

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF TRUE
COLORS LIMITED PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL
COMPANY LAW TRIBUNAL,
AHMEDABAD BENCH**

MEETING DETAILS:

Day	Monday
Date	September 28, 2026
Time	10:30 AM IST
Mode	As per the Directions of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, the Meeting shall be conducted through video conference (VC) and/or other audio and visual means (OAVM)
Venue	Deemed venue would be the registered office of True Colors Limited situated at P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat 395002.
Cut-off Date	September 21, 2026
Remote E-Voting start date and time	09.00 AM IST, Friday, September 25, 2026
Remote E-Voting end date and time	05.00 PM IST, Sunday, September 27, 2026

E-VOTING DURING THE MEETING:

E-voting through VC/OAVM facility shall also be available to the Equity Shareholders of True Colors Limited during the Meeting.

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH**

COMPANY SCHEME APPLICATION NO C.A. (CAA) /30(AHM)2026

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to 232 of the
Companies Act, 2013 and other applicable
provisions, if any, of the Companies Act, 2013 read
with Companies (Compromises, Arrangements and
Amalgamations) Rules, 2016

AND

In the matter of Scheme of Amalgamation of Inkia
Inks Private Limited (“Transferor Company” or
“First Applicant Company”) with True Colors
Limited (“Transferee Company” or “Second
Applicant Company”) and their respective
Shareholders and Creditors (“Scheme”)

Inkia Inks Private Limited	<i>... TRANSFEROR COMPANY</i>
True Colors Limited	<i>... TRANSFEE COMPANY</i>

.... Collectively known as Companies

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

NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF
TRUE COLORS LIMITED

To,
The Equity Shareholders,
True Colors Limited

1. Notice is hereby given that by an Order dated August 17, 2026 in the abovementioned Company Scheme Application, the Ahmedabad Bench of National Company Law Tribunal (hereinafter referred as "**Tribunal**" / "**NCLT**"), has directed the meeting of Equity Shareholders of True Colors Limited to be convened and held on Monday, September 28, 2026 at 10:30 AM IST ("**Meeting**") through video conferencing ("**VC**") / other audio visual means ("**OAVM**"), for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation of Inkia Inks Private Limited ("**Transferor Company**" or "**First Applicant Company**") with True Colors Limited ("**Transferee Company**" or "**Second Applicant Company**") and their respective Shareholders and Creditors under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Scheme**" or "**this Scheme**") by passing the Resolution to be placed before the aforesaid meeting will read as follows:

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), the rules and regulations made thereunder including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars and the notifications issued thereunder, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and on the recommendation of the Audit Committee, Independent Director's Committee and subject to (a) necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, (b) sanction of the National Company Law Tribunal ("**Tribunal**" or "**NCLT**") constituted under the provisions of the Act, or such other competent authority, or any other appropriate authority under the applicable provisions of the Act, as may be applicable, and (c) such other approvals / permissions as applicable to the Company including from the BSE Limited ("**BSE**"), Securities and Exchange Board of India ("**SEBI**") in accordance with the SEBI Master Circular bearing No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, or as may be required under applicable laws, regulations, and guidelines issued by the regulatory authorities, the consent of the members of the Company be and is hereby accorded to the Scheme of Amalgamation between Inkia Inks Private Limited ("**Transferor Company**") and True Colors Limited ("**Transferee Company**") and their respective shareholders and creditors, providing, inter alia, for the merger by absorption of the Transferor Company with the Transferee Company, in the present form or with such alterations / modifications as may be approved or imposed or directed by NCLT ("**Scheme**"), and the draft of the Scheme placed before the Members is hereby approved.*

RESOLVED FURTHER THAT any one of the Authorized Representatives of the Company be and are hereby severally authorised to delegate powers to the executive(s) of the Company and/ or authorised persons, to sign/ execute on behalf of the Company, all deeds, documents, agreements, notices, forms, writings and papers, as may be required, for any of the purpose as mentioned aforesaid and to revoke/ modify all or any of the aforesaid powers so delegated to the executive(s) of the Company and/ or authorised persons, from time to time, as deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT any one of the Authorised Representatives of the Company be and are hereby severally authorised to give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may suo-moto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal.

RESOLVED FURTHER THAT any of the Authorized Representatives of the Company, be and are hereby severally authorized to sign any of the documents as required to giving effect to the Scheme including signing the certified true copy of this resolution and furnish the same to whomever concerned.”

2. In pursuance of the said Order and as directed therein, meeting of the Equity Shareholders of the Transferee Company is being convened through VC and/or OAVM for the purpose of considering, and if thought fit, approving the proposed Scheme following the operating procedures referred to in General Circulars No. 14/2020 dated April 08, 2020; No. 20/2020 dated May 5, 2020; No. 09/2024 dated September 19, 2024 and all subsequent circulars in this regard, the latest being No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the “**MCA Circulars**”), provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) read with Securities and Exchange Board of India Master Circular dated June 20, 2023, bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 (“**SEBI Scheme Circular**”) and any other applicable circulars issued by Securities and Exchange Board of India (“**SEBI**”) and the Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India (“**SS 2**”), each as amended and restated from time to time.
3. In accordance with the said Order and provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; the True Colors Limited has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing facility of remote e-voting prior to the Meeting and for e-voting during the meeting through VC/OAVM. Accordingly, voting by Equity Shareholders of the True Colors Limited shall be carried out through (a) remote e-voting prior to the Meeting, and (b) e-voting during the Meeting through VC/OAVM.
4. The Equity Shareholders shall have the facility and option of voting through VC/ OAVM during the meeting and in addition to the same, the Equity Shareholders shall have the facility and option

of voting on the resolution for approval of the Scheme by casting their votes through remote e-voting prior to the meeting during the period commencing from on Friday, September 25, 2026, at 09.00 AM IST and ends on Sunday, September 27, 2026, at 5.00 PM IST. The voting rights of Equity Shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Transferee Company as on Monday, September 21, 2026, being the cut-off Date (**“Cut-off Date”**). A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only. The Equity Shareholders opting to cast their votes by remote e-voting or e-voting during the Meeting through VC/OAVM are requested to read the instructions in the Notes of this Notice for further details on remote e-voting and e-voting through VC/OAVM during the Meeting.

5. Pursuant to the Order of the NCLT, True Colors Limited has exercised the option to convene the Meeting of Equity Shareholders by VC/OAVM, and there is no requirement of appointment of proxies as per General Circular No. 14/2020 dated 08th April, 2020. Accordingly, the facility of appointment of proxies by Equity Shareholders under Section 105 of the Act will not be available for the said Meeting. However, in pursuance of Sections 112 and 113 of the Act read with Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, where a body corporate is a Shareholder, authorized representatives of the body corporate may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided an authority letter/power of attorney by the Board of Directors or a certified copy of the resolution passed by its Board of Directors or other governing body of such corporate authorizing such person to attend and vote at the Meeting through VC/OAVM as its representative, who are authorized to vote is emailed to the Transferee Company at cs@truecolorsgroup.com, the Scrutinizer at mpparmar60@gmail.com, with a copy marked to evoting@nsdl.com not later than 48 (forty eight) hours before the time scheduled for holding the Meeting.
6. A copy of the Scheme, the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Rules, along with the enclosures as indicated in the Index, are enclosed herewith. In compliance with the Order and the MCA Circulars, the notice of this Meeting, together with the documents accompanying the same, is being sent through electronic mode to those Equity Shareholders of the Transferee Company whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (RTA)/ Depository Participant(s) (**“DP”**). The Company shall dispatch the complete copy of the Notice of the Meeting, together with the Explanatory Statement and all relevant annexures, by physical mode to those Equity Shareholders whose e-mail addresses are either not registered with the Company/Depositories or are unavailable or incorrect in the records of the Company. A copy of the Scheme along with the Notice and Explanatory Statement can be obtained free of charge, between 2.00 PM to 4.00 PM, on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the meeting from the Registered Office of the Transferee Company or by sending a request, along with details of your shareholding in the Transferee Company, by e-mail at cs@truecolorsgroup.com. A copy of this Notice and the accompanying documents, including the Scheme, will be hosted on the website of the Company at www.truecolorsgroup.com and will also be available on the website of the BSE Limited (**“BSE”**) at www.bseindia.com.
7. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered

as approved by the Equity Shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the Equity Shareholders of the Transferee Company, voting through remote e-voting and e-voting facility made available during the Meeting through VC/OAVM.

8. The Tribunal has appointed Mr. R. D. Gupta, Retd. OL as the Chairman for the meeting of the Equity Shareholders of the Transferee Company for the purpose of consideration of the Scheme and Mr. Mahendra Parmar, Ex-Deputy Registrar, NCLT Ahmedabad, as the Scrutinizer of the said meeting.
9. The above-mentioned Scheme, if approved by the Equity Shareholders, will be subject to the subsequent approval of the Tribunal.

Dated: August 27, 2026

Place: Surat

R. D. Gupta, Retd. OL
Chairman appointed by Hon'ble NCLT
for the Meeting of Equity Shareholders of
True Colors Limited

Registered Office:

P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat 395002

NOTES FOR MEETING OF EQUITY SHAREHOLDERS OF THE TRANSFeree COMPANY

General instructions for accessing and participating in the Meeting through VC Facility and voting through electronic means including Remote E-voting:

1. Pursuant to the order dated August 17 2026 in Company Application No. C.A. (CAA)/30(AHM)2026, passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, the meeting of the Equity Shareholders of the Transferee Company is being convened on Monday, September 28, 2026 at 10:30 AM IST through VC/OAVM without the physical presence of the Equity Shareholders at a common venue, at the option of the Transferee Company and as per applicable procedure (with requisite modifications as may be required) referred to in MCA Circulars for the purpose of considering, and if thought fit, approving the Scheme, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act"). In accordance with the MCA Circulars, provisions of the Act, the Meeting is being held through VC/ OAVM. As per the Order and MCA Circulars, since the meeting is held through VC/OAVM, the deemed venue of the Meeting shall be registered office of the Transferee Company.
2. Only registered Equity Shareholders of the Transferee Company can attend and vote at the meeting (either in person or by Authorised Representative). Although pursuant to the provisions of the Act, an Equity Shareholders entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be an Equity Shareholders of the Transferee Company, but since this meeting is being held pursuant to the MCA Circular, through VC/OAVM, the requirement of physical attendance of Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for this meeting and hence the proxy form, attendance slip and route map of this meeting are not annexed to this notice. However, corporate/institutional Equity Shareholders shall be entitled to appoint their authorised representative in accordance with Section 113 of the Act and other applicable provisions and shall follow the procedure specified in the instructions for e-voting forming part of this Notice.
3. The cut-off date to determine the eligibility to attend and vote by remote e-voting or e-voting through VC/OAVM during the Meeting shall be as per applicable law. The Equity Shareholders whose name is recorded in the Register of Members maintained by the Transferee Company/Registrar and Transfer Agent or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date i.e., Monday, September 21, 2026, shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting through VC/OAVM, as the case may be. The voting rights of the Equity Shareholders shall be reckoned on the paid-up value of the equity shares registered in their respective names or appearing in the list of Beneficial Owners maintained by the Depositories as on the Cut-off Date.
4. Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with Registrar and Transfer Agent of the Transferee Company (RTA) at investor@bigshareonline.com, by sending a duly signed Form ISR-1 mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Shareholders holding shares in

dematerialized mode are requested to register/ update their email address with the relevant Depository Participants.

5. Any person, who acquires shares and becomes a Member of the Transferee Company after dispatch of the notice and holding shares as on the Cut-Off date, may follow the same instruction as mentioned above for e-voting. A person who is not a Member as on the Cut-Off Date should treat the Notice for information purpose only.
6. Only those Equity Shareholders who will be present at the Meeting through VC/OAVM facility and have not cast their vote by remote e-voting prior to the Meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting. However, the Equity Shareholders who have cast their votes by remote e-voting prior to the Meeting will be eligible to participate at the Meeting but shall not be eligible to cast their vote again during the Meeting.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names will be entitled to vote at the meeting.
8. Each Equity Shareholders can opt for only one mode of voting i.e. (a) remote e-voting prior to Meeting or (b) e-voting through VC/OAVM during the Meeting as arranged by NSDL on behalf of the Transferee Company. If an Equity Shareholders cast votes by both modes, then voting done through remote e-voting shall prevail. Once the vote on a resolution is cast, the Equity Shareholders shall not be allowed to change the same subsequently or cast the vote again.
9. The Explanatory Statement pursuant to Sections 230(3), 232(1), 232(2) and Section 102 of the Act, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 setting out the material facts concerning the Special Business and details of the arrangement is annexed hereto.
10. All the documents referred to in the accompanying notice and explanatory statement, shall be available for inspection through electronic mode, basis the request being sent on Cs@truecolorsgroup.com.
11. Equity Shareholders attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The quorum for the said meeting shall be as per the Order. Further, in terms of the Order, in the event the aforesaid quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 (thirty) minutes and thereafter the Equity Shareholders present at the Meeting shall be deemed to constitute requisite quorum.
13. The Tribunal has appointed Mr. R. D. Gupta as the Chairman for the meeting of the Equity Shareholders of the Transferee Company for consideration of the Scheme and Mr. Mahendra Parmar, as the Scrutinizer, to scrutinize votes cast electronically through remote e-voting and e-voting through VC/OAVM during the Meeting in a fair and transparent manner. The Scrutinizer shall submit a consolidated report on votes cast to the Chairman of the Meeting or to the person so

authorised by the Chairman. The scrutinizer's decision on the validity of the votes cast electronically shall be final.

14. The remote e-voting period commences on Friday, September 25, 2026, at 09.00 AM IST and ends on Sunday, September 27, 2026, at 5.00 PM IST. During the remote e-voting period, Equity Shareholders of the Transferee Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Monday, September 21, 2026, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting on Sunday, September 27, 2026, after 05.00 PM IST. The detailed instructions for joining the Meeting through VC/OAVM and process and manner of remote e-voting form part of this Notice.
15. The Notice convening the aforesaid meeting, day, date, place and time of the meeting will be published through advertisement in the following newspapers, namely, (i) "Financial Express" in the English language; and (ii) "Sandesh" in the Gujarati language.
16. The notice along with all the annexures are being sent to all the Equity Shareholders whose names appear in the register of members/list of beneficial owners, in accordance with the Order.
17. The Transferee Company has designated the email address investorgrievance@truecolorsgroup.com to enable the Equity Shareholders to register their grievances and/or send correspondence, if any, in relation to the Meeting, remote e-voting or participation through VC/OAVM.
18. **DECLARATION OF RESULTS ON THE RESOLUTION**
 - (i) The Scrutinizer shall, after the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution and invalid votes, if any and submit the same to the Chairman of the Meeting or a person authorized by Chairman in writing who shall countersign the same.
 - (ii) The result of the voting shall be announced by the Chairman of the Meeting or a person authorized by the Chairman in writing within 2 (two) working days from the conclusion of the Meeting. The results declared, along with the Scrutinizer's Report, shall be displayed at the notice board of registered office of Transferee Company and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared.
 - (iii) Subject to the receipt of requisite majority of votes in favor of the Scheme, the resolution shall be deemed to be passed on the date of the Meeting, i.e., on Monday, September 28, 2026, at 10:30 AM IST.
19. Explanatory Statement, the Scheme and other enclosures are enclosed and form part of this notice.

The instructions for Equity Shareholders voting electronically are as under:

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the

Transferee Company is providing facility of remote e-voting to its Equity Shareholders in respect of the business to be transacted at the meeting. For this purpose, the Transferee Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the meeting will be provided by NSDL.

- (ii) The remote e-voting period commences on Friday, September 25, 2026, at 09.00 AM IST and ends on Sunday, September 27, 2026, at 5.00 PM IST. During this period, Members of the Transferee Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Monday, September 21, 2026, may cast their vote by remote E-voting. The remote E-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Equity Shareholders, the Equity Shareholders shall not be allowed to change it subsequently.
- (iii) Equity Shareholders who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

Login method for e-voting for Individual Equity Shareholders is given below:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting and voting at the Meeting is/are deemed to have been passed as if they have been passed at the Meeting. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 21, 2026, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) 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 Meeting. The voting rights of members 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. Monday, September 21, 2026.
- d) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Meeting and prior to the Cut-off date i.e. Monday, September 21, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting on the date of the Meeting.

- e) The remote e-voting will commence on 09:00 A.M. IST on Friday, September 25, 2026 and will end on 05:00 P.M. IST on Sunday, September 27, 2026. During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, September 21, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- f) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- g) The Scrutinizer shall, after the conclusion of voting at the Meeting, unblock the votes cast through remote e-voting and during the meeting through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- h) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.truecolorsgroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 09:00 A.M. IST on Friday, September 25, 2026, and will end on 05:00 P.M. IST on Sunday, September 27, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 21, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 21, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**

 **Google Play**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - 8. Now, you will have to click on "Login" button.
 - 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mpparmar60@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@truecolorsgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@truecolorsgroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@truecolorsgroup.com. The same will be replied by the company suitably.

CONTACT DETAILS

Company	TRUE COLORS LIMITED P-8, Ground Floor to Third Floor, Somakanjiini Wadi Patel Line Khatodara, Surat - 395002, Gujarat, India. T. No. +91-7069169145 E-mail: cs@truecolorsgroup.com ; Web: www.truecolorsgroup.com
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India T. No.: +91-22-6263 8200; E-mail: investor@bigshareonline.com ; Web: www.bigshareonline.com
E-Voting Agency & VC / OAVM	E-mail: evoting@nsdl.com NSDL help desk 022 - 4886 7000
Scrutinizer	Mr. Mahendra Parmar Email: mpparmar60@gmail.com ; Tel No.: +91 9727548455

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
COMPANY SCHEME APPLICATION NO C.A. (CAA) / 30(AHM) 2026**

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to 232 of the
Companies Act, 2013 and other applicable
provisions, if any, of the Companies Act, 2013
read with Companies (Compromises,
Arrangements and Amalgamations) Rules, 2016

AND

In the matter of Scheme of Amalgamation of
Inkia Inks Private Limited (“Transferor
Company” or “First Applicant Company”) with
True Colors Limited (“Transferee Company” or
“Second Applicant Company”) and their
respective Shareholders and Creditors
(“Scheme”)

Inkia Inks Private Limited	<i>... TRANSFEROR COMPANY</i>
True Colors Limited	<i>... TRANSFEE COMPANY</i>

.... Collectively known as Companies

EXPLANATORY STATEMENT UNDER SECTION(S) 102, 230 AND 232 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE CALLING THE MEETING OF EQUITY SHAREHOLDERS OF TRUE COLORS LIMITED PURSUANT TO THE ORDER DATED AUGUST 17, 2026, OF THE HON’BLE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH - COURT 2.

1. Pursuant to the order dated August 17, 2026 (“**Order**”) passed by the Hon’ble NCLT, Ahmedabad Bench in the Company Scheme Application referred to hereinabove, meeting of Equity Shareholders of the Transferee Company is to be held on Monday, September 28, 2026 at 10:30 AM IST, through video conference and/or other audio and visual means for the purpose of considering and, if thought fit, approving with or without modification(s), Scheme of Amalgamation of Inkia Inks Private Limited (“**Transferor Company**”) with True Colors Limited (“**Transferee Company**”) and their respective Shareholders and Creditors (“**the Scheme**” or “**this Scheme**”). The Scheme provides for: (i) the amalgamation of the Transferor Company with the Transferee Company and dissolution of the Transferor Company without winding up; and (ii) various other matters consequent and incidental thereto. Capital terms not defined herein and used in this notice and this statement shall have the same meaning as ascribed to them in the Scheme.

2. In this statement, Inkia Inks Private Limited is referred to as the Transferor Company and True Colors Limited as the Transferee Company.
3. The Board of Directors of the Transferor Company and Transferee Company had approved the Scheme at their respective Board Meetings held on December 1, 2025.

Salient features of the Scheme are given in paragraph 7(E) below and the detailed terms and conditions are covered in the Scheme; a copy whereof is enclosed as **Annexure 5**.

4. **Rationale for the Scheme and the benefits perceived by the Board of Directors of the Transferee Company are as under:**

The reasons and circumstances leading to and justifying the proposed Scheme of the Transferor Company with the Transferee Company, making it beneficial for all the stakeholders are as follows:

- **Strengthening core business of the Transferee Company:** The amalgamation of the Transferor Company with the Transferee Company will strengthen one of the core businesses of the Transferee Company by way of backward integration and will enable the Transferee Company to have access to fully integrated ink business under one ecosystem, which will help in significant cost-optimization through in-house production, reduced dependency on external suppliers for raw materials and finished inks, better control over quality, consistency, and development cycles, and faster product customization based on market requirements;
- **Assured offtake and optimum utilization of capacity of Transferor Company:** The Transferee Company currently services a large and growing customer portfolio across import of machines, inks and spare parts, manufacturing of sublimation paper and digital textile printed fabrics. As a result of amalgamation, the existing customer base of the Transferee Company alone may utilize more than 50% of the existing production capacity of the Transferor Company, ensuring assured offtake of the products manufactured by the Transferor Company and optimum utilization of the manufacturing capacity of the Transferor Company;
- **Enhanced market competitiveness and strong value proposition:** The amalgamation will enable the Transferee Company to have control over the process of manufacturing ink including pre-existing/ in-house research and development, formulation expertise and process knowledge, and will result in enhanced market competitiveness and offering strong value propositions to the customers of the Transferor Company as well as the Transferee Company, with access to larger product portfolio including expansion to the global markets;
- **Reduction in layers of entities:** The amalgamation will result in simplification of the shareholding structure, reduction in shareholding tiers and demonstrate direct commitment of the promoters to the Transferee Company. It will consolidate the digital textile printing ecosystem under a single unified business platform; and

- **Economies of scale, synergies and other benefits:** The amalgamation will also help in rationalization and standardization of the business process, economies of scale, corporate and administrative efficiencies, streamlining of operations to enable more efficient management, greater efficiency in cash management and access to cash flows generated by the combined business, control over the supply chain, reducing the multiplicity of legal and regulatory compliances, and reduction of costs, which would be beneficial for all stakeholders. Synergies that exist between the Transferor Company and the Transferee Company will also ensure optimum efficiency and reduce managerial overlaps towards their common advantage. The combined business operations will help value creation for all the stakeholders, thus, contributing to the overall growth prospects of the Transferee Company.

The amalgamation is in the interest of the Transferor Company and the Transferee Company and their respective shareholders, creditors and all other stakeholders and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large. The amalgamation will have no adverse implications.

5. **Details as per Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for Transferee Company:**

- (i) Details of the order of the NCLT directing the calling, convening and conducting of the Meeting:

Please refer to paragraph no. 1 of this Explanatory Statement for date of the Order and the date, time and venue (mode) of the NCLT convened Meeting.

- (ii) Details of the Transferee Company: **True Colors Limited:**

- (a) Date of Incorporation: October 9, 2021.
- (b) Corporate Identification Number (CIN): L17299GJ2021PLC126265.
- (c) Permanent Account Number (PAN): AAICT9214A.
- (d) Type of Company: Listed public limited company.
- (e) Registered Office: P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat 395002.
- (f) Email Address: cs@truecolorsgroup.com
- (g) Name of the stock exchange(s) where securities of the company are listed: Equity shares of the Transferee Company are listed on the SME platform of the BSE Limited.

- (h) Summary of the main objects as per the Memorandum of Association and main business carried on by Transferee Company:

The Transferee Company is inter alia engaged in the business of import and distribution of digital textile printers and manufacturing and supplying of products related to digital textile printing industry.

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

“The objects to be pursued by the Company on its incorporation are:

- 1. To manufacture, produce, process, cure, buy, sell, import, or otherwise deal in all kinds of cotton, woollen, rayon, silk, nylon, jute, synthetic and staple yarn/grey/fabrics of any kind or quality and to carry on the business of ginning, sizing, combing, spinning, weaving, knitting, manufacturing, bleaching, dyeing, mercerizing, calendaring, printing, polymerizing or otherwise processing, preparing, working, embroidery or dealing in cloth, yarn, thread, cotton, wool, silk, jute and materials made there from and other synthetics, fabrics and materials.*
- 2. To carry on in India or elsewhere the business to convert, commercialize, compound, develop, distribute, derive, grade, manipulate, coat, print, process, prepare, promote, supply import, export, buy, sell, turn to account and to act as agent, broker, concessionaire, consultant, jobworker, collaborator, transporter, stockiest or otherwise to deal in all varieties, applications, characteristics and uses of papers including writing paper, printing paper, absorbent paper, sublimation paper, packing and wrapping paper, wall and ceiling paper, news print paper, filter paper, antique paper, ivory finish paper, art paper, bangle or board paper, badamin, brown or bugg paper, bible paper, cartridge paper, cloth lined paper, wove paper, tissue paper, blotting paper, antique paper, security paper, waxed and bitumen impregnated paper, currency paper, paper board, craft paper, film products, copier paper, bond paper, bopp film, polythene products, carbon paper and whether coated, glazed, polished, corrugated, laminated or otherwise and any raw materials.*
- 3. To manufacture, formulate, process, develop, refine, prepare, buy, sell, trade, distribute, import, export and otherwise deal in all kinds of inks and allied chemical products including digital textile inks, sublimation inks, reactive inks, direct-digital inks, pigmented inks, textile dyes, pigments, coating, pretreatment and post-treatment chemicals and all allied or derivative ink and chemical products, as well as to buy, sell, import, export, trade and otherwise deal in textile printing machinery and its spare parts, and all ancillary materials used for bleaching, dyeing, mercerizing, calendaring, printing including digital printing, polymerizing, preparing, processing or working on cloth, yarn, thread, cotton, wool, silk, jute, synthetic fibres, rayon, nylon, polyester, staple fibres and all textile or paper-based materials.”*

Clause 3(a)(11) of the Memorandum of Association of the Transferee Company contains provisions for amalgamations and arrangements, and the same is reproduced herein below:

“To amalgamate, enter into partnership or into any arrangements for sharing profits or losses, union of interest, co-operation, joint ventures or reciprocal concessions with any person or company carrying on or engaged in or about to carry on or engage in or which can be carried on in conjunction therewith or which is capable of beings conducted so as directly or indirectly to benefit the company and to give or accept by way of consideration for any of the acts or things aforesaid or properties acquired, any shares, debentures, debenture - stock or securities that may be agreed upon and to hold and retain or sell, mortgage and with any shares, debenture-stock or securities so received”

- (i) Details of change of name, registered office and objects of Transferee Company during the last five years:

- A. Change of Name: There has been no change in name for the last five years. The Transferee Company was converted into a public limited company vide fresh certificate of incorporation dated March 10, 2025.
- B. Change of Registered Office: There has been no change of registered office for the last five years.
- C. Change of objects: There has been no change in main object clause during the last five years except on May 09, 2026, after approval by the shareholders of the Transferee Company by way of postal ballot notice, which is more particularly set out below:

“To manufacture, formulate, process, develop, refine, prepare, buy, sell, trade, distribute, import, export and otherwise deal in all kinds of inks and allied chemical products including digital textile inks, sublimation inks, reactive inks, direct-digital inks, pigmented inks, textile dyes, pigments, coating, pre-treatment and post-treatment chemicals and all allied or derivative ink and chemical products, as well as to buy, sell, import, export, trade and otherwise deal in textile printing machinery and its spare parts, and all ancillary materials used for bleaching, dyeing, mercerizing, calendaring, printing including digital printing, polymerizing, preparing, processing or working on cloth, yarn, thread, cotton, wool, silk, jute, synthetic fibres, rayon, nylon, polyester, staple fibres and all textile or paper-based materials.”

- (j) The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on March 31, 2026, is as under:

Particulars	Amount (INR)
Authorised share capital	
2,50,00,000 Equity Shares of Rs.10/- each	25,00,00,000
Total	25,00,00,000
Issued, subscribed and, paid-up share capital	
2,46,54,600 Equity Shares of Rs.10/- each	24,65,46,000
Total	24,65,46,000

Subsequent to March 31, 2026, and till the dispatch of this Notice, there has been no change in the issued, subscribed, and paid-up Share Capital of the Transferee Company.

- (k) Pre and Post shareholding-pattern of the Transferee Company is tabulated below:

TRUE COLORS LIMITED				
	Pre		Post	
Category of Shareholders	Holding	% of Holding	Holding	% of Holding
A) Promoters/Promoter Group	1,69,84,048	68.89	1,82,55,691	67.25
B) Public	76,70,552	31.11	88,88,909*	32.76
Total	2,46,54,600	100.00	2,71,44,600	100.00

** Pursuant to the share exchange ratio envisaged under the Scheme, an aggregate of only 2 (Two) equity shares of the Transferee Company are expected to arise on account of fractional entitlements. In accordance with the provisions of the Scheme, such shares shall be allotted to a trustee nominated by the Transferee Company and, upon sale thereof, the net sale proceeds shall be distributed amongst the entitled shareholders in proportion to their respective fractional entitlements.*

- (l) A summary of the assets and liabilities of the Transferee Company as per its audited financial statements as on March 31, 2026, are as follows:

Liabilities	Amount as on March 31, 2026 (in Lakhs)	Assets	Amount as on March 31, 2026 (in Lakhs)
Share capital	2,465.46	Non-Current Assets	10,735.66
Reserves and Surplus	16,248.34	Current Assets	17,930.16
Non- Current liabilities	1,086.02	-	-
Current liabilities	8,866	-	-
Total	28,665.82	Total	28,665.82

- (m) Audited financial statements for the financial year ended on March 31, 2026, of the Transferee Company are attached herewith as **Annexure 1**.
- (n) Names of the Promoters and Directors of the Transferee Company as on March 31, 2026, along with their addresses:

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

Sr. No	Name of Promoter / Promoter Group	Category	Address
1	Ashishkumar Durlbhbhai Mulani	Promoter	E-901 Celebration Homes, Near Megh Malhar Residency, Sarthana Jakatnaka, Sarthana, Surat Gujarat - 395006
2	Sanjay Raghubhai Desai	Promoter	Plot 503, 504, Hari Darshan Society Singanpor, Dabholi Road, Surat Gujarat India- 395004
3	Paresh Raghubhai Desai	Promoter Group	Plot 503, 504, Hari Darshan Society Singanpor, Dabholi Road Surat Gujarat India- 395004
4	Satishkumar Jayantibhai Panchani	Promoter	39, Shivanjali Row House, A K Road, Surat- 395008, Gujarat, India
5	Sagarkumar Bipinbhai Mulani	Promoter	A-202, Madhav Platina, Iscon Temple Road, Jahangirpura, VTC: Bhesan, PO: Rander, Surat- 395005, Gujarat, India
6	Dakshaben Ashishkumar Mulani	Promoter Group	E-901 Celebration Homes, Near Megh Malhar Residency, Sarthana Jakatnaka, Sarthana, Surat Gujarat - 395006
7	Bhavikaben Sagarkumar Mulani	Promoter Group	A-202, Madhav Platina, Iscon Temple Road, Jahangirpura, VTC: Bhesan, PO: Rander, Surat- 395005, Gujarat, India
8	Komal Sanjay Desai	Promoter Group	Plot 503, 504, Hari Darshan Society Singanpor, Dabholi Road Surat Gujarat India- 395004
9	Hetalben Lalabhai Desai	Promoter Group	B-5, Bahucharnagar Society, opposite Hari Om Mill, Ved Road, Surat, Katargam, Surat, Gujarat- 395004

(B) The details of the Directors of the Transferee Company are as follows:

Sr. No	Name of Director	Designation	Address
1	Ashishkumar Durlbhbhai Mulani	Chairperson and Executive Director	E-901 Celebration Homes, Near Megh Malhar Residency, Sarthana Jakatnaka, Sarthana, Surat Gujarat - 395006
2	Sagarkumar Bipinbhai Mulani	CFO and Executive Director	A-202, Madhav Platina, Iscon Temple Road, Jahangirpura, VTC: Bhesan, PO: Rander, Surat- 395005, Gujarat, India
3	Sanjay Raghubhai Desai	Managing Director	Plot 503, 504, Hari Darshan Society Singanpor, Dabholi Road Surat Gujarat India- 395004
4	Satishkumar Jayantibhai Panchani	CEO and Executive Director	39, Shivanjali Row House, A K Road, Surat- 395008, Gujarat, India
5	Charmi Soni	Independent Director	701, K.B Shah Park, New Civil Road, Bhatar, Surat- 395007
6	Bhavesh Vinodchandra Singapuri	Independent Director	A/21, Shaligram Society, Rander Road, Tadwadi, Behind Bejanwala Complex, Surat, Navyug College, Surat- 395009, Gujarat, India
7	Nanty Nalinbhai Shah	Independent Director	608, Shree Apartment, Near Makaipool, Nanpura Main Road, Surat, Gujarat- 395001

- (o) The date of the Board Meeting of the Transferee Company at which the Scheme was approved by the Board of Directors including the name of the Directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Board of Directors of Transferee Company approved the Scheme at its meeting dated December 1, 2025. Details of the manner in which the Directors of Transferee Company voted at this meeting are as follows:

S. No.	Name of Director	Voted in favor/ against/ abstained
1.	Ashishkumar Durlbhbhai Mulani	In favour
2.	Sagarkumar Bipinbhai Mulani	In favour
3.	Sanjay Raghubhai Desai	In favour
4.	Satishkumar Jayantibhai Panchani	In favour
5.	Charmi Soni	In favour
6.	Bhavesh Vinodchandra Singapuri	In favour
7.	Nanty Nalinbhai Shah	In favour

- (p) None of the Directors, Key Managerial Personnel of Transferee Company and their respective relatives have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Transferor Company and Transferee Company (as applicable) if any, and/or to the extent the said Directors / Key Managerial Personnel are common Directors of the Transferor Company (as applicable). The details of the shareholding of Directors and Key Managerial Personnel of Transferee Company as on date of Notice is as follows:

S. No.	Name	Designation	No. of shares held in Transferor Company	No. of shares held in Transferee Company
1.	Ashishkumar Durlbhbhai Mulani	Chairperson and Executive Director	2,94,300	42,28,499
2.	Sagarkumar Bipinbhai Mulani	CFO and Executive Director	3,64,300	42,28,499
3.	Sanjay Raghubhai Desai	Managing Director	3,64,300	42,28,499
4.	Satishkumar Jayantibhai Panchani	CEO and Executive Director	3,49,200	42,32,299
5.	Charmi Soni	Independent Director	-	-
6.	Bhavesh Vinodchandra Singapuri	Independent Director	-	-
7.	Nanty Nalinbhai Shah	Independent Director	-	-

- (q) The Transferee Company has 1 (One) secured creditor as on March 31, 2026, and amount due to such secured creditor INR 45,90,10,000 (Indian Rupees Forty-Five Crores Ninety Lakhs Ten Thousand only).
- (r) The Transferee Company has 329 (Three Hundred Twenty-Nine) unsecured creditors as on March 31, 2026, and amount due to such Unsecured Creditors is INR 44,00,56,224 (Indian Rupees Forty-Four Crores Fifty-Six Thousand Two Hundred and Twenty-Four only).
- (s) Disclosure about the effect of the compromise or amalgamation on:

Shareholders	The effect of the Scheme on the Shareholders, Promoters, Non-Promoter Shareholders, Key Managerial Personnel, Directors, Creditors, and Employees of the Company is given in the report adopted by the Board of Directors of Transferee Company pursuant to the provisions
Promoters	
Non-Promoter Shareholders	
Key Managerial Personnel (KMP)	
Directors	

Employees of the Company	of Section 232(2)(c) of the Act which is attached as Annexure 2 to this Statement.
Creditors	
Depositors	There are no depositors in the Transferee Company. Hence, this is not applicable.
Debenture holders	There are no debenture holders in the Transferee Company. Hence, this is not applicable.
Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Transferee Company. Hence, this is not applicable.

- (t) The Scheme is filed with the Registrar of Companies on August 26, 2026.
- (u) There are no material investigations or proceedings pending against the Transferee Company or its Directors as per the terms of Section 230(2)(a) of Companies Act, 2013, except a GST demand of approximately 4,95,000 (Indian Rupees Four Lakhs Ninety-Five Thousand only) against the Transferee Company for which appeal has been filed before the GST Appellate Authority.

6. **Details as per Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for Transferor Company**

(i) **Details of the Transferor Company, Inkia Inks Private Limited:**

- (a) Date of Incorporation: February 9, 2021.
- (b) Corporate Identification Number (CIN): U24299GJ2021PTC120091.
- (c) Permanent Account Number (PAN): AAGCI0091Q.
- (d) Type of Company: Private Limited Company.
- (e) Registered Office: Sy. No. 428/1 TPS-6 B No.6, FP No. 243, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat, Gujarat 395002
- (f) Email Address: inkiainks@gmail.com.
- (g) Name of the stock exchange(s) where securities of the company are listed: Not Listed
- (h) Summary of the main objects as per the Memorandum of Association and main business carried on by Transferor Company:

The Transferor Company is inter alia engaged in the business of manufacture of chemicals and chemical products.

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

1. *“To carry on the business of manufacturing, formulate, process, develop, refine, buying, selling, importing, exporting and dealing in chemicals and inks, inks for cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise of textiles and papers*
2. *To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockiest, distributors and suppliers of all kinds of inks are digital textile inks, Sublimation ink, Reactive inks, Direct digital inks, Pigmented inks, Textile related dyes, Pigments, Percolating & post Coating chemicals by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.”*

Clause 3(b)(7) of the Memorandum of Association of the Transferor Company contains provisions for amalgamations and arrangements, and the same is reproduced herein below:

“To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.”

- (i) Details of change of name, registered office and objects of Transferor Company during the last five years:
 - A. Change of Name: There has been no change in name for the last five years.
 - B. Change of Registered Office: There has been no change in the registered office in last five years.
 - C. Change of objects: There has been no change in the object clause in last five years.
- (j) The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on March 31, 2026, is as under:

Particulars	Amount (INR)
Authorised share capital	
30,00,000 Equity Shares of Rs.10/- each	3,00,00,000
Total	3,00,00,000

Issued, subscribed and, paid-up share capital	
30,00,000 Equity Shares of Rs.10/- each	3,00,00,000
Total	3,00,00,000

Subsequent to March 31, 2026, and till the dispatch of this Notice, there has been no change in the issued, subscribed, and paid-up Share Capital of the Transferor Company.

- (k) Pre and Post shareholding-pattern of Transferor Company is tabulated below:

INKIA INKS PRIVATE LIMITED			
	Pre		Post
Category of Shareholders	Holding	% of Holding	Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.
B) Promoters/Promoter Group	30,00,000	100.00	
B) Public	0	0	
Total	30,00,000	100.00	

- (l) A summary of the assets and liabilities of the Transferor Company as per the Audited Balance Sheet as on March 31, 2026, are as follows:

Liabilities	Amount as on March 31, 2026 (in Thousand)	Assets	Amount as on March 31, 2026 (in Thousand)
Share capital	30,000.00	Non-Current Assets	67,045.54
Reserves and Surplus	57,774.83	Current Assets	1,28,314.94
Non- Current liabilities	37,915.27	-	-
Current liabilities	69,670.38	-	-
Total	1,95,360.48	Total	1,95,360.48

- (m) Audited financial statements as on March 31, 2026, of Transferor Company are attached herewith as **Annexure 3**.
- (n) Names of the Promoters and Directors of the Transferor Company as on March 31, 2026, along with their addresses:

A. The details of the promoters of the Transferor Company are as follows:

Sr. No	Name of Promoter / Promoter Group	Category	Address
1	Sanjay Raghubhai Desai	Promoter	Plot 503, 504, Hari Darshan Society Singanpor, Dabholi Road Surat Gujarat India - 395004
2	Sagarkumar Bipinbhai Mulani	Promoter	A-202, Madhav Platina, Iscon Temple Road, Jahangirpura, VTC: Bhesan, PO: Rander, Surat- 395005, Gujarat, India
3	Ashishkumar Durlabhbhai Mulani	Promoter	E-901 Celebration Homes, Near Megh Malhar Residency, Sarthana Jakatnaka, Sarthana, Surat Gujarat - 395006
4	Urvisha Panchani	Promoter Group	39, Shivanjali Row House, A K Road, Surat- 395008, Gujarat, India
5	Rajeshkumar Dharsandiya	Promoter	B-2, Ratna Madhav Row House, Opp Saraswat Nagar, Piplod, Surat City, Surat, SVR College, Gujarat-395007
6	Dhruvkumar Gor	Promoter	Bag Darwaja, Manavadar, Manavadar, Junagadh - 362630, Gujarat, India
7	Kishan Dadhnia	Promoter	D-203, Pratham Ganesha, Opp Regent Residency, Surat, PO: Adajan, Dist: Surat- 395009, Gujarat, India
8	Dakshaben Ashishkumar Mulani	Promoter Group	E-901 Celebration Homes, Near Megh Malhar Residency, Sarthana Jakatnaka, Sarthana, Surat Gujarat - 395006

B. The details of the Directors of the Transferor Company are as follows:

Sr. No	Name of Director	Designation	Address
1	Sanjay Raghubhai Desai	Director	Plot 503, 504, Hari Darshan Society Singanpor, Dabholi Road Surat Gujarat India - 395004
2	Sagarkumar Bipinbhai Mulani	Director	A-202, Madhav Platina, Iscon Temple Road, Jahangirpura, VTC: Bhesan, PO: Rander, Surat- 395005, Gujarat, India
3	Rajeshkumar Dayabhai Dharsandiya	Director	B-2, Ratna Madhav Row House, Opp Saraswat Nagar, Piplod, Surat City, Surat, SVR College, Gujarat-395007

- (o) The date of the Board Meeting of the Transferor Company at which the Scheme was approved by the Board of Directors including the name of the Directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Board of Directors of Transferor Company approved the Scheme at its meeting dated December 1, 2025. Details of the manner in which the Directors of Transferor Company voted at this meeting are as follows:

S. No.	Name of Director	Voted in favor/ against/ abstained
1.	Sanjay Raghubhai Desai	In favour
2.	Sagarkumar Bipinbhai Mulani	In favour
3.	Rajeshkumar Dayabhai Dharsandiya	In favour

- (p) None of the Directors, Key Managerial Personnel of Transferor Company and their respective relatives have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Transferor Company and Transferee Company (as applicable) if any, and/or to the extent the said Directors / Key Managerial Personnel are common Directors of the Transferor Company and Transferee Company (as applicable). The details of the shareholding of Directors and Key Managerial Personnel of Transferor Company as on date of Notice is as follows:

S. No.	Name	Designation	No. of shares held in Transferor Company	No. of shares held in Transferee Company
1.	Sanjay Raghubhai Desai	Director	3,64,300	42,28,499
2.	Sagarkumar Bipinbhai Mulani	Director	3,64,300	42,28,499
3.	Rajeshkumar Dayabhai Dharsandiya	Director	9,68,814	37,038

- (q) The Transferor Company has 1 (One) secured creditors as on March 31, 2026, and amount due to such secured creditors INR 6,25,57,710.06 (Indian Rupees Six Crores Twenty-Five Lakhs Fifty-Seven Thousand Seven Hundred Ten and Six Paise only).
- (r) The Transferor Company has 40 (Forty) unsecured creditors as on March 31, 2026, and amount due to such Unsecured Creditors is INR 4,98,87,762.70 (Indian Rupees Four Crore Ninety-Eight Lakhs Eighty-Seven Thousand Seven Hundred Sixty-Two and Seventy Paise only).
- (s) Disclosure about the effect of the compromise or amalgamation on:

Shareholders	The effect of the Scheme on the Shareholders, Promoters, Non-Promoter Shareholders, Key Managerial Personnel, Directors, Creditors, and Employees of the Company is given in the report adopted by the Board of Directors of Transferor Company pursuant to the provisions of Section 232(2)(c) of the Act which is attached as Annexure 4 to this Statement.
Promoters	
Non-Promoter Shareholders	
Key Managerial Personnel (KMP)	
Directors	
Employees of the Company	
Creditors	
Depositors	There are no depositors in the Transferor Company. Hence, this is not applicable.
Debenture holders	There are no debenture holders in the Transferor Company. Hence, this is not applicable.
Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Transferor Company. Hence, this is not applicable.

- (t) The Scheme is filed with the Registrar of Companies on August 26, 2026.
- (u) There are no material investigations or proceedings pending against the Transferor Company or its Directors as per the terms of Section 230(2)(a) of Companies Act, 2013.

7. **Other details regarding the Scheme required as per Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:**

A) Relationship between the Companies:

Transferor Company and Transferee Company are part of the same group.

- B) **“Appointed Date”** means April 1, 2026, or such other date as may be agreed between Board of Directors of the Parties.
- C) **“Effective Date”** means the date on which last of the conditions specified in Clause 23 of the Scheme are complied with.

D) Consideration for the Amalgamation:

Upon the Scheme becoming effective and upon the amalgamation of the Transferor Company with the Transferee Company in terms of this Scheme, the Transferee Company shall, without any further act, deed, issue and allot on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members of the Transferor

Company, on the Effective Date, in accordance with the terms of the Scheme and without any further application, act, deed, payment, consent, instrument or deed, in the following manner:

“83 (eighty-three) fully paid-up equity shares of Rs.10/- each of the Transferee Company, credited as fully paid up, for every 100 (one hundred) fully paid equity shares of Rs.10/- each held by such shareholder or his/ her/ its heirs, executors, administrators or successors in the Transferor Company”

E) Salient Features of the Scheme:

- (i) The Transferor Company will merge with and into the Transferee Company, upon which the Transferor Company will dissolve without winding up.
- (ii) The Scheme provides for:
 - (a) transfer and vesting of entire undertakings of the Transferor Company to the Transferee Company;
 - (b) transfer of contracts, deeds, bonds, agreements, arrangements, assurances and other instruments of whatsoever nature of the Transferor Company to the Transferee Company;
 - (c) transfer of all debts, liabilities, duties, and obligations of Transferor Company to the Transferee Company;
 - (d) transfer of all legal proceedings by or against the Transferor Company to the Transferee Company;
 - (e) transfer of all employees of the Transferor Company to the Transferee Company without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting immediately before the Effective Date;
 - (f) the increase in authorized capital of the Transferee Company by consolidation of authorized capital of Transferor Company with that of the Transferee Company; and
 - (g) the dissolution of the Transferor Company without wound up.
- (iii) Upon the amalgamation of the Transferor Company into the Transferee Company pursuant to the Scheme becoming effective on the Effective Date, the Transferee Company will issue New Equity Shares (*as defined in clause 8.1 of the Scheme*) to the shareholders of the Transferor Company on the Effective Date, in accordance with the share swap/exchange ratio. The share swap/exchange ratio would be 83 (eighty-three) fully paid-up equity shares of Rs.10/- each of the Transferee Company, credited as fully paid up, for every 100 (one hundred) fully paid equity shares of Rs.10/- each held by such shareholder or his/ her/ its heirs, executors, administrators or successors in the Transferor Company.

- (iv) The Scheme would be subject to the sanctions and approval of the National Company Law Tribunal, Ahmedabad, SEBI, BSE, shareholders and other appropriate authorities, as applicable.
- (v) The Scheme is conditional upon approval by the public shareholders/ unsecured creditors of the Transferee Company through e-voting in terms of the relevant SEBI circulars, and the Scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
- (vi) The provisions of the Scheme have been drawn up to comply with the conditions relating to “Amalgamation” as defined under the income-tax laws and therefore, may not have any tax implications.

8. **Rationale and benefits of the Scheme as perceived by the Board of Directors of the Companies:**

The reasons and circumstances leading to and justifying the proposed Scheme of the Transferor Company with the Transferee Company, making it beneficial for all the stakeholders are as follows:

- **Strengthening core business of the Transferee Company:** The amalgamation of the Transferor Company with the Transferee Company will strengthen one of the core businesses of the Transferee Company by way of backward integration and will enable the Transferee Company to have access to fully integrated ink business under one ecosystem, which will help in significant cost-optimization through in-house production, reduced dependency on external suppliers for raw materials and finished inks, better control over quality, consistency, and development cycles, and faster product customization based on market requirements;
- **Assured offtake and optimum utilization of capacity of Transferor Company:** The Transferee Company currently services a large and growing customer portfolio across import of machines, inks and spare parts, manufacturing of sublimation paper and digital textile printed fabrics. As a result of amalgamation, the existing customer base of the Transferee Company alone may utilize more than 50% of the existing production capacity of the Transferor Company, ensuring assured offtake of the products manufactured by the Transferor Company and optimum utilization of the manufacturing capacity of the Transferor Company;
- **Enhanced market competitiveness and strong value proposition:** The amalgamation will enable the Transferee Company to have control over the process of manufacturing ink including pre-existing/ in-house research and development, formulation expertise and process knowledge, and will result in enhanced market competitiveness and offering strong value propositions to the customers of the Transferor Company as well as the Transferee Company, with access to larger product portfolio including expansion to the global markets;

- **Reduction in layers of entities:** The amalgamation will result in simplification of the shareholding structure, reduction in shareholding tiers and demonstrate direct commitment of the promoters to the Transferee Company. It will consolidate the digital textile printing ecosystem under a single unified business platform; and
- **Economies of scale, synergies and other benefits:** The amalgamation will also help in rationalization and standardization of the business process, economies of scale, corporate and administrative efficiencies, streamlining of operations to enable more efficient management, greater efficiency in cash management and access to cash flows generated by the combined business, control over the supply chain, reducing the multiplicity of legal and regulatory compliances, and reduction of costs, which would be beneficial for all stakeholders. Synergies that exist between the Transferor Company and the Transferee Company will also ensure optimum efficiency and reduce managerial overlaps towards their common advantage. The combined business operations will help value creation for all the stakeholders, thus, contributing to the overall growth prospects of the Transferee Company.
The amalgamation is in the interest of the Transferor Company and the Transferee Company and their respective shareholders, creditors and all other stakeholders and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large. The amalgamation will have no adverse implications.

Copy of Scheme is attached herewith as **Annexure 5**

9. **Summary of the Valuation Report and Fairness Opinion:**

The valuation report dated December 1, 2025 (“**Valuation Report**”) was issued by the Registered Valuer Treu Valuation Services Private Limited describing, *inter alia*, the methodologies adopted by them in arriving at the Share Exchange Ratio and setting out the detailed computation of the Share Exchange Ratio for the Scheme of Amalgamation. In the Valuation Report:

- (a) The valuer has stated that share entitlement ratio in the event of the amalgamation of Transferor Company with the Transferee Company would be as follows:

83 (eighty-three) fully paid-up equity shares of Rs.10/- each of the Transferee Company, credited as fully paid up, for every 100 (one hundred) fully paid equity shares of Rs.10/- each held by such shareholder or his/ her/ its heirs, executors, administrators or successors in the Transferor Company

- (b) In compliance with Para (A)(2)(d) of Part I of SEBI Master Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020, as amended and updated by SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 read with SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated 20th June, 2023 (“SEBI Scheme Circular”), a Fairness Opinion dated December 1, 2025 issued by a SEBI Registered Merchant Banker, stating that the Valuation Report is fair and reasonable. The copy of Valuation Report and Fairness Opinion Report are attached herewith as **Annexure 6A and 6B**, respectively.

- (c) Certificate from the statutory auditors of the Transferor Company and Transferee Company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (**Annexure 7A and 7B**), respectively.

10. **Detail of capital restructuring**

Refer Clause 9 of the Scheme of Amalgamation.

11. **Detail of debt restructuring**

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

12. Inspection of the following documents may be taken at the Registered Office of the Companies on any working day (except Saturday, Sunday and Public Holiday) prior to the date of the meeting between 2.00 PM to 4.00 PM. An advance notice should be given by e-mail to the Transferee Company at cs@truecolorsgroup.com if it is desired to obtain copies of the Notice from the Registered Office of the Transferor Company. Alternatively, a request for obtaining an electronic/ soft copy of the Notice and Explanatory Statement may be made by writing an email to inkiainks@gmail.com:

- (a) Order dated August 17, 2026, passed by the Hon'ble Tribunal in Company Scheme Application No C.A. (CAA)/30(AHM)2026, directing the convening of the meetings of Equity Shareholders of Transferee Company;
- (b) Copy of the Scheme of Amalgamation between the Companies;
- (c) Share Swap Ratio Report, dated December 1, 2025, issued by the Registered Valuer Treu Valuation Services Private Limited, describing, *inter alia*, the methodologies adopted by them in arriving at the Share Swap/ Exchange Ratio and setting out the detailed computation of the Share Swap/ Exchange Ratio for the proposed amalgamation;
- (d) Fairness Opinion dated December 1, 2025, recommending the share swap/ exchange ratio provided in the Share Swap Ratio Report dated December 1, 2025;
- (e) The certificates issued by the statutory auditors of the Transferor Company and Transferee Company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;
- (f) Latest audited financial statements of the Companies;
- (g) Contracts or agreements material to the Scheme: There have been no contracts or agreements material to the Scheme. Hence, not applicable;
- (h) Memorandum and Articles of Associations of the Companies;

- (i) Latest annual report of the Companies;
- (j) Complaint Report dated March 24, 2026;
- (k) Copy of the resolution passed by the Board of Directors of the Transferee Company dated December 1, 2025, approving the Scheme;
- (l) Copy of the report adopted by the Board of Directors of the Companies as per the provisions of Section 232(2) (c) of the Act; and
- (m) Abridged Prospectus providing details of the Transferor Company as duly certified by a SEBI Registered Merchant Banker.

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

- (i) In terms of Regulation 37 of the Listing Regulations, BSE by their letter dated May 14, 2026, have issued their no objection to the Scheme (“**BSE Observation Letter**”). A copy of the BSE Observation Letter is enclosed as **Annexure 8**.
- (ii) The Scheme was filed by the Companies with the Ahmedabad Bench of the NCLT on July 2, 2026. The Hon’ble NCLT, Ahmedabad Bench has passed directions to convene meeting of the Equity Shareholders of Transferee Company vide an Order dated August 17, 2026. The Copy of Order is attached herewith as **Annexure 9**.
- (iii) The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.

14. **Other details regarding the Scheme required as per Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016:**

- (i) In the opinion of the Board, the said Scheme will be of advantage and beneficial to the Transferee Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.
- (ii) This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act and the statement for the purposes of Rule 6(3) of the Rules.
- (iii) After the Scheme is approved by the Equity Shareholders of Transferee Company, it will be further subject to the approval by the Hon'ble National Company Law Tribunal, Ahmedabad Bench.
- (iv) Abridged Prospectus providing details of the Transferor Company as duly certified by a SEBI Registered Merchant Banker attached herewith as **Annexure 10**.

15. Complaint Report dated March 24, 2026, submitted by the Company to the BSE is enclosed as **Annexure 11**.

16. **Additional disclosures in terms of the BSE Observation Letter:**

(i) Impact of Scheme on revenue generating capacity of Transferee Company

The amalgamation is expected to strengthen the revenue-generating capacity of the Transferee Company by enabling backward integration into the manufacturing of Reactive and Sublimation Inks, ensuring assured captive supply and reducing dependence on imports. It will also facilitate better utilisation of manufacturing capacities, expansion of the product portfolio, improved operational efficiencies and enhanced customer service, thereby strengthening the Company's ability to generate and sustain revenue.

(ii) Need and Rationale of the Scheme, Synergies of business of the Companies involved in the Scheme, Impact of the Scheme on the shareholders and cost benefit analysis of the Scheme

The above details are set out in paragraphs 4 and 8 of these Explanatory Statements.

In terms of the cost benefit analysis, while the Transferee Company shall incur all the statutory costs/ expenses in relation to the Scheme, the shareholders of the Transferor Company shall indemnify and keep the Transferee Company indemnified for any liability, claim, demand, if any, which may devolve on the Transferee Company on account of amalgamation under the Scheme. Therefore, the implementation of the Scheme will have long term benefits in the form of direct and channelized commitment under one ecosystem.

(iii) Valuation Report and Addendum/ Clarification to the Valuation Report (if any) issued by Registered Valuer

A copy of the Valuation Report/ Share Swap Ratio Report is enclosed as Annexure 6A.

Addendum/ clarification in relation to the Valuation Report issued by the Registered Valuer are also enclosed as **Annexure 12**.

(iv) Projections considered for valuation of entities involved along with justification for growth rate considered for valuation

Projections considered for the valuation of the entities involved in the Scheme are forming part of the Valuation Report.

These projections form part of the generally available information and being provided to enable the shareholders to make an informed decision and in compliance with the BSE's specific requirement. These projections are management estimates prepared solely for the purpose of enabling the Registered Valuer to determine the fair share exchange ratio. These are forward-looking, subject to business, economic, and market uncertainties.

- (v) Value of assets and liabilities of Transferor Company that are being transferred to the Transferee Company

Following assets and liabilities of the Transferor Company are being transferred to the Transferred Company as of March 31, 2026:

Liabilities	Amount as on March 31, 2026 (Rs. in Thousand)	Assets	Amount as on March 31, 2026 (Rs. in Thousand)
Share capital	30,000.00	Non-Current Assets	67,045.54
Reserves and Surplus	57,774.83	Current Assets	1,28,314.94
Non- Current liabilities	37,915.27		
Current liabilities	69,670.38		
Total	1,95,360.48	Total	1,95,360.48

- (vi) Details of Revenue, PAT and EBITDA of all the Companies involved in the Scheme for last 3 years along with audited financials for the last 3 years of all the entities involved in the Scheme

(Rs. In Lakhs)

Transferor Company			
Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue	2468.14	1353.89	287.31
PAT	468.96	102.69	19.76
EBITDA	574.84	179.24	64.97
Transferee Company			
Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue	30154.74	23336.55	15993.19
PAT	3115.63	2422.52	852.42
EBITDA	4721.13	4109.68	1497.75

Audited financial statements of the Companies for March 31, 2026 are enclosed under Annexure 1 and Annexure 3. The audited financial statements of the Transferor Company for the year ended on March 31, 2025, and March 31, 2024, are enclosed as **Annexure 13A**, and the audited financial statements of the Transferee Company for the year ended on March 31, 2025, and March 31, 2024, are enclosed as **Annexure 13B**.

- (vii) Latest financials of entities involved in the Scheme not older than 6 months from the date of NOC of Stock Exchange

Latest audited financial statements of the Companies for March 31, 2026 are enclosed under Annexure 1 and Annexure 3.

(viii) Undertaking with respect to association of the Promoter and Promoter Group of the entities involved in the Scheme with the public shareholders

We hereby confirm that, to the best of our knowledge and the records available with us, the public shareholders of the Transferee Company are not related or associated in any manner with the Promoter and Promoter Group of the entities involved in the Scheme, except that Mr. Rajeshkumar Dharsandiya, who is one of the promoters of the Transferor Company, also holds 37,038 (thirty-seven thousand thirty eight) equity shares of the Transferee Company, constituting approximately 0.15% of the total share capital of the Transferee Company, as one of the public shareholders.

Further, Mr. Rajeshkumar Dharsandiya is neither related to the 'Promoter and Promoter Group' of the Transferee Company, nor does he fall within the definition of "*immediate relative*" or the "*relative*", as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), and therefore, he is one of the public shareholders of the Transferee Company.

(ix) Status of No Objection Certificate ("NOC") from the Lending Scheduled Commercial Banks/ Financial Institutions/ Debenture Trustee as per para-A(2)(k) of Part-I of SEBI Master Circular

We have received the No Objection Certificate (NOC) dated April 13, 2026, from HDFC Bank Limited.

(x) Conditions imposed by lenders, if any, may be disclosed to the public shareholders along with the impact of same on the Scheme

There are no conditions imposed by HDFC Bank Limited for providing the No Objection Certificate, that are required to be disclosed to the public shareholders, except in relation to continuation of existing financing arrangements, maintenance of security, compliance with financing documents and submission of post-amalgamation data. None of these terms will have any impact on the Scheme.

- (xi) Details of shareholders of Transferor Company and their classification as Promoter and Public Shareholders in Transferee Company post Scheme

Name of the Shareholder	Shares held in IIPL	Share Exchange Ratio	Shares being allotted in TCL (if not, reasons for the same)	Classification in TCL post Scheme (Promoter/ Public)	Detailed justification for classification
Sanjay Raghubhai Desai	3,64,300	83 fully paid-up equity shares of Rs.10/- each of the Transferee Company, credited as fully paid up, for every 100 fully paid equity shares of Rs.10/- each held by such shareholder or his/ her/ its heirs, executors, administrators or successors in the Transferor Company	3,02,369	Promoter	Each of them are part of the 'Promoter and Promoter Group' of the Transferee Company and hence, they will continue to be classified as the 'Promoter and Promoter Group'.
Sagarkumar Bipinbhai Mulani	3,64,300		3,02,369	Promoter	
Ashishkumar Durlabhbhai Mulani	2,94,300		2,44,269	Promoter	
Urvisha Panchani	90,000		74,700	Promoter Group	
Satishkumar Jayantibhai Panchani	3,49,200		2,89,836	Promoter	
Dakshaben Ashishkumar Mulani	70,000		58,100	Promoter Group	
Rajeshkumar Dharsandiya	9,68,814		8,04,115*	Public	Each of them is neither related to the 'Promoter and Promoter Group' of the Transferee Company, nor does they fall within the definition of "immediate relative" or the "relative", as per SEBI ICDR Regulations, and hence, they will form part of the public shareholders of the Transferee Company.
Dhruvkumar Gor	1,76,148		1,46,202*	Public	
Kishan Dadhnia	3,22,938		2,68,038*	Public	

** Pursuant to the share exchange ratio envisaged under the Scheme, an aggregate of only 2 (Two) equity shares of the Transferee Company are expected to arise on account of fractional entitlements. In accordance with the provisions of the Scheme, such shares shall be allotted to a trustee nominated by the Transferee Company and, upon sale thereof, the net sale proceeds shall be distributed amongst the entitled shareholders in proportion to their respective fractional entitlements.*

- (xii) Pre and Post Scheme shareholding of Transferor and Transferee Companies as on the date of notice of shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to the Notice of shareholders

The shareholding pattern of the Transferor Company and the Transferee Company, pre-Scheme and post-Scheme, is enclosed as **Annexure 14**.

No change has occurred between the date of filing of the draft Scheme till the date of notice of the Meeting to the shareholders, with respect to the shareholders of the Transferor Company and the 'Promoter and Promoter Group' of the Transferee Company, except that there are changes in the public shareholders, in case of the Transferee Company, as applicable for any other listed entity.

- (xiii) Disclose all pending actions against the entities involved in the Scheme, its promoters/directors/ key managerial personnels and possible impact of the same on the Transferee Company to the shareholders

There are no pending actions against the Transferor Company, the Transferee Company and their respective promoters / directors / key managerial personnel, which may have adverse impact on the Scheme.

R. D. Gupta, Retd. OL

Chairman appointed by Hon'ble NCLT
for the Meeting of Equity Shareholders of
True Colors Limited

Dated: August 27, 2026

Place: Surat

Registered Office:

P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat 395002

**INDEPENDENT AUDITOR'S REPORT
OF
TRUE COLORS LIMITED
FROM 01/04/2025 TO 31/03/2026**

Lakhankiya & Dosi LLP

Bungalow no.7, 5th Floor, Sadhana
Soc., Mini Bazar, Varachha Road,
Surat, Gujarat, India.

cashailesh@hotmail.com

+91 97251 90123

INDEPENDENT AUDITOR'S REPORT

To The Members of TRUE COLORS LIMITED Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of M/s **TRUE COLORS LIMITED**, ("the Company") (Formally known as True Colors Limited) which comprise the Balance Sheet as at 31 March 2026, and the Statement of Profit and Loss and Cash Flow Statement for the period ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to me, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and profit for the period ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules 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.

Information Other than the Standalone Financial Statements and Auditor's 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 Director's report but does not include the financial statements and our auditors' report thereon.

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

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

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

Responsibility of Management for Financial Statements

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

In preparing the financial statements, management 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 either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect



a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, Statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31 March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2026 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 operating effectiveness of such controls are given in separate **Annexure-B**;
 - g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during



the year ended March 31, 2026, is in accordance with the provisions of Section 197 of the Companies Act, 2013. The remuneration paid to any director is not in excess of the limit laid down under this section and Schedule V of the Act. Accordingly, reporting under Section 197(16) is applicable, and the Company has complied with the prescribed provisions.

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

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

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



v. The company did not declare any dividend during the year.

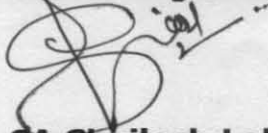
- vi. Based on our examination, which includes test checks, the Company has used accounting software for maintaining its books of account for the period ended March 31, 2026, which has a feature of recording audit trail (edit log) facility. The same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

As the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, on the preservation of audit trail as per the statutory requirements for record retention is applicable for the period ended March 31, 2026.

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No.: 154114W/W100873



CA Shailesh Lakhankiya

Partner

Membership No.: 147112

UDIN: 26147112GRZDMZ8795

Place: Surat

Date: 20/05/2026



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT: CARO, 2020

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

In terms of the information and explanations sought by us and given by **TRUE COLORS LIMITED**, ("the Company") (Formally known as True Colors Limited) and the books of account and records examined by us in the normal course of audit for the year ended March 31, 2026 and to the best of our knowledge and belief, we state that:

(i)

(a) (A) The Company has maintained proper records showing particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) All assets have been acquired or capitalized during the year after following diligence process of verification by management.

(a) Details of title deeds of immovable properties not held in the name of the Company are as under:

Description of property	Gross carrying value Rs.	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range where appropriate	Reason for not being held in name of Company - indicate if in dispute
Plot No 51, Rajhans Zesto, Kalakachha, Tal Jalalpore, Dist Navsari	20193000	Ashish D Mulani, Satish J Panchani, Sanjay R Desai and Sagar B Mulani	Director, Promotor and relative	-	Company has made construction on the said land. No Dispute.
Plot No 44, Rajhans Zesto, Kalakachha, Tal Jalalpore, Dist Navsari	27303000	Ashish D Mulani, Satish J Panchani, Sanjay R Desai and Sagar B Mulani	Director, Promotor and relative	-	Company has made construction on the said land. No Dispute.



(d) The Company has not revalued any of its property, plant and equipment including Right of Use assets and intangible assets during the year.

(e) Based upon the audit procedures performed and the information and explanations given by the Management no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii)

(a) As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory was noticed on physical verification of stocks by the management as compared to book records.

(b) According to information and explanation to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 Crores, in aggregate, at any time during the year, from banks or financial institutions on the basis of security of the current assets of the Company and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii) The Company has not made any investments in, not provided any guarantee or security, and not granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Therefore, the provisions of sub clause (a), (b), (c) (d), (e), and (f) of paragraph 3(iii) of the order, are not applicable.

iv) The Company has provided a corporate guarantee to Athrees Electronic Private Limited, in which one of the directors of the Company is also a director. The said guarantee was given after obtaining approval of the shareholders through a special resolution in the general meeting with full disclosure of particulars, and the same has been utilized by the borrowing company for its principal business activities. Accordingly, the transaction is in compliance with the provisions of Sections 185 and 186 of the Companies Act, 2013. Except for the above, the Company has not granted any loans, made any investments, or provided any guarantees or securities to any parties requiring reporting under this clause.



v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

vi) Pursuant to the rules prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, the Company is required to maintain cost records in respect of its specified products/activities. We have broadly reviewed such records and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. However, we have not carried out a detailed examination of such records with a view to determining whether they are accurate or complete.

vii) According to the information and explanations given to us, in respect of statutory dues:

(a) Undisputed statutory dues, including Goods & Service Tax, Provident Fund, and Employees' State Insurance, Income Tax, Customs Duty, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods & Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, cess and other material statutory dues in arrears as at 31st March, 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of any dispute.

viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix)

(a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, during the year, loan availed by the Company were applied for the purposes for which the loans were obtained.



(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates. The Company does not have any joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies and hence, reporting on clause 3(ix)(f) of the Order is not applicable.

x)

(a) During the year, the Company successfully completed its Initial Public Offering (IPO) comprising a fresh issue of 56,99,600 equity shares of face value of Rs. 10 each at an issue price of Rs. 191 per share, aggregating to Rs. 108.86 Crores, along with an Offer for Sale (OFS) of 10,00,000 equity shares aggregating to Rs. 19.10 Crores. The total issue size aggregated to Rs. 127.96 Crores. In our opinion and according to the information and explanations given to us, the funds so raised were applied for the purposes for which they were raised.

The unutilised amount as at 31 March 2026 has been temporarily invested in fixed deposits accounts pending utilisation.

(b) During the year the Company has not made preferential allotment. In our opinion and according to the information and explanations given to us, the requirements of section 62 of the companies act, 2013 have been duly complied with and the fund raised have been used for the purposes for which the fund were raised.

The company has not made private placement of shares or convertible debentures (fully or partly or optionally) during the year.

xi)

(a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.



- xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv) The company is covered under Section 138 of the Companies Act, 2013 and rules made thereunder, and has duly appointed an Internal Auditor during the year under review. Accordingly, the requirements of clause (a) & (b) relating to Internal Audit are applicable and have been complied with by the Company.
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

- xvii) Based on our examination, the company has not incurred cash losses in the financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year. clause 3(xviii) of the Order is not applicable
- xix) According to the Information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.



xx) (a) & (b) The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are applicable to the Company. The Company has complied with the requirements prescribed under the said section and the rules made thereunder during the year under review. Accordingly, the reporting requirements under clause 3(xx)(a) & (b) of the Order are applicable and have been duly complied with.

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No.: 154114W/W100873



CA Shailesh H Lakhankiya

Partner

Membership No.: 147112

UDIN: 26147112GRZDMZ8795

Place: Surat

Date: 20/05/2026

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No.: 154114W/W100873

CA Shailesh H Lakhankiya

Partner

Membership No.: 147112

UDIN: 26147112GRZDMZ8795

Place: Surat

Date: 20/05/2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **TRUE COLORS LIMITED** ("the Company") (Formally known as True Colors Limited) as of 31st March, 2026 in conjunction with our audit of the Financial Statements of the Company for the period Ended 31st March, 2026.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over



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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2026, based on the criteria for internal financial control



over financial reporting established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No.: 154114W/W100873



CA Shailesh H Lakhankiya

Partner

Membership No.: 147112

UDIN: 26147112GRZDMZ8795

Place: Surat

Date: 20/05/2026



**FINANCIAL STATEMENTS
OF
TRUE COLORS LIMITED
FROM 01/04/2025 TO 31/03/2026**

Lakhankiya & Dosi LLP

**Bungalow no.7, 5th Floor, Sadhana
Soc., Mini Bazar, Varachha Road,
Surat, Gujarat, India.**

cashailesh@hotmail.com

+91 97251 90123

TRUE COLORS LIMITED

(CIN: L17299GJ2021PLC126265)

(Address: P-8, Ground Floor to 3rd Floor, Somakanji Wadi, Patel Line, Khatodara, Surat, Gujarat, India-395002)

Balance Sheet as at 31-March-2026

(Rs in lacs)

Particulars	Note	31-March-2026	31-March-2025
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	2,465.46	1,895.50
(b) Reserves and Surplus	4	16,248.34	3,653.56
Total		18,713.80	5,549.06
(2) Non-current liabilities			
(a) Long-term Borrowings	5	814.93	2,284.38
(b) Deferred Tax Liabilities (net)	6	121.28	133.23
(c) Long-term Provisions	7	149.81	71.88
Total		1,086.02	2,489.48
(3) Current liabilities			
(a) Short-term Borrowings	8	3,781.33	2,466.60
(b) Trade Payables	9		
- Due to Micro and Small Enterprises		2,103.72	24.26
- Due to Others		2,296.85	3,688.35
(c) Other Current Liabilities	10	450.32	1,136.64
(d) Short-term Provisions	11	233.78	143.33
Total		8,866.00	7,459.18
Total Equity and Liabilities		28,665.82	15,497.72
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	12	7,960.87	4,729.65
(ii) Intangible Assets		1.78	2.26
(iii) Capital Work-in-progress	12	211.38	77.14
(b) Non-current Investments	13	2,396.27	-
(e) Other Non-current Assets	14	165.36	124.57
Total		10,735.66	4,933.62
(2) Current assets			
(a) Current Investments	15	303.91	-
(b) Inventories	16	4,299.07	3,590.93
(c) Trade Receivables	17	11,112.21	5,660.09
(d) Cash and cash equivalents	18	127.02	725.77
(e) Short-term Loans and Advances	19	1,708.83	435.40
(f) Other Current Assets	20	379.12	151.90
Total		17,930.16	10,564.10
Total Assets		28,665.82	15,497.72

See accompanying notes to the financial statements

As per our report of even date

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No. 154114W/W100873


CA Shailesh Lakhankiya
Partner

Membership No. 147112

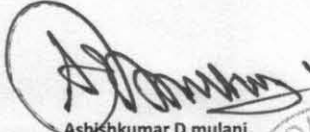
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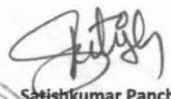


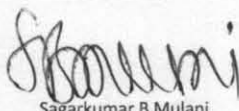
Place: Surat

Date: 20/05/2026

For and on behalf of the Board of
TRUE COLORS LIMITED


Ashishkumar D mulani
Chairman & Director
DIN NO. - 08900639


Satishkumar Panchani
CEO & Director
DIN NO. - 09756732
Place: Surat
Date: 20/05/2026


Sagarkumar B Mulani
CFO
DIN: 08885161


Javarika Gandharva
CS & Compliance Officer
M. No.: A42880
Place: Surat
Date: 20/05/2026

TRUE COLORS LIMITED

(CIN: L17299GJ2021PLC126265)

(Address: P-8, Ground Floor to 3rd Floor, Somakanji Wadi, Patel Line, Khatodara, Surat, Gujarat, India-395002)

Statement of Profit and loss for the year ended 31-March-2026

(Rs in lacs)

Particulars	Note	31-March-2026	31-March-2025
Revenue from Operations	21	30,154.74	23,336.55
Other Income	22	49.62	68.69
Total Income		30,204.36	23,405.24
Expenses			
Cost of Material Consumed	23	8,600.69	6,369.11
Purchases of Stock in Trade	24	10,554.21	7,494.54
Change in Inventories of work in progress and finished goods	25	(420.31)	(266.58)
Employee Benefit Expenses	26	3,466.46	1,984.79
Direct Expense	27	2,087.65	2,664.98
Finance Costs	28	539.97	468.94
Depreciation and Amortization Expenses	29	472.64	342.59
Other Expenses	30	1,194.53	1,048.72
Total expenses		26,495.84	20,107.09
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		3,708.52	3,298.15
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		3,708.52	3,298.15
Extraordinary Item	31	10.64	53.24
Profit/(Loss) before Tax		3,697.88	3,244.91
Tax Expenses	32		
- Current Tax		765.94	756.51
- Tax Adjustment on Account of Change in Tax Regime		(171.74)	-
- Deferred Tax		(11.95)	65.88
Profit/(Loss) after Tax		3,115.63	2,422.52
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	33	14.28	13.55
-Diluted (In Rs)	33	14.28	13.55

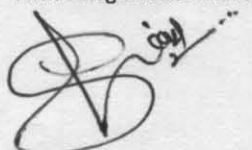
See accompanying notes to the financial statements

As per our report of even date

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No. 154114W/W100873


CA Shailesh Lakhankiya

Partner

Membership No. 147112

UDIN: 26147112GRZDMZ8795



For and on behalf of the Board

TRUE COLORS LIMITED


Ashishkumar D. mulani

Chairman & Director

DIN NO. - 08900639



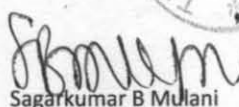
Satishkumar Panchani

CEO & Director

DIN NO. - 09756732

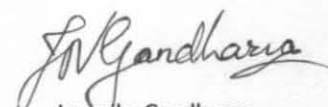
Place: Surat

Date: 20/05/2026


Sagarkumar B. Mulani

CFO

DIN: 08885161



Javanika Gandharva

CS & Compliance Officer

M. No.: A42880

Place: Surat

Date: 20/05/2026

Place: Surat

Date: 20/05/2026

TRUE COLORS LIMITED

(CIN: L17299GJ2021PLC126265)

(Address: P-8, Ground Floor to 3rd Floor, Somakanji Wadi, Patel Line, Khatodara, Surat, Gujarat, India-395002)

Cash Flow Statement for the year ended 31-March-2026

(Rs in lacs)

Particulars	Note	31-March-2026	31-March-2025
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		3,697.88	3,306.86
Profit/(loss) from Discontinuing Operation (after tax)		-	-
Depreciation and Amortisation Expense		472.64	342.59
Provision for tax		-	-
Effect of Exchange Rate Change		36.08	(16.60)
Loss/(Gain) on Sale / Discard of Assets (Net)		-	-
Bad debt, provision for doubtful debts		-	-
Net Loss/(Gain) on Sale of Investments		-	-
Non Cash Expenses		82.27	16.74
Dividend Income		-	-
Interest Income		(76.90)	(11.73)
Finance Costs		516.70	438.90
Operating Profit before working capital changes		4,728.66	4,076.75
Adjustment for:			
Inventories		(708.13)	(941.85)
Trade Receivables		(5,452.12)	(3,091.54)
Loans and Advances		(117.12)	-
Other Current Assets		(1,424.32)	-
Other Non current Assets		-	-
Trade Payables		651.88	1,256.91
Other Current Liabilities		(669.84)	288.93
Long term Liabilities		-	-
Short-term Provisions		154.61	-
Long-term Provisions		77.93	-
Cash (Used in)/Generated from Operations		(2,758.45)	1,589.20
Tax paid(Net)		740.63	673.72
Net Cash (Used in)/Generated from Operating Activities		(3,499.08)	915.47
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		(3,837.61)	(1,177.89)
Sale of Property, Plant and Equipment		-	-
Purchase of Investments Property		-	-
Sale of Investment Property		-	-
Purchase of Equity Instruments		-	-
Proceeds from Sale of Equity Instruments		-	-
Purchase of Mutual Funds		-	-
Proceeds from Sale/Redemption of Mutual Funds		-	-
Purchase of Preference Shares		-	-
Proceeds from Sale/Redemption of Preference Shares		-	-
Purchase of Government or trust securities		-	-
Proceeds from Sale/Redemption of Government or trust securities		-	-
Purchase of debentures or bonds		-	-
Proceeds from Sale/Redemption of debentures or bonds		-	-
Purchase of Other Investments		-	-
Sale / Redemption of Other Investments		-	-
Loans and Advances given		-	-
Proceeds from Loans and Advances		-	-
Investment in Term Deposits		(2,700.19)	184.96
Maturity of Term Deposits		-	-
Movement in other non current assets		-	-
Interest received		76.90	11.73
Dividend received		-	-
Net Cash (Used in)/Generated from Investing Activities		(6,460.90)	(981.20)



CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		10,049.12	1,614.60
Buyback of Shares		-	-
Proceeds from Long Term Borrowings		(1,469.45)	(47.89)
Repayment of Long Term Borrowings		-	-
Proceeds from Short Term Borrowings		1,314.73	(856.69)
Repayment of Short Term Borrowings		-	-
Minority Interest Movement		-	-
Dividends Paid (including Dividend Distribution Tax)		-	-
Interest Paid		(533.17)	(423.32)
Net Cash (Used in)/Generated from Financing Activities		9,361.22	286.70
Net Increase/(Decrease) in Cash and Cash Equivalents		(598.75)	220.98
Opening Balance of Cash and Cash Equivalents		725.77	504.79
Exchange difference of Foreign Currency Cash and Cash equivalents		-	-
Closing Balance of Cash and Cash Equivalents	18	127.02	725.77

Components of cash and cash equivalents	31-March-2026	31-March-2025
Cash on hand	6.93	19.87
Cheques, drafts on hand	-	-
Balances with banks in current accounts	120.08	520.92
Bank Deposit having maturity of less than 3 months	-	184.98
Others	-	-
Cash and cash equivalents as per Cash Flow Statement	127.02	725.77
Other Bank Balance		
Bank Deposit having maturity of greater than 3 months and less than 12 months	-	-
Bank Deposit having maturity of greater than 12 months	-	-
Less: Deposits reclassified to other non current assets	-	-
Cash and bank balance as per Balance Sheet	127.02	725.77

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

As per our report of even date

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No. 154114W/W100873

[Signature]

CA Shallesh Lakhankiya

Partner

Membership No. 147112

UDIN: 26147112GRZDMZ8795



**For and on behalf of the Board of
TRUE COLORS LIMITED**

[Signature]
Ashishkumar D mulani
Chairman & Director
DIN NO. - 08800639

[Signature]
Satishkumar Panchani
CEO & Director
DIN NO. - 09756732
Place: Surat
Date: 20/05/2026

[Signature]
Sagarkumar B Mulani
CFO
DIN: 08885161

[Signature]
Jyotsna Gandharva
CS & Compliance Officer
M. No.: A42880
Place: Surat
Date: 20/05/2026

Place: Surat

Date: 20/05/2026

TRUE COLORS LIMITED
(CIN: L17299GJ2021PLC126265)

Notes forming part of the Financial Statements

1 COMPANY INFORMATION

TRUE COLORS LIMITED (Formerly Krow as TRUE COLORS PRIVATE LIMITED) (the 'Company') is a limited Company domiciled in India having CIN:L17299GJ2021PTCI26265. The registered office of the Company is located at P- 8, GR Flr to 3rd Flr, Somakanjini Wadi Patel Line Khatodara, Surat, Gujarat, India, 395002. The Company is engaged in the business of trading, manufacturing and textile printing jobwork. During the year, the equity shares of the Company were listed on the SME Platform of BSE SME with effect from 30 September 2025.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle. Based on the nature of products and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such goods sold, the Company has considered an operating cycle of 12 months.

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known /materialised.

b Use of Estimates

The preparation of financial statements in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021 requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of the financial statements.

c Tangible assets and capital work-in-progress

Fixed assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until fixed assets are ready for use. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting

d Depreciation and amortization

Depreciation has been provided on the Fixed Asset on the WDV method and in accordance with the useful life of the Asset as prescribed under Schedule II of the Companies Act, 2013.

The useful life of the Assets has been taken as below;

Type of Assets	Useful Life
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years

e Impairment of assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

f Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.



n Earnings Per Shares

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.

O Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

As per our report of even date

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No. 154114W/W100873



CA Shailesh Lakhankiya

Partner

Membership No. 147112

UDIN: 26147112GRZDMZ8795



**For and on behalf of the Board of
TRUE COLORS LIMITED**



Ashishkumar D mulani

Chairman & Director

DIN NO. - 08900639



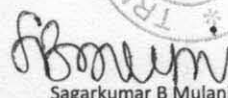
Satishkumar Panchani

CEO & Director

DIN NO. - 09756732

Place: Surat

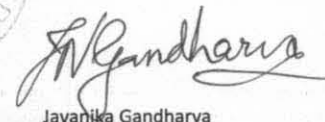
Date: 20/05/2026



Sagarkumar B Mulani

CFO

DIN: 08885161



Javanika Gandharva

CS & Compliance Officer

M. No.: A42880

Place: Surat

Date: 20/05/2026

Place: Surat

Date: 20/05/2026

TRUE COLORS LIMITED
(CIN: L17299GJ2021PLC126265)

Notes forming part of the Financial Statements

3 Share Capital

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 25000000 (Previous Year -25000000) Equity Shares	2,500.00	2,500.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 24654600 (Previous Year -18955000) Equity Shares paid up	2,465.46	1,895.50
Total	2,465.46	1,895.50

During the financial year 2025-26, the Company successfully completed its Initial Public Offering (IPO) comprising a fresh issue of 56,99,600 equity shares of face value of Rs. 10 each at an issue price of Rs. 191 per share, aggregating to Rs. 108.86 Crores, along with an Offer for Sale (OFS) of 10,00,000 equity shares aggregating to Rs. 19.10 Crores. The total issue size aggregated to Rs. 127.96 Crores.

The equity shares of the Company were listed on the SME Platform of BSE Limited with effect from 30 September 2025.

(i) Reconciliation of number of shares

Particulars	31-March-2026		31-March-2025	
	No. of shares	(Rs in lacs)	No. of shares	(Rs in lacs)
Opening Balance	18,955,000	1,895.50	472,500	47.25
Issued during the year	6,699,600	669.96	18,482,500	1,848.25
Deletion	1,000,000	100.00	-	-
Closing balance	24,654,600	2,465.46	18,955,000	1,895.50

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares Name of Shareholder	31-March-2026		31-March-2025	
	No. of shares	In %	No. of shares	In %
Ashishkumar Durlabhbai Mulani	4,228,499	17.15%	4,484,950	23.66%
Sanjay raghubhai Desai	4,228,499	17.15%	4,484,950	23.66%
Satishkumar Jayantibhai Panchani	4,232,299	17.17%	4,488,750	23.68%
Sagarkumar Bipinbhai Mulani	4,228,499	17.15%	4,484,950	23.66%

(iv) Shares held by Promoters at the end of the year 31-March-2026

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Ashishkumar Durlabhbai Mulani	Equity	4,228,499	17.15%	-6.51%
Sanjay raghubhai Desai	Equity	4,228,499	17.15%	-6.51%
Satishkumar Jayantibhai Panchani	Equity	4,232,299	17.17%	-6.51%
Sagarkumar Bipinbhai Mulani	Equity	4,228,499	17.15%	-6.53%
Dakshaben Ashishkumar Mulani	Equity	3,800	0.02%	0.01%
Bhavikaben sagarkumar Mulani	Equity	3,800	0.02%	0.01%
Komal Sanjay Desai	Equity	3,800	0.02%	0.01%
Hetalben lalabhai Desai	Equity	3,000	0.01%	0.01%
Pareesh ragubhai desai	Equity	51,852	0.21%	0.21%



Shares held by Promoters at the end of the year 31-March-2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Ashishkumar Durlabhbbhai Mulani	Equity	4,484,950	23.66%	-23.68%
Sanjay raghubhai Desai	Equity	4,484,950	23.66%	-1.32%
Satishkumar Jayantibhai Panchani	Equity	4,488,750	23.68%	23.68%
Sagarkumar Bipinbhai Mulani	Equity	4,484,950	23.66%	-1.32%
Dakshaben Ashishkumar Mulani	Equity	3,800	0.02%	0.02%
Bhavikaben sagarkumar Mulani	Equity	3,800	0.02%	0.02%
Komal Sanjay Desai	Equity	3,800	0.02%	0.02%

4 Reserves and Surplus

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Securities Premium		
Opening Balance	1,615.70	-
Add: Issue of Shares	12,126.28	1,615.70
Less: Deletion	2,647.12	-
Closing Balance	11,094.86	1,615.70
Statement of Profit and loss		
Balance at the beginning of the year	2,037.86	1,316.34
Add: Profit/(loss) during the year	3,115.63	2,422.52
Less: Bonus Shares	-	1,701.00
Balance at the end of the year	5,153.48	2,037.86
Total	16,248.34	3,653.56

5 Long term borrowings

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Secured Term loans from banks	814.93	2,284.38
Total	814.93	2,284.38

6 Deferred tax liabilities Net

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Deferred Tax Liability	121.28	133.23
Total	121.28	133.23

7 Long term provisions

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Provision for employee benefits		
-Provision For Leave Encashment	38.98	-
-Provision For Gratuity	110.83	71.88
Total	149.81	71.88

8 Short term borrowings

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Current maturities of long-term debt	42.66	587.64
Secured Loans repayable on demand from banks	3,732.51	1,878.96
Unsecured Loans repayable on demand from banks	6.16	-
Total	3,781.33	2,466.60



Term loan as well as short-term borrowing from a bank are secured by equitable mortgage of building and hypothecation of work-in-progress, finished goods, book debts, movable plant & machinery, vehicles and guaranteed by directors.
Short-term borrowing from a bank is repayable on demand and is secured by hypothecation of inventories and book debts and equitable mortgage of factory land and building and personal guarantee of the Directors.

9 Trade payables

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Due to Micro and Small Enterprises	2,103.72	24.26
Due to others		-
-Creditor for Commission	14.75	-
-Others	2,282.10	3,688.35
Total	4,400.57	3,712.61

9.1 Trade Payable ageing schedule as at 31-March-2026

(Rs in lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	2,078.26	25.46			2,103.72
Others	2,173.03	115.75	8.06	-	2,296.85
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					4,400.57
MSME - Undue					
Others - Undue					
Total					4,400.57

9.2 Trade Payable ageing schedule as at 31-March-2025

(Rs in lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	24.26				24.26
Others	3,437.99	250.36	-		3,688.35
Disputed dues- MSME	-				-
Disputed dues- Others					-
Sub total					3,712.61
MSME - Undue					
Others - Undue					
Total					3,712.61

10 Other current liabilities

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Interest accrued and due on borrowings	-	16.48
Statutory dues	67.07	42.32
Salaries and wages payable	222.13	147.53
Advances from customers	158.96	862.30
Other payables		
-Audit Fees Payable	2.16	0.36
-Creditor for Commission	-	67.65
Total	450.32	1,136.64

11 Short term provisions

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Provision for employee benefits		
-Provision for Gratuity	2.50	1.86
-Provision For Leave Encashment	3.70	-
Provision for income tax	110.64	126.02
Provision for others		
-Interest On Msme Creditors Payable	98.05	-
-Provision for Electricity Exp	18.89	15.45
Total	233.78	143.33



TRUE COLORS LIMITED

(CIN: L17299GJ2021PLC126265)

Notes forming part of the Financial Statements

Property, Plant and Equipment

(Rs in lacs)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	
	As on 01-Apr-25	Addition	Deduction	As on 31-Mar-26	As on 01-Apr-25	Addition	Deduction	As on 31-Mar-26	As on 31-Mar-26	As on 31-Mar-25
(i) Property, Plant and Equipment										
Boilers	224.56	202.74	-	427.30	43.07	36.90	-	79.97	347.33	181.49
Building	668.15	492.32	-	1,160.47	29.72	27.73	-	57.45	1,103.02	638.43
Computer Systems	86.50	26.96	-	113.46	31.77	29.72	-	61.49	51.97	54.73
Electrification	190.88	43.42	-	234.30	21.57	19.87	-	41.44	192.86	169.31
Furniture	126.79	35.16	-	161.95	17.37	13.33	-	30.70	131.25	109.42
Office Equipments	140.70	34.60	-	175.30	35.29	27.75	-	63.04	112.26	105.41
Plant Machinery	3,318.60	2,452.27	-	5,770.87	253.61	286.73	-	540.34	5,230.53	3,064.99
Solar	306.15	250.42	-	556.57	14.98	14.90	-	29.88	526.69	291.17
Vehicle	128.25	-	-	128.25	13.55	15.23	-	28.78	99.47	114.70
New Land	-	165.50	-	165.50	-	-	-	-	165.50	-
Total	5,190.58	3,703.37	-	8,893.95	460.93	472.16	-	933.09	7,960.87	4,729.65
Previous Year	4,027.20	1,160.33	-	5,187.53	118.51	341.62	-	460.14	4,727.39	3,905.64
(ii) Intangible Assets										
Software	3.05	-	-	3.05	0.79	0.48	-	1.27	1.78	2.26
Total	3.05	-	-	3.05	0.79	0.48	-	1.27	1.78	2.26
Previous Year	-	3.05	-	3.05	0.31	0.48	-	0.79	2.26	2.74
(iii) Capital Work-in-progress	77.14	2014.38	1880.14	211.38	-	-	-	-	211.38	77.14

During the year, Capital Work-in-Progress (CWIP) amounting to Rs. 1,880.139 Lakhs has been completed and put to its intended use. Accordingly, the said amount has been transferred from Capital Work-in-Progress to the respective category of Property, Plant and Equipment and capitalized in the books of account during the year.



TRUE COLORS LIMITED
(CIN: L17299GJ2021PLC126265)

Notes forming part of the Financial Statements

13 Non current investments (Rs in lacs)		
Particulars	31-March-2026	31-March-2025
Other non-current investments		
-FIXED DIPOSIT	2,396.27	-
Total	2,396.27	-

14 Other non current assets (Rs in lacs)		
Particulars	31-March-2026	31-March-2025
Security Deposits		
-DGVCL SECURITY DEPOSITE	106.01	66.80
-Membership Deposit (PAPER ASSOCIATION)	0.60	0.60
-Membership Fees of Gujarat Eco Textile Park Plant	51.00	51.00
-TORRENT POWER LIMITED (TCP)	7.75	6.17
Total	165.36	124.57

15 current investments (Rs in lacs)		
Particulars	31-March-2026	31-March-2025
Other current investments		
-FIXED DIPOSIT	303.91	-
Total	303.91	-

16 Inventories (Rs in lacs)		
Particulars	31-March-2026	31-March-2025
Raw materials	1,831.96	1,544.13
Finished goods	2,467.11	2,046.80
Total	4,299.07	3,590.93

17 Trade receivables (Rs in lacs)		
Particulars	31-March-2026	31-March-2025
Unsecured considered good	11,112.21	5,660.09
Total	11,112.21	5,660.09

Trade Receivables ageing schedule as at 31-March-2026

(Rs in lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	8,647.69	1,240.29	1,156.61	58.24	9.38	11,112.21
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						11,112.21
Undue - considered good						
Total						11,112.21

17 Trade Receivables ageing schedule as at 31-March-2025

(Rs in lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	5,440.88	135.88	77.75		5.58	5,660.09
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						5,660.09
Undue - considered good						
Total						5,660.09



18 Cash and cash equivalents

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Cash on hand	6.94	19.87
Balances with banks in current accounts	120.08	520.92
Bank Deposit having maturity of less than 3 months	-	184.98
Total	127.02	725.77

19 Short term loans and advances

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Loans and advances to employees	35.28	21.22
Advances to suppliers	1,618.24	390.35
Prepaid Expense	55.31	23.83
Total	1,708.83	435.40

20 Other current assets

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
GST Receivable	251.36	151.90
Other current assets	127.76	-
Total	379.12	151.90

21 Revenue from operations

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Sale of products		
-High Sea Sales Transfer Income	63.40	-
-Others	25,562.40	19,942.21
Sale of services	4,528.94	3,394.34
Total	30,154.74	23,336.55

22 Other Income

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Interest Income	76.90	11.73
Export incentive	5.73	-
Foregin Exchange Difference	(36.08)	16.60
other operating income	1.43	40.00
Short- Excess It Tax	-	0.36
Other income	0.64	-
Total	49.62	68.69

23 Cost of Material Consumed

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Raw Material Consumed		
Opening stock	1,544.13	868.86
Purchases	8,888.51	7,044.38
Less: Closing stock	1,831.96	1,544.13
Total	8,600.69	6,369.11
Total	8,600.69	6,369.11

24 Purchases of stock in trade

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Freight Inward Exp (Import Unit)	0.01	-
Gst Foc Purchase	(684.21)	(484.97)
Gst Ink Purchase	3,844.21	3,170.16
Gst Ink Purchase Moowr	849.38	1,483.86
Gst Machine purchase	3,584.86	1,525.99
Gst Machine purchase Moowr	-	12.96
Gst Spare Parts Purchase	1,570.37	1,096.05
High seas Purchase	1,389.59	682.45
Rate Difference 18% Purchase	-	8.11
Spare Parts Rate Difference 18%	-	(0.07)
Total	10,554.21	7,494.54



25 Change in inventories of work in progress and finished goods

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Opening Inventories		
Finished Goods	2,046.80	1,780.22
Less: Closing Inventories		
Finished Goods	2,467.11	2,046.80
Total	(420.31)	(266.58)

26 Employee benefit expenses

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Director Remuneration	305.58	27.50
Salaries and wages	2,889.38	1,830.96
Contribution to provident and other funds	195.96	95.03
Staff welfare expenses	75.54	31.30
Total	3,466.46	1,984.79

27 Direct Expense

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Cess Charges	20.33	33.55
Chemical Expense	1.66	229.54
Clearing and Forwarding Charges	4.28	5.02
Custom Duty	466.18	423.10
Design Jobwork	2.02	-
Discount Receive	(0.05)	-
Factory expenses	10.43	-
INK Shipping Line Charge	8.99	-
Packing Expense	1.01	-
Freight and Courier Expense	129.17	200.05
Gst Packing Material Purchase	26.12	-
Import Unit Direct Expense	0.09	-
Insurance Expense	37.57	9.87
Jobwork Expense	611.85	1,234.27
Loading and Unloading Charges	16.20	8.85
Oil and Petrol Expense	40.79	24.67
Power and Fuel	480.04	364.33
Repair and Maintenance Expense	56.65	8.18
Shipping Charges	9.88	12.69
Terminal Handling Charges	9.61	9.39
Trade Discount	(0.25)	-
Transportation Charges	155.07	101.47
Other expense	0.01	-
Total	2,087.65	2,664.98

28 Finance costs

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Interest expense	516.70	441.73
Other borrowing costs	23.27	27.21
Total	539.97	468.94

29 Depreciation and amortization expenses

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Amortization of intangible assets	0.48	0.79
Depreciation	472.16	341.80
Total	472.64	342.59



30 Other expenses

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Auditors' Remuneration	1.60	1.60
Administrative Expenses	65.61	29.58
Advertisement	13.94	9.56
Bad debts	-	0.71
Conveyance expenses	130.30	114.04
Freight Inward	0.10	-
Freight outward	14.14	-
Indirect expenses	-	-
-AC Maintenance Expense	8.79	3.16
-Bank Charges	68.82	42.47
-CSR Expense	33.44	12.26
-Custom Duty Late Payment Charge	1.15	0.66
-Effluent Treatment Charges	37.24	19.87
-ESIC Damages Charges	0.76	0.08
-Fire Safety Expense	-	0.23
-Fixed Asset Written off	-	9.07
-GPCB Expense	2.56	2.54
-Gst penalty	6.32	-
-Hotel and Refreshment expense	50.74	23.61
-Internet Expense	2.61	1.34
-Labour Charges	3.08	4.47
-Legal Expense	0.66	1.73
-Membership Fees	3.00	0.97
-Packaging Expense	28.79	39.38
-PF Registration Expense	4.61	3.08
-Postage expense	2.18	1.62
-ROC Fees	0.51	22.39
-Security Expense	16.90	23.30
-Service Expense	8.85	10.06
-Software Expense	3.04	3.65
-Stationery Expense	20.34	15.41
-Transportation Expense	247.32	166.26
-Vatav Kesar	7.05	3.81
-Water Expense	3.67	2.70
Late penalty interest	4.55	-
Loadind unloading charge	0.06	-
Penalty exp	11.77	-
Insurance	2.24	0.72
Manufacturing Expenses	52.04	44.62
Professional fees	103.76	57.43
Rent	5.21	4.11
Repairs to machinery	4.19	2.61
Repairs others	-	-
-General Repair	0.51	0.44
-Repairs of Computer	4.71	9.92
-Repairs others	4.50	-
Vehicle Repair expense	2.97	0.83
Rates and taxes	2.02	3.34
Selling & Distribution Expenses	-	-
-Brokerage Expense	72.07	258.06
-Exhibition Expense	36.80	62.47
Telephone expenses	3.67	3.26
Travelling Expenses	71.40	31.29
Miscellaneous expenses	0.23	0.01
Other Expenses	23.71	-
Total	1,194.53	1,048.72

31 Extraordinary Item

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Prior Period Expense	10.64	53.24
Total	10.64	53.24

32 Tax Expenses

(Rs in lacs)

Particulars	31-March-2026	31-March-2025
Current Tax	765.94	756.51
Tax Adjustment on Account of Change in Tax Regime	(171.74)	-
Deferred Tax	(11.95)	-
-Others	-	65.88
Total	582.25	822.39

During the year, the Company has opted for taxation under Section 115BAB of the Income-tax Act, 1961. Consequently, the tax balances have been remeasured based on the applicable tax rate under the said section. Accordingly, excess tax provision/deferred tax provision created in earlier years amounting to Rs. 171.74 Lacs has been reversed and recognized in the Statement of Profit and Loss.



TRUE COLORS LIMITED
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Notes forming part of the Financial Statements

33 Earning per share

Particulars	31-March-2026	31-March-2025
Profit attributable to equity shareholders (Rs in lacs)	3,115.63	2,422.52
Weighted average number of Equity Shares	21,812,608	17,884,332
Earnings per share basic (Rs)	14.28	13.55
Earnings per share diluted (Rs)	14.28	13.55
Face value per equity share (Rs)	10	10

34 Auditors' Remuneration

Particulars	31-March-2026	31-March-2025
Payments to auditor as - Auditor	1.60	1.60

35 Related Party Disclosure

(i) List of Related Parties

Relationship

Ashishkumar Durlabhai Mulani	Whole-time Director
sagarkumar bipinbhai mulani	CFO
Sanjay Raghubhai Desai	Managing Director
Satishkumar Jayantibhai Panchani	CEO
Komal Sanjay Desai (Heerva Enterprise)	Spouse of Director
Paresh Raghubhai Desai (P D Print)	Brother of Director
Inkia Inks Pvt Ltd	Director having Control over the entity
True Colors Print	Directors having Significant share in the Firm
Bhavikaben Sagarkumar Mulani	Spouse of Director
A D Impex	Spouse of Director
Athrees Electronics ht Ltd - Associate company	Director having Control over the entity
Fresa Fashion	Director as a Proprietor
Fabcurate ht Ltd	Director having Control over the entity
Tejet Tecnology	Directors having Significant share in the Firm

(ii) Related Party Transactions

(Rs in lacs)

Particulars	Relationship	31-March-2026	31-March-2025
Remuneration and Salary			
- Ashishkumar Durlabhai Mulani	Whole-time Director	75.39	1.25
- sagarkumar bipinbhai mulani	CFO	75.39	15.00
- Sanjay Raghubhai Desai	Managing Director	75.39	10.00
- Satishkumar Jayantibhai Panchani	CEO	75.39	1.25
Loans accepted during the year			
- sagarkumar bipinbhai mulani	CFO	-	362.00
- Sanjay Raghubhai Desai	Managing Director	-	15.00
- Ashishkumar Durlabhai Mulani	Whole-time Director	140.00	175.00
- Athrees Electronics ht Ltd - Associate company	Director having Control over the entity	-	385.23
Loans repaid during the year			
- sagarkumar bipinbhai mulani	CFO	-	579.00
- Sanjay Raghubhai Desai	Managing Director	-	30.50
- Ashishkumar Durlabhai Mulani	Whole-time Director	140.00	655.80
- Athrees Electronics ht Ltd - Associate company	Director having Control over the entity	-	385.23
Purchase during the year			
- Ashishkumar Durlabhai Mulani	Whole-time Director	-	131.58
- Satishkumar Jayantibhai Panchani	CEO	192.17	950.12
- Bhavikaben Sagarkumar Mulani	Spouse of Director	-	35.14
- Komal Sanjay Desai (Heerva Enterprise)	Spouse of Director	34.57	72.62
- A D Impex	Spouse of Director	159.11	73.04
- Paresh Raghubhai Desai (P D Print)	Brother of Director	37.12	76.99
- Inkia Inks Pvt Ltd	Director having Control over the entity	1,723.24	1,187.08
- Fabcurate ht Ltd	Director having Control over the entity	12.53	27.32
- Tejet Tecnology	Directors having Significant share in the Firm	13.64	171.72



Sales during the year			
- True Colors Print	Directors having Significant share in the Fir	-	-
- Fresa Fashion	Director as a Properitor	30.00	249.94
- Paresh Raghubhai Desai (P D Print)	Brother of Director	-	11.86
- Inkia Inks Pvt Ltd	Director having Control over the entity	429.96	172.80
- True Colors Print	Directors having Significant share in the Fir	-	-
- Fabcurate ht Ltd	Director having Control over the entity	129.56	194.34
- A D Impex	Spouse of Director	46.44	-
Payment during the year			
- Ashishkumar Durlabhai Mulani	Whole-time Director	4.92	313.42
- Satishkumar Jayantibhai Panchani	CEO	221.77	888.51
- A D Impex	Spouse of Director	187.09	79.60
- Komal Sanjay Desai (Heerva Enterprise)	Spouse of Director	191.67	70.64
- Bhavikaben Sagarkumar Mulani	Spouse of Director	-	47.61
- Paresh Raghubhai Desai (P D Print)	Brother of Director	43.54	124.87
- Inkia Inks Pvt Ltd	Director having Control over the entity	2,159.44	908.44
- Fabcurate ht Ltd	Director having Control over the entity	14.85	31.52
- Tejet Tecnology	Directors having Significant share in the Fir	25.66	162.16
Receipt during the year			
- Fresa Fashion	Director as a Properitor	23.11	-
- Inkia Inks Pvt Ltd	Director having Control over the entity	506.27	-
- Fabcurate ht Ltd	Director having Control over the entity	93.93	-

(iii) Related Party Balances

(Rs in lacs)

Particulars	Relationship	31-March-2026	31-March-2025
Remuneration			
- sagarkumar bipinbhai mulani	CFO	5.48	-
- Sanjay Raghubhai Desai	Managing Director	5.48	-
- Ashishkumar Durlabhai Mulani	Whole-time Director	5.48	-
- Satishkumar Jayantibhai Panchani	CEO	5.48	-
Purchase			
- Ashishkumar Durlabhai Mulani	Whole-time Director	1.00	0.50
- Satishkumar Jayantibhai Panchani	CEO	21.42	(0.13)
- A D Impex	Spouse of Director	(0.07)	5.02
- Komal Sanjay Desai (Heerva Enterprise)	Spouse of Director	0.08	5.39
- Bhavikaben Sagarkumar Mulani	Spouse of Director	-	-
- Paresh Raghubhai Desai (P D Print)	Brother of Director	-	4.94
- Inkia Inks Pvt Ltd	Director having Control over the entity	70.35	106.75
- Tejet Tecnology	Directors having Significant share in the Fir	-	9.56
Sales			
- Ashishkumar Durlabhai Mulani	Whole-time Director	-	-
- Satishkumar Jayantibhai Panchani	CEO	21.42	9.12
- Paresh Raghubhai Desai (P D Print)	Brother of Director	-	-
- Inkia Inks Pvt Ltd	Director having Control over the entity	1.97	0.19
- Fabcurate ht Ltd	Director having Control over the entity	71.10	18.17
- A D Impex	Spouse of Director	54.79	-
LOAN			
- sagarkumar bipinbhai mulani	CFO	-	-
- Sanjay Raghubhai Desai	Managing Director	-	-
- Ashishkumar Durlabhai Mulani	Whole-time Director	-	-



37 Ratio Analysis

Particulars	Numerator/Denominator	31-March-2026	31-March-2025	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	2.02	1.42	42.80%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Shareholder's Equity}}$	0.25	0.96	-73.96%
(c) Debt Service Coverage Ratio	$\frac{\text{Earning available for Debt Service}}{\text{Debt Service}}$	0.73	2.86	-74.48%
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	25.68%	68.62%	-62.57%
(e) Inventory turnover ratio	$\frac{\text{Cost of goods sold}}{\text{Average Inventories}}$	4.75	4.36	8.97%
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Trade Receivable}}$	3.60	5.87	-38.70%
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Trade Payable}}$	4.79	4.18	14.75%
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Working Capital}}$	4.96	16.20	-69.40%
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	10.33%	10.38%	-0.47%
(j) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	18.09%	43.41%	-58.33%
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	0.00%	0.00%	

As per our report of even date

For Lakhankiya & Dosi LLP

Chartered Accountants

Firm's Registration No. 154114W/W100873

[Signature]

CA Shallesh Lakhankiya
Partner
Membership No. 147112
UDIN: 26147112GRZDMZ8795



For and on behalf of the Board of
TRUE COLORS LIMITED

[Signature]

Ashishkumar D mulani
Chairman & Director
DIN NO. - 08900639



[Signature]

Satishkumar Panchani
CEO & Director
DIN NO. - 09756732
Place: Surat
Date: 20/05/2026

[Signature]

Sagarkumar B Mulani
CFO
DIN: 08885161

[Signature]

Javanika Gandharva
CS & Compliance Officer
M. No.: A42880
Place: Surat
Date: 20/05/2026

Place:

Date: 20/05/2026



REPORT ADOPTED BY BOARD OF DIRECTORS OF TRUE COLORS LIMITED ("COMPANY") AT ITS MEETING HELD ON DECEMBER 1, 2025 EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION OF INKIA INKS PRIVATE LIMITED WITH TRUE COLORS LIMITED ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTORS AND NON-PROMOTER SHAREHOLDERS LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, SPECIFYING ANY SPECIAL VALUATION DIFFICULTIES.

PRESENT:

1. Ashishkumar Durlbhbhai Mulani: Chairperson
2. Sagarkumar Bipinbhai Mulani: Member
3. Sanjay Raghubhai Desai: Member
4. Satishkumar Jayantibhai Panchani: Member
5. Charmi Soni: Member
6. Bhavesh Vinodchandra Singapuri: Member
7. Nanty Nalinbhai Shah: Member

In Attendance:

Ms. Javnika Gandharva: Company Secretary

A. Background

1. The draft Scheme of Amalgamation of True Colors Limited ("TCL" or "Transferee Company") with Inkia Inks Private Limited ("Transferor Company" or "IIPL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") (hereinafter referred to as the "Scheme"), including the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular"), as issued by the Securities and Exchange Board of India ("SEBI"), read with the Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements") Regulations, 2015 ("LODR Regulations"), was presented to the board of directors ("Board") at its meeting held on December 1, 2025, for its consideration and approval.
2. The Transferee Company was incorporated under the name True Colors Private Limited under the provisions of the Act, as a private limited company. Subsequently, it was converted into a public limited company vide fresh certificate of incorporation dated March 10, 2025. The registered office of the Transferee Company is situated at P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat 395002. The present corporate identification number of the Transferee Company is L17299GJ2021PLC126265. The equity shares of the Transferee Company are listed on the SME segment of the BSE Limited ("BSE")
3. The Transferee Company is engaged in the business of (a) import and distribution of digital textile printers and inks; (b) manufacturing and distribution of sublimation paper; and (c) digital textile printing and supplying products related thereto. The business model of the Transferee Company revolves around manufacturing and trading covering the aforementioned 3 key pillars in the digital textile printing industry.
4. The Transferor Company was incorporated under the name Inkia Inks Private Limited under the provisions of the Act, as a private limited company. The registered office of the Transferor Company is situated at Sy. No. 428/1 TPS-6 B No.6, FP No. 243, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat, Gujarat 395002. The present corporate identification number of the Transferor Company is U24299GJ2021PTC120091.
5. The Transferor Company is currently engaged in the business of designing and manufacturing a diverse range of specialized inks tailored for various fabric applications such as (a) sublimation inks; (b) reactive inks; (c) pigment inks; and (d) disperse inks. The Transferor Company's products distinguish themselves through (i) unparalleled color accuracy and intensity; (ii) enhanced durability and resistance to fading; (iii) environmentally friendly formulations, adhering to stringent eco-standards; and (iv) compliance with international quality norms and regulations.
6. The draft scheme will be filed with the BSE, pursuant to Regulation 37 of the LODR Regulations read with SEBI Circular, for obtaining no-objection certificate from the stock exchange. Further, the Scheme will be presented before the National Company Law Tribunal, Ahmedabad, under Sections 230 to 232 and other applicable provisions of the Act including the SEBI Circular.
7. This report is prepared in terms of Section 232(2) (c) of the Act explaining the effect of the Scheme, on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, setting out among other things, the share exchange ratio ("Swap Ratio") and specifying any special valuation difficulties. The same is also required to be circulated along with the notices for convening the shareholders'/ creditors' meetings ordered by the Hon'ble National Company Law Tribunal.

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Plot No. 44 & 51, Rajhans Zesto Kalakachha,
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Navsari-396415 Gujarat (India)

B. Documents placed before the Board

1. The following documents were, *inter alia*, placed before the Audit Committee of the Company:
 - (a) Draft of the Scheme, duly initialled for verification;
 - (b) Valuation report dated December 1, 2025, issued by Treu Valuation Services Private Limited, (Registration No. IBBI/RV-E/02/2023/181) an Independent Registered Valuer, recommending the share swap ratio as reflected thereunder ("**Share Swap Report**");
 - (c) Fairness Opinion dated December 1, 2025, issued by GYR Capital Advisors Private Limited, an independent merchant banker, providing the fairness opinion on the share swap ratio recommended in the Share Swap Report ("**Fairness Opinion**");
 - (d) Certificate from the statutory auditor of the Company, confirming that the proposed accounting treatment contained in the Scheme is in compliance with the applicable accounting standards specified by the Central Government under Section 133 of the Act;
 - (e) Other presentations, documents and information made to/ furnished before the Audit Committee pertaining to or in relation to the draft Scheme.

C. Salient Features of the Scheme

The Committee noted the salient features of the Scheme which, *inter alia*, are as follows:

1. The Transferor Company will merge with and into the Transferee Company, upon which the Transferor Company will dissolve without winding up.
2. The Appointed Date for the Scheme shall be April 1, 2026 (*as defined in clause 1.1 of the Scheme*), or such other date as may be approved by the board of directors of the respective companies involved in the Scheme.
3. Effective Date for the Scheme shall mean the date on which last of the conditions specified in Clause 23 (Conditions Precedent) of the Scheme are complied with. Reference in the Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "effect of this Scheme" or "upon the Scheme becoming effective" shall mean the Effective Date; It is, however, clarified that though this Scheme will become operative from the Effective Date, the provisions of this Scheme will be effective from the Appointed Date. In other words, the Effective Date is only a trigger point for implementation of the Scheme. As soon as the Effective Date is achieved, provisions of this Scheme will come into operations, and will be effective and applicable with effect from the Appointed Date in terms of the provisions of Section 232(6) of the Act, and other applicable provisions, if any.
4. Upon the amalgamation of the Transferor Company into the Transferee Company pursuant to the Scheme becoming effective on the Effective Date, the Transferee Company will issue New Equity Shares (*as defined in clause 8.1 of the draft Scheme*) to the shareholders of the Transferor Company on the Effective Date, in accordance with the share exchange ratio, as provided under clause 8.1 of the draft Scheme.
5. The Scheme would be subject to the sanction and approval of the National Company Law Tribunal, Ahmedabad, SEBI, BSE, shareholders and other appropriate authorities, as applicable.
6. The Scheme is conditional upon approval by the public shareholders of TCL through e-voting in terms of the SEBI Circular, and the Scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
7. Share exchange ratio will be approved by the board of directors of the Transferee Company and the Transferor Company, pursuant to Sections 230 to 232, and other relevant provisions of the Act and other applicable laws, in the manner provided for in the Scheme.
8. The Transferee Company shall account for the amalgamation of the Transferor Company, together in its books of accounts as per the 'Pooling of Interest Method' in accordance with accounting principles as laid down in Appendix C the Ind AS 103 (Business Combinations), notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in the books of accounts of the Transferee Company.
9. The provisions of the Scheme have been drawn up to comply with the conditions relating to "Amalgamation" as defined under section 2(1B) of the Income Tax Act, 1961 and therefore, may not have any tax implications.
10. The New Equity Shares will be issued to the shareholders of the Transferor Company pursuant to the Scheme are proposed to be listed on the BSE.

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D. Need for the merger/ Rationale for the Scheme / Synergies of the business entities involved in the Scheme

The Board noted the need and the rationale of the Scheme that the same would be in the best interest of the Transferor Company and the Transferee Company and their respective stakeholders as it will yield several advantages as set out below:

- (a) **Strengthening core business of the Transferee Company:** The amalgamation of the Transferor Company with the Transferee Company will strengthen one of the core businesses of the Transferee Company by way of backward integration and will enable the Transferee Company to have access to fully integrated ink business under one ecosystem, which will help in significant cost-optimization through in-house production, reduced dependency on external suppliers for raw materials and finished inks, better control over quality, consistency, and development cycles, and faster product customization based on market requirements;
- (b) **Assured offtake and optimum utilization of capacity of Transferor Company:** The Transferee Company currently services a large and growing customer portfolio across machines, spares, inks, and printing. As a result of amalgamation, the existing customer base of the Transferee Company alone may utilize more than 50% of the existing production capacity of the Transferor Company, ensuring assured offtake of the products manufactured by the Transferor Company and optimum utilization of the manufacturing capacity of the Transferor Company;
- (c) **Enhanced market competitiveness and strong value proposition:** The amalgamation will enable the Transferee Company to have control over the process of manufacturing ink including pre-existing/ in-house research and development, formulation expertise and process knowledge, and will result in enhanced market competitiveness and offering strong value propositions to the customers of the Transferor Company as well as the Transferee Company, with access to larger product portfolio including expansion to the global markets;
- (d) **Reduction in layers of entities:** The amalgamation will result in simplification of the shareholding structure, reduction in shareholding tiers and demonstrate direct commitment of the promoters to the Transferee Company in relation to the digital textile printing business under one roof; and
- (e) **Economies of scale, synergies and other benefits:** The amalgamation will also help in rationalization and standardization of the business process, economies of scale, corporate and administrative efficiencies, streamlining of operations to enable more efficient management, greater efficiency in cash management and access to cash flows generated by the combined business, control over the supply chain, reducing the multiplicity of legal and regulatory compliances, and reduction of costs, which would be beneficial for all stakeholders. Synergies that exist between the Transferor Company and the Transferee Company will also ensure optimum efficiency and reduce managerial overlaps towards their common advantage. The combined business operations will help value creation for all the stakeholders, thus, contributing to the overall growth prospects of the Transferee Company.

The amalgamation is in the interest of the Transferor Company and the Transferee Company and their respective shareholders, creditors and all other stakeholders and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large. The amalgamation does not appear to have any adverse implications.

E. Effect of the Scheme on creditors of the Transferee Company

1. The Scheme, in no manner, adversely affects the rights or the interest of the creditor of the Transferee Company. All the existing right and interest of the creditor of the Transferee Company stays intact and enforceable in the laws that are applicable.
2. The Scheme does not entail any compromise or reduction of the amount to be received by the creditors. All dues and liabilities of the creditors remain intact and shall be paid accordingly.
3. Upon the Scheme becoming effective, the Transferee Company will have a better financial strength, as a result of amalgamation of the Transferor Company into and with the Transferee Company. Consequently, the post-merger entity will possess enhanced capacity to discharge its liabilities and meet all obligations of the creditor in the ordinary course of business.

F. Effect of the Scheme on key managerial personnel of the Transferee Company

1. The key managerial personnel ("KMPs") of the Transferee Company shall continue in their role after effectiveness of the Scheme. Hence, there will be no adverse impact on the KMPs of the Transferee Company with regards to their roles, employment and remuneration.
2. The Scheme does not entail any special benefits for the KMPs. Their position in the Transferee Company will stay as it was before the Scheme.

G. Effect of the Scheme on the Directors of the Transferee Company

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1. The directors of the Transferee Company shall continue in their role after effectiveness of the Scheme. All existing rights and entitlements of the directors shall continue without any interruption or modification as a consequence of the Scheme.
2. The directors shall continue to exercise their duties in accordance with the provisions of the Act and the articles of association. No material change in the composition, terms of appointment or remuneration of the directors are envisaged under the Scheme, unless specifically approved by the shareholders and/or the board.
3. There will be no beneficial payments or advantages that would be provided to the directors of the Transferee Company except as provided during the ordinary course of business.

H. Effect of the Scheme on promoters of the Transferee Company

1. The Scheme, in no manner, adversely affects the rights or the interest of the promoters of the Transferee Company. The promoters will continue to hold their existing shareholding and rights in the Transferee Company.
2. The Scheme strengthens the promoters' strategic position by consolidating operations, expanding the business, and increasing long-term value creation, and their role in guiding strategic, operational, and technological initiatives will remain intact.
3. The Scheme does not envisage or confer any form of preferential treatment, special rights, or additional benefits upon the promoters, and they shall be treated on the same basis as other shareholders in the merged entity.

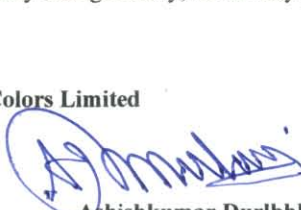
I. Effect of Scheme on the Non-Promoter Members of the Transferee Company

1. The rights of the non-promoter members of the Transferee Company shall remain unaffected and they shall continue to be entitled for the benefits attached to their shareholding.
2. The non-promoter members of the Transferee Company will become a part of the larger and a more financially stronger entity, which will result into long term value enhancement, through improved profitability, market position and operational synergies.
3. The Scheme does not grant or envisage any special rights, privileges, or benefits in favour of the non-promoter members of the Transferee Company. All members shall be treated uniformly, and no preferential terms shall arise as a consequence of the Scheme.

J. Effect of the Scheme on the Employees of the Transferee Company

1. The Scheme, in no manner, adversely impact the employment, remuneration or service conditions of the existing employees of the Transferee Company. There shall be no impact on the terms of employment and no break in the continuity of service as the consequence of the Scheme.
2. The Scheme does not result in the termination, retrenchment, or dismissal of any employee of the Transferee Company. Further, no employee shall face any adverse alteration or modification of their terms and conditions of employment solely due to the implementation of the Scheme.
3. Upon the effectiveness of the Scheme, the employees of the Transferee Company will become a part of the larger and a more financially stronger entity, which may pave the way for additional growth opportunities and career development for the employees.

For True Colors Limited




Name- Ashishkumar Durlbhbhai Mulani
Designation- Chairman & Director
DIN- 08900639
Date: 01/12/2025
Place: Surat

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INKIA INKS PRIVATE LIMITED

Financial Year :2025-26

Assessment Year :2026-27

Audited by:

K N SHELADIYA & CO.

Chartered Accountants

A-411, yash Plaza,

Opp. Dhana Mill,

Varachha Road,

Surat-395 006

Mo. No.: -98246 30817

Firm Registration No. : 136685W

Membership No.: 155974

K.N. SHELADIYA & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT On The Standalone Financial Statements of Inkia Inks Private Limited CIN : U24299GJ2021PTC120091

To,
The Members of
Inkia Inks Private Limited
Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Inkia Inks Private Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss for the year then ended, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

2. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026 and its profit and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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.

Information other than the Financial Statements and Auditor's Report thereon

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

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



6. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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



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

11.2 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 adequate internal financial controls system in place and the operating effectiveness of such controls.

11.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

12. 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.

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

Report on other Legal and Regulatory Requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India, in terms of section 143(11) of the Act, we give in the "Annexure-A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.



any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

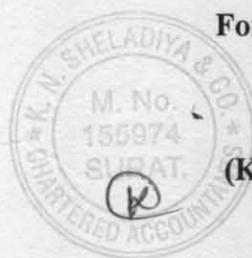
B. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded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

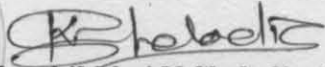
C. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(A) and (iv)(B) contain any material mis-statement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31st March, 2026 which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. The company has used tally software for recording transactions and in a tally software edit log can be viewed however same can not be downloaded hence the company has preserved edit log in accounting software itself.

Place : Surat
Date : May 20, 2026



For K N Sheladiya & Co.
Chartered Accountants

(Kaushikbhai N Sheladiya)
Proprietor
Membership No. 155974
FRN. 136685W

UDIN: 26155974 LJDNF01261

Annexure "A" to the Independent Auditors' Report on the Standalone Financial Statements of Inkia Inks Private Limited

(Referred to in paragraph 14 under the heading 'Report on other legal and regulatory requirements' of our report of even date on the financial statements for up to 31st March, 2026)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

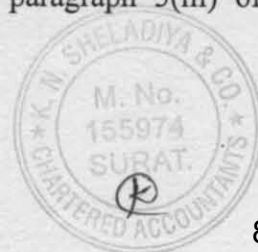
1. In respect of its Property, Plant and Equipment:

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) All the Property, Plant and Equipment have been physically verified by the management during the year and there is a regular programmer of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.
- (c) There is no any immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and rules made thereunder.

2. In respect of its inventory:

- (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. As such requirement of verification of the quarterly returns or statements filed by the Company with banks or financial institutions with the books of account of the Company is not applicable.

3. The Company has not 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 any other parties. Hence, sub-paragraphs (a) to (f) of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ('the Order') are not applicable.



4. The Company has not granted any loans or made any investments or provided any guarantees or securities to the parties covered under sections 185 and 186 of the Act. Accordingly, the provisions of paragraph 3(iv) of the Order are not applicable to the Company.

5. The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act. Therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

6. The Central Government has not specified for maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of the products manufactured / services rendered by the Company.

7. In respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues including Goods and Services tax, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company

8. The Company has not surrendered or disclosed as income any transaction not recorded in the books of account during the year in the tax assessments under the Income-tax Act, 1961.

9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) We report that the Company has not been declared willful defaulter by any bank or financial institution or other lender or government or any government authority.

(c) The Company has utilized the money obtained by way of term loans during the year for the purposes for which the loans have been obtained.

(d) On an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilized for long-term purposes by the Company. .

(e) Overall examination of the financial statements of the Company, we report that the Company is not having subsidiaries, associates or joint ventures. Hence, the question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.

(f) We report that the Company is not having subsidiaries, joint ventures or associate companies. Therefore, the question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.



10. (a) The Company is not a public company. Therefore, the provisions of paragraph 3(x)(a) of the Order are not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore the requirements of compliance with section 42 and section 62 of the Act and utilization of the funds for the purposes for which they were raised do not arise.

11. (a) No material fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) As no material fraud by the Company or any fraud on the Company has been noticed or reported during the year, there is no necessity of filing any report in Form ADT-4 under sub-section (12) of section 143 of the Companies Act with the Central Government.

(c) The Company is not required to and has not established whistle-blower mechanism during the year.

12. The Company is not a Nidhi company. Therefore, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.

13. The Company has entered into transactions with related parties in compliance with sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Companies Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

14. (a) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of section 138 of the Companies Act.

(b) The Company did not have an internal audit system for the period under audit.

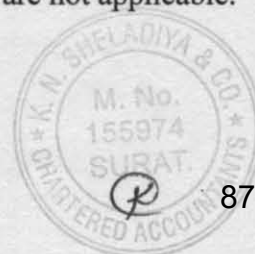
15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors during the year and hence provisions of section 192 of the Companies Act are not applicable to the Company.

16. (a) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act, 1934.

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

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, and therefore, requirement of fulfilling the criteria of a CIC as well as fulfilment of criteria for an exempted or unregistered CIC are not applicable.

(d) The Company is not part of any Group and hence criteria of the Group having more than one CIC as part of the Group and the number of CICs which are part of the Group are not applicable.



17. The Company has incurred cash losses only during the immediately preceding financial year but has not incurred any cash losses during the current financial year.

18. There has been no resignation of the statutory auditors during the year and accordingly the provisions of paragraph 3(xviii) of the Order are not applicable to the Company.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. The Company is not liable to spend or expend or contribute for Corporate Social Responsibility under section 135 of the Companies Act. Hence, the provisions of paragraph (xx) of the Order are not applicable.

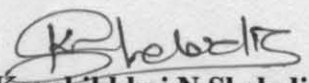
21. The Company is not having any subsidiary, joint venture or associate company and as such the Company is not required to prepare consolidated financial statements. Hence, the provisions of paragraph (xxi) of the Order are not applicable to the Company.

Place : Surat

Date : May 20, 2026

For K N Sheladiya & Co.
Chartered Accountants




(Kaushikbhai N Sheladiya)

Proprietor
Membership No. 155974
FRN. 136685W

UDIN: 26155974LJDNF01261

Annexure “ B” To The Auditors’ Report

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 **Inkia Inks Private Limited** (“The Company”) as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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.

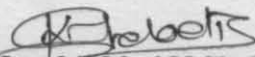
Opinion

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 31 March 2026S, 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.

Place : Surat
Date : May 20, 2026



For K N Sheladiya & Co.
Chartered Accountants


(Kaushikbhai N Sheladiya)
Proprietor
Membership No. 155974
FRN. 136685W

UDIN:26155974LJDNF0126

INKIA INKS PRIVATE LIMITED

CIN : U24299GJ2021PTC120091

BALANCE SHEET AS AT 31 MARCH, 2026

		(Rupees in Thousand)	
Particulars	Note	As at 31-03-2026	As at 31-03-2025
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	30000.00	30000.00
Reserves and surplus	3	57774.83	10879.04
		<u>87774.83</u>	<u>40879.04</u>
Non-current liabilities			
Long-term borrowings	4	35750.57	23879.63
Deferred tax liabilities (Net)	5	2164.70	2044.48
Other long-term liabilities		0.00	0.00
Long-term provisions		0.00	0.00
		<u>37915.27</u>	<u>25924.11</u>
Current liabilities			
Short-term borrowings	6	20377.62	3497.82
Trade payables:	7		
a) Total outstanding dues of micro enterprises and small enterprises		0.00	0.00
b) Total outstanding dues of creditors other than micro enterprises and small		48468.20	17529.99
Other current liabilities	8	653.56	4663.31
Short-term provisions	9	171.00	1300.38
		<u>69670.38</u>	<u>26991.49</u>
Total		<u>195360.48</u>	<u>93794.64</u>



INKIA INKS PRIVATE LIMITED

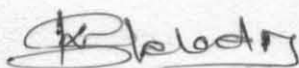
CIN : U24299GJ2021PTC120091

BALANCE SHEET AS AT 31 MARCH, 2026

(Rupees in Thousand)			
Particulars	Note	As at 31-03-2026	As at 31-03-2025
ASSETS			
Non-current assets			
Property, plant and equipment and intangible assets:			
a) Property, plant and equipment	10	65989.47	36624.03
b) Intangible assets		72.23	103.96
c) Capital work-in-progress		0.00	0.00
Non-current investments		0.00	0.00
Deferred tax assets (Net)		0.00	0.00
Long-term loans and advances		0.00	0.00
Other non-current assets	11	983.84	1339.31
		<u>67045.54</u>	<u>38067.30</u>
Current assets			
Current investments		0.00	0.00
Inventories	12	69437.92	10599.01
Trade receivables	13	36882.30	13607.36
Cash and bank balances	14	7548.12	27831.90
Short-term loans and advances	15	7984.10	1901.30
Other current assets	16	6462.49	1787.79
		<u>128314.94</u>	<u>55727.35</u>
Total		<u><u>195360.48</u></u>	<u><u>93794.64</u></u>
Additional Regulatory Information	17		
Significant accounting policies	1		
See accompanying notes to the financial statements	28 to 29		

As per our report attached

For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W



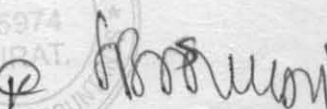
Kaushikbhai N Sheladiya
Proprietor
M. No. 155974

Place: Surat

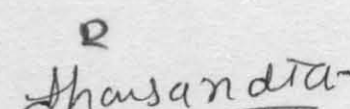
Date: May 20, 2026

For and on behalf of the Board





Sagarkumar B Mulani
Director
(DIN-08885161)



Rajeshkumar D Dharsandiya
Director
(DIN-09080727)

Place: Surat

Date: May 20, 2026

INKIA INKS PRIVATE LIMITED**CIN : U24299GJ2021PTC120091****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2026**

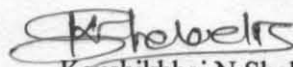
Particulars	Note	(Rupees in Thousand)	
		2025-26	2024-25
Income			
Revenue from operations	18	246814.04	135388.54
Other income	19	66.59	562.96
Total income		246880.64	135951.50
Expenses			
Cost of materials consumed	20	165676.72	110820.26
Manufacturing expenses	22	212.12	29.97
Direct expenses	23	5246.06	81.86
Employee benefits expense	24	7133.95	3819.02
Finance costs	25	6178.74	3082.34
Depreciation and amortisation expense		4288.88	2534.60
Other expenses	26	11128.15	3276.38
Total expenses		199864.63	123644.42
Profit before exceptional and extraordinary items and tax		47016.01	12307.08
Exceptional items		0.00	0.00
Profit before extraordinary items and tax		47016.01	12307.08
Extraordinary items		0.00	0.00
Profit before tax		47016.01	12307.08
Tax expense			
Current tax		0.00	1382.62
Prior year tax		0.00	46.00
Deferred tax		120.22	609.23
Profit/(Loss) for the period from continuing		46895.79	10269.23
Profit after tax		46895.79	10269.23
Earnings per equity share (Face value: Rs. 10)			
Basic and Deluted	27	15.63	9.26
Significant accounting policies	1		
See accompanying notes to the financial statements	28 to 29		

As per our report attached to balance sheet

For K N Sheladiya & Co.

Chartered Accountants

Firm Reg No. 136685W



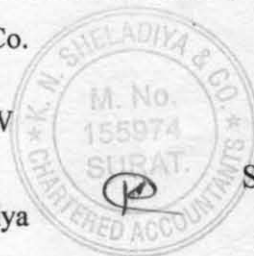
Kaushikbhai N Sheladiya

Proprietor

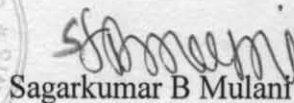
M. No. 155974

Place: Surat

Date: May 20, 2026



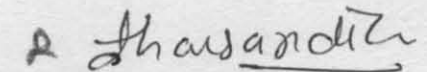
For and on behalf of the Board



Sagarkumar B Mulani

Director

(DIN-08885161)



Rajeshkumar D Dharsandiya

Director

(DIN-09080727)

Place: Surat

Date: May 20, 2026

INKIA INKS PRIVATE LIMITED
CIN : U24299GJ2021PTC120091

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)	
	2025-26	2024-25
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	47016.01	12307.08
Adjustments for:		
Depreciation and amortisation expenses	4288.88	2534.60
Finance costs	6178.74	3082.34
Interest income	(41.74)	(552.68)
Operating profit before working capital changes	57441.89	17371.34
Adjustments for:		
Increase / (decrease) in trade and other receivables	(33676.99)	(5432.02)
Increase / (decrease) in inventories	(58838.91)	15576.14
Increase/(decrease) in trade payables, other liabilities and provisio	25799.08	(1748.15)
Cash generated from operations	(9274.93)	25767.30
Taxes paid	0.00	1428.63
Cash flow before extraordinary items	(9274.93)	24338.67
Extraordinary items	0.00	0.00
Net cash flow from / (used in) operating activities	(9274.93)	24338.67
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of property, plant and equipment	0.00	1000.00
Purchase of property, plant and equipment	(33622.58)	(13513.00)
Interest income	0.00	552.68
Dividend income	0.00	0.00
Net cash used in investing activities	(33622.58)	(11960.32)



INKIA INKS PRIVATE LIMITED
CIN : U24299GJ2021PTC120091

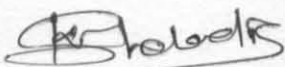
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)	
	2025-26	2024-25
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	0.00	16000.00
Dividend paid (including dividend distribution tax)	0.00	0.00
Proceeds/repayment of pending share application money	0.00	0.00
Proceeds from long-term borrowings	11870.94	1723.20
Proceeds from other long-term borrowings	0.00	0.00
Proceeds from short-term borrowings (net)	16879.81	161.67
Interest & other borrowing costs	(6178.74)	(3082.34)
Interest received from others	41.74	0.00
Net cash used in financing activities	22613.74	14802.53
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(20283.77)	27180.88
Cash and cash equivalents as at beginning (Opening balance)	27831.90	651.02
Cash and cash equivalents as at end of the year (Closing balance)	7548.12	27831.90

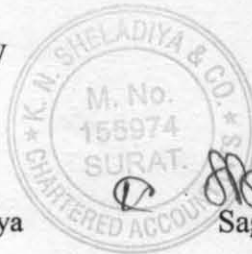
As per our report attached to balance sheet

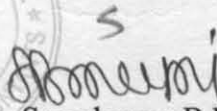
For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W

For and on behalf of the Board

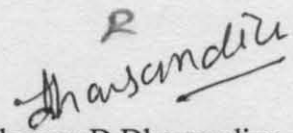


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974





Sagarkumar B Mulani
Director
(DIN-08885161)



Rajeshkumar D Dharsandiya
Director
(DIN-09080727)

Place: Surat
Date: May 20, 2026

Place: Surat
Date: May 20, 2026

INKIA INKS PRIVATE LIMITED
CIN : U24299GJ2021PTC120091

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)	
	2025-26	2024-25
1. Trade and other receivables:		
Long-term loans & advances	0.00	0.00
Other non-current assets	983.84	1339.31
Trade receivables	36882.30	13607.36
Other bank balances	0.00	0.00
Derivative assets	0.00	0.00
Short-term loans and advances (except loans and advances to related parties)	7984.10	1901.30
Other current assets excluding taxes and gratuity fund	6462.49	1787.79
Contribution to gratuity fund (Bajaj All. Ins. Co. Ltd.)	0.00	0.00
Total	52312.74	18635.75
Difference	(33676.99)	(5432.02)
2. Trade payables, other liabilities and provisions:		
Trade payables	48468.20	17529.99
Derivative liabilities	0.00	0.00
Other current liabilities	653.56	4663.31
Other short-term provisions	171.00	1300.38
Total	49292.76	23493.68
Difference	25799.08	(1748.15)
3. Taxes paid:		
Advance income-tax	0.00	0.00
Income-tax of earlier year	0.00	1428.63
	0.00	1428.63
Less: Income-tax refund	0.00	0.00
	0.00	1428.63



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1 Corporate information

INKIA INKS PRIVATE LIMITED (the 'Company') is a private limited Company domiciled in India having CIN: U24299GJ2021PTC120091. The registered office of the Company is located at 428/4, Plot No 8, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat,. The Company is engaged in the business of manufacturing of ink. The Company has one manufacturing facility at Surat.

2 Basis of preparation of financial statements:

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle. Based on the nature of products and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such goods sold, the Company has considered an operating cycle of 12 months.

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

The Company is a Small and Medium Sized Company (SMC) as defined in the Companies (Accounting Standards) Rules, 2021 notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

3 Significant accounting policies

a Revenue recognition:

Revenue from sale of manufactured and traded goods is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract and a reasonable expectation of collection of the sale consideration from the customer exists.

INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

b Property, plant and equipment:

Property, plant and equipment are stated at cost net of recoverable taxes, trade discount and rebates, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, including duties and other non-refundable taxes or levies and directly attributable cost of bringing the asset to its working condition and indirect costs specifically attributable to construction of a project or to the acquisition of fixed asset. Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Assets retired from active use are carried at lower of book value and estimated net realisable value.

c Depreciation and amortisation:

i) The Company provides for depreciation on tangible assets to the extent of depreciable amount on Straight Line Method. Depreciation is provided based on useful life and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

ii) Depreciation on additions to assets or on sale / discardment of assets is provided on pro rata basis from the month in which assets have been put to use, up to the month prior to the month in which assets have been disposed off. Depreciation on additions to assets is provided over the residual life of the respective asset.

d Inventories:

The inventories are valued at lower of cost or market, using first in first out formula. Cost of inventories comprises of cost of purchase and manufacturing costs incurred in bringing them to their respective present location and condition. Stock-in-process and finished goods are valued after considering direct overheads.

e Employee benefits:

Wages, salaries, paid annual leave, sick leave and bonuses are accrued in the year in which the services are rendered by the employees. The company does not permit accumulating of unused leaves. The company does not provide any long-term employee benefits except gratuity.

f Borrowing cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

j Taxation:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from timing difference between taxable income and accounting income is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

h Provisions, contingent liabilities and contingent assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

i Earnings per share

Basic earning per share are calculated by dividing the net profit for the year attributable to equity shareholder by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit for the year attributable to equity shareholder and weighted average number of equity shares outstanding during the year is adjusted for the effect of all dilutive potential equity shares.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)			
		As at 31-03-2026	As at 31-03-2025	
	Rupees	Rupees	Rupees	Rupees

NOTE 2

SHARE CAPITAL

a Authorised

3000000 Equity Shares of Rs. 10 each (Previous year 3000000 Equity Shares)	30000.00	30000.00
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b Issued, subscribed and paid-up

3000000 Equity Shares of Rs. 10 each fully paid-up (Previous year 3000000 Equity Shares)	30000.00	30000.00
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Total share capital	30000.00	30000.00
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c The reconciliation of the number of shares and share capital

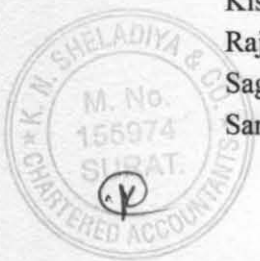
Particulars	As at 31-03-2026		As at 31-03-2025	
	No. of shares	Amount	No. of shares	Amount
Equity Shares at the beginning of the year	3000000	30000.00	1400000	10000.00
Add: Shares issued	0	0.00	1600000	4000.00
Less: Shares cancelled on buy back	0	0.00	0	0.00
Equity Shares at the end of the year	3000000	30000.00	3000000	14000.00

d Terms / rights attached to Equity Shares

The Company has one class of Equity Shares each having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

e Shareholders holding more than 5 per cent of Equity Shares as at the end of the year

Name of the Shareholder	As at 31-03-2026		As at 31-03-2025	
	No. of shares	% of holding	No. of shares	% of holding
Ashishkumar Durlbhbhai Mulani	294300	9.81	170000	5.67
Satishkumar Jayantibhai Panchani	349200	11.64	0	0.00
Dhruv Arvindbhai Gor	176148	5.87	180000	6.00
Kishan M Dadhanania	322938	10.76	330000	11.00
Rajeshkumar Dayabhai Dharsandiya	968814	32.29	990000	33.00
Sagarkumar Bipinbhai Mulani	364300	12.14	585000	19.50
Sanjay Raghubhai Desai	364300	12.14	585000	19.50



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)			
		As at 31-03-2026	As at 31-03-2025	
	Rupees	Rupees	Rupees	Rupees

NOTE 3

RESERVES AND SURPLUS

Statement of Profit and Loss - surplus:

Balance as per last balance sheet	10879.04	609.81		
Add: Profit for the year	46895.79	10269.23		
Closing balance		57774.83		10879.04

NOTE 4

LONG-TERM BORROWINGS

	Non-current		Current	
	As at 31-03-2026	As at 31-03-2025	As at 31-03-2026	As at 31-03-2025
Term loans:				
Secured				
From banks	34331.01	21530.13	7849.08	3497.82
Unsecured				
From Directors	1419.56	2349.50	0.00	0.00
From Relatives	0.00	0.00	0.00	0.00
(Refer Note 6)				
	35750.57	23879.63	7849.08	3497.82

Nature of security and terms of repayment:

Term loan as well as short-term borrowing from a bank are secured by CGTMSE and hypothecation of finished goods, book debts, movable plant & machinery, accessories and

NOTE 5

DEFERRED TAX LIABILITIES (Net)

Deferred tax liabilities

Related to property, plant and equipment	2164.70	2044.48		
Others	0.00	0.00		
		2164.70		2044.48



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)			
		As at 31-03-2026	As at 31-03-2025	
	Rupees	Rupees	Rupees	Rupees

NOTE 6

SHORT-TERM BORROWINGS

Loans repayable on demand:

Secured

Banks- cash Credit	12528.55		0.00	
Other parties	0.00	12528.55	0.00	0.00
Current maturities of long-term borrowings (Refer Note 4)		7849.08		3497.82
		<u>20377.62</u>		<u>3497.82</u>

Nature of security and terms of repayment:

- i. Short-term borrowing from a bank is repayable on demand and is secured by CGTMSE and hypothecation of finished goods, book debts, movable plant & machinery, accessories and

NOTE 7

TRADE PAYABLES

a) Total outstanding dues of micro enterprises and small enterprises	0.00	0.00
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	48468.20	17529.99
	<u>48468.20</u>	<u>17529.99</u>

NOTE 8

OTHER CURRENT LIABILITIES

Other payables:

Statutory dues	168.89	5.54
Salary payable	480.13	191.62
Advances from customers	4.53	4466.15
	<u>653.56</u>	<u>4663.31</u>

NOTE 9

SHORT-TERM PROVISIONS

Others:

For expenses	171.00	1300.38
	<u>171.00</u>	<u>1300.38</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)	
	As at 31-03-2026	As at 31-03-2025
	Rupees	Rupees

NOTE 11

OTHER NON-CURRENT ASSETS

(Unsecured, considered good)

Security deposits	198.60	595.80
Others		
Bank deposits with maturity of more than 12 months	785.24	743.51
	<u>983.84</u>	<u>1339.31</u>

NOTE 12

INVENTORIES

Raw materials	69437.92	10599.01
Finished goods	0.00	0.00
	<u>69437.92</u>	<u>10599.01</u>

NOTE 13

TRADE RECEIVABLES

(Unsecured)

Considered good - Secured	0.00	0.00
Considered good - Unsecured	36882.30	13607.36
Doubtful	0.00	0.00
	<u>36882.30</u>	<u>13607.36</u>
Less: Provision for doubtful receivables	0.00	0.00
	<u>36882.30</u>	<u>13607.36</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)			
		As at 31-03-2026	As at 31-03-2025	
	Rupees	Rupees	Rupees	Rupees

NOTE 14

CASH AND BANK BALANCES

Cash and cash equivalents

Balances with banks	5706.94	27746.74
Cheques, drafts on hand	0.00	0.00
Cash on hand	1841.18	85.16
	<u>7548.12</u>	<u>27831.90</u>

NOTE 15

SHORT-TERM LOANS AND ADVANCES

(Unsecured, considered good)

Loans and advances to related parties (Refer Note 28)	1800.00	1800.00
Balance with Customs, Central Excise Authorities	0.00	0.00
Security deposits	0.00	0.00
Inter-corporate deposits	0.00	0.00
Advances to employee	165.00	0.00
Advances to suppliers	6019.10	101.30
Others	0.00	0.00
	<u>7984.10</u>	<u>1901.30</u>

NOTE 16

OTHER CURRENT ASSETS

Pre-paid expenses	46.32	7.45
Tax refunds receivable (Net)	6416.17	1724.24
Unamortised expenses (Preliminary exps)	0.00	0.56
To the extent of not written of	<u>6462.49</u>	<u>1787.79</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 2 (CONTD.)

SHAREHOLDING OF PROMOTERS

Sl. No.	Promoter name	As at 31-03-2026			As at 31-03-2025		
		No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
1	Rajeshkumar Dayabhai Dharsandiya	968814	32.2938	-2.14	990000	33	131.00
2	Sagarkumar Bipinbhai Mulani	364300	12.1433	-37.73	585000	19.50	53.33
3	Sanjay Raghubhai Desai	364300	12.1433	-37.73	585000	19.50	53.33



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 7 (CONTD.)

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2026

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2026
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	47570.56	897.64	0.00	0.00	48468.20
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	47570.56	897.64	0.00	0.00	48468.20

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2025

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2025
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	16946.22	583.77	0.00	0.00	17529.99
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	16946.22	583.77	0.00	0.00	17529.99



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

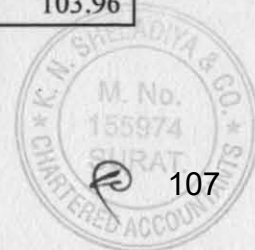
NOTE 10

PROPERTY, PLANT AND EQUIPMENT

(Rupees in Thousand)

Description	Gross Block at Cost				Depreciation and Impairment				Net Block		
	As at 01-04-2025	Addi- tions	Disposals	As at 31-03-2026	As at 01-04-2025	Addi- tions	Impair- ment	Disposals	As at 31-03-2026	As at 31-03-2026	As at 31-03-2025
Tangible assets											
Electric fitting	1564.64	4436.15	0.00	6000.79	100.13	272.84	0.00	0.00	372.97	5627.82	1464.51
Furniture	535.11	126.37	0.00	661.49	63.93	51.65	0.00	0.00	115.57	545.91	471.18
Computer	137.21	118.98	0.00	256.20	35.57	64.28	0.00	0.00	99.85	156.34	101.65
Office Equipments	258.67	111.86	0.00	370.53	26.93	57.92	0.00	0.00	84.85	285.68	231.73
Plant and Machinery	39876.67	28829.22	0.00	68705.88	5521.71	3810.46	0.00	0.00	9332.17	59373.71	34354.96
Total	42372.30	33622.58	0.00	75994.88	5748.27	4257.15	0.00	0.00	10005.41	65989.47	36624.03
Previous Year	29901.67	13470.62	1000.00	42372.30	3242.05	2506.22	0.00	0.00	5748.27	36624.03	
Intangible assets											
Software	200.38	0.00	0.00	200.38	96.42	31.73	0.00	0.00	128.15	72.23	103.96
Total	200.38	0.00	0.00	200.38	96.42	31.73	0.00	0.00	128.15	72.23	103.96
Previous Year	158.00	42.38	0.00	200.38	68.04	28.38	0.00	0.00	96.42	103.96	

Note : Depreciation has been calculated under strait line method (SLM) over usefull life of assets after considering suitable residual value in accordance with the provisions of The Companies Act, 2013.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 13 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2026

(Rupees in Thousand)

Particu- lars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	30441.34	5003.20	1437.76	0.00	0.00	36882.30
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	30441.34	5003.20	1437.76	0.00	0.00	36882.30



NOTE 13 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2025

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	13579.92	27.44	0.00	0.00	0.00	13607.36
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	13579.92	27.44	0.00	0.00	0.00	13607.36



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 17

ADDITIONAL REGULATORY INFORMATION

1 Title deeds of immovable property not held in the name of the Company

There is no immovable properties Hence the question of tile deed of immovable properties not held in the name of co dose not arise.

2 Revaluation of property, plant and equipment

The Company has not revalued any of the property, plant and equipment during the year.

3 Loans or advances - Additional disclosures

The Company has not granted any loan or advance in nature of loan to promoters, directors, key managerial personnel and related parties as defined under the Companies Act, 2013 either severally or jointly with any other person that is (a) repayable on demand; or (b) without specifying any terms or period of repayment.

4 Capital work-in-progress (CWIP)

The Company is not having any capital work-in-progress during the year or previous year.

5 Intangible assets under development

The Company is not having any intangible asset under development during the year or previous year.

6 Details of Benami Property held

No proceedings have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and the rules made thereunder as amended from time to time.

7 Security of current assets against borrowings

The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. As such requirement of verification of the quarterly returns or statements filed by the Company with banks or financial institutions with the books of account of the Company is not applicable.



8 Wilful defaulter

The Company has borrowings from banks or financial institutions or other lenders. However, the Company has not been declared a wilful defaulter at any time during the year or after the end of reporting period, but before the date when financial statements are approved or in an earlier period and the default has continued for the whole or part of the current year by any bank or financial institution or other lender.

9 Relationship with Struck off companies

The Company has no transaction during the year with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

10 Registration of charges or satisfaction with Registrar of Companies

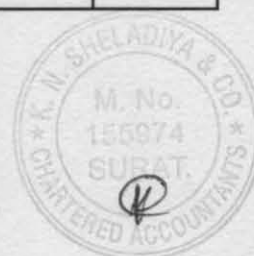
There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

11 Compliance with number of layers of companies

The Company is not having any subsidiary. Hence, requirement of compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable

12 Analytical Ratios:

Ratio	Numerator	Denominator	Current period	Previous period	% variance	Reason for variance by more than 25%
Current ratio	Total current assets	Total current liabilities	1.841743	2.064626	(10.80)	
Debt-equity ratio	Total debts consist of borrowings and lease liabilities	Total equity	0.728879	0.755284	(3.50)	
Debt service coverage ratio	Earnings available for debt service = Net profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	242.195	-14.5692	(1762.38)	Increase borrowings



Return on equity ratio	Net profit after tax	Average total equity	0.390798	0.116696	234.89	Increase in net profit
Inventory turnover ratio	Cost of goods sold or sales = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in-process and stock-in-trade	Average inventories	4.140007	6.027073	(31.31)	Increase in purchase of raw materials
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	9.776816	19.63387	(50.20)	Increase in turnover
Trade payables turnover ratio	Net credit purchases of raw materials + net credit purchases of stock-in-trade	Average trade payables	6.803691	7.117301	(4.41)	
Net capital turnover ratio	Revenue from operations	Average working capital = Average current assets - Average current liabilities	5.649185	6.963012	(18.87)	
Net profit ratio	Net profit after tax	Revenue from operations	0.190005	0.07585	150.50	
Return on capital employed	Earnings before tax and finance costs	Capital employed = Net worth + Total borrowings + Lease liabilities + Deferred tax liabilities	0.398346	0.218908	81.97	Increase in earning before tax
Return on investment	Income generated from invested funds	Average invested funds	NA	NA	NA	



13 Compliance with approved Scheme(s) of Arrangements

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year. Hence, the requirements of disclosure of effect of such Scheme of Arrangements in the books of account in accordance with the Scheme and in accordance with accounting standards are not applicable.

14 Utilisation of Borrowed funds and share premium

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) during the year with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) during the year with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)	
	2025-26	2024-25

NOTE 18

REVENUE FROM OPERATIONS

Sales	246814.04	135388.54
	<u>246814.04</u>	<u>135388.54</u>

NOTE 19

OTHER INCOME

Interest Income	41.74	552.68
Provision no longer required	0.13	0.00
Exchange fluctuation gain (net)	9.95	0.02
Other non-operating income (net of expenses)	2.04	8.74
	<u>66.59</u>	<u>562.96</u>

NOTE 20

COST OF MATERIALS CONSUMED

Raw materials		
Opening stock	10599.01	26175.15
Add: Purchases	<u>224515.64</u>	<u>95244.12</u>
	235114.64	121419.26
Less: Sales	0.00	0.00
Less: Closing stock	<u>69437.92</u>	<u>10599.01</u>
	<u>165676.72</u>	<u>110820.26</u>

NOTE 21

CHANGES IN INVENTORIES OF FINISHED GOODS

Closing stock	0.00	0.00
Less: Opening stock	<u>0.00</u>	<u>0.00</u>
	<u>0.00</u>	<u>0.00</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)	
	2025-26	2024-25

NOTE 22

MANUFACTURING EXPENSES

Consumption of stores and spare parts	212.12	29.97
	<u>212.12</u>	<u>29.97</u>

NOTE 23

DIRECT EXPENSES

Electricity expense	5007.90	0.00
Import Clearance and Custom duty charges	238.16	81.86
	<u>5246.06</u>	<u>81.86</u>

NOTE 24

EMPLOYEE BENEFITS EXPENSES

Employees' salary	2151.80	1617.42
Contribution to provident and other funds	254.69	0.00
Workers wages	4727.45	2201.60
	<u>7133.95</u>	<u>3819.02</u>

NOTE 25

FINANCE COSTS

Interest expenses	5185.04	2835.55
Other borrowing costs	993.70	246.79
	<u>6178.74</u>	<u>3082.34</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

Particulars	(Rupees in Thousand)	
	2025-26	2024-25
NOTE 26		
OTHER EXPENSES		
Rent	60.00	993.00
Insurance:		
For machinery	128.53	33.68
Other insurance	86.98	0.00
Rates and taxes:		
Property Tax	25.00	0.00
Professional fees	655.46	23.49
Auditors' remuneration		
Audit fee	60.00	40.00
Miscellaneous expenses:		
Accounting fees	45.00	30.00
Bank charges	933.66	425.82
Maintenance charges	18.50	26.00
Material handling charges	0.00	314.50
Freight expenses	0.00	519.26
Internet expenses	0.71	3.39
Office expenses	2900.29	307.26
Exhibition expenses	2941.10	0.00
Preliminary expenses w/off	56.09	56.09
PF Admin charges	10.19	0.00
ROC Registration fees	0.00	200.00
Transport charges	895.20	74.17
Tours and Travelling expenses	1354.64	0.00
Security expenses	0.00	73.27
Telephone expenses	0.71	0.00
Software expenses	13.50	0.00
Service charges	22.45	0.00
Mat credit write off	920.15	0.00
Stationery expenses	0.00	156.45
	<u>11128.15</u>	<u>3276.38</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

(Rupees in Thousand)		
Particulars	2025-26	2024-25

NOTE 27

EARNINGS PER SHARE

Net profit / (loss) after tax	46895.79	10269.23
Total weighted average no. of Equity shares	3000000	1109290
Basic and diluted earning per share in rupees	15.63	9.26



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 28

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, under the Companies (Accounting Standard) Rules, 2021, the discloser of transactions with the related parties as defined in the Accounting Standard and identified by the Company are given below:

i) List of related parties:

a) Key management personnel and their relatives:

Key management personnel:

1) Sanjay Raghubhai Desai	Director
2) Rajeshkumar Dayabhai Dharsandiya	Director
3) Sagarkumar Bipinbhai Mulani	Director

Relatives:

Sheetal Dharsandiya	Director Wife
---------------------	---------------

Note: Names of only those relatives are given with whom the company is having transactions.

ii) Transactions carried out with related parties in the ordinary course of business during the year:

		(Rupees in Thousand)	
		2025-26	2024-25
		Rupees	Rupees
1	Loans accepted during the year:		
	Key management personnel:		
	Rajeshkumar Dayabhai Dharsandiya	5.06	0.00
		<u>5.06</u>	<u>0.00</u>
2	Loans repaid during the year:		
	Key management personnel		
	Sanjay Raghubhai Desai	20.00	0.00
	Sagarkumar Bipinbhai Mulani	20.00	0.00
	Rajeshkumar Dayabhai Dharsandiya	895.00	0.00
		<u>935.00</u>	<u>0.00</u>
	Associates:		
	True Colors Limited	0.00	2500.00
		<u>0.00</u>	<u>2500.00</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 28 (Contd.)

RELATED PARTY DISCLOSURES

		(Rupees in Thousand)	
		2025-26	2024-25
		Rupees	Rupees
3	Purchase during the year		
	Associates:		
	A D Impex	83997.37	22917.40
	True Colors Limited	42995.62	17038.82
	(Excluding Taxes)	126992.99	39956.21
4	Sales during the year		
	Associates:		
	True Colors Limited	172324.24	118803.90
	(Excluding Taxes)	172324.24	118803.90
5	Payment during the year:		
	Associates:		
	For purchase		
	A D Impex	89767.07	17630.00
	True Colors Limited	9600.83	17011.83
		99367.90	34641.83
6	Received during the year		
	Associates:		
	True Colors Limited	46225.16	106437.81
		46225.16	106437.81
7	Balance at the end of the year:		
	Loan accepted		
	Key management personnel:		
	Sanjay Raghubhai Desai	130.00	150.00
	Sheetal Dharsandiya	500.00	500.00
	Rajeshkumar Dayabhai Dharsandiya	659.56	1549.50
	Sagarkumar Bipinbhai Mulani	130.00	150.00
		1419.56	2349.50



INKIA INKS PRIVATE LIMITED

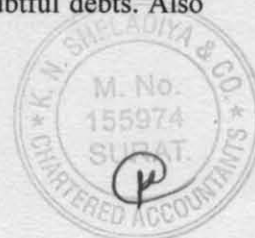
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

NOTE 28 (Contd.)

RELATED PARTY DISCLOSURES

	(Rupees in Thousand)	
	2025-26	2024-25
	Rupees	Rupees
For Purchases:		
Associates:		
A D Impex	15330.03	5980.22
True Colors Limited	196.79	18.77
	<u>15526.82</u>	<u>5998.99</u>
For Sales:		
Associates:		
True Colors Limited	7034.72	10675.43
	<u>7034.72</u>	<u>10675.43</u>

No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2026

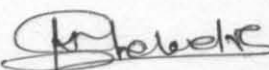
NOTE 29

OTHER MATTERS

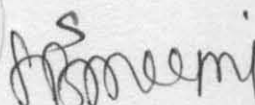
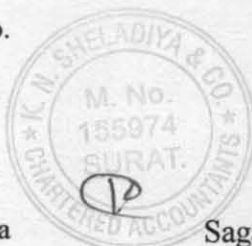
- 1 In the opinion of the Directors:
 - a The current assets and loans and advances are approximately of the value stated, if realised in the ordinary course of business.
 - b The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 2 There are imports, expenditure in foreign currencies Rs 1641074.00 and earnings in foreign exchange during the year Rs Nil , (Previous year Rs. 169303.38)
- 3 Previous year's figures have been regrouped, wherever necessary.

As per our report attached to balance sheet

For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W

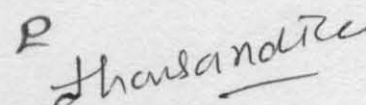


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974



Sagarkumar B Mulani
Director
(DIN-08885161)

For and on behalf of the Board



Rajeshkumar D Dharsandiya
Director
(DIN-09080727)

Place: Surat
Date: May 20, 2026

Place: Surat
Date: May 20, 2026



REPORT ADOPTED BY BOARD OF DIRECTORS OF INKIA INKS PRIVATE LIMITED ("COMPANY") AT ITS MEETING HELD ON DECEMBER 1, 2025 EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION OF INKIA INKS PRIVATE LIMITED WITH TRUE COLORS LIMITED ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTORS AND NON-PROMOTER SHAREHOLDERS LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, SPECIFYING ANY SPECIAL VALUATION DIFFICULTIES.

PRESENT:

1. Mr. Sagarkumar Bipinbhai Mulani: Chairperson
2. Mr. Sanjay Raghubhai Desai: Member
3. Mr. Rajeshkumar Dayabhai Dharsandiya: Member

In Attendance:

Ms. Javnika Gandharva: Company Secretary

A. Background

1. The draft Scheme of Amalgamation of True Colors Limited ("**TCL**" or "**Transferee Company**") with Inkia Inks Private Limited ("**Transferor Company**" or "**IPL**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") (hereinafter referred to as the "**Scheme**") was presented to the board of directors ("**Board**") at its meeting held on December 1, 2025, for its consideration and approval.
2. The Transferee Company was incorporated under the name True Colors Private Limited under the provisions of the Act, as a private limited company. Subsequently, it was converted into a public limited company vide fresh certificate of incorporation dated March 10, 2025. The registered office of the Transferee Company is situated at P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat 395002. The present corporate identification number of the Transferee Company is L17299GJ2021PLC126265. The equity shares of the Transferee Company are listed on the SME segment of the BSE Limited ("**BSE**")
3. The Transferee Company is engaged in the business of (a) import and distribution of digital textile printers and inks; (b) manufacturing and distribution of sublimation paper; and (c) digital textile printing and supplying products related thereto. The business model of the Transferee Company revolves around manufacturing and trading covering the aforementioned 3 key pillars in the digital textile printing industry.
4. The Transferor Company was incorporated under the name Inkia Inks Private Limited under the provisions of the Act, as a private limited company. The registered office of the Transferor Company is situated at Sy. No. 428/1 TPS-6 B No.6, FP No. 243, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat, Gujarat 395002. The present corporate identification number of the Transferor Company is U24299GJ2021PTC120091.
5. The Transferor Company is currently engaged in the business of designing and manufacturing a diverse range of specialized inks tailored for various fabric applications such as (a) sublimation inks; (b) reactive inks; (c) pigment inks; and (d) disperse inks. The Transferor Company's products distinguish themselves through (i) unparalleled color accuracy and intensity; (ii) enhanced durability and resistance to fading; (iii) environmentally friendly formulations, adhering to stringent eco-standards; and (iv) compliance with international quality norms and regulations.
6. The draft scheme will be filed with the BSE, pursuant to Regulation 37 of the LODR Regulations read with SEBI Circular, for obtaining no-objection certificate from the stock exchange. Further, the Scheme will be presented

INKIA INKS PVT. LTD.

CIN : U24299GJ2021PTC120091 GST : 24AAGCI0091Q1ZA

Registered Office :

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Soma Kanji Ni Wadi, U. M. Road,
Khatodara, Surat, Gujarat, India-395002

Factory :

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Kalakachha, Jalalpore,
Navsari, Gujarat, India-396415

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info@inkiainks.com



before the National Company Law Tribunal, Ahmedabad, under Sections 230 to 232 and other applicable provisions of the Act including the SEBI Circular.

7. This report is prepared in terms of Section 232(2) (c) of the Act explaining the effect of the Scheme, on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, setting out among other things, the share exchange ratio ("**Swap Ratio**") and specifying any special valuation difficulties. The same is also required to be circulated along with the notices for convening the shareholders'/ creditors' meetings ordered by the Hon'ble National Company Law Tribunal.

B. Documents placed before the Board

1. The following documents were, *inter alia*, placed before the Board:
 - (a) Draft of the Scheme, duly initialled for verification;
 - (b) Valuation report dated December 1, 2025, issued by Treu Valuation Services Private Limited, (Registration No. IBBI/RV-E/02/2023/181) an Independent Registered Valuer, recommending the share swap ratio as reflected thereunder ("**Share Swap Report**");
 - (c) Fairness Opinion dated December 1, 2025, issued by GYR Capital Advisors Private Limited, an independent merchant banker, providing the fairness opinion on the share swap ratio recommended in the Share Swap Report ("**Fairness Opinion**");
 - (d) Other presentations, documents and information made to/ furnished before the Audit Committee pertaining to or in relation to the draft Scheme.

C. Salient Features of the Scheme

The Board noted the salient features of the Scheme which, *inter alia*, are as follows:

1. The Transferor Company will merge with and into the Transferee Company, upon which the Transferor Company will dissolve without winding up.
2. The Appointed Date for the Scheme shall be April 1, 2026 (*as defined in clause 1.1 of the Scheme*), or such other date as may be approved by the board of directors of the respective companies involved in the Scheme.
3. Effective Date for the Scheme shall mean the date on which last of the conditions specified in Clause 23 (Conditions Precedent) of the Scheme are complied with. Reference in the Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "effect of this Scheme" or "upon the Scheme becoming effective" shall mean the Effective Date; It is, however, clarified that though this Scheme will become operative from the Effective Date, the provisions of this Scheme will be effective from the Appointed Date. In other words, the Effective Date is only a trigger point for implementation of the Scheme. As soon as the Effective Date is achieved, provisions of this Scheme will come into operations, and will be effective and applicable with effect from the Appointed Date in terms of the provisions of Section 232(6) of the Act, and other applicable provisions, if any.
4. Upon the amalgamation of the Transferor Company into the Transferee Company pursuant to the Scheme becoming effective on the Effective Date, the Transferee Company will issue New Equity Shares (*as defined in clause 8.1 of the draft Scheme*) to the shareholders of the Transferor Company on the Effective Date, in accordance with the share exchange ratio, as provided under clause 8.1 of the draft Scheme.

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5. The Scheme would be subject to the sanction and approval of the National Company Law Tribunal, Ahmedabad, SEBI, BSE, shareholders and other appropriate authorities, as applicable.
6. Share exchange ratio will be approved by the board of directors of the Transferee Company and the Transferor Company, pursuant to Sections 230 to 232, and other relevant provisions of the Act and other applicable laws, in the manner provided for in the Scheme.
7. The provisions of the Scheme have been drawn up to comply with the conditions relating to "Amalgamation" as defined under section 2(1B) of the Income Tax Act, 1961 and therefore, may not have any tax implications.
8. The New Equity Shares will be issued to the shareholders of the Transferor Company pursuant to the Scheme are proposed to be listed on the BSE.

D. Need for the merger/ Rationale for the Scheme / Synergies of the business entities involved in the Scheme

The Board noted the need and the rationale of the Scheme that the same would be in the best interest of the Transferor Company and the Transferee Company and their respective stakeholders as it will yield several advantages as set out below:

- (a) Strengthening core business of the Transferee Company: The amalgamation of the Transferor Company with the Transferee Company will strengthen one of the core businesses of the Transferee Company by way of backward integration and will enable the Transferee Company to have access to fully integrated ink business under one ecosystem, which will help in significant cost-optimization through in-house production, reduced dependency on external suppliers for raw materials and finished inks, better control over quality, consistency, and development cycles, and faster product customization based on market requirements;
- (b) Assured offtake and optimum utilization of capacity of Transferor Company: The Transferee Company currently services a large and growing customer portfolio across machines, spares, inks, and printing. As a result of amalgamation, the existing customer base of the Transferee Company alone may utilize more than 50% of the existing production capacity of the Transferor Company, ensuring assured offtake of the products manufactured by the Transferor Company and optimum utilization of the manufacturing capacity of the Transferor Company;
- (c) Enhanced market competitiveness and strong value proposition: The amalgamation will enable the Transferee Company to have control over the process of manufacturing ink including pre-existing/ in-house research and development, formulation expertise and process knowledge, and will result in enhanced market competitiveness and offering strong value propositions to the customers of the Transferor Company as well as the Transferee Company, with access to larger product portfolio including expansion to the global markets;
- (d) Reduction in layers of entities: The amalgamation will result in simplification of the shareholding structure, reduction in shareholding tiers and demonstrate direct commitment of the promoters to the Transferee Company in relation to the digital textile printing business under one roof; and
- (e) Economies of scale, synergies and other benefits: The amalgamation will also help in rationalization and standardization of the business process, economies of scale, corporate and administrative efficiencies, streamlining of operations to enable more efficient management, greater efficiency in cash management and access to cash flows generated by the combined business, control over the supply chain, reducing the multiplicity of legal and regulatory compliances, and reduction of costs, which would be beneficial for all stakeholders. Synergies that exist between the Transferor Company and the Transferee Company will also ensure optimum efficiency and reduce managerial overlaps towards their common advantage. The combined

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business operations will help value creation for all the stakeholders, thus, contributing to the overall growth prospects of the Transferee Company.

The amalgamation is in the interest of the Transferor Company and the Transferee Company and their respective shareholders, creditors and all other stakeholders and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large. The amalgamation does not appear to have any adverse implications.

E. Effect of the Scheme on creditors of the Transferor Company

1. The Scheme, in no manner, adversely affects the rights or the interest of the creditors of the Transferor Company. All the existing right and interest of the creditors of the Transferor Company stays intact and enforceable in the laws that are applicable.
2. The Scheme does not entail any compromise or reduction of the amount to be received by the creditors. All dues and liabilities of the creditors remain intact and shall be paid accordingly.
3. Upon the Scheme becoming effective, the Transferee Company will have a better financial strength. Consequently, the post-merger entity will possess enhanced capacity to discharge its liabilities and meet all obligations of the creditors in the ordinary course of business.

F. Effect of the Scheme on key managerial personnel of the Transferor Company

Since there are no key managerial personnel ("KMPs") in the Transferor Company, therefore this clause is not applicable.

G. Effect of the Scheme on the Directors of the Transferor Company

1. The Directors of the Transferor Company shall continue as Directors of the Transferee Company after effectiveness of the Scheme. All existing rights and entitlements of the directors shall continue without any interruption or modification as a consequence of the Scheme.
2. Out of the 3 (three) directors on the board of the Transferor Company, 2 (two) of the directors already serve as the directors of the Transferee Company and the remaining 1 (one) director of the Transferor Company will be appointed as a director on the board of directors of the Transferee Company, upon the Scheme becoming effective, as also set out in the Scheme. Accordingly, the composition of the Board shall stand harmonized without causing any disruption to the management structure.
3. There will be no beneficial payments or advantages that would be provided to the directors of the Transferor Company except as provided during the ordinary course of business.

H. Effect of the Scheme on promoters of the Transferor Company

1. The Scheme, in no manner, adversely affects the rights or the interest of the promoters of the Transferor Company. The promoters of the Transferor Company shall continue to participate in the Transferee Company in accordance with the terms of the Scheme.
2. The Scheme does not envisage or confer any form of preferential treatment, special rights, or additional benefits upon the promoters, and they shall be treated on the same basis as other shareholders in the merged entity.



I. Effect of Scheme on the Non-Promoter Members of the Transferor Company

1. The rights of the non-promoter members of the Transferor Company shall remain unaffected. All such rights shall remain fully protected and continue in the same manner in the Transferee Company upon the Scheme becoming effective.
2. Upon the effectiveness of the Scheme, the non-promoter members of the Transferor Company will become a part of a larger and a financially stronger entity. This arrangement is going to provide long term benefits and stability to the non-promoter members of the Transferor Company.
3. The Scheme does not grant or envisage any special rights, privileges, or benefits in favour of the non-promoter members of the Transferor Company. All members shall be treated uniformly, and no preferential terms shall arise as a consequence of the Scheme.

J. Effect of the Scheme on the Employees of the Transferor Company

1. The employees of the Transferor Company shall on the Effective Date become the employees of the Transferee Company. There shall be no impact on the terms of employment and no break in the continuity of service as the consequence of the Scheme.
2. The Scheme does not result in the termination, retrenchment, or dismissal of any employee of the Transferor Company. Further, no employee shall face any adverse alteration or modification of their terms and conditions of employment solely due to the implementation of the Scheme.
3. All the employee related obligation of the Transferor Company shall stand transferred to the Transferee Company including all statutory or contractual dues and shall be assumed by the Transferee Company upon the Scheme becoming effective.
4. Upon the effectiveness of the Scheme, the employees of the Transferor Company will become a part of a larger and a financially stronger entity. This arrangement is going to provide long term benefits, stability, improved stability and wider growth opportunities to the employees of the Transferor Company within the larger combined organisation.

For Inkia Inks Private Limited

Name – Mr. Sanjay Raghubhai Desai
Designation - Director
DIN - 08885162
Date: 01/12/2025
Place: Surat



INKIA INKS PVT. LTD.

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**SCHEME OF AMALGAMATION
OF
INKIA INKS PRIVATE LIMITED
WITH
TRUE COLORS LIMITED**

Vidhigya Associates, Advocates
501, 5th Floor, Jeevan Sahakar Building,
Next to Frech Bank Building
Fort, Mumbai - 400001

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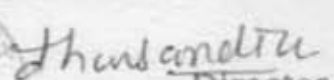
For, True Colors Ltd.


Director



1

For Inkia Inks Pvt. Ltd.


Director



SCHEME OF AMALGAMATION

OF

INKIA INKS PRIVATE LIMITED
("TRANSFEROR COMPANY")

WITH

TRUE COLORS LIMITED
("TRANSFeree COMPANY")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013

For, True Colors Ltd.

[Signature]
Director



2

For Inkia Inks Pvt. Ltd.



[Signature]
Director

A. PREAMBLE

1. This Scheme (*as defined hereinafter*) is presented under Sections 230 to 232 and other relevant provisions of the Act (*as defined hereinafter*) read with Section 2(1B) and other applicable provisions of the Income Tax Act (*as defined hereinafter*) and other applicable law, if any, including any statutory modification, re-enactments or amendments thereof from time to time and provides for the amalgamation of Inkia Inks Private Limited (the “**Transferor Company**”) with True Colors Limited (the “**Transferee Company**”) and consequent dissolution of the Transferor Company without winding up. Additionally, this Scheme also provides for various other matters consequential or otherwise integrally connected herewith.
2. The Scheme is in the best interests of the companies involved and their respective shareholders, creditors, employees and all other stakeholders.

B. BACKGROUND AND DESCRIPTION OF THE COMPANIES

1. **Details of the Transferor Company**

- (i) The Transferor Company was incorporated under the name Inkia Inks Private Limited under the provisions of the Act, as a private limited company.
- (ii) The Transferor Company is currently engaged in the business of designing and manufacturing a diverse range of specialized inks tailored for various fabric applications such as (a) sublimation inks; (b) reactive inks; (c) pigment inks; and (d) disperse inks. The Transferor Company’s products distinguish themselves through (i) unparalleled color accuracy and intensity; (ii) enhanced durability and resistance to fading; (iii) environmentally friendly formulations, adhering to stringent eco-standards; and (iv) compliance with international quality norms and regulations.
- (iii) The registered office of the Transferor Company is situated at Sy. No. 428/1 TPS-6 B No.6, FP No. 243, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat, Gujarat 395002.
- (iv) The present corporate identification number of the Transferor Company is U24299GJ2021PTC120091.

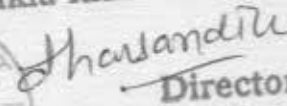
2. **Details of the Transferee Company**

For, True Colors Ltd.


Director

3

For Inkia Inks Pvt. Ltd.


Director

- (i) The Transferee Company was incorporated under the name True Colors Private Limited under the provisions of the Act, as a private limited company. Subsequently, it was converted into a public limited company vide fresh certificate of incorporation dated March 10, 2025.
- (ii) The Transferee Company is engaged in the business of (a) import and distribution of digital textile printers and inks; (b) manufacturing and distribution of sublimation paper; and (c) digital textile printing and supplying products related thereto. The business model of the Transferee Company revolves around manufacturing and trading covering the afore-mentioned 3 key pillars in the digital textile printing industry.
- (iii) The registered office of the Transferee Company is situated at P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat 395002.
- (iv) The present corporate identification number of the Transferee Company is L17299GJ2021PLC126265.
- (v) The equity shares of the Transferee Company are listed on the SME segment of the BSE Limited ("BSE").

C. PURPOSE AND RATIONALE OF THE SCHEME

The reasons and circumstances leading to and justifying the proposed Scheme of the Transferor Company with the Transferee Company, making it beneficial for all the stakeholders are as follows:

1. **Strengthening core business of the Transferee Company:** The amalgamation of the Transferor Company with the Transferee Company will strengthen one of the core businesses of the Transferee Company by way of backward integration and will enable the Transferee Company to have access to fully integrated ink business under one ecosystem, which will help in significant cost-optimization through in-house production, reduced dependency on external suppliers for raw materials and finished inks, better control over quality, consistency, and development cycles, and faster product customization based on market requirements;
2. **Assured offtake and optimum utilization of capacity of Transferor Company:** The Transferee Company currently services a large and growing customer portfolio across

For, True Colors Ltd.

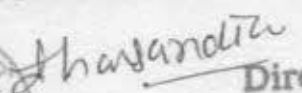

Director



4

For Inkia Inks Pvt. Ltd.




Director

import of machines, inks and spare parts, manufacturing of sublimation paper and digital textile printed fabrics. As a result of amalgamation, the existing customer base of the Transferee Company alone may utilize more than 50% of the existing production capacity of the Transferor Company, ensuring assured offtake of the products manufactured by the Transferor Company and optimum utilization of the manufacturing capacity of the Transferor Company;

3. **Enhanced market competitiveness and strong value proportion:** The amalgamation will enable the Transferee Company to have control over the process of manufacturing ink including pre-existing/ in-house research and development, formulation expertise and process knowledge, and will result in enhanced market competitiveness and offering strong value propositions to the customers of the Transferor Company as well as the Transferee Company, with access to larger product portfolio including expansion to the global markets;
4. **Reduction in layers of entities:** The amalgamation will result in simplification of the shareholding structure, reduction in shareholding tiers and demonstrate direct commitment of the promoters to the Transferee Company. It will consolidate the digital textile printing ecosystem under a single unified business platform; and
5. **Economies of scale, synergies and other benefits:** The amalgamation will also help in rationalization and standardization of the business process, economies of scale, corporate and administrative efficiencies, streamlining of operations to enable more efficient management, greater efficiency in cash management and access to cash flows generated by the combined business, control over the supply chain, reducing the multiplicity of legal and regulatory compliances, and reduction of costs, which would be beneficial for all stakeholders. Synergies that exist between the Transferor Company and the Transferee Company will also ensure optimum efficiency and reduce managerial overlaps towards their common advantage. The combined business operations will help value creation for all the stakeholders, thus, contributing to the overall growth prospects of the Transferee Company.

The amalgamation is in the interest of the Transferor Company and the Transferee Company and their respective shareholders, creditors and all other stakeholders and is not prejudicial to

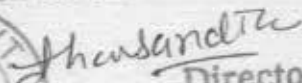
For, True Colors Ltd.

 Director



5

For Inkia Inks Pvt. Ltd.

 Director



the interests of the concerned shareholders, creditors or the public at large. The amalgamation will have no adverse implications.

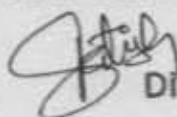
D. OVERVIEW OF THE SCHEME

This Scheme is divided into the following parts:

1. **PART A:** Definitions, Interpretations and Capital Structure;
2. **PART B:** Amalgamation of the Transferor Company with the Transferee Company on a going concern basis; and
3. **PART C:** General Terms and Conditions.

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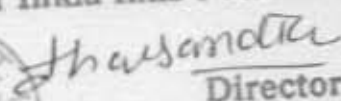
For, True Colors Ltd.



Director



For Inkia Inks Pvt. Ltd.



Director

PART A

DEFINITIONS, INTERPRETATIONS AND CAPITAL STRUCTURE

1. DEFINITIONS

- 1.1 In this Scheme, unless repugnant to the subject or meaning or context thereof, the following expressions shall have the meaning attributed to them as below:

“Act” means, the Companies Act, 2013 and the rules framed thereunder and includes any alterations, notifications, modifications and amendments made to therein or any re-enactment of thereof;

“Applicable Law(s)” means any statute, notification, by-laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, directives, notices, Permits, orders or instructions enacted or issued or sanctioned by any Appropriate Authority, including any modification or re-enactment thereof for the time being in force;

“Appointed Date” means April 1, 2026, or such other date as may be agreed between Board of Directors of the Parties;

“Appropriate Authority” means:

- (a) the government of any jurisdiction (including any central, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof;
- (b) any public international organisation or supranational body and its institutions, departments, agencies and instrumentalities;
- (c) any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi-governmental authority including (without limitation) SEBI, the Tribunal; and
- (d) Stock Exchange;

For, True Colors Ltd.

[Signature]
Director



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For Inkia Inks Pvt. Ltd.



[Signature]
Director

"Board of Directors" or **"Board"** in relation to the Parties, means the Board of Directors of such Party, and shall, unless repugnant to the context or otherwise, include any committee constituted by the Board or any person authorized by the Board;

"Effective Date" means the date on which last of the conditions specified in Clause 23 (Conditions Precedent) of this Scheme are complied with. Reference in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "effect of this Scheme" or "upon the Scheme becoming effective" shall mean the Effective Date;

It is, however, clarified that though this Scheme will become operative from the Effective Date, the provisions of this Scheme will be effective from the Appointed Date. In other words, the Effective Date is only a trigger point for implementation of the Scheme. As soon as the Effective Date is achieved, provisions of this Scheme will come into operations, and will be effective and applicable with effect from the Appointed Date in terms of the provisions of Section 232(6) of the Act, and other applicable provisions, if any;

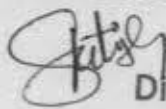
"Encumbrance" means (a) any charge, lien (statutory or other), or mortgage, pledge, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (b) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, transfer, receipt of income or exercise; (c) any hypothecation, title retention, restriction, power of sale or other preferential arrangement; or (d) any agreement to create any of the above; and the term "Encumber" shall be construed accordingly;

"Income Tax Act" means the Indian Income-tax Act, 1961 read along with Income-tax Rules, 1962 and shall include any statutory modifications, re-enactments, or amendments thereof for the time being in force;

"Indemnified Persons" mean and include the Transferee Company and its directors, officers, representatives, partners, employees and agents;

"Intellectual Property Rights" or **"IPR"** means, whether registered or not in the name of or recognized under Applicable Law as being intellectual property of the Transferor

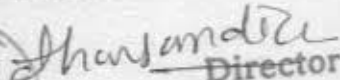
For, True Colors Ltd.


Director



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For Inkia Inks Pvt. Ltd.


Director



Company, or in the nature of common law rights of the Transferor Company, all domestic and foreign (a) trademarks, service marks, brand names, patents, internet domain names, websites and website content (including text, graphics, images, audio, video and data), online web portals, trade names, logos, trade dress and all applications, registrations and renewals for the foregoing, and all goodwill associated with the foregoing and symbolized by the foregoing; (b) confidential and proprietary information and trade secrets; (c) published and unpublished works of authorship, and copyrights therein, and registrations and applications therefor, if any, and all renewals, extensions, restorations and reversions thereof; (d) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (e) designs, drawings, sketches; (f) tools, databases, frameworks, confidential business information, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (g) ideas and all other intellectual property or proprietary rights; and (h) all rights in all of the foregoing provided by Applicable Law;

"Parties" means collectively the Transferee Company and the Transferor Company, and **"Party"** shall mean each of them, individually;

"Permits" means all consents, licences, permits, certificates, permissions, authorisations, rights, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, filings, whether governmental, statutory, regulatory or otherwise as required under Applicable Law;

"Person" means and includes an individual, proprietorship, partnership, corporation, company, unincorporated organization or association, Appropriate Authority, trust or other entity, whether incorporated or not;

"Registrar of Companies" means the Registrar of Companies, Ahmedabad, Gujarat having jurisdiction over the Parties;

"Rupee(s)" means Indian Rupee, the lawful currency of the Republic of India;

"Scheme" means this scheme of amalgamation in its present form, or with or without modification(s), as may be approved or imposed or directed by the Tribunal, for amalgamation of the Transferor Company with the Transferee Company, pursuant to the

For, True Colors Ltd.



[Signature]
Director

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For Inkia Inks Pvt. Ltd.



[Signature]
Director

provisions of Sections 230 to 232 and other applicable provisions of the Act;

“SEBI” means the Securities and Exchange Board of India;

“SEBI Circular” means the circular issued by the SEBI, being SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and any amendments thereof, modifications issued pursuant to Regulations 11, 37 and 94 of the SEBI LODR Regulations;

“SEBI LODR Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any amendments thereof;

“Stock Exchange” means the BSE Limited;

“Transferee Company” means True Colors Limited bearing CIN L17299GJ2021PLC126265 and having its registered office at P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat 395002;

“Transferor Company” shall mean Inkia Inks Private Limited bearing CIN U24299GJ2021PTC120091 and having its registered office at Sy. No. 428/1 TPS-6 B No.6, FP No. 243, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat Gujarat 395002; and

“Tribunal” or “National Company Law Tribunal” means the National Company Law Tribunal having its bench at Ahmedabad, Gujarat having jurisdiction over the Parties, constituted under Section 408 of the Companies Act, 2013.

1.2 INTERPRETATIONS

In this Scheme, unless the context otherwise requires:

- 1.2.1 the headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- 1.2.2 words in the singular shall include the plural and vice versa; and
- 1.2.3 all terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Income Tax Act and other Applicable Law, rules,

For, True Colors Ltd.



[Signature]
Director

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For Inkia Inks Pvt. Ltd.



[Signature]
Director

regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Tribunal, unless otherwise specified in the Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date.

3. SHARE CAPITAL STRUCTURE

3.1 Transferee Company

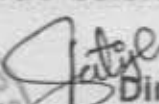
The issued, subscribed and paid-up capital of the Transferee Company as on the date of approval of this Scheme by the Board of Directors of the Transferee Company is as under:

Particulars	Amount (in Rupees)
Authorised Capital	
2,50,00,000 Equity Shares of Rs.10/- each	25,00,00,000
TOTAL	25,00,00,000
Issued, Subscribed and Fully paid-up	
2,46,54,600 Equity Shares of Rs.10/- each	24,65,46,000
TOTAL	24,65,46,000

3.2 Transferor Company

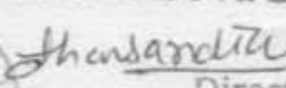
The issued, subscribed and paid-up capital of the Transferor Company as on the date of approval of this Scheme by the Board of Directors of the Transferor Company is as under:

For, True Colors Ltd.


Director

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For Inkia Inks Pvt. Ltd.


Director

Particulars	Amount (in Rupees)
Authorised Capital	
30,00,000 Equity Shares of Rs.10/- each	3,00,00,000
Issued, Subscribed and Fully paid-up	
30,00,000 Equity Shares of Rs.10/- each	3,00,00,000

PART B

AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFeree COMPANY ON A GOING CONCERN BASIS

4. **TRANSFER AND VESTING OF THE BUSINESS, ASSETS, AND LIABILITIES OF THE TRANSFEROR COMPANY**
 - 4.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the Transferor Company shall stand amalgamated with and be vested in the Transferee Company, pursuant to Sections 230 to 232 read with other relevant provisions of the Act and Section 2(1B) of the Income Tax Act, such that all the properties, assets, rights, contracts, Permits, claims, title, interest, benefits, authorities, investments, Intellectual Property Rights, liabilities, duties and obligations comprised in the Transferor Company immediately before the amalgamation shall automatically, and without any further act, instrument, deed, matter or thing, shall stand transferred to and vested in and/ or deemed to be transferred to and vested in the Transferee Company, on a 'going concern' basis for the consideration as set out hereinafter by virtue of operation of law and in the manner provided in this Scheme.
 - 4.2 Without prejudice to the generality of Clause 4.1 above, the assets of the Transferor Company shall stand transferred to and vested in the Transferee Company in the following manner:

For, True Colors Ltd.



[Signature]
Director

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For Inkia Inks Pvt. Ltd.



[Signature]
Director

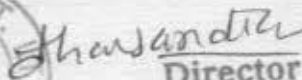
- 4.2.1. Such assets of the Transferor Company movable in nature (including freehold or leasehold and including but not limited to computers, office equipment, furniture and tangible assets), if any, investment(s) in subsidiary company, share in partnership firm/ LLP, marketable securities, mutual funds, bonds, debentures, business licenses, Permits, IPR, registrations, authorization, and/ or otherwise capable of transfer by manual or constructive delivery and/ or endorsement and delivery, the same may, upon coming into effect of this Scheme, be so transferred to the Transferee Company without requiring any deed or instrument of conveyance and shall upon such transfer, become the property and an integral part of the Transferee Company. Provided that for the purpose of giving effect to the vesting order passed under Sections 230 to 232 of the Act in respect of this Scheme, upon the Scheme becoming effective, the Transferee Company shall be entitled to effect the change in the title and the appurtenant legal right(s) upon the vesting of such properties (including immovable properties) of the Transferor Company in accordance with the provisions of Sections 230 to 232 of the Act, at the office of the respective Registrar of Assurances or any other concerned authority, where any such property is situated, without any other order to this effect. Further, in respect of the assets of the Transferor Company as are movable in nature or are otherwise capable of transfer by delivery of possession or by endorsement and delivery, the same shall be so transferred upon the Effective Date and shall become an asset of the Transferee Company with effect from the Appointed Date without requiring any deed or instrument of conveyance for transfer of the same.
- 4.2.2. In respect of assets other than those dealt with in Clause 4.2.1 above, including but not limited to sundry debtors, receivables, bills, actionable claims, credits, loans, advances and deposits (including for utility connections), if any, whether recoverable in cash or in kind or for value to be received, bank balances and deposits, etc. the same shall stand transferred to and vested in the Transferee Company without any notice or other intimation to any Person in pursuance of the provisions of the Sections 230 to 232 read with other relevant provisions of the Act, to the end and intent that the right of the Transferor Company to recover or realize the same stands transferred to the Transferee Company. The

For, True Colors Ltd.


Director

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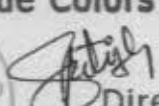
For Inkia Inks Pvt. Ltd.


Director

Transferee Company shall, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such Person, as the case may be, that the said debt, receivable, actionable claim, bill, credit, loan, advance or deposit stands transferred and vested in the Transferee Company and that appropriate modification should be made in their respective books/ records to reflect the aforesaid changes.

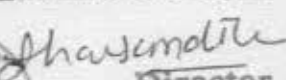
- 4.2.3. Without prejudice to the above, with effect from the Appointed Date, all immovable properties, if any, including land together with building and structure standing thereon, whether freehold or leasehold, relating to the Transferor Company and any documents of title, rights, interests, claims, including leases, licenses and easements in relation thereto, shall, pursuant to the applicable provisions of the Act and the Scheme, without any further act, instrument, deed, matter, thing, duties, transfer premium, stand transferred to and vested into the Transferee Company. The mutation of the title of the immovable properties shall be made and duly recorded by the Appropriate Authority pursuant to the sanction of the Scheme and upon the Scheme becoming effective, in accordance with the terms hereof, in favour of the Transferee Company.
- 4.2.4. Without prejudice to the above, the Transferee Company may, if so required under any Applicable Law or otherwise, at any time after the Scheme becoming effective, in accordance with the provisions hereof, execute or enter into any arrangements, conveyance, confirmations, deeds, documents, letters or any other instruments relating to any asset of the Transferor Company with any party to any contracts or agreements to which the Transferor Company is a party.
- 4.2.5. With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, permissions, Permits, approvals, consents, certificates, authorities (including for the operation of bank accounts, trading accounts and demat accounts), insurance policies, powers of attorney given by, issued to, or executed in favour of the Transferor Company and the rights and benefits under the same, all quality certifications and approvals, IPR, brands, industrial designs, trade secrets, know-how and all other interests relating to the goods or services being dealt with by the Transferor Company, shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be

For, True Colors Ltd.


Director

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For Inkia Inks Pvt. Ltd.


Director

appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents, as applicable, shall vest in and become available to the Transferee Company as if they were originally obtained by the Transferee Company.

- 4.2.6. The Transferor Company may be entitled to various incentive schemes and benefits. Pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Transferor Company shall be automatically transferred to and vested into the Transferee Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the Income Tax Act (such as Minimum Alternate Tax), Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other State Sales Tax, Value Added Tax, or Service Tax or Corporation Tax or Goods and Service Tax, other Applicable Law, regulations dealing with taxes, duties, levies, cess, exemptions, concessions, remissions, subsidies and other incentives in relation to the Transferor Company, to the extent statutorily available, shall be claimed by the Transferee Company.
- 4.2.7. The transfer and vesting of the assets and liabilities of the Transferor Company as aforesaid shall be subject to the existing securities, charges, Encumbrances, mortgages, if any, in respect of any assets of the Transferor Company. Provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed of by the Parties and the Transferee Company shall not be obliged to create any further or additional security thereof after the Effective Date or otherwise. Provided also that the Scheme shall not operate to enlarge the securities for any loan, deposits or facility availed by the Transferee Company and that the Transferee Company shall not be obliged to create any further or additional security in lieu thereof, on any assets of the Transferor Company vested in the Transferee Company in accordance with the foregoing paragraphs of the Scheme, after the Effective Date or otherwise.

For, True Colors Ltd.



Director



For Inkia Inks Pvt. Ltd.

Director

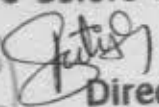
4.2.8. In relation to the assets, if any, belonging to the Transferor Company, which require separate documents of transfer, the Parties will execute the necessary documents, as and when required.

4.3 Without prejudice to the generality of Clause 4.1 above, the liabilities of the Transferor Company shall stand transferred to and vested in the Transferee Company in the following manner:

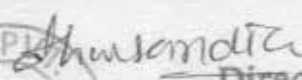
4.3.1 With effect from the Appointed Date and upon the Scheme becoming effective, all secured and unsecured debts, liabilities (including contingent liabilities), sundry creditors, duties and obligations of every kind, nature and description, of the Transferor Company shall be transferred or be deemed to have been transferred to Transferee Company, to the extent they are outstanding on the Effective Date, without any further act, deed, matter or thing and the same shall be assumed by Transferee Company so as to become, on and from the Appointed Date, the liabilities and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company. The Transferee Company shall undertake to meet, discharge and satisfy the same and further, it shall not be necessary to obtain the consent of any third party or other Person who is a party to any contract or arrangement by virtue of which such debts, liabilities and obligations have arisen in order to give effect to the provisions of this Clause.

4.3.2 All loans, advances and other obligations (including any guarantee, letter of credit, letter of comfort or any other instrument or arrangements which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between Transferor Company and Transferee Company, shall stand discharged with effect from the Appointed Date and there shall be no liability in that behalf on either party.

4.3.3 Upon the Scheme becoming effective, any tax liabilities under the Income Tax Act, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other State Sales Tax, Value Added Tax, or Service Tax or Corporation Tax or Goods and Service Tax, other Applicable Law, regulations dealing with taxes, duties, levies, cess to the extent not provided for or covered by tax provision in

For, True Colors Ltd.
 
Director

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For Inkia Inks Pvt. Ltd.
 
Director

the Transferor Company's accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company. Any surplus in the provisions for taxation, duties or levies account including advance tax, tax deducted or collected at source and credit for minimum alternate tax and such other tax, as on the date immediately preceding the Appointed Date will also be transferred to the account of and belong to the Transferee Company.

4.3.4 Where any debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date have been discharged by the Transferor Company on or after the Appointed Date but prior to the Effective Date, such discharge shall be deemed to be for and on account of the Transferee Company upon the coming into effect of this Scheme.

4.3.5 For the period between the Appointed Date and the Effective Date, all debts, liabilities, duties and obligations of the Transferor Company, shall be deemed to be for and on account of the Transferee Company.

4.4 Without prejudice to the generality of Clause 4.1 above, the contracts, deeds, etc. relating to the Transferor Company shall stand transferred to and vested in the Transferee Company in the following manner:

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

4.4.2 The Transferee Company may, at any time after the effectiveness of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any Person to any contract or arrangement to which the Transferor Company is a party or any

For, True Colors Ltd.

Director

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Director

writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Transferor Company.

4.4.3 Until the Effective Date, the Transferor Company shall carry on the business activities in the ordinary course and shall not execute any material contract or undertake or assume any liability, obligation or undertaking without the prior written consent of the Transferee Company.

4.5 Upon the Scheme coming into effect, all kinds of Intellectual Property Right in the name of the Transferor Company such as trade and service names and marks, patents, logos, copyrights, trade secrets, designs, goodwill, business and project credentials which includes the positive reputation that the Transferor Company was enjoying to retain its clients, statutory licenses, infrastructural advantages, overall increase in market share, customer base, skilled employees, business claims, business information, business contracts, trade style and name, marketing and distribution channels, marketing or other commercial rights, customer relationship, trade secrets, information on consumption pattern or habits of the consumers in the territory, technical know-how, client records, KYC (know your customer) records/ POAs (power of attorney), authorisations, client details, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, computer accessories, manuals, data, catalogues, quotations, sales and advertising material, lists of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to business activities and operations of the Transferor Company, if any, shall be transferred to the Transferee Company from the Appointed Date, without any further act, instrument, deed or thing.

4.6 Without prejudice to the provisions of the foregoing sub-clauses of Clause 4, the Transferor Company and the Transferee Company may execute any and all instruments or documents and do all acts, deeds and things as may be required, including filing of necessary particulars and/ or modification(s) of charge, necessary applications, notices,

For, True Colors Ltd.


[Signature]
Director

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For Inkia Inks Pvt. Ltd.

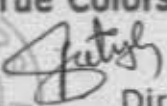

[Signature]
Director

intimations or letters with any Appropriate Authority or Person to give effect to the Scheme. Any procedural requirements required to be fulfilled solely by the Transferor Company shall be fulfilled by the Transferee Company as if it were the duly constituted attorney of the Transferor Company. The Transferee Company shall take such actions as may be necessary and permissible to get the assets, Permits and contracts of the Transferor Company transferred and/ or registered in its name.

- 4.7 All assets, rights, title, interest, investments and properties of the Transferor Company as on the Appointed Date, whether or not included in the books of the Transferor Company or whether or not specifically mentioned herein, and all assets, rights, title, interest, investments and properties, which are acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets, rights, title, interest, investments and properties of the Transferee Company, and shall under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme and with effect from the Appointed Date, pursuant to the provisions of Sections 230 to 232 of the Act.

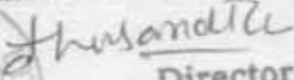
5. LEGAL PROCEEDINGS

- 5.1 All legal proceedings of whatever nature by or against the Transferor Company pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertakings, business, assets, properties and liabilities of the Transferor Company or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made.
- 5.2 On and from the Effective Date, all suits, cause of action, appeal, tax proceedings, investigations, arbitrations, any enquiry or other judicial, quasi-judicial, arbitral or other administrative proceedings of whatsoever nature by or against the Transferor Company in relation to the provision or conduct of the business and pending or arising subsequent

For, True Colors Ltd.

Director



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For Inkia Inks Pvt. Ltd.

Director



to the Appointed Date, shall be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted or enforced by or against the Transferor Company as if the Scheme had not been made.

- 5.3 On and from the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Company but in the name of the Transferee Company. All orders/ judgments/ awards of any Appropriate Authority in favour of the Transferor Company or to the benefit of which Transferor Company may be eligible, shall remain in full force and effect in favour of Transferee Company without any further act, instrument, deed or thing and may be enforced as fully and effectually as if, instead of Transferor Company, the Transferee Company had been a party or beneficiary thereto.

6. EMPLOYEES, STAFF AND DIRECTORS

- 6.1 With effect from the Effective Date, all the employees of the Transferor Company shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favourable than those on which they are engaged by the Transferor Company, immediately preceding the Effective Date.
- 6.2 The Transferee Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Transferor Company with any Persons in relation to the employees of the Transferor Company. The Transferee Company agrees that the services of all such employees with the Transferor Company prior to the transfer shall be taken into account for the purposes of all existing benefits (including any leave encashment benefits) to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits.
- 6.3 In so far as the existing provident fund, gratuity fund and pension and/ or superannuation fund, trusts, retirement fund or benefits and any other funds or benefits, if any, created by the Transferor Company for its employees (collectively referred to as the "Funds"), the Funds and such of the investments made by the Funds being transferred to the Transferee Company, in terms of the Scheme shall be transferred to the Transferee

For, True Colors Ltd.

 *[Signature]*
Director

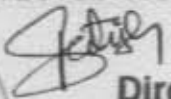
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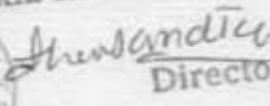
 *[Signature]*
Director

Company and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The Funds shall, subject to the necessary approvals and permissions and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Company or be transferred to and merged with other similar funds of the Transferee Company. In the event that the Transferee Company does not have its own funds in respect of any of the above, the Transferee Company may, subject to necessary approvals and permissions, continue to contribute to relevant funds of the Transferor Company, until such time that the Transferee Company creates its own fund, at which time the Funds and the investments and contributions pertaining to the employees of the Transferor Company shall be transferred to the funds created by the Transferee Company. Subject to the relevant law, rules and regulations applicable to the Funds, the Board of Directors or any committee thereof of the Transferee Company may decide to continue to make the said contributions to the Funds of the Transferor Company. Upon transfer of the aforesaid Funds of the Transferor Company, the existing trust, if any created for such Funds by the Transferor Company, shall stand dissolved and no further act or deed shall be required to this effect.

- 6.4 In respect of the stock options granted to the employees of the Transferor Company under any employees stock option scheme, if any, it is hereby clarified that upon coming into effect of this Scheme, the stock options, as of the Effective Date would continue on the existing terms and conditions (including but not limited to conditions pertaining to vesting and exercise such as vesting period, exercise price etc.) except for such modifications/ adjustments in stock options granted as may be deemed appropriate by the Board of the Transferee Company, in view of this Scheme and in accordance with the Applicable Law. No such modifications/ adjustments shall require any further approval of the shareholders of the Transferee Company and/or holders of stock options in this behalf.
- 6.5 It is clarified that the services of the employees of the Transferor Company will be treated as having been continuous and not interrupted for the purpose of the said Fund or Funds.

For, True Colors Ltd.

 Director



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 Director



- 6.6 With effect from the Effective Date, and as an integral part of the Scheme, Mr. Rajeshkumar Dayabhai Dharsandiya, an existing director of the Transferor Company, shall be appointed as the executive and non-independent director of the Transferee Company for a period of 5 (five) years from the Effective Date, subject to Applicable Law. The terms and conditions of such appointments shall be as recommended by the nomination and remuneration committee and the Board of the Transferee Company, and as may be approved by the shareholders of the Transferee Company in a general meeting (including the general meeting, as may be directed by the Appropriate Authority, in which this Scheme shall be placed before the shareholders of the Transferee Company for approval) in accordance with Applicable Law. The Board of the Transferee Company shall adequately disclose the proposed terms and conditions of such appointment in the explanatory statements to the notice calling for such meeting of the shareholders of the Transferee Company. The appointment shall remain subject to the proposed director complying with the requirements set out under the applicable provisions of the Act for being appointed as a director (including making appropriate disclosures and giving the requisite consents), which compliance shall be verified by the Board of the Transferee Company no earlier than 7 (seven) days prior to the Effective Date.
- 6.7 On approval of this Scheme by the Board of Directors and the shareholders of the Parties pursuant to provisions of Sections 230 to 232 of the Act and other applicable provisions of the Act, SEBI LODR Regulations, SEBI Circular and other Applicable Law, it shall be deemed that the Board of Directors and shareholders of the Transferee Company have approved the appointment of Mr. Rajeshkumar Dayabhai Dharsandiya as the executive and non-independent director of the Transferee Company under the applicable provisions of the Act and other Applicable Law. The approval of this Scheme by shareholders of the Transferee Company under Sections 230 to 232 of the Act, whether at a meeting or otherwise, or any dispensation of the same by the NCLT, shall be deemed to have been an approval under applicable provisions under the Act and no further resolution(s) would be required to be separately passed in this regard by the Transferee Company for the appointment of Mr. Rajeshkumar Dayabhai Dharsandiya as director under the Act and other Applicable Law. Further, on the Effective Date, filing of the Order of the NCLT approving the Scheme with the Registrar of Companies shall be

For, True Colors Ltd.

Patish
Director

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For Inkia Inks Pvt. Ltd.

Ahmednagar
Director

deemed to be in compliance of all the applicable provisions under the Act and other Applicable Law, in this regard.

7. BORROWING LIMITS AND CORPORATE APPROVALS

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

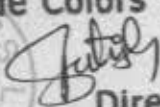
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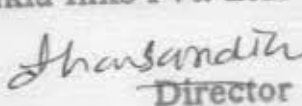
- 8.1 Upon the Scheme becoming effective and upon the amalgamation of the Transferor Company with the Transferee Company in terms of this Scheme, the Transferee Company shall, without any further act, deed, issue and allot on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members of the Transferor Company, on the Effective Date, in accordance with the terms of the Scheme and without any further application, act, deed, payment, consent, instrument or deed, in the following manner:

"83 (eighty-three) fully paid-up equity shares of Rs.10/- each of the Transferee Company, credited as fully paid up, for every 100 (one hundred) fully paid equity shares of Rs.10/- each held by such shareholder or his/ her/ its heirs, executors, administrators or successors in the Transferor Company".

The Transferee Company's shares to be issued to the shareholders of the Transferor Company pursuant to this clause will be referred to as the "New Equity Shares".

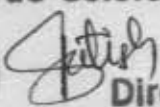
- 8.2 In the event the aforesaid allotment of New Equity Shares in accordance with Clause 8.1 results in fractional entitlements, the Board of Directors of the Transferee Company shall consolidate all such fractional entitlements and round-up the aggregate of such fractions to the next whole number, and thereupon issue and allot whole New Equity Shares in lieu thereof to a trustee (nominated by the Board of Directors of the Transferee Company

For, True Colors Ltd.

Director

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Director

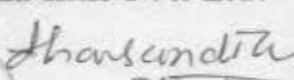
in this behalf) in dematerialized form, who shall hold such shares, with all additions or accretions thereto, in trust for the benefit of the respective shareholders to whom they belong for the specific purpose of selling such shares in the market at such price or prices and at any time within a period of 90 days from the date of allotment of the New Equity Shares as the trustee may, in its sole discretion, decide and distribute the net sale proceeds (after deduction of the expenses incurred and applicable income tax) to the respective shareholders in the same proportion of their fractional entitlements. It is clarified that any such distribution shall take place only after the sale of all the fractional shares of the Transferee Company pertaining to the fractional entitlements.

- 8.3 The register of members maintained by the Transferee Company and/ or, other relevant records, whether in physical or electronic form, maintained by the Transferee Company, the relevant depository and registrar and transfer agent in terms of Applicable Law shall (as deemed necessary by the Board of Directors of the Transferee Company) be updated to reflect the issue of New Equity Shares in terms of this Scheme.
- 8.4 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of the Transferor Company, the Board of Directors of the Transferor Company shall be empowered prior to or even subsequent to the Effective Date, to effectuate such transfers in the Transferor Company as if such changes in registered holders were operative as on the Effective Date, in order to remove any difficulties arising to the transferors of the shares in relation to the New Equity Shares issued by the Transferee Company after the Scheme is effected. The Board of Directors of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company on account of difficulties faced in the transition period.
- 8.5 In the event, any or all of the Parties restructure their share capital by way of share split / consolidation/ issue of bonus shares or any other corporate action during the pendency of the Scheme, the share exchange ratio stated in Clause 8.1 above shall be adjusted accordingly, without the requirement of any further approval from Appropriate Authority to consider the effect of any such corporate actions undertaken by such Party.
- 8.6 The New Equity Shares issued and allotted by the Transferee Company in terms of this Scheme shall be subject to the provisions of the memorandum of association and articles

For, True Colors Ltd.

Director



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For Inkia Inks Pvt. Ltd.

Director



of association of the Transferee Company and shall rank pari-passu inter-se in all respects including dividends declared, voting and other rights. The issue and allotment of the New Equity Shares in terms of this Scheme shall be deemed to have been carried out as if the procedure laid down under Section 42, 55 and 62(1)(c) of the Act and any other applicable provisions of the Act have been complied with.

- 8.7 The New Equity Shares issued by the Transferee Company will be listed and/or admitted to trading on the Stock Exchange where the shares of the Transferee Company are listed and/or admitted to trading. The Transferee Company shall apply for listing of the New Equity Shares on the Stock Exchange in terms of and in compliance with SEBI LODR Regulations, SEBI Circular and other relevant provisions as may be applicable. The new equity shares allotted by the Transferee Company, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.
- 8.8 The Transferee Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchange.
- 8.9 It is clarified that the approval of the shareholders of the Transferee Company to this Scheme shall be deemed to be their consent/ approval also to the consequential alteration of its memorandum of association and articles of association or any other action contemplated as part of the Scheme pursuant to this Scheme and the Transferee Company shall not be required to seek separate consent / approval of its shareholders for such alteration or action, as required under Sections 13, 14, 42, 61, 64 and other applicable provisions of the Act.
- 8.10 The Transferee Company shall, if and to the extent required, apply for and obtain the required statutory approvals of the Appropriate Authority for the issue and allotment of the New Equity Shares.

9. COMBINATION OF AUTHORIZED SHARE CAPITAL

- 9.1 Consequent to the amalgamation and as an integral part of the Scheme, upon the Scheme becoming effective, the authorized share capital of the Transferor Company of Rs 3,00,00,000 (Rupees Three Crore Only) will be reclassified, altered and combined with

For, True Colors Ltd.

 **Director**

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 **Director**

the authorised share capital of the Transferee Company and shall stand increased without any further act, instrument or deed and without payment of any fees to Registrar of Companies, stamp duty, etc. pursuant to the provisions of the Act:

- 9.2 Upon the Scheme becoming effective and as an integral part of the Scheme, the authorized share capital of the Transferee Company shall automatically stand increased by Rs 3,00,00,000 (Rupees Three Crore Only), which shall stand transferred from the authorized share capital of the Transferor Company to the Transferee Company without any further act, instrument or deed and without payment of any fees, stamp duty, etc., and the revised authorized share capital of the Transferee Company shall be as under:

Particulars	Amount (in Rupees)
Authorised Capital	
2,80,00,000 Equity Shares of Rs.10/- each	28,00,00,000
Total	28,00,00,000

- 9.3 Consequentially, Clause V of the memorandum of association of the Transferee Company shall, without any act, instrument or deed, be and stand altered, modified and amended, to reflect the increased combined authorised share capital as per Clause 9.2 above, pursuant to Sections 13, 14, 61, 64, and other applicable provisions of the Act. The updated Clause V of the memorandum of association of the Transferee Company shall be as under:

"The Authorised Share Capital of the Company is INR 28,00,00,000/- (Rupees Twenty-Eight Crores Only) divided into 2,80,00,000 (Two-Crore Eighty-Lakh) Equity Shares of INR 10/- (Rupee Ten Only) each."

- 9.4 Upon the Scheme becoming effective, the Transferee Company shall not be required to file any forms or pay any fees, stamp duty etc., with the Registrar of Companies for alteration of its authorized share capital and alteration in the memorandum of association and articles of association, as may be required.

For, True Colors Ltd.



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Director

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Director

- 9.5 It is clarified that the approval of the shareholders to the Scheme shall be deemed to be consent/ approval of the shareholders of the Transferee Company also to the alteration of the memorandum of association and articles of association of the Transferee Company as may be required under the Act.

10. CHANGE IN OBJECT CLAUSE OF THE TRANSFEE COMPANY

- 10.1 With effect from the Appointed Date, the main object clause of the memorandum of association of the Transferee Company shall be deemed to be altered and amended, without any further act or deed, to include the objects as required for the purpose of carrying on the business activities of the Transferor Company pursuant to the applicable provisions of the Act. Accordingly, the memorandum of association of the Transferee Company shall be altered and amended and necessary revisions in numbering of the clauses inserted shall be carried out.

- 10.2 The following clause shall replace Clause III(A)(3) of the main object clause of the memorandum of association of the Transferee Company and shall read as under:

"3. To manufacture, formulate, process, develop, refine, prepare, buy, sell, trade, distribute, import, export and otherwise deal in all kinds of inks and chemical products including digital textile inks, sublimation inks, reactive inks, direct-digital inks, pigmented inks, textile dyes, pigments, percolating and post-coating chemicals and all allied or derivative ink and chemical products, as well as to buy, sell, import, export, trade and otherwise deal in textile printing machinery and its spare parts, and all ancillary materials used for bleaching, dyeing, mercerizing, calendaring, printing including digital printing, polymerizing, preparing, processing or working on cloth, yarn, thread, cotton, wool, silk, jute, synthetic fibres, rayon, nylon, polyester, staple fibres and all textile or paper-based materials."

- 10.3 For the purposes of giving effect to the amendment in the memorandum of association of the Transferee Company as provided in this Clause, the consent/ approval given by the members of the Transferee Company to this Scheme pursuant to Section 232 of the Act and any other applicable provisions of the Act shall be deemed to be sufficient, and no further resolution of members of the Transferee Company as otherwise necessary under the applicable provisions of the Act shall be required to be passed for making such change/ amendment in the memorandum of association of the Transferee Company.

For, True Colors Ltd.



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Director

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Director

Upon filing of the certified copy of this Scheme as sanctioned by the Tribunal, in terms of Section 230-232 of the Act and any other applicable provisions of the Act, together with the order of the Tribunal and a printed copy of the memorandum of association for the purposes of the applicable provisions of the Act, the Registrar of Companies shall register the same and make the necessary alterations in the memorandum of association of the Transferee Company accordingly and shall certify the registration thereof in accordance with the applicable provisions of the Act.

- 10.4 The Transferee Company shall file with the Registrar of Companies all requisite forms and complete the compliance and procedural requirements under the Act, if any.

11. DIVIDENDS

- 11.1 The Parties shall be entitled to declare and pay dividends, whether interim or final, to its shareholders in respect of the accounting period prior to the Effective Date consistent with the past practice, or in the ordinary course.
- 11.2 Upon the Scheme becoming effective, on and from the Appointed Date, the profits of the Transferor Company shall belong to and be the profits of the Transferee Company and will be available to the Transferee Company for being disposed of in any manner as it thinks fit.
- 11.3 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Board of Directors of the Transferee Company, subject to such approval of the shareholders, as may be required.

12. INTER-SE TRANSACTIONS

With effect from the Effective Date, all inter-se contracts solely between the Parties (i.e., not having any other third Person other than the Parties) shall stand cancelled and cease to operate, and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company. With effect from the Effective Date, there will be no accrual of income or expenses on account of any transactions in the nature of sale or transfer of any goods, material or services, between the Transferor Company and the Transferee Company. For avoidance of doubt, it is

For, True Colors Ltd.



Director

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Director

hereby clarified that with effect from the Effective Date, there will be no accrual of interest or other charges in respect of any inter-se loans, deposits or balances between the Transferor Company and the Transferee Company, if any.

13. PROFITS, BONUS OR RIGHTS SHARES

13.1 With effect from the Appointed Date, the Transferor Company shall not without the prior written consent of the Transferee Company, utilise, adjust or claim adjustment of profits/reserves, as the case may be, earned, incurred, or suffered after the Appointed Date.

13.2 The Transferor Company shall not after the Appointed Date, issue or allot any further securities, by way of rights or bonus or otherwise without the prior written consent of the Board of Directors of the Transferee Company.

14. CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE

14.1 With effect from the date of approval of the Scheme by the respective Board of Directors of the Parties and up to and including the Effective Date:

14.1.1 the Transferor Company shall carry on its business in ordinary course with reasonable diligence and business prudence and in the same manner as the Transferor Company had been doing hitherto;

14.1.2 the Transferor Company shall not undertake any additional financial commitments of any nature whatsoever, including borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its respective affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or Encumber or deal in any of its properties/assets, etc. except:

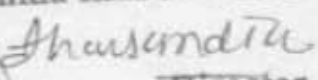
- (a) when the same is expressly provided in this Scheme; or
- (b) when the same is in the ordinary course of business as carried on, by the Transferor Company; or
- (c) when written consent of the Transferee Company has been obtained in this regard; and

14.1.3 the Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authorities concerned as necessary under Applicable

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Director


For Inkia Inks Pvt. Ltd.


Director


Law for such consents, approvals and sanctions which the Transferee Company may require to carry on the relevant business of the Transferor Company and to give effect to the Scheme.

14.2 The Transferor Company with effect from the Appointed Date and up to and including the Effective Date:

14.2.1 shall be deemed to have been carrying on and to be carrying on all business and activities and stand possessed of all the assets, rights, title, interest, authorities, contracts, investments and strategic decisions of the Transferor Company for and on account of and in trust for, the Transferee Company;

14.2.2 all profits and income accruing to the Transferor Company, and losses and expenditure incurred by it (including taxes but excluding advance taxes, if any, accruing or paid in relation to any profits or income), relating to the Transferor Company for the period from the Appointed Date based on the accounts of the Transferor Company shall for all purposes be treated as the profits, income, losses or expenditure, as the case may be, of the Transferee Company; and

14.2.3 any of the rights, powers, authorities, privileges, attached, exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, all of the obligations, duties and commitments attached, undertaken by the Transferor Company shall be deemed to have been undertaken for and on behalf of the Transferee Company.

14.3 The transfer and vesting of the assets, liabilities and obligations of the Transferor Company and the continuance of the proceedings by or against the Transferor Company under this Scheme shall not affect any transaction or proceedings already completed by the Transferor Company on or before the Effective Date in accordance with the Scheme, to the end and intent that, the Transferee Company accepts all acts, deeds and things done and executed by and or on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Transferee Company.

15. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEE COMPANY

For, True Colors Ltd.

Director

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Director

15.1 Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with the Pooling of Interests Method as prescribed under Appendix C to Ind AS 103 (Business Combinations), read with Section 133 of the Act, the Companies (Indian Accounting Standard) Rules, 2015 and other applicable guidance issued by the Institute of Chartered Accountants of India. Such accounting shall be carried out on the date determined in accordance with the requirements of Ind AS. Accordingly, the Transferee Company shall account for amalgamation as under:

15.1.1 The Transferee Company shall record all the assets, liabilities and reserves of the Transferor Company vested in it pursuant to this Scheme at the close of business immediately preceding the Appointed Date at their carrying amounts as appearing in the books of account of the Transferor Company, on the Appointed Date;

15.1.2 The Transferee Company shall credit to its share capital account, the aggregate face value of the equity shares issued by the Transferee Company pursuant to Clause 8.1 above;

15.1.3 Upon the Scheme becoming effective, the surplus/ deficit, if any, of the net value of assets, liabilities and reserves of the Transferor Company acquired and recorded by the Transferee Company in terms of Clause 4.1 over the sum of the face value of the equity shares issued upon amalgamation issued and allotted pursuant to Clause 8.1, shall be adjusted in "Capital Reserve Account" in the financial statement of the Transferee Company;

15.1.4 Inter-company transactions and balances including loans, advances, receivables, payables and other dues inter-se between the Transferor Company and the Transferee Company, if any, will stand cancelled and there shall be no further obligation/ outstanding in that behalf;

15.1.5 Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of amalgamation of the Transferor Company, as stated above, as if the amalgamation has occurred from the beginning of the comparative period. However, if business combination had

For, True Colors Ltd.



[Signature]
Director

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[Signature]
Director

occurred after that date, the prior period information shall be restated only from that date;

15.1.6 In case of difference in accounting policies between the Transferor Company and the Transferee Company, the impact of the same till Appointed Date of amalgamation will be quantified and adjusted in the reserves of the Transferee Company to ensure that the financial Statements of the Transferee Company reflect the true financial position on the basis of consistent accounting policies; and

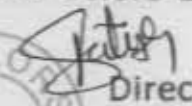
15.1.7 Notwithstanding the above, the Board of Directors of the Transferee Company, in consultation with its statutory auditors, is authorized to account any of the balances in any other manner in accordance with the applicable accounting standards as notified under the Companies Act, 2013, if such accounting treatment is considered more appropriate.

16. TAX TREATMENT

16.1 The amalgamation of the Transferor Company into the Transferee Company shall be as a going concern, in accordance with Section 2(1B) and other applicable provisions of the Income Tax Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the Income Tax Act, at a later date for any reason whatsoever, the provisions of the Income Tax Act shall prevail and the Scheme shall stand modified to the extent deemed necessary to comply with Section 2(1B) and other applicable provisions of the Income Tax Act. Such modifications, however, shall not affect the other parts of the Scheme.

16.2 All the benefit of the tax credits whether central, state or local, availed by the Transferor Company including minimum alternate tax, tax deduction at source on income of the Transferor Company, obligation for tax deduction at source on any payments made by or to be made by the Transferor Company, and the obligations, if any, for payment of the tax on any assets of the Transferor Company or their erection and/ or installation, etc. shall be deemed to have been availed by the Transferee Company, or as the case may be, deemed to be the obligations of the Transferee Company.

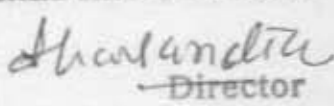
For, True Colors Ltd.


Director



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Director



16.3 With effect from the Appointed Date and upon the Scheme becoming effective, all taxes, duties, cess payable/ receivable by the Transferor Company including all or any refunds/ credits/ claims relating thereto shall be treated as the asset/ liability or refunds/ credits/ claims, as the case may be, of the Transferee Company.

16.4 The Transferee Company is expressly permitted to revise its tax returns including tax deducted at source (TDS) certificates/ returns and to claim refunds, advance tax credits, goods and service tax credits, set offs, rebates, credits, etc., on the basis of the accounts of the Transferor Company as vested with the Transferee Company upon coming into effect of this Scheme, and its right to make such revisions in the related tax returns and related certificates, as applicable, and the right to claim refunds, adjustments, credits, set-offs, advance tax credits pursuant to the sanction of this Scheme and the Scheme becoming effective is expressly reserved.

17. CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the assets, properties, and liabilities of the Transferor Company under this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Company on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent that all such acts, deeds and things made, done and executed by the Transferor Company are made, done and executed by or on behalf of the Transferee Company, unless the Board of Directors of the Transferee Company specifically objects, rebuts or negates any such acts, deeds or things for a reasonable and justifiable cause.

18. OTHER ENTITLEMENTS

18.1 On and from the Effective Date and till such time that the bank accounts of the Transferor Company have been transferred in favour of the Transferee Company or the Transferor Company's name has been replaced with that of the Transferee Company, the Transferee Company shall be entitled to maintain and operate the bank accounts of the Transferor Company in the name of the Transferor Company and for such time as may be determined to be necessary by the Transferee Company.

18.2 All cheques and other negotiable instruments (including but not limited to bank guarantee(s), letter(s) of credit), payment orders, electronic fund transfers like NEFT,

For, True Colors Ltd.

Director

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Director

RTGS etc. received or presented for encashment, in the name of Transferor Company after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company. Similarly, the bankers of the Transferee Company shall honour cheques issued by Transferor Company for payment after the Effective Date.

- 18.3 Upon the coming into effect of this Scheme, the resolutions, if any, of Transferor Company, which are valid and subsisting on the Effective Date shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.

19. DISSOLUTION OF TRANSFEROR COMPANY

On this Scheme becoming effective, the Transferor Company shall stand dissolved without winding up and the Board of Directors and any committees thereof of the Transferor Company shall, without any further act, instrument, or deed, be and stand discharged. On and from the Effective Date, the name of the Transferor Company shall be struck off from the records of the Registrar of Companies.

20. INDEMNITY BY SHAREHOLDERS OF THE TRANSFEROR COMPANY

The shareholders of the Transferor Company shall indemnify and hold harmless the Indemnified Persons for losses, liabilities (including but not limited to tax liabilities), costs, charges, expenses (whether or not resulting from third party claims), including those paid or suffered pursuant to any actions, proceedings, claims and including interests and penalties discharged by the Indemnified Persons which may devolve on Indemnified Persons on account of amalgamation of the Transferor Company with the Transferee Company but would not have been payable by such Indemnified Persons otherwise, in the form and manner as may be agreed amongst the Transferee Company and the shareholders of the Transferor Company. For avoidance of any doubt, it is hereby clarified that all the payments to the Indemnified Persons shall be grossed up to include any or all of the taxes payable with respect to the said payments.

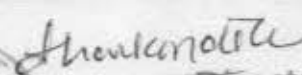
PART C

For, True Colors Ltd.


Director


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Director


GENERAL TERMS AND CONDITIONS

21. APPLICATION AND PETITION BEFORE THE TRIBUNAL

- 21.1 The Parties shall make the requisite company applications under Sections 230 to 232 of the Act and other applicable provisions of the Act to the Tribunal for seeking sanction of this Scheme.
- 21.2 Each of the Parties (acting through their respective Boards of Directors) shall, with all reasonable dispatch, make applications to the Tribunal, under the relevant provisions of Applicable Law, if any, seeking orders for dispensing with or convening, holding and/or conducting of the meetings of the classes of their respective shareholders and/or creditors and for sanctioning the Scheme with such modifications, as may be approved by the Tribunal.

22. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

- 22.1 The Parties by their respective Board of Directors may assent to any modifications/amendments to the Scheme or to any conditions or limitations that the Tribunal and/or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) subject to the approval of the Tribunal or any other authorities under the Applicable Law. The Parties by their respective Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
- 22.2 In the event, any of the conditions that may be imposed by the Tribunal, while sanctioning the Scheme, which the Board of Directors of the Parties may find unacceptable for any reason or for any other reason, the Parties shall mutually agree to withdraw from the Scheme or any alternative course of action.
- 22.3 Subject as provided hereinafter, if any part of this Scheme is held invalid, ruled illegal by the Tribunal or any other Appropriate Authority of the competent jurisdiction, or becomes unenforceable for any reason whatsoever, whether under present or future laws, then it is the intention of the Parties that such part shall be severable from the remainder

For, True Colors Ltd.


Director

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For Inkia Inks Pvt. Ltd.


Director

of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the Parties shall attempt to bring about a modification in this Scheme, as will best preserve for the Parties the benefits and obligations of this Scheme, including but not limited to such part.

23. CONDITIONS PRECEDENT

23.1 Unless otherwise decided (or waived) by Parties, the Scheme is conditional upon and subject to the following conditions precedent:

23.1.1 receipt of no-objection letters from the Stock Exchange in respect of the Scheme and the transaction contemplated herein under Regulation 37 of the SEBI LODR Regulations, which in form and substance is acceptable to the Parties, each acting reasonably and in good faith;

23.1.2 the Transferee Company complying with other provisions of the SEBI Circular, including seeking approval of the shareholders of the Transferee Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast against the proposal by the public shareholders of the Transferee Company as per the SEBI Circular. The term 'public' shall have the meaning as defined under Rule 2 of the Securities Contracts (Regulations) Rules, 1957;

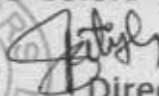
23.1.3 the Scheme being approved by the requisite majorities of the shareholders and creditors of the Parties, as required under Applicable Law, and/or as may be directed by the Tribunal or any other authority as may be prescribed or notified;

23.1.4 the sanction of the Scheme by the Tribunal under Sections 230 to 232 of the Act being obtained by the Parties; and

23.1.5 the certified copies of the orders of the Tribunal referred to in this Scheme being filed with the Registrar of Companies by the Parties.

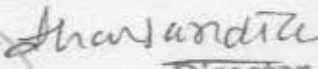
23.2 It is hereby clarified that submission of this Scheme to the Tribunal and to the Appropriate Authority for their respective approvals is without prejudice to all rights, interests, title, or defenses that Parties may have under or pursuant to all Applicable Law.

For True Colors Ltd.

 
Director

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For Inkia Inks Pvt. Ltd.

 
Director

23.3 On the approval of this Scheme by the shareholders of the Parties and such other classes of Persons of the Parties, if any, pursuant to Clause 23.1.2 above, such shareholders and classes of Persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the Scheme.

24. EFFECT OF NON-RECEIPT OF APPROVALS

24.1 In case this Scheme is not sanctioned by the Tribunal and/or Appropriate Authority or in the event, any of consents, approvals, permissions, resolutions, agreements, sanctions or conditions enumerated in this Scheme not being obtained or complied or for any other reason, this Scheme cannot be implemented, this Scheme shall become null and void and be of no effect.

24.2 In the event of revocation/ withdrawal/ nullity of the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Parties or their respective shareholders or creditors or employees or any other Person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with Applicable Law or in accordance with any agreement entered by the Parties and in such case, each Party shall bear its own costs, unless otherwise mutually agreed.

25. PROPERTY IN TRUST

Notwithstanding anything contained in this Scheme, on and after the Effective Date, until any property, asset, license, Permit, contract, agreement and rights and benefits arising therefrom pertaining to the Transferor Company are transferred, vested, recorded, effected and/ or perfected, in the records of any Appropriate Authority or otherwise, in favour of the Transferee Company, the Transferee Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, Permit, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, Permit, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authorities, the Transferee Company will continue to hold the property and/or the asset, license, Permit, contract or agreement and

For, True Colors Ltd.

 *[Signature]*
Director

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For Inkia Inks Pvt. Ltd.



[Signature]
Director

rights and benefits arising therefrom in trust for and on behalf of the Transferor Company.

26. FACILITATION PROVISIONS

For the purpose of giving effect to the amalgamation order passed under Sections 230 to 232 and other applicable provisions of the Act in respect of this Scheme by the Tribunal, the Transferee Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Transferor Company, in accordance with the provisions of Sections 230 to 232 of the Act. The Transferee Company is and shall always be deemed to have been authorized to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and facilitate and carry out any formalities or compliances as are necessary for the implementation of this Scheme.

27. REPEALS AND SAVINGS

Any direction or order given by the Tribunal or other Appropriate Authority under the provisions of the Act and any act done by the Transferor Company and the Transferee Company, based on such directions or order, shall be deemed to be in accordance with and consistent with the provisions of the Act.

28. COST, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in connection with the amalgamation of the Transferor Company into the Transferee Company, as set out in Part B of this Scheme and matters incidental thereto, shall be borne as agreed between the Parties.

29. COMPLIANCE WITH APPLICABLE LAW

The Parties undertake to comply with all Applicable Law including making the requisite intimations and disclosures to any statutory or regulatory authority and obtaining the requisite consent, approval or permission, of the Central Government, Stock Exchange, SEBI, as may be required or any other statutory or regulatory authority, which by law may be required for the implementation of this Scheme or which by law may be required in relation to any matters connected with this Scheme.

For, True Colors Ltd.



[Signature]
Director

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For Inkia Inks Pvt. Ltd.



[Signature]
Director

30. RESIDUAL PROVISIONS

The Scheme does not contain or provide for any compromise with the creditors of the Transferor Company and the Transferee Company, and it has not been drawn up to accommodate any corporate debt restructuring.

For, True Colors Ltd.

[Signature]
Director

For Inkia Inks Pvt. Ltd.

[Signature]
Director

Recommendation for Share Swap Ratio in Scheme of Amalgamation (Merger by Absorption)

of

Inkia Inks Private Limited (Transferor Company)

into and with

True Colors Limited (Transferee Company)

As on

September 30, 2025

The Information contained herein is of a confidential nature and intended for the exclusive use of the persons for whom it was prepared.

Prepared by:

TREU VALUATION SERVICES PRIVATE LIMITED

REGISTERED VALUERS' ENTITY (IBBI/RV-E/02/2023/181)

2nd Floor, Shree Gurudeo Tower, Above Shirpur Co-op Bank,

Canada Corner, Nashik – 422 005, Maharashtra, India.

To,
The Board of Directors of,
True Colors Limited and Inkia Inks Private Limited

Sub: Recommendation of Equity Share Swap Ratio to the proposed scheme of Amalgamation (Merger by Absorption) of Inkia Inks Private Limited (IIPL) into and with True Colors Limited (TCL).

Respected Sir,

We refer to our engagement letter dated November 20, 2025, regarding our engagement to provide a recommendation on the equity share exchange ratio for the proposed scheme of Amalgamation (Merger by Absorption) of Inkia Inks Private Limited (IIPL) into and with True Colors Limited (TCL) as on September 30, 2025.

In accordance with the terms of our engagement, we are pleased to enclose our Valuation Report along with this covering letter.

This Valuation Report is confidential and has been prepared exclusively for the Management of the Transferor and Transferee Companies. It should not be used, reproduced, circulated, or shared, in whole or in part, with any third party without our prior written consent. Such consent may be granted subject to our review and discretion. However, we understand that the conclusions of this report may be required for certain statutory or regulatory disclosures, and we hereby grant our consent for such specific use.

We trust this meets your requirements. Please feel free to contact us should you require any further information or clarifications.

Yours faithfully,
For Treu Valuation Services Private Limited


CA RV Parushana Chhajed
(Authorized Signatory)

VRN No. IOVRVF/TREU/2025-2026/6255

UDIN: 25146129BMONPI6495

Date: December 01, 2025



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Behind J W Marriott, Shivaji Nagar,
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1. Background of the Company:

True Colors Limited

True Colors Limited ("TCL") is a Public- Limited Company and is registered at Registrar of Companies, Ahmedabad with CIN L17299GJ2021PLC126265. The company was incorporated on October 09, 2021, the Company has its registered office at P-8, GR Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat (GJ) - 395002.

True Colors Limited is an integrated digital textile solutions company engaged in three key business verticals. The Company imports and distributes wide-format digital textile printing machines and supplies compatible inks, spare parts, and technical support. It also manufactures sublimation transfer paper used extensively in the digital printing process, enabling consistent quality and cost-efficient production. Additionally, True Colors Limited provides digital textile printing services on various fabrics and supplies printed fabrics to garment manufacturers, exporters, fashion brands, and designers. Through this end-to-end model—covering machinery, consumables, and printing services—the Company operates as a comprehensive one-stop solution provider in the digital textile printing industry.

The Director/Signatory details is as follow: -

DIN/PAN	Name	Designation	Date of Appointment
08900639	Ashishkumar Durlbhbhai Mulani	Director	09/10/2021
08885161	Sagarkumar Bipinbhai Mulani	Director	19/02/2025
08885162	Sanjay Raghubhai Desai	Director	09/10/2021
09756732	Satishkumar Jayantibhai Panchani	Director	19/02/2025
10902194	Charmi Soni	Independent Director	11/03/2025
10902196	Bhavesh Vinodchandra Singapuri	Independent Director	11/03/2025
10973263	Nanty Nalinbhai Shah	Independent Director	11/03/2025

Share Capital of the company as on September 30, 2025 is as follow: -

Particulars	Amount (in Rs.)
Authorized Share Capital	
2,50,00,000 Equity Shares of Rs. 10 each	25,00,00,000
Issued, subscribed and paid-up Capital	
2,46,54,600 Equity Shares of Rs. 10 each	24,65,46,000

Shareholders of the Company as on September 30, 2025 are as follows;

Sr No	Name of Shareholders	No. of Equity shares	% Holding
1.	Promoter and Promoter group	1,69,81,048	68.88%
2.	Public	76,73,552	31.12%
	Total	2,46,54,600	100.00%



Inkia Inks Private Limited

Inkia Inks Private Limited ("IIPL") was incorporated on February 08, 2021. The Company has its registered office at SY. No.428/1 Tps-6 B-No.6 FP No.243, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat (Gujarat) - 395002.

IIPL specializes in the development and supply of advanced printing inks for diverse industrial and commercial applications. With a strong focus on innovation, quality, and sustainability, the Company provides high-performance inks that meet the evolving needs of packaging, textiles, labels, and other specialty printing industries. Backed by a team of professionals with expertise in ink chemistry and application technologies, IIPL is committed to delivering innovative, reliable, and scalable printing solutions for packaging converters, printers, and industrial users across domestic and international markets.

The Director/Signatory details is as follow: -

DIN/PAN	Name	Designation	Date of Appointment
08885162	Sanjay Raghubhai Desai	Director	08/02/2021
08885161	Sagarkumar Bipinbhai Mulani	Director	08/02/2021
09080727	Rajeshkumar Dayabhai Dharsandiya	Director	08/02/2021

Capital Structure of IIPL as on June 30, 2025 is as follow: -

Particulars	Amount (in Rs.)
Authorized Share Capital	
30,00,000 Equity Shares of Rs. 10 each	3,00,00,000
Issued, subscribed and paid-up Capital	
30,00,000 Equity Shares of Rs. 10 each	3,00,00,000

Shareholders of IIPL as on September 30, 2025 is as under;

Sr No.	Name of Shareholders	Equity shares	% Holding
1	Sanjay Raghubhai Desai	3,64,300	12.14%
2	Sagarkumar Bipinbhai Mulani	3,64,300	12.14%
3	Ashishkumar Durlabhbhai Mulani	2,94,300	9.81%
4	Dakshaben Ashishkumar Mulani	70,000	2.33%
5	Urvisha Panchani	90,000	3.00%
6	Satish Panchani	3,49,200	11.64%
7	Rajeshkumar Dharsandiya	9,68,814	32.29%
8	Dhruvkumar Gor	1,76,148	5.87%
9	Kishan Dadhnia	3,22,938	10.76%
	Total	30,00,000	100.00%



2. Rationale of the Scheme of Amalgamation (Merger by Absorption)

The Transferee Company is specializing in digital textile printing, providing high-quality, custom fabric printing solutions for a variety of industries, including fashion, home textiles, and promotional products. They leverage advanced digital printing technology to offer vibrant, detailed prints with faster turnaround times and lower production costs compared to traditional methods.

The Transferor Company specializes in the development and supply of advanced printing inks for diverse industrial and commercial applications. With a strong focus on innovation, quality, and sustainability, the Company provides high-performance inks that meet the evolving needs of packaging, textiles, labels, and other specialty printing industries.

The proposed amalgamation of Transferor Company with the Transferee Company would result in the following benefits.

- Creation of a large entity having diversified business operations of digital printing technology.
- Providing an opportunity to leverage combined assets, capabilities, experience, expertise of both companies enabling optimum utilization of existing resources.
- Improved cash flows and more efficient utilization of capital, human resources and infrastructure to create stronger base for future growth, enhance future business potential, and achieve greater efficiencies, productivity gains and advantages by pooling of resources of the group companies thereby significantly contributing to the future growth and maximizing shareholder's value.
- Synergies arising out of consolidation of resources which will lead to efficiency in operations and other functions related to the businesses of the Companies.
- Achieve simplified corporate structure, by way of reducing the number of entities in the group
- Elimination of duplication of administrative expenses and enabling cost savings.
- Carrying on and conducting the business more efficiently and advantageously, ensuring more productive and optimum utilization of various resources.

3. Purpose of the Valuation and appointing authority

The purpose of this report is to provide a Recommendation of the Equity Share Swap Ratio for the proposed scheme of Amalgamation (Merger by Absorption) of Inkia Inks Private Limited ("IIPL") into and with True Colors Limited ("TCL").

4. Appointing Authority

Parushana Chhajed, Registered Valuer ("RV") from Treu Valuation Services Private Limited, has been appointed by the Board of Directors/Committee of Directors of Inkia Inks Private Limited ("IIPL") and True Colors Limited ("TCL") to determine the Equity Share Swap Ratio for the proposed scheme of Amalgamation (Merger by Absorption). The RV has been engaged to provide an independent and unbiased opinion on the valuation of the entities.



5. The identity of the Valuer and other Experts involved in the valuation

The assignment of Valuation of Equity Shares of the Company has been carried out by Treu Valuation Services Private Limited, an IBBI Registered Valuers Entity bearing registration number IBBI/RV-E/02/2023/181. This report has been prepared by CA Parushana Chhajer, IBBI registration number IBBI/RV/02/2021/14232. She is also fellow member of the Institute of Chartered Accountants of India vide membership no. 146129.

6. Disclosure of the Valuer's interest or conflict

We understand that we do not have any interest in the business of the Company. We are neither associated nor carrying out any relationship with the client and accordingly, we understand that there is no conflict of interest for carrying out work independently.

7. Nature and sources of the information used or relied upon

- CA certified financial statements of IIPL as on September 30, 2025.
- Projected financial statements of IIPL for the period October 01, 2025 to March 31, 2030.
- limited reviewed unaudited financial statements of TCL as on September 30, 2025.
- Projected financial statements of TCL for the period October 01, 2025 to March 31, 2030.
- The proposed scheme of Amalgamation (Merger by Absorption) of IIPL into and with TCL.
- Relevant market, industry, and sectoral data obtained from publicly available sources and financial databases.
- Management Representation Letters dated November 28, 2025.
- Such other information, explanations, and clarifications as required for the valuation and provided by the management, including verbal discussions and management inputs relied upon for this exercise.

8. Valuation date

The Equity Share Swap Ratio has been determined as on September 30, 2025, in accordance with the requirements of the Management.

9. Procedures adopted in carrying out valuation and valuation standards followed

- For preparation of valuation report, we have followed International Valuation standards.
- According to International Valuation Standard and according to scope present in engagement letter, we have valued business at fair value basis.



10. Valuation Methodology and Approach

Valuation of True Colors Limited ("TCL"):

The following are commonly used and accepted approaches for determining the value of the equity shares of an Entity/ business:

A. Market Approach

True Colors Limited (TCL) is a listed entity on the Bombay Stock Exchange (BSE) as on the valuation date. Accordingly, the valuation of its equity shares is required to be conducted in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR").

Since the equity shares of TCL have been listed for less than 90 trading days as on the relevant date, the pricing mechanism under Regulation 164(2) of SEBI ICDR becomes applicable.

Applicability of Regulation 164(2) – Shares Listed for Less Than 90 Trading Days

Regulation 164(2) provides the pricing framework for equity shares listed on a recognised stock exchange for less than 90 trading days:

"If the equity shares have been listed for a period of less than ninety trading days as on the relevant date, the price shall not be less than the highest of the following:

(a) the IPO price or the price determined under a listing scheme;

(b) the average of the VWAP of the shares quoted on the recognised stock exchange during the period the shares have been listed preceding the relevant date;

(c) the average of the VWAP of the shares quoted during the two weeks preceding the relevant date."

Thus, valuation of TCL must be carried out using the **highest** value obtained from the above three parameters.

Regulation 164(5) defines frequently traded shares as:

"...shares in which the traded turnover during the 240 trading days preceding the relevant date is at least 10% of the total number of shares of that class."

As on December 01, 2025, being the relevant date, for TCL, traded number of shares (in 41 days) is 94,14,600 and total number of equity shares are 2,46,54,600. So traded % is 38.19% (94,14,600 / 2,46,54,600), since the traded turnover exceeds 10%, the equity shares of TCL qualify as frequently traded shares.

Particulars	Value Per Share (INR)
Price issued in initial public offer	191.00
Weighted average price of the relevant 41 trading days	205.47
Weighted average price of the relevant 10 trading days	249.68
Highest of above	249.68

Detailed working of BSE data shown in Annexure I



B. Income Approach

DCF uses the future free cash flows of the company discounted by the company's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Some of the basic variables and assumptions used in the Discounted Cash Flows method are:

- The DCF valuation has been carried out using projected free cash flows for the period from October 1, 2025 to March 31, 2030, applying the mid-year discounting convention. The valuation date has been taken as September 30, 2025, and the valuation report date is December 01, 2025. For the purpose of this valuation, the limited reviewed unaudited financial statements for the period ended September 30, 2025 have been relied upon for analyzing changes in non-cash working capital, cash and bank balances, borrowings, investments, and the number of outstanding shares.
- A terminal growth rate of 3.00% has been applied from FY 2030 onwards, based on long-term economic and financial indicators including India's inflation outlook, GDP growth trajectory, historical and projected financial performance, and the Company's long-term organic and inorganic strategies. The risk-free rate considered in the valuation is 6.549%, based on the yield of a 10-year Government of India bond.
- For the purpose of estimating beta, the mean-reversion beta of 0.65 has been considered based on data for the Apparel sector published by Prof. Aswath Damodaran. This has been re-levered using the target capital structure of 86% equity and 14% debt, resulting in a levered beta of 0.73. The Equity Risk Premium (ERP) for the Indian market has been taken as 7.26%, also based on Prof. Damodaran's database. Applying the CAPM framework, the Cost of Equity has been computed at 16.35%.
- The Cost of Debt has been taken as 9.50%, and after incorporating a tax rate of 25.17%, the post-tax Cost of Debt works out to 7.11%. Based on the target capital structure of 86% equity and 14% debt, the Weighted Average Cost of Capital (WACC) has been determined at 15.01%. The total number of outstanding equity shares as of the valuation date is 2,46,54,600 shares.

Based on the DCF method, the Equity Value of True Colors Limited (TCL) is Rs. 40,682.82 lakh. On a fully diluted basis of 246.55 lakh shares, this results in a value of Rs. 165.01 per share.

Detailed working shown in Annexure II



C. Asset Approach

The value arrived at under this approach is based on the recent limited reviewed unaudited financial statements for the period ended September 30, 2025 of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted to their fair value or for any contingent liabilities that are likely to materialize. Keeping in mind the context and purpose of the Report, we have used the NAV method as to calculate the fair value of equity of the Company based limited reviewed unaudited financial statements for the period ended September 30, 2025.

The Net Asset of True Colors Limited (TCL) is Rs. 19,716.59 lakh, resulting in a Net Asset Value of Rs. 79.97 per equity share.

Detailed working shown in Annexure III

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Valuation of Inkia Inks Private Limited ("IIPL")

A. Market Approach

• Market Price Method

The market price method considers the quoted price of equity shares on a recognised stock exchange as an indicator of their fair value, assuming the shares are regularly and freely traded and the market reflects informed buyer–seller transactions. However, this approach is applicable only for companies whose securities are actively traded on recognised stock exchanges.

Inkia Inks Private Limited (IIPL) is an unlisted company and does not have any equity securities listed or traded on any recognised stock exchange in India. Accordingly, the Market Price Method is not applicable and has not been adopted for the valuation of IIPL.

• Comparable Companies Multiple (CCM) Method

Under this approach, the value of a company is derived using valuation multiples of comparable listed companies. These multiples reflect market perceptions and incorporate relevant factors such as growth expectations, profitability, business risks, and industry trends. However, for meaningful comparison, the comparable companies must be sufficiently similar in terms of business model, scale, size, product profile, growth prospects, and financial performance.

In the case of IIPL, identifying directly comparable listed companies with similar operational characteristics, scale, and financial profile is not feasible. Due to the lack of reliable and relevant comparables, the CCM Method has not been adopted for the valuation of IIPL.

• Comparable Transaction Multiple (CTM) Method

The CTM method derives valuation by applying multiples observed in Amalgamation (Merger by Absorption), acquisitions, or other corporate transactions involving comparable companies. This method requires access to reliable, recent, and industry-relevant transaction data.

For IIPL, sufficient transaction data of comparable private companies in the same line of business is not available to derive credible valuation multiples. Consequently, the CTM Method has also not been considered appropriate for the valuation of IIPL.

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B. Income Approach

DCF uses the future free cash flows of the company discounted by the company's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Some of the basic variables and assumptions used in the Discounted Cash Flows method are:

- The DCF valuation has been carried out based on projected free cash flows for the period from October 1, 2025 to March 31, 2030, applying the mid-year discounting convention. The valuation date is September 30, 2025, and the valuation report date is December 01, 2025. CA certified financial statements for the period ended September 30, 2025 have been used to compute changes in non-cash working capital, cash and bank balances, borrowings, investments, and the number of outstanding shares.
- A terminal growth rate of 3.00% has been applied from FY 2030 onwards, based on long-term economic and financial indicators such as inflation, GDP outlook, historical performance, projected financials, and the Company's strategic growth plans. The risk-free rate considered is 6.549%, based on the yield of a 10-year Government of India bond.
- In absence of directly comparable industry peers, a mean-reversion beta of 1.00 has been assumed and then re-levered using the target capital structure of 90% equity and 10% debt, resulting in a levered beta of 1.09. The Equity Risk Premium (ERP) has been considered at 7.26%, as published by Prof. Aswath Damodaran. Using the CAPM framework, the Cost of Equity has been computed at 18.98%.
- The Cost of Debt has been taken as 9.00%, and after applying a tax rate of 15.60%, the post-tax Cost of Debt works out to 7.60%. Based on the target capital structure of 90% equity and 10% debt, the Weighted Average Cost of Capital (WACC) has been determined at 17.86%. The total number of outstanding shares as on the valuation date is 30,00,000.

Based on the DCF method, the Equity Value of Inkia Inks Private Limited (IIPL) is Rs. 6,217.03 lakh. On a fully diluted basis of 30.00 lakh shares, this results in a value of Rs. 207.23 per share.

Detailed working shown in Annexure IV

C. Asset Approach

The value arrived at under this approach is based on the recent CA certified financial statements for the period ended September 30, 2025 of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted to their fair value or for any contingent liabilities that are likely to materialize.

We understand that the business of the Company is not capital intensive. Accordingly, the current NAV would not be reflective of its growth potential going forward and thus would not reveal the true business value of the Company. Hence, keeping the context and purpose of the Report in mind, we have not used this method in the Analysis.



Summary of Methodology Adopted for Valuation

Valuation Method	True Colors Limited (TCL)	Inkia Inks Private Limited (IIPL)
Market Approach	✓	×
Income Approach	×	✓
Asset Approach / NAV	×	×

The fair value of the Company needs to be determined after considering all relevant factors and the valuation methodologies discussed above. While different values may emerge under each approach, it is essential to arrive at a single representative value for the shares of the Company. This requires assigning appropriate weightages to the values derived from each method.

For True Colors Limited (TCL), being a listed entity, market-based information from an active market is generally regarded as the most reliable indicator of value. Accordingly, we have assigned 100% weightage to the Market Approach, and no weightage to other approaches. The Asset Approach is not considered as it does not adequately capture the Company's future growth prospects, and the Discounted Free Cash Flow (DCF) method is not assigned weight due to limited historical financial visibility.

For Inkia Inks Private Limited (IIPL), a business with significant growth potential and limited capital-intensive assets, the Income Approach has been exclusively employed with 100% weightage. This approach is most appropriate for such companies, where value is driven by expected future cash flows rather than existing net assets. Initial investments in operations, branding, or marketing may result in short-term losses but lay the foundation for future revenue growth, making the Income Approach the most suitable methodology for valuing IIPL.

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11. Computation of Swap Ratio

Valuation Approach	Methods	True Colors Limited			Inkia Inks Private Limited		
		Value per Equity Share (In INR)	Weights	Value per Equity Share adjusted Weight (In INR)	Value per Equity Share	Weights	Value per Equity Share adjusted Weight (In INR)
Market Approach	Market Price Method	249.68	100%	249.68	NA	0%	-
Income Approach	Discounted Cash-flow Method	165.01	0%	-	207.23	100%	207.23
Asset Approach	Net Asset Method	79.97	0%	-	NA	0%	-
Value per Equity Share				249.68			207.23
Share Swap Ratio (round-off)	0.83 : 1						

Share Swap Ratio:

The Share Swap Ratio, after rounding off, is determined to be 0.83: 1, meaning that shareholders of Inkia Inks Private Limited (IIPL) will receive 83 fully paid-up equity shares of True Colors Limited (TCL) having a face value of Rs. 10 each for every 100 fully paid-up equity share held in IIPL having a face value of Rs. 10 each.

Note: The above swap ratio is based on the current valuation and may be subject to change in accordance with any directions or orders issued by the BSE, SEBI, or other statutory/regulatory authorities.

12. Restrictions on use of the Valuation Report

This report and the information contained herein are strictly confidential and are intended solely for the use and information of the shareholders and the Board of Directors of Inkia Inks Private Limited (IIPL) and True Colors Limited (TCL). The contents of this report may be used only for the specific purpose stated herein and should not be copied, disclosed, circulated, quoted, or referred to, in whole or in part, in any correspondence or discussion with any person other than the intended recipients, except where required for statutory or regulatory purposes.

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13. Assumptions, Disclaimers, Exclusion, Limitations and Qualifications

- The valuation of any entity, business, or its assets is inherently imprecise and subject to uncertainties and contingencies, many of which are difficult to predict and beyond our control. In performing this analysis, we have made several assumptions relating to industry performance, general business conditions, and economic factors, many of which are outside the control of Inkia Inks Private Limited (IIPL) and True Colors Limited (TCL). The valuation may fluctuate with the passage of time, changes in market conditions, and the financial and operational prospects of IIPL and TCL, in addition to other factors that generally influence business valuations.
- While our work involved an analysis of financial information and accounting records, this engagement does not constitute an audit or review in accordance with generally accepted auditing standards. Accordingly, we assume no responsibility for, and make no representation regarding, the accuracy or completeness of information provided by or on behalf of the management of IIPL and TCL. This report must be read in its entirety, along with the documents and information referenced herein, and strictly within the context of its intended purpose.
- Valuation is not an exact science, and conclusions often involve professional judgment and subjective interpretation. As such, no single definitive value exists. Although we believe the valuation conclusion reached is reasonable and defensible based on the information available, alternative assumptions or interpretations may result in different valuation outcomes.
- The actual price realized in a transaction may differ from the value concluded in this report due to several factors, including negotiation dynamics, competitive bidding conditions, buyer synergies, and strategic considerations. Market perceptions, control premiums, or discounts may also influence the final transaction price. Our valuation conclusion does not represent the price at which a transaction will occur; the final price must be mutually agreed upon by the parties involved.
- This analysis is based on prevailing market, financial, economic, and industry conditions as of the valuation date, as well as information made available to us. Events occurring after the valuation date may impact this report and its underlying assumptions. We assume no obligation to update, revise, or reaffirm our conclusions following the issuance of this report.
- The final analysis necessarily involves the exercise of professional judgment by the Registered Valuer, taking into account multiple qualitative and quantitative factors. Several aspects—such as management capability, competitive landscape, investor sentiment, and yield on comparable investments—may not be evident from financial statements but can significantly influence valuation outcomes.
- During the course of this engagement, we received both written and verbal information from the management of IIPL and TCL. We evaluated such information through inquiry, analysis, and review. However, we have not conducted an independent audit, verification, or due diligence of the information provided. Our



conclusions rely upon the accuracy and completeness of the data, assumptions, and representations furnished by management.

- We confirm that we are independent of the entities evaluated and hold no present or anticipated financial interest in IIPL, TCL, or their assets. The fee charged for this engagement has no influence on our analysis or conclusion.
- This report is intended solely for the purpose stated herein and should not be used for any purpose other than the proposed scheme of Amalgamation (Merger by Absorption). The contents of this Report may not be copied, shared, or reproduced, in whole or in part, without our prior written consent, except where required for statutory or regulatory purposes.

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Annexure - I TCL - Market Approach

BSE 41 Trading days Volume Weighted Average Price (VWAP)

Relevant Date: December 01, 2025

S. No.	Date	Close Price	Shares	Turnover
1	28-Nov-25	256.70	66,000	1,70,80,710
2	27-Nov-25	258.30	69,600	1,78,00,170
3	26-Nov-25	256.85	61,800	1,60,97,040
4	25-Nov-25	257.05	47,400	1,22,74,680
5	24-Nov-25	251.35	1,83,000	4,76,00,970
6	21-Nov-25	256.10	1,51,200	3,96,47,400
7	20-Nov-25	267.90	4,93,200	13,07,12,910
8	19-Nov-25	246.40	4,41,000	10,33,61,160
9	18-Nov-25	224.00	1,58,400	3,48,65,910
10	17-Nov-25	225.75	81,000	1,81,45,530
11	14-Nov-25	224.10	1,73,400	3,92,71,290
12	13-Nov-25	234.00	7,00,200	16,04,60,790
13	12-Nov-25	213.55	6,59,400	13,65,73,380
14	11-Nov-25	194.15	1,95,000	3,76,63,140
15	10-Nov-25	201.15	71,400	1,41,28,860
16	07-Nov-25	193.90	88,800	1,70,00,460
17	06-Nov-25	201.60	80,400	1,62,81,030
18	04-Nov-25	198.65	70,200	1,40,82,570
19	03-Nov-25	199.20	3,74,400	7,39,17,510
20	31-Oct-25	191.25	91,800	1,76,32,950
21	30-Oct-25	194.35	2,74,800	5,30,71,290
22	29-Oct-25	188.05	1,40,400	2,67,73,380
23	28-Oct-25	190.80	1,91,400	3,61,69,560
24	27-Oct-25	184.10	21,000	38,65,500
25	24-Oct-25	183.25	50,400	94,02,660
26	23-Oct-25	186.75	43,200	81,20,010
27	21-Oct-25	186.55	13,200	24,62,460
28	20-Oct-25	184.30	19,800	35,95,530
29	17-Oct-25	181.40	27,600	50,42,520
30	16-Oct-25	187.60	26,400	49,80,090
31	15-Oct-25	191.65	72,600	1,39,38,180
32	14-Oct-25	193.75	1,19,400	2,30,12,730
33	13-Oct-25	193.70	4,51,200	8,73,37,110



34	10-Oct-25	190.15	1,14,000	2,16,02,940
35	19-Nov-25	175.69	49,202	59,54,348
36	18-Nov-25	173.99	40,148	37,79,768
37	17-Nov-25	172.30	31,094	16,05,189
38	06-Oct-25	188.75	2,03,400	3,91,42,800
39	03-Oct-25	189.25	2,47,200	4,64,82,600
40	01-Oct-25	187.80	3,75,600	6,71,34,810
41	30-Sep-25	183.05	24,19,200	45,52,61,220
	Total		94,23,313	1,93,61,92,950
	VWAP of 41 Trading Days			205.47

BSE 10 Trading days Volume Weighted Average Price (VWAP)

S. No.	Date	Close Price	Shares	Turnover
1	28-Nov-25	256.70	66,000	1,70,80,710
2	27-Nov-25	258.30	69,600	1,78,00,170
3	26-Nov-25	256.85	61,800	1,60,97,040
4	25-Nov-25	257.05	47,400	1,22,74,680
5	24-Nov-25	251.35	1,83,000	4,76,00,970
6	21-Nov-25	256.10	1,51,200	3,96,47,400
7	20-Nov-25	267.90	4,93,200	13,07,12,910
8	19-Nov-25	246.40	4,41,000	10,33,61,160
9	18-Nov-25	224.00	1,58,400	3,48,65,910
10	17-Nov-25	225.75	81,000	1,81,45,530
	Total		17,52,600	43,75,86,480
	VWAP of 10 Trading Days			249.68

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Preferential Allotment Guideline Principles	BSE
Price issued in initial public offer	191.00
Weighted average price of the relevant 41 trading days	205.47
Weighted average price of the relevant 10 trading days	249.68
Highest of above	249.68

Weighted average price of the relevant 41 trading days	BSE
Total Trading Turnover for the Past 41 Trading Days	1,93,61,92,950
Total Shares Traded for the Past 41 Trading Days	94,23,313
41 Trading Days Volume Weighted Average Market Price	205.47

Weighted average price of the relevant 10 trading days	BSE
Total Trading Turnover for the Past 10 Trading Days	43,75,86,480
Total Shares Traded for the Past 10 Trading Days	17,52,600
10 Trading Days Volume Weighted Average Market Price	249.68

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Annexure - II TCL - Income Approach

Valuation Working as on Date: September 30, 2025

(Amount in Rs. Lakhs)

Particulars	01-Oct-25 to 31-Mar-26	FY 2026-27	FY 2027-28	FY 2028-29	FY 2029-30
Net Profit after Tax	1,770.93	3,571.39	3,756.43	3,951.20	4,152.64
Less: Other Non-operating Income (1-t)	(39.84)	(85.56)	(89.84)	(94.34)	(99.05)
Add: Finance Cost (1-t)	398.76	229.04	222.25	217.21	214.57
Add: Depreciation & Amortization	372.37	501.67	441.73	389.59	344.09
Cash Operating Profit	2,502.22	4,216.54	4,330.57	4,463.67	4,612.25
Less: Change in Non-cash Working Capital	4,864.17	(992.22)	(707.31)	(802.45)	(904.08)
Less: Capital Expenditure	-	-	-	-	-
Free Cash Flow to Firm	7,366.39	3,224.32	3,623.26	3,661.22	3,708.17
Period Factor	0.25	1.00	2.00	3.00	4.00
Mid-Year Discounting factor	0.97	0.87	0.76	0.66	0.57
Present Value	7,113.27	2,803.48	2,739.17	2,406.61	2,119.33
NPV for Explicit Period (A)					17,181.88

Calculation of NPV for Terminal Value

Particulars	Amount (Rs. in Lakhs)
Normalized FCFF for Terminal Value	3,708.17
Continuity Value (1+g)	3,819.42
Capitalization factor for Continuity Value (WACC-g)	12.01%
Continuity value	31,798.86
Mid-Year Discounting factor	0.57
Total NPV for Terminal Value (B)	18,174.04

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Calculation of Equity Value

Particulars	Amount (Rs. in Lakhs)
Total NPV for Explicit Period (A)	17,181.88
Total NPV for Terminal Value (B)	18,174.04
Investment as on September 30, 2025 (C)	161.11
Cash & Bank Balances as on September 30, 2025 (D)	12,458.62
Enterprise Value (A+B+C+D)	47,975.65
Less: Debt as on September 30, 2025 (E)	7,292.82
Equity Value (A+B+C-D-E)	40,682.82
No of Shares on a fully diluted basis	246.55
DFCF Value per share (Rs.)	165.01

Annexure III: TCL - Asset Approach

Valuation Working as on Date: September 30, 2025

Particulars	Amount (Rs. in Lakhs)
Equity Share Capital	2,465.46
Free Reserves & Surplus	17,251.13
Book Net Worth	19,716.59
Total Equity Shares	246.55
Equity Value Per Share (Rs.)	79.97

Note:

- The valuation of the shares is arrived at on the basis of the current number of equity shares.
- We understand that there are no contingent liabilities and accordingly, no adjustment is made in this regard.
- We have considered the limited reviewed unaudited financial statements for the period ended September 30, 2025 being the latest available financial statement for this purpose.

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Annexure - IV IIPL - Income Approach

Valuation Working as on Date: September 30, 2025

(Amount in Rs. Lakhs)

Particulars	01-Oct-25 to 31-Mar-26	FY 2026-27	FY 2027-28	FY 2028-29	FY 2029-30
Net Profit after Tax	144.49	583.42	838.94	1,160.24	1,583.99
Less: Other Non-operating Income (1-t)	(0.04)	(0.14)	(0.14)	(0.14)	(0.14)
Add: Finance Cost (1-t)	28.31	53.04	46.41	39.13	33.38
Add: Depreciation & Amortization	21.88	37.95	35.52	33.25	31.13
Cash Operating Profit	194.64	674.27	920.74	1,232.49	1,648.37
Less: Change in Non-cash Working Capital	(356.39)	(46.65)	(25.77)	(31.86)	(39.82)
Less: Capital Expenditure	-	-	0.00	-	(0.00)
Free Cash Flow to Firm	(161.75)	627.62	894.97	1,200.64	1,608.55
Period Factor	0.25	1.00	2.00	3.00	4.00
Mid-Year Discounting factor	0.96	0.85	0.72	0.61	0.52
Present Value	(155.24)	532.51	644.27	733.33	833.59
NPV for Explicit Period (A)					2,588.45

Calculation of NPV for Terminal Value

Particulars	Amount (Rs. in Lakhs)
Normalised FCFF for Terminal Value	1,608.55
Continuity Value (1+g)	1,656.81
Capitalization factor for Continuity Value (WACC-g)	14.86%
Continuity value	11,148.54
Mid-Year Discounting factor	0.52
Total NPV for Terminal Value (B)	5,777.43

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Calculation of Equity Value

Particulars	Amount (Rs. in Lakhs)
Total NPV for Explicit Period (A)	2,588.45
Total NPV for Terminal Value (B)	5,777.43
Cash & Bank Balances as on September 30, 2025 (C)	51.03
Enterprise Value (A+B+C)	8,416.91
Less: Debt as on September 30, 2025 (D)	645.62
Equity Value (A+B+C-D)	7,771.29
DLOM @20%	-1,554.26
Net Equity Value	6,217.03
No of Shares on a fully diluted basis	30.00
DFCF Value per share (Rs.)	207.23

(.....END OF REPORT.....)

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FAIRNESS OPINION REPORT

FOR THE PROPOSED AMALGAMATION OF

**TRUE COLORS LIMITED
(CIN: L17299GJ2021PLC126265)
(TRANSFEREE COMPANY)**

AND

**INKIA INKS PRIVATE LIMITED
(CIN: U24299GJ2021PTC120091)
(TRANSFEROR COMPANY)**

Prepared by



GYR CAPITAL ADVISORS PRIVATE LIMITED

428, Gala Empire, Drive In Rd, near JB Tower, Nilmani Society, Thaltej,

Ahmedabad, Gujarat 380054

Email Id- info@gyrcapitaladvisors.com

Website: www.gyrcapitaladvisors.com

Report Date: December 01, 2025

SEBI Registered Category I Merchant Banker

SEBI Registration No: INM000012810

Date: December 01, 2025

To,
Board of Directors
True Colors Limited
P-8, GR Flr to 3rd Flr, Somakanji Wadi
Patel Line Khatodara, Surat, Surat,
Gujarat, India, 395002

To,
Board of Directors
INKIA INKS PRIVATE LIMITED
SY. NO.428/1 TPS-6 B-NO.6 FP NO.243,
Soma Kanji Ni Wadi U M Road
Khatodara, Surat-395002

Dear Sir/Madam,

Sub: Fairness Opinion on Fair Share Swap Ratio Pursuant to the Proposed Scheme of Arrangement for Amalgamation of Inkia Inks Private Limited (Transferor company) with True Colors Limited ("Transferee Company").

We, GYR Capital Advisors Private Limited (SEBI Registered Category I Merchant Banker), have been appointed by **Board of Director of Transferee Company and Transferor company** on November 27, 2025, to provide a Fairness Opinion on the share exchange ratio certified by Registered Valuer Ms. Parushana Chhajed from Treu Valuation Services Private Limited, Registered Valuers' Entity (IBBI Reg. No. – IBBI/RV-E/02/2023/181, dated December 01, 2025 in connection with the proposed amalgamation of Inkia Inks Private Limited (Transferor company) with True Colors Limited ("Transferee Company") , pursuant to a Scheme of Amalgamation under Sections 230 to 232 and other applicable clauses of the Companies Act, 2013.

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

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,

For, GYR Capital Advisors Private Limited



Mohit Baid
Director
DIN: 08594571
Place: Ahmedabad

CONTENT OF REPORT

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1. BRIEF ABOUT COMPANIES:

A) **True Colors Limited** ("**Transferee Company**" or "**TCL**") is public limited company incorporated under the Companies Act, 2013 on October 09, 2021, having its registered office at P-8, GR Flr to 3rd Flr, Somakanji Wadi Patel Line Khatodara, Surat, Gujarat, India, 395002. The Company Identification Number (CIN) of the company is L17299GJ2021PLC126265. True Colors Limited is an integrated digital textile solutions company engaged in three key business verticals. The Company imports and distributes wide-format digital textile printing machines and supplies compatible inks, spare parts, and technical support. It also manufactures sublimation transfer paper used extensively in the digital printing process, enabling consistent quality and cost-efficient production. Additionally, True Colors Limited provides digital textile printing services on various fabrics and supplies printed fabrics to garment manufacturers, exporters, fashion brands, and designers. Through this end-to-end model—covering machinery, consumables, and printing services—the Company operates as a comprehensive one-stop solution provider in the digital textile printing industry. Website of the company is www.truecolorsgroup.com. The Equity Shares issued by TCL are listed on the SME segment of BSE Limited.

➤ Main Objects of Company,

1. To manufacture, produce, process, cure, buy, sell, import, or otherwise deal in all kinds of cotton, woollen, rayon, silk, nylon, jute, synthetic and staple yarn/grey/fabrics of any kind or quality and to carry on the business of ginning, sizing, combing, spinning, weaving, Knitting, manufacturing, bleaching, dyeing, mercerizing, calendaring, printing, polymerizing or otherwise processing, preparing, working, embroidery or dealing in cloth, yarn, thread, cotton, wool, silk, jute and materials made there from and other synthetics, fabrics and materials.

2. To carry on in India or elsewhere the business to convert, commercialize, compound, develop, distribute, derive, grade, manipulate, coat, print, process, prepare, promote, supply import, export, buy, sell, turn to account and to act as agent, broker, concessionaire, consultant, jobworker, collaborator, transporter, stockiest or otherwise to deal in all varieties, applications, characteristics and uses of papers including writing paper, printing paper, absorbent paper, sublimation paper, packing and wrapping paper, wall and ceiling paper, news print paper, filter paper, antique paper, ivory finish paper, art paper, bangle or board paper, badamin, brown or bugg paper, bible paper, cartridge paper, cloth lined paper, wove paper, tissue paper, blotting paper, antique paper, security paper, waxed and bitumen impregnated paper, currency paper, paper board, craft paper, film products, copier paper, bond paper, bopp film, polythene products, carbon paper and whether coated, glazed, polished, corrugated, laminated or otherwise and any raw materials.

3. To buy, sell, import, or otherwise deal in all kinds of textile printing machinery its spare parts all types of Inks and ancillary all materials for bleaching, dyeing, mercerizing, calendaring, printing, digital printing, polymerizing or otherwise processing, preparing, working, embroidery or dealing in cloth, yarn, thread, cotton, wool, silk, jute and materials made there from and other synthetics, fabrics and materials.

➤ **Audited Balance sheet of True Colors Limited as at 31st March, 2025:**

Particulars	Amount (Rs. in Lakhs)
Share capital	1,895.50
Reserve and Surplus	3,653.56
Non-current Liabilities	2,489.48
Current Liabilities	7,459.19
Equities & Liabilities	15,497.72
Non-Current Assets	4,933.62
Current Assets	10,564.10
Total Assets	15,497.72

➤ **Audited Statement of Profit and Loss of True Colors Limited as at 31st March, 2025:**

Particulars	Amount (Rs. in Lakh) except per share Data
Revenue from operations	23,336.55
Other income	68.69
Total Revenue	23,405.24
Total Expenses	20,107.09
Profit Before Tax (PBT)	3,244.91
Profit After Tax (PAT)	2,422.52
Earnings per Share (EPS) Basic and Diluted	13.55

➤ **Capital Structure of the Company**

Authorised capital	Paid-up Capital
2,50,00,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 25,00,00,000.	2,46,54,600 Equity Shares of face value of Rs. 10 each amounting to Rs. 24,65,46,000.

➤ **Shareholding Pattern filed as on September 30, 2025:**

Table I - Summary Statement holding of specified securities									
Cate	Category of	Shareholding, as a % assuming full conversion of	Number of Locked in shares (XIII)	Number of Shares pledged (XIV)	Non-Disposal Undertaking (XV)	Other encumbrances, if any (XVI)	Total Number of Shares encumbered (XVII) = (XIV+XV+XVI)	Number of equity	Sub-categorization of shares

Category (I)	Shareholder (II)	Percentage of diluted share capital (XII) = (VII) + (X) As a % of (A+B+C2)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	Shares held in dematerialized form (XVIII)	Sub-category (i)	Sub-category (ii)	Sub-category (iii)
(A)	Promoter & Promoter Group	68.88	16981048	100									16981048			
(B)	Public	31.12	2879552	37.53									7673552	0	0	0
(C)	Non Promoter-Non Public															
(C1)	Shares underlying DRs															
(C2)	Shares held by Employee Trusts															
	Total	100	19860600	80.56									24654600	0	0	0

➤ **Board of Directors**

Sr. No	Name	DIN
1.	Ashishkumar Durlabhbhai Mulani	08900639
2.	Sagarkumar Bipinbhai Mulani	08885161
3.	Sanjay Raghubhai Desai	08885162

Sr. No	Name	DIN
4.	Satishkumar Jayantibhai Panchani	09756732
5.	Charmi Soni	10902194
6.	Bhavesh Vinodchandra Singapuri	10902196
7.	Nanty Nalinbhai Shah	10973263

B) Inkia Inks Private Limited (“Transferor Company” or “IPL”) is Private limited company Incorporated under the Companies Act, 2013 on February 08, 2021, having its registered office at SY. NO.428/1 TPS-6 B-NO.6 FP NO.243, Soma Kanji Ni Wadi U M Road Khatodara, Surat, Gujarat, India, 395002. The Company Identification Number (CIN) of the company is U24299GJ2021PTC120091. It is currently engaged in the business of business of manufacturing, formulating, processing, developing, refining, buying, selling, importing, exporting and dealing in chemicals and inks for cotton, silk, art silk, rayon, nylon, synthetic and staple fibers, polyester, worsted, wool, hemp and other fibre materials, as well as yarn, cloth, linen, rayon, textiles and paper products.

➤ **Main Objects of Company,**

1. To carry on the business of manufacturing, formulate, process, develop, refine buying, selling, importing, exporting and dealing in chemicals and inks, inks for cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise of textiles and papers.
2. To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockiest, distributors and suppliers of all kinds of inks are digital textile inks, Sublimation ink, Reactive inks , Direct digital inks, Pigmented inks, Textiles related dyes, Pigments, Percolating & post Coating chemicals and other such kinds of chemical /ink by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.

Audited Balance sheet of Inkia Inks Private Limited as at 31st March, 2025:

Particulars	Amount (Rs. in Lakh)
Share capital	300.000
Reserve and Surplus	108.790
Non-current Liabilities	259.241
Current Liabilities	269.915
Equities & Liabilities	937.946
Non-Current Assets	380.673
Current Assets	557.273
Total Assets	937.946

Audited Statement of Profit and Loss of Inkia Inks Private Limited as at 31st March, 2025:

Particulars	Amount (Rs. in Lakh)
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	Except per share Data
Revenue from operations	1,353.885
Other income	5.629
Total Revenue	1,359.514
Total Expenses	1,236.444
Profit Before Tax (PBT)	123.07
Profit After Tax (PAT)	102.692
Earnings per Share (EPS) Basic and Diluted	9.26

➤ **Capital Structure of the Company**

Authorised capital	Paid-up Capital
30,00,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 3,00,00,000.	30,00,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 3,00,00,000.

➤ **Shareholding as on September 30, 2025:**

Sr. No	Names of Shareholders	No of Shares	%
1.	Sanjay Raghubhai Desai	364,300	12.14%
2.	Sagarkumar Bipinbhai Mulani	364,300	12.14%
3.	Ashishkumar Durlabhbhai Mulani	294,300	9.81%
4.	Dakshaben Ashishkumar Mulani	70,000	2.33%
5.	Urvisha Panchani	90,000	3.00%
6.	Satish Panchani	349,200	11.64%
7.	Rajeshkumar Dharsandiya	968,814	32.39%
8.	Dhruvkumar Gor	176,148	5.87%
9.	Kishan Dadhnia	322,938	10.76%
	Total	30,00,000	100.00%

➤ **Board of Directors**

Sr. No	Name	DIN
1.	Sanjay Raghubhai Desai	08885162
2.	Sagarkumar Bipinbhai Mulani	08885161
3.	Rajeshkumar Dayabhai Dharsandiya	09080727

2. PURPOSE OF FAIRNESS OPINION:

We understand that True Colors Limited ("Transferee Company") with Inkia Inks Private Limited (Transferor company) propose to enter into a scheme of arrangement (the "Scheme"), which provides, among other things, for amalgamation.

In terms of our engagement, we are enclosing our opinion along with this letter, all comments as contained herein must be read in conjunction with the caveats to this opinion. The opinion is confidential and has been made in accordance with SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (Hereinafter referred to as "**Listing Regulations**") read with SEBI Master Circular no SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, it should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of **GYR Capital Advisors Private Limited**, such consent will only be given after full consideration of the circumstances at the time. We are however aware that the conclusion in this report may be used for the purpose of disclosure to be made to the stock exchanges, Hon'ble National company Law Tribunal ("NCLT") and notices to be dispatched to the shareholders and creditors for convening the meeting pursuant to the directions of Hon'ble NCLT and we provide consent for the same.

Our Fairness Opinion is limited to the share entitlement ratio proposed for the amalgamation of the Inkia Inks Private Limited ("Transferor Company") with True Colors Limited ("Transferee Company") as per the Scheme.

3. CONTEXT:

The amalgamation of the True Colors Limited ("Transferee Company") with Inkia Inks Private Limited ("Transferor Company") shall be in the interest of all concerned stakeholders including shareholders, customers, creditors, employees and general public.

All the companies mentioned above belong to the same group of management and the commercial activities are complimentary in nature. The rationale for the proposed Scheme is set out below:

The Transferee Company is specializing in digital textile printing, providing high-quality, custom fabric printing solutions for a variety of industries, including fashion, home textiles, and promotional products. They leverage advanced digital printing technology to offer vibrant, detailed prints with faster turnaround times and lower production costs compared to traditional methods.

The Transferor Company specializes in the development and supply of advanced printing inks for diverse industrial and commercial applications. With a strong focus on innovation, quality, and sustainability, the Company provides high-performance inks that meet the evolving needs of packaging, textiles, labels, and other specialty printing industries.

The Transferor Company and the Transferee Company are ultimately owned and controlled by same Promoter and Promoter Group. The proposed amalgamation of Transferor Company with the Transferee Company would result in the following benefits.

- Creation of a large entity having diversified business operations of digital printing technology.
- Providing an opportunity to leverage combined assets, capabilities, experience, expertise of both companies enabling optimum utilization of existing resources.
- Improved cash flows and more efficient utilization of capital, human resources and infrastructure to create stronger base for future growth, enhance future business potential, and achieve greater efficiencies, productivity gains and advantages by pooling of resources of the group companies thereby significantly contributing to the future growth and maximizing shareholder's value.
- Synergies arising out of consolidation of resources which will lead to efficiency in operations and other functions related to the businesses of the Companies.
- Achieve simplified corporate structure, by way of reducing the number of entities in the group
- Elimination of duplication of administrative expenses and enabling cost savings.

Carrying on and conducting the business more efficiently and advantageously, ensuring more productive and optimum utilization of various resources.

Upon the coming into effect of the Scheme with effect from the Appointed Date, the Undertaking of the Transferor Company shall, pursuant to the sanction of the Scheme by the NCLT and pursuant to the provisions of Sections 230 – 232 of the Companies Act, 2013, and all other provisions of applicable law, if any as applicable, will be and shall stand transferred to and vested in and/or be deemed to have been transferred to and vested in the Transferee Company, as a going concern, in accordance with Section 2(1B) of the Income Tax Act, 1961 without any further act, instrument, deed, matter or thing so as to become, as and from the Appointed Date, the undertaking of the Transferee Company by virtue of and in the manner provided in the Scheme.

4. VALUATION APPROACHES AND METHODS:

Valuation of True Colors Limited (“TCL”):

The following are commonly used and accepted approaches for determining the value of the equity shares of an Entity/ business:

A. Market Approach

True Colors Limited (TCL) is a listed entity on the SME Platform of BSE Limited as on the valuation date. Accordingly, the valuation of its equity shares is required to be conducted in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR”).

Since the equity shares of TCL have been listed for less than 90 trading days as on the relevant date, the pricing mechanism under Regulation 164(2) of SEBI ICDR becomes applicable.

Applicability of Regulation 164(2) – Shares Listed for Less Than 90 Trading Days

Regulation 164(2) provides the pricing framework for equity shares listed on a recognised stock exchange for less than 90 trading days:

“If the equity shares have been listed for a period of less than ninety trading days as on the relevant date, the price shall not be less than the highest of the following:

- (a) the IPO price or the price determined under a listing scheme;
 - (b) the average of the VWAP of the shares quoted on the recognised stock exchange during the period the shares have been listed preceding the relevant date;
 - (c) the average of the VWAP of the shares quoted during the two weeks preceding the relevant date.”
- Thus, valuation of TCL must be carried out using the highest value obtained from the above three parameters.

Regulation 164(5) defines frequently traded shares as:

“...shares in which the traded turnover during the 240 trading days preceding the relevant date is at least 10% of the total number of shares of that class.”

For TCL, traded number of shares (in 41 days) is 94,14,600 and total number of equity shares are 2,46,54,600. So traded % is 38.19% (94,14,600 / 2,46,54,600), since the traded turnover exceeds 10%, the equity shares of TCL qualify as frequently traded shares.

Particulars	Value Per Share (INR)
Price issued in initial public offer	191.00
Weighted average price of the relevant 41 trading days	205.47
Weighted average price of the relevant 10 trading days	249.68
Higher of 36 trading Days and 10 trading days price	249.68

B. Income Approach

DCF uses the future free cash flows of the company discounted by the company's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Some of the basic variables and assumptions used in the Discounted Cash Flows method are:

- The DCF valuation has been carried out using projected free cash flows for the period from October 1, 2025 to March 31, 2030, applying the mid-year discounting convention. The valuation date has been taken as September 30, 2025, and the valuation report date is December 01, 2025. For the purpose of this valuation, the unaudited financial statements for the period ended September 30, 2025 have been relied upon for analyzing changes in non-cash working capital, cash and bank balances, borrowings, investments, and the number of outstanding shares.
- A terminal growth rate of 3.00% has been applied from FY 2030 onwards, based on long-term economic and financial indicators including India's inflation outlook, GDP growth trajectory, historical and projected financial performance, and the Company's long-term organic and inorganic strategies. The risk-free rate considered in the valuation is 6.549%, based on the yield of a 10-year Government of India bond.
- For the purpose of estimating beta, the mean-reversion beta of 0.65 has been considered based on data for the Apparel sector published by Prof. Aswath Damodaran. This has been re-levered using the target capital structure of 86% equity and 14% debt, resulting in a levered beta of 0.73. The Equity Risk Premium (ERP) for the Indian market has been taken as 7.26%, also based on Prof. Damodaran's database. Applying the CAPM framework, the Cost of Equity has been computed at 16.35%.
- The Cost of Debt has been taken as 9.50%, and after incorporating a tax rate of 25.17%, the post-tax Cost of Debt works out to 7.11%. Based on the target capital structure of 86% equity and 14% debt, the Weighted Average Cost of Capital (WACC) has been determined at 15.01%. The total number of outstanding equity shares as of the valuation date is 2,46,54,600 shares.

Based on the DCF method, the Equity Value of True Colors Limited (TCL) is Rs. 40,682.82 lakh. On a fully diluted basis of 246.55 lakh shares, this results in a value of Rs. 165.01 per share.

C. Asset Approach

The value arrived at under this approach is based on the recent audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted to their fair value or for any contingent liabilities that are likely to materialize. Keeping in mind the context and purpose of the Report, we have used the NAV method as to calculate the fair value of equity of the Company based unaudited financials for period ending on September 30, 2025.

The Net Asset of True Colors Limited (TCL) is Rs. 19,716.59 lakh, resulting in a Net Asset Value of Rs. 79.97 per equity share.

Valuation of Inkia Inks Private Limited ("IIPL")

A. Market Approach

- **Market Price Method**

The market price method considers the quoted price of equity shares on a recognised stock exchange as an indicator of their fair value, assuming the shares are regularly and freely traded and the market reflects informed buyer-seller transactions. However, this approach is applicable only for companies whose securities are actively traded on recognised stock exchanges.

Inkia Inks Private Limited (IIPL) is an unlisted company and does not have any equity securities listed or traded on any recognised stock exchange in India. Accordingly, the Market Price Method is not applicable and has not been adopted for the valuation of IIPL.

- **Comparable Companies Multiple (CCM) Method**

Under this approach, the value of a company is derived using valuation multiples of comparable listed companies. These multiples reflect market perceptions and incorporate relevant factors such as growth expectations, profitability, business risks, and industry trends. However, for meaningful comparison, the comparable companies must be sufficiently similar in terms of business model, scale, size, product profile, growth prospects, and financial performance.

In the case of IIPL, identifying directly comparable listed companies with similar operational characteristics, scale, and financial profile is not feasible. Due to the lack of reliable and relevant comparables, the CCM Method has not been adopted for the valuation of IIPL.

- **Comparable Transaction Multiple (CTM) Method**

The CTM method derives valuation by applying multiples observed in mergers, acquisitions, or other corporate transactions involving comparable companies. This method requires access to reliable, recent, and industry- relevant transaction data.

For IIPL, sufficient transaction data of comparable private companies in the same line of business is not available to derive credible valuation multiples. Consequently, the CTM Method has also not been considered appropriate for the valuation of IIPL.

B. Income Approach

DCF uses the future free cash flows of the company discounted by the company's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Some of the basic variables and assumptions used in the Discounted Cash Flows method are:

- The DCF valuation has been carried out based on projected free cash flows for the period from October 1, 2025 to March 31, 2030, applying the mid-year discounting convention. The valuation date is September 30, 2025, and the valuation report date is December 01, 2025. Unaudited financial statements for the period ended September 30, 2025 have been used to compute changes in non-cash working capital, cash and bank balances, borrowings, investments, and the number of outstanding shares.
- A terminal growth rate of 3.00% has been applied from FY 2030 onwards, based on long-term economic and financial indicators such as inflation, GDP outlook, historical performance, projected financials, and the Company's strategic growth plans. The risk-free rate considered is 6.549%, based on the yield of a 10-year Government of India bond.
- In absence of directly comparable industry peers, a mean-reversion beta of 1.00 has been assumed and then re-levered using the target capital structure of 90% equity and 10% debt, resulting in a levered beta of 1.09. The Equity Risk Premium (ERP) has been considered at 7.26%, as published by Prof. Aswath Damodaran. Using the CAPM framework, the Cost of Equity has been computed at 18.98%.
- The Cost of Debt has been taken as 9.00%, and after applying a tax rate of 15.60%, the post-tax Cost of Debt works out to 7.60%. Based on the target capital structure of 90% equity and 10% debt, the Weighted Average Cost of Capital (WACC) has been determined at 17.86%. The total number of outstanding shares as on the valuation date is 30,00,000.

Based on the DCF method, the Equity Value of Inkia Inks Private Limited (IIPL) is Rs. 6,242.00 lakh. On a fully diluted basis of 30.00 lakh shares, this results in a value of Rs. 208.07 per share.

C. Asset Approach

The value arrived at under this approach is based on the recent unaudited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted to their fair value or for any contingent liabilities that are likely to materialize.

We understand that the business of the Company is not capital intensive. Accordingly, the current NAV would not be reflective of its growth potential going forward and thus would not reveal the true business value of the Company. Hence, keeping the context and purpose of the Report in mind, we have not used this method in the Analysis.

Summary of Methodology Adopted for Valuation

Valuation Method	True Colors Limited (TCL)	Inkia Inks Private Limited (IIPL)
Market Approach	✓	✗
Income Approach	✗	✓
Asset Approach / NAV	✗	✗

The fair value of the Company needs to be determined after considering all relevant factors and the valuation methodologies discussed above. While different values may emerge under each approach, it is essential to arrive at a single representative value for the shares of the Company. This requires assigning appropriate weightages to the values derived from each method.

For True Colors Limited (TCL), being a listed entity, market-based information from an active market is generally regarded as the most reliable indicator of value. Accordingly, we have assigned 100% weightage to the Market Approach, and no weightage to other approaches. The Asset Approach is not considered as it does not adequately capture the Company's future growth prospects, and the Discounted Free Cash Flow (DCF) method is not assigned weight due to limited historical financial visibility.

For Inkia Inks Private Limited (IIPL), a business with significant growth potential and limited capital-intensive assets, the Income Approach has been exclusively employed with 100% weightage. This approach is most appropriate for such companies, where value is driven by expected future cash flows rather than existing net assets. Initial investments in operations, branding, or marketing may result in short-term losses but lay the foundation for future revenue growth, making the Income Approach the most suitable methodology for valuing IIPL.

5. SHARE EXCHANGE RATIO FOR AMALGAMATION:

Valuation Approach	Methods	True Colors Limited			Inkia Inks Private Limited		
		Value per Equity Share (In INR)	Weights	Value per Equity Share adjusted Weight (In INR)	Value per Equity Share	Weights	Value per Equity Share adjusted Weight (In INR)

Market Approach	Market Price Method	249.68	100%	249.68	NA	0%	-
Income Approach	Discounted Cash-flow Method	165.01	0%	-	208.07	100%	208.07
Asset Approach	Net Asset Method	79.97	0%	-	NA	0%	-
Value per Equity Share				249.68			208.07
Share Swap Ratio (round-off)	83 : 100						

Transferor Companies	Exchange Ratio
Transferor Company	Shareholders of Inkia Inks Private Limited (IIPL) will receive 83 fully paid-up equity shares of True Colors Limited (TCL) having a face value of Rs. 10 each for every 100 fully paid-up equity share held in IIPL having a face value of Rs. 10 each.

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

6. LIMITATIONS/DISCLAIMERS:

- We wish to emphasize that, we have relied on explanations and information provided by the respective management and other publicly available information. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.
- We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and have not conducted an audit or due diligence or reviewed / validated the financial data except what is provided to us by the Restructured Companies.
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this scheme, which might be relevant in the context of the transaction and which a wider scope might uncover.
- We have no present or planned future interest in the Restructured company/ies and the fee payable for this opinion is not contingent upon the opinion reported herein.

- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.
- The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Fairness Opinion Report. This opinion is issued on the understanding that the Management of the Restructured Companies under the Scheme have drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Fairness opinion.

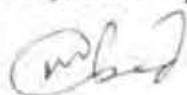
7. CONCLUSION:

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

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

"Subject to the above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, we have reviewed the Valuation Report dated December 01, 2025 of Ms. Parushana Chhajed from Treu Valuation Services Private Limited, Registered Valuers' Entity (IBBI Reg. No. – IBBI/RV-E/02/2023/181 with respect to the share exchange ratio aspects and consider it to be fair and reasonable from the point of view of equity shareholders of the Companies "

For, GYR Capital Advisors Private Limited



Mohit Baid
Director
DIN: 08594571



Place: Ahmedabad



K.N. SHELADIYA & Co.

CHARTERED ACCOUNTANTS

To,
The Board of Directors,
Inkia Inks Private Limited
Cin: U24299GJ2021PTC120091
Sy. No. 428/1 TPS-6 B No.6,
FP No. 243, Soma Kanji Ni Wadi,
U M Road, Khatodara, Surat – 395002.

Auditor's Certificate on the accounting treatment specified in the proposed Scheme of Amalgamation of Inkia Inks Private Limited ("Transferor Company") with True Colors Limited ("Transferee Company") (hereinafter referred to as the "Scheme")

Independent Auditor's Responsibility

We, K N Sheladiya & Co., Chartered Accountants (Firm Registration No:136685W) the statutory auditor of Inkia Inks Private Limited, have examined the proposed accounting treatment specified in clause 15 of the draft scheme of amalgamation between Inkia Inks Private Limited with True Colors Limited, in terms of the provisions of section(s) 230 to 232 and other applicable provisions of the Companies Act, 2013 Scheme with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the respective entities involved. Our responsibility is to examine and report whether the draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles.

Opinion

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013, read with relevant rules issued thereunder and other generally accepted principles in India.

A-411, Yash Plaza, Opp. Dhana Mill, Varachha Road, Surat-395006.

✉ kaushiksheladiya@yahoo.in ☎ +91-98246 30817



K.N. SHELADIYA & Co.

CHARTERED ACCOUNTANTS

Kaushik Sheladiya
B.com., LL.B., FCA.

Restriction on use

This Certificate is issued at the request of Inkia Inks Private Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and other related authorities. This Certificate should not be used for any other purpose without our prior written consent.

For K N Sheladiya & Co.
Chartered Accountants



Kaushikbhai N Sheladiya

Proprietor

Membership Number: 155974

Date: 26/06/2026

Place: Surat.

UDIN No.: 26155974VCPQWV3738



Lakhankiya & Dosi LLP

Chartered Accountants



To,
The Board of Directors,
True Colors Limited
P-8, Ground Floor to 3rd Floor,
Soma Kanji Ni Wadi,
Patel Line, Khatodara,
Surat, Gujarat 395002

Auditor's Certificate on the accounting treatment specified in the proposed Scheme of Amalgamation of Inkia Inks Private Limited ("Transferor Company") with True Colors Limited ("Transferee Company") (hereinafter referred to as the "Scheme")

Independent Auditor's Responsibility

We, Lakhankiya and Dosi LLP, Chartered Accountants (Firm Registration No:154114W/W100873) the statutory auditors of True Colors Limited, have examined the proposed accounting treatment specified in clause 15 of the draft scheme of amalgamation between Inkia Inks Private Limited with True Colors Limited, in terms of the provisions of section(s) 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**") with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the respective entities involved. Our responsibility is to examine and report whether the draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles.

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Opinion

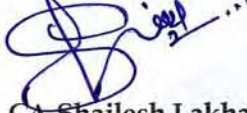
Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013, read with relevant rules issued thereunder and other generally accepted principles in India.



Restriction on use

This Certificate is issued at the request of True Colors Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and other related authorities. This Certificate should not be used for any other purpose without our prior written consent.

For, Lakhankiya and Dosi LLP,
Chartered Accountants
FRN: 154114W/W100873



CA Shailesh Lakhankiya
Partner
M.No.: 147112
UDIN: 26147112NTQSWC7681
Date: June 26, 2026
Place: Surat



DCS/AMAL/RD/R37/67/2026-27

May 14, 2026

To,
 The Company Secretary,
True Colors Limited
 P-8, Ground Floor to 3rd Floor,
 Somakanji Wadi Patel Line Khatodara,
 Surat, Gujarat – 395 002

Dear Sir/Madam,

Sub: **Scheme of Arrangement of True Colors Limited**

We refer to your application for Scheme of Arrangement between True Colors Limited ("TCL"/"Transferee Company") and Inkia Inks Private Limited ("IPL"/"Transferor Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013, filed with the Exchange under Regulation 37 of SEBI LODR Regulations, 2015, read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and Reg. 94 (2) of SEBI LODR Regulations, 2015.

In this regard, SEBI vide its Letter dated May 14, 2026, has inter alia given the following comment(s) on the said draft scheme of Arrangement: -

1. "The entity shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
2. "The entity shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the website(s) of the listed company and the stock exchanges."
3. "The entity shall ensure compliance with the SEBI circulars issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
4. "The entity is advised that the information pertaining to the Unlisted Company involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
5. "The entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."



6. "The entity is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
7. "The entity is advised that the proposed equity shares, if any, to be issued in terms of the "Scheme" shall mandatorily be in demat form only."
8. "The entity is advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
9. "No changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
10. "The entity is advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT."
11. "The entity is advised to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
12. "The entity is advised to ensure that the following additional disclosure to the public shareholders as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to take an informed decision
 - a) Impact of scheme on revenue generating capacity of Transferee Company.
 - b) Need and Rationale of the scheme, Synergies of business of the companies involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
 - c) Valuation Report and Addendum/clarification to the Valuation Report (if any) issued by Registered Valuer.
 - d) Projections considered for valuation of entities involved along with justification for growth rate considered for valuation.
 - e) Value of assets and liabilities of Transferor Company that are being transferred to Transferee Company.
 - f) Details of Revenue, PAT and EBIDTA of all the companies involved in the Scheme for last 3 years along with Audited financials for the last three years of all the entities involved in the scheme.
 - g) Latest financials of entities involved in the scheme not older than 6 months from the date of NOC of Stock Exchange should be updated on the Website and same also to be disclosed in the explanatory statement.
 - h) Undertaking with respect to the association of the promoter and promoter group of the entities involved in the scheme with the public shareholders.

PN

- i) Status of No Objection Certificate ("NOC") from the Lending Scheduled Commercial Banks/Financial Institutions/Debenture Trustees as per para-A(2)(k) of Part- I of SEBI Master Circular.
- j) Conditions imposed by lenders, if any, may be disclosed to the public shareholders along with the impact of same on the scheme.
- k) Details of shareholders of transferor company and their classification as Promoters and Public shareholders in transferee company post scheme.

Name of the Shareholder	Shares held in IIP	Share Exchange Ratio	Shares being allotted in TCL (if not, reasons for the same)	Classification in TCL post scheme (Promoter / Public)	Detailed justification for classification

- l) Pre and Post scheme shareholding of transferor and transferee companies as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.
- m) Disclose all pending actions against the entities involved in the scheme its promoters/directors/KMPs and possible impact of the same on the Transferee Company to the shareholders.

13. "The entity shall ensure that applicable additional information, if any to be submitted to SEBI along with draft scheme of arrangement as advised by email dated May 14, 2026 shall form part of disclosures to the shareholders."

14. "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

PW

Please note that the submission of documents/information, in accordance with the circular to SEBI/Exchange should not in any way be deemed or construed that the same has been cleared or approved by SEBI/Exchange. SEBI/Exchange does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the document submitted.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Kindly note that as required under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019, issued to the company

Yours faithfully,



Marian Dsouza
Assistant Vice President



Abhishek Kadlak
Deputy Manager



IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
COURT – 2

ITEM No.301
CA(CAA)/30(AHM)2026

Proceedings under Section 230-232 of Co Act,2013

IN THE MATTER OF:

Inkia Inks Private Limited
True Colors Limited

.....Applicant

.....Respondent

Order delivered on: 17/08/2026

Coram:

Mrs. Chitra Hankare, Hon'ble Member(J)
Dr. Velamur G Venkata Chalapathy, Hon'ble Member(T)

ORDER

This case is fixed for pronouncement of order

The order is pronounced in open court vide separate sheet

- SD -

DR. V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

- SD -

CHITRA HANKARE
MEMBER (JUDICIAL)



**IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH, COURT-II,
AHMEDABAD**

CA(CAA)30/(AHM)/2026

[Application under Sections 230-232 and with other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016].

Memo of Parties

Inkia Inks Private Limited

(CIN: U24299GJ2021PTC120091)

A Company registered under the provisions of the Companies Act, 2013.

Having Registered office at Survey No. 428/1 TPS-6 B No.6, FP No. 243, Soma Kanji Ni Wadi, UM Road, Khatodara, Surat, Gujarat - 395002

.....Applicant No.1/

Transferor Company No. 1

True Colors Limited

(CIN: L17299GJ2021PLC12626)

A Company registered under the provisions of the Companies Act, 2013.

Having its Registered office at registered office at P-8, Ground Floor to 3rd Floor, Soma Kanji Ni Wadi, Patel Line, Khatodara, Surat, Gujarat - 395002.

..... Applicant No.2/

Transferee Company No. 2

Order Pronounced on 17.08.2026

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**Coram:**

MRS. CHITRA HANKARE
HON'BLE MEMBER (JUDICIAL)

MR. VELAMUR G VENKATA CHALAPATHY
HON'BLE MEMBER (TECHNICAL)

Appearance:

For the Petitioner : Mr. Hitesh Agrawal, Adv.
 Companies Mr. Harsh C. Ruparelia, CA.

JUDGMENT

1. This company application has been filed under section 230 – 232 of the Companies Act, 2013 r.w. Rule 3 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, jointly by the applicant companies, viz. Inkia Inks Private Limited (Transferor Company) and True Colors Limited (Transferee Company) for the proposed Scheme of Amalgamation seeking, *inter alia*, dispensation of meeting of the equity shareholders and secured and unsecured creditors of the transferor company as well as dispensation of meeting of secured creditors of transferee company and convening of meeting equity shareholders and unsecured creditors of the Transferee company. The appointed date is stated to be 01.04.2026.
2. It is represented that registered offices of both the applicant companies are situated within the territorial jurisdiction of Registrar of Companies, Gujarat, which is falling under the jurisdiction of this Tribunal.
3. The Board of Directors of the applicant companies have approved the Scheme through Board Resolutions dated 01.12.2025 passed in their respective Board Meetings.
4. The applicant companies in this Company Application have sought for the following reliefs:

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	Equity Shareholders	Preference Shareholders	Secured Creditors	Unsecured Creditors
Inkia Inks Private Limited (Transferor Company)	Dispensation of the meeting	NA	Dispensation of the meeting	Dispensation of the meeting
True Colors Limited (Transferee Company)	To convene and hold meeting	NA	Dispensation of the meeting	To convene and hold meeting

5. Inkia Inks Private Limited (Applicant Company No.1/ Transferor Company):

- i. The details of Share Capital as on 31.03.2026 are as under :-

Particulars	Amount (INR)
Authorized Share Capital	
30,00,000 equity shares of Rs.10/- each	3,00,00,000 /-
TOTAL	3,00,00,000 /-
Issued, subscribed and paid-up share capital	
30,00,000 equity shares of Rs.10/- each, fully paid up	3,00,00,000 /-
TOTAL	3,00,00,000 /-

- ii. There are 9 Equity Shareholders as on 31.03.2026. All the Equity Shareholders of the said company has approved the proposed Scheme of arrangement in the form of written consent letters on affidavit and have further waived their right to attend the meeting.
- iii. There are no preference shares issued by the Applicant Company No.1.
- iv. The Applicant Company No. 1 has 1 Secured Creditor as on 31.03.2026. All the Secured Creditor of the said company has approved the proposed Scheme of arrangement in the form of

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written consent letters on affidavit and have further waived their right to attend the meeting.

- v. The Applicant Company No. 1, has 40 Unsecured Creditors as on 31.03.2026. It is observed that the more than 90% Unsecured Creditors of the said company has approved the proposed Scheme of arrangement in the form of written consent letters on affidavit and have further waived their right to attend the meeting.

Inkia Inks Private Limited is seeking dispensation of meetings of its Equity Shareholders, Secured Creditors and Unsecured Creditors in view of their consent affidavit for approval of the scheme.

6. True Colors Limited (Applicant Company No.2/Transferee Company):

- i. The details of Share Capital as on 31.03.2026 are as under:-

Particulars	Amount (INR)
Authorized Share Capital	
2,50,00,000 equity shares of Rs.10/- each	25,00,00,000/-
TOTAL	25,00,00,000/-
Issued, subscribed and paid-up share capital	
2,46,54,600 equity shares of Rs.10/- each, fully paid up	24,65,46,000/-
TOTAL	24,65,46,000/-

- ii. It is a Listed Public Company as on as on 31.03.2026. The applicant company No. 2 sought the directions to convene meeting of equity shareholders.

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- iii. There are no preference shares issued by the Applicant Company No. 2.
- iv. The Applicant Company No. 2 has 01 Secured Creditors as on as on 31.03.2026. All the Secured Creditors of the said company has approved the proposed Scheme of arrangement in the form of written consent letters on affidavit and have further waived their right to attend the meeting.
- vi. The Applicant Company No. 2 has 329 unsecured creditors as on as on 31.03.2026. The applicant company No. 2 sought the directions to convene meeting.

True Colors Limited is seeking convening of the meeting of Equity Shareholders and Unsecured Creditors and dispensation of meeting of secured creditors.

7. Rationale for the Scheme of Arrangement:

- (i) *Strengthening core business of the Transferee Company: The amalgamation of the Transferor Company with the Transferee Company will strengthen one of the core businesses of the Transferee Company by way of backward integration and will enable the Transferee Company to have access to fully integrated ink business under one ecosystem, which will help in significant cost-optimization through in-house production, reduced dependency on external suppliers for raw materials and finished inks, better control over quality, consistency, and development cycles, and faster product customization based on market requirements;*
- (ii) *Assured offtake and optimum utilization of capacity of Transferor Company: The Transferee Company currently services a large and growing customer portfolio across import of machines, inks and spare parts, manufacturing of sublimation*

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paper and digital textile printed fabrics. As a result of amalgamation, the existing customer base of the Transferee Company alone may utilize more than 50% of the existing production capacity of the Transferor Company, ensuring assured offtake of the products manufactured by the Transferor Company and optimum utilization of the manufacturing capacity of the Transferor Company;

- (iii) Enhanced market competitiveness and strong value proportion: The amalgamation will enable the Transferee Company to have control over the process of manufacturing ink including pre-existing/ in-house research and development, formulation expertise and process knowledge, and will result in enhanced market competitiveness and offering strong value propositions to the customers of the Transferor Company as well as the Transferee Company, with access to larger product portfolio including expansion to the global markets;*
- (iv) Reduction in layers of entities: The amalgamation will result in simplification of the shareholding structure, reduction in shareholding tiers and demonstrate direct commitment of the promoters to the Transferee Company. It will consolidate the digital textile printing ecosystem under a single unified business platform; and*
- (v) Economies of scale, synergies and other benefits: The amalgamation will also help in rationalization and standardization of the business process, economies of scale, corporate and administrative efficiencies, streamlining of operations to enable more efficient management, greater efficiency in cash management and access to cash flows generated by the combined business, control over the supply chain, reducing the multiplicity of legal and regulatory*

*Sd/-**Sd/-*



compliances, and reduction of costs, which would be beneficial for all stakeholders. Synergies that exist between the Transferor Company and the Transferee Company will also ensure optimum efficiency and reduce managerial overlaps towards their common advantage. The combined business operations will help value creation for all the stakeholders, thus, contributing to the overall growth prospects of the Transferee Company.”

8. This company application is filed on 15.07.2026. The Board of Directors of the applicant companies have agreed upon the Appointed Date as 01.04.2026. The applicants have annexed the Scheme of Arrangement with the petition and the material provisions of the proposed scheme are mentioned in the petition.
9. The applicant companies have produced certificates dated 26.06.2026 issued by K.N.Sheladiya & Co., Chartered Accountants confirming the list of the Equity Shareholders, secured creditors and unsecured creditors of the Applicant company no. 1 as on 31.03.2026 and certificate dated 17.06.2026 issues by Lakhankiya & Doshi LLP, Chartered Accountants confirming the list of the secured creditors and unsecured creditors of the Applicant company no. 1 as on 31.03.2026
10. It is submitted that the Statutory Auditors for the applicant companies No. 1 and 2 have examined the Scheme in terms of provisions of Sections 230 to 232 of Companies Act, 2013 and the rules made thereunder and certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013. The accounting treatment is proposed in clause 15 of the Scheme.

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11. It is submitted that the Scheme is in the interest of the companies and their respective shareholders, creditors, employees and all other concerned and the Scheme shall not in any manner be prejudicial to the interest of concerned shareholders, directors or creditors or key managerial personnel or any other stakeholder of either of the companies or general public at large.
12. It is submitted that there are no proceedings pending under section 210 to section 227 of the Companies Act, 2013. Further, from the 01.04.2026, all legal proceedings involving the Transferor Companies related to the business shall continue against the Transferee Company as if originally filed against it. After the Appointed Date as 01.04.2026, any proceedings against the Transferor Companies shall be defended at the Transferee Company's cost, which will reimburse and indemnify the Transferor Companies for any liabilities incurred.
13. The scheme does not contain any provision for restructuring its debts. The provisions of the Competition Act, 2002 are not applicable. No notice is required to be served on Reserve Bank of India as provisions of FEMA Act, are not applicable. The equity shares of the Transferee/Second Applicant Company are listed on BSE, and as per SEBI Master Circular SEBI/HO/CFD/POD2/P/CIW2023/93 dated June 20, 2023, as amended from time to time, the Second Applicant Company forwarded copy of the Scheme to BSE Limited on 18 December, 2025, seeking their observations on the Scheme. It is submitted that as per Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Observation

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Letter / No objection Letter dated 14.05.2026 issued by BSE Limited upon the filing of Scheme is placed on record.

14. Taking into consideration, the application filed by the Applicant Companies and the documents filed therewith as well as the position of law, this Tribunal propose to issue the following orders:-

ORDER

- i. Company Application i.e., CA(CAA)30/(AHM)/2026, is allowed.
- ii. In relation of Applicant Company No.1 i.e. Inkia Inks Private Limited (Transferor Company) :-
 - a. With respect to Equity Shareholders:
Convening of the meeting of equity shareholders of the company is hereby dispensed with.
 - b. With respect to Secured Creditors:
Convening of the meeting of Secured Creditors of the company is hereby dispensed with.
 - c. With respect to Unsecured Creditors:
Convening of the meeting of Unsecured Creditors of the company is hereby dispensed with.
- iii. In relation of Applicant Company No.2- True Colors Limited (Transferee Company):-
 - a. With respect to Equity Shareholders:

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The Applicant Company No. 1 i.e. Transferor Company is directed to convene and hold separate meeting of the equity shareholders.

The meeting of the equity shareholders shall be convened on any date within 45 days from the issue of this order.

b. With respect to Secured Creditors:

Convening of the meeting of Secured Creditors of the company is hereby dispensed with.

c. With respect to Unsecured Creditors:

The Applicant Company No. 2 i.e. Transferee Company is directed to convene and hold separate meeting of the Unsecured Creditors.

The meeting of the Unsecured Creditors shall be convened on any date within 45 days from the issue of this order.

- iv. At least one month before the date of the aforesaid meetings, an advertisement about convening of the said meetings of the Unsecured Creditors of the Applicant Companies, indicating the date, place and time as aforesaid, shall be published in "Financial Express" in English and in Gujarati translation thereof in "Sandesh". The publication shall also indicate that the statement required to be furnished pursuant to Section 102 of the

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Act read with Sections 230 to 232 of the Act can be obtained free of charge from the registered office of the Applicant Companies.

- v. In addition, at least one month before the date of the aforesaid meetings of the Equity Shareholders and Unsecured Creditors of the Applicant Company No. 2 of the Applicant Companies No. 2 to be held as aforesaid, a notice convening the said meetings, indicating the day, date, place and time as aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be furnished pursuant to Section 102 of the Act read with Sections 230 to 232 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, shall be sent to the each of the Secured and Unsecured Creditors of the Applicant Companies 1 and 2 at their respective registered or last known addresses either by Registered Post or Speed Post or E-Mail or by Courier or by Hand Delivery. The Notice shall be sent to the Equity Shareholders & Unsecured Creditors of the Applicant Company No. 2 with reference to the list of the persons appearing on the record of the Applicant Companies.
- vi. Mr. R.D.Gupta, Retd. OL , shall be the Chairman of the aforesaid meetings of the Equity Share holders and Unsecured Creditors of the Applicant Company No.2 in respect of any adjournment thereof.
- vii. Mr. Mahendra Parmar, Ex-Deputy Registrar, NCLT Ahmedabad, Mob. No. 9727548455 is appointed as

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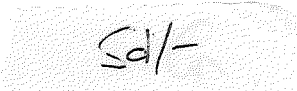


Scrutinizer appointed for the aforesaid meetings of the Equity Share holders and Unsecured Creditors of the Applicant Company No.2.

- viii. The Chairman appointed for the aforesaid meeting shall issue advertisement and send out the notice of the meeting referred to above. The Chairman / Chairperson is free to avail the services of the Applicant Companies or any agency for carrying out the aforesaid directions
- ix. The Chairman shall have all powers under the Articles of Association of the Applicant Companies and also under the Rules in relation to the conduct of meetings, including for deciding any procedural questions that may arise at the meetings or adjournment(s) thereof proposed at the said meetings, amendment(s) to the aforesaid scheme or resolutions, if any, proposed at the aforesaid meetings by any person(s) and to ascertain the decision of the meetings of the Creditors of the Applicant Companies.
- x. The quorum for the meetings of the Equity Shareholders, & Unsecured Creditors of Transferee of the Applicant Company No. 2 shall be fixed as per Rule 5 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- xi. The meetings shall be held physically or through video conferencing and voting shall be conducted through poll by polling paper or e-voting facility and the Equity Shareholders & Unsecured Creditors of the Applicant Company No. 2 present in person or by proxy shall be



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entitled to vote thereat. Subject to the directions and matters dealt with herein, the procedure for remote e-voting and voting by polling paper at the venue of the meetings shall be in so far as the same is prescribed by the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meetings and the forms prescribed thereunder shall be followed with such variations as may be required in the circumstances and in relation to the resolution for approval of the Scheme of Amalgamation.

- xii. The Chairman shall be responsible to report the result of the meetings to the Tribunal in Form No. CAA-4, as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within 7 (Seven) days of the conclusion of the meetings. The Chairperson would be fully assisted by the Authorized Representative/Company Secretary of the Applicant Companies and the Scrutinizer in preparing and finalizing the reports.
- xiii. All the aforesaid directions shall be complied with in accordance with the provisions of the Companies Act, 2013, and the Rules made thereunder, as applicable for the proposed Scheme of Amalgamation and any related or incidental matters, including but not limited to forms or formats as may be prescribed under the Rules, guidelines, standards, etc.
- xiv. We direct the applicants to pay a sum of Rs.1,00,000/- to the Chairman and a sum of Rs.50,000/- to the



Scrutinizer as their fees.

- xv. In compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (CAA) Rules, 2016, the applicant companies shall send a notice in Form No.CAA.3 along with a copy of the Scheme of Amalgamation, explanatory statement and the disclosures mentioned under Rule 6, to (i) the Central Government through the Regional Director, North Western Region; (ii) the Registrar of Companies, Gujarat, Ahmedabad; (iii) Official Liquidator; and (iv) Income Tax Department along with full details of assessing officer and PAN numbers of all the Applicant Companies with copy also to the Principal Chief Commissioner of Income Tax Office, to such other sectoral regulatory authorities who may govern the working of the Applicant Companies, stating that representations, if any, to be made by them shall be made within a period of 30 days from the date of receipt of such notice, failing which it shall be presumed that they have no objection to make on the proposed Scheme. The said notices shall be sent forthwith by email or by registered post or by speed post or by courier or by hand delivery at the office of the authority as required by sub-rule (2) of Rule 8 of the Companies (CAA) Rules, 2016. The aforesaid authorities, who desire to make any representation under sub-section (5) of Section 230 of the Act, shall send the same within 30 days to this Tribunal with a copy of the same to be supplied to the Applicant Companies.

xvi.

All the aforesaid directions are to be complied with

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Sd/-



strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

- xvii. Applicant Companies are directed to provide Valuation Report issued by IBBI registered valuer, of the applicant companies as on the date of the approval of the scheme of arrangement by the Board in the second motion petition.
- xviii. The applicant companies shall file a compliance affidavit with the Registry with regard to the directions within 7 days of this order.

15. Company Application i.e. CA(CAA)30/(AHM)/2026, is disposed of accordingly.

-SD-

DR. V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

Chit.

CHITRA HANKARE
MEMBER (JUDICIAL)

Date: August 27, 2026

To,
Board of Directors
True Colors Limited
P-8, GR Flr to 3rd Flr, Somakanjiini Wadi Patel Line
Khatodara, Surat, Gujarat, India, 395002

To,
Board of Directors
INKIA INKS PRIVATE LIMITED
SY. NO.428/1 TPS-6 B-NO.6 FP NO.243, Soma Kanji
Ni Wadi U M Road Khatodara, Surat-395002

Dear Sir,

Subject: Certificate on adequacy and accuracy of disclosure of information pertaining to the **INKIA INKS PRIVATE LIMITED** in the Abridged Prospectus in compliance master circular in relation to scheme of arrangement issued by SEBI having No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") for the purpose of the Scheme of Amalgamation of Inkia Inks Private Limited ("**Transferor Company**" or "**First Applicant Company**") with True Colors Limited ("**Transferee Company**" or "**Second Applicant Company**") and their respective Shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

We, GYR Capital Advisors Private Limited (GYR, we, us), a Category I Merchant Banker registered with SEBI, having registration no. INM000012810 have been appointed by Board of Directors (the "Board") of Inkia Inks Private Limited and True Colors Limited for the purpose of certifying the adequacy and accuracy of disclosure of information provided in Abridged Prospectus of Inkia Inks Private Limited in connection with the Scheme of Amalgamation of Inkia Inks Private Limited ("**Transferor Company**" or "**First Applicant Company**") with True Colors Limited ("**Transferee Company**" or "**Second Applicant Company**") and their respective Shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

Scope and Purpose of the Certificate:

SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circulars") inter alia prescribed that the listed entity in the present case True Colors Limited shall include the applicable information pertaining to the unlisted entity involved in the scheme in the present certificate, Inkia Inks Private Limited in the format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), in the explanatory statement or notice or proposal accompanying resolution to be passed, send to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above-mentioned requirement under the SEBI Circular.

This certificate is a specific purpose certificate issued in terms with the SEBI Circulars and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

Certification:

We state and confirm as follows:

- 1) We have examined various documents and other materials made available to us by the management of Inkia Inks Private Limited and True Colors Limited in connection with finalization of Abridged Prospectus dated August 27, 2026, pertaining to Inkia Inks Private Limited which will be circulated to the members of True Colors Limited at the time of seeking their consent to the Scheme of Amalgamation amongst Inkia Inks Private Limited ("**Transferor**

Company” or “First Applicant Company”) with True Colors Limited (**“Transferee Company” or “Second Applicant Company”**) as a part of explanatory statement to the notice.

- 2) Based on the information, documents, confirmation, representation, undertakings and certificates provided to us by Inkia Inks Private Limited and True Colors Limited and as well discussions with their management, Directors and officers, we confirm that, the information contained in the Abridged Prospectus of Inkia Inks Private Limited is adequate and accurate in the terms of the SEBI circular read with Part E of schedule VI of the SEBI ICDR Regulation.

Disclaimer:

Our scope of work did not include the following: -

- An audit of the financial statements of Inkia Inks Private Limited.
- Carrying out a market survey / financial feasibility for the Business of Inkia Inks Private Limited.
- Financial and Legal due diligence of Inkia Inks Private Limited.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of Inkia Inks Private Limited and True Colors Limited.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of Inkia Inks Private Limited and True Colors Limited, during our discussions with them, would have drawn our attention to all such information and matters which may have an impact on our Certificate.

The fee for our services is not contingent upon the result of the Scheme.

The management of Inkia Inks Private Limited and True Colors Limited or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate.

Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the Scheme of Amalgamation with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding companies/subsidiaries/associates etc.)

In no event, GYR, its directors and employees will be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

For, GYR Capital Advisors Private Limited

**BAID
MOHIT**

Digitally signed by
BAID MOHIT
Date: 2026.08.27
16:39:42 +05'30'

Mohit Baid

Director

DIN: 08594571

Place: Ahmedabad

ABRIDGED PROSPECTUS

IN THE NATURE OF ABRIDGED PROSPECTUS CONTAINING SALIENT FEATURES OF THE PROPOSED AMALGAMATION OF INKIA INKS PRIVATE LIMITED ('TRANSFEROR COMPANY') WITH TRUE COLORS LIMITED ('TRANSFeree COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS IN TERMS OF THE SCHEME ('DEFINED HEREUNDER') UNDER SECTION 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

This Abridged Prospectus is prepared pursuant to Paragraph A.3 (a) of Part-I of the Securities and Exchange Board of India ("SEBI") Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") and to comply with the requirements of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSISTS OF 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is prepared to comply with the requirement of Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and in accordance with disclosures in Abridged Prospectus as provided in Part-E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and to the extent applicable. True Colors Limited (hereinafter referred as "Transferee Company") is already listed on the SME platform of the BSE Limited. (hereinafter collectively referred as "Stock Exchanges"). Pursuant to the Scheme of Amalgamation, the Transferee Company will issue New Equity Shares (as defined in clause 8.1 of the Scheme) to the shareholders of the Transferor Company on the Effective Date, in accordance with the share exchange ratio. The share exchange ratio would be 83 (eighty-three) fully paid-up equity shares of Rs.10/- each of the Transferee Company, credited as fully paid up, for every 100 (one hundred) fully paid equity shares of Rs.10/- each held by such shareholder or his/ her/ its heirs, executors, administrators or successors in the Transferor Company. You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of Transferor Company dated 1st December 2025 and Transferee Company dated 1st December 2025 and the Audit Committee of the Transferee Company vide their resolution dated 1st December 2025 and copy of the Valuation report issued by M/s. K.N Sheladiya & Co., Independent Chartered Accountant, dated 1st December 2025, Fairness Report issued by GYR Capital Advisors Private Limited, a SEBI registered merchant banker, dated 1st December 2025 from the websites of BSE Limited ("BSE") where the equity shares issued pursuant to the Scheme are listed. A copy of Abridged Prospectus shall be submitted to the Securities and Exchange Board of India ("SEBI").

INKIA INKS PRIVATE LIMITED

Registered Office - Sy. No. 428/1 TPS-6 B No.6, FP No. 243, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat, Gujarat 395002 | **Contact Person** - Rajeshkumar Dayabhai Dharsandiya, Sanjay Raghubhai Desai, Director | **Telephone**—+919274335001 | **Email** - inkiainks@gmail.com | **Website**- <https://inkiainks.in/> | **CIN**- U24299GJ2021PTC120091

PROMOTERS OF INKIA INKS PRIVATE LIMITED - RAJESHKUMAR DAYABHAI DHARSANDIYA, SAGARKUMAR BIPINBHAI MULANI, SANJAY RAGHUBHAI DESAI, ASHISHKUMAR DURLABHBHAI MULANI, URVISHA PANCHANI, DHRUVKUMAR ARVINDBHAI GOR, KISHAN M DADHANIA, DAKSHABEN ASHISHKUMAR MULANI

INKIA INKS PVT. LTD.**CIN : U24299GJ2021PTC120091 GST : 24AAGCI0091Q1ZA****Registered Office :**

Sy No. 428/1, TPS-6, B.No.6, FP No. 243,
Soma Kanji Ni Wadi, U. M. Road,
Khatodara, Surat, Gujarat, India-395002

Factory :

Plot No 44, 1st Floor, Rajhans Zesto, Phase-4,
Kalakachha, Jalalpore,
Navsari, Gujarat, India-396415

+91 99982 23696

info@inkiainks.com

ISSUE DETAILS, LISTING AND PROCEDURE

It is proposed to amalgamate Inkia Inks Private Limited ('Transferor Company') with True Colors Limited ('Transferee Company') in terms of the Scheme. Pursuant to the Scheme of amalgamation of Transferor Company into Transferee Company, Transferee Company will issue equity shares to the shareholders of Transferor Company. Further, there will be no dilution in the stake of public shareholders in Transferee Company. **Such equity shares (issued by Transferee Company to the shareholders of Transferor Company) will be listed on the SME platform of the BSE Limited.**

Details about the basis for the swap of shares in accordance with the scheme and the share swap ratio and fairness opinion will be available on the websites of the Transferor Company and BSE.

ELIGIBILITY FOR THE ISSUE - Regulation 6(1)/6(2) of SEBI (ICDR) Regulations, 2018

Whether the company is compulsorily required to allot at least 75% of the net offer to qualified institutional buyers - **Not Applicable**

- The equity shares sought to be listed are proposed to be allotted by the Transferee Company to the shareholders of the Transferor Company pursuant to a Scheme to be sanctioned by NCLT under Section 230 to 232 of the Companies Act, 2013; and
- The percentage of shareholding, of pre-scheme public shareholders of the Transferee Company, in the post scheme shareholding pattern of the Transferee Company shall not be less than 25%

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme, and is not an offer to the public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the NCLT, the time frame cannot be established with certainty. However, in general, it may take 4 to 5 months after the shareholders' meeting.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity shares of Transferee Company unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Transferee Company and its current status, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Abridged Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" at page 09 of this Abridged Prospectus.

PRICE INFORMATION OF LEAD MANAGER

Not Applicable since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme.

Merchant Banker - GYR Capital Advisors Private Limited Contact person - Mr. Mohit Baid Telephone - +91 87775 64648 Email ID - info@gyrcapitaladvisors.com	Statutory Auditors K.N. Sheladiya & Company Address - A-411, Yash Plaza, Opp. Dhana Mill, Varachha Road, Surat, 395006, India Telephone – +91 9824630817 Fax - NA Registration No. – 136685W
Syndicate Members - Not Applicable Credit Rating Agencies - Not Applicable Debenture Trustee - Not Applicable Self-Certified Syndicated Banks - Not Applicable	Registrar - Not Applicable Non-Syndicate Registered Brokers - Not Applicable

PROMOTERS OF INKIA INKS PRIVATE LIMITED

Mr. Ashishkumar Durlbhbhai Mulani, aged 39, is the Promoter of Inkia Inks Private Limited. He has completed secondary education from Gujarat Secondary Education Board. He has also completed certificate course in AUTOCAD in 2D and 3D from Dharm Design Care. With more than 13 years of experience in the digital textile printing industry. He is responsible for workflow management, execution, and business development, ensuring the integration of various processes within the organization. Prior to joining our company, he was working for the True Colors Impex as a proprietor.

Mr. Sanjay Raghubhai Desai, aged 36, is the Promoter of Inkia Inks Private Limited. He holds degree of Bachelor of Technology (Mechatronics Engineering) from Ganpat University. With more than 13 years of experience in the digital textile printing industry. He is responsible for sales and marketing in our company, focusing on expanding our market reach and strengthening our international sourcing network. His experience in building and maintaining relationships with suppliers and clients has contributed to our market positioning. Prior to joining our company, he was working for the True Colors Print as a partner. He was appointed as Chairman of the Laser and Screen-Printing Committee by the South Gujarat Chamber of Commerce & Industry (SGCCI), reflecting his industry expertise and recognition for the FY 2024-25.

Mr. Sagarkumar Bipinbhai Mulani, aged 35, is the Promoter of Inkia Inks Private Limited. He holds degree of Bachelor of Engineering (Electronics and Communication) from Veer Narmad South Gujarat University. Further he has also completed certificate course on Financial Analysis from upGrad and Digital Innovations in the Financial System from Upgrad. He has also applied for Financial Modelling and Valuation course in NSE Academy Limited. With more than 13 years of experience in the digital textile printing industry. He is responsible for financial planning, budgeting, and fund management. He oversees the overall administration and financial management. Prior to joining our company, he was working for the True Colors Print as a partner.

Urvisha Panchanai, aged 34 years, is a Promoter of Inkia Inks Private Limited. She holds a Bachelor of Engineering (Electronics and Communication) degree from the Institute of Technology and Research Centre, Bardoli. She has around 11 years of experience in the textile manufacturing and apparel industry, giving her a strong understanding of the textile value chain and related business operations. In addition to her association with Inkia Inks Private Limited, she is actively engaged in the B2C business of Fabcurate Private Limited, further contributing to her exposure to the textile and consumer-oriented business segments.

Dhruvkumar Arvindbhai Gor, aged 33 years, is a Promoter of Inkia Inks Private Limited. He holds a Bachelor of Business Administration (BBA) degree and has around 7 years of experience in the ink manufacturing business and digital textile printing industry. His experience provides him with practical knowledge of the operational and commercial aspects of the industry. He is primarily responsible for administration and related business functions at Inkia Inks Private Limited and plays an active role in the management and day-to-day affairs of the Company.

Rajeshkumar Dayabhai Dharsandiya, aged 54 years, is a Promoter of Inkia Inks Private Limited. He holds a Master's degree in Chemistry and possesses extensive knowledge and experience in the manufacturing of digital textile printing inks. With his technical expertise and industry experience, he plays an important role in the manufacturing operations of the Company. He oversees the production function along with administration, contributing to production planning, manufacturing processes, quality-related aspects and overall operational management of Inkia Inks Private Limited.

Dakshaben Ashishkumar Mulani, aged 35 years, is a Promoter of Inkia Inks Private Limited. She holds a Bachelor of Commerce (B.Com.) degree and is actively involved in the business operations of the Company. She primarily looks after the sales function, contributing to the development and management of customer relationships, sales activities and overall business growth of Inkia Inks Private Limited.

Kishan M. Dadhanian, aged 34 years, is a Promoter of Inkia Inks Private Limited and holds a Bachelor of Computer Applications (BCA) degree. He has approximately 4–5 years of experience in the Digital Textile Printing Industry and is actively involved in the day-to-day operations of the Company. He primarily looks after the packing and dispatch functions, including supervision of packing of finished products, proper handling and identification of goods, coordination of dispatch activities, and ensuring timely and efficient movement of products.

SUMMARY OF BUSINESS AND INDUSTRY

Inkia Inks Private Limited is a technology-driven manufacturer of specialized inks for the Digital Textile Printing Industry.

As a first-mover in the segment, the Company offers a comprehensive portfolio of Sublimation, Reactive, Pigment and Disperse Inks, engineered for a wide range of substrates including polyester, cotton, and other natural and synthetic fabrics.

Our inks are known for their superior colour accuracy, vibrancy, durability, colour fastness and eco-conscious formulations, manufactured in compliance with stringent quality standards.

Backed by modern manufacturing infrastructure, scalable production capabilities, customized technical support and strong industry collaborations, Inkia Inks is well-positioned to meet the evolving demands of the digital textile printing market.

BOARD OF DIRECTORS OF INKIA INKS PRIVATE LIMITED

S. No.	Name	Designation	Experience including current/ past position held in other firms – (20-40 words for each director)
1.	Sanjay Raghubhai Desai	Director	For Details, please refer to “Promoter of Inkia Inks Pvt Ltd” on page 03 of this Abridged Prospectus
2.	Sagarkumar Bipinbhai Mulani	Director	For Details, please refer to “Promoter of Inkia Inks Pvt Ltd” on page 03 of this Abridged Prospectus
3.	Rajeshkumar Dayabhai Dharsandiya	Director	For Details, please refer to “Promoter of Inkia Inks Pvt Ltd” on page 03 of this Abridged Prospectus

DETAILS OF THE SCHEME OF ARRANGEMENT AND LISTING

The Transferee Company, True Colors Limited, will issue equity shares as a part of the Scheme to the shareholders of the Transferor Company, Inkia Inks Private Limited. The proposed Scheme, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, aims to consolidate the businesses, assets, and operations of the Transferor Company and Transferee Company.

DETAILS OF THE SCHEME OF ARRANGEMENT

This Scheme of Arrangement ("Scheme") is presented pursuant to the provisions of Section 230 to Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification or re-enactment thereof, for the time being in force). It presents amalgamation of Transferor Company (Inkia Inks Private Limited) into Transferee Company (True Colors Limited) by way of merger by absorption and dissolution of Transferor Company without winding up and consequent issuance of Transferee Company Shares in accordance with the Fair Share Exchange Ratio to the members, in respect of each share of Transferor Company held by them in accordance with this Scheme in the

present form or with such alterations / modifications, as may be approved or imposed or directed by National Company Law Tribunal

Upon coming into effect of the Scheme and in consideration for amalgamation of Transferor Company with Transferee Company, Transferee Company shall, without any further application or deed, issue and allot equity shares of face value INR 10/- each, credited as fully paid up, to all the shareholders of Transferor Company or to their respective heirs, executors, administrators or other legal representatives or the successors in title, as the case may be, whose names appear in the register of members of Transferor Company as on the Record Date in the following proportion:

83 (eighty-three) fully paid-up equity shares of Rs.10/- each of the Transferee Company, credited as fully paid up, for every 100 (one hundred) fully paid equity shares of Rs.10/- each held by such shareholder or his/ her/ its heirs, executors, administrators or successors in the Transferor Company

OBJECTS/RATIONALE OF THE SCHEME

The reasons and circumstances leading to and justifying the proposed Scheme of the Transferor Company with the Transferee Company, making it beneficial for all the stakeholders are as follows:

□ **Strengthening core business of the Transferee Company:** The amalgamation of the Transferor Company with the Transferee Company will strengthen one of the core businesses of the Transferee Company by way of backward integration and will enable the Transferee Company to have access to fully integrated ink business under one ecosystem, which will help in significant cost-optimization through in-house production, reduced dependency on external suppliers for raw materials and finished inks, better control over quality, consistency, and development cycles, and faster product customization based on market requirements;

□ **Assured offtake and optimum utilization of capacity of Transferor Company:** The Transferee Company currently services a large and growing customer portfolio across import of machines, inks and spare parts, manufacturing of sublimation paper and digital textile printed fabrics. As a result of amalgamation, the existing customer base of the Transferee Company alone may utilize more than 50% of the existing production capacity of the Transferor Company, ensuring assured offtake of the products manufactured by the Transferor Company and optimum utilization of the manufacturing capacity of the Transferor Company;

□ **Enhanced market competitiveness and strong value proportion:** The amalgamation will enable the Transferee Company to have control over the process of manufacturing ink including pre-existing/ in-house research and development, formulation expertise and process knowledge, and will result in enhanced market competitiveness and offering strong value propositions to the customers of the Transferor Company as well as the Transferee Company, with access to larger product portfolio including expansion to the global markets;

□ **Reduction in layers of entities:** The amalgamation will result in simplification of the shareholding structure, reduction in shareholding tiers and demonstrate direct commitment of the promoters to the Transferee Company. It will consolidate the digital textile printing ecosystem under a single unified business platform; and

□ **Economies of scale, synergies and other benefits:** The amalgamation will also help in rationalization and standardization of the business process, economies of scale, corporate and administrative efficiencies, streamlining of operations to enable more efficient management, greater efficiency in cash management and access to cash flows generated by the combined business, control over the supply chain, reducing the multiplicity of legal and regulatory compliances, and reduction of costs, which would be beneficial for all stakeholders. Synergies that exist between the Transferor Company and the Transferee Company will also ensure optimum efficiency and reduce managerial overlaps towards their common advantage. The combined business operations will help value creation for all the stakeholders, thus, contributing to the overall growth prospects of the Transferee Company.

The amalgamation is in the interest of the Transferor Company and the Transferee Company and their respective shareholders, creditors and all other stakeholders and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large. The amalgamation will have no adverse implications.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years - Not Applicable

Name of monitoring agency, if any: As the equity shares are issued pursuant to Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and the size of such issue is less than Rs. 100 crores, the appointment of a monitoring agency is not required. Accordingly, no monitoring agency has been appointed in respect of the Offer.

PRE AND POST AMALGAMATION SHAREHOLDING PATTERN OF THE TRANSFEROR COMPANY AND THE TRANSFEREE COMPANY:

Sr . N o.	Description	Name of Shareholder	Transferor Company		Transferee Company			
			Pre-Scheme		Pre-Scheme		Post-Scheme	
			No. of Shares	Percent age	No. of Shares	Percent age	No. of Shares	Percent age
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
	Individuals/ Hindu Undivided Family	Ashishkumar Durlbhbhai Mulani	2,94,300	9.81%	42,28,499	17.15%	44,72,768	16.48%
		Sanjay Raghubhai Desai	3,64,300	12.14	42,28,499	17.15%	45,30,868	16.69%
		Paresh Raghubhai Desai	0	0	51,852	0.21	51,852	0.19%
		Satishkumar Jayantibhai Panchani	3,49,200	11.64%	42,32,299	17.17%	45,22,135	16.66%
		Sagarkumar Bipinbhai Mulani	3,64,300	12.14%	42,28,499	17.15%	45,30,868	16.69%
		Dakshaben Ashishkumar Mulani	70,000	2.33%	3,800	0.02%	61,900	0.23%
		Bhavikaben Sagarkumar Mulani	0	0	3,800	0.02%	3,800	0.01%
		Komal Sanjay Desai	0	0	3,800	0.02%	3,800	0.01%

Sr · N o.	Description	Name of Sharehol der	Transferor Company		Transferee Company			
			Pre-Scheme		Pre-Scheme		Post-Scheme	
			No. of Shares	Percent age	No. of Shares	Percent age	No. of Shares	Percent age
		Urvisha Panchani	90,000	3%	0	0	74,700	0.28%
		Hetalben Lalabhai Desai	0	0	3000	0.01%	3000	0.01%
		Rajeshku mar Dharsandi ya	9,68,81 4	32.29%	0	0	0*	0%
		Dhruvku mar Arvindbh ai Gor	1,76,14 8	5.87%	0	0	0*	0%
		Kishan M Dadhania	3,22,93 8	10.76%	0	0	0*	0%
	Sub Total(A)(1)	12	30,00,0 00	100%	1,69,84, 048	68.89%	1,82,55,6 91	67.25%
2	Foreign	None						
	Sub Total(A)(2)		0	0	0	0	0	0
	Total Shareholdin g of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	12	30,00,0 00	100%	1,69,84, 048	68.89%	1,82,55,6 91	67.25%
(B)	Public shareholdin g							
1	Institutions							
(a)	Alternate Investment Funds	16	0	0	20,76,99 2	8.42%	20,76,99 2	7.65%
(b)	Financial Institutions/ Banks	1	0	0	26,400	0.11%	26,400	0.10%
(c)	Insurance Companies	1	0	0	28,200	0.09%	28,200	0.10%
(d)	Foreign Institutional Investors	4	0	0	1,89,000	0.76%	1,89,000	0.70%
(e)	Any Other	1	0	0	5,400	0.02%	5,400	0.02%
	Sub-Total (B)(1)	23	0	0	23,25,99 2	09.43%	23,25,99 2	8.57%

Sr · N o.	Description	Name of Shareholder	Transferor Company		Transferee Company			
			Pre-Scheme		Pre-Scheme		Post-Scheme	
			No. of Shares	Percent age	No. of Shares	Percent age	No. of Shares	Percent age
2	Non-institutions							
(a)	Bodies Corporate	27	0	0	5,21,328	2.11%	5,84,328	1.92%
(b)	Individuals							
I	Individuals – i. Individual shareholders holding nominal share capital up to Rs 2 lakh	1,354	0	0	22,71,365	9.21%	16,12,893	8.37%
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	37**	0	0	20,43,853	8.29%	32,62,208**	12.02%
(c)	Any Other	143	0	0	5,08,014	2.06%	5,03,216***	1.87%
	Sub-Total (B)(2)	1,562	0	0	53,44,560	21.68%	65,62,917	24.18%
(B)	Total Public Shareholding (B) = (B)(1) + (B)(2)	1,584	0	0	76,70,552	31.11%	88,88,909	32.75%
	GRAND TOTAL (A)+(B)	1,596	30,00,000	100%	2,46,54,600	100%	2,71,44,600	100%

* Upon the Scheme becoming effective, 3 (three) existing promoters of the Transferor Company, namely (a) Mr. Rajeshkumar Dharsandiya, (b) Mr. Dhruvkumar Gor, and (c) Mr. Kishan Dadhnia, shall cease to be classified as promoters, as they are not part of the promoters or promoter group of the Transferee Company nor are they “Relative” or “Immediate Relatives” of the promoters or promoter group of the Transferee Company, as per SEBI ICDR Regulations, 2018. Consequently, their respective shareholding in the Transferee Company, to be allotted pursuant to the Scheme, shall be reclassified in the “Public” category.

** Pre Scheme, the number of public, non-institutional, individual shareholders holding shares with nominal value in excess of ₹2 lakh is 35. This comparative chart is reflecting the different number because the aforementioned 3 (three) individuals namely, (a) Mr. Rajeshkumar Dharsandiya, (b) Mr. Dhruvkumar Gor, and (c) Mr. Kishan Dadhnia shall form part of the public, non-institutional, individual shareholders holding shares with nominal value in excess of ₹2 lakh, and the increase in the number of shares in post-scheme scenario in this category is on account of issuance of shares to these 3 (three) aforementioned individuals. Please note that the post-Scheme count of shareholders in this category may further vary on account of consolidation of Mr. Rajeshkumar

Dharsandiya's existing minor shareholding, which, upon allotment under the Scheme, will cumulatively exceed the ₹2 lakh threshold.

*** Pursuant to the share exchange ratio envisaged under the Scheme, an aggregate of only 2 (Two) equity shares of the Transferee Company are expected to arise on account of fractional entitlements. In accordance with the provisions of the Scheme, such shares shall be allotted to a trustee nominated by the Transferee Company and, upon sale thereof, the net sale proceeds shall be distributed amongst the entitled shareholders in proportion to their respective fractional entitlements.

AUDITED FINANCIALS

INKIA INKS PRIVATE LIMITED-STANDALONE

(Rs in Thousand)

Particulars	FY 25-26	FY 24-25	FY 23-24
Total income from operations	2,46,814.04	1,35,388.54	28,731.10
Net Profit/ Loss before tax and extraordinary items	47,016.01	12,307.08	2,671.14
Net Profit/ Loss after tax and extraordinary items	46,895.79	10,269.23	1,976.35
Equity Share Capital	30,000.00	30,000.00	14,000.00
Reserve & Surplus	57,774.83	10,879.04	609.81
Net Worth (Note 1)	87,774.83	40,879.04	14,609.81
Basic earnings per share (in Rs)	15.63	9.26	1.78
Diluted earnings per share (in Rs)	15.63	9.26	1.78
Return on net worth(%) (Note 2)	53.42%	25.12%	13.53%
Net Asset Value Per Share(Rs) (Note 3)	29.26	13.63	10.43

Note 1 : Net worth comprises of equity shares capital and other equity;

Note 2: Return on net worth = Profit / (loss) after tax / Net worth* 100;

Note 3: Net asset value per share = Net worth / Total number of share outstanding

INTERNAL RISK FACTORS

INKIA INKS PRIVATE LIMITED

1. Our growth of the business is dependent on business opportunities which are under consideration, which has its own potential risk associated with it.
2. The completion of implementation of the Scheme is subject to receipt of various approvals, including approval from shareholders and unsecured creditors of Transferee Company, regulatory authorities and the NCLT. In the event that any of the requisite approvals are not received, the Scheme may not become effective, in which case the proposed amalgamation of Inkia Inks Private Limited with True Colors Limited would not be implemented and the intended objectives and benefits of the Scheme would not be achieved.
3. The Transferor Company is presently an unlisted company, and its securities are presently not available for trading on any stock exchange.
4. The Transferor Company will be dissolved without winding up pursuant to the Scheme, which may or may not adversely affect the shareholders.
5. Economic slow-down, recession, down-grade in credit ratings, health pandemics, natural calamities would adversely affect the business.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

INKIA INKS PRIVATE LIMITED

SUMMARY TABLE OF OUTSTANDING LITIGATIONS

Total number of outstanding litigations against the Transferor Company and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in Crores)
Transferor Company						
By the Transferor Company	NIL	NIL	NIL	NIL	NIL	NIL
Against the Transferor Company	NIL	NIL	NIL	NIL	NIL	NIL
Directors						
By our Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against our Director	1*	NIL	NIL	NIL	NIL	Not ascertainable
Promoters						
By our Promoter	3#	NIL	NIL	NIL	NIL	20 lakhs (approx.)
Against our Promoter	1*	NIL	NIL	NIL	NIL	Not ascertainable
Subsidiaries						
By our Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
Against our Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL

Note:

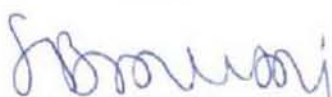
* Pertains to Motor Vehicles Act, 1988

Pertains to Negotiable Instruments Act, 1938 not amounting to any liability of the Promoter

DECLARATION BY THE COMPANY

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

For Inkia Inks Private Limited





Name: Sagarkumar Bipinbhai Mulani

Designation: CFO & Executive Director

DIN: 08885161

Date: August 27, 2026

Place: Surat

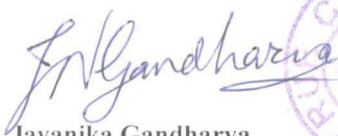


Compliance Report

It is hereby certified that the draft scheme of amalgamation involving Inkia Inks Private Limited and True Colors Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

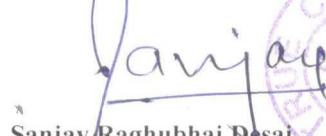
Sr.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied (to the extent applicable, being an SME listed company)
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors' certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	E-voting will be provided to the public shareholders of True Colors Limited

For True Colors Limited



Javanika Gandharva
Company Secretary

For True Colors Limited



Sanjay Raghubhai Desai
Managing Director

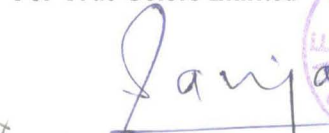
Certified that the transactions/ accounting treatment provided in the draft scheme of amalgamation involving Inkia Inks Private Limited with True Colors Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For True Colors Limited



Sagarkumar Bipinbhai Mulani
Chief Financial Officer

For True Colors Limited



Sanjay Raghubhai Desai
Managing Director

Date: 24/03/2026

Place: Surat

TRUE COLORS LIMITED

(Formerly known as TRUE COLORS PRIVATE LIMITED)

+91 92743-35001
info@truecolorsgroup.com
www.truecolorsgroup.com

REGISTERED OFFICE
True Colors House, P-8, GR Flr to 3rd Flr,
Somakanji ni Wadi, Patel Line, Khatodara,
Surat, Gujarat, India, 395002

FACTORY
Plot No. 44 & 51, Rajhans Zesto Kalakachha,
Jalalpore (Near Palasana Cross Road)
Navsari-396415 Gujarat (India)

Annexure - 12

Response to the queries raised by the BSE Limited ("BSE") on the proposed Scheme of Amalgamation (Merger by Absorption) of Inkia Inks Private Limited ("IIPL"/"Transferor Company") into and with True Colors Limited ("TCL"/"Transferee Company") (hereinafter referred to as the "Scheme") dated **January 21, 2026**.

Clarification with respect to Valuation Report

(a) Clarification regarding consideration of 41 Trading Days VWAP instead of 90 Trading Days VWAP:

The Transferee Company was listed on the BSE on September 30, 2025. The Relevant Date for the purpose of valuation under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") has been considered as December 01, 2025.

As on the Relevant Date, the equity shares of the Transferee Company had been listed for 41 (forty-one) trading days, which is less than 90 (ninety) trading days. Accordingly, the pricing provisions prescribed under Regulation 164(2) of the SEBI ICDR Regulations are applicable. In terms of Regulation 164(2), where the equity shares have been listed for a period of less than 90 (ninety) trading days as on the Relevant Date, the price shall not be less than the highest of the price at which the equity shares were issued in the initial public offer or under the scheme pursuant to which the shares were listed, the average Volume Weighted Average Price ("VWAP") of the equity shares quoted during the period for which the shares have been listed preceding the Relevant Date, and the average VWAP of the equity shares quoted during the two weeks preceding the Relevant Date.

Since the Transferee Company had been listed for only 41 (forty-one) trading days as on the Relevant Date, the VWAP for 41 (forty-one) trading days represents the VWAP for the entire period for which the shares had been listed and has accordingly been considered in the Valuation Report. Therefore, the 90 (ninety) trading days VWAP is not applicable in the present case, as the equity shares of the Transferee Company had not been listed for the requisite period of 90 (ninety) trading days as on the Relevant Date.

(b) PAT Projections used under the DCF Method for IIPL: The Profit After Tax ("PAT") projections of Inkia Inks Private Limited ("IIPL") considered for the purpose of valuation under the Discounted Cash Flow ("DCF") Method are provided in **Annexure 1** to this Notice. The said projections form part of the financial assumptions and estimates considered by the Valuer for determining the value of IIPL under the DCF Method.

[Kindly refer to the Share Swap Ratio Report dated December 1, 2025, for the projections, attached with this Notice as Annexure 6A.]

For True Colors Limited
(Formerly Known as True Colors Private Limited)


Javanika Gandharva
Company Secretary & Compliance Officer
ICSI M. No.: A42880



TRUE COLORS LIMITED

(Formerly known as 'TRUE COLORS PRIVATE LIMITED')

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info@truecolorsgroup.com
www.truecolorsgroup.com

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Surat, Gujarat, India, 395002

FACTORY
Plot No. 44 & 51, Rajhans Zesto Kalakachha,
Jalalpore (Near Palasana Cross Road)
Navsari-396415 Gujarat (India)

INKIA INKS PRIVATE LIMITED

Financial Year :2023-24

Assessment Year :2024-25

Audited by:

K N SHELADIYA & CO.

Chartered Accountants

A-411, yash Plaza,

Opp. Dhana Mill,

Varachha Road,

Surat-395 006

Mo. No.: -98246 30817

Firm Registration No. : 136685W

Membership No.: 155974



K.N. SHELADIYA & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

On The Standalone Financial Statements of Inkia Inks Private Limited
CIN : U24299GJ2021PTC120091

To,
The Members of
Inkia Inks Private Limited
Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Inkia Inks Private Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024 and its profit and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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.

Information other than the Financial Statements and Auditor's Report thereon

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



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

6. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



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

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

11.2 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 adequate internal financial controls system in place and the operating effectiveness of such controls.

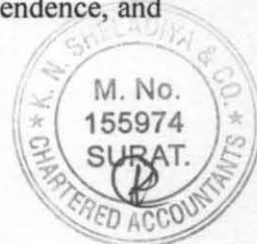
11.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

12. 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.

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



Report on other Legal and Regulatory Requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India, in terms of section 143(11) of the Act, we give in the "Annexure-A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

15. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- 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) The Company is a private company and its turnover did not exceed Rs. 50 crore during the previous year or the aggregate borrowings from banks or financial institutions or any body corporate did not exceed Rs. 25 crore at any point of time during the financial year. As per Notification No. G.S.R. 583(E) dated 13th June, 2017 read with General Circular No. 08/2017 dated 25th July, 2017 issued by the Ministry of Corporate Affairs, we are not required to report in respect of the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls under section 143(3)(i) of the Act.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

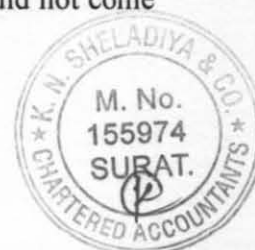
iv. A. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

C. Based on such audit procedures as 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 (iv)(A) and (iv)(B) contain any material mis-statement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

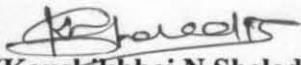


As proviso to rule 3(1) of the Companies (Accounts) Rules, 2024 is applicable from April 1, 2024, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of the audit trail as per statutory requirements for record retention is not applicable for the year ended 31st March, 2024.

Place : Surat
Date : September 25, 2024



For K N Sheladiya & Co.
Chartered Accountants


(Kaushikbhai N Sheladiya)
Proprietor
Membership No. 155974
FRN. 136685W

UDIN:

Annexure "A" to the Independent Auditors' Report on the Standalone Financial Statements of Inkia Inks Private Limited

(Referred to in paragraph 14 under the heading 'Report on other legal and regulatory requirements' of our report of even date on the financial statements for the year ended 31st March, 2024)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1. In respect of its Property, Plant and Equipment:

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) All the Property, Plant and Equipment have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.
- (c) There is no any immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and rules made thereunder.

2. In respect of its inventory:

- (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. As such requirement of verification of the quarterly returns or statements filed by the Company with banks or financial institutions with the books of account of the Company is not applicable.

3. The Company has not 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 any other parties. Hence, sub-paragraphs (a) to (f) of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ('the Order') are not applicable.



4. The Company has not granted any loans or made any investments or provided any guarantees or securities to the parties covered under sections 185 and 186 of the Act. Accordingly, the provisions of paragraph 3(iv) of the Order are not applicable to the Company.

5. The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act. Therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

6. The Central Government has not specified for maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of the products manufactured / services rendered by the Company.

7. In respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues including Goods and Services tax, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company

8. The Company has not surrendered or disclosed as income any transaction not recorded in the books of account during the year in the tax assessments under the Income-tax Act, 1961.

9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) We report that the Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(c) The Company has utilised the money obtained by way of term loans during the year for the purposes for which the loans have been obtained.

(d) On an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company. .

(e) Overall examination of the financial statements of the Company, we report that the Company is not having subsidiaries, associates or joint ventures. Hence, the question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.

(f) We report that the Company is not having subsidiaries, joint ventures or associate companies. Therefore, the question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.



10. (a) The Company is not a public company. Therefore, the provisions of paragraph 3(x)(a) of the Order are not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore the requirements of compliance with section 42 and section 62 of the Act and utilisation of the funds for the purposes for which they were raised do not arise.

11. (a) No material fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) As no material fraud by the Company or any fraud on the Company has been noticed or reported during the year, there is no necessity of filing any report in Form ADT-4 under sub-section (12) of section 143 of the Companies Act with the Central Government.

(c) The Company is not required to and has not established whistle-blower mechanism during the year.

12. The Company is not a Nidhi company. Therefore, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.

13. The Company has entered into transactions with related parties in compliance with sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Companies Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

14. (a) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of section 138 of the Companies Act.

(b) The Company did not have an internal audit system for the period under audit.

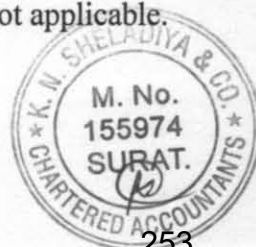
15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors during the year and hence provisions of section 192 of the Companies Act are not applicable to the Company.

16. (a) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act, 1934.

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

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, and therefore, requirement of fulfilling the criteria of a CIC as well as fulfilment of criteria for an exempted or unregistered CIC are not applicable.

(d) The Company is not part of any Group and hence criteria of the Group having more than one CIC as part of the Group and the number of CICs which are part of the Group are not applicable.



17. The Company has incurred cash losses only during the immediately preceding financial year but has not incurred any cash losses during the current financial year.

18. There has been no resignation of the statutory auditors during the year and accordingly the provisions of paragraph 3(xviii) of the Order are not applicable to the Company.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

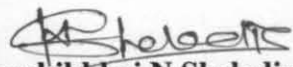
20. The Company is not liable to spend or expend or contribute for Corporate Social Responsibility under section 135 of the Companies Act. Hence, the provisions of paragraph (xx) of the Order are not applicable.

21. The Company is not having any subsidiary, joint venture or associate company and as such the Company is not required to prepare consolidated financial statements. Hence, the provisions of paragraph (xxi) of the Order are not applicable to the Company.

Place : Surat
Date : September 25, 2024



**For K N Sheladiya & Co.
Chartered Accountants**


(Kaushikbhai N Sheladiya)

Proprietor

**Membership No. 155974
FRN. 136685W**

UDIN:

INKIA INKS PRIVATE LIMITED

CIN : U24299GJ2021PTC120091

BALANCE SHEET AS AT 31ST MARCH, 2024

(Rupees in Thousand)			
Particulars	Note	As at 31-03-2024	As at 31-03-2023
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	14000.00	10000.00
Reserves and surplus	3	609.81	(1366.54)
		<u>14609.81</u>	<u>8633.46</u>
Non-current liabilities			
Long-term borrowings	4	22156.43	16880.99
Deferred tax liabilities (Net)	5	1435.25	740.46
Other long-term liabilities		0.00	0.00
Long-term provisions		0.00	0.00
		<u>23591.68</u>	<u>17621.44</u>
Current liabilities			
Short-term borrowings	6	3336.15	3195.63
Trade payables:	7		
a) Total outstanding dues of micro enterprises and small enterprises		0.00	0.00
b) Total outstanding dues of creditors other than micro enterprises and small		9234.12	4252.55
Other current liabilities	8	15555.26	4402.05
Short-term provisions	9	452.45	124.00
		<u>28577.98</u>	<u>11974.23</u>
Total		<u>66779.47</u>	<u>38229.14</u>



INKIA INKS PRIVATE LIMITED

CIN : U24299GJ2021PTC120091

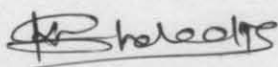
BALANCE SHEET AS AT 31ST MARCH, 2024

(Rupees in Thousand)			
Particulars	Note	As at 31-03-2024	As at 31-03-2023
ASSETS			
Non-current assets			
Property, plant and equipment and intangible assets:			
a) Property, plant and equipment	10	26659.62	25296.51
b) Intangible assets		89.96	115.04
c) Capital work-in-progress		0.00	0.00
Non-current investments		0.00	0.00
Deferred tax assets (Net)		0.00	0.00
Long-term loans and advances		0.00	0.00
Other non-current assets	11	1299.84	1262.26
		<u>28049.42</u>	<u>26673.81</u>
Current assets			
Current investments		0.00	0.00
Inventories	12	26175.15	4386.16
Trade receivables	13	183.96	3701.56
Cash and bank balances	14	651.02	738.31
Short-term loans and advances	15	5496.27	50.96
Other current assets	16	6223.65	2678.33
		<u>38730.05</u>	<u>11555.33</u>
Total		<u><u>66779.47</u></u>	<u><u>38229.14</u></u>
Additional Regulatory Information	17		
Significant accounting policies	1		
See accompanying notes to the financial statements	27 to 28		

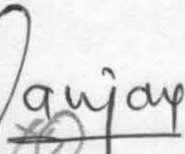
As per our report attached

For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W

For and on behalf of the Board


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974



 
Sanjay R Desai Rajeshkumar D Dharsandiya
Director Director
(DIN-08885162) (DIN-09080727)

Place: Surat
Date: September 25, 2024

Place: Surat
Date: September 25, 2024

INKIA INKS PRIVATE LIMITED

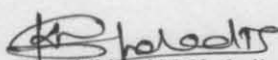
CIN : U24299GJ2021PTC120091

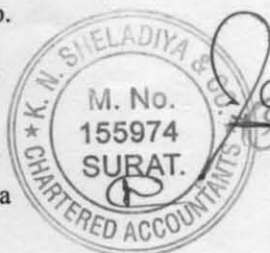
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

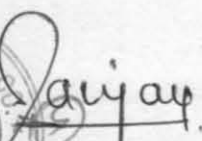
Particulars	Note	(Rupees in Thousand)	
		2023-24	2022-23
Income			
Revenue from operations	18	28731.10	26899.94
Other income	19	85.34	34.86
Total income		28816.45	26934.80
Expenses			
Cost of materials consumed	20	17694.26	17703.53
Changes in inventories of finished goods	21	228.00	(228.00)
Manufacturing expenses	22	30.96	0.00
Employee benefits expense	23	617.54	1087.27
Finance costs	24	2007.26	1781.88
Depreciation and amortisation expense		1818.25	1278.74
Other expenses	25	3662.61	2084.12
Total expenses		26145.30	23707.55
Profit before exceptional and extraordinary items and tax		2671.14	3227.24
Exceptional items		0.00	0.00
Profit before extraordinary items and tax		2671.14	3227.24
Extraordinary items		0.00	0.00
Profit before tax		2671.14	3227.24
Tax expense			
Current tax		0.00	0.00
Deferred tax		694.79	617.52
Profit/(Loss) for the period from continuing		1976.35	2609.72
Profit after tax		1976.35	2609.72
Earnings per equity share (Face value: Rs. 10)			
Basic and Deluted	26	1.78	2.61
Significant accounting policies	1		
See accompanying notes to the financial statements	27 to 28		

As per our report attached to balance sheet

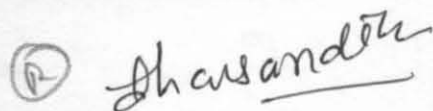
For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974




Sanjay R Desai
Director
(DIN-08885162)

For and on behalf of the Board


Rajeshkumar D Dharsandiya
Director
(DIN-09080727)

Place: Surat
Date: September 25, 2024

Place: Surat
Date: September 25, 2024

INKIA INKS PRIVATE LIMITED
CIN : U24299GJ2021PTC120091

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

	(Rupees in Thousand)	
	2023-24	2022-23
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	2671.14	3227.24
Adjustments for:		
Depreciation and amortisation expenses	1818.25	1278.74
Finance costs	2007.26	1781.88
Interest income	37.57	31.46
Operating profit before working capital changes	6534.22	6319.33
Adjustments for:		
Increase / (decrease) in trade and other receivables	(5510.61)	10445.76
Increase / (decrease) in inventories	(21788.98)	(1492.50)
Increase/(decrease) in trade payables, other liabilities and provisio	16463.23	850.02
Cash generated from operations	(4302.15)	16122.61
Taxes paid	0.00	0.00
Cash flow before extraordinary items	(4302.15)	16122.61
Extraordinary items	0.00	0.00
Net cash flow from / (used in) operating activities	(4302.15)	16122.61
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of property, plant and equipment	0.00	1540.00
Purchase of property, plant and equipment	(3156.28)	(22153.61)
Purchase of investments		
Interest income	0.00	0.00
Dividend income	0.00	0.00
Net cash used in investing activities	(3156.28)	(20613.61)



INKIA INKS PRIVATE LIMITED
CIN : U24299GJ2021PTC120091

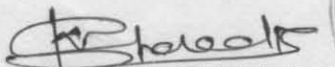
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

	(Rupees in Thousand)	
	2023-24	2022-23
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	4000.00	0.00
Proceeds from long-term borrowings	5275.44	4744.16
Proceeds from short-term borrowings (net)	140.52	1670.21
Interest & other borrowing costs	(2007.26)	(1781.88)
Interest received from others	(37.57)	(31.46)
Net cash used in financing activities	7371.13	4601.02
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(87.30)	110.03
Cash and cash equivalents as at beginning (Opening balance)	738.31	628.28
Cash and cash equivalents as at end of the year (Closing balance)	651.02	738.31

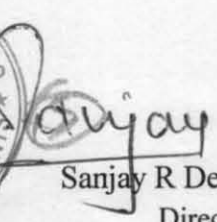
As per our report attached to balance sheet

For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W

For and on behalf of the Board


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974



 
Sanjay R Desai Rajeshkumar D Dharsandiya
Director Director
(DIN-08885162) (DIN-09080727)

Place: Surat
Date: September 25, 2024

Place: Surat
Date: September 25, 2024

INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1 Corporate information

INKIA INKS PRIVATE LIMITED (the 'Company') is a private limited Company domiciled in India having CIN: U24299GJ2021PTC120091. The registered office of the Company is located at 428/4, Plot No 8, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat,. The Company is engaged in the business of manufacturing of ink. The Company has one manufacturing facility at Surat.

2 Basis of preparation of financial statements:

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle. Based on the nature of products and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such goods sold, the Company has considered an operating cycle of 12 months.

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

The Company is a Small and Medium Sized Company (SMC) as defined in the Companies (Accounting Standards) Rules, 2021 notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

3 Significant accounting policies

a Revenue recognition:

Revenue from sale of manufactured and traded goods is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract and a reasonable expectation of collection of the sale consideration from the customer exists.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

b Property, plant and equipment:

Property, plant and equipment are stated at cost net of recoverable taxes, trade discount and rebates, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, including duties and other non-refundable taxes or levies and directly attributable cost of bringing the asset to its working condition and indirect costs specifically attributable to construction of a project or to the acquisition of fixed asset. Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Assets retired from active use are carried at lower of book value and estimated net realisable value.

c Depreciation and amortisation:

i) The Company provides for depreciation on tangible assets to the extent of depreciable amount on Straight Line Method. Depreciation is provided based on useful life and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

ii) Depreciation on additions to assets or on sale / discardment of assets is provided on pro rata basis from the month in which assets have been put to use, up to the month prior to the month in which assets have been disposed off. Depreciation on additions to assets is provided over the residual life of the respective asset.

d Inventories:

The inventories are valued at lower of cost or market, using first in first out formula. Cost of inventories comprises of cost of purchase and manufacturing costs incurred in bringing them to their respective present location and condition. Stock-in-process and finished goods are valued after considering direct overheads.

e Employee benefits:

Wages, salaries, paid annual leave, sick leave and bonuses are accrued in the year in which the services are rendered by the employees. The company does not permit accumulating of unused leaves. The company does not provide any long-term employee benefits except gratuity.

f Borrowing cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

j Taxation:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from timing difference between taxable income and accounting income is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

h Provisions, contingent liabilities and contingent assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

i Earnings per share

Basic earning per share are calculated by dividing the net profit for the year attributable to equity shareholder by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit for the year attributable to equity shareholder and weighted average number of equity shares outstanding during the year is adjusted for the effect of all dilutive potential equity shares.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)			
	As at 31-03-2024		As at 31-03-2023	
	Rupees	Rupees	Rupees	Rupees

NOTE 2

SHARE CAPITAL

a Authorised

1400000 Equity Shares of Rs. 10 each (Previous year 1000000 Equity Shares)	14000.00	10000.00
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b Issued, subscribed and paid-up

1400000 Equity Shares of Rs. 10 each fully paid-up (Previous year 1000000 Equity Shares)	14000.00	10000.00
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Total share capital	14000.00	10000.00
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c The reconciliation of the number of shares and share capital

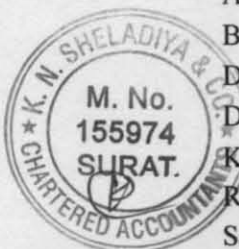
Particulars	As at 31-03-2024		As at 31-03-2023	
	No. of shares	Amount	No. of shares	Amount
Equity Shares at the beginning of the year	1000000	10000.00	1000000	10000.00
Add: Shares issued	400000	4000.00	0	0.00
Less: Shares cancelled on buy back	0	0.00	0	0.00
Equity Shares at the end of the year	1400000	14000.00	1000000	10000.00

d Terms / rights attached to Equity Shares

The Company has one class of Equity Shares each having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

e Shareholders holding more than 5 per cent of Equity Shares as at the end of the year

Name of the Shareholder	As at 31-03-2024		As at 31-03-2023	
	No. of shares	% of holding	No. of shares	% of holding
Ashishkumar Durlbhbhai Mulani	80000	5.71	80000	8.00
Bhavik Jayantilal Gor	130000	9.29	130000	13.00
Dakshaben Ashishkumar Mulani	70000	5.00	30000	3.00
Dhruv Arvindbhai Gor	84000	6.00	60000	6.00
Kishan M Dadhania	154000	11.00	110000	11.00
Rajeshkumar Dayabhai Dharsandiya	332000	23.71	200000	20.00
Sagarkumar Bipinbhai Mulani	230000	16.43	150000	15.00
Sanjay Raghubhai Desai	230000	16.43	150000	15.00
Urvisha Satish Panchani	90000	6.43	90000	9.00



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)			
	As at 31-03-2024		As at 31-03-2023	
	Rupees	Rupees	Rupees	Rupees

NOTE 3

RESERVES AND SURPLUS

Statement of Profit and Loss - surplus:

Balance as per last balance sheet	(1366.54)		(3976.26)	
Add: Profit for the year	1976.35		2609.72	
Closing balance		609.81		(1366.54)

NOTE 4

LONG-TERM BORROWINGS

	Non-current		Current	
	As at 31-03-2024	As at 31-03-2023	As at 31-03-2024	As at 31-03-2023
Term loans:				
Secured				
From banks	17306.93	14081.49	2408.86	1804.49
Unsecured				
From Directors	2349.50	2799.50	0.00	0.00
From Relatives	2500.00	0.00	0.00	0.00
(Refer Note 6)				
	22156.43	16880.99	2408.86	1804.49

Nature of security and terms of repayment:

Term loan as well as short-term borrowing from a bank are secured by CGTMSE and hypothecation of finished goods, book debts, movable plant & machinery, accessories and

NOTE 5

DEFERRED TAX LIABILITIES (Net)

Deferred tax liabilities

Related to property, plant and equipment	1435.25		740.46	
Others	0.00		0.00	
		1435.25		740.46



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)			
		As at 31-03-2024		As at 31-03-2023
	Rupees	Rupees	Rupees	Rupees
NOTE 6				
SHORT-TERM BORROWINGS				
Loans repayable on demand:				
Secured				
Banks- cash Credit	927.29		1391.15	
Other parties	<u>0.00</u>	927.29	<u>0.00</u>	1391.15
Current maturities of long-term borrowings (Refer Note 4)		2408.86		1804.49
		<u>3336.15</u>		<u>3195.63</u>

Nature of security and terms of repayment:

- i. Short-term borrowing from a bank is repayable on demand and is secured by CGTMSE and hypothecation of finished goods, book debts, movable plant & machinery, accessories and

NOTE 7

TRADE PAYABLES

a) Total outstanding dues of micro enterprises and small enterprises	0.00	0.00
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	9234.12	4252.55
	<u>9234.12</u>	<u>4252.55</u>

NOTE 8

OTHER CURRENT LIABILITIES

Other payables:		
Statutory dues	58.87	62.38
Advances from customers	15496.39	4339.67
	<u>15555.26</u>	<u>4402.05</u>

NOTE 9

SHORT-TERM PROVISIONS

Others:		
For expenses	452.45	124.00
	<u>452.45</u>	<u>124.00</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)	
	As at 31-03-2024	As at 31-03-2023
	Rupees	Rupees
NOTE 11		
OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Security deposits	595.80	595.80
Others		
Bank deposits with maturity of more than 12 months	704.04	666.46
	<u>1299.84</u>	<u>1262.26</u>
NOTE 12		
INVENTORIES		
Raw materials	26175.15	4158.16
Finished goods	0.00	228.00
	<u>26175.15</u>	<u>4386.16</u>
NOTE 13		
TRADE RECEIVABLES		
(Unsecured)		
Considered good - Secured	0.00	0.00
Considered good - Unsecured	183.96	3701.56
Doubtful	0.00	0.00
	<u>183.96</u>	<u>3701.56</u>
Less: Provision for doubtful receivables	0.00	0.00
	<u>183.96</u>	<u>3701.56</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)			
		As at 31-03-2024		As at 31-03-2023
	Rupees	Rupees	Rupees	Rupees
NOTE 14				
CASH AND BANK BALANCES				
Cash and cash equivalents				
Balances with banks		217.15		287.52
Cheques, drafts on hand		0.00		0.00
Cash on hand		433.87		450.80
		<u>651.02</u>		<u>738.31</u>
NOTE 15				
SHORT-TERM LOANS AND ADVANCES				
(Unsecured, considered good)				
Advances to suppliers		5496.27		50.96
		<u>5496.27</u>		<u>50.96</u>
NOTE 16				
OTHER CURRENT ASSETS				
Pre-paid expenses		15.82		13.93
Tax refunds receivable (Net)		6095.65		2496.14
Unamortised expenses (Preliminary exps)		1.12		1.68
To the extent of not written of		<u>6223.65</u>		<u>2678.33</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 2 (CONTD.)

SHAREHOLDING OF PROMOTERS

Sl. No.	Promoter name	As at 31-03-2024			As at 31-03-2023		
		No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
1	Bhavik Jayantilal Gor	130000	9.28571	0	130000	13	NA
2	Rajeshkumar Dayabhai Dharsandiya	332000	23.7143	66	200000	20	NA
3	Sagarkumar Bipinbhai Mulani	230000	16.4286	53.3333	150000	15.00	NA
4	Sanjay Raghubhai Desai	230000	16.4286	53.3333	150000	15.00	NA



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 7 (CONTD.)

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2024

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2024
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	9130.26	103.86	0.00	0.00	9234.12
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	9130.26	103.86	0.00	0.00	9234.12

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2023

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2023
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	4252.55	0.00	0.00	0.00	4252.55
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	4252.55	0.00	0.00	0.00	4252.55



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

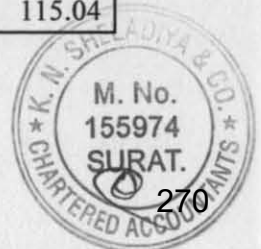
NOTE 10

PROPERTY, PLANT AND EQUIPMENT

(Rupees in Thousand)

Description	Gross Block at Cost				Depreciation and Impairment				Net Block		
	As at 01-04-2023	Addi- tions	Disposals	As at 31-03-2024	As at 01-04-2023	Addi- tions	Impair- ment	Disposals	As at 31-03-2024	As at 31-03-2024	As at 31-03-2023
Tangible assets											
Electric fitting	85.37	0.00	0.00	85.37	7.98	8.13	0.00	0.00	16.11	69.26	77.39
Furniture	182.12	0.00	0.00	182.12	10.45	17.35	0.00	0.00	27.79	154.33	171.67
Computer	29.00	0.00	0.00	29.00	1.84	9.21	0.00	0.00	11.05	17.96	27.16
CCTV Camera	27.08	0.00	0.00	27.08	2.44	5.16	0.00	0.00	7.60	19.48	24.64
Plant and Machinery	26421.83	3156.28	0.00	29578.11	1426.19	1753.31	0.00	0.00	3179.50	26398.61	24995.64
Total	26745.40	3156.28	0.00	29901.67	1448.89	1793.16	0.00	0.00	3242.05	26659.62	25296.51
Previous Year	6131.79	22153.61	1540.00	26745.40	195.17	1253.72	0.00	0.00	1448.89	25296.51	
Intangible assets											
Software	158.00	0.00	0.00	158.00	42.96	25.09	0.00	0.00	68.04	89.96	115.04
Total	158.00	0.00	0.00	158.00	42.96	25.09	0.00	0.00	68.04	89.96	115.04
Previous Year	158.00	0.00	0.00	158.00	17.94	25.02	0.00	0.00	42.96	115.04	

Note : Depreciation has been calculated under strait line method (SLM) over usefull life of assets after considering suitable residual value in accordance with the provisions of The Companies Act, 2013.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 13 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2024

(Rupees in Thousand)

Particu- lars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	173.46	0.00	0.00	10.50	0.00	183.96
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	173.46	0.00	0.00	10.50	0.00	183.96



NOTE 13 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2023

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	3680.05	0.00	21.50	0.00	0.00	3701.56
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	3680.05	0.00	21.50	0.00	0.00	3701.56



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)	
	2023-24	2022-23

NOTE 18

REVENUE FROM OPERATIONS

Sales	28731.10	26899.94
	<u>28731.10</u>	<u>26899.94</u>

NOTE 19

OTHER INCOME

Interest Income	37.57	31.46
Exchange fluctuation gain (net)	0.18	0.00
Other non-operating income (net of expenses)	29.67	3.40
	<u>85.34</u>	<u>34.86</u>

NOTE 20

COST OF MATERIALS CONSUMED

Raw materials		
Opening stock	4158.16	2893.66
Add: Purchases	<u>39711.24</u>	<u>18968.04</u>
	43869.40	21861.70
Less: Sales	0.00	0.00
Less: Closing stock	<u>26175.15</u>	<u>4158.16</u>
	<u>17694.26</u>	<u>17703.53</u>

NOTE 21

CHANGES IN INVENTORIES OF FINISHED GOODS

Closing stock	0.00	228.00
Less: Opening stock	<u>228.00</u>	<u>0.00</u>
	<u>228.00</u>	<u>(228.00)</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)	
	2023-24	2022-23
NOTE 22		
MANUFACTURING EXPENSES		
Consumption of stores and spare parts	30.96	0.00
	<u>30.96</u>	<u>0.00</u>
OR		
NOTE		
DIRECT EXPENSES		
Import Clearance and Custom duty charges	86.45	0.00
	<u>86.45</u>	<u>0.00</u>
NOTE 23		
EMPLOYEE BENEFITS EXPENSES		
Workers wages	617.54	1087.27
	<u>617.54</u>	<u>1087.27</u>
NOTE 24		
FINANCE COSTS		
Interest expenses	2004.16	1772.55
Other borrowing costs	3.10	9.33
	<u>2007.26</u>	<u>1781.88</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)	
	2023-24	2022-23
NOTE 25		
OTHER EXPENSES		
Rent	1986.00	1257.80
Insurance:		
For machinery	41.79	29.76
Professional fees	16.40	26.90
Auditors' remuneration		
Audit fee	25.00	25.00
Miscellaneous expenses:		
Accounting fees	25.00	25.00
Bank charges	906.44	512.79
Freight expenses	270.05	29.20
Internet expenses	12.71	12.71
Office expenses	97.77	83.60
Preliminary expenses w/off	56.09	56.09
Registration fees	50.00	7.25
Transport charges	13.57	9.81
Security expenses	97.53	0.00
Prior Period Income tax	60.66	0.00
Software expenses	3.60	8.22
	<u>3662.61</u>	<u>2084.12</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Thousand)	
	2023-24	2022-23
NOTE 26		
EARNINGS PER SHARE		
Net profit / (loss) after tax	1976.35	2609.72
Total weighted average no. of Equity shares	1109290	1000000
Basic and diluted earning per share in rupees	1.78	2.61



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 27

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, under the Companies (Accounting Standard) Rules, 2021, the discloser of transactions with the related parties as defined in the Accounting Standard and identified by the Company are given below:

i) List of related parties:

a) Key management personnel and their relatives:

Key management personnel:

1) Sanjay Raghubhai Desai	Director
2) Rajeshkumar Dayabhai Dharsandiya	Director
3) Sagarkumar Bipinbhai Mulani	Director
4) Bhavik Jayantilal Gor	Director

Relatives:

Sheetal Dharsandiya	Director Wife
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Note: Names of only those relatives are given with whom the company is having transactions.

ii) Transactions carried out with related parties in the ordinary course of business during the year:

		(Rupees in Thousand)	
		2023-24	2022-23
		Rupees	Rupees
1	Loans accepted during the year:		
	Key management personnel:		
	Sanjay Raghubhai Desai	0.00	0.00
	Rajeshkumar Dayabhai Dharsandiya	0.00	1050.00
	Sagarkumar Bipinbhai Mulani	0.00	0.00
	Bhavik Jayantilal Gor	0.00	475.00
		0.00	1525.00
	Relatives:		
	Sheetal Dharsandiya	500.00	0.00
		500.00	0.00
	Associates:		
	True Colors Private Limited	0.00	2500.00
		0.00	2500.00
2	Loans repaid during the year:		
	Key management personnel		
	Rajeshkumar Dayabhai Dharsandiya	0.00	0.50
	Bhavik Jayantilal Gor	950.00	0.00
		950.00	0.50



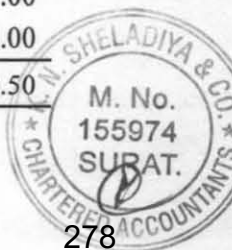
INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 27 (Contd.)

RELATED PARTY DISCLOSURES

		(Rupees in Thousand)	
		2023-24	2022-23
		Rupees	Rupees
3	Purchase during the year		
	Associates:		
	A D Impex	5588.90	9725.55
	Alphabet Digital Innovation	0.00	275.41
	True Colors Impex	3485.60	0.00
	True Colors Private Limited	23320.87	205.85
	(Including Taxes)	32395.37	10206.81
4	Sales during the year		
	Associates:		
	True Colors Private Limited	14101.42	26845.57
		14101.42	26845.57
5	Payment during the year:		
	Associates:		
	For purchase		
	A D Impex	5255.00	9679.00
	True Colors Impex	3485.60	26.20
	Alphabet Digital Innovation	50.96	0.00
	True Colors Private Limited	23508.21	0.00
		32299.77	0.00
6	Received during the year		
	Associates:		
	True Colors Private Limited	13945.00	32035.00
		13945.00	32035.00
7	Balance at the end of the year:		
	Loan accepted		
	Key management personnel:		
	Sanjay Raghubhai Desai	150.00	150.00
	Sheetal Dharsandiya	500.00	0.00
	Rajeshkumar Dayabhai Dharsandiya	1549.50	1549.50
	Sagarkumar Bipinbhai Mulani	150.00	150.00
	Bhavik Jayantilal Gor	0.00	950.00
		2349.50	2799.50



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 27 (Contd.)

RELATED PARTY DISCLOSURES

	(Rupees in Thousand)	
	2023-24	2022-23
	Rupees	Rupees
Relatives:		
Sheetal Dharsandiya	500.00	0.00
	<u>500.00</u>	<u>0.00</u>
Associates:		
True Colors Private Limited	0.00	2500.00
	<u>0.00</u>	<u>2500.00</u>
For Purchases:		
Associates:		
A D Impex	692.82	358.92
Alphabet Digital Innovation	0.00	550.82
True Colors Impex	0.00	0.00
True Colors Private Limited	18.51	205.85
	<u>711.33</u>	<u>1115.60</u>
For Sales:		
Associates:		
True Colors Private Limited	1690.66	4339.67
	<u>1690.66</u>	<u>4339.67</u>

No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

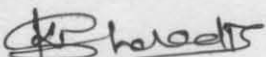
NOTE 28

OTHER MATTERS

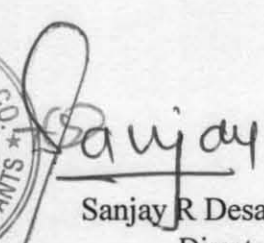
- 1 In the opinion of the Directors:
 - a The current assets and loans and advances are approximately of the value stated, if realised in the ordinary course of business.
 - b The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 2 There are imports, expenditure in foreign currencies Rs 11557500 and earnings in foreign exchange during the year Rs Nil . (Previous year Rs. 5698500)
- 3 Previous year's figures have been regrouped, wherever necessary.

As per our report attached to balance sheet

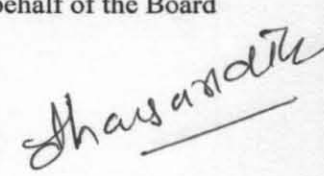
For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974




Sanjay R Desai
Director
(DIN-08885162)

For and on behalf of the Board


Rajeshkumar D Dharsandiya
Director
(DIN-09080727)

Place: Surat
Date: September 25, 2024

Place: Surat
Date: September 25, 2024

INKIA INKS PRIVATE LIMITED

Financial Year :2024-25

Assessment Year :2025-26

Audited by:

K N SHELADIYA & CO.

Chartered Accountants

A-411, yash Plaza,

Opp. Dhana Mill,

Varachha Road,

Surat-395 006

Mo. No.: -98246 30817

Firm Registration No. : 136685W

Membership No.: 155974

INDEPENDENT AUDITOR'S REPORT
On The Standalone Financial Statements of Inkia Inks Private Limited
CIN : U24299GJ2021PTC120091

To,
The Members of
Inkia Inks Private Limited
Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Inkia Inks Private Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss for the year then ended, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025 and its profit and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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.

Information other than the Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report including Annexures to Directors Report, but does not include the financial statements and our auditor's report thereon.
5. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



6. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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



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

11.2 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 adequate internal financial controls system in place and the operating effectiveness of such controls.

11.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

12. 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.

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

Report on other Legal and Regulatory Requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India, in terms of section 143(11) of the Act, we give in the "Annexure-A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.



15. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the Directors, as on 31st March, 2025, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2025, from being appointed as a Director in terms of section 164(2) of the Act;
- f) The Company is a private company and its turnover did not exceed Rs. 50 crore during the previous year or the aggregate borrowings from banks or financial institutions or any body corporate did not exceed Rs. 25 crore at any point of time during the financial year. As per Notification No. G.S.R. 583(E) dated 13th June, 2017 read with General Circular No. 08/2017 dated 25th July, 2017 issued by the Ministry of Corporate Affairs, we are not required to report in respect of the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls under section 143(3)(i) of the Act.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.
 - iv. A. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or



any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

C. Based on such audit procedures as 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 (iv)(A) and (iv)(B) contain any material mis-statement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. The company has used tally software for recording transactions and in a tally software edit log can be viewed however same can not be downloaded hence the company has preserved edit log in accounting software itself.

Place : Surat
Date : September 05, 2025



For K N Sheladiya & Co.
Chartered Accountants

A handwritten signature in dark ink, appearing to read "Kaushikbhai N Sheladiya".

(Kaushikbhai N Sheladiya)

Proprietor

Membership No. 155974

FRN. 136685W

UDIN: 25155974 BMJOKT7324

Annexure "A" to the Independent Auditors' Report on the Standalone Financial Statements of Inkia Inks Private Limited

(Referred to in paragraph 14 under the heading 'Report on other legal and regulatory requirements' of our report of even date on the financial statements for the year ended 31st March, 2025)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1. In respect of its Property, Plant and Equipment:

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) All the Property, Plant and Equipment have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.
- (c) There is no any immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and rules made thereunder.

2. In respect of its inventory:

- (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. As such requirement of verification of the quarterly returns or statements filed by the Company with banks or financial institutions with the books of account of the Company is not applicable.

3. The Company has not 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 any other parties. Hence, sub-paragraphs (a) to (f) of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ('the Order') are not applicable.



4. The Company has not granted any loans or made any investments or provided any guarantees or securities to the parties covered under sections 185 and 186 of the Act. Accordingly, the provisions of paragraph 3(iv) of the Order are not applicable to the Company.

5. The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act. Therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

6. The Central Government has not specified for maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of the products manufactured / services rendered by the Company.

7. In respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues including Goods and Services tax, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company

8. The Company has not surrendered or disclosed as income any transaction not recorded in the books of account during the year in the tax assessments under the Income-tax Act, 1961.

9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) We report that the Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(c) The Company has utilised the money obtained by way of term loans during the year for the purposes for which the loans have been obtained.

(d) On an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company. .

(e) Overall examination of the financial statements of the Company, we report that the Company is not having subsidiaries, associates or joint ventures. Hence, the question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.

(f) We report that the Company is not having subsidiaries, joint ventures or associate companies. Therefore, the question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.



10. (a) The Company is not a public company. Therefore, the provisions of paragraph 3(x)(a) of the Order are not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore the requirements of compliance with section 42 and section 62 of the Act and utilisation of the funds for the purposes for which they were raised do not arise.

11. (a) No material fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) As no material fraud by the Company or any fraud on the Company has been noticed or reported during the year, there is no necessity of filing any report in Form ADT-4 under sub-section (12) of section 143 of the Companies Act with the Central Government.

(c) The Company is not required to and has not established whistle-blower mechanism during the year.

12. The Company is not a Nidhi company. Therefore, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.

13. The Company has entered into transactions with related parties in compliance with sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Companies Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

14. (a) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of section 138 of the Companies Act.

(b) The Company did not have an internal audit system for the period under audit.

15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors during the year and hence provisions of section 192 of the Companies Act are not applicable to the Company.

16. (a) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act, 1934.

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

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, and therefore, requirement of fulfilling the criteria of a CIC as well as fulfilment of criteria for an exempted or unregistered CIC are not applicable.

(d) The Company is not part of any Group and hence criteria of the Group having more than one CIC as part of the Group and the number of CICs which are part of the Group are not applicable.



17. The Company has incurred cash losses only during the immediately preceding financial year but has not incurred any cash losses during the current financial year.

18. There has been no resignation of the statutory auditors during the year and accordingly the provisions of paragraph 3(xviii) of the Order are not applicable to the Company.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

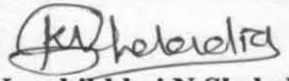
20. The Company is not liable to spend or expend or contribute for Corporate Social Responsibility under section 135 of the Companies Act. Hence, the provisions of paragraph (xx) of the Order are not applicable.

21. The Company is not having any subsidiary, joint venture or associate company and as such the Company is not required to prepare consolidated financial statements. Hence, the provisions of paragraph (xxi) of the Order are not applicable to the Company.

Place : Surat
Date : September 05, 2025



**For K N Sheladiya & Co.
Chartered Accountants**


(Kaushikbhai N Sheladiya)

Proprietor

Membership No. 155974

FRN. 136685W

UDIN: 25155974BJOKT7324

K.N. SHELADIYA & Co.

CHARTERED ACCOUNTANTS

UDIN: 25155974BMJOKS4108

Form No 3CA

[See rule 6G(1)(a)]

Audit report under section 44AB of the Income-tax Act, 1961, in a case where the accounts of the business or profession of a person have been audited under any other law

1. We report that the statutory audit of Inkia Inks Private Limited, 428/4, Plot No 8, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat, Gujarat-395002. PAN - AAGCI0091Q was conducted by Us K N Sheladiya and Co. in pursuance of the provisions of the Companies Act, 2013 Act, and We annex hereto a copy of our audit report dated 05/09/2025 along with a copy each of -
 - (a) the audited Profit and loss account for the period beginning from 01/04/2024 to ending on 31/03/2025
 - (b) the audited balance sheet as at 31st March, 2025
 - (c) documents declared by the said Act to be part of, or annexed to, the Profit and loss account and balance sheet.
2. The statement of particulars required to be furnished under section 44AB is annexed herewith in Form No. 3CD.
3. In our opinion and to the best of our information and according to examination of books of account including other relevant documents and explanations given to us, the particulars given in the said Form No. 3CD are true and correct subject to the following observations/qualifications, if any:

SN	Qualification Type	Observation/Qualification
1	Records produced for verification of payments through account payee cheque were not sufficient	It is not possible for us to verify whether (1) the payments covered under sections 40A(3) and 40A(3A) have been made, (2) loans or deposits or specified sums have been taken or accepted u/s. 269SS of Rs. 20000 or more, (3) loans or deposits or specified advances have been repaid u/s. 269T of Rs. 20000 or more and (4) the receipts/ payments covered u/s. 269ST of Rs. 200000 or more have been accepted/ made otherwise than by account payee cheque or account payee bank draft, as the necessary evidence is not in the possession of the assessee. We have relied upon the certificates issued by the assessee in this respect.
2	Proper stock records are not maintained by the assessee.	We are unable to provide quantitative details of principal items of goods traded/ raw materials consumed, finished products and by products as the necessary records are not produced before us for verification.
3	Others	In respect of reporting under Clause 22 of Tax Audit Report, the assessee have, based on declaration received from the Suppliers of goods & services payable at year end, assessee maintained Party wise Classification as MSME. While compiling those classification of MSME, the supplier of goods & services, who have not claimed or submitted their MSME status have classified as payable to others for the purpose of disallowance of Amount u/s 43B(h) of Income Tax Act, 1961. While carrying out the Audit, we have verified such information and supporting on Sample basis as per the Guidelines issued by Institute of Chartered Accountants of India. However, we have not verified independently accuracy of MSME Classification. Further the assessee have not paid or provided any Interest u/s 16 of MSMED Act, 2006.
4	Others	As Per Annexure



For K N Sheladiya And Co
Chartered Accountants


Kaushikbhai N Sheladiya
(Proprietor)

M. No. : 155974
FRN : 0136685W

Date : 05/09/2025
Place : Surat

A-411, Yash Plaza, Opp. Dhana Mill, Varachha Road, Surat-395006.

✉ kaushiksheladiya@yahoo.in ☎ +91-98246 30817

K N Sheladiya & Co.
Chartered Accountants

Kaushikbhai N Sheladiya
B. Com., LL.B., F.C.A.

A-411, Yash Plaza,
Opp. Dhana Mill,
Varachha Road,
Surat-395006
Mobile : 98246 30817

INKIA INKS PRIVATE LIMITED

Asst. year: 2025-26

Pre year ended: 31-03-2025

ANNEXURE TO FORM NO. 3CA

[See Rule 6G(1)(b)]

Assessee's Responsibility for the Statement of Particulars in Form 3CD

- 1 The assessee is responsible for the preparation of the statement of particulars required to be furnished under section 44AB of the Income-tax Act, 1961 annexed herewith in Form No. 3CD read with Rule 6G(1)(b) of Income-tax Rules, 1962 that give true and correct particulars as per the provisions of the Income-tax Act, 1961 read with Rules, Notifications, circulars, etc that are to be included in the Statement

Tax Auditor's Responsibility

- 2 We are responsible for verifying the statement of particulars required to be furnished under section 44AB of the Income-tax Act, 1961 annexed herewith in Form No. 3CD read with Rule 6G(1)(b) of Income-tax Rules, 1962. We have conducted our verification of the statement in accordance with Guidance Note on Tax Audit under section 44AB of the Income-tax Act, 1961, issued by the Institute of Chartered Accountants of India.

For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W



Kaushikbhai N Sheladiya

Kaushikbhai N Sheladiya
Proprietor
M. No. 155974

Place: Surat

Date: September 05, 2025

UDIN: 25155974BMJOKS 4108

INKIA INKS PRIVATE LIMITED

CIN : U24299GJ2021PTC120091

BALANCE SHEET AS AT 31ST MARCH, 2025

		(Rupees in Thousand)	
Particulars	Note	As at 31-03-2025	As at 31-03-2024
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	30000.00	14000.00
Reserves and surplus	3	10879.04	609.81
		<u>40879.04</u>	<u>14609.81</u>
Non-current liabilities			
Long-term borrowings	4	23879.63	22156.43
Deferred tax liabilities (Net)	5	2044.48	1435.25
Other long-term liabilities		0.00	0.00
Long-term provisions		0.00	0.00
		<u>25924.11</u>	<u>23591.68</u>
Current liabilities			
Short-term borrowings	6	3497.82	3336.15
Trade payables:	7		
a) Total outstanding dues of micro enterprises and small enterprises		0.00	0.00
b) Total outstanding dues of creditors other than micro enterprises and small		17529.99	9234.12
Other current liabilities	8	4663.31	15555.26
Short-term provisions	9	1300.38	452.45
		<u>26991.49</u>	<u>28577.98</u>
Total		<u>93794.64</u>	<u>66779.47</u>



INKIA INKS PRIVATE LIMITED

CIN : U24299GJ2021PTC120091

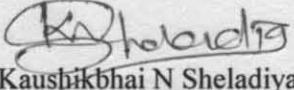
BALANCE SHEET AS AT 31ST MARCH, 2025

		(Rupees in Thousand)	
Particulars	Note	As at 31-03-2025	As at 31-03-2024
ASSETS			
Non-current assets			
Property, plant and equipment and intangible assets:			
a) Property, plant and equipment	10	36624.03	26659.62
b) Intangible assets		103.96	89.96
c) Capital work-in-progress		0.00	0.00
Non-current investments		0.00	0.00
Deferred tax assets (Net)		0.00	0.00
Long-term loans and advances		0.00	0.00
Other non-current assets	11	1339.31	1299.84
		<u>38067.30</u>	<u>28049.42</u>
Current assets			
Current investments		0.00	0.00
Inventories	12	10599.01	26175.15
Trade receivables	13	13607.36	183.96
Cash and bank balances	14	27831.90	651.02
Short-term loans and advances	15	1901.30	5496.27
Other current assets	16	1787.79	6223.65
		<u>55727.35</u>	<u>38730.05</u>
Total		<u><u>93794.64</u></u>	<u><u>66779.47</u></u>

Additional Regulatory Information 17
 Significant accounting policies 1
 See accompanying notes to the financial statements 27 to 28

As per our report attached

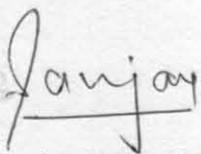
For K N Sheladiya & Co.
 Chartered Accountants
 Firm Reg No. 136685W

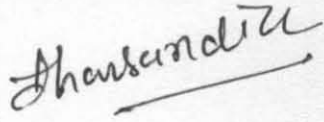

 Kaushikbhai N Sheladiya
 Proprietor
 M. No. 155974

Place: Surat
 Date: September 05, 2025



For and on behalf of the Board


 Sanjay R Desai Rajeshkumar D Dharsandiya
 Director
 (DIN-08885162)


 Dharsandiya
 Director
 (DIN-09080727)

Place: Surat
 Date: September 05, 2025

INKIA INKS PRIVATE LIMITED

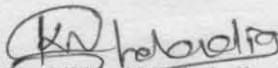
CIN : U24299GJ2021PTC120091

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	Note	(Rupees in Thousand)	
		2024-25	2023-24
Income			
Revenue from operations	18	135388.54	28731.10
Other income	19	562.96	85.34
Total income		135951.50	28816.45
Expenses			
Cost of materials consumed	20	110820.26	17694.26
Changes in inventories of finished goods	21	0.00	228.00
Manufacturing expenses	22	29.97	30.96
Employee benefits expense	23	3819.02	617.54
Finance costs	24	3082.34	2007.26
Depreciation and amortisation expense		2534.60	1818.25
Other expenses	25	3276.38	3662.61
Total expenses		123644.42	26145.30
Profit before exceptional and extraordinary items and tax		12307.08	2671.14
Exceptional items		0.00	0.00
Profit before extraordinary items and tax		12307.08	2671.14
Extraordinary items		0.00	0.00
Profit before tax		12307.08	2671.14
Tax expense			
Current tax		1382.62	0.00
Prior year tax		46.00	0.00
Deferred tax		609.23	694.79
Profit/(Loss) for the period from continuing		10269.23	1976.35
Profit after tax		10269.23	1976.35
Earnings per equity share (Face value: Rs. 10)			
Basic and Deluted	26	9.26	1.78
Significant accounting policies	1		
See accompanying notes to the financial statements	27 to 28		

As per our report attached to balance sheet

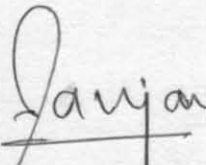
For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974

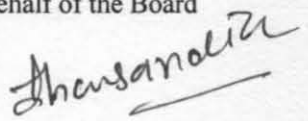
Place: Surat

Date: September 05, 2025




Sanjay R Desai
Director
(DIN-08885162)

For and on behalf of the Board


Rajeshkumar D Dharsandiya
Director
(DIN-09080727)

Place: Surat

Date: September 05, 2025

INKIA INKS PRIVATE LIMITED
CIN : U24299GJ2021PTC120091

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Thousand)	
	2024-25	2023-24
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	12307.08	2671.14
Adjustments for:		
Depreciation and amortisation expenses	2534.60	1818.25
Finance costs	3082.34	2007.26
Interest income	0.00	37.57
Operating profit before working capital changes	17924.02	6534.22
Adjustments for:		
Increase / (decrease) in trade and other receivables	(5432.02)	(5510.61)
Increase / (decrease) in inventories	15576.14	(21788.98)
Increase/(decrease) in trade payables, other liabilities and provisio	(1748.15)	16463.23
Cash generated from operations	26319.98	(4302.15)
Taxes paid	1428.63	0.00
Cash flow before extraordinary items	24891.35	(4302.15)
Extraordinary items	0.00	0.00
Net cash flow from / (used in) operating activities	24891.35	(4302.15)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of property, plant and equipment	1000.00	0.00
Purchase of property, plant and equipment	(13513.00)	(3156.28)
Purchase of investments		
Interest income	0.00	0.00
Dividend income	0.00	0.00
Net cash used in investing activities	(12513.00)	(3156.28)



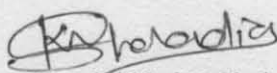
INKIA INKS PRIVATE LIMITED
CIN : U24299GJ2021PTC120091

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Thousand)	
	2024-25	2023-24
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	16000.00	4000.00
Proceeds from long-term borrowings	1723.20	5275.44
Proceeds from short-term borrowings (net)	161.67	140.52
Interest & other borrowing costs	(3082.34)	(2007.26)
Interest received from others	0.00	(37.57)
Net cash used in financing activities	14802.53	7371.13
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	27180.88	(87.30)
Cash and cash equivalents as at beginning (Opening balance)	651.02	738.31
Cash and cash equivalents as at end of the year (Closing balance)	27831.90	651.02

As per our report attached to balance sheet

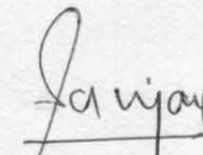
For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W



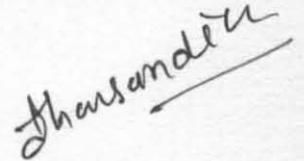
Kaushikbhai N Sheladiya
Proprietor
M. No. 155974



For and on behalf of the Board



Sanjay R Desai
Director
(DIN-08885162)



Dharsandiya
Director
(DIN-09080727)

Place: Surat
Date: September 05, 2025

Place: Surat
Date: September 05, 2025

INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1 Corporate information

INKIA INKS PRIVATE LIMITED (the 'Company') is a private limited Company domiciled in India having CIN: U24299GJ2021PTC120091. The registered office of the Company is located at 428/4, Plot No 8, Soma Kanji Ni Wadi, U M Road, Khatodara, Surat,. The Company is engaged in the business of manufacturing of ink. The Company has one manufacturing facility at Surat.

2 Basis of preparation of financial statements:

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle. Based on the nature of products and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such goods sold, the Company has considered an operating cycle of 12 months.

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

The Company is a Small and Medium Sized Company (SMC) as defined in the Companies (Accounting Standards) Rules, 2021 notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

3 Significant accounting policies

a Revenue recognition:

Revenue from sale of manufactured and traded goods is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract and a reasonable expectation of collection of the sale consideration from the customer exists.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

b Property, plant and equipment:

Property, plant and equipment are stated at cost net of recoverable taxes, trade discount and rebates, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, including duties and other non-refundable taxes or levies and directly attributable cost of bringing the asset to its working condition and indirect costs specifically attributable to construction of a project or to the acquisition of fixed asset. Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Assets retired from active use are carried at lower of book value and estimated net realisable value.

c Depreciation and amortisation:

i) The Company provides for depreciation on tangible assets to the extent of depreciable amount on Straight Line Method. Depreciation is provided based on useful life and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

ii) Depreciation on additions to assets or on sale / discardment of assets is provided on pro rata basis from the month in which assets have been put to use, up to the month prior to the month in which assets have been disposed off. Depreciation on additions to assets is provided over the residual life of the respective asset.

d Inventories:

The inventories are valued at lower of cost or market, using first in first out formula. Cost of inventories comprises of cost of purchase and manufacturing costs incurred in bringing them to their respective present location and condition. Stock-in-process and finished goods are valued after considering direct overheads.

e Employee benefits:

Wages, salaries, paid annual leave, sick leave and bonuses are accrued in the year in which the services are rendered by the employees. The company does not permit accumulating of unused leaves. The company does not provide any long-term employee benefits except gratuity.

f Borrowing cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

j Taxation:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from timing difference between taxable income and accounting income is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

h Provisions, contingent liabilities and contingent assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

i Earnings per share

Basic earning per share are calculated by dividing the net profit for the year attributable to equity shareholder by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit for the year attributable to equity shareholder and weighted average number of equity shares outstanding during the year is adjusted for the effect of all dilutive potential equity shares.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	Rupees	(Rupees in Thousand)	
		As at 31-03-2025	As at 31-03-2024
		Rupees	Rupees

NOTE 2

SHARE CAPITAL

a Authorised

3000000 Equity Shares of Rs. 10 each	30000.00	14000.00
(Previous year 1400000 Equity Shares)		

b Issued, subscribed and paid-up

3000000 Equity Shares of Rs. 10 each fully paid-up	30000.00	14000.00
(Previous year 1400000 Equity Shares)		

Total share capital	30000.00	14000.00
---------------------	----------	----------

c The reconciliation of the number of shares and share capital

Particulars	As at 31-03-2025		As at 31-03-2024	
	No. of shares	Amount	No. of shares	Amount
Equity Shares at the beginning of the year	1400000	14000.00	1000000	10000.00
Add: Shares issued	1600000	16000.00	400000	4000.00
Less: Shares cancelled on buy back	0	0.00	0	0.00
Equity Shares at the end of the year	3000000	30000.00	1400000	14000.00

d Terms / rights attached to Equity Shares

The Company has one class of Equity Shares each having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

e Shareholders holding more than 5 per cent of Equity Shares as at the end of the year

Name of the Shareholder	As at 31-03-2025		As at 31-03-2024	
	No. of shares	% of holding	No. of shares	% of holding
Ashishkumar Durlbhbhai Mulani	170000	5.67	80000	5.71
Dakshaben Ashishkumar Mulani	70000	2.33	70000	5.00
Dhruv Arvindbhai Gor	180000	6.00	84000	6.00
Kishan M Dadhania	330000	11.00	154000	11.00
Rajeshkumar Dayabhai Dharsandiya	990000	33.00	462000	33.00
Sagarkumar Bipinbhai Mulani	585000	19.50	230000	16.43
Sanjay Raghubhai Desai	585000	19.50	230000	16.43
Urvisha Satish Panchani	90000	3.00	90000	6.43



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 2 (CONTD.)

SHAREHOLDING OF PROMOTERS

Sl. No.	Promoter name	As at 31-03-2025			As at 31-03-2024		
		No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
1	Rajeshkumar Dayabhai Dharsandiya	990000	33	114.29	462000	33	131.00
2	Sagarkumar Bipinbhai Mulani	585000	19.5	154.35	230000	16.43	53.33
3	Sanjay Raghubhai Desai	585000	19.5	154.35	230000	16.43	53.33



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Thousand)			
		As at 31-03-2025	As at 31-03-2024	
	Rupees	Rupees	Rupees	Rupees

NOTE 6

SHORT-TERM BORROWINGS

Loans repayable on demand:

Secured

Banks- cash Credit	0.00		927.29	
Other parties	0.00	0.00	0.00	927.29
Current maturities of long-term borrowings (Refer Note 4)		3497.82		2408.86
		3497.82		3336.15

Nature of security and terms of repayment:

- i. Short-term borrowing from a bank is repayable on demand and is secured by CGTMSE and hypothecation of finished goods, book debts, movable plant & machinery, accessories and

NOTE 7

TRADE PAYABLES

a) Total outstanding dues of micro enterprises and small enterprises	0.00	0.00
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	17529.99	9234.12
	17529.99	9234.12

NOTE 8

OTHER CURRENT LIABILITIES

Other payables:

Statutory dues	5.54	58.87
Salary payable	191.62	0.00
Advances from customers	4466.15	15496.39
	4663.31	15555.26

NOTE 9

SHORT-TERM PROVISIONS

Others:

For expenses	1300.38	452.45
	1300.38	452.45



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 7 (CONTD.)

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2025

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2025
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	16946.22	583.77	0.00	0.00	17529.99
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	16946.22	583.77	0.00	0.00	17529.99

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2024

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2024
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	9130.26	103.86	0.00	0.00	9234.12
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	9130.26	103.86	0.00	0.00	9234.12



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 10

PROPERTY, PLANT AND EQUIPMENT

(Rupees in Thousand)

Description	Gross Block at Cost				Depreciation and Impairment					Net Block	
	As at 01-04-2024	Addi- tions	Disposals	As at 31-03-2025	As at 01-04-2024	Addi- tions	Impair- ment	Disposals	As at 31-03-2025	As at 31-03-2025	As at 31-03-2024
Tangible assets											
Electric fitting	85.37	1479.27	0.00	1564.64	16.11	84.02	0.00	0.00	100.13	1464.51	69.26
Furniture	182.12	352.99	0.00	535.11	27.79	36.14	0.00	0.00	63.93	471.18	154.33
Computer	29.00	108.21	0.00	137.21	11.05	24.52	0.00	0.00	35.57	101.65	17.96
Office Equipments	27.08	231.59	0.00	258.67	7.60	19.33	0.00	0.00	26.93	231.73	19.48
Plant and Machinery	29578.11	11298.56	1000.00	39876.67	3179.50	2342.21	0.00	0.00	5521.71	34354.96	26398.61
Total	29901.67	13470.62	1000.00	42372.30	3242.05	2506.22	0.00	0.00	5748.27	36624.03	26659.62
Previous Year	26745.40	3156.28	0.00	29901.67	1448.89	1793.16	0.00	0.00	3242.05	26659.62	
Intangible assets											
Software	158.00	42.38	0.00	200.38	68.04	28.38	0.00	0.00	96.42	103.96	89.96
Total	158.00	42.38	0.00	200.38	68.04	28.38	0.00	0.00	96.42	103.96	89.96
Previous Year	158.00	0.00	0.00	158.00	42.96	25.09	0.00	0.00	68.04	89.96	

Note : Depreciation has been calculated under strait line method (SLM) over usefull life of assets after considering suitable residual value in accordance with the provisions of The Companies Act, 2013.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Thousand)			
		As at 31-03-2025		As at 31-03-2024
	Rupees	Rupees	Rupees	Rupees

NOTE 11

OTHER NON-CURRENT ASSETS

(Unsecured, considered good)

Security deposits	595.80	595.80
Others		
Bank deposits with maturity of more than 12 months	743.51	704.04
	<u>1339.31</u>	<u>1299.84</u>

NOTE 12

INVENTORIES

Raw materials	10599.01	26175.15
Finished goods	0.00	0.00
	<u>10599.01</u>	<u>26175.15</u>

NOTE 13

TRADE RECEIVABLES

(Unsecured)

Considered good - Secured	0.00	0.00
Considered good - Unsecured	13607.36	183.96
Doubtful	0.00	0.00
	<u>13607.36</u>	<u>183.96</u>
Less: Provision for doubtful receivables	0.00	0.00
	<u>13607.36</u>	<u>-183.96</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 13 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2025

(Rupees in Thousand)

Particu- lars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	13579.92	27.44	0.00	0.00	0.00	13607.36
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	13579.92	27.44	0.00	0.00	0.00	13607.36



NOTE 13 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2024

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	173.46	0.00	0.00	10.50	0.00	183.96
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	173.46	0.00	0.00	10.50	0.00	183.96



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	Rupees	(Rupees in Thousand)	
		As at 31-03-2025	As at 31-03-2024
		Rupees	Rupees

NOTE 14

CASH AND BANK BALANCES

Cash and cash equivalents

Balances with banks	27746.74	217.15
Cheques, drafts on hand	0.00	0.00
Cash on hand	85.16	433.87
	<u>27831.90</u>	<u>651.02</u>

NOTE 15

SHORT-TERM LOANS AND ADVANCES

(Unsecured, considered good)

Advances to suppliers	101.30	5496.27
	<u>1901.30</u>	<u>5496.27</u>

NOTE 16

OTHER CURRENT ASSETS

Pre-paid expenses	7.45	15.82
Tax refunds receivable (Net)	1724.24	6095.65
Unamortised expenses (Preliminary exps)	0.56	1.12
To the extent of not written of	<u>1787.79</u>	<u>6223.65</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 17

ADDITIONAL REGULATORY INFORMATION

1 Title deeds of immovable property not held in the name of the Company

There is no immovable properties Hence the question of tile deed of immovable properties not held in the name of co dose not arise.

2 Revaluation of property, plant and equipment

The Company has not revalued any of the property, plant and equipment during the year.

3 Loans or advances - Additional disclosures

The Company has not granted any loan or advance in nature of loan to promoters, directors, key managerial personnel and related parties as defined under the Companies Act, 2013 either severally or jointly with any other person that is (a) repayable on demand; or (b) without specifying any terms or period of repayment.

4 Capital work-in-progress (CWIP)

The Company is not having any capital work-in-progress during the year or previous year.

5 Intangible assets under development

The Company is not having any intangible asset under development during the year or previous year.

6 Details of Benami Property held

No proceedings have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and the rules made thereunder as amended from time to time.

7 Security of current assets against borrowings

The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. As such requirement of verification of the quarterly returns or statements filed by the Company with banks or financial institutions with the books of account of the Company is not applicable.



8 Wilful defaulter

The Company has borrowings from banks or financial institutions or other lenders. However, the Company has not been declared a wilful defaulter at any time during the year or after the end of reporting period, but before the date when financial statements are approved or in an earlier period and the default has continued for the whole or part of the current year by any bank or financial institution or other lender.

9 Relationship with Struck off companies

The Company has no transaction during the year with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

10 Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

11 Compliance with number of layers of companies

The Company is not having any subsidiary. Hence, requirement of compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable

12 Analytical Ratios:

Ratio	Numerator	Denominator	Current period	Previous period	% variance	Reason for variance by more than 25%
Current ratio	Total current assets	Total current liabilities	2.064626	1.355241	52.34	Increase current assets
Debt-equity ratio	Total debts consist of borrowings and lease liabilities	Total equity	0.755284	1.909774	(60.45)	Repayment of borrowin
Debt service coverage ratio	Earnings available for debt service = Net profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	-11.7094	-5.31699	120.23	Repayment of borrowings and increase in finance cost



Return on equity ratio	Net profit after tax	Average total equity	0.116696	0.041174	183.42	Increase in net profit
Inventory turnover ratio	Cost of goods sold or sales = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in-process and stock-in-trade	Average inventories	6.027073	1.172872	413.87	Increase in purchase of raw materials
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	19.63387	14.78881	32.76	Increase in turnover
Trade payables turnover ratio	Net credit purchases of raw materials + net credit purchases of stock-in-trade	Average trade payables	7.117301	5.888959	20.86	
Net capital turnover ratio	Revenue from operations	Average working capital = Average current assets - Average current liabilities	6.963012	5.903752	17.94	
Net profit ratio	Net profit after tax	Revenue from operations	0.07585	0.068788	10.27	
Return on capital employed	Earnings before tax and finance costs	Capital employed = Net worth + Total borrowings + Lease liabilities + Deferred tax liabilities	0.218908	0.115202	90.02	Increase in earning before tax
Return on investment	Income generated from invested funds	Average invested funds	NA	NA	NA	



13 Compliance with approved Scheme(s) of Arrangements

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year. Hence, the requirements of disclosure of effect of such Scheme of Arrangements in the books of account in accordance with the Scheme and in accordance with accounting standards are not applicable.

14 Utilisation of Borrowed funds and share premium

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) during the year with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) during the year with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Thousand)	
	2024-25	2023-24

NOTE 18

REVENUE FROM OPERATIONS

Sales	135388.54	28731.10
	<u>135388.54</u>	<u>28731.10</u>

NOTE 19

OTHER INCOME

Interest Income	552.68	37.57
Exchange fluctuation gain (net)	0.02	0.18
Other non-operating income (net of expenses)	8.74	29.67
	<u>562.96</u>	<u>85.34</u>

NOTE 20

COST OF MATERIALS CONSUMED

Raw materials		
Opening stock	26175.15	4158.16
Add: Purchases	<u>95244.12</u>	<u>39711.24</u>
	121419.26	43869.40
Less: Sales	0.00	0.00
Less: Closing stock	10599.01	26175.15
	<u>110820.26</u>	<u>17694.26</u>

NOTE 21

CHANGES IN INVENTORIES OF FINISHED GOODS

Closing stock	0.00	0.00
Less: Opening stock	0.00	228.00
	<u>0.00</u>	<u>228.00</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Thousand)	
	2024-25	2023-24

NOTE 22

MANUFACTURING EXPENSES

Consumption of stores and spare parts	29.97	30.96
	<u>29.97</u>	<u>30.96</u>

OR

NOTE

DIRECT EXPENSES

Import Clearance and Custom duty charges	81.86	86.45
	<u>81.86</u>	<u>86.45</u>

NOTE 23

EMPLOYEE BENEFITS EXPENSES

Workers wages	2201.60	617.54
	<u>3819.02</u>	<u>617.54</u>

NOTE 24

FINANCE COSTS

Interest expenses	2835.55	2004.16
Other borrowing costs	246.79	3.10
	<u>3082.34</u>	<u>2007.26</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Thousand)	
	2024-25	2023-24
NOTE 25		
OTHER EXPENSES		
Rent	993.00	1986.00
Insurance:		
For machinery	33.68	41.79
Professional fees	23.49	16.40
Auditors' remuneration		
Audit fee	40.00	25.00
Miscellaneous expenses:		
Accounting fees	30.00	25.00
Bank charges	425.82	906.44
Maintenance charges	26.00	0.00
Material handling charges	314.50	0.00
Freight expenses	519.26	270.05
Internet expenses	3.39	12.71
Office expenses	307.26	97.77
Preliminary expenses w/off	56.09	56.09
ROC Registration fees	200.00	50.00
Transport charges	74.17	13.57
Security expenses	73.27	97.53
Prior Period Income tax	0.00	60.66
Software expenses	0.00	3.60
Stationery expenses	156.45	0.00
	<u>3276.38</u>	<u>3662.61</u>



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Thousand)	
	2024-25	2023-24

NOTE 26

EARNINGS PER SHARE

Net profit / (loss) after tax	10269.23	1976.35
Total weighted average no. of Equity shares	1109290	1109290
Basic and diluted earning per share in rupees	9.26	1.78



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 27

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, under the Companies (Accounting Standard) Rules, 2021, the discloser of transactions with the related parties as defined in the Accounting Standard and identified by the Company are given below:

i) List of related parties:

a) Key management personnel and their relatives:

Key management personnel:

1) Sanjay Raghubhai Desai	Director
2) Rajeshkumar Dayabhai Dharsandiya	Director
3) Sagarkumar Bipinbhai Mulani	Director

Relatives:

Sheetal Dharsandiya	Director Wife
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Note: Names of only those relatives are given with whom the company is having transactions.

ii) Transactions carried out with related parties in the ordinary course of business during the year:

		(Rupees in Thousand)	
		2024-25	2023-24
		Rupees	Rupees
1	Loans accepted during the year:		
	Key management personnel:		
	Sanjay Raghubhai Desai	0.00	0.00
	Rajeshkumar Dayabhai Dharsandiya	0.00	0.00
	Sagarkumar Bipinbhai Mulani	0.00	0.00
		0.00	0.00
	Relatives:		
	Sheetal Dharsandiya	0.00	500.00
		0.00	500.00
2	Loans repaid during the year:		
	Key management personnel		
	Bhavik Jayantilal Gor	0.00	950.00
		0.00	950.00
	Associates:		
	True Colors Private Limited	2500.00	0.00
		2500.00	0.00



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 27 (Contd.)

RELATED PARTY DISCLOSURES

		(Rupees in Thousand)	
		2024-25	2023-24
		Rupees	Rupees
3	Purchase during the year		
	Associates:		
	A D Impex	22917.40	5588.90
	True Colors Impex	0.00	3485.60
	True Colors Limited	17038.82	23320.87
	(Including Taxes)	39956.21	32395.37
4	Sales during the year		
	Associates:		
	True Colors Private Limited	118803.90	14101.42
		118803.90	14101.42
5	Payment during the year:		
	Associates:		
	For purchase		
	A D Impex	17630.00	5255.00
	True Colors Impex	0.00	3485.60
	Alphabet Digital Innovation	0.00	50.96
	True Colors Private Limited	17011.83	23508.21
		34641.83	23508.21
6	Received during the year		
	Associates:		
	True Colors Private Limited	106437.81	13945.00
		106437.81	13945.00
7	Balance at the end of the year:		
	Loan accepted		
	Key management personnel:		
	Sanjay Raghubhai Desai	150.00	150.00
	Sheetal Dharsandiya	500.00	500.00
	Rajeshkumar Dayabhai Dharsandiya	1549.50	1549.50
	Sagarkumar Bipinbhai Mulani	150.00	150.00
		2349.50	2349.50



INKIA INKS PRIVATE LIMITED**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025****NOTE 27 (Contd.)****RELATED PARTY DISCLOSURES**

	(Rupees in Thousand)	
	2024-25	2023-24
	Rupees	Rupees
Relatives:		
Sheetal Dharsandiya	0.00	500.00
	0.00	500.00
For Purchases:		
Associates:		
True Colors Private Limited	18.77	18.51
	18.77	711.33
For Sales:		
Associates:		
True Colors Private Limited	10675.43	1690.66
	10675.43	1690.66

No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.



INKIA INKS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

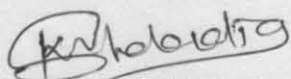
NOTE 28

OTHER MATTERS

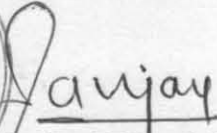
- 1 In the opinion of the Directors:
 - a The current assets and loans and advances are approximately of the value stated, if realised in the ordinary course of business.
 - b The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 2 There are imports, expenditure in foreign currencies Rs 169303.38 and earnings in foreign exchange during the year Rs Nil . (Previous year Rs. 11557500)
- 3 Previous year's figures have been regrouped, wherever necessary.

As per our report attached to balance sheet

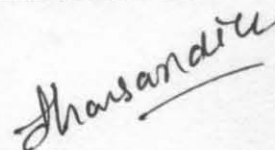
For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974




Sanjay R Desai Rajeshkumar D Dharsandiya
Director Director
(DIN-08885162) (DIN-09080727)

For and on behalf of the Board



Place: Surat
Date: September 05, 2025

Place: Surat
Date: September 05, 2025

TRUE COLORS PRIVATE LIMITED

Financial Year :2023-24

Assessment Year :2024-25

Audited by:

K N SHELADIYA & CO.

Chartered Accountants

A-411, yash Plaza,

Opp. Dhana Mill,

Varachha Road,

Surat-395 006

Mo. No.: -98246 30817

Firm Registration No. : 136685W

Membership No.: 155974



K.N. SHELADIYA & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

On The Standalone Financial Statements of True Colors Private Limited
CIN : U17299GJ2021PTC126265

To,
The Members of
True Colors Private Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of True Colors Private Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year then ended, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024 and its profit and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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.

Information other than the Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report including Annexures to Directors Report, but does not include the financial statements and our auditor's report thereon.
5. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



6. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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



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

11.2 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 adequate internal financial controls system in place and the operating effectiveness of such controls.

11.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

12. 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.

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

Report on other Legal and Regulatory Requirements

14. This report does not include a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India, in terms of section 143(11) of the Act, we give in the "Annexure- A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.



15. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- 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.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.
 - iv. A. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



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

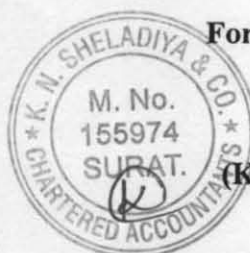
C. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(A) and (iv)(B) contain any material mis-statement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to rule 3(1) of the Companies (Accounts) Rules, 2024 is applicable from April 1, 2024, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of the audit trail as per statutory requirements for record retention is not applicable for the year ended 31st March, 2024.

Place : Surat
Date : September 23, 2024



For K N Sheladiya & Co.
Chartered Accountants

(Signature)
(Kaushikbhai N Sheladiya)

Proprietor
Membership No. 155974
FRN. 136685W

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Annexure "A" to the Independent Auditors' Report on the Standalone Financial Statements of True Colors Private Limited

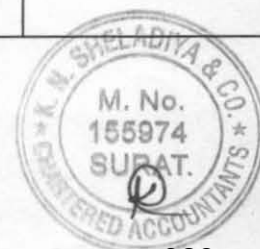
(Referred to in paragraph 14 under the heading 'Report on other legal and regulatory requirements' of our report of even date on the financial statements for the year ended 31st March, 2024)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1. In respect of its Property, Plant and Equipment:

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) All the Property, Plant and Equipment have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.
- (c) Details of title deeds of immovable properties not held in the name of the Company are as under:

Description of property	Gross carrying value Rs.	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range where appropriate	Reason for not being held in name of Company - indicate if in dispute
Plot No 51, Rajhans Zesto, Kalakachha, Tal Jalalpore, Dist Navsari	20193000	Ashish D Mulani, Satish J Panchani, Sanjay R Desai and Sagar B Mulani	Direcor, Promotor and relative	-	Company has made construction on the said land. No Dispute.
Plot No 44, Rajhans Zesto, Kalakachha, Tal Jalalpore, Dist Navsari	27303000	Ashish D Mulani, Satish J Panchani, Sanjay R Desai and Sagar B Mulani	Direcor, Promotor and relative	-	Company has made construction on the said land. No Dispute.



- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and rules made thereunder.

2. In respect of its inventory:

- (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees during the year from banks or financial institutions on the basis of security of current assets. 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.

3. The Company has not 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 any other parties. Hence, sub-paragraphs (a) to (f) of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ('the Order') are not applicable.

4. The Company has not granted any loans or made any investments or provided any guarantees or securities to the parties covered under sections 185 and 186 of the Act. Accordingly, the provisions of paragraph 3(iv) of the Order are not applicable to the Company.

5. The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act. Therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

6. The Central Government has not specified for maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of the products manufactured / services rendered by the Company.

7. In respect of statutory dues:

- (a) The Company has generally been 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 other material statutory dues, as applicable, with the appropriate authorities.
- (b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company

8. The Company has not surrendered or disclosed as income any transaction not recorded in the books of account during the year in the tax assessments under the Income-tax Act, 1961.



9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) We report that the Company has not been declared willful defaulter by any bank or financial institution or other lender or government or any government authority.

(c) The Company has utilised the money obtained by way of term loans during the year for the purposes for which the loans have been obtained.

(d) On an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.

(e) Overall examination of the financial statements of the Company, we report that the Company is not having subsidiaries, associates or joint ventures. Hence, the question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.

(f) We report that the Company is not having subsidiaries, joint ventures or associate companies. Therefore, the question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.

10. (a) The Company is not a public company. Therefore, the provisions of paragraph 3(x)(a) of the Order are not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore the requirements of compliance with section 42 and section 62 of the Act and utilisation of the funds for the purposes for which they were raised do not arise.

11. (a) No material fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) As no material fraud by the Company or any fraud on the Company has been noticed or reported during the year, there is no necessity of filing any report in Form ADT-4 under sub-section (12) of section 143 of the Companies Act with the Central Government.

(c) The Company is not required to and has not established whistle-blower mechanism during the year.

12. The Company is not a Nidhi company. Therefore, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.



13. The Company has entered into transactions with related parties in compliance with sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Companies Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

14. (a) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of section 138 of the Companies Act.

(b) The Company did not have an internal audit system for the period under audit.

15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors during the year and hence provisions of section 192 of the Companies Act are not applicable to the Company.

16. (a) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act, 1934.

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

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, and therefore, requirement of fulfilling the criteria of a CIC as well as fulfilment of criteria for an exempted or unregistered CIC are not applicable.

(d) The Company is not part of any Group and hence criteria of the Group having more than one CIC as part of the Group and the number of CICs which are part of the Group are not applicable.

17. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors during the year and accordingly the provisions of paragraph 3(xviii) of the Order are not applicable to the Company.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

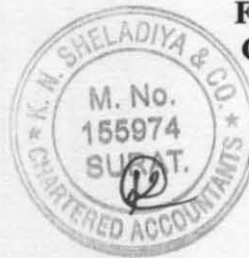


20. The Company has spent or expend or contribute for Corporate Social Responsibility under section 135 of the Companies Act.

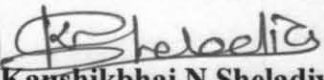
21. The Company is not having any subsidiary, joint venture or associate company and as such the Company is not required to prepare consolidated financial statements. Hence, the provisions of paragraph (xxi) of the Order are not applicable to the Company.

Place : Surat

Date : September 23, 2024



For K N Sheladiya & Co.
Chartered Accountants


(Kaushikbhai N Sheladiya)

Proprietor

Membership No. 155974

FRN. 136685W

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Annexure “ B” To The Auditors’ Report

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 **True Colors Private Limited** (“The Company”) as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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

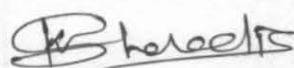
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria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

Place : Surat

Date : September 23, 2024



For K N Sheladiya & Co.
Chartered Accountants


(Kaushikbhai N Sheladiya)

Proprietor

Membership No. 155974

FRN. 136685W

K N Sheladiya & Co.
Chartered Accountants

Kaushikbhai N Sheladiya
B. Com., LL.B., F.C.A.

307, Royal Arcade,
Nr. Canara Bank,
Opp. Affil Tower, Varachha Road,
Surat-395006
Phone: 0261- 4017527

TRUE COLORS PRIVATE LIMITED

Asst. year: 2024-25

Pre year ended: 31-03-2024

ANNEXURE TO FORM NO. 3CA

[See Rule 6G(1)(b)]

Assessee's Responsibility for the Statement of Particulars in Form 3CD

- 1 The assessee is responsible for the preparation of the statement of particulars required to be furnished under section 44AB of the Income-tax Act, 1961 annexed herewith in Form No. 3CD read with Rule 6G(1)(b) of Income-tax Rules, 1962 that give true and correct particulars as per the provisions of the Income-tax Act, 1961 read with Rules, Notifications, circulars, etc that are to be included in the Statement.

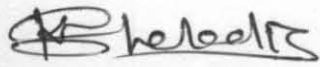
Tax Auditor's Responsibility

- 2 We are responsible for verifying the statement of particulars required to be furnished under section 44AB of the Income-tax Act, 1961 annexed herewith in Form No. 3CD read with Rule 6G(1)(b) of Income-tax Rules, 1962. We have conducted our verification of the statement in accordance with Guidance Note on Tax Audit under section 44AB of the Income-tax Act, 1961, issued by the Institute of Chartered Accountants of India.

For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W



Place: Surat
Date: September 23, 2024


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974

UDIN: 24155974BKDXT45663

TRUE COLORS PRIVATE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2024

(Rupees in Lakh)			
Particulars	Note	As at 31-03-2024	As at 31-03-2023
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	47.25	47.25
Reserves and surplus	3	1464.69	612.27
		1511.94	659.52
Non-current liabilities			
Long-term borrowings	4	2332.27	1026.37
Deferred tax liabilities (Net)	5	67.35	0.15
Other long-term liabilities		0.00	0.00
Long-term provisions		0.00	0.00
		2399.62	1026.52
Current liabilities			
Short-term borrowings	6	2822.42	978.03
Trade payables:	7		
a) Total outstanding dues of micro enterprises and small enterprises		0.00	0.00
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		3248.94	1692.55
Other current liabilities	8	560.31	27.63
Short-term provisions	9	53.81	92.42
		6685.47	2790.64
Total		10597.03	4476.67



TRUE COLORS PRIVATE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2024

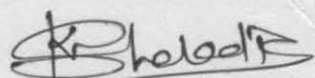
(Rupees in Lakh)			
Particulars	Note	As at 31-03-2024	As at 31-03-2023
ASSETS			
Non-current assets			
Property, plant and equipment and intangible assets:			
a) Property, plant and equipment	10	3903.31	3.78
b) Intangible assets		2.74	0.00
c) Capital work-in-progress		71.70	119.21
d) Intangible assets under development		0.00	0.00
Non-current investments		0.00	0.00
Deferred tax assets (Net)		0.00	0.00
Long-term loans and advances	11	0.00	51.00
Other non-current assets	12	157.37	109.34
		<u>4135.12</u>	<u>283.32</u>
Current assets			
Current investments		0.00	0.00
Inventories	13	2649.09	1046.39
Trade receivables	14	2297.18	1649.95
Cash and bank balances	15	504.79	57.13
Short-term loans and advances	16	474.06	1390.36
Other current assets	17	536.80	49.52
		<u>6461.91</u>	<u>4193.35</u>
		<u><u>10597.03</u></u>	<u><u>4476.67</u></u>
Total			
Additional Regulatory Information	18		
Significant accounting policies	1		
See accompanying notes to the financial statements	28 to 29		

As per our report attached

For K N Sheladiya & Co.

Chartered Accountants

Firm Reg No. 136685W



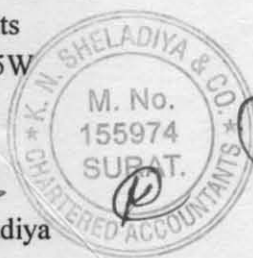
Kaushikbhai N Sheladiya

Proprietor

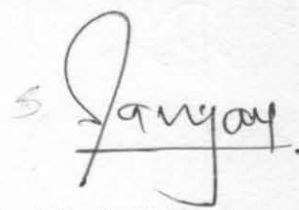
M. No. 155974

Place: Surat

Date: September 23, 2024



For and on behalf of the Board



Ashishkumar D Mulani Sanjay R Desai

Director Director

(DIN-08900639) DIN 08885162)

Place: Surat

Date: September 23, 2024

TRUE COLORS PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

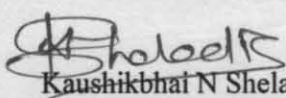
Particulars	Note	(Rupees in Lakh)	
		2023-24	2022-23
Income			
Revenue from operations	19	15993.19	8066.04
Other income	20	97.65	28.62
Total income		16090.84	8094.66
Expenses			
Purchases of stock-in-trade	21	12586.79	6829.94
Changes in stock-in-process and stock-in-trade	22	(1602.69)	(952.60)
Direct expenses	23	1839.90	269.51
Employee benefits expense	24	872.76	577.97
Finance costs	25	190.74	25.14
Depreciation and amortisation expense	7	123.38	0.82
Other expenses	26	896.34	756.50
Total expenses		14907.21	7507.28
Profit before exceptional and extraordinary items and tax		1183.63	587.38
Profit before extraordinary items and tax		1183.63	587.38
Profit before tax		1183.63	587.38
Tax expense			
Current tax		265.22	172.91
Prior year tax		(1.20)	19.24
Deferred tax		67.20	0.15
Profit/(Loss) for the period from continuing operations		852.42	395.08
Profit after tax		852.42	395.08
Earnings per equity share (Face value: Rs. 10)			
Basic and Deluted	27	180.41	233.17
Significant accounting policies	1		
See accompanying notes to the financial statements	28 to 29		

As per our report attached to balance sheet

For K N Sheladiya & Co.

Chartered Accountants

Firm Reg No. 136685W

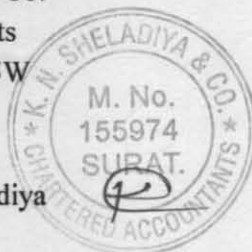

Kaushikbhai N Sheladiya

Proprietor

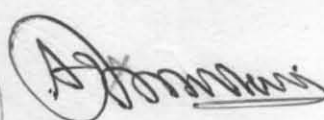
M. No. 155974

Place: Surat

Date: September 23, 2024



For and on behalf of the Board



Ashishkumar D Mulani Sanjay R Desai

Director

Director

(DIN-08900639) DIN 08885162)

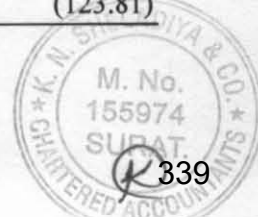
Place: Surat

Date: September 23, 2024

TRUE COLORS PRIVATE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

	(Rupees in Thousand)	
	2023-24	2022-23
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	1183.63	587.38
Adjustments for:		
Depreciation and amortisation expenses	123.38	0.82
Finance costs	190.74	25.14
Interest income	8.32	0.44
Excess income-tax provision written back	0.00	0.00
Excess provision for gratuity written back	0.00	0.00
Surplus / loss on sale of property, plant and equipment	0.00	0.00
Operating profit before working capital changes	1506.07	613.78
Adjustments for:		
Increase / (decrease) in trade and other receivables	(215.24)	(2341.61)
Increase / (decrease) in inventories	(1602.69)	(952.60)
Increase/(decrease) in trade payables, other liabilities and provisio	2050.45	832.37
Cash generated from operations	1738.57	(1848.05)
Taxes paid	264.01	192.15
Cash flow before extraordinary items	1474.56	(2040.21)
Extraordinary items	0.00	0.00
Net cash flow from / (used in) operating activities	1474.56	(2040.21)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of property, plant and equipment	0.00	0.00
Purchase of property, plant and equipment	(3978.14)	(123.81)
Purchase of investments		
Interest income	0.00	0.00
Dividend income	0.00	0.00
Net cash used in investing activities	(3978.14)	(123.81)



TRUE COLORS PRIVATE LIMITED

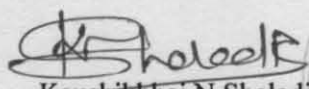
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

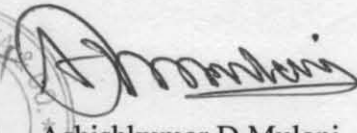
	(Rupees in Thousand)	
	2023-24	2022-23
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	0.00	32.25
Proceeds from issue of share premium	0.00	148.35
Dividend paid (including dividend distribution tax)	0.00	0.00
Proceeds/repayment of pending share application money	0.00	0.00
Proceeds from long-term borrowings		
Proceeds from long-term borrowings	1305.90	1026.37
Proceeds from other long-term borrowings	0.00	0.00
Proceeds from short-term borrowings (net)	1844.39	978.03
Interest & other borrowing costs	(190.74)	(25.14)
Interest received from others	(8.32)	(0.44)
Net cash used in financing activities	2951.24	2159.41
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	447.66	(4.60)
Cash and cash equivalents as at beginning (Opening balance)	57.13	61.74
Cash and cash equivalents as at end of the year (Closing balance)	504.79	57.13
Net increase/ decrease	447.66	(4.60)

As per our report attached to balance sheet

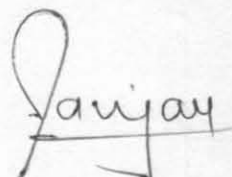
For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W

For and on behalf of the Board


 Kaushikbhai N Sheladiya
 Proprietor
 M. No. 155974


 Ashishkumar D Mulani
 Director
 (DIN-08900639)




 Sanjay R Desai
 Director
 (DIN 08885162)

Place: Surat
Date: September 23, 2024

Place: Surat
Date: September 23, 2024

TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1 Corporate information

TRUE COLORS PRIVATE LIMITED (the 'Company') is a private limited Company domiciled in India having CIN: U17299GJ2021PTC126265. The registered office of the Company is located at P- 8, GR Flr to 3rd Flr,, Somakanjini Wadi Patel Line Khatodara, Surat, Surat, Gujarat, India, 395002. The Company is engaged in the business of trading.

2 Basis of preparation of financial statements:

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle. Based on the nature of products and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such goods sold, the Company has considered an operating cycle of 12 months.

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

The Company is a Small and Medium Sized Company (SMC) as defined in the Companies (Accounting Standards) Rules, 2021 notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

3 Significant accounting policies

a Revenue recognition:

Revenue from sale of traded goods is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract and a reasonable expectation of collection of the sale consideration from the customer exists.

TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

b Inventories:

The inventories are valued at lower of cost or market, using first in first out formula. Cost of inventories comprises of cost of purchase and manufacturing costs incurred in bringing them to their respective present location and condition. Stock-in-process and finished goods are valued after considering direct overheads.

c Foreign currency transactions:

i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

iii) Non-monetary foreign currency items are carried at cost.

iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

d Employee benefits:

Wages, salaries, paid annual leave, sick leave and bonuses are accrued in the year in which the services are rendered by the employees. The company does not permit accumulating of unused leaves. The company does not provide any long-term employee benefits except gratuity.

e Borrowing cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

f Taxation:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from timing difference between taxable income and accounting income is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

g Provisions, contingent liabilities and contingent assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

h Earnings per share

Basic earning per share are calculated by dividing the net profit for the year attributable to equity shareholder by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit for the year attributable to equity shareholder and weighted average number of equity shares outstanding during the year is adjusted for the effect of all dilutive potential equity shares.



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at		As at	
	31-03-2024		31-03-2023	
	Rupees	Rupees	Rupees	Rupees
NOTE 2				
SHARE CAPITAL				
a Authorised				
1150000 Equity Shares of Rs. 10 each		115.00		115.00
(Previous year 1150000 Equity Shares)				
b Issued, subscribed and paid-up				
472500 Equity Shares of Rs. 10 each fully paid-up		47.25		47.25
(Previous year 472500 Equity Shares of Rs. 10 each fully paid-up)				
Total share capital		47.25		47.25

c The reconciliation of the number of shares and share capital

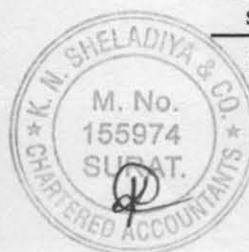
Particulars	As at 31-03-2024		As at 31-03-2023	
	No. of	Amount	No. of	Amount
	shares		shares	
Equity Shares at the beginning of the year	472500	47.25	150000	15.00
Add: Shares issued	0	0.00	322500	32.25
Less: Shares cancelled on buy back	0	0.00	0	0.00
Equity Shares at the end of the year	472500	47.25	472500	47.25

d Terms / rights attached to Equity Shares

The Company has one class of Equity Shares each having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

e Shareholders holding more than 5 per cent of Equity Shares as at the end of the year

Name of the Shareholder	As at 31-03-2024		As at 31-03-2023	
	No. of	% of	No. of	% of
	shares	holding	shares	holding
Ashishkumar Durlabhbbhai Mulani	236450	50.04	236450	50.04
Sagarkumar Bipinbhai Mulani	118025	24.98	118025	24.98
Sanjay raghubhai Desai	118025	24.98	118025	24.98



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 2 (CONTD.)

SHAREHOLDING OF PROMOTERS

Sl. No.	Promoter name	As at 31-03-2024			As at 31-03-2023		
		No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
1	Ashishkumar Durlabhbhai Sagarkumar	236450	50.04	0.00	236450	50.04	-16.63
2	Bipinbhai Mulani	118025	24.98	0.00	118025	24.98	14.98
3	Sanjay raghubhai Desai	118025	24.98	0.00	118025	24.98	14.98
4	Urvisha S Panchani	0	0.00	0.00	0	0	-13.33



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at		As at	
	31-03-2024		31-03-2023	
	Rupees	Rupees	Rupees	Rupees
NOTE 3				
RESERVES AND SURPLUS				
Securities premium		148.35		148.35
Statement of Profit and Loss - surplus:				
Balance as per last balance sheet	463.92		68.84	
Add: Profit for the year	852.42	1316.34	395.08	463.92
Closing balance		1464.69		612.27

NOTE 4
LONG-TERM BORROWINGS

	Non-current		Current	
	As at	As at	As at	As at
	31-03-2024	31-03-2023	31-03-2024	31-03-2023
Term loans:				
Secured				
From banks	2332.27	1026.37	549.93	0.00
	2332.27	1026.37	549.93	0.00

Nature of security and terms of repayment:

Term loan as well as short-term borrowing from a bank are secured by equitable mortgage of building and hypothecation of finished goods, book debts, movable plant & machinery and guaranteed by directors.

NOTE 5
DEFERRED TAX LIABILITIES (Net)

Deferred tax liabilities				
Related to property, plant and equipment	67.35		0.15	
Others	0.00		0.00	
		67.35		0.15



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at 31-03-2024		As at 31-03-2023	
	Rupees	Rupees	Rupees	Rupees
NOTE 6				
SHORT-TERM BORROWINGS				
Loans repayable on demand:				
Secured				
Banks	1559.19		603.73	
Other parties	0.00	1559.19	0.00	603.73
Unsecured				
Loans and advances from related parties		713.30		374.30
Other loans and advances:				
Current maturities of long-term borrowings		549.93		0.00
(Refer Note 4)				
		<u>2822.42</u>		<u>978.03</u>

Nature of security and terms of repayment:

Term loan as well as short-term borrowing from a bank are secured by equitable mortgage of building and hypothecation of work-in-progress, finished goods, book debts, movable plant & machinery, vehicles and guaranteed by directors.

Short-term borrowing from a bank is repayable on demand and is secured by hypothecation of inventories and book debts and equitable mortgage of factory land and building and personal guarantee of the Directors.

NOTE 7

TRADE PAYABLES

a) Total outstanding dues of micro enterprises and small enterprises	0.00	0.00
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	3248.94	1692.55
	<u>3248.94</u>	<u>1692.55</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 7 (CONTD.)

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2024

(Rupees in Lakh)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2024
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	3242.13	6.81	0.00	0.00	3248.94
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	3242.13	6.81	0.00	0.00	3248.94

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2023

(Rupees in Thousand)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2023
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	1686.09	6.46	0.00	0.00	1692.55
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	1686.09	6.46	0.00	0.00	1692.55



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at 31-03-2024		As at 31-03-2023	
	Rupees	Rupees	Rupees	Rupees
NOTE 8				
OTHER CURRENT LIABILITIES				
Other payables		500.83		0.00
Statutory dues		59.48		27.63
		<u>560.31</u>		<u>27.63</u>
NOTE 9				
SHORT-TERM PROVISIONS				
Others:				
Provision for income-tax (net)		43.24		0.00
For expenses		10.57		92.42
		<u>53.81</u>		<u>92.42</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

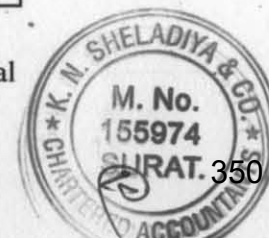
NOTE 10

PROPERTY, PLANT AND EQUIPMENT

(Rupees in Lakh)

Description	Gross Block at Cost				Depreciation and Impairment					Net Block	
	As at 01-04-2023	Addi- tions	Disposals	As at 31-03-2024	As at 01-04-2023	Addi- tions	Impair- ment	Disposals	As at 31-03-2024	As at 31-03-2024	As at 31-03-2023
Tangible assets											
Boiler	0.00	223.17	0.00	223.17	0.00	16.45	0.00	0.00	16.45	206.72	0.00
Buliding	0.00	629.97	0.00	629.97	0.00	9.18	0.00	0.00	9.18	620.79	0.00
Electrification	0.00	163.27	0.00	163.27	0.00	7.75	0.00	0.00	7.75	155.52	0.00
Plan and Machinery	0.00	2362.76	0.00	2362.76	0.00	58.30	0.00	0.00	58.30	2304.47	0.00
Solar	0.00	306.15	0.00	306.15	0.00	0.44	0.00	0.00	0.44	305.71	0.00
Vehicle	0.00	40.46	0.00	40.46	0.00	6.07	0.00	0.00	6.07	34.39	0.00
Office Equipments	0.21	122.04	0.00	122.25	0.01	10.20	0.00	0.00	10.21	112.04	0.19
Computer	4.39	49.60	0.00	53.99	0.81	9.29	0.00	0.00	10.09	43.90	3.59
Furniture and fixtures	0.00	125.17	0.00	125.17	0.00	5.40	0.00	0.00	5.40	119.77	0.00
Total	4.60	4022.59	0.00	4027.20	0.82	123.07	0.00	0.00	123.89	3903.31	3.78
Capital work-in-progress	0.00	71.70	0.00	71.70	0.00	0.00	0.00	0.00	0.00	71.70	

Note : Depreciation has been calculated under strait line method (SLM) over usefull life of assets after considering suitable residual value in accordance with the provisions of The Companies Act, 2013.



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 10

PROPERTY, PLANT AND EQUIPMENT

(Rupees in lakh)

Description	Gross Block at Cost				Depreciation and Impairment					Net Block
	As at 01-04-2022	Addi- tions	Disposals	As at 31-03-2023	As at 01-04-2022	Addi- tions	Impair- ment	Disposals	As at 31-03-2023	As at 31-03-2023
Tangible assets										
Mobile Instrument	0.00	0.21	0.00	0.21	0.00	0.01	0.00	0.00	0.01	0.19
Computer	0.00	4.39	0.00	4.39	0.00	0.81	0.00	0.00	0.81	3.59
Total	0.00	4.60	0.00	4.60	0.00	0.82	0.00	0.00	0.82	3.78
Capital work-in-progress	0.00	119.21	0.00	119.21	0.00	0.00	0.00	0.00	0.00	119.21

Note : Depreciation has been calculated under strait line method (SLM) over usefull life of assets after considering suitable residual value in accordance with the provisions of The Companies Act, 2013.



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 10

INTANGIBLE ASSETS

(Rupees in Lakh)

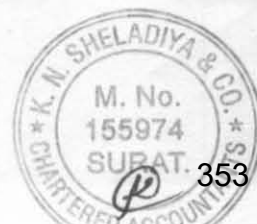
Description	Gross Block at Cost				Amortisation and Impairment				Net Block	
	As at 01-04-2023	Addi- tions	Disposals	As at 31-03-2024	As at 01-04-2023	Amortisa- tion	Impair- ment	Disposals	As at 31-03-2024	As at 31-03-2024
Computer software	0.00	3.05	0.00	3.05	0.00	0.31	0.00	0.00	0.31	2.74
Total	0.00	3.05	0.00	3.05	0.00	0.31	0.00	0.00	0.31	2.74



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at 31-03-2024		As at 31-03-2023	
	Rupees	Rupees	Rupees	Rupees
NOTE 11				
LONG-TERM LOANS AND ADVANCES				
(Unsecured, considered good)				
Other loans and advances		0.00		51.00
		<u>0.00</u>		<u>51.00</u>
NOTE 12				
OTHER NON-CURRENT ASSETS				
(Unsecured, considered good)				
Security deposits		51.16		50.94
Others				
Bank deposits with maturity of more than 12 months		106.21		58.40
		<u>157.37</u>		<u>109.34</u>
NOTE 13				
INVENTORIES				
Stock-in-trade (in respect of goods acquired for trading)		2649.09		1046.39
		<u>2649.09</u>		<u>1046.39</u>
NOTE 14				
TRADE RECEIVABLES				
(Unsecured)				
Considered good - Secured		0.00		0.00
Considered good - Unsecured		2297.18		1649.95
Doubtful		0.00		0.00
		<u>2297.18</u>		<u>1649.95</u>
Less: Provision for doubtful receivables		0.00		0.00
		<u>2297.18</u>		<u>1649.95</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 14 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2024

(Rupees in Lakh)

Particu- lars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	2273.65	20.91	2.62	0.00	0.00	2297.18
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	2273.65	20.91	2.62	0.00	0.00	2297.18



NOTE 14 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2023

(Rupees in Lakh)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	1124.12	525.21	0.62	0.00	0.00	1649.95
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	1124.12	525.21	0.62	0.00	0.00	1649.95



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at		As at	
	31-03-2024		31-03-2023	
	Rupees	Rupees	Rupees	Rupees
NOTE 15				
CASH AND BANK BALANCES				
Cash and cash equivalents				
Balances with banks		482.31		51.08
Cash on hand		22.48		6.06
		<u>504.79</u>		<u>57.13</u>
Other bank balances		0.00		0.00
		<u>504.79</u>		<u>57.13</u>
NOTE 16				
SHORT-TERM LOANS AND ADVANCES				
(Unsecured, considered good)				
Balance with Customs, Central Excise Authorities		0.00		14.05
Advances to staff		15.44		1.32
Advances to suppliers (For capital Asset/Machinery)		0.00		1251.40
Advances to suppliers		458.62		123.59
		<u>474.06</u>		<u>1390.36</u>
NOTE 17				
OTHER CURRENT ASSETS				
Pre-paid expenses		7.97		0.69
Tax refunds receivable (Net)		528.83		48.83
		<u>536.80</u>		<u>49.52</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 18

ADDITIONAL REGULATORY INFORMATION

1 Title deeds of immovable property not held in the name of the Company

There is no any immovable properties are held in the name of the Company.

2 Revaluation of property, plant and equipment

The Company has not revalued any of the property, plant and equipment during the year.

3 Loans or advances - Additional disclosures

The Company has not granted any loan or advance in nature of loan to promoters, directors, key managerial personnel and related parties as defined under the Companies Act, 2013 either severally or jointly with any other person that is (a) repayable on demand; or (b) without specifying any terms or period of repayment.

4 Capital work-in-progress (CWIP)

The Company is having capital work-in-progress of plant machinery during the year.

5 Intangible assets under development

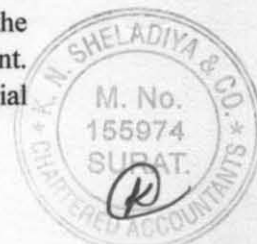
The Company is not having any intangible asset under development during the year or previous year.

6 Details of Benami Property held

No proceedings have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and the rules made thereunder as amended from time to time.

7 Security of current assets against borrowings

The Company has borrowings from banks or financial institutions on the basis of security of current assets during the year. The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of account. Hence, requirements of furnishing summary of reconciliation and reasons of material discrepancies do not apply.



8 Wilful defaulter

The Company has no borrowings from banks or financial institutions or other lenders. Hence

9 Relationship with Struck off companies

The Company has no transaction during the year with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

10 Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

11 Compliance with number of layers of companies

The Company is not having any subsidiary. Hence, requirement of compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable

12 Analytical Ratios:

(Rupees in lakh)

Ratio	Numerator	Denominator	Current period	Previous period	% variance
Current ratio	Total current assets	Total current liabilities	0.966560296	1.50265	(35.68)
Debt-equity ratio	Total debts consist of borrowings and lease liabilities	Total equity	3.77304429	3.039176	24.15
Debt service coverage ratio	Earnings available for debt service = Net profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	-2.111552367	0.392654	(637.76)
Return on equity ratio	Net profit after tax	Average total equity	18.04065401	12.69323	42.13



Inventory turnover ratio	Cost of goods sold or sales = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in- process and stock-in-trade	Average inventories	5.944610776	10.30941	(42.34)
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	8.103713266	9.777327	(17.12)
Trade payables turnover ratio	Net credit purchases of raw materials + net credit purchases of stock-in-trade	Average trade payables	5.094333159	8.070588	(36.88)
Net capital turnover ratio	Revenue from operations	Average working capital = Average current assets - Average current liabilities	27.12658926	10.7798	151.64
Net profit ratio	Net profit after tax	Revenue from operations	0.053298994	0.04898	8.82
Return on capital employed	Earnings before tax and finance costs	Capital employed = Net worth + Total borrowings + Lease liabilities + Deferred tax liabilities	0.308052185	0.363292	(15.21)
Return on investment	Income generated from invested funds	Average invested funds	NA	NA	NA



12 Compliance with approved Scheme(s) of Arrangements

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year. Hence, the requirements of disclosure of effect of such Scheme of Arrangements in the books of account in accordance with the Scheme and in accordance with accounting standards are not applicable.

13 Utilisation of Borrowed funds and share premium

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) during the year with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) during the year with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh) 2023-24	(Rupees in Lakh) 2022-23
-------------	-----------------------------	-----------------------------

NOTE 19

REVENUE FROM OPERATIONS

Sale	16092.82	8066.37
Less: Discount	<u>99.63</u>	<u>0.33</u>
	<u>15993.19</u>	<u>8066.04</u>

NOTE 20

OTHER INCOME

Interest income	8.32	0.44
Difference in rates of foreign exchange	59.08	28.18
Other non-operating income (net of expenses)	30.26	0.00
	<u>97.65</u>	<u>28.62</u>

NOTE 21

PURCHASES OF STOCK-IN-TRADE

Purchase	12811.96	6829.94
Add : Credit Note	<u>133.88</u>	<u>0.00</u>
	12945.83	6829.94
Less: FOC Purchase	<u>35904.57</u>	<u>0.00</u>
	<u>12586.79</u>	<u>6829.94</u>

NOTE 22

CHANGES IN STOCK-IN-PROCESS AND STOCK-IN-TRADE

Closing stock:			
Stock-in-trade	<u>2649.09</u>	2649.09	<u>1046.39</u>
			1046.39
Less: Opening stock:			
Stock-in-trade	<u>1046.39</u>	1046.39	<u>93.80</u>
			93.80
	(1602.69)		(952.60)



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh) 2023-24	(Rupees in Lakh) 2022-23
-------------	-----------------------------	-----------------------------

NOTE 23

DIRECT EXPENSES

Clearing and Forwarding Charges	21.87	163.60
Custom Duty	383.32	0.00
Jobwork Printing	975.02	0.00
Courier & Freight charges	166.59	64.86
Electric expenses	183.99	0.33
Reparing and Maintance charges	4.77	0.00
Insurance expenses	0.78	0.00
Oil and Chemicals expenses	39.19	0.00
Exhibition Expenses	45.00	25.16
Terrminal and Handling charges	10.35	12.78
Cess Charges	9.01	0.00
Service Charges	0.00	2.76
	<u>1839.90</u>	<u>269.51</u>

NOTE 24

EMPLOYEE BENEFITS EXPENSES

Salary and Wages	842.74	566.77
Contribution to provident and other funds	30.01	11.20
Staff welfare expenses	0.02	0.00
	<u>872.76</u>	<u>577.97</u>

NOTE 25

FINANCE COSTS

Interest expenses	177.82	11.47
Other borrowing costs	12.92	13.68
	<u>190.74</u>	<u>25.14</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh) 2023-24	(Rupees in Lakh) 2022-23
NOTE 26		
OTHER EXPENSES		
Rent	11.22	16.98
Repairs:		
Computer	2.89	0.62
Machinery	1.15	8.11
Insurance:		
For machinery, stock and vehicle	5.72	1.83
Rates and taxes:		
Professional tax	2.27	0.04
Electrical expenses	1.61	2.55
Machinery Spare Part	14.91	0.00
Directors' remuneration:		
Directors' remuneration	40.00	49.00
Professional fees	53.00	58.58
Auditors' remuneration		
Audit fee	1.50	0.80
Tax audit fee	0.00	0.00
Bad Debt	0.74	0.00
Miscellaneous expenses:		
Administrative expenses	5.23	2.23
Bank charges	16.29	3.74
Boiler expenses	0.12	0.00
Donation	6.67	0.00
House keeping charges	0.37	0.00
Internet charges	0.58	0.17
Interest on TDS late payment	0.00	0.23
PF registration charges	0.00	0.43
Software renewal expenses	5.43	6.62
Stamp duty expenses	6.35	3.41
Total C/f	176.05	155.34



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(Rupees in Lakh) 2023-24	(Rupees in Lakh) 2022-23
OTHER EXPENSES (Contd...)		
Total B/f	176.05	155.34
Office expenses	26.25	7.93
Hotel and Refreshment expenses	12.03	0.00
Service charges	9.83	0.00
Security expenses	15.14	5.23
Postage and courier expenses	1.52	1.17
Packing expenses	5.63	0.09
Custom duty late payment	1.47	0.39
Stationery and printing	12.29	5.65
Telephone expenses	2.23	0.77
Labour charges	4.83	0.00
Loading Unloading charges	8.86	4.69
Kasar vatav	2.56	0.98
Tempa bhada expenses	0.00	12.34
Travelling expenses	24.20	37.35
Freight expenses	1.76	2.98
Factory expenses	0.04	0.00
Transport expenses	59.07	38.89
Water charges	0.00	0.45
Other selling and distribution expenses:		
Petrol and travelling	58.49	35.35
Advertisement expenses	0.00	1.80
Brokerage expenses	474.09	445.11
	896.34	756.50

NOTE 27

EARNINGS PER SHARE

Net profit / (loss) after tax	852.42	395.08
Total weighted average no. of Equity shares	472500	169438
Basic and diluted earning per share in rupees	180.41	233.17



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 28

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, under the Companies (Accounting Standard) Rules, 2021, the discloser of transactions with the related parties as defined in the Accounting Standard and identified by the Company are given below:

i) List of related parties:

a) Key management personnel and their relatives:

Key management personnel:

1) Ashishkumar Durlabhbbhai Mulani	Director
2) Sagarkuar Bipinbhai Mulani	Director
3) Sanjay Raghubhai Desai	Director

Relatives:

1) Komal Sanjay Desai	Spouse of Director
2) Paresh Raghubhai Desai	Brother of Director
3) Inkia Inks Pvt Ltd	Associates
4) G T Papers	Associates
5) True Colors Print	Associates
6) Bhavikaben Sagarkumar Mulani	Spouse of Director
7) A D Impex	Spouse of Director
8) Athrees Electronics Pvt Ltd	Associates

ii) Transactions carried out with related parties in the ordinary course of business during the year:

	(Rupees in Lakh)	
	2023-24 Rupees	2022-23 Rupees
1 Remuneration and salary:		
Key management personnel:		
Sagarkumar Bipinbhai Mulani	10.00	18.50
Sanjay Raghubhai Desai	15.00	18.50
Ashishkumar Durlabhbbhai Mulani	15.00	12.00
	<u>40.00</u>	<u>49.00</u>
Relatives:		
Komal sanjay Desai	0.00	2.00
Paresh Raghubhai Desai	0.00	0.00
	<u>0.00</u>	<u>2.00</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

2 Loans accepted during the year:

Key management personnel:

Sagarkumar Bipinbhai Mulani	327.00	0.00
Sanjay Raghubhai Desai	15.50	0.00
Ashishkumar D Mulani	106.50	374.30
	<u>449.00</u>	<u>374.30</u>

Associates:

Athrees Electronics Pvt Ltd	550.00	0.00
	<u>550.00</u>	<u>0.00</u>

3 Loans repaid during the year:

Key management personnel

Sagarkumar Bipinbhai Mulani	110.00	0.00
	<u>110.00</u>	<u>0.00</u>

Associates:

Athrees Electronics Pvt Ltd	550.00	0.00
	<u>550.00</u>	<u>0.00</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

		(Rupees in Lakh)	
		2023-24	2022-23
		Rupees	Rupees
NOTE 28 (Contd.)			
RELATED PARTY DISCLOSURES			
3	Purchase during the yaer		
	Key management personnel:		
	Ashishkumar D Mulani (True Color Impex)	961.94	3172.12
		<u>961.94</u>	<u>3172.12</u>
	Relatives:		
	A D Impex	21.29	0.00
	P D Print	70.03	0.00
	Fresa Fashion	0.00	623.90
		<u>91.32</u>	<u>623.90</u>
	Associates:		
	Inkia Inks Pvt Ltd	156.12	228.69
	G T Papers	1890.75	0.92
	True Colors Print	359.73	0.00
		<u>2406.60</u>	<u>229.61</u>
4	Sales during the yaer		
	Key management personnel:		
	Urvisha Satishbhai Pachani	0.00	0.73
	Ashishkumar D Mulani (True Color Impex)	559.90	306.00
		<u>559.90</u>	<u>306.74</u>
	Relatives:		
	Bhavikaben Sagarkumar Mulani	0.00	0.52
	A D Impex	0.00	0.22
	P D Prints	35.33	22.14
	Fresa Fashion	0.00	10.07
		<u>35.33</u>	<u>32.94</u>
	Associates:		
	Fabcurate Pvt Ltd	0.00	7.90
	G T Papers	1283.54	0.06
	Inkia Inks Pvt Ltd	233.40	1.75
	True Colors Print	233.03	179.78
		<u>1749.97</u>	<u>189.49</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 28 (Contd.)

RELATED PARTY DISCLOSURES

		(Rupees in Lakh)	
		2023-24	2022-23
		Rupees	Rupees
5	Payment during the year		
	For Purchase		
	Key management personnel:		
	Ashishkumar D Mulani (True Color Impex)	1587.72	3670.60
		<u>1587.72</u>	<u>3670.60</u>
6	Balance at the end of the year:		
	Remuneration		
	Key management personnel:		
	Sagarkumar Bipinbhai Mulani	15.00	18.50
	Sanjay Raghubhai Desai	15.00	18.50
	Ashishkumar Durlabhbhai Mulani	10.00	12.00
		<u>40.00</u>	<u>49.00</u>
	Relatives:		
	Komal sanjay Desai	0.00	2.00
	Paresh Raghubhai Desai	0.00	0.00
		<u>0.00</u>	<u>2.00</u>
	Purchase:		
	Key management personnel:		
	Ashishkumar D Mulani (True Color Impex)	108.39	787.36
		<u>108.39</u>	<u>787.36</u>
	Relatives:		
	A D Impex	12.69	0.00
	P D Prints	52.81	0.00
	Fresa Fashion	0.00	(213.18)
		<u>65.50</u>	<u>(213.18)</u>
	Associates:		
	Inkia Inks Pvt Ltd	(41.91)	(43.40)
	True Colors Print	0.00	0.00
		<u>(41.91)</u>	<u>(43.40)</u>



TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 28 (Contd.)

RELATED PARTY DISCLOSURES

	(Rupees in Lakh)	
	2023-24	2022-23
	Rupees	Rupees
Sales		
Key management personnel:		
Ashishkumar D Mulani (True Color Impex)	4.55	21.01
	4.55	21.01
Relatives:		
Bhavikaben Sagarkumar Mulani	0.00	0.58
Dakshaben Ashishkumar Mulani	0.00	0.00
P D Prints	11.86	0.00
Fresa Fashion	0.00	(327.42)
	11.86	(326.84)
Associates:		
Fabcurate Pvt Ltd	0.00	9.32
Inkia Inks Pvt Ltd	0.19	2.06
True Colors Print	0.00	(57.73)
	0.19	(46.35)
Loan		
Key management personnel:		
Sagarkumar Bipinbhai Mulani	217.00	0.00
Sanjay Raghubhai Desai	15.50	0.00
Ashishkumar D Mulani	480.80	374.30
	713.30	374.30

No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

NOTE 29

OTHER MATTERS

1 In the opinion of the Directors:

The current assets and loans and advances are approximately of the value stated, if realised in the ordinary course of business.

2 Advances / Payment given for imports, expenditure in foreign currencies Rs 492571732.844 and earnings in foreign exchange Rs Nil during the year.



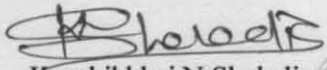
TRUE COLORS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

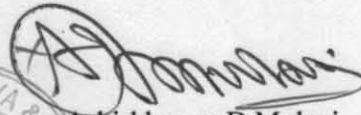
- 3 Where ever the Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the MSME Act, 2006) claiming their status as on 31st March, 2024 as micro or small enterprises, the amount paid / payable to these parties during the year is considered other than micro enterprises and small enterprises.
- 4 Previous year's figures have been regrouped, wherever necessary.

As per our report attached to balance sheet

For K N Sheladiya & Co.
Chartered Accountants
Firm Reg No. 136685W

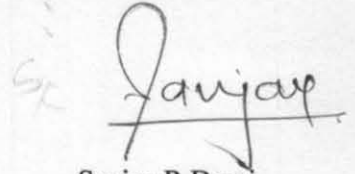


Kaushikbhai N Sheladiya
Proprietor
M. No. 155974



Ashishkumar D Mulani
Director
(DIN-08900639)

For and on behalf of the Board



Sanjay R Desai
Director
(DIN 08885162)

Place: Surat
Date: September 23, 2024

Place: Surat
Date: September 23, 2024

**INDEPENDENT AUDITOR'S REPORT
OF
TRUE COLORS LIMITED
F.Y. 2024-25**

Lakhankiya & Dosi LLP

Bungalow no.7, 5th Floor, Sadhana
Soc., Mini Bazar, Varachha Road,
Surat, Gujarat, India.

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INDEPENDENT AUDITOR'S REPORT
On The Standalone Financial Statements of True Colors Limited
CIN : U17299GJ2021PTC126265

To,
The Members of
True Colors Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of True Colors Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss for the year then ended, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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.

Information other than the Financial Statements and Auditor's Report thereon

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

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

6. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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



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

11.2 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 adequate internal financial controls system in place and the operating effectiveness of such controls.

11.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

12. 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.

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

Report on other Legal and Regulatory Requirements

14. This report does not include a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India, in terms of section 143(11) of the Act, we give in the "Annexure- A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.



15. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the Directors, as on 31st March, 2025, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2025, from being appointed as a Director in terms of section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.
 - iv. A. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



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

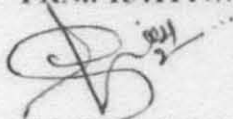
C. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(A) and (iv)(B) contain any material mis-statement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to rule 3(1) of the Companies (Accounts) Rules, 2024 is applicable from April 1, 2024, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of the audit trail as per statutory requirements for record retention is not applicable for the year ended 31st March, 2025.

For Lakhankiya and Dosi LLP
Chartered Accountants
FRN.: 154114W/W100873



CA Shailesh Lakhankiya
Partner
Membership No. 147112
UDIN No: 25147112BMIVIK6984
Place: Surat
Date: June 30, 2025



Annexure "A" to the Independent Auditors' Report on the Standalone Financial Statements of True Colors Limited

(Referred to in paragraph 14 under the heading 'Report on other legal and regulatory requirements' of our report of even date on the financial statements for the year ended 31st March, 2024)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1. In respect of its Property, Plant and Equipment:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) All the Property, Plant and Equipment have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.

(c) Details of title deeds of immovable properties not held in the name of the Company are as under:

Description of property	Gross carrying value Rs.	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range where appropriate	Reason for not being held in name of Company - indicate if in dispute
Plot No 51, Rajhans Zesto, Kalakachha, Tal Jalalpore, Dist Navsari	20193000	Ashish D Mulani, Satish J Panchani, Sanjay R Desai and Sagar B Mulani	Direcor, Promotor and relative	-	Company has made construction on the said land. No Dispute.
Plot No 44, Rajhans Zesto, Kalakachha, Tal Jalalpore, Dist Navsari	27303000	Ashish D Mulani, Satish J Panchani, Sanjay R Desai and Sagar B Mulani	Direcor, Promotor and relative	-	Company has made construction on the said land. No Dispute.



- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and rules made thereunder.

2. In respect of its inventory:

- (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees during the year from banks or financial institutions on the basis of security of current assets. 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.

3. The Company has not 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 any other parties. Hence, sub-paragraphs (a) to (f) of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ('the Order') are not applicable.

4. The Company has not granted any loans or made any investments or provided any guarantees or securities to the parties covered under sections 185 and 186 of the Act. Accordingly, the provisions of paragraph 3(iv) of the Order are not applicable to the Company.

5. The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act. Therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

6. The Central Government has not specified for maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of the products manufactured / services rendered by the Company.

7. In respect of statutory dues:

- (a) The Company has generally been 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 other material statutory dues, as applicable, with the appropriate authorities.
 - (b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company
8. The Company has not surrendered or disclosed as income any transaction not recorded in the books of account during the year in the tax assessments under the Income-tax Act, 1961.



9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) We report that the Company has not been declared willful defaulter by any bank or financial institution or other lender or government or any government authority.

(c) The Company has utilised the money obtained by way of term loans during the year for the purposes for which the loans have been obtained.

(d) On an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.

(e) Overall examination of the financial statements of the Company, we report that the Company is not having subsidiaries, associates or joint ventures. Hence, the question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.

(f) We report that the Company is not having subsidiaries, joint ventures or associate companies. Therefore, the question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.

10. (a) The Company is not a public company. Therefore, the provisions of paragraph 3(x)(a) of the Order are not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore the requirements of compliance with section 42 and section 62 of the Act and utilisation of the funds for the purposes for which they were raised do not arise.

11. (a) No material fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) As no material fraud by the Company or any fraud on the Company has been noticed or reported during the year, there is no necessity of filing any report in Form ADT-4 under sub-section (12) of section 143 of the Companies Act with the Central Government.

(c) The Company is not required to and has not established whistle-blower mechanism during the year.

12. The Company is not a Nidhi company. Therefore, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.



13. The Company has entered into transactions with related parties in compliance with sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Companies Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

14. (a) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of section 138 of the Companies Act.

(b) The Company did not have an internal audit system for the period under audit.

15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors during the year and hence provisions of section 192 of the Companies Act are not applicable to the Company.

16. (a) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act, 1934.

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

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, and therefore, requirement of fulfilling the criteria of a CIC as well as fulfilment of criteria for an exempted or unregistered CIC are not applicable.

(d) The Company is not part of any Group and hence criteria of the Group having more than one CIC as part of the Group and the number of CICs which are part of the Group are not applicable.

17. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors during the year and accordingly the provisions of paragraph 3(xviii) of the Order are not applicable to the Company.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.



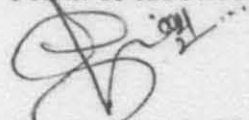
20. The Company has spent or expend or contribute for Corporate Social Responsibility under section 135 of the Companies Act.

21. The Company is not having any subsidiary, joint venture or associate company and as such the Company is not required to prepare consolidated financial statements. Hence, the provisions of paragraph (xxi) of the Order are not applicable to the Company.

For Lakhankiya and Dosi LLP

Chartered Accountants

FRN.: 154114W/W100873



CA Shailesh Lakhankiya

Partner

Membership No. 147112

UDIN No: 25147112BMIVIK6984

Place: Surat

Date: June 30, 2025



Annexure “B” To The Auditors’ Report

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 **True Colors Limited** (“The Company”) as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Lakhankiya and Dosi LLP

Chartered Accountants

FRN.: 154114W/W100873



CA Shailesh Lakhankiya

Partner

Membership No. 147112

UDIN No: 25147112BMIVIK6984

Place: Surat

Date: June 30, 2025



**FINANCIAL STATEMENTS
OF
TRUE COLORS LIMITED
F.Y. 2024-25**

Lakhankiya & Dosi LLP

Bungalow no.7, 5th Floor, Sadhana
Soc., Mini Bazar, Varachha Road,
Surat, Gujarat, India.

cashaillesh@hotmail.com

+91 97251 90123

TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

BALANCE SHEET AS AT 31ST MARCH, 2025

(Rupees in Lakh)

Particulars	Note	As at 31-03-2025	As at 31-03-2024
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	1895.50	47.25
Reserves and surplus	3	3653.56	1464.69
		<u>5549.06</u>	<u>1511.94</u>
Non-current liabilities			
Long-term borrowings	4	2284.38	2332.27
Deferred tax liabilities (Net)	5	133.23	67.35
Other long-term liabilities		0.00	0.00
Long-term provisions	6	71.88	0.00
		<u>2489.48</u>	<u>2399.62</u>
Current liabilities			
Short-term borrowings	7	2466.60	2822.42
Trade payables:	8		
a) Total outstanding dues of micro enterprises and small enterprises		24.26	0.00
b) Total outstanding dues of creditors other than micro enterprises and small		3688.35	3248.94
Other current liabilities	9	1136.64	560.31
Short-term provisions	10	143.33	53.81
		<u>7459.19</u>	<u>6685.47</u>
Total		<u>15497.72</u>	<u>10597.03</u>



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

BALANCE SHEET AS AT 31ST MARCH, 2025

(Rupees in Lakh)

Particulars	Note	As at 31-03-2025	As at 31-03-2024
ASSETS			
Non-current assets			
Property, plant and equipment and intangible assets:			
a) Property, plant and equipment	11	4729.65	3903.31
b) Intangible assets		2.26	2.74
c) Capital work-in-progress		77.14	71.70
d) Intangible assets under development		0.00	0.00
Non-current investments		0.00	0.00
Deferred tax assets (Net)		0.00	0.00
Long-term loans and advances		0.00	0.00
Other non-current assets	12	124.57	157.37
		<u>4933.62</u>	<u>4135.12</u>
Current assets			
Current investments		0.00	0.00
Inventories	13	3590.93	2649.09
Trade receivables	14	5660.09	2297.18
Cash and bank balances	15	725.77	504.79
Short-term loans and advances	16	435.40	482.03
Other current assets	17	151.90	528.83
		<u>10564.10</u>	<u>6461.91</u>
Total		<u><u>15497.72</u></u>	<u><u>10597.03</u></u>

Additional Regulatory Information

18

Significant accounting policies

1

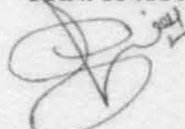
See accompanying notes to the financial statements 29 to 30

As per our report attached

For Lakhankiya and Dosi LLP

Chartered Accountants

FRN. 154114W/W100873



CA Shailesh Lakhankiya
Partner

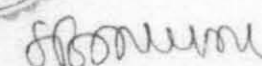
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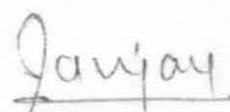


Ashish Kumar D Mulani
Chairperson and Director
(DIN-08900639)



Sagarkumar B Mulani
CFO

For and on behalf of the Board of Director of
True Colors Limited



Sanjay R Desai
Managing Director
(DIN 08885162)



Javanika N Gandharva
Company Secretary

Place: Surat

Date: June 30, 2025

Place: Surat

Date: June 30, 2025

TRUE COLORS LIMITED (Formerly Known as TRUE COLORS PRIVATE LIMITED)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

(Rupees in Lakh)

Particulars	Note	2024-25	2023-24
Income			
Revenue from operations	19	23336.55	15993.19
Other income	20	68.69	97.65
Total income		23405.24	16090.84
Expenses			
Cost of materials consumed	21	6369.11	0.00
Purchases of stock-in-trade	22	7494.54	12586.79
Changes in stock-in-process and stock-in-trade	23	(266.58)	(1602.69)
Direct expenses	24	2664.97	1839.90
Employee benefits expense	25	1984.79	912.76
Finance costs	26	468.94	190.74
Depreciation and amortisation expense	11	342.59	123.38
Other expenses	27	1048.72	856.34
Total expenses		20107.09	14907.21
Profit before exceptional and extraordinary items and tax		3298.15	1183.63
Prior Period Expenses		53.24	0.00
Profit before extraordinary items and tax		3244.91	1183.63
Profit before tax		3244.91	1183.63
Tax expense			
Current tax		756.51	265.22
Prior year tax		0.00	(1.20)
Deferred tax		65.88	67.20
Profit/(Loss) for the period from continuing		2422.52	852.42
Profit after tax		2422.52	852.42
Earnings per equity share (Face value: Rs. 10)			
Basic and Deluted	28	13.55	180.41
Significant accounting policies	1		
See accompanying notes to the financial statements	29 to 30		

As per our report attached to balance sheet

For Lakhankiya and Dosi LLP

Chartered Accountants

FRN. 154114W/W100873

CA Shailesh Lakhankiya

Partner

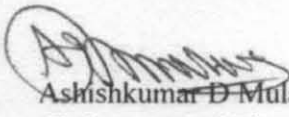
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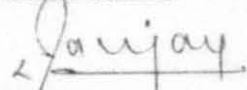
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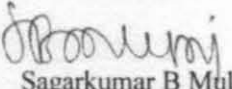
Place: Surat

Date: June 30, 2025

For and on behalf of the Board of
Director of True Colors Limited


Ashishkumar B Mulani
Chairperson and Director
(DIN-08900639)


Sanjay R Dgsai
Managing Director
(DIN 08885162)


Sagarkumar B Mulani
CFO Company Secretary

Place: Surat

Date: June 30, 2025



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

	2024-25	(Rupees in Lakh) 2023-24
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	3306.86	1183.63
Adjustments for:		
Depreciation and amortisation expenses	342.59	123.38
Finance costs	438.90	190.74
Interest income	(11.73)	(8.32)
Unrealised Gain/(loss) on Foreign Exchange Fluctu:	(16.60)	0.00
Gratuity	16.74	0.00
Operating profit before working capital changes	4076.75	1489.43
Adjustments for:		
Increase / (decrease) in trade and other receivables	(3091.54)	(215.24)
Increase / (decrease) in inventories	(941.85)	(1602.69)
Increase/(decrease) in trade payables	1256.91	2050.45
Increase/(decrease) in other liabilities and provision	288.93	0.00
Cash generated from operations	1589.20	1721.93
Taxes paid	(673.72)	(264.01)
Net cash flow from / (used in) operating activities	915.47	1457.92
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of property, plant and equipment	0.00	0.00
Purchase of property, plant and equipment	(1177.89)	(3978.14)
Purchase of investments	0.00	0.00
Interest income	11.73	8.32
Dividend income	0.00	0.00
Net cash used in investing activities	(1166.16)	(3969.82)



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

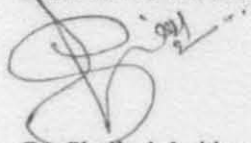
	2024-25	(Rupees in Lakh) 2023-24
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	147.25	0.00
Proceeds from issue of share premium	1467.35	0.00
Dividend paid (including dividend distribution tax)	0.00	0.00
Proceeds/repayment of pending share application m	0.00	0.00
Proceeds from long-term borrowings	(47.89)	1305.90
Proceeds from other long-term borrowings	0.00	0.00
Proceeds from short-term borrowings (net)	(856.69)	1844.39
Interest & other borrowing costs	(423.32)	(190.74)
Interest received from others	0.00	0.00
Net cash used in financing activities	286.69	2959.56
NET INCREASE IN CASH AND CASH EQUIV (A+B+C)	36.00	447.66
Cash and cash equivalents as at beginning (Opening balance)	504.79	57.13
Cash and cash equivalents as at end of the year (Closing balance)	540.79	504.79
Net increase/ decrease	36.00	447.66

As per our report attached to balance sheet

For Lakhankiya and Dosi LLP

Chartered Accountants

FRN. 154114W/W100873



CA Shailesh Lakhankiya

Partner

M. No. 147112

UDIN: 25147112BMIVIK6984

Place: Surat

Date: June 30, 2025



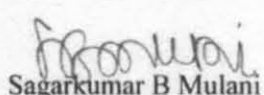
For and on behalf of the Board of Director
of True Colors Limited



Ashishkumar D Mulani

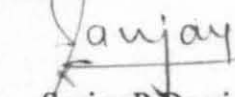
Chairperson and Director

(DIN-08900639)



Sagarkumar B Mulani

CFO



Sanjay R Desai

Managing Director

(DIN 08885162)



Javanika N Gandharva

Company Secretary

Place: Surat

Date: June 30, 2025

TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1 Corporate information

TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED) (the 'Company') is a private limited Company domiciled in India having CIN: U17299GJ2021PTC126265. The registered office of the Company is located at P- 8, GR Flr to 3rd Flr, Somakanjini Wadi Patel Line Khatodara, Surat, Gujarat, India, 395002. The Company is engaged in the business of trading ,manufacturing and textile printing jobwork.

2 Basis of preparation of financial statements:

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle. Based on the nature of products and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such goods sold, the Company has considered an operating cycle of 12 months.

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

The Company is a Small and Medium Sized Company (SMC) as defined in the Companies (Accounting Standards) Rules, 2021 notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

3 Significant accounting policies

a Revenue recognition:

Revenue from sale of traded goods is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract and a reasonable expectation of collection of the sale consideration from the customer exists.

TRUE COLORS LIMITED (Formerly Known as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

b Inventories:

The inventories are valued at lower of cost or market, using first in first out formula. Cost of inventories comprises of cost of purchase and manufacturing costs incurred in bringing them to their respective present location and condition. Stock-in-process and finished goods are valued after considering direct overheads.

c Foreign currency transactions:

i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

iii) Non-monetary foreign currency items are carried at cost.

iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

d Employee benefits:

Wages, salaries, paid annual leave, sick leave and bonuses are accrued in the year in which the services are rendered by the employees. The company does not permit accumulating of unused leaves. The company does not provide any long-term employee benefits except gratuity.

e Borrowing cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

f Taxation:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from timing difference between taxable income and accounting income is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

g Provisions, contingent liabilities and contingent assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

h Earnings per share

Basic earning per share are calculated by dividing the net profit for the year attributable to equity shareholder by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit for the year attributable to equity shareholder and weighted average number of equity shares outstanding during the year is adjusted for the effect of all dilutive potential equity shares.



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at 31-03-2025		As at 31-03-2024	
	Rupees	Rupees	Rupees	Rupees
NOTE 2				
SHARE CAPITAL				
a Authorised				
25000000 Equity Shares of Rs. 10 each (Previous year 1150000 Equity Shares)		2500.00		115.00
b Issued, subscribed and paid-up				
18955000 Equity Shares of Rs. 10 each fully paid-up (Previous year 472500 Equity Shares of Rs. 10 each fully paid-up)		1895.50		47.25
Total share capital		1895.50		47.25

c The reconciliation of the number of shares and share capital

Particulars	As at 31-03-2025		As at 31-03-2024	
	No. of shares	Amount	No. of shares	Amount
Equity Shares at the beginning of the year	472500	47.25	472500	47.25
Add: Shares issued	18482500	1848.25	0	0.00
Less: Shares cancelled on buy back	0	0.00	0	0.00
Equity Shares at the end of the year	18955000	1895.50	472500	47.25

d Terms / rights attached to Equity Shares

The Company has one class of Equity Shares each having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

e Shareholders holding more than 5 per cent of Equity Shares as at the end of the year

Name of the Shareholder	As at 31-03-2025		As at 31-03-2024	
	No. of shares	% of holding	No. of shares	% of holding
Ashishkumar Durlabhbbhai Mulani	4484950	23.66	236450	50.04
Sagarkumar Bipinbhai Mulani	4484950	23.66	118025	24.98
Sanjay raghubhai Desai	4484950	23.66	118025	24.98
Satishkumar Jayantibhai Panchani	4488750	23.68	0	0.00



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 2 (CONTD.)

SHAREHOLDING OF PROMOTERS

Sl. No.	Promoter name	As at 31-03-2025			As at 31-03-2024		
		No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
1	Ashishkumar Durlabhbbhai Mulani	4484950	23.66	-26.38	236450	50.04	0
2	Sagarkumar Bipinbhai Mulani	4484950	23.66	-1.32	118025	24.98	0
3	Sanjay raghubhai Desai	4484950	23.66	-1.32	118025	24.98	0
4	Satishkumar Jayantibhai Panchani	4488750	23.68	23.68	0	0	0



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at		As at	
	31-03-2025		31-03-2024	
	Rupees	Rupees	Rupees	Rupees
NOTE 3				
RESERVES AND SURPLUS				
Securities premium		1615.70		148.35
Statement of Profit and Loss - surplus:				
Balance as per last balance sheet	1316.34		463.92	
Less: Bonus shares	(1701.00)		0.00	
Add: Profit for the year	2422.52	2037.86	852.42	1316.34
Closing balance		3653.56		1464.69

NOTE 4

LONG-TERM BORROWINGS

	Non-current		Current	
	As at	As at	As at	As at
	31-03-2025	31-03-2024	31-03-2025	31-03-2024
Term loans:				
Secured				
From banks	2284.38	2332.27	587.65	549.93
	2284.38	2332.27	587.65	549.93

Nature of security and terms of repayment:

Term loan as well as short-term borrowing from a bank are secured by equitable mortgage of building and hypothecation of finished goods, book debts, movable plant & machinery and guaranteed by directors.

NOTE 5

DEFERRED TAX LIABILITIES (Net)

Deferred tax liabilities				
Related to property, plant and equipment	133.23		67.35	
Others	0.00		0.00	
		133.23		67.35

NOTE 6

LONG-TERM PROVISIONS

Provision for employee benefits	71.88		0.00	
	71.88		0.00	



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at		As at	
	31-03-2025		31-03-2024	
	Rupees	Rupees	Rupees	Rupees
NOTE 7				
SHORT-TERM BORROWINGS				
Loans repayable on demand:				
Secured				
Banks	1878.96		1559.19	
Other parties	<u>0.00</u>	1878.96	<u>0.00</u>	1559.19
Unsecured				
Loans and advances from related parties		0.00		713.30
Other loans and advances:				
Current maturities of long-term borrowings		587.65		549.93
(Refer Note 4)		<u>2466.60</u>		<u>2822.42</u>

Nature of security and terms of repayment:

Term loan as well as short-term borrowing from a bank are secured by equitable mortgage of building and hypothecation of work-in-progress, finished goods, book debts, movable plant & machinery, vehicles and guaranteed by directors.

Short-term borrowing from a bank is repayable on demand and is secured by hypothecation of inventories and book debts and equitable mortgage of factory land and building and personal guarantee of the Directors.

NOTE 8

TRADE PAYABLES

a) Total outstanding dues of micro enterprises and small enterprises	24.26	0.00
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	3688.35	3248.94
	<u>3712.61</u>	<u>3248.94</u>



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 8 (CONTD.)

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2025

(Rupees in Lakh)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2025
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	24.26	0.00	0.00	0.00	24.26
(ii) Others	0.00	0.00	3437.99	250.36	0.00	0.00	3688.35
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	3462.25	250.36	0.00	0.00	3712.61

CURRENT TRADE PAYABLES AGEING SHEDULE AS AT 31-03-2024

(Rupees in Lakh)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total as at 31-03-2024
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	0.00	0.00	3242.13	6.81	0.00	0.00	3248.94
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	3242.13	6.81	0.00	0.00	3248.94



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at		As at	
	Rupees	Rupees	Rupees	Rupees
NOTE 9				
OTHER CURRENT LIABILITIES				
Creditors For Commission		67.65		0.00
Advance From Custmores		862.30		0.00
Salary payables		147.53		0.00
Other payables		0.36		500.83
Statutory dues		42.32		59.48
Interest Accrued but not due on borrowings		16.48		0.00
		<u>1136.64</u>		<u>560.31</u>

NOTE 10

SHORT-TERM PROVISIONS

Provision for employee benefits	1.86	0.00
Others:		
Provision for income-tax (net)	126.02	43.24
For expenses	15.45	10.57
	<u>143.33</u>	<u>53.81</u>



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 11

PROPERTY, PLANT AND EQUIPMENT

(Rupees in Lakh)

Description	Gross Block at Cost				Depreciation and Impairment				Net Block		
	As at 01-04-2024	Addi- tions	Disposals	As at 31-03-2025	As at 01-04-2024	Addi- tions	Impair- ment	Disposals	As at 31-03-2025	As at 31-03-2025	As at 31-03-2024
Tangible assets											
Boiler	223.17	1.39	0.00	224.56	16.49	26.58	0.00	0.00	43.07	181.49	206.68
Buliding	629.97	38.17	0.00	668.15	9.21	20.51	0.00	0.00	29.72	638.43	620.77
Electrification	163.27	27.61	0.00	190.88	3.89	17.68	0.00	0.00	21.57	169.31	159.38
Plan and Machinery	2362.76	955.84	0.00	3318.60	58.46	195.16	0.00	0.00	253.61	3064.99	2304.31
Solar	306.15	0.00	0.00	306.15	0.44	14.54	0.00	0.00	14.98	291.17	305.71
Vehicle	40.46	87.79	0.00	128.25	4.57	8.98	0.00	0.00	13.55	114.70	35.89
Office Equipments	122.25	18.45	0.00	140.70	10.24	25.05	0.00	0.00	35.29	105.41	112.01
Computer	53.99	32.51	0.00	86.50	10.12	21.65	0.00	0.00	31.77	54.73	43.87
Furniture and fixtures	125.17	1.62	0.00	126.79	5.41	11.96	0.00	0.00	17.37	109.43	119.76
Total	4027.20	1163.38	0.00	5190.58	118.82	342.11	0.00	0.00	460.93	4729.65	3908.38
Capital work-in-progress	0.00	77.14	0.00	77.14	0.00	0.00	0.00	0.00	0.00	77.14	

Note : Depreciation has been calculated under strait line method (SLM) over usefull life of assets after considering suitable residual value in accordance with the provisions of The Companies Act, 2013.



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 11

PROPERTY, PLANT AND EQUIPMENT

(Rupees in lakh)

Description	Gross Block at Cost				Depreciation and Impairment				Net Block		
	As at 01-04-2023	Addi- tions	Disposals	As at 31-03-2024	As at 01-04-2023	Addi- tions	Impair- ment	Disposals	As at 31-03-2024	As at 31-03-2024	As at 31-03-2023
Tangible assets											
Boiler	0.00	223.17	0.00	223.17	0.00	16.45	0.00	0.00	16.45	206.72	0.00
Buliding	0.00	629.97	0.00	629.97	0.00	9.18	0.00	0.00	9.18	620.79	0.00
Electrification	0.00	163.27	0.00	163.27	0.00	7.75	0.00	0.00	7.75	155.52	0.00
Plan and Machinery	0.00	2362.76	0.00	2362.76	0.00	58.30	0.00	0.00	58.30	2304.47	0.00
Solar	0.00	306.15	0.00	306.15	0.00	0.44	0.00	0.00	0.44	305.71	0.00
Vehicle	0.00	40.46	0.00	40.46	0.00	6.07	0.00	0.00	6.07	34.39	0.00
Office Equipments	0.21	122.04	0.00	122.25	0.01	10.20	0.00	0.00	10.21	112.04	0.19
Computer	4.39	49.60	0.00	53.99	0.81	9.29	0.00	0.00	10.09	43.90	3.59
Furniture and fixtures	0.00	125.17	0.00	125.17	0.00	5.40	0.00	0.00	5.40	119.77	0.00
Total	4.60	4022.59	0.00	4027.20	0.82	123.07	0.00	0.00	123.89	3903.31	3.78
Capital work-in-progress	0.00	71.70	0.00	71.70	0.00	0.00	0.00	0.00	0.00	71.70	

Note : Depreciation has been calculated under strait line method (SLM) over usefull life of assets after considering suitable residual value in accordance with the provisions of The Companies Act, 2013.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

INTANGIBLE ASSETS

Description	Gross Block at Cost				Amortisation and Impairment					Net Block	
	As at 01-04-2024	Addi- tions	Disposals	As at 31-03-2025	As at 01-04-2024	Amortisa- tion	Impair- ment		Disposals	As at 31-03-2025	As at 31-03-2025
Computer software	3.05	0.00	0.00	3.05	0.31	0.48	0.00	0.00		0.79	2.26
Total	3.05	0.00	0.00	3.05	0.31	0.48	0.00	0.00		0.79	2.26

[illegible]

TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at		As at	
	31-03-2025		31-03-2024	
	Rupees	Rupees	Rupees	Rupees
NOTE 12				
OTHER NON-CURRENT ASSETS				
(Unsecured, considered good)				
Security deposits		124.57		51.16
Others				
Bank deposits with maturity of more than 12 months		0.00		106.21
		<u>124.57</u>		<u>157.37</u>
NOTE 13				
INVENTORIES				
Raw materials		1544.13		0.00
Stock-in-trade (in respect of goods acquired for trading)		1908.63		2649.09
		<u>3590.93</u>		<u>2649.09</u>
NOTE 14				
TRADE RECEIVABLES				
(Unsecured)				
Considered good - Secured		0.00		0.00
Considered good - Unsecured		5660.09		2297.18
Doubtful		0.00		0.00
		<u>5660.09</u>		<u>2297.18</u>
Less: Provision for doubtful receivables		0.00		0.00
		<u>5660.09</u>		<u>2297.18</u>



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 14 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2025

(Rupees in Lakh)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	5440.88	135.88	77.75	0.00	5.58	5660.09
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	5440.88	135.88	77.75	0.00	5.58	5660.09



NOTE 14 (CONTD.)

CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31-03-2024

(Rupees in Lakh)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.00	0.00	2273.65	20.91	2.62	0.00	0.00	2297.18
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	2273.65	20.91	2.62	0.00	0.00	2297.18



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)		(Rupees in Lakh)	
	As at		As at	
	31-03-2025		31-03-2024	
	Rupees	Rupees	Rupees	Rupees
NOTE 15				
CASH AND BANK BALANCES				
Cash and cash equivalents				
Balances with banks		520.92		482.31
Cash on hand		19.87		22.48
		<u>540.79</u>		<u>504.79</u>
Other bank balances		184.98		0.00
		<u>725.77</u>		<u>504.79</u>
NOTE 16				
SHORT-TERM LOANS AND ADVANCES				
(Unsecured, considered good)				
Advances to staff		21.22		15.44
Advances to suppliers		390.36		458.62
Pre-paid expenses		23.83		7.97
		<u>435.40</u>		<u>482.03</u>
NOTE 17				
OTHER CURRENT ASSETS				
Tax refunds receivable (Net)		151.90		528.83
		<u>151.90</u>		<u>528.83</u>



TRUE COLORS LIMITED (Formerly Known as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 18

ADDITIONAL REGULATORY INFORMATION

1 Title deeds of immovable property not held in the name of the Company

There is no any immovable properties are held in the name of the Company.

2 Revaluation of property, plant and equipment

The Company has not revalued any of the property, plant and equipment during the year.

3 Loans or advances - Additional disclosures

The Company has not granted any loan or advance in nature of loan to promoters, directors, key managerial personnel and related parties as defined under the Companies Act, 2013 either severally or jointly with any other person that is (a) repayable on demand; or (b) without specifying any terms or period of repayment.

4 Capital work-in-progress (CWIP)

The Company having capital work-in-progress of plant machinery during the year.

5 Intangible assets under development

The Company is not having any intangible asset under development during the year or previous year.

6 Details of Benami Property held

No proceedings have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and the rules made thereunder as amended from time to time.

7 Security of current assets against borrowings

The Company has borrowings from banks or financial institutions on the basis of security of current assets during the year. The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of account. Hence, requirements of furnishing summary of reconciliation and reasons of material discrepancies do not apply.



8 Wilful defaulter

The Company has no borrowings from banks or financial institutions or other lenders. Hence not

9 Relationship with Struck off companies

The Company has no transaction during the year with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

10 Registration of charges or satisfaction with Registrar of Companies

The company has not created any charge with the Registrar of Companies (ROC) for the TCP loan. This has been duly verified and noted in the audit report.

11 Compliance with number of layers of companies

The Company is not having any subsidiary. Hence, requirement of compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable

12 Analytical Ratios:

(Rupees in lakh)

Ratio	Numerator	Denominator	Current period	Previous period	% variance
Current ratio	Total current assets	Total current liabilities	1.41625374	0.96656	46.53
Debt-equity ratio	Total debts consist of borrowings and lease liabilities	Total equity	0.962078228	3.773044	(74.50)
Debt service coverage ratio	Earnings available for debt service = Net profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	2.858638967	-2.11155	(235.38)
Return on equity ratio	Net profit after tax	Average total equity	2.493904612	18.04065	(86.18)



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)	
	2024-25	2023-24
NOTE 27		
OTHER EXPENSES (Cont....)		
Total C/f	604.59	323.76
Other selling and distribution expenses:		
Petrol and travelling	114.04	58.49
Exhibition expenses	62.47	0.00
Advertisement expenses	9.56	0.00
Brokerage expenses	258.06	474.09
	<u>1048.72</u>	<u>856.34</u>
NOTE 28		
EARNINGS PER SHARE		
Net profit / (loss) after tax	2422.52	852.42
Total weighted average no. of Equity shares	17884332.28	472500
Basic and diluted earning per share in rupees	13.55	180.41



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)	
	2024-25	2023-24
NOTE 27		
OTHER EXPENSES (Cont....)		
Total C/f	126.31	95.01
Miscellaneous expenses:		
Administrative expenses	0.00	5.23
Bank charges	42.47	16.29
Effluent treatment charges	19.88	0.00
AMC Maintenance charges	3.17	0.00
GPCB charges	2.55	0.00
Boiler expenses	0.00	0.12
Donation	12.27	6.67
House keeping charges	0.00	0.37
Internet charges	1.34	0.58
Legal documentation expenses	1.73	0.00
PF registration charges	3.08	0.00
Membership fees	0.97	0.00
Miscellaneous expenses	0.01	0.00
Software renewal expenses	3.65	5.43
Stamp duty expenses	0.00	6.35
Office expenses	29.58	26.25
Hotel and Refreshment expenses	23.61	12.03
Service charges	10.06	9.83
Security expenses	23.30	15.14
Postage and courier expenses	1.62	1.52
ROC fees	22.39	0.00
Packing expenses	39.38	5.63
Esic damrage charges	0.08	0.00
Custom duty late payment	0.66	1.47
Fire safety expenses	0.23	0.00
Stationery and printing	15.41	12.29
Telephone expenses	3.26	2.23
Labour charges	4.47	4.83
Loading Unloading charges	0.00	8.86
Kasar vatav	3.81	2.56
Tempa bhada expenses	146.58	0.00
Travelling expenses	31.29	24.20
Freight expenses	0.00	1.76
Factory expenses	0.00	0.04
Write off fixed asstes	9.07	0.00
Transport expenses	19.68	59.07
Water charges	2.70	0.00
Total B/f	604.59	323.76



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	(Rupees in Lakh)	
	2024-25	2023-24
NOTE 26		
FINANCE COSTS		
Interest expenses	441.73	177.82
Other borrowing costs	27.21	12.92
	<u>468.94</u>	<u>190.74</u>
NOTE 27		
OTHER EXPENSES		
Rent	4.11	11.22
Repairs:		
Computer	9.92	2.89
Machinery	2.61	1.15
General	0.44	0.00
Insurance:		
For machinery, stock and vehicle	0.72	5.72
Rates and taxes:		
Property tax	3.34	0.00
Professional tax	0.00	2.27
Electrical expenses	0.00	1.61
Machinery Spare Part	44.62	14.91
Vehicle expenses	0.83	0.00
Professional fees	57.43	53.00
Auditors' remuneration		
Audit fee	1.60	1.50
Tax audit fee	<u>0.00</u>	<u>0.00</u>
Bad Debt	<u>0.71</u>	<u>0.74</u>
Total B/f	126.31	95.01



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	2024-25	(Rupees in Lakh)	2023-24
NOTE 23			
CHANGES IN STOCK-IN-PROCESS AND STOCK-IN-TRADE			
Closing stock:			
Stock-in-trade	<u>2046.80</u>	<u>2649.09</u>	2649.09
	2046.80		2649.09
Less: Opening stock:			
Stock-in-trade	<u>1780.22</u>	<u>1046.39</u>	1046.39
	1780.22		1046.39
	(266.58)		(1602.69)

NOTE 24

DIRECT EXPENSES

Clearing and Forwading Charges	5.02	21.87
Custam Duty	423.10	383.32
Jobwork Printing	1234.27	975.02
Courier & Freight charges	200.05	166.59
Electric expenses	364.33	183.99
Reparing and Maintance charges	8.18	4.77
Insurance expenses	9.87	0.78
Chemicals and Oil expenses	229.54	39.19
Exhibition Expenses	0.00	45.00
Gas and Petrol Expenses	24.67	0.00
Terrminal and Handling charges	9.39	10.35
Loading unloading charges	8.85	0.00
Shipping Line Charges	12.69	0.00
Transporation Expenses	101.47	0.00
Cess Charges	33.55	9.01
	<u>2664.97</u>	<u>1839.90</u>

NOTE 25

EMPLOYEE BENEFITS EXPENSES

Salary and Wages	1830.96	842.74
Directors' remuneration	27.50	40.00
Contribution to provident and other funds	95.03	30.01
Staff welfare expenses	31.29	0.02
	<u>1984.79</u>	<u>912.76</u>



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	2024-25	(Rupees in Lakh)	2023-24
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NOTE 19

REVENUE FROM OPERATIONS

Sale	23471.01	16092.82
Less: Discount	<u>134.47</u>	<u>99.63</u>
	<u>23336.55</u>	<u>15993.19</u>

NOTE 20

OTHER INCOME

Interest income	11.73	8.32
Difference in rates of foreign exchange	16.60	59.08
Provision no longer required	0.36	0.00
Other operating income (net of expenses)	40.00	30.26
	<u>68.69</u>	<u>97.65</u>

NOTE 21

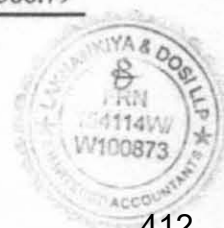
COST OF MATERIALS CONSUMED

Raw materials			
Opening stock	868.86	0.00	
Add: Purchases	<u>7044.38</u>	<u>0.00</u>	
	7913.24	0.00	
Less: Closing stock	1544.13	0.00	
	<u>6369.11</u>	<u>0.00</u>	

NOTE 22

PURCHASES OF STOCK-IN-TRADE

Purchase	7971.47	12811.96	
Add : Credit Note	<u>8.04</u>	<u>133.88</u>	12945.83
	484.97	484.97	359.05
Less: FOC Purchase	<u>484.97</u>	<u>359.05</u>	<u>359.05</u>
	<u>7494.54</u>	<u>12586.79</u>	



12 Compliance with approved Scheme(s) of Arrangements

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year. Hence, the requirements of disclosure of effect of such Scheme of Arrangements in the books of account in accordance with the Scheme and in accordance with accounting standards are not applicable.

13 Utilisation of Borrowed funds and share premium

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) during the year with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) during the year with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



Inventory turnover ratio	Cost of goods sold or sales = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in- process and stock-in-trade	Average inventories	4.358022411	5.944611	(26.69)
Trade receivables turnover	Revenue from operations	Average trade receivables	5.865467663	8.103713	(27.62)
Trade payables turnover ratio	Net credit purchases of raw materials + net credit purchases of stock-in-trade	Average trade payables	4.176923791	5.094333	(18.01)
Net capital turnover ratio	Revenue from operations	Average working capital = Average current assets - Average current liabilities	16.19832132	27.12659	(40.29)
Net profit ratio	Net profit after tax	Revenue from operations	0.103807845	0.053299	94.77
Return on capital employed	Earnings before tax and finance costs	Capital employed = Net worth + Total borrowings + Lease liabilities + Deferred tax liabilities	0.434149449	0.308052	40.93
Return on investment	Income generated from invested funds	Average invested funds	NA	NA	NA



TRUE COLORS LIMITED (Formerly Known as TRUE COLORS PRIVATE LIMITED)
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 29

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, under the Companies (Accounting Standard) Rules, 2021, the discloser of transactions with the related parties as defined in the Accounting Standard and identified by the Company are given below:

i) List of related parties:

a) Key management personnel and their relatives:

Key management personnel:

1) Ashishkumar Durlabhbbhai Mulani	Whole-time Director
2) Sagarkuar Bipinbhai Mulani	CFO
3) Sanjay Raghubhai Desai	Managing Director
4) Satishkumar Jayantibhai Panchani	CEO

Relatives:

1) Komal Sanjay Desai (Heerva Enterprise)	Spouse of Director
2) Paresh Raghubhai Desai (P D Print)	Brother of Director
3) Inkia Inks Pvt Ltd	Director having Control over the entity
4) True Colors Print	Directors having Significant share in the F
5) Bhavikaben Sagarkumar Mulani	Spouse of Director
6) A D Impex	Spouse of Director
7) Athrees Electronics Pvt Ltd	Director having Control over the entity
8) Fresa Fashion	Director as a Proprietor
9) Fabcurate Pvt Ltd	Director having Control over the entity
10) Tejet Tecnology	Directors having Significant share in the F

ii) Transactions carried out with related parties in the ordinary course of business during the year:

	(Rupees in Lakh)	
	2024-25	2023-24
	Rupees	Rupees
1 Remuneration and salary:		
Key management personnel:		
Sagarkumar Bipinbhai Mulani	1.25	10.00
Sanjay Raghubhai Desai	15.00	15.00
Ashishkumar Durlabhbbhai Mulani	10.00	15.00
Satishkumar Jayantibhai Panchani	1.25	0.00
	<u>27.50</u>	<u>40.00</u>



TRUE COLORS LIMITED (Formerly Known as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

2 Loans accepted during the year:

Key management personnel:

Sagarkumar Bipinbhai Mulani	362.00	327.00
Sanjay Raghubhai Desai	15.00	15.50
Ashishkumar D Mulani	175.00	106.50
	<u>552.00</u>	<u>449.00</u>

Associates:

Athrees Electronics Pvt Ltd	385.23	550.00
	<u>385.23</u>	<u>550.00</u>

3 Loans repaid during the year:

Key management personnel

Sagarkumar Bipinbhai Mulani	579.00	110.00
Sanjay Raghubhai Desai	30.50	0.00
Ashishkumar D Mulani	655.80	0.00
	<u>1265.30</u>	<u>110.00</u>

Associates:

Athrees Electronics Pvt Ltd	385.23	550.00
	<u>385.23</u>	<u>550.00</u>

3 Purchase during the year

Key management personnel:

Ashishkumar D Mulani (True Color Impex)	131.58	961.94
Satishkumar J Panchani (Fresa Fashion)	950.12	0.00
	<u>1081.70</u>	<u>961.94</u>

Relatives:

Bhavikaben Sagarkumar Mulani	35.14	0.00
Komal sanjay Desai	72.62	0.00
A D Impex	73.04	21.29
P D Print	76.99	70.03
	<u>257.79</u>	<u>91.32</u>

Associates:

Inkia Inks Pvt Ltd	1187.08	156.12
G T Papers	0.00	1890.75
True Colors Print	0.00	359.73
Fabcurate Pvt Ltd	27.32	0.00
Tejet Tecnology	171.72	0.00
	<u>1386.13</u>	<u>2406.60</u>



TRUE COLORS LIMITED (Formerly Known as TRUE COLORS PRIVATE LIMITED)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

		(Rupees in Lakh)	
		2024-25	2023-24
		Rupees	Rupees
NOTE 29 (Contd.)			
RELATED PARTY DISCLOSURES			
4	Sales during the year		
	Key management personnel:		
	Ashishkumar D Mulani (True Color Impex)	0.00	559.90
	Satishkumar J Panchani (Fresa Fashion)	249.94	0.00
		<u>249.94</u>	<u>559.90</u>
	Relatives:		
	P D Prints	11.86	35.33
		<u>11.86</u>	<u>35.33</u>
	Associates:		
	G T Papers	0.00	1283.54
	Inkia Inks Pvt Ltd	172.80	233.40
	True Colors Print	0.00	233.03
	Fabcurate Pvt Ltd	194.34	0.00
		<u>367.14</u>	<u>1749.97</u>
5	Payment during the year		
	For Purchase		
	Key management personnel:		
	Ashishkumar D Mulani (True Color Impex)	313.42	1587.72
	Satishkumar J Panchani (Fresa Fashion)	888.51	0.00
		<u>1201.93</u>	<u>1587.72</u>
	Relatives:		
	A D Impex	79.60	21.29
	Komal sanjay Desai	70.64	0.00
	Bhavikaben Sagarkumar Mulani	47.61	0.00
	P D Print	124.87	70.03
		<u>322.73</u>	<u>91.32</u>
	Associates:		
	Inkia Inks Pvt Ltd	908.44	156.12
	G T Papers	0.00	1890.75
	True Colors Print	0.00	359.73
	Fabcurate Pvt Ltd	31.52	0.00
	Tejet Tecnology	162.16	0.00
		<u>1102.11</u>	<u>2406.60</u>



TRUE COLORS LIMITED (Formerly Know as TRUE COLORS PRIVATE LIMITED)
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 29 (Contd.)

RELATED PARTY DISCLOSURES

		(Rupees in Lakh)	
		2024-25	2023-24
		Rupees	Rupees
6	Balance at the end of the year:		
	Remuneration		
	Key management personnel:		
	Sagarkumar Bipinbhai Mulani	0.00	15.00
	Sanjay Raghubhai Desai	0.00	15.00
	Ashishkumar Durlabhbhai Mulani	0.00	10.00
		0.00	40.00
	Purchase:		
	Key management personnel:		
	Ashishkumar D Mulani (True Color Impex)	0.50	108.39
	Satishkumar J Panchani (Fresa Fashion)	(0.13)	0.00
		0.36	108.39
	Relatives:		
	A D Impex	5.02	12.69
	Komal sanjay Desai	5.39	0.00
	Bhavikaben Sagarkumar Mulani	0.00	0.00
	P D Prints	4.94	52.81
		15.34	65.50
	Associates:		
	Inkia Inks Pvt Ltd	106.75	(41.91)
	Tejet Tecnology	956.42	0.00
		116.32	(41.91)



TRUE COLORS LIMITED (Formerly Known as TRUE COLORS PRIVATE LIMITED)
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOTE 29 (Contd.)

RELATED PARTY DISCLOSURES

	(Rupees in Lakh)	
	2024-25	2023-24
	Rupees	Rupees
Sales		
Key management personnel:		
Ashishkumar D Mulani (True Color Impex)	0.00	4.55
Satishkumar J Panchani (Fresa Fashion)	9.12	0.00
	<u>9.12</u>	<u>4.55</u>
Relatives:		
P D Prints	0.00	11.86
	<u>0.00</u>	<u>11.86</u>
Associates:		
Inkia Inks Pvt Ltd	0.19	0.19
Fabcurate Pvt Ltd	18.17	0.00
	<u>18.36</u>	<u>0.19</u>
Loan		
Key management personnel:		
Sagarkumar Bipinbhai Mulani	0.00	217.00
Sanjay Raghubhai Desai	0.00	15.50
Ashishkumar D Mulani	0.00	480.80
	<u>0.00</u>	<u>713.30</u>

No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

NOTE 30

OTHER MATTERS

1 In the opinion of the Directors:

The current assets and loans and advances are approximately of the value stated, if realised in the ordinary course of business.

2 Advances / Payment given for imports, expenditure in foreign currencies Rs 521854377.00 and earnings in foreign exchange Rs 3133775.59 during the year.



TO WHOMSOEVER IT MAY CONCERN

Ref: Scheme of Amalgamation of Inkia Inks Private Limited ("Transferor Company") with True Colors Limited ("Transferee Company") ("Scheme")

Following is the pre and post amalgamation shareholding pattern of the Transferor Company and the Transferee Company, in the word format:

Sr. No.	Description	Name of Shareholder	Transferor Company		Transferee Company			
			Pre-Scheme		Pre-Scheme		Post-Scheme	
			No. of Shares	Percent age	No. of Shares	Percent age	No. of Shares	Percent age
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
	Individuals/ Hindu Undivided Family	Ashishkumar Durlbhbhai Mulani	2,94,300	9.81%	42,28,499	17.15%	44,72,768	16.48%
		Sanjay Raghubhai Desai	3,64,300	12.14	42,28,499	17.15%	45,30,868	16.69%
		Paresh Raghubhai Desai	0	0	51,852	0.21	51,852	0.19%
		Satishkumar Jayantibhai Panchani	3,49,200	11.64%	42,32,299	17.17%	45,22,135	16.66%
		Sagarkumar Bipinbhai Mulani	3,64,300	12.14%	42,28,499	17.15%	45,30,868	16.69%
		Dakshaben Ashishkumar Mulani	70,000	2.33%	3,800	0.02%	61,900	0.23%
		Bhavikaben Sagarkumar Mulani	0	0	3,800	0.02%	3,800	0.01%
		Komal Sanjay Desai	0	0	3,800	0.02%	3,800	0.01%
		Urvisha Panchani	90,000	3%	0	0	74,700	0.28%
		Hetalben Lalabhai Desai	0	0	3000	0.01%	3000	0.01%
		Rajeshkumar Dharsandiya	9,68,814	32.29%	0	0	0*	0%
		Dhruvkumar Gor	1,76,148	5.87%	0	0	0*	0%
Kishan Dadhnia	3,22,938	10.76%	0	0	0*	0%		
	Sub Total(A)(1)	12	30,00,000	100%	1,69,84,048	68.89%	1,82,55,691	67.25%

TRUE COLORS LIMITED

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REGISTERED OFFICE
True Colors House, P-8, GR Fir to 3rd Fir,
Somakanji ni Wadi, Patel Line, Khatodara,
Surat, Gujarat, India, 395002

FACTORY
Plot No. 44 & 51, Rajhans Zesto Kalakachha,
Jalalpore (Near Palasana Cross Road)
Navsari-396415 Gujarat (India)

Sr. No.	Description	Name of Shareholder	Transferor Company		Transferee Company			
			Pre-Scheme		Pre-Scheme		Post-Scheme	
			No. of Shares	Percent age	No. of Shares	Percent age	No. of Shares	Percent age
2	Foreign		None					
	Sub Total(A)(2)		0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	12	30,00,000	100%	1,69,84,048	68.89%	1,82,55,691	67.25%
(B)	Public shareholding							
1	Institutions							
(a)	Alternate Investment Funds	16	0	0	20,76,992	8.42%	20,76,992	7.65%
(b)	Financial Institutions/Banks	1	0	0	26,400	0.11%	26,400	0.10%
(c)	Insurance Companies	1	0	0	28,200	0.09%	28,200	0.10%
(d)	Foreign Institutional Investors	4	0	0	1,89,000	0.76%	1,89,000	0.70%
(e)	Any Other	1	0	0	5,400	0.02%	5,400	0.02%
	Sub-Total (B)(1)	23	0	0	23,25,992	09.43%	23,25,992	8.57%
2	Non-institutions							
(a)	Bodies Corporate	27	0	0	5,21,328	2.11%	5,84,328	1.92%
(b)	Individuals							
I	Individuals – i. Individual shareholders holding nominal share	1,354	0	0	22,71,365	9.21%	16,12,893	8.37%

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📍 FACTORY
 Plot No. 44 & 51, Rajhans Zesto Kalakachha,
 Jalalpore (Near Palasana Cross Road)
 Navsari-396415 Gujarat (India)

Sr. No.	Description	Name of Shareholder	Transferor Company		Transferee Company			
			Pre-Scheme		Pre-Scheme		Post-Scheme	
			No. of Shares	Percent age	No. of Shares	Percent age	No. of Shares	Percent age
	capital up to Rs 2 lakh							
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	37**	0	0	20,43,853	8.29%	32,62,208*	12.02%
(c)	Any Other	143	0	0	5,08,014	2.06%	5,03,216**	1.87%
	Sub-Total (B)(2)	1,562	0	0	53,44,560	21.68%	65,62,917	24.18%
(B)	Total Public Shareholding(B) = (B)(1) + (B)(2)	1,584	0	0	76,70,552	31.11%	88,88,909	32.75%
	GRAND TOTAL (A)+(B)	1,596	30,00,000	100%	2,46,54,600	100%	2,71,44,600	100%

* Upon the Scheme becoming effective, 3 (three) existing promoters of the Transferor Company, namely (a) Mr. Rajeshkumar Dharsandiya, (b) Mr. Dhruvkumar Gor, and (c) Mr. Kishan Dadhnia, shall cease to be classified as promoters, as they are not part of the promoters or promoter group of the Transferee Company nor are they "Relative" or "Immediate Relatives" of the promoters or promoter group of the Transferee Company, as per SEBI ICDR Regulations, 2018. Consequently, their respective shareholding in the Transferee Company, to be allotted pursuant to the Scheme, shall be reclassified in the "Public" category.

** Pre Scheme, the number of public, non-institutional, individual shareholders holding shares with nominal value in excess of ₹2 lakh is 35. This comparative chart is reflecting the different number because the aforementioned 3 (three) individuals namely, (a) Mr. Rajeshkumar Dharsandiya, (b) Mr. Dhruvkumar Gor, and (c) Mr. Kishan Dadhnia shall form part of the public, non-institutional, individual shareholders holding shares with nominal value in excess of ₹2 lakh, and the increase in the number of shares in post-scheme scenario in this category is on account of issuance of shares to these 3 (three) aforementioned individuals. Please note that the post-Scheme count of shareholders in this category may further vary on account of consolidation of Mr. Rajeshkumar Dharsandiya's existing minor shareholding, which, upon allotment under the Scheme, will cumulatively exceed the ₹2 lakh threshold.

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Jalalpore (Near Palasana Cross Road)
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*** Pursuant to the share exchange ratio envisaged under the Scheme, an aggregate of only 2 (Two) equity shares of the Transferee Company are expected to arise on account of fractional entitlements. In accordance with the provisions of the Scheme, such shares shall be allotted to a trustee nominated by the Transferee Company and, upon sale thereof, the net sale proceeds shall be distributed amongst the entitled shareholders in proportion to their respective fractional entitlements.

For True Colors Limited
(Formerly Known as True Colors Private Limited)



Javanika Gandharva
Company Secretary & Compliance Officer
ICSI M. No.: A42880



TRUE COLORS LIMITED

(Formerly known as TRUE COLORS PRIVATE LIMITED)

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REGISTERED OFFICE
True Colors House, P-8, GR Flr to 3rd Flr,
Somakanji ni Wadi, Patel Line, Khatodara,
Surat, Gujarat, India, 395002

FACTORY
Plot No. 44 & 51, Rajhans Zesto Kalakachha,
Jalalpore (Near Palasana Cross Road)
Navsari-396415 Gujarat (India)