013, the details of related party transactions are available in the Notes to the Standalone financial statements section of the Annual Report.

**33. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

**34. HUMAN RESOURCES MANAGEMENT:**

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.



**35. ANNUAL RETURNS:**

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the web-link: [www.arigatouniverse.com](http://www.arigatouniverse.com).

**36. CORPORATE GOVERNANCE:**

Your Company's paid-up Equity Share Capital and Net-worth, on last day of the previous year, i.e., on March 31, 2024, are below the threshold limits mentioned in the Regulation 15(2) of the SEBI LODR Regulations. Hence, the compliance w.r.t. to Regulation 27(2), i.e., Corporate Governance Report is not applicable to the Company for the financial year under review.

**37. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint under this policy during the 2023-2024.

**38. BANK AND FINANCIAL INSTITUTIONS:**

Directors are thankful to their bankers for their continued support to the company.

**39. CORPORATE SOCIAL RESPONSIBILITY:**

As per the Companies Act, 2013 all companies having net worth of 500 crore or more or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a appropriate corporate social responsibility (CSR) Committee of the Board of Directors comprising three or more directors, at least one of whom an independent director and such company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial year.

**The Company presently does not with any of the criteria stated herein above.**

**40. OPEN OFFER:**

The management of the Company was taken over by Mr. Rajan Kantilal Shah along with Chhaya R Shah, Sanket Shah, Shagun Shah, J P Enterprises, Harshali Multitrade Private Limited, Hazun Un Package Private Limited and Nidus Software Solution Private Limited (PAC's) as per regulation 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Open Offer was made by the Acquirer Mr. Rajan Kantilal Shah along with Chhaya R Shah, Sanket Shah, Shagun Shah, J P Enterprises, Harshali Multitrade Private Limited, Hazun Un Package Private Limited and Nidus Software Solution Private Limited (PAC's) to the public shareholders of the Target Company, in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations for substantial acquisition of equity shares/ voting rights, accompanied with a change in management control of the Target Company. The Open Offer was completed on 13-02-2024.

**41. ACKNOWLEDGMENTS:**

Your directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

**By Order of the Board of Directors**  
**For Arigato Universe Limited**  
**(Formerly Known as Saboo Brothers Limited)**

**Sd/-**

**Nikhil Kuwar Singh**  
**Whole-time Director**  
**(DIN: 09127337)**

**Dated: 05/09/2024**

**Place: Udaipur**

**Annexure-I**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**REPORT**

**INDUSTRY STRUCTURE AND DEVELOPMENT:**

The Company is mainly into Industrial Products segment at BSE. The Company has been engaged in Manufacturing and dealing in construction related materials, and commodities. Execution of contracts related to real estate and development of land, development of and dealing in immovable properties. Development of properties for Hospitality & Recreational Activities and related services and provide such services. During the year under review the income of the company has substantially reduced.

**OPPORTUNITIES AND RISKS:**

The company anticipated growth because of the friendly economic policies of the government to give boost to the sector engaged in Manufacturing and dealing in construction related materials, and commodities. One of the main factors that affect construction profitability is the complexity of the project. Complexity can refer to the size, scope, design, technology, location, and duration of the project, as well as the number and diversity of stakeholders involved. many factors can be responsible of creating uncertainties in construction, such as the fluctuations in cost of materials, lack of resources, changes in design and specifications or financial problems

**SEGMENT WISE OR PRODUCT WISE PERFORMANCE:**

The Company has two reportable Primary Business Segment i.e I.T. Services and manufacturing and dealing in construction related materials, and commodities. Segment wise information of Revenue, Results and Capital employed for the year ending March 31<sup>st</sup> ,2024 is given in audited annual accounts of the Company (ref. Note no. 26).

**OUTLOOK:**

The construction industry in India is expected to expand by 5% in real terms in 2024. This estimate has been revised down from an earlier projection of 5.2% growth due to a decrease in foreign direct investment (FDI). Growth in the construction industry is expected to be driven by government investment in major infrastructure projects, increased budget allocation for the Pradhan Mantri Awas Yojana (affordable housing scheme), and a focus on green buildings and sustainable construction. These initiatives are expected to create new employment opportunities and demand in the

construction industry.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The company believes in systematic working and placing of proper checks. Proper systems are in place and regular reviews are held at higher levels to check the efficacy and relevance of system. The company has adequate Internal control systems that commensurate with the size of the company. The Company is also continuously upgrading itself to meet the market dynamics.

**CAUTIONARY STATEMENT:**

Statements in this report on Management Discussion and Analysis describing the Company's projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials cost & availability, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations. Thus, the Company should and need not be held responsible, if, which is not unlikely, the future turns to be something quite different. Subject to this management disclaimer, this discussion and analysis should be perused.

**By Order of the Board of Directors**  
**For Arigato Universe Limited**  
**(Formerly Known as Saboo Brothers Limited)**

**Sd/-**

**Nikhil Kuwar Singh**  
**Whole-time Director**  
**(DIN: 09127337)**  
**Dated: 05/09/2024**  
**Place: Udaipur**

**ANNEXURE-II**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR  
ENDED 31<sup>ST</sup> MARCH 2024**

*Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**To,**

**The Members,**

**Arigato Universe Limited**

**(Formerly Known as Saboo Brothers Limited)**

**220, Ashok Nagar, Main Road, Girwa, Udaipur, Rajasthan, 313001**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Arigato Universe Limited (Formerly known as Saboo Brothers Limited) (hereinafter called the Company) (CIN: L45100RJ1979PLC001851). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents, authorized representatives and the explanations and clarifications given to me and representations made by Management during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 and made available to me and according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

During the year under review, the Company has not brought back any of its Securities.

- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

During the year under review, the Company has not issued any shares/ securities to its employee.

- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

During the year under review, the Company has not issued any debt securities.

i. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

During the year under review, the Company has not issued any Non-Convertible and Redeemable Preference Shares/ any other Non-Convertible Securities.

j. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

k. Other laws as applicable specifically to the Company as identified by the management, that is to say:

No any other laws specifically applicable to the Company

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by Company with Bombay Stock Exchange (BSE) Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, the compliance by the Company of applicable financial laws such as Direct and Indirect Tax Laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

**I further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that**, based on the information provided and the representation made by the Company and also on the review of the compliance certificates / reports taken on record by the Board of Directors of the Company, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the year under review: -

1. **Open Offer:** The management of the Company was taken over by Mr. Rajan Kantilal Shah along with Chhaya R Shah, Sanket Shah, Shagun Shah, J P Enterprises, Harshali Multitrade Private Limited, Hazun Un Package Private Limited and Nidus Software Solution Private Limited (PAC's) as per regulation 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Open Offer was made by the Acquirer Mr. Rajan Kantilal Shah along with Chhaya R Shah, Sanket Shah, Shagun Shah, J P Enterprises, Harshali Multitrade Private Limited, Hazun Un Package Private Limited and Nidus Software Solution Private Limited (PAC's) to the public shareholders of the Target Company, in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations for substantial acquisition of equity shares/ voting rights, accompanied with a change in management control of the Target Company. The Open Offer was completed on **13-02-2024**.



2. The name of the Company was changed from Saboo Brothers Limited to Arigato Universe Limited.

**For M/s. Ramesh Chandra Mishra & Associates**

**SD/-**

**Ramesh Chandra Mishra**

**Proprietor**

**M. No.: FCS 5477**

**C P No.: 3987**

**PR No. 1133/2021**

**UDIN: F005477F000482569**

**Dated this 29<sup>th</sup> May, 2024**

**To,**

**The Members,**

**Arigato Universe Limited**

**(Formerly Known as Saboo Brothers Limited)**

**Galaxy Apartment, Fatehpur, Bedla Road, Girwa, Udaipur, Rajasthan – 313001**

Our report of even date is to be read along with this letter

1. Maintenance of Secretarial record is responsibility of the Management of the Company. My responsibility is to express an opinion on the Secretarial records based on our Audits.
2. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about correctness of the contents of the Secretarial records. The verification done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that process and practices, I followed provide a reasonable basis for our opinion.
3. Wherever required, I have obtained the Management Representation about compliance of the Laws, rules and regulations and happening of events etc.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. The Compliance of the provisions of the Corporate and other applicable Laws, rules, regulations and standards is responsibility of Management. Our examination was limited to verification of procedure on the test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For M/s. Ramesh Chandra Mishra & Associates**

**SD/-**

**Ramesh Chandra Mishra**

**Proprietor**

**M. No.: FCS 5477**

**C P No.: 3987**

**PR No. 1133/2021**

**UDIN: F005477F000482569**

**Dated this 29<sup>th</sup> May, 2024**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**[PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(i) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

**To,**

**The Members,**

**Arigato Universe Limited**

**(Formerly Known as Saboo Brothers Limited)**

**Galaxy Apartment, Fatehpura, Bedla Road, Girwa, Udaipur, Rajasthan 313001.**

We certify that pursuant to disclosure made by all Directors of M/s. Arigato Universe Limited (Formerly known as Saboo Brothers Limited) as required under section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rule, 2014 and Schedule V of SEBI (LODR) (Amendment) Regulations, 2018 and verification of data available on MCA portal, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**For M/s. Ramesh Chandra Mishra & Associates**

**SD/-**

**Ramesh Chandra Mishra**

**Proprietor**

**M. No.: FCS 5477**

**C P No.: 3987**

**PR No. 1133/2021**

**UDIN: F005477F000482382**

**Date: 29.05.2024**

**Place: Mumbai**

**DECLARATION UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS  
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**To,**  
**The Members,**  
**ARIGATO UNIVERSE LIMITED**  
**(Formerly Known as Saboo Brothers Limited),**

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2024.

**By Order of the Board of Directors**  
**For Arigato Universe Limited**  
**(Formerly Known as Saboo**  
**Brothers Limited)**

**Sd/-**

**Nikhil Kuwar Singh**  
**Whole-time Director**  
**(DIN: 09127337)**

**Dated: 05/09/2024**

**Place: Udaipur**

**WHOLE-TIME DIRECTOR CERTIFICATE**

**To,**  
**The Board of Directors,**  
**Arigato Universe Limited**  
**(Formerly Known as Saboo Brothers Limited),**

- A. I have reviewed standalone and consolidated financial statements and the cash flow statement for the year ended March 31, 2024 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the Auditors and the Audit Committee:
- i. that there are no significant changes in internal control over financial reporting during the year;

- ii. that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii. that no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board of Directors For  
Arigato Universe Limited (Formerly  
Known as Saboo Brothers Limited)**

**Sd/-**

**Nikhil Kuwar Singh  
Whole-time Director  
(DIN: 09127337)**

**Dated: 05/09/2024**

**Place: Udaipur**

**ANNEXURE-III**

**TO DIRECTOR'S REPORT PARTICULARS OF EMPLOYEES**

**Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**Ratio of the Remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2023-2024:**

<b>Name of Director</b>	<b>Designation</b>	<b>Ratio of the remuneration of directors to the median remuneration of the employees for the year 2023-2024.</b>
Nikhil Kuwar Singh	Executive - Whole-time Director	1.00:1.00
Sarjokumar Gupteshwar Pandey	Executive - Whole-time Director	1.00:1.00

**i. The percentage increase in remuneration of Executive Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

<b>Name of Director</b>	<b>Designation</b>	<b>Percentage increase in Remuneration</b>
Nikhil Kuwar Singh	Executive - Whole-time Director	NIL
Sarjokumar Gupteshwar Pandey	Executive - Whole-time Director	NIL



**ii. The percentage increase in the median remuneration of employees in the financial year:**  
NIL.

**iii. The number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2024:**  
The Company has 2 permanent employees on the rolls.

**iv. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

During the financial year ended 31st March, 2024, the turnover of the Company has decreased as compared to previous year. The remuneration paid to Key managerial personnel has been recommended by nomination and remuneration committee and also based on their individual performance and overall company performance.

**v. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

The Market Capitalization of the Company as on 31st March, 2024 was Rs. 11.09 crores as compared to Rs. 11.09 crore as on 31st March, 2023. The price earnings ratio of the Company was 455.00 as at 31st March, 2024 and was 455.00 as at 31st March 2023. The closing share price of the Company at BSE Limited on 31st March, 2024 being Rs.18.20 per equity share of face value of Re. 10/- each has reduced as compared to the last offer for sale made in the year 1996 where offer price was Rs. 50/- per equity share of face value of Rs. 10/- each.

**vi. Average percentile increases already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

The average percentile increase made in the salaries of Employees other than the managerial Personnel in the financial year was NIL whereas the increase in the managerial remuneration was NIL.

Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

The details are provided in the point (vi) above.

**vii. The key parameters for any variable component of remuneration availed by the directors:**

The remuneration drawn by the Directors does not comprise of any variable component.

**viii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable**

**ix. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.**

**By Order of the Board of Directors**

**For Arigato Universe Limited**

**(Formerly Known as Saboo Brothers Limited)**

**Sd/-**

**Nikhil Kuwar Singh**

**Whole-time Director**

**(DIN: 09127337)**

**Dated: 05/09/2024**

**Place: Udaipur**

## **INDEPENDENT AUDITOR'S REPORT**

To  
The Members  
**M/s Arigato Universe Limited (Formerly Saboo Brothers Limited)**

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

#### **Opinion**

We have audited the First Ind AS Standalone Financial Statements of M/s Arigato Universe Limited (Formerly Saboo Brothers Limited), (“the Company”), which comprise the Balance Sheet as on 31st March, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the Standalone Financial Statements.)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of the affairs of the Company as at 31st March, 2024, its Profit, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

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

### **Key Audit Matters**

Key audit matters (“KAM”) are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not find any such matters to address.

### **Information other than the Standalone Financial Statements and auditors’ report thereon**

The Company’s management and Board of Directors are responsible for the other information.

The other information comprises the information included in the Company’s annual report, but does not include the standalone financial statements and our auditors’ report thereon. The annual report is expected to be made available to us after the date of this auditor’s report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations. So far, we have nothing to report in this regard.

### **Responsibility of Management and Those Charged with Governance for the Standalone Financial Statements**

These Standalone financial results have been prepared on the basis of the standalone annual financial statements. The Company's Management and Board of Directors are responsible for the preparation and presentation of these standalone financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company and the standalone statement of assets and liabilities and the standalone statement of cash flows in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and

detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the standalone financial results by the Directors of the Company, as aforesaid.

In preparing the standalone financial statements, management and Board of Directors are 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 and the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place adequate internal financial controls with reference to standalone financial statements 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 and Board of Directors.

Conclude on the appropriateness of managements and Board of Director's use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

### **Report on Other Legal and Regulatory Requirements**

(1) As required by the Companies (Auditor's Report) Order,2016 ("the order) issued by the Central Government Of India in terms of sub-section (11) of the section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the order to the extent applicable.

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

(a) We have sought and obtained all the information and explanations which to the best of our

knowledge and belief were necessary for the purposes of our audit of the accompanying Standalone 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 Standalone Financial Statements dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

(e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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”

(3) Managerial remuneration for the year ended March 31, 2024 has been paid/ provided by the company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.

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

a) The Company does not have any pending litigations which would impact its financial position as on 31st March, 2024

b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2024.

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

d) (i) 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 persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on such 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 (i) and (ii) contain any material misstatement.

e) During the year under review, the Company has not paid any dividend and hence Section 123 of the Act is not applicable to the Company.

f) Proviso to Rule 3(1) of the Companies (Accounts) Rule 2014 requires maintaining the books of accounts using accounting software which has a feature of recording audit trail (edit log) facility. However, the Company has not implemented this feature during this year to be covered in reporting under Rule 11(g) the Companies (Audit and Auditors) Rules, 2014.

### **Other Matter**

We draw your attention to the Note.32 of the financial statements which describes the total outstanding amount of Rs.869.42 lakhs out of which Rs.657.10 lakhs under the heading “Long Term Loans & Advances” & Rs.212.31 lakhs under the heading “Other Non-Current Assets” comprising mainly of Trade Receivables (Non-Current), Security deposit, Advance given for purchase of Properties and Long-Term Loans and Advances. Out of the total outstanding balances of Rs.497.42 lakhs have been outstanding for more than three years and is yet to be recovered. Further, based on Management representation, the entire



outstanding balance will be recovered in the current year. The said balances, if remain unrecovered have substantial financial impact on the Financial Statements. Our opinion is not modified in respect of this matter.

**FOR BAGDIA & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**Firm Reg. No: 128256W**

**(CA Saket Bagdia)**

**PARTNER**

**M. No. 111021**

**UDIN: 24111021BKEMRO3907**

**Date: 29.05.2024**

**Place: Nagpur**

**ANNEXURE - A**  
**Reports under The Companies (Auditor's Report) Order, 2020**  
**(CARO 2020) for the year ended on 31st March 2024**

To,

**The Members of Arigato Universe Limited (Formerly Saboo Brothers Limited), Nagpur**

We report that: -

<b>Sl. No.</b>	<b>Comment Required on</b>	<b>Auditor's Opinion on Following Matter</b>	<b>Auditor's Remark</b>
(i)	Property, Plant and Equipments	a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments?	The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipments.
		b) Whether the company is maintaining proper records showing full particulars of intangible assets?	The Company is not having any intangible assets. Hence this clause is not applicable.
		c) Whether this property, plant and equipments have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of accounts?	Property, Plant and Equipments have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
		d) Whether the title deeds of all immovable properties disclosed in the Standalone Financial Statements are held in the name of the company? If not, provide the details thereof.	The Company is not having any immovable properties. Hence this clause is not applicable.
		e) Whether the company has revalued its Property, Plant and Equipment (including Right	No such revaluation of assets is done in FY 23-24.

		of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets;	
		f) Whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under, if so, whether the company has appropriately disclosed the details in its Standalone Financial Statements;	No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024, for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
(ii)	Inventory	a) Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account;	Physical verification of inventory has been conducted at reasonable intervals by the management. There were no materials discrepancies noticed on such verification.
		b) Whether during any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets;	As per information and explanations given, the Company has not been sanctioned working capital limits from banks or financial

		whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company, if not, give details;	institutions on the basis of the security of current assets at any point of time during the year
(iii)	Loans Secured or Unsecured Granted or guarantees given	1. Whether during the year, the company has made 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 other parties? if so,	As per information and explanations given, the company has not provided guarantee or security but granted loans & advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties
		a) whether during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give	Yes, the company has provided loans & advance in the nature of loans.
		b) whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest?	Not Applicable
		c) in respect of loans and advances in the nature of loans, whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular?	Not Applicable

		d) If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest?	Not Applicable
		e) whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties, if so, specify the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year [not applicable to companies whose principal business is to give loans	Not Applicable
		f) whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;	Not Applicable
(iv)	Loan to director and investment by the company	In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
(v)	Public Deposits	In respect of deposits accepted by the company	No deposits within the meaning

		or amounts which are deemed to be deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	of Sections 73 to 76 or any other relevant provision of the Act and rules framed there under have been accepted by the Company.
(vi)	Cost Accounting Records	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records	No such requirement for maintenance of cost records by Company.
(vii)	Statutory Compliance	a) Whether the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated?	The company is regular in depositing the undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales, tax wealth tax, custom duty, GST, Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the
		Where statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned.	No such cases.

(viii)	Unrecorded Income	Whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously unrecorded income has been properly recorded in the books of account during the year?	No such transactions during the year.
(ix)	Loan from Banks/ Financial Institution	a) Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and government, lender wise details to be provided)	The Company has not defaulted in the repayment of dues to financial institution, bank, government or dues to debenture holders.
		b) Whether the company is a declared willful defaulter by any bank or financial	No
		c) Whether term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported;	As per information and explanation received from management, no such transaction during the year.
		d) Whether funds raised on short term basis have been utilized for long term purposes, if yes, the nature and amount to be indicated;	No such instance noted
		e) Whether the company has taken any funds from any entity or person on account of or to meet the obligations of	As per information and explanation received from management, no such

		its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transactions and the amount in each case;	transaction during the year.
		f) Whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, give details thereof and also report if the	No such transactions during the year.
(x)	Application of Money Received from Equity or Loan	a) Whether money raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification? if any, as may be applicable, be reported.	There were no such moneys received.
		b) whether the company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised, if not, provide details in respect of amount involved and nature of non-compliance	No such allotment.
(xi)	Fraud Reporting	Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year? If yes, the nature and the amount involved is to be	Based on our audit procedures and the information and explanation made available to us, no such fraud noticed or



		b) whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and	No report has been filed.
		c) whether the auditor has considered whistle blower complaints, if any, received during the	As per management, there was no such instance.
(xii)	Nidhi Company - Compliance with Deposits	a) Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1:20 to meet out the liability?	As per information and records available with us the Company is not a Nidhi Company.
		b) Whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability?	Not Applicable
		c) Whether there has been any default in payment of interest on deposits or repayment thereof for any period and if so, the details thereof;	Not Applicable
(xiii)	Related Party Transactions	Whether all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Standalone Financial Statements etc., as required by the applicable accounting standards?	Yes, All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the Standalone Financial Statements etc., as required by the applicable IND AS.
(xiv)	Internal Audit	a) Whether the company has an internal audit system commensurate with the size and nature of its business;	Yes. Further, the management exercises proper Internal control over operations in the

			Company.
		b) Whether the reports of the Internal Auditors for the period under audit were considered by the statutory auditor	Yes
(xv)	Non-Cash Transaction	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act have been complied with	As informed, the company has not entered into any non-cash transactions with directors or persons connected with him.
(xvi)	Registration from RBI	a) Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained?	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.
		b) whether the company has conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934	No
		c) whether the company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, if so, whether it continues to fulfill the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfill such criteria	No
		d) whether the Group has more than one CIC as part of the Group, if yes, indicate the number of CICs which are part of the Group	Not Applicable
(xvii)	Cash Losses	Whether the company has incurred cash losses	No.

		in the financial year and in the immediately preceding financial year, if so, states the amount of cash losses?	
(xviii)	Resignation of Auditor	Whether there has been any resignation of the statutory auditors during the year, if so, whether the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors;	Yes
(xix)	Material Uncertainty	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 Standalone Financial Statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that 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	Based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists, except as reported in <b><i>Other Matter Paragraph of main Audit Report</i></b> , wherein an the total outstanding amount of Rs.869.42 lakhs out of which Rs.657.10 lakhs under the heading "Long Term Loans & Advances" & Rs.212.31 lakhs under the heading "Other Non-Current Assets" comprising mainly of Trade Receivables (Non-Current), Security deposit, Advance given for purchase of Properties and Long-Term Loans and Advances. Out of the total outstanding balances of Rs.497.42 lakhs lakhs have been outstanding for more than three years and is yet to be

			<p>recovered as on the date of the audit report. The Management is of the opinion that the entire outstanding balance will be recovered in the current year. The said balances, if remain unrecovered have substantial financial impact on the Financial Statements.</p> <p>We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all assets due for recovery or liabilities falling due for payment within a period of one year from the balance sheet date, will get realized / discharged by the Company as and when they fall due.</p>
(xx)	Corporate Social Reporting	a) Whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.	Not Applicable
		b) whether any amount remaining unspent under sub-section (5) of section 135 of the Companies	Not Applicable

		Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of subsection (6) of section 135 of the said Act;	
(xxi)	Related to CFS	Whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated Standalone Financial Statements, if yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks.	Not Applicable

Date: 25<sup>th</sup> May 2023

Place: Udaipur

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements  
of M/s ARIGATO UNIVERSE LIMITED  
(Formerly Saboo Brothers Limited)**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of  
the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **ARIGATO UNIVERSE LIMITED, (Formerly Saboo Brothers Limited) (CIN: L45100RJ1979PLC001851)** as of March 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

**Responsibilities of Management for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

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

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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 preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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



**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, 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 issues by the Institute of Chartered Accountants of India.

**FOR BAGDIA & COMPANY**  
**CHARTERED ACCOUNTANTS**

**Firm Reg. No: 128256W**

**(CA Saket Bagdia)**

**PARTNER**

**M. No. 111021**

**UDIN:24111021BKEMRO3907**

**Date: 29.05.2024**

**Place: Nagpur**



**M/S ARIGATO UNIVERSE LIMITED**

**(Formerly Saboo Brothers Ltd)**

**CIN: L45100RJ1979PLC001851**

**Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001**

**BALANCE SHEET AS ON 31ST MARCH 2024**

Particulars	Not e	As at 31/03/2024 Rs	As at 31/03/2023 Rs
<b><u>I) ASSETS</u></b>			
<b><u>1) Non - Current Assets</u></b>			
(a) Property, Plant and Equipment			
(i) Property, Plant and Equipment	1	113,403	146,801
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non Current Investments		-	-
(c) Deferred tax assets (Net)		-	-
(d) Long Term Loans and Advances	2	65,710,544	77,644,481
(e) Other Non Current Assets	3	21,231,698	21,018,860
<b><u>2) Current Assets</u></b>			
(a) Current Investments		-	-
(b) Inventories	4	171,213	297,413
(c) Trade Receivables	5	13,559,283	1,780,505
(d) Cash and cash equivalents	6	9,405,455	4,370,028
(e) Short Term Loans and Advances		-	-
(f) Other current Assests	7	2,796,291	267,816
<b>Total</b>		<b>112,987,887</b>	<b>105,525,904</b>
<b><u>II) EQUITY AND LIABILITIES</u></b>			
<b><u>1) Equity</u></b>			
a) Equity Share Capital	8	60,962,000	60,962,000
b) Other Equity	9	44,741,816	42,377,381
<b><u>2) Non-Current Liabilities</u></b>			
(a) Long Term Borrowings		-	-
(b) Deferred tax liabilities (Net)	10	584.00	-
(c) Other Long term liabilities		-	-
(d) Long Term Provisions		-	-
<b><u>3) Current Liabilities</u></b>			
(a) Short Term Borrowings			
(b) Trade payables ( Sundry Creditors )	11	5,753,913	1,545,779
(c) Other Current Liabilities		-	-

(d) ShortTerm Provision		-	-
(e) Other Current Liabilities	12	1,529,574	640,743
<b>TOTAL</b>		<b>112,987,887</b>	<b>105,525,904</b>

**Book Value Per Share 17.34**

Significant accounting policies and other accompanying notes form an integral part of the financial statements.

**As per our Report of even date  
For BAGDIA & COMPANY**

**UNIVERSE LIMITED  
(Formerly Saboo Brothers Ltd)**

**Chartered Accountants  
FRN : 128256W**

**SD/-  
CA Saket Bagdia**

**SD/- SD/-  
Nikhil Kuwar Sarojkumar  
Singh Gupteshwar**

**Partner  
M. No. 111021  
UDIN : 24111021BKEMRO3907**

**WholeTime Director  
(DIN No. 09127337) (DIN No. 09674050)**

**Date : 29.05.2024**

**Place : Nagpur**

**M/S ARIGATO UNIVERSE LIMITED****(Formerly Saboo Brothers Ltd)****CIN: L45100RJ1979PLC001851****Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001****PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED ON 31ST MARCH**

Particulars	Note No.	Current Year 31/03/2024	Previous Year 31/03/2023
		<b>Rs.</b>	<b>Rs.</b>
Revenue from operations	13	17,052,671	3,345,411
Other income	14	4,384,345	2,275,266
<b>Total Income</b>		<b>21,437,015</b>	<b>5,620,677</b>
<b>Expenses</b>			
Purchases / Services Hired		16,843,551	3,289,898
Changes in inventory	15	126,200	14,750
Employee benefits expense	16	360,000	500,000
Director's Salary		360,000	448,000
Depreciation and amortization expense	1	33,398	35,355
Other expense	17	911,919	776,100
<b>Total expenses</b>		<b>18,635,068</b>	<b>5,064,103</b>
<b>Profit before exceptional items and tax</b>		<b>2,801,948</b>	<b>556,574</b>
Exceptional Items		-	-
<b>Profit before tax</b>		<b>2,801,948</b>	<b>556,574</b>
<b>Tax expense</b>			
(1) Current tax		437,104	87,000
(2) Deffered tax	11	584	-
(3) Income Tax Earlier year		-175	14,367
<b>Profit / (Loss ) for the year</b>		<b>2,364,435</b>	<b>455,207</b>
<b>Other Comprehensive Income:</b>			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the year</b>		<b>2,364,435</b>	<b>455,207</b>
<b>Earning per equity share of Par value</b>			
Basic and Diluted		<b>0.39</b>	<b>0.07</b>

statements.

As per our Report of even date

For BAGDIA &amp; COMPANY

Chartered Accountants

FRN : 128256W

SD/-

CA Saket Bagdia

Partner

M. No. 111021

For and on behalf of ARIGATO UNIVERSE LIMIT

(Formerly Saboo Brothers Ltd)

SD/-

Nikhil Kuwar Singh

WholeTime Director

(DIN No. 09127337)

SD/-

Sarojkumar

Gupteshwar Pandey

Director

(DIN No.

**UDIN : 24111021BKEMRO3907**

**Place: Nagpur**

**SD/-  
Jayanti Pradhan (CS)  
Company Secretary  
M.No.: 66253**

**M/S ARIGATO UNIVERSE LIMITED****(Formerly Saboo Brothers Ltd)****CIN: L45100RJ1979PLC001851****Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001****CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2024**

<b>PARTICULARS</b>	<b>Year Ended March 31,2024</b>	<b>Year Ended March 31,2023</b>
<b>I. Cash flow from operating activities</b>		
Profit before tax and after exceptional item	2,801,948	556,574
<b>Adjustment for non-cash/non-operating item to reconcile</b>		
Depreciation and amortization expenses	33,398	35,355
Exceptional Items	-	-
Loss/(profit) on sale of fixed assets	-	-
Sundry credit balances written back	-	-
Effect of unrealised foreign exchange (gain)/loss	-	-
Deffered Tax	584	
Interest Income	-4,384,345	-2,275,266
<b>Operating profit before working capital changes</b>	<b>-1,548,415</b>	<b>-1,683,336</b>
<b>Movements in working capital :</b>		
Decrease/(increase) in inventories	126,200	14,750
Increase/(decrease) in trade and other payables	888,831	-118,687
Decrease/(increase) in trade receivables	-11,991,616	2,285,608
Decrease/(increase) in Other Current Assets	-2,528,475	183,424
Increase/(decrease) in liabilities	4,208,134	-4,774,096
Cash generated from / (used in) operations	<b>-10,845,341</b>	<b>-4,092,338</b>
Direct taxes paid (net of refunds)	437,513	101,367
<b><u>Net Cash flow from / (used in) operating activities (A)</u></b>	<b><u>-11,282,855</u></b>	<b><u>-4,193,705</u></b>
<b>Cash flow from investing activities</b>		
Purchase of fixed assets, including intangible assets, CWIP	-	-
Proceeds from sale of fixed assets	-	-
Proceeds from sale/ purchase of current investments (Net)	-	-
Decrease/(increase) in long-term loans and capital advances	11,933,937	3,952,300
Decrease/(increase) in Deposits	-	-
Interest received	4,384,345	2,275,266
<b><u>Net Cash flow from / (used in) investing activities (B)</u></b>	<b><u>16,318,282</u></b>	<b><u>6,227,566</u></b>
<b>Cash flow from financing activities</b>		
Proceeds from long-term borrowings	-	-
(net of repayment, including interest funded into Term Loans)	-	-
Proceeds from short-term borrowings (net of repayment)	-	-
<b><u>Net Cash flow from / (used in) financing activities (C)</u></b>	<b><u>-</u></b>	<b><u>-</u></b>

Net increase/(decrease) in cash and cash equivalents (A+B+C)	5,035,427	2,033,860
Cash and cash equivalents at the beginning of the year	4,370,028	2,336,168
<b><u>Cash and cash equivalents at the end of the year</u></b>	<b>9,405,455</b>	<b>4,370,028</b>
<b>Cash and cash equivalents consists of the following for the purpose of the Cash Flow Statement:</b>		
Balances with Banks		
In Current Accounts	9,324,141	4,346,336
Stamp papers on hand		
Cash on hand	81,314	23,692
<b>Total cash and cash equivalents</b>	<b>9,405,455</b>	<b>4,370,028</b>

As per our Report of even date  
For BAGDIA & COMPANY  
Chartered Accountants  
FRN : 128256W

For and on behalf of ARIGATO UNIVERSE I  
(Formerly Saboo Brothers Ltd)

SD/-  
CA Saket Bagdia

SD/-                      SD/-  
Nikhil Kuwar              Sarojkumar  
Singh                      Gupteshwar Pandey  
WholeTime Directo Director  
(DIN No. 09127337) (DIN No. 09674050)

Partner  
M. No. 111021  
UDIN : 24111021BKEMRO3907  
0  
Place: Nagpur



**M/S ARIGATO UNIVERSE LIMITED**

**CIN: L45100RJ1979PLC001851**

**Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001**

Note 1

**Property, Plant and Equipment:**

<b>As at March 31, 2024</b>	
<b>Particulars</b>	<b>Furniture &amp; Fixtures</b>
Gross Block	
As at April 1, 2023	581,676
Additions	-
Disposal	-
Adjustments	-
As at Sept 30, 2023	581,676
Accumulated Depreciation	
As at April 1, 2023	434,875
Charge for the period	33,398
Disposal	-
Adjustments	-
As at March 31, 2024	468,273
Net carrying amount	
<b>As at March 31, 2024</b>	<b>113,403</b>
<b>As at March 31, 2023</b>	
<b>Particulars</b>	<b>Furniture &amp; Fixtures</b>
Gross Block	
As at April 1, 2022	581,676
Additions	-
Disposal	-
Adjustments	-
As at March 31, 2023	581,676
Accumulated Depreciation	
As at April 1, 2022	399,520
Charge for the period	35,355
Disposal	-
Adjustments	-
As at March 31, 2023	434,875
Net carrying amount	
<b>As at March 31, 2023</b>	<b>146,801</b>
<b>As at March 31, 2022</b>	<b>182,156</b>

**As per our Report of even date**

**For BAGDIA & COMPANY**

**Chartered Accountants**

**FRN : 128256W**

**For and on behalf of ARIGATO UNIVERSE LIMITED**

**(Formerly Saboo Brothers Ltd)**

**CA Saket Bagdia**

**Partner**

**M. No. 111021**

**UDIN : 24111021BKEMRO3907**

**Nikhil Kuwar Singh Sarojkumar Gupteshwar Pandey**

**WholeTime Director/ Director**

**(DIN No. 09127337) (DIN No. 09674050)**

**Place: Nagpur**

**M/S ARIGATO UNIVERSE LIMITED****CIN: L45100RJ1979PLC001851****Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001****NOTES FORMING PART OF FINANCIAL STATEMENTS YEAR ENDED ON 31ST MARCH**

<b>Particulars</b>	<b>31/03/2024</b>	<b>31/03/2023</b>
<b>2 Long Term Loans and Advances</b>		
- Advance given for purchases of properties	5,900,000	#####
- Long Term Loans & Advances	59,810,544	#####
<b>Total</b>	<b>65,710,544</b>	<b>#####</b>
<b>3 Other Non Current Assets</b>		
- Security deposit	1,395,000	1,395,000
- Trade Receivable (Non-Current)		
i) Undisputed + Disputed Trade Receivables	-	-
a) Secured - Considered Good		
b) Unsecured - Considered Good		
ii) Undisputed + Disputed Trade Receivables - which have significant inc credit risk	19,836,698	#####
- Doubtful / significant increase in credit risk		
iii) Undisputed + Disputed Trade Receivables - credit impaired	-	-
- Allowance for doubtful debts / credit impaired from the date they are due for payment )		
<b>Total</b>	<b>21,231,698</b>	<b>#####</b>

**Trade Receivables ageing schedule**

The following ageing schedule is for Trade receivables due for payment:-

**FY 2023-24**

<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				
	<b>Less than 6 months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
(i) Undisputed Trade Receivables - considered good			-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in	-	212,838	-	-	#####
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-
<b>TOTAL</b>	-	<b>212,838</b>	-	-	<b>#####</b>

**FY 2022-23**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade Receivables - considered good	-	-	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in	-	-	-	-	#####
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-
<b>TOTAL</b>	-	-	-	-	#####

**FY 2021-22**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade Receivables - considered good	-	-	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in	-	-	-	-	#####
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-
<b>TOTAL</b>	-	-	-	-	#####

**4 Inventories**

(Valued At Net Realisable Value)

-	Stock In Trade	171,213	297,413
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**Total****171,213****297,413**

Particulars	31/03/2024	31/03/2023
<b>5 Trade Receivables</b>		
i) Undisputed + Disputed Trade Receivables		
a) Secured - Considered Good	13,559,283	1,780,505
b) Unsecured - Considered Good		
ii) Undisputed + Disputed Trade Receivables - which have significant increase in credit risk	-	-
- Doubtful / significant increase in credit risk		
iii) Undisputed + Disputed Trade Receivables - credit impaired	-	-
- Allowance for doubtful debts / credit impaired from the date they are due for payment )		
<b>Total</b>	<b>13,559,283</b>	<b>1,780,505</b>

**Trade Receivables ageing schedule**

The following ageing schedule is for Trade receivables due for payment:-

**FY 2023-24**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade Receivables - considered good	13,559,283		-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-
<b>TOTAL</b>	<b>13,559,283</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**FY 2022-23**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade Receivables - considered good	212,838	#####	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-
<b>TOTAL</b>	<b>212,838</b>	<b>#####</b>	<b>-</b>	<b>-</b>	<b>-</b>

**FY 2021-22**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade Receivables - considered good	1,483,673	#####	-	-	-

Particulars	31/03/2024		31/03/2023	
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-
<b>TOTAL</b>	<b>1,483,673</b>	<b>#####</b>	-	-

#### **6 Cash And Cash Equivalent**

- Cash In Hand	81,314	23,692
- Bank Balances		
- IDBI Bank (C.A.)	-	2,345,698
- Bank of Baroda (C.A.)	9,324,141	2,000,637
	<b>9,405,455</b>	<b>4,370,028</b>

#### **7 Short Term Advances**

##### **- Creditor having Debit Balance**

- BMW Used & Weastage Oil Enterprises	2,121,977	-
- Income Tax Refund Receivable	73,580	-
- Advance against Expenses(CDSL)	-	14,988
- GST Credits	180,177	92,416
- TDS/TCS Receiveable for 2023-24	420,557	-
- TDS Receiveable for the Year	-	160,413

<b>Total</b>	<b>2,796,291</b>	<b>267,816</b>
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#### **8 Equity Share Capital**

Particulars	As At 31st Mar,24	As At 31st Mar,23
<b><u>Authorised equity share capital</u></b>		
Equity Shares Of Rs.10/- each	65,100,000	65,100,000
Number	6,510,000	6,510,000
<b><u>Issued &amp; Subscribed Equity Share Capital</u></b>		
Equity Shares Of Rs.10/- each	60,962,000	60,962,000
Number	6,096,200	6,096,200
( b ) Rights, preferences and restrictions attached to shares:-		
<p>The Company has one class of issued equity shares having par value of Rs. 10 per share. Each equity shareholders are eligible one vote per share held. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their share holding.</p>		
( c ) Details of shares held by shareholders holding more than 5% of the aggregate shares in the		
	<b>31st Mar,24</b>	<b>31st Mar,23</b>
Anish Kumar	-	611,700
Rajan Shah	3,091,088	-
<b>Total</b>	<b>3,091,088</b>	<b>611,700</b>

#### **9 Other Equity**

A) Share Premium	96,630,000	96,630,000
------------------	------------	------------

<b>Particulars</b>	<b>31/03/2024</b>	<b>31/03/2023</b>
B) Investment allowance reserve	392,000	392,000
C) Subsidy	114,000	114,000
D) Capital Reserve	6,905,000	6,905,000
E) Surplus In Statement Of Profit And Loss		
Opening Balances	-61,663,619	-62,118,826
Add: Surplus/Deficit In Profit And Loss Account	2,364,435	455,207
<b>Net Surplus/Deficit</b>	<b>-59,299,184</b>	<b>-61,663,619</b>
<b>Total (A+B+C+D+E)</b>	<b>44,741,816</b>	<b>42,377,381</b>

**# Deferred tax liabilities (Net)**

<b>Deferred tax assets</b>	-	-
<b>Deferred tax liabilities</b>	-584	-
<b>Total</b>	<b>584</b>	<b>-</b>

**# Trade Payables**

- Sundry Creditors	5,753,913	1,545,779
<b>Total</b>	<b>5,753,913</b>	<b>1,545,779</b>

**Trade Payables ageing schedule**

The following ageing schedule shall be given for Trade payables due for payment:-

**FY 2023-24**

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	5,753,913			
(ii) Others				
(iii) Disputed dues – MSME				
(iv) Disputed dues - Others				
<b>TOTAL</b>	<b>5,753,913</b>	-	-	-

**FY 2022-23**

Particulars	Outstanding for following periods from due date			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	1,545,779			
(ii) Others				
(iii) Disputed dues – MSME				
(iv) Disputed dues - Others				
<b>TOTAL</b>	<b>1,545,779</b>	-	-	-

**FY 2021-22**

Particulars	Outstanding for following periods from due date			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	-			
(ii) Others	3,852,940	2,466,935		
(iii) Disputed dues – MSME				
(iv) Disputed dues - Others				

Particulars	31/03/2024	31/03/2023
<b>TOTAL</b>	<b>3,852,940</b>	<b>2,466,935</b>
<b># Other Current Liabilities</b>		
- Outstandings And Other Liabilites	1,068,335	542,369
- Income Tax Payable	437,104	87,000
- TCS Payable	1,106	-
- TDS Payable	23,029	11,374
<b>Total</b>	<b>1,529,574</b>	<b>640,743</b>
<b># Revenue From Operations</b>		
Commodities/trading	#####	3,023,446
Revenue from IT Services	-	309,000
Sales of Scrap	93,750	12,965
<b>Total</b>	<b>#####</b>	<b>3,345,411</b>
<b># Other Income</b>		
Interest Received (Net)	4,384,345	2,275,266
Interest on Income Tax Refund	-	-
<b>Total</b>	<b>4,384,345</b>	<b>2,275,266</b>
<b># Changes In Inventories Of Finished Goods</b>		
<u>Inventory At The End Of The Year</u>		
Stock In Trade	171,213	297,413
<b>Total</b>	<b>171,213</b>	<b>297,413</b>
<u>Inventory At The beginning Of The Year</u>		
Stock In Trade	297,413	312,163
<b>Total</b>	<b>297,413</b>	<b>312,163</b>
<b>Increase / (Decrease) In Stock</b>	<b>(126,200)</b>	<b>(14,750)</b>
<b># Employee Benefits Expenses</b>		
Salaries & Wages	360,000	500,000
<b>Total</b>	<b>360,000</b>	<b>500,000</b>
<b># Other Expenses</b>		
<u>Administrative Expenses</u>		
SEBI Compliance Expenses	175,595	60,605
Advertisement & News Paper Expenses	29,045	37,125
Bank Charges	1,920	955
BSE Listing Fees	375,000	300,000
Website Expenses	1,533	7,400
Printing And Stationery	-	14,250
Postage, Telegram & Telephone	-	1,175
Professional Service Charges	30,000	30,000
Sitting Fees	30,000	-
Registrar & Share Transfer Agent Expenses	108,034	91,113
Interest on TDS	113	2,331
Interest on late payment	-	449
GST expense	-	76,422
TDS return charges	-	-
Rent	54,000	54,000
Sundry Round off	13,969	-

<b>Particulars</b>	<b>31/03/2024</b>	<b>31/03/2023</b>
Auditors Remuneration	50,000	70,000
ROC Filing Charges	1,823	27,500
Office expenses	4,615	1,524
Travelling & Conveyance expenses	36,272	1,250
<b>Total</b>	<b>911,919</b>	<b>776,100</b>

Significant accounting policies and other accompanying notes form an integral part of the financial  
**For BAGDIA & COMPANY**

**LIMITED**  
**(Formerly Saboo Brothers Ltd)**

**Chartered Accountants**  
**FRN : 128256W**

**CA Saket Bagdia**  
**Partner**  
**M. No. 111021**  
**UDIN : 24111021BKEMRO3907**  
**Date : 29.05.2024**  
**Place : Nagpur**

**Nikhil Kuwar Singh Sarojkumar Gupteshwar**  
**WholeTime Director Director**  
**(DIN No. 09127337) (DIN No. 09674050)**



**M/S ARIGATO UNIVERSE LIMITED****CIN: L45100RJ1979PLC001851****Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001****Groupings To The Balance Sheet And Profit & Loss Account As On 31/03/2024**

	31/03/2024	31/03/2023
<b><u>Sundry Debtors (NON-CURRENT)</u></b>		
<b>More Than 3 years</b>		
Goutom Iron Traders	2,000,000	2,000,000
Goutom Iron & Traders & Co	433,583	433,583
Others	14,631,951	14,631,951
Marothi Cement Pvt. Ltd.	455,424	455,424
Phosphate India P Ltd	2,102,902	2,102,902
Vizexec Transformation Pvt.Ltd.	212,838	-
<b>Total</b>	<b>19,836,698</b>	<b>19,623,860</b>
<b><u>Sundry Debtors</u></b>		
<b>More Than Six Month to 1 Year</b>		
Vizexec Transformation Pvt.Ltd.	-	212,838
<b>Total</b>	<b>-</b>	<b>212,838</b>
<b>Less Than Six Month</b>		
Kaiser Industries Inc	13,559,283	1,567,667
Vizexec Transformation Pvt.Ltd.	-	-
<b>Total</b>	<b>13,559,283</b>	<b>1,567,667</b>
<b><u>Long Term Loans And Advances</u></b>		
(Unsecured Considered Good, And Subject To Confirmation)		
<b>Advances for purchases of Properties</b>		
Aventus Infrastructure	-	-
Bharat Sharma	500,000	500,000
Canarys Real Estate India Pvt. Ltd	4,100,000	4,100,000
Hitesh Enterprises	1,150,000	5,000,000
Makhecha Corporation	-	1,150,000
Rajeev Shrivastav	-	1,750,000
Rsrge Devbuild Pvt. Ltd.	150,000	150,000
MSD Real Estate	-	1,500,000
Shri Ambe Punjinivesh Pvt Ltd	-	1,500,000
<b>Total</b>	<b>5,900,000</b>	<b>15,650,000</b>
<b><u>Income Tax Refund Receivable</u></b>		
Income Tax Refund Receivable F.Y. 2022-23	73,580	-
<b>Total</b>	<b>73,580</b>	<b>-</b>

<b><u>GST Credits</u></b>			
CGST Receivables		1,505	4,263
IGST Receivables		10,920	83,891
SGST Receivables		1,505	4,262
GST Receivables as per potral		166,247	-
<b>Total</b>		<b>180,177</b>	<b>92,416</b>
<b><u>Other Loans &amp; Advances</u></b>			
Apogee Cables & Conductors Pvt. Ltd.		-	-
Kailash Guljarilal Mishra		-	1,290,685
Lakshya Creation Orient		-	3,648,555
Multani Jewellers		7,926,007	8,951,927
Bohra Pratishthan Pvt. Ltd		1,620,280	1,620,280
Others		11,231,329	11,231,329
Safelex International		-	2,500,000
Feroze Bunglowala		851,827	2,888,493
Poly Pick Engineerins P Ltd.		-	-
Rajkumar Gupta		325,559	1,525,559
Sidhi Vinayak Developers		-	18,830,336
Sudhir Upadhyay		-	8,892,709
Kartikey Bharajwaj		37,200,000	-
Yogesh Servaia HUF		655,542	614,607
<b>Total</b>		<b>59,810,544</b>	<b>61,994,481</b>
<b><u>Current Liabilities</u></b>			
<b>Trade Payables</b>			
Samtech Infonet Limited		-	-
Radiant Lubes Pvt Ltd		5,753,913	1,545,779
<b>Total</b>		<b>5,753,913</b>	<b>1,545,779</b>
<b><u>Outstanding &amp; Other Liabilities</u></b>			
Purva Shareregistry Pvt Ltd		114,401.80	54,058.00
Audit Fees Payabe		45,000.00	63,000.00
Directors Remuneration Payable		662,000.00	320,000.00
Rajan Shah		118,000.00	-
Office Rent Payable		-	-
Professional Fees Payable		40,600.00	58,000.00
Salary Payable		88,333.00	60,000.00
BSE Listing Fees Payable		-	-
CDSL Payable		-	-562.00
NSDL Payable		-	-12,127
<b>Total</b>		<b>1,068,335</b>	<b>542,369</b>

## **M/S ARIGATO UNIVERSE LIMITED**

**(Formerly Saboo Brothers Ltd)**

### **Ledger Scrutiny**

#### **1 Sales**

- Copy of Sales bills along with e-ways required for verification
- Credit Note of sales is not shown in GSTR1 & GSTR3B of april'23 month. Revised the GST data in C returns
- Accounts are maintained in Tally Prime 4. Whether you have accounted your Data in Edit Log? Coi

#### **2 Stock working**

- What is the basis of valuation of stock. Details of Stock working of sales products required for value

#### **3 Advance Against Expenses (CDSL)**

- Opening Balance of Rs.14988 Dr balance is showing. Expenses are not booked against the payment. Verify the Bill and book the expense.

#### **4 Rent Agreement**

- Rent agreement copy required.

#### **5 Sitting Fees**

- RCM liabilities of Rs.2700 under CGST & Rs.2700 under SGST has to be pay for sitting fees of Rs.30000

#### **6 Radiant Lubes Pvt Ltd**

- Balance o/s as on 31.03.2024 of Rs.57,53,913 is payable. Whether party is registered under MSME (Micro/Small) then payment has to be made within 45 days. Confirm
- Ledger Confirmation required.

#### **7 BMW Used & Weastage Oil Enterprises**

- Ledger Confirmation required.

#### **8 TCS on Scrap Sales**

- TCS has to be collected on sale of Scrap @ 1% on Rs.110625 of Rs.1106/-

#### **9 TDS payable**

- Share the TDS payment challan which are outstanding as on 31.03.2024 of Rs.23029

## 10 Loans & Advances

Ledger confirmation and details of the follow parties required.

NAME	AMOUNT
- Bharat Sharma	500,000
- Canarys Real Estate India Pvt. Ltd	4,100,000
- Hitesh Enterprises	1,150,000
- Rsrq Devbuild Pvt. Ltd.	150,000
- Multani Jewellers	8,869,713
- Bohra Pratishthan Pvt. Ltd	1,620,280
- Others	11,231,329
- Rajkumar Gupta	325,559
- Sudhir Upadhyay	130,873
- Kartikey Bharajwaj	37,200,000
- Yogesh Servaia HUF	655,542

## 11 Sundry Debtors

List of cases of Sundry debtors whose o/s more than 3 Years, Whether this amount is going to be recovered or not? Confirm?

NAME	AMOUNT
- Goutom Iron Traders	2,000,000
- Goutom Iron & Traders & Co	433,583
- Others	14,631,951
- Marothi Cement Pvt. Ltd.	455,424
- Phosphate India P Ltd	2,102,902
- Vizexec Transformation Pvt.Ltd.	212,838

## 12 Security Deposit

- Opening Balance of Rs.1395000 is paid for which security deposit? Confirm?

### NOTE

Documents required:

- 1 Appointment letter of Directors (Nikhil & Saroj)
- 2 AGM Meeting Minutes
- 3 Amendment in GST (Name of the co)
- 4 Internal Audit Report

<b>M/S ARIGATO UNIVERSE LIMITED</b>						
<b>STATEMENT OF CHANGES IN EQUITY AS AT 31ST MARCH 2024</b>						
<b>A) Equity Share Capital</b>						<b>(Rs. in lakhs)</b>
<b>Balance as at April 1, 2022</b>						610
Add/(Less): Change in Equity Share Capital during the year						0
<b>Balance as at April 1, 2023</b>						610
Add/(Less): Change in Equity Share Capital during the year						0
<b>Balance as at March 31, 2024</b>						610
<b>B) Other Equity</b>					<b>(Rs. in lakhs)</b>	
Particulars	Reserves and Surplus				Item of other Comprehensive Income	Total
	Securities Premium Account	General Reserve	Retained Earnings (Net of Deferred)	Others	Re-Measurement of defined benefit plans	
<b>Balance as at April 1, 2021</b>	<b>966.30</b>	<b>0.00</b>	<b>-631.47</b>	<b>74.11</b>	<b>0.00</b>	<b>408.94</b>
Profit for the year	0.00	0.00	10.28	0.00	0.00	10.28
Final Dividend on Equity Shares (FY 2021-22)	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax on Final Dividend	0.00	0.00	0.00	0.00	0.00	0.00
ReMeasurement of Defined Benefit Obligations (net of tax)	0.00	0.00	0.00	0.00	0.00	0.00
Transfer from Other Comprehensive Income to Retained Earnings	0.00	0.00	0.00	0.00	0.00	0.00
<b>Balance as at March 31, 2022</b>	<b>966.30</b>	<b>0.00</b>	<b>-621.19</b>	<b>74.11</b>	<b>0.00</b>	<b>419.22</b>
Profit for the year	0.00	0.00	4.55	0.00	0.00	4.55
Final Dividend on Equity Shares (FY 2022-23)	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax on Final Dividend	0.00	0.00	0.00	0.00	0.00	0.00
ReMeasurement of Defined Benefit Obligations	0.00	0.00	0.00	0.00	0.00	0.00
Transfer from Other Comprehensive Income to Retained Earnings	0.00	0.00	0.00	0.00	0.00	0.00
<b>Balance as at March 31, 2023</b>	<b>966.30</b>	<b>0.00</b>	<b>-616.64</b>	<b>74.11</b>	<b>0.00</b>	<b>423.77</b>
Profit for the year	0.00	0.00	23.64	0.00	0.00	23.64
Final Dividend on Equity Shares (FY 2023-24)	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax on Final Dividend	0.00	0.00	0.00	0.00	0.00	0.00
ReMeasurement of Defined Benefit Obligations	0.00	0.00	0.00	0.00	0.00	0.00
Transfer from Other Comprehensive Income to	0.00	0.00	0.00	0.00	0.00	0.00
<b>Balance as at March 31, 2024</b>	<b>966.30</b>	<b>0.00</b>	<b>-593.00</b>	<b>74.11</b>	<b>0.00</b>	<b>447.41</b>
The Accompanying Notes are an integral part of the Financial Statements						
As per our Report annexed.						
<b>For BAGDIA &amp; COMPANY</b>			<b>For and on behalf of ARIGATO UNIVERSE LIMITED</b>			
Chartered Accountants			(Formerly Saboo Brothers Ltd)			
FRN : 128256W						
CA Saket Bagdia			Nikhil Kuwar Singl Sarojkumar Gupteshwar Pande		0	
Partner			WholeTime Directo Director		0	
M. No. 111021			(DIN No. 09127337 (DIN No. 09674050)		0	
UDIN : 24111021BKEMRO3907						
Date : 29.05.2024						
Place : Nagpur						

**M/S ARIGATO UNIVERSE LIMITED**

**(Formerly Saboo Brothers Ltd)**

**CIN: L45100RJ1979PLC001851**

**Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001**

**NOTE NO. 19**

**Significant Accounting Policies and Notes on Financial Statements:**

**I CORPORATE INFORMATION :**

ARIGATO UNIVERSE LIMITED, CIN Number :L45100RJ1979PLC001851 is a public limited company domiciled and incorporated in India and its shares are publicly traded on the BSE, in India. The registered office of 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001. The Company is engaged in the manufacturing & trading and dealing in construction related materials, and commodities. Execution of contracts related to real estate and development of land, development of and dealing in immovable properties. Development of properties for Hospitality & Recreational Activities and related services and provide such services.

**A. Basis of Preparation of Financial Statements:**

a. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

**b. Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value.

**c. Use of estimates and judgments**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

**d. Current non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Companies Act, 2013.

e. The financial statements of the Company are presented in Indian Rupee (INR), which is also the functional currency of the Company.

**B. Use of Estimates:**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates

are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

**C. Significant Accounting Policies**

**(i) Property, Plant and Equipment**

The company consider the previous GAAP carrying value of all its Properties, Plants and Equipment except freehold and leasehold land as deemed cost at the transition date i.e. 1st April 2016. The Company has adopted optional exception under IND AS 101 to measure free hold land & lease hold land at fair value and consequently the fair fair value has been assumed to be deemed cost in case of free hold land & lease hold land on the date of transition.

Property, Plant and Equipment acquired after the transition dates are stated at cost less accumulated depreciation. Cost include expenses directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

**(ii) Depreciation:**

**On Tangible Assets :**

(a) Depreciation is provided on the straight line method by depreciating carrying amount of Property, Plant and Equipment over remaining useful life of the assets. Depreciation methods, useful life and residual values are reviewed at each financial year end.

The useful life and residual value as per such review is normally in accordance with schedule II of the Companies Act 2013. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

**(b) Intangible Assets :**

Intangible assets comprise of computer software. These assets are stated at cost.

**(iii) Depreciation/Amortisation**

Depreciation on Property , Plant & Equipment is calculated on straight line method using the rates arrived at based on the estimated useful life given in schedule II of the Company's Act. 2013 except as under : -

- Lease hold Land is amortised over the period of lease.

- Office Equipment are depreciated over 10 years.

The remaining useful life of property , Plant & Equipment is reviewed at each financial year end and is in accordance with life as per schedule II of the Company's Act. 2013.

**(iv) Non Current Investments :**

Investment are valued at fair market value on the reporting date either through other comprehensive income, or through the Statement of Profit and Loss.

**(v) Valuation of Inventories:**

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'.

Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of stores and spares has been computed on weighted Average method and raw material has been computed on First-in-First-out Method, Scrap and waste has been valued on net realisation value.

Due allowance is estimated and made for defective and obsolete items, wherever necessary.

**(vi) Lease**

The Company does not have any leased Assets as per AS-19.

**(vii) Revenue/Income Recognition:**

Revenue is recognised at the fair value of the consideration received or receivable. The amount disclosed as revenue is net of returns, trade discounts and taxes & duties.

The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the

**(a) Sales of goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer and the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

**(b) Other Operating Revenue Export Incentives**

Revenue in respect of the export incentives is recognized on post export basis. Duty Drawback benefits are accounted for on accrual basis.

**(c) Interest:-**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable

**(d) Insurance and Other Claim:-**

Revenue in respect of claims is recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

**(vii) Employee benefits**

**Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are

**Defined Contribution Plans:**

**Provident Fund**

This clause does not applicable to the Company.

**Defined Benefit Plans**

**Gratuity and Leave Encashment**

This clause does not applicable to the Company.

**(ix) Foreign Currency Transactions:**

**(a) Transactions and balances**

There are no Transactions in Foreign Currency during the reporting period.

**(b) Exchange Forward Contracts:**

This Clause does not apply to the Company.

**(C) Borrowing Costs:**

Interest and other costs connected with the borrowing for the acquisition / construction of qualifying fixed assets are capitalised up to the date such asset are put to use and other borrowing cost are charged to statement of profit & loss. Borrowing cost includes exchange rate difference to the extent regarded as an adjustment to the borrowing cost.

(x) **Research and Development:**

There are no expenditure incurred on Research and Development under the head "Research and Development" during the year.

(xi) **Taxation:**

Income tax expense represents the sum of current and deferred tax (including MAT)

(a) **Current tax :-**

Current income tax assets and liabilities are measured at the amount to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are according to the prevailing Law on the reporting date. Income tax expense is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income, in such cases the tax is recognised directly in equity or in other comprehensive income

(b) **Deferred tax:**

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets and deferred tax liabilities are off set, and presented as net. The carrying amount of deferred tax asset / liability is reviewed at each reporting date and necessary adjustments made in the books of accounts accordingly.

(c) **MAT :**

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement.

(xii) **Government Grant/ Interest Subsidy:**

Government Grants are recognised where there is reasonable assurance that the grant will be received and all attached condition will be complied with. Grants related to specific fixed assets are deducted from the gross value of the concerned assets in arriving at their book values. Investment subsidy/employment generation subsidy / Interest rate subsidy and other revenue grants are credited to Statement of Profit and Loss or deducted from the related expenses.

(xii) **Impairment of Non Financial Assets:**

The Management periodically assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment of an asset occurs where the carrying value exceeds the present value of the cash flow expected to arise from the continuing use of the asset and its eventual disposal. A provision for impairment loss is made when the recoverable amount of the asset is lower than the carrying amount.

(xi) **Provisions and Contingent liabilities and Contigent Assets**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are not recognised in the financial statements.

(xv) **Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant

(xv) **Dividend:-**

No dividend has been declared by the Company during the Financial Year.

(xv) **Earning Per Share -**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**NOTE NO. 20**

**Fair value of Financial Assets and Financial Liabilities**

Sr. No.	Particulars	Fair Value Hierarchy	Note No.	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
				Carrying	Fair	Carrying Value	Fair	Carrying Value	Fair
<b>I</b>	<b>Financial Assets</b>								
(a)	At Fair Value :- - Equity, Investment and unquoted Shares		A		-		-		
(b)	At Amortised Cost								
	- Trade Receivables			13,559,283	13,559,283	1,780,505	1,780,505	4,066,113	4,066,113
	- Loans, Security Deposit and Others			65,710,544	65,710,544	77,644,481	77,644,481	79,120,052	79,120,052
	- Cash and Cash Equivalents		B	9,405,455	9,405,455	4,370,028	4,370,028	2,336,167	2,336,167
	- Other Bank Balances			-	-	-	-	-	-
	<b>Total Financial Assets</b>			<b>88,675,282</b>	<b>88,675,282</b>	<b>83,795,014</b>	<b>83,795,014</b>	<b>85,522,332</b>	<b>85,522,332</b>
<b>II</b>	<b>Financial Liabilities</b>								
(a)	At Amortised Cost								
	- Borrowings			Nil	Nil	Nil	Nil	Nil	Nil



- Trade Payables	<b>B</b>	5,753,913	5,753,913	1,545,779	1,545,779	6,319,875	6,319,875
- Other Financial Liabilities		Nil	Nil	Nil	Nil	Nil	Nil
<b>Total Financial Liabilities</b>		<b>5,753,913</b>	<b>5,753,913</b>	<b>1,545,779</b>	<b>1,545,779</b>	<b>6,319,875</b>	<b>6,319,875</b>

The fair value of financial assets and liabilities are included at the amount at which instruments could be exchanged in a current transaction between the willing parties. The following methods and assumptions were used to estimate the fair value:

(A) The Company has opted to fair value its unquoted equity instruments at its Net Asset Value through Retained Earnings.

(B) The fair values of cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, short term borrowings, trade payables, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments. Company has adopted Effective Interest Rate Method (EIR) for fair valuation of

**Fair Value Hierarchy**

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

**NOTE NO .21**

**Financial Risk Management Objectives and Policies:**

The Company's activities are exposed to a variety of Financial Risks from its Operations. The key financial risks include Market risk, Credit risk and Liquidity risk.

(a) **Market Risk:** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk:, Foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.

(b) **Foreign Currency Risk:**

There are no Foreign Currency transecton during the financial year.

(c) **Foreign Currency Sensitivity:**

There are no Foreign Currency transecton during the financial year.

(d) **Interest Rate Risk and Sensitivity:**

The Company does not have any term borrowings.

(e) **Commodity price risk:**

The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material and therefore, require a continuous supply of certain raw materials & brought out components such as fibre, polyethylene compound, copper etc. To mitigate the commodity price risk, the company has an approved supplier base to get the best competitive prices for the commodities and to manage the cost without any compromise on quality.

(f) **Equity price risk:**

The Company's exposure to equity instruments price risk arises from investments held by the company and classified in the balance sheet at fair value through OCI. Having regard to the nature of securities, intrinsic worth, intent and long term nature of securities held by the company, fluctuation in their prices are considered acceptable and do not warrant any management estimation

(g) **Credit Risk:**

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivables:

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date

(h) **Deposits with Bank:**

The deposits with banks constitute mostly the investment made by the company against bank guarantee and are generally not exposed to credit risk .

**(i) Liquidity Risk:**

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarises the maturity profile of company's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying Value	Payable on Demand	Upto 12 Months	1 to 5 years
<b>As at March 31, 2024</b>				
Borrowings*	Nil	Nil		
Preference Share Capital	Nil	Nil		
Trade and Other Payables	5,753,913	5,753,913		
<b>Total</b>	<b>5,753,913</b>	<b>5,753,913</b>	<b>-</b>	<b>-</b>
<b>As at March 31, 2023</b>				
Borrowings*	Nil	Nil		
Preference Share Capital	Nil	Nil		
Trade and Other Payables	1,545,779	1,545,779		
<b>Total</b>	<b>1,545,779</b>	<b>1,545,779</b>	<b>-</b>	<b>-</b>
<b>As at March 31, 2022</b>				
Borrowings*	Nil	Nil		
Preference Share Capital	Nil	Nil		
Trade and Other Payables	6,319,875	6,319,875		
<b>Total</b>	<b>6,319,875</b>	<b>6,319,875</b>	<b>-</b>	<b>-</b>

\* Including working capital facility from consortium banks renewed every year and current maturity of long-term borrowings.

**NOTE NO. 22****Capital Management:**

The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Borrowings*	-	-	-
Less: Cash and Cash equivalents	9,405,455	4,370,028	2,336,167
<b>Net debt</b>	<b>-9,405,455</b>	<b>-4,370,028</b>	<b>-2,336,167</b>
Equity Share Capital	60,962,000	60,962,000	60,962,000
Preference Share Capital	-	-	-
Other Equity	44,741,816	42,377,381	41,922,174
<b>Total Capital</b>	<b>105,703,816</b>	<b>103,339,381</b>	<b>102,884,174</b>
<b>Capital and net debt</b>	<b>96,298,361</b>	<b>98,969,353</b>	<b>100,548,007</b>
<b>Gearing ratio</b>	<b>-9.77%</b>	<b>-4.42%</b>	<b>-2.32%</b>

\* Borrowings does not includes Preference Share Capital.

	31-Mar-24	31-Mar-23
	Rs.	Rs.
<b>NOTE NO. 23</b>		
Estimated amount of contracts remaining to be executed on Capital Account and not	Nil	Nil

**NOTE NO. 24**

Contingent Liabilities not provided for in respect of	Nil	Nil
i) Bonds executed in favour of Customs and Excise Authorities	Nil	Nil
ii) Foreign bills discounting with Banks	Nil	Nil
iii) Claims not acknowledged as debts (Disputed by the Company and or appealed	Nil	Nil
a) Demand of Income Tax	Nil	Nil
b) Demands by Excise department	Nil	Nil
(including Service Tax )		

c) Demands of Sales Tax.	Nil	Nil
d) Demands of workers	Nil	Nil
iv) Others	Nil	Nil

**NOTE NO. 25**

**A) Amount Paid/Payable to Auditors:**

a) Statutory Audit Fee	50,000	70,000
b) Tax Audit Fee	-	-
c) Other Certification Charges	-	-
d) Reimbursement of Expenses	-	-
	<u>50000</u>	<u>70000</u>

**B) Amount Paid/Payable to Cost Auditors Included in Misc. Expenses**

a) Audit Fees	Nil	Nil
b) Reimbursement of Expenses	Nil	Nil
	<u>0</u>	<u>0</u>

**NOTE NO. 26**

Accounts in respect of Current and Non-Current Liabilities, Trade Receivables , Other Current Assets, Loans and Advances and Deposits are subject to confirmations of respective

**NOTE NO. 27**

The management has certified that the Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosures, if any, relating to total outstanding dues of Micro Enterprises and Small Enterprises and the Principal amount and Interest due thereon remaining unpaid and the amount of Interest paid/ payable as required under amended Schedule III of the Companies Act.2013 could not be compiled and disclosed. The

**NOTE NO. 28**

**Earnings Per Share (EPS)-**

The numerators and denominators used to calculate Basic and Diluted Earnings Per Share:

Sr No.	PARTICULAR	31-Mar-24	31-Mar-23
i)	Net Profit (after tax )	2,364,435	455,207
	Add :	0	0
ii)	Basic/Weighted average number of Equity Shares outstanding during the year (B)	6,096,200	6,096,200
iii)	Nominal value of Equity shares (Rs.)	10	10
iv)	Basic/Diluted Earnings per Share (Rs.) (A) / (B)	0.39	0.07

**NOTE NO. 29**

**Related Party Disclosures**

forming part of the notes to accounts for the period up to 31st March 2023

**a Name of the related Parties and nature of relationship**

Sr. No.	Name of the Related Parties	Nature of Relationship
1	Anurag Saboo	Director
2	Lokanath Suryanarayan Mishra	Director
3	Sushma Anuj Yadav	Director
4	Nikhil Kuwar Singh	Whole Time Director
5	Sarojkumar Gupteshwar Pandey	Director
5	Rajan Shah	Shareholder (More than 5% holding)

ASSOCIATE COMPANIES???

**NOTE NO. 30****Segment Information :**

- (a) The Company has two reportable Primary Business Segment i.e Services and manufacturing & trading activities and dealing in construction related materials, and commodities. Segment wise information of Revenue, Results and Capital employed for the year ending March 31,2024 is given as under

PRIMARY SEGMENT REPORT				From 01.04.2023 to 31.03.2024		
S.No.	Particulars			Manufacturing / Trading activities	Services	TOTAL
<b>1</b>	<b>Segment Revenue</b>					
	External Revenue			16,958,921	-	16,958,921
	Internal Revenue			-	-	-
			Total:	16,958,921	-	16,958,921
	Less: Internal Revenue					-
			<b>Entity Revenue</b>			<b>16,958,921</b>
<b>2</b>	<b>Segment Results</b>					
	Segment External Revenue(From 1 above)			16,958,921	-	16,958,921
	Add:Other Segmental Operating Incomes			-	-	-
	Less: Operating Expenses			16,969,751	-	16,969,751
	Less: Allocated Expenses			-	-	-
			<b>Operating EBIT</b>	<b>-10,831</b>	<b>-</b>	<b>-10,831</b>
	Add: Other Incomes					4,384,345
	Less: Unallocable Expenses					1,631,919
	Less: Interest					-
			<b>PBT</b>			<b>2,741,596</b>
	Less:		Income Tax Earlier Year			-175
			Current Tax			437,104
			Deferred Tax			584
	<b>PAT Before Dep. And non-Cash Exp.</b>					<b>2,304,083</b>
PRIMARY SEGMENT REPORT				From 01.04.2023 to 31.03.2024		
S.No.	Particulars			Manufacturing / Trading activities	Services	TOTAL
<b>3</b>	<b>Segment Assets</b>					
	Allocated Assets			13,559,283	-	13,559,283
	Unallocated Assets					99,428,604
			<b>TOTAL</b>			<b>112,987,887</b>
<b>4</b>	<b>Segment Liabilities</b>					
	Allocated Liabilities			5,753,913	-	5,753,913
	Unallocated Liabilities					-4,224,339
			<b>TOTAL</b>			<b>1,529,574</b>
<b>5</b>	<b>Capital Employed</b>					<b>105,703,816</b>
<b>6</b>	<b>Capital Expenditure</b>			-	-	-
<b>7</b>	<b>Depreciation And Ammortization</b>					33,398
<b>8</b>	<b>Non-Cash Expenditure</b>			-	-	-

Note: As the Company started business of I.T Services during current financial year, there is no need for furnishing the figures of corresponding Previous Year.

- (b) The following table shows the distribution of Company's Revenue from operations by geographical market, regardless of where the

SECONDARY SEGMENT REPORT		From 01.04.2023 to 31.03.2024	
Sr.No.	Geographical Segments	Domestic	Overseas
1	Revenue From Operations	17,052,671	-
2	Carrying Amount Of Segment Assets	112,987,887	-
3	Carrying Amount Of Segment Liabilities	1,529,574	-
	<b>TOTAL</b>	<b>131,570,131</b>	<b>-</b>

**NOTE NO. 31**

The disclosures required as per the Indian Accounting Standards (Ind-AS 19 - Employee Benefits) notified under the Companies (Indian Accounting Standards) Rules, 2015 are as under

**Defined - Contribution Plans**

The Company offers its employees defined contribution plan in the form of provident fund(PF), family pensions fund (FPF) and Employees State Insurance Scheme (ESI) which covers substantially all regular employees. Contribution are paid during the year into separate funds under certain fiduciary-type arrangements. Both the employees and the company pay pre determined contribution into the provident funds, family pension fund and the Employees State Insurance Scheme. The Contributions are normally based on a certain proportion of the employee's salary.

Contribution to Defined Benefit Plan, recognized and charged off for the year are as under (excluding for on contracts payments):

	<u>Rs.</u>	<u>Rs.</u>
Provident Fund	Nil	Nil
Family Pension Fund	Nil	Nil
Employees State Insurance Scheme	Nil	Nil

**Defined - Benefit Plans**

The Cluase does not apply to the Company.

**NOTE NO. 32**

"The Ind AS Financial Statement which describes the outstanding amount of Rs. 659.33 lakhs under the heading "Long Term Loans & Advances" & Rs.212.31 lakhs under the heading "Other Non-Current Assets" comprising mainly of Trade Receivables (Non-Current), Security deposit, Advance given for purchase of Properties and Long-Term Loans and Advances are outstanding for more than three Years.The Management is of the view that the discussions with the concerned parties are still on and the amount is expected to be recovered in the current year."

**NOTE NO. 33**

The company has residual inventory of other items amounting to Rs. 1,71,213 available with them. The said inventory is measured at Net realisable value. The Management will dispose the same in the current year. However, on a conservative basis any diminution in the value of inventory is not expected to be significant which may have material impact on the results of the Company.

**NOTE NO. 34**

Previous Year, figures have been regrouped / rearranged, wherever necessary.

**Signatures to Notes 1 to 34****Significant Accounting Policies and Notes**

As per our Report of even date

For BAGDIA & COMPANY

Chartered Accountants

FRN : 128256W

SD/-

CA Saket Bagdia

Partner

M. No. 111021

UDIN:

Date : 29.05.2024

Place : Nagpur

For and on behalf of ARIGATO UNIVERSE LIMITED  
(Formerly Saboo Brothers Ltd)

SD/-

Nikhil Kuwar Singh

WholeTime Director

(DIN No. 09127337)

SD/-

Sarojkumar Gupteshwar Pande;

Director

(DIN No. 09674050)

0

0

0

**M/S ARIGATO UNIVERSE LIMITED**

**CIN: L45100RJ1979PLC001851**

**Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001**

**ANNEXURE -A**

List of Shareholders holding more than 5% of Share

<b>Sr.</b>	<b>NAME</b>	<b>NO. OF SHARES</b>	<b>% HOLDING</b>
1	Rajan Shah	3,091,088	50.71%

**As per our Report of even date**

**For BAGDIA & COMPANY**

**Chartered Accountants**

**FRN : 128256W**

**For and on behalf of ARIGATO UNIVERSE LIMITED**

**(Formerly Saboo Brothers Ltd)**

**SD/-**

**CA Saket Bagdia**

**Partner**

**M. No. 111021**

**UDIN : 24111021BKEMRO3907**

**0**

**Place:**

**SD/-**

**Nikhil Kuwar Sing Gupteshwar**

**Pandey**

**WholeTime Direct Director**

**(DIN No. 09127337 (DIN No. 09674050))**

## **ANNEXURE-V TO DIRECTOR'S REPORT**

### **PARTICULARS OF EMPLOYEES**

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment

**(i) Ratio of the Remuneration of each Executive Director to the median remuneration of the employees**

Name of Director	Designation	Ratio of the remuneration of
Mr. Nikhil Kuwar Singh	Wholetime Director	1.00:1.00
Mr.Sarojkumar Gupteshwar	Wholetime Director	1.00:1.00

**(ii) The percentage increase in remuneration of Executive Director, Chief Financial Officer, Chief**

Name of Director	Designation	Percentage increase in
Mr. Nikhil Kuwar Singh	Wholetime Director	NIL
Mr.Sarojkumar Gupteshwar	Wholetime Director	NIL

**(iii) The percentage increase in the median remuneration of employees in the financial year:**

The percentage decrease in the median remuneration of employees in the financial year is NIL.

**(iv) The number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2024:** The Company has 3 permanent employees on the rolls.

The increase in remuneration is based on the Company's overall business performance of the Employees.

**(v) Comparison of the remuneration of the Key Managerial Personnel against the performance of the**

During the financial year ended 31<sup>st</sup> March, 2024, the turnover of the Company has decreased as compared to previous year. The remuneration paid to Key managerial personnel has been recommended by nomination and remuneration committee and also based on their individual performance and overall company performance.

**(vi) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

The Market Capitalisation of the Company as on 31<sup>st</sup> March, 2024 was Rs. 11.09 crores as compared to Rs. 11.09 crore as on 31<sup>st</sup> March, 2023. The price earnings ratio of the Company was 455.00 as at 31<sup>st</sup> March, 2024 and was 455.00 as at 31<sup>st</sup> March 2023. The closing share price of the Company at BSE Limited on 31<sup>st</sup> March, 2024 being Rs.18.20 per equity share of face value of Re. 10/- each has reduced as compared to the last offer for sale made in the year 1996 where offer price was Rs. 50/- per equity share of face value of Rs. 10/- each.

**Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

The average percentile increase made in the salaries of Employees other than the managerial Personnel in the financial year was NIL whereas the increase in the managerial remuneration was NIL.

**(vii) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:**

The details are provided in the point (vi) above.

**(viii) The key parameters for any variable component of remuneration availed by the directors:**

The remuneration drawn by the Directors does not comprise of any variable component.

**(ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

Not Applicable

**(x) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the  
On behalf of the Board**

Date : 29.05.2024

Place : Nagpur

SD/-

Nikhil Kuwar Singh

WholeTime Director

(DIN No. 09127337)

SD/-

Sarojkumar Gupteshwar Pandey

Director

(DIN No. 09674050)

**M/S ARIGATO UNIVERSE LIMITED****CIN: L45100RJ1979PLC001851****Registered Office : 220, Ashok Nagar Main road Girwa, Udaipur (Raj.)- 313001****RATIO ANALYSIS FOR THE YEAR ENDED ON 31ST MARCH 2024**

<b>S. No</b>	<b>Ratio</b>	<b>Numerator</b>	<b>Denominator</b>	<b>C.Y. Ratio 31.03.23</b>	<b>P.Y. Ratio 31.03.22</b>	<b>% Change</b>	<b>Reasons for Variance</b>
a)	Current Ratio	Current Assets	Current Liabilities	3.56	3.07	16%	Loans & advance given.
b)	Debt Equity Ratio	Long Term Debt + Short Term Debt	Shareholder Equity	0.0000	0.00	#####	No debt in the
c)	Debt Service Coverage Ratio	Earning before Interest, tax, Depreciation & Amortization	Total Interest + Principal on Borrowings	0.00	0.00	#####	-
d)	Return on Equity Ratio	Earning after Interest, tax, Depreciation & Amortization	Shareholder's Equity	0.39	0.07	419%	Profit increase hence return on equity
e)	Inventory Turnover Ratio	Cost of Goods Sold	Inventory	98.38	11.06	789%	Varies due to demand supply pattern as at the end of
f)	Trade Receivables Turnover Ratio	Net Credit sales	Trade Receivables	1.26	1.88	-33%	Receivables increased then the PY.
g)	Trade Payables Turnover Ratio	Net Credit Purchases	Trade Payables	2.93	2.13	38%	Payables increased then the PY.
h)	Net Capital Turnover Ratio	Total Sales	Working Capital	0.16	0.03	398%	Sale for the CFY is increased.
i)	Net Profit Ratio	Net Profit	Net Sales	0.16	0.17	-1%	No major change.



j)	Return on Capital Employed	Earning before interest & Tax	Capital Employed	0.03	0.01	374%	Return on capital employed is increased
k)	Return on Investment	Net Profit after Tax + Interest	Capital Employed	0.02	0.00	389%	Return on investment is increased

**For BAGDIA & COMPANY**  
**Chartered Accountants**  
**FRN : 128256W**

**For and on behalf of ARIGATO UNIVERSE LIMITED**  
**(Formerly Saboo Brothers Ltd)**

**SD/-**  
**CA Saket Bagdia**  
**Partner**  
**M. No. 111021**  
**UDIN:**  
**Date :**  
**Place : Nagpur**

**SD/-**  
**Nikhil Kuwar Singh**  
**Whole Time Director**  
**(DIN No. 09127337)**

**SD/-**  
**Sarojkumar Gupteshwar Pant**  
**Director**  
**(DIN No. 09674050)**