



Date: 08<sup>th</sup> September, 2025

To,  
The General Manager,  
Department of Corporate Services  
BSE Limited,  
Phirozen Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

Scrip Code: 544236  
BSE Symbol: RAL

**Subject: Submission of 08<sup>th</sup> Annual Report for The Financial Year 2024-2025 comprising of the Notice of Annual General Meeting.**

**Reference: Regulation 34 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

With reference to the above, we wish to inform you that 08<sup>th</sup> Annual General Meeting ("AGM") of Resourceful Automobile Limited (The Company) will be held on Tuesday, 30<sup>th</sup> September, 2025, at 12:15 P.M. (IST) through Video Conferencing and Other Audio/Video Means.

Pursuant to Regulation 30 & 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2024-25 including the Notice convening the 08<sup>th</sup> Annual General Meeting (AGM) of Resourceful Automobile Limited, which is being sent through electronic mode to the Members of the company whose e-mail addresses are registered with the Company / Registrar & Share Transfer Agent / Depository Participant(s). The Annual Report for the Financial Year 2024-25 along with Notice of the AGM is also available on the website of the Company at [www.sawhneyauto.com](http://www.sawhneyauto.com)

This is for your information and record.

Thanking you,  
Thanking you,

Yours Faithfully,

For Resourceful Automobile Limited

Rahul Sawhney  
Managing Director  
DIN: 07635427

**RESOURCEFUL AUTOMOBILE LIMITED**

**CIN: U50401DL2018PLC329756 | GSTIN: 07AAICR7712H1Z8**

**Address: K-24, Rajapuri, Sector-3, Dwarka, New Delhi- 110059**

**Tele Phone No.: 011-4562 24 44 | Email: Info@sawhneyauto.com**

**Website: www.sawhneyautomobile.com**



**RESOURCEFUL AUTOMOBILE LIMITED**  
**ANNUAL REPORT**  
**2024-2025**

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## CORPORATE INFORMATION

**Board of Directors:**

|                          |   |
|--------------------------|---|
| Mr. Rahul Sawhney        | - (Managing Director)                                 |
| Ms. Megha Chawla         | - (Executive Director)                                |
| Ms. Bindu Sawhney        | - (Non-Executive Director)                            |
| Mr. Dinesh Dilip Durgani | - (Non-Executive and Independent Director)            |
| Ms. Punita Gupta         | - (Additional Non-Executive and Independent Director) |

**Board Committees:****Audit Committee:**

|                          |               |
|--------------------------|---------------|
| Ms. Punita Gupta         | - Chairperson |
| Mr. Dinesh Dilip Durgani | - Member      |
| Mr. Rahul Sawhney        | - Member      |

**Nomination and Remuneration Committees:**

|                          |               |
|--------------------------|---------------|
| Ms. Punita Gupta         | - Chairperson |
| Mr. Dinesh Dilip Durgani | - Member      |
| Mrs. Bindu Sawhney       | - Member      |

**Stakeholders Committee:**

|                          |               |
|--------------------------|---------------|
| Mr. Dinesh Dilip Durgani | - Chairperson |
| Ms. Punita Gupta         | - Member      |
| Mrs. Bindu Sawhney       | - Member      |

**Key Managerial Personnel:**

|                   |  |
|-------------------|--|
| Mr. Vikas Bhatia  | -Chief Financial Officer                   |
| Ms. Shilpi Shukla | - Company Secretary and Compliance Officer |

**Statutory Auditors:**

M/s. N Y S & Company, Chartered Accountant  
(Formerly known as M/s. S G N A & Company, Chartered Accountant)  
208, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi, Delhi 110001  
FRN: 017007N  
Membership No: 527125

**Registrar and Share Transfer Agent**

Cameo Corporate Services Ltd, Subramanian  
Building, #1, Club House Road, Chennai,  
Tamil Nadu, 600002

**Bankers:**

HDFC Bank Limited

**Registered Office:**

K-24, Upper Ground, KH No. 107/10 Main Road,  
Raja Puri, New Delhi, Delhi-110059

**Secretarial Auditor:**

M/s Prachi Bansal & Associates

**Internal Auditor:**

M/s. A Mishra & Associates

**Stock Exchange where Company's securities are listed:**

BSE Limited (SME Platform)

## **NOTICE OF 8<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT 8<sup>TH</sup> (EIGHT) ANNUAL GENERAL MEETING OF THE MEMBERS OF RESOURCEFUL AUTOMOBILE LIMITED WILL BE HELD ON **TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2025 AT 12:15 P.M** INDIAN STANDARD TIME (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:**

#### **Item No. 1.**

**TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

The financial statement consisting of Balance Sheet as on March 31, 2025, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2025 along with the reports of the Board of Directors and Auditors thereon; and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the audited financial statements including consolidated financial statement of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

#### **Item No. 2**

**TO APPOINT A DIRECTOR IN PLACE OF MR. RAHUL SAWHNEY (DIN: 07635427), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mrs. Rahul Sawhney (DIN: 07635427)**, who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

### **SPECIAL BUSINESS:**

#### **Item No. 3.**

**To Appoint and Regularization of Additional Director, Ms. Punita Gupta, having (DIN: 11085641) as Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149(6), 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint and regularize the appointment of **Ms. Punita Gupta (DIN: 11085641)**, who was appointed as an Additional Director (in the category of Independent Director) of the Company w.e.f. **30th May, 2025** in terms of Section 161(1) of the Act and who has submitted a declaration of independence under Section 149(6) of the Act, as a **Non-Executive Independent Director** of the Company, not liable to retire by rotation, to hold office for a term of **five (5) consecutive years commencing from 30th May, 2025 up to 29th May, 2030**.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including but not limited to filing of requisite forms with the Registrar of Companies and other statutory/regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard.”

By order of the Board of Directors  
For **Resourceful Automobile Limited**

Place: Delhi  
Dated: 05/09/2025

Sd/-  
**Rahul Sawhney**  
(Managing Director)  
DIN: 07635427

**NOTES:**

1. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
2. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on [cssumitbajaj@gmail.com](mailto:cssumitbajaj@gmail.com) with a copy marked to [sivaram@cameoindia.com](mailto:sivaram@cameoindia.com) at the Annual General Meeting of the Company.
3. The relevant details, pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM as a part of this notice.

**A. General instructions for accessing and participating in the 8<sup>TH</sup> AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:**

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio- visual means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 8th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Tuesday, 30th September, 2025, at 12:15 P.M. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at K-24, Upper Ground, Kh No. 107/10 Main Road, Raja Puri, West Delhi, New Delhi- 110059.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with.



Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

3. 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), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA General Circulars dated April 08, 2020; April 13, 2020; May 05, 2020; December 28, 2022; May 05, 2022; September 25, 2023; and General Circular No. 09/2024 dated September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, **the Company has entered into an agreement with Central Depository Services (India) Limited** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Central Depository Services (India) Limited. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
6. In line with the Ministry of Corporate Affairs (MCA) Circular No General Circular No. 09/2024 dated September 19, 2024, (including General Circular No. 17/2020 dated April 13, 2020), 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sawhneyauto.com](http://www.sawhneyauto.com) The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited (agency for



providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.cdslindia.com](http://www.cdslindia.com).

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ RTA of the Company.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@sawhneyauto.com](mailto:cs@sawhneyauto.com)
11. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.

13. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
14. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. The Board of Directors of the Company has appointed **Mr. Sumit Bajaj, proprietor of M/s Sumit Bajaj & Associates** (Practicing Company Secretaries) as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
16. The Register of Members and Share Transfer Books will remain closed from **24th September, 2025 to 30th September, 2025 (both days inclusive)** for the purpose of Annual General Meeting. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 05th September, 2025 may follow the same instructions as mentioned above for e-voting.
17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
18. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at [www.sawhneyauto.com](http://www.sawhneyauto.com) and the website of Central Depository Services (India) Limited immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: [cs@sawhneyauto.com](mailto:cs@sawhneyauto.com) The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.
21. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

**Cameo Corporate Services Limited**  
 Regd. Office: **Subramanian Building, 1,  
 Club House Road, Chennai-600 002**  
 Phone: **28460390 (5 Lines), 40020700**  
 E-mail: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)  
 Website: [www.cameoindia.com](http://www.cameoindia.com)  
 SEBI Registration Number: **INR000003753**

## **22. Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:**

The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding Shares in physical form are therefore, requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

## **23. Updation of Member's Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice.

Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

## **B. CDSL e-Voting System – For Remote e-voting**

### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Saturday, 27th September, 2025 at 09:00 A.M. and ends on Monday, 29th September, 2025 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23<sup>th</sup> September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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</li> </ol> |

|   |   |
|---|---|
|   | <p>will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>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 <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>  |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |



|  |   |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
|--|---|

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

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

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |

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

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

|  |  |
|--|--|
|  | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>   |
| PAN  | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                 |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; [csumitbajaj@gmail.com](mailto:csumitbajaj@gmail.com) and to the Company at the email address viz; [cs@sawhneyauto.com](mailto:cs@sawhneyauto.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

### C. CDSL e-Voting System - For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sawhneyauto.com](http://www.sawhneyauto.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also

disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

By order of the Board of Directors  
For Resourceful Automobile Limited

Place: Delhi  
Dated: 05/09/2025

Sd/-  
Rahul Sawhney  
(Managing Director)  
DIN: 07635427

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO.3**

**To Appoint and Regularization of Additional Director, Ms. Punita Gupta, having (DIN: 11085641) by appointing her as Non-Executive Independent Director of the Company.**

In accordance with the provisions of Sections 149(6), 150, 152, 161(1) and other applicable provisions of the Act, SEBI Listing Regulations and the Articles of Association of the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 30th May, 2025 had appointed Ms. Punita Gupta, (DIN: 11085641), as Additional Directors of the Company, designated as Non-Executive Independent Directors, effective 30th May, 2025 subject to approval of the Members of the Company. Brief profile of the newly inducted Independent Director are given below:

Ms. Punita Gupta possesses the appropriate skills, expertise, integrity, and experience for being appointed as an Independent Director and fulfils the conditions specified in the Act and Listing Regulations for such an appointment. Further, she is independent of the management of the Company.

The Nomination and Remuneration Committee and the Board has assessed the qualifications, skills, expertise, and competencies of the said Director and is of the view that the same is in alignment with the requirements of the Company. Accordingly, appointment of the aforesaid Independent Director would be in the interest of the Company.

Their relevant details in accordance with the requirements of Regulation 36(3) of the SEBI Listing Regulations and SS-2 are provided in the **Annexure B** to this Notice.

The Company has received requisite documents from Ms. Punita Gupta:

- (a) Consent to act as a director.
- (b) Confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- (c) Declaration confirming that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- (d) Declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the SEBI or any other authority.
- (e) Confirmation that she is registered themselves in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs;
- (f) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Ms. Punita Gupta, fulfil the conditions of independence specified in the Act and the SEBI Listing Regulations and are independent of the management.

Further, in accordance with the provisions of Section 149 of the Act read with Schedule IV thereto and Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Independent Director requires the approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is being sought.

Ms. Punita Gupta shall be paid sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

A copy of the letter of appointment issued to Ms. Punita Gupta, setting out the terms and conditions of appointment shall be available for inspection by the Members electronically as per the details provided in the Notice.

None of the Directors or Key Managerial Personnel, other than Ms. Punita Gupta, are concerned or interested (financially or otherwise) in the above-mentioned Ordinary Resolution.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of the accompanying Notice for approval by the members of the Company.

By order of the Board of Directors  
For **Resourceful Automobile Limited**

Place: Delhi  
Dated: 05/09/2025

Sd/-  
Rahul Sawhney  
(Managing Director)  
DIN: 07635427



## ANNEXURES TO THE NOTICE

### ITEM No. 2

#### Annexure-A

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

|  |  |
|--|--|
| <b>Name</b>  | <b>Mr. Rahul Sawhney</b>   |
| Directors Identification Number(DIN)                                 | 07635427   |
| Date of Birth (age)  | 01th August,1990   |
| Date of first appointment on the Board of the Company                | 21/02/2018   |
| Shareholding in Resourceful Automobile Limited as on 31st March 2025 | 12,11,947  |
| List of Directorship held in other companies                         | 2  |
| Membership/ Chairmanship in Committees                               | 1  |
| Relationship with other directors interse                            | Mr. Rahul Sawhney is the son of Mrs. Bindu Sawhney and Husband of Mrs. Megha Chawla.   |
| Brief Resume   | <p>Mr. Rahul Sawhney. A highly motivated and enthusiastic individual with extensive experience in significant executive leadership accomplishment in business. Strong diplomatic skills and a natural affinity for cultivating relationship and persuading convening facilitating and building consensus among diverse individuals. Applies qualities of integrity credibility and a passion for progress to strategic governance efforts.</p> <p>Mr. Rahul Sawhney plays a pivotal role by Identifying market opportunities and conceptualizing the Motorbike showroom business model, forging strategic partnerships with leading motorbike manufacturers for securing exclusive dealership agreements and overseeing the establishment and expansion of showrooms in strategic locations. A firm believer in customer satisfaction, Mr. Rahul Sawhney is dedicated to creating a customer-centric culture with a focus on providing an exceptional buying experience, personalized customer service, and a range of options to meet diverse customer needs.</p> |



|   |   |
|---|---|
| Terms & Conditions of re-appointment including remuneration payable | Re-appointment as Director of the company, Liable to be retire by rotation. |
| Number of Meetings of Board attended during the year                | 11  |
| Listed entities from which resigned in the past Three years         | Nil   |

## ANNEXURE-B

## ITEM No. 3

|  |  |
|--|--|
| <b>Particulars</b>   | <b>To Appoint and Regularization of Additional Director, Ms. Punita Gupta, having (DIN: 11085641) by appointing her as Non-Executive Independent Director of the Company</b> |
| <b>Name of the Director</b>  | Ms. Punita Gupta   |
| <b>DIN</b>   | 11085641   |
| <b>Date of Birth</b>   | 16/05/1984   |
| <b>Nationality</b>   | Indian   |
| <b>Date of first appointment on the Board</b>  | 30th May, 2025   |
| <b>Qualification</b>   | Graduate   |
| <b>Terms and Conditions for appointment/ Reappointment</b>   | NIL  |
| <b>Details of Remuneration/ Remuneration last drawn</b>  | NIL  |
| <b>Number of shares held in the Company as on March 31, 2025</b>   | NIL  |
| <b>Disclosure of relationships between directors inter-se/ Key Managerial Personnel</b>                  | Not inter-se related to any other Director or key Managerial Personnel   |
| <b>Number of meetings of the Board attended during the financial year (2024- 25)</b>                     | NIL  |
| <b>List of Directorship held in other listed Companies</b>   | NIL  |
| <b>Chairman/Membership of Committees in other Indian Public Limited Companies as on 31st March, 2025</b> | Member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee  |
| <b>Number of meetings of the Board attended during the financial year (2024- 25)</b>                     | NIL  |



## DIRECTORS' REPORT

To  
The Members of  
Resourceful Automobile Limited

Dear Members,

Your Directors are pleased to present their 8<sup>th</sup> (Eighth) Directors Report of the Company together with the audited financial statements for the Financial Year ended on March 31, 2025.

The performance highlights and summarized financial results of the Company are given below:

### 1. FINANCIAL HIGHLIGHTS

(Rs in Lakhs, unless stated otherwise)

| Particulars                                       | Year Ended<br>31.03.2025<br>(Rs. in Lakhs) | Year Ended<br>31.03.2024<br>(Rs. in Lakhs) |
|---|--|--|
| Revenue From Operations                           | 2099.86                                    | 1854.34                                    |
| Other Income                                      | 64.09                                      | 81.63                                      |
| <b>Total Income</b>                               | <b>2163.95</b>                             | <b>1,935.97</b>                            |
| Less: Total Expenses                              | 1994.15                                    | 1,675.52                                   |
| <b>Profit Before Tax &amp; Extraordinary Item</b> | <b>169.80</b>                              | <b>260.45</b>                              |
| Less: Extraordinary Item                          | -  | -  |
| <b>Profit Before Tax</b>                          | <b>169.80</b>                              | <b>260.45</b>                              |
| Less: Current Tax                                 | 43.11                                      | 65.81                                      |
| Less: Deferred tax Liability (Asset)              | (0.71)                                     | (0.76)                                     |
| <b>Profit after Tax</b>                           | <b>126.69</b>                              | <b>194.64</b>                              |
| <b>Earnings per Share (Basic) in Rs.</b>          | 4.77                                       | 11.93                                      |
| <b>Earnings per Share (Diluted) in Rs.</b>        | 5.65                                       | 11.93                                      |

### 2. STATE OF COMPANY AFFAIRS AND FUTURE OUTLOOK:

Our Company was originally incorporated as Private Limited, under the Companies Act, 2013 in the name of "Resourceful Automobile Private Limited" on February 21st, 2018, later on, company was converted into public limited company, the name of the Company has changed to "Resourceful Automobile Limited" dated October 25th, 2023.

Our Promoters, Mr. Rahul Sawhney, Mrs. Bindu Sawhney and Mrs. Megha Chawla laid down the foundation of our company in the year 2018 as a Private Limited in the name of "Resourceful Automobile Private Limited" with a vision to establish itself as a one of the most trusted and reliable company in delivering premium bikes. As our company is engaged in the business of dealership and sales of bikes and other related services etc.

Our Company is actively involved in the dealership of two-wheeler bike of Yamaha, operating under the showroom name "Sawhney Automobile". Specializing in the sales and servicing of motorcycles and scooters, with quality products and exceptional customer service, making it a trusted destination for motorcycle enthusiasts.

The mission of the company is to offer a diverse range of high-quality motorcycles, exceptional service, and fostering a community that celebrates the spirit of freedom and exploration on two wheels. The company is committed to innovation, integrity, and customer satisfaction, and it strive to be the premier destination for every rider's journey. The vision of the company is to set industry standards, cultivate a vibrant rider community, and leave a legacy of excellence that resonates with the spirit of the open road.

During the aforesaid period, the revenues from operations stood at Rs 2,163.95/- Lakhs. Further, the Company had incurred total expenses of Rs. 1,944.15/- Lakhs.

The Board of Directors of your Company is optimistic about the future prospects of the Company. Your directors are of the view that the Company will have a progressive growth in the subsequent financial years and are hopeful for the bright future prospects.

### **3. DIVIDEND**

With a view to conserve and save the resources for future prospects of the Company, the Directors have not declared any dividend for the financial year 2024-25.

### **4. TRANSFER TO GENERAL RESERVE**

The Board of Directors has decided to retain the entire amount of profit in the profit and loss account. Accordingly, the Company has not transferred any amount to the 'Reserves' for the year ended March 31, 2025.

### **5. CHANGE IN NATURE OF BUSINESS:**

The Company during the year under review has not changed its business or objects and continues to be in the same line of business as per the main objects of the Company.

### **6. SHARE CAPITAL:**

During the year under review the Company has not made changes in the share capital and the details of the same are as mentioned below:

### **7. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

During the reporting period, the Company does not have any Subsidiary, Joint Ventures or Associate Companies:

### **8. DEMATERIALIZATION OF SHARES**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No **INE0SK201011** has been allotted for the company. Therefore, the investors may keep their shareholding in the electronic mode with their depository Participant 100% of the Company's paid-up Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2025

## 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Following are the details of Directors and Key Managerial Personnel (KMP) of the Company as on 31<sup>st</sup> March, 2025:

| DIN      | Name of the Director/KMP         | Designation                              | Date of Appointment | Date of Resignation |
|----------|----------------------------------|--|---------------------|---------------------|
| 07635427 | Mr. Rahul Sawhney                | Managing Director                        | 21/02/2018          | -                   |
| 08060807 | Mrs. Bindu Sawhney               | Non-Executive Director                   | 21/02/2018          | -                   |
| 09473673 | Mrs. Megha Chawla                | Executive Director                       | 25/01/2022          | -                   |
| 10438187 | Mrs. Manju Verma                 | Independent Director                     | 26/12/2023          | 30/05/2025          |
| 10438389 | Mr. Dinesh Dilip Durgani         | Independent Director                     | 26/12/2023          | -                   |
| -        | Mr. Vikas Bhatia                 | Chief Financial Officer (CFO)            | 06/12/2024          |                     |
| -        | Ms. Shilpi Shukla                | Company Secretary and Compliance Officer | 24/01/2025          |                     |
| -        | Mr. Ghanshyam Ramkumar Chourasia | Chief Financial Officer (CFO)            | 25/11/2023          | 06/12/2024          |
| -        | Ms. Drishti Jaiswal              | Company Secretary and Compliance Officer | 18/03/2024          | 01/10/2024          |

### Changes in the Board Composition and Key Managerial Persons:

- Mrs. Manju Verma (DIN: 10438187) has resigned as the Director of the Company in the category of Independent Director w.e.f. 30<sup>th</sup> May, 2025.
- Mr. Ghanshyam Ramkumar Chourasia was appointed Chief Financial Officer w.e.f 25<sup>th</sup> November, 2023 and ceased to be Chief Financial Officer w.e.f. 06<sup>th</sup> December, 2024.
- Mr. Vikas Bhatia was appointed as Chief Financial officer w.e.f. 06<sup>th</sup> December, 2024.

- Ms. Drishti Jaiswal was appointed as Company Secretary and Compliance Officer w.e.f. 18th March, 2024 and ceased to be Company Secretary and Compliance Officer w.e.f. 01st October, 2024.
- Ms. Shilpi Shukla was appointed as Company Secretary and Compliance Officer w.e.f. 24th January, 2025.

*Note: Ms. Punita Gupta (DIN: 11085641) was appointed as the Director of the Company in the category of Additional Independent Director w.e.f. 30<sup>th</sup> May, 2025.*

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act").

Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Directors of the Company is serving as a Whole-Time Director in any other Listed Company and the number of their directorship is within the limits laid down under Section 165 of the Companies Act, 2013.

#### **Retirement by Rotation:**

Mr. Rahul Sawhney (DIN: 07635427), Executive Director of the Company, who retires by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The detailed profile of Mr. Rahul Sawhney has been included in the Notice convening the ensuing AGM.

The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be immense benefit to the Company and it is desirable to avail his services as Directors. Accordingly, the Board recommends the resolution related to appointment of above directors for the approval of shareholders of the company.

#### **Key Managerial Personnel (KMP)**

| S. No. | Name of the KMP                  | Designation                              | Date of Resignation |
|--------|----------------------------------|--|---------------------|
| 1.     | Mr. Rahul Sawhney                | Managing Director                        | -                   |
| 2.     | Mr. Vikas Bhatia                 | Chief Financial Officer (CFO)            | -                   |
| 3.     | Ms. Shilpi Shukla                | Company Secretary and Compliance Officer | -                   |
| 4.     | Mr. Ghanshyam Ramkumar Chourasia | Chief Financial Officer (CFO)            | 06/12/2024          |

|    |                     |  |            |
|----|---------------------|--|------------|
| 5. | Ms. Drishti Jaiswal | Company Secretary and Compliance Officer | 01/10/2024 |
|----|---------------------|--|------------|

## 10. BOARD MEETINGS DURING THE YEAR

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened, as and when required to discuss and decide on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company duly met 7 (Seven) times and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The dates of the Board Meeting held during the year review is as mentioned hereunder: 14<sup>th</sup> May,2024; 18<sup>th</sup> August,2024; 12<sup>th</sup> September,2024; 10<sup>th</sup> October,2024; 14<sup>th</sup> November,2024; 06<sup>th</sup> December,2024; 24<sup>th</sup> January,2025.

The details of attendance of each director at the Board meetings are as given below:

| Name of Director     | Date of Original Appointment | Date of Cessation | Number of Board Meetings eligible to attend | Number of Board Meetings attended |
|----------------------|------------------------------|-------------------|---|-----------------------------------|
| Rahul sawhney        | 21/02/2018                   | -                 | 07  | 07                                |
| Megha chawla         | 25/01/2022                   | -                 | 07  | 07                                |
| Bindu sawhney        | 21/02/2018                   | -                 | 07  | 07                                |
| Dinesh dilip durgani | 26/12/2023                   | -                 | 07  | 07                                |
| Manju verma          | 26/12/2023                   | 30/05/2025        | 07  | 07                                |

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in Section 173 of the Act.

## 11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 134 (5) of the Companies Act, 2013, Your Directors, confirm that:

- In the preparation of the annual accounts for the financial year ended on March 31, 2025 the applicable Indian Accounting Standards have been followed and there are no material departures from the same;
- The selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for that period.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for

safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- iv) The annual accounts have been prepared on a 'going concern' basis.
- v) The Internal financial controls have been laid by the Directors to be followed by the Company and such financial controls are adequate and were operating effectively.
- vi) Proper systems had been devised in compliance with the provision of the all applicable laws and such systems were adequate and operating effectively.

## 12. EXTRACT OF ANNUAL RETURN

In accordance with the provisions of Companies (Amendment) Act, 2017, read with Section 134(3) of the Companies Act, 2013, the Annual Return, as on March 31, 2025 under Section 92 (3) of the Companies Act, 2013, is hosted on the website of the Company at [www.sawhneyauto.com](http://www.sawhneyauto.com).

## 13. CORPORATE GOVERNANCE REPORT:

Our Company, Resourceful Automobile Limited has listed its specified securities on SME Platform of BSE Limited which falls under the ambit of exemption provided to SME listed companies, therefore the compliance with the Corporate Governance provision specified in the applicable Regulation shall not be applicable to the Company.

## 14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the Financial Year 2024-25 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report as **Annexure - I**.

## 15. SEPARATE MEETING OF INDEPENDENT DIRETORS

Independent Directors of the Company held their Separate meeting under Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of Companies Act, 2013 on Friday, 02<sup>nd</sup> February, 2025 at Corporate office of the Company (cum video conferencing) at K-24, Upper Ground, KH No. 107/10 Main Road, Raja Puri, New Delhi, Delhi-110059 to evaluate their performance.

## 16. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

During the year under consideration, Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company under section 143(12) of the Companies Act, 2013.

## 17. INDEPENDENT DIRECTORS DECLARATION



The Company has received the Declaration of Independence from its Independent Directors i.e. Dinesh Dilip Durgani (DIN: 10438389) and Manju Verma (DIN: 10438187) confirming that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 read with Regulations 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and that they are not disqualified from continuing their appointment as Independent Director.

During the year under review the non-executive directors of the company had no Pecuniary relationship or transactions with the Company other than sitting fees, commission, if any and reimbursement of expenses incurred for the purpose of attending the meetings of the board or committees of the company.

The Company has received requisite annual declarations/confirmations from all the aforesaid Independent Directors. The Board of Directors of the Company is of the view that Independent Directors fulfil the criteria of independence and they are independent from the management of the Company.

The Company has noted that the names of all Independent Directors have been included in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). Accordingly, all the Independent Directors of the Company have registered themselves with IICA for the said purpose. In terms of Section 150 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended thereof.

#### **18. DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178 (3)**

The Company's Policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters as provided under Section 178(3) of the Companies Act, 2013 can be accessed on the Company's website at [www.sawhneyauto.com](http://www.sawhneyauto.com).

The Objective of the Policy is to ensure that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

#### **19. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has formulated a 'Whistle Blower Policy' for the Directors and Employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and provides safeguard against victimization of director or employees or



any other person who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The same is also uploaded on the website of the Company at [www.sawhneyauto.com](http://www.sawhneyauto.com).

During the year under review, no complaints have been received by the Company from any whistle blower.

## 20. PERFORMANCE EVALUATION:

The Board of Directors have carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 21. HUMAN RESOURCES:

The Management has a healthy relationship with the officers and the Employee.

## 22. AUDITOR AND AUDITOR'S REPORT:

### Statutory Auditor

In terms of provisions of Section 139 of the Companies Act, 2013, M/s. N Y S & Company (Formerly S G N A & Company), Chartered Accountant (Firm Registration No. 017007N) appointed as the statutory auditor from 30th September, 2023 to hold the office till the Annual General Meeting to be held in financial Year 2028.

### Secretarial Auditors

In terms of the provision of the Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Prachi Bansal (Proprietor) M/s Prachi Bansal & Associates, Company Secretaries in practice holding Membership No. 43355 and COP No.23670, are the Secretarial Auditors of the Company pursuant to the provisions of Section 204 of the Companies Act, 2013.

The Report of the Secretarial Auditors (Form MR-3) for Financial Year ended on 31st March, 2025 is being annexed to the Report as per **Annexure A** under the board report

### Internal Auditor

M/s A. Mishra & Associates was appointed as Internal Auditor of the Company for the financial year 2024-2025 on May 30th, 2025 pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Rule 13 of the Companies (Accounts) Rules, 2014.

The Report of the Internal Auditors is reviewed by the Audit Committee.

**23. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE STATUTORY AUDITORS AND THE SECRETARIAL AUDITORS IN THEIR REPORTS**

There were no qualifications, reservations or adverse remarks made by the Statutory Auditors or Secretarial Auditors in their report.

**24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Particulars of loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review; (As per the Notes to Financial Statement)

**25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

None of the transactions with any of related parties were in conflict with the (AS Company's interest. Suitable disclosures as required by the Accounting Standard 18) issued by The Institute of Chartered Accountants of India (The ICAI) have been made in the notes to the Financial Statements.

All related party transactions are negotiated on an arms-length basis and are in the ordinary course of business. Therefore, the Provisions of Section 188(1) of the Companies Act, 2013 has been in compliance. Further the board of the company has given its approval to transaction with the related parties.

Pursuant to Sections 134(3), 188(1) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 the particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 in Form AOC-2 are provided under **Annexure-II** under the board report.

Related Party Transactions Policy can be accessed at [www.sawhneyauto.com](http://www.sawhneyauto.com).

**26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

The Company does not have any manufacturing activity. Thus, the provisions related to conservation of energy and technology absorption are not applicable on the Company. However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety.

**27. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Pursuant to the provisions of Section 134(3)(n) of the Companies Act, 2013, the Company has a structured Risk Management Policy duly approved by the Board of Directors. The Risk Management process is designed to safeguard the Company from various risks through

adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business of the Company. The potential risks are integrated with management process such that they receive the necessary consideration during the decision making. It has been dealt in greater detail in Management Discussion and Analysis Report annexed to this Report.

## **28. CORPORATE SOCIAL RESPONSIBILITY POLICY**

Pursuant to the provisions of Section 135(1) of the Companies Act, 2013, the provisions related to Corporate Social Responsibility (CSR) are applicable on companies having net worth of rupees five hundred crore or more; or turnover of rupees one thousand crore or more; or a net profit of rupees five crore or more. The present financial position of the Company does not make it mandatory for the Company to undertake CSR initiatives or to formulate CSR Policy during the Financial Year ended March 31, 2025. The Company will constitute CSR Committee, develop CSR Policy and implement the CSR initiatives whenever the same becomes applicable on the Company.

## **29. EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

In compliance with the provisions of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation was carried out as under:

### **Board:**

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meeting, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the view that performance of the Board of Directors as a whole was satisfactory.

### **Committees of the Board:**

The performance of the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, the Investment Committee and was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the view that all the committees were performing their functions satisfactorily.

### **Individual Directors:**

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters.

Independent Directors, at their separate meeting, have evaluated the performance of Non independent Directors and the Board as a whole; and of the Chairman of the Board, taking into account the views of other Directors; and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Board and the Independent Directors were of the view that performance of the all the Directors as a whole was satisfactory.

The evaluation framework for assessing the performance of the Directors includes the following broad parameters:

- Relevant expertise;
- Attendance of Directors in various meetings of the Board and its Committees;
- Effective participation in decision making process;
- Objectivity and independence;
- Level of awareness and understanding of the Company's business;
- Professional conduct of the directors in various meetings of the Board and its committees;
- Compliance with the Code of Conduct of the Company;
- Ability to act in the best interest of the Company.

### 30. INTERNAL FINANCIAL CONTROLS

The Company has laid proper and adequate systems of internal financial control commensurate with the size of its business and nature of its operations with regard to the following:

- (i) Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization.
- (ii) Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
- (iii) Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
- (iv) The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
- (v) Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

### 31. COMMITTEES OF BOARD

### A) AUDIT COMMITTEE

The Audit Committee of the Board as on 31-03-2025 consist of three (3) Directors of the company i.e. Mrs. Manju Verma, Chairperson of Audit Committee, Mr. Dinesh Dilip Durgani and Mr. Rahul Sawhney, Directors of the Company as members of the Committee. Out of these Mrs. Manju Verma and Mr. Dinesh Dilip Durgani, are Non-Executive Independent Directors, whereas Mr. Rahul Sawhney, is Managing Director. The Audit Committee has been authorized to look after the following major functions:

- i. To recommend for appointment, remuneration and terms of appointment of auditors of the company;
- ii. To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. To examine the financial statement and the auditors' report thereon;
- iv. To approve or any subsequent modification of transactions of the company with related parties;
- v. To conduct scrutiny of inter-corporate loans and investments;
- vi. To evaluate undertakings or assets of the company, wherever it is necessary;
- vii. To evaluate internal financial controls and risk management systems;
- viii. To monitor the end use of funds raised through public offers and related matters.
- ix. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issues with the internal and statutory auditors and the management of the company.
- x. To investigate into any matter in relation to the items specified in or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

### DETAILS OF COMPOSITION, NAMES OF MEMBERS, NUMBER OF MEETINGS HELD AND ATTENDANCE OF AUDIT COMMITTEE DURING THE YEAR FROM 01<sup>ST</sup> APRIL, 2024 TO 31<sup>ST</sup> MARCH, 2025

During the financial year 2024-2025 Four (4) Meetings of Audit Committee were held and attendance of Members at these meetings were as under: -

| Date       | Manju Verma | Dinesh Dilip Durgani | Rahul Sawhney |
|------------|-------------|----------------------|---------------|
| 12.09.2024 | Present     | Present              | Present       |
| 14.11.2024 | Present     | Present              | Present       |
| 18.08.2024 | Present     | Present              | Present       |
| 24.01.2025 | Present     | Present              | Present       |

### 32. NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company as on 31-03-2025 consist of three (3) Directors of the company i.e. Mrs. Manju Verma, Chairperson of the committee, Mr. Dinesh Dipil Durgani and Mrs. Bindu Sawhney, Directors of the Company as its members. The Committee has been authorized to look after following major functions:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
3. To ensure that –
  - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
  - (d) The policy so framed by the said Committee shall be disclosed in Board's Report to shareholders.

**DETAILS OF COMPOSITION, NAMES OF MEMBERS, NO. OF MEETINGS HELD AND ATTENDANCE OF NOMINATION & REMUNERATION COMMITTEE DURING THE YEAR 1st APRIL, 2024 TO 31st MARCH, 2025**

During the financial year 2024-2025 One (3) meeting of Nomination & Remuneration Committee were held and attendance of Members at this meeting were as under :-

| Date       | Manju Verma | Dinesh Dipil Durgani | Bindu Sawhney |
|------------|-------------|----------------------|---------------|
| 06.12.2024 | Present     | Present              | Present       |
| 01.10.2024 | Present     | Present              | Present       |
| 24.01.2025 | Present     | Present              | Present       |

**33. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee as on 31/03/2025 consist of three (3) Directors of the company, i.e. Mr. Dinesh Dilip Durgani, Chairperson of Committee, Mrs. Manju Verma and Mrs. Bindu Sawhney Members of the Committee. Mr. Dinesh Dilip Durgani and Mrs. Bindu Sawhney are non-executive Independent Directors of the Company, whereas Mrs. Bindu Sawhney is the Non- Executive Director of the Company. The Committee has been authorized to review all matters connected with company's securities and redressal of shareholders/investors/securities holder's complaints.



| Date       | Dinesh Durgani | Dilip Manju Verma | Bindu Sawhney |
|------------|----------------|-------------------|---------------|
| 24.01.2025 | Present        | Present           | Present       |

### 34. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 READ WITH ALLIED RULES

During the year under review, the company had less than ten employees. Hence the company is not required to constitute Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibitions and Redressal) Act, 2013. Further no complaint has been received by the company during the year under the said Act.

### 35. POLICY FOR PREVENTION OF INSIDER TRADING:

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 came into effect from May 9, 2023 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") of the Company. The Code of Fair Disclosure is available on the website of the Company [www.sawhneyauto.com](http://www.sawhneyauto.com).

Further, pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Conduct for Prevention of Insider Trading. The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequence of non-compliances. The Company Secretary has been appointed as a Compliance Officer and is responsible for monitoring adherence to the Code. The code of conduct to regulate, monitor and report trading by insiders is also available on the website of the Company [www.sawhneyauto.com](http://www.sawhneyauto.com).

### 36. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings & Outgo during the year are as under:

Earnings - Nil

Outgo- Nil

### 37. PARTICULARS OF EMPLOYEES PURSUANT TO THE SECTION 197 (12) OF COMPANIES ACT AND RULE 5(1), 5(2) AND 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

| S.NO. | PARTICULARS | REMARKS |
|-------|-------------|---------|
|-------|-------------|---------|



|    |   |   |
|----|---|---|
| 1. | The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.   | During the financial year under review, no remuneration were paid to any Director and Key managerial Personnel's of the Company for the financial year 2024-2025. |
| 2  | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.  |   |
| 3  | The percentage increase in the median remuneration of employees in the financial year.  |   |
| 4  | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. |   |
| 5  | Affirmation that the remuneration is as per the remuneration policy of the Company  |   |
| 6  | The number of Permanent employees on the Pay Rolls of the Company   | 08  |

**Statement of Particulars of Employees pursuant to the Section 197 (12) of Companies Act and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- a) Details of the employees employed throughout the Financial Year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore rupees and two lakh rupees.  
Nil
- b) Details of the employees employed for a part of the Financial Year and was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;  
Nil
- c) If employed throughout the Financial Year or part thereof and was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.  
Nil

### 38. DISCLOSURE PERTAINING TO MAINTENANCE OF COST RECORD PURSUANT TO SECTION 148(1) OF THE COMPANIES ACT, 2013

The company is not required to maintain Cost Records as specified u/s 148(1) of the Companies Act, 2013 read with the applicable rules thereon for the Financial Year 2024-25. Hence the clause is not applicable to the Company.

### 39. COMPLIANCE WITH SECRETERIAL STANDARDS

Pursuant to Secretarial Standard issued by the Institute of Company Secretaries of India, company has complied with the applicable secretarial standard i.e. SS-1 & SS-2 (Meetings of Board of Directors & General Meetings) respectively, during the year under review.

### 40. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR INTER-SE

| Name of Director   | Designation                    | Relation  |
|--------------------|--------------------------------|---|
| Mr. Rahul Sawhney  | Chairman and Managing Director | Mr. Rahul Sawhney is the Son of Mrs. Bindu Sawhney and Husband of Mrs. Megha Chawla.          |
| Mrs. Megha Chawla  | Executive Director             | Mrs. Megha Chawla is the Wife of Mr. Rahul Sawhney and Daughter In-Law of Mrs. Bindu Sawhney. |
| Mrs. Bindu Sawhney | Non-Executive Director         | Mrs. Bindu Sawhney is the Mother of Mr. Rahul Sawhney and Mother In-Law of Mrs. Megha Chawla. |

### 41. DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the reporting period, no application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

### 42. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASONS THEREOF:

During the reporting period, no such valuation has been conducted in the financial year.

### 43. STATEMENT ON OTHER COMPLIANCES

Your Director's state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the reporting period:

- Details relating to deposits covered under Chapter V of the Act.

- b. Issue of equity shares with differential voting rights as to dividend, voting or otherwise;
- c. Issue of shares (including sweat equity shares) to employees of the Company.

#### 44. WEBSITE OF THE COMPANY:

Company maintains a website [www.sawhneyauto.com](http://www.sawhneyauto.com) where detailed information of the Company and specified details in terms of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 have been provided.

#### ACKNOWLEDGEMENT

Your directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued clients for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and looks forward to the continuance of this supportive relationship in future.

Your directors also place on record their deep sense of appreciation for the devoted services of the employees during the year under review.

**By order of the Board of Directors  
For Resourceful Automobile Limited**

Place: Delhi

Dated: 05.09.2025

Sd/-  
Megha Chawla  
Director  
DIN: 09473673

Sd/-  
Rahul Sawhney  
Managing Director  
DIN: 07635427

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31/03/2025**

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

**To,**  
**The Members,**  
**Resourceful Automobile Limited**  
**Registered Office: K-24, Upper Ground,**  
**Kh No. 107/10 Main Road, Raja Puri,**  
**West Delhi, New Delhi-110059**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Resourceful Automobile Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and accordingly, expressing my opinion thereon.

Based on our inspection, verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 has possibly complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *Not applicable as the Company has not acquired during the period under review*
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021; *(No transaction has been recorded during the Audit Period)*

- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not applicable as the Company has not issued any debts security during the financial year under review*)
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (*No transaction has been recorded during the Audit Period*)
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*No transaction has been recorded during the Audit Period*)
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

In respect of Direct and Indirect Tax Laws like Income Tax Act, Goods & Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditor of the company.

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

1. Secretarial Standard issued by The Institute of Company Secretaries of India with respect to board and general meetings.
2. The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since we have relied on the Reports given by the Statutory Auditor of the company.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, We hereby certify that none of the Directors on the Board of the Company as stated as on the 31st March 2025 given to the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S.no. | Din      | Director Name      | Designation            |
|-------|----------|--------------------|------------------------|
| 1.    | 07635427 | Mr. Rahul Sawhney  | Managing Director      |
| 2.    | 09473673 | Ms. Megha chawla   | Executive Director     |
| 2.    | 08060807 | Mrs. Bindu Sawhney | Non-Executive Director |

|    |          |                          |                         |
|----|----------|--------------------------|-------------------------|
| 3. | 10438187 | Mrs. Manju Verma         | Independent Director    |
| 4. | 10438389 | Mr. Dinesh Dilip Durgani | Independent Director    |
| 6. | -        | Mr. VIKAS BHATIA         | Chief Financial Officer |
| 7. | -        | Ms. Shilpi Shukla        | Company Secretary       |

All decisions of the Board were unanimous and the same are captured and recorded as part of the minutes.

We further report that there is scope to improve the systems and processes in the company and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that as informed to us, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

We further report that during the audit period following events /action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

*10,24,800 Fresh equity shares at an Issue price of Rs. 117/- of face value of Rs 10/- each at a premium of Rs 107/- per share were issued through IPO and entire shares of the company were listed on 29<sup>th</sup> August, 2024 at SME Platform of BSE Limited*

**For & on behalf of  
Prachi Bansal & Associates  
(Company Secretaries)**

**Date: 05/09/2025**  
**Place: Faridabad**  
**UDIN: A043355G001196683**

**CS Prachi Bansal**  
**ACS: 43355**  
**CP. No. 23670**

*\*This report is to be read with our letter of even date which is annexed as Annexure-A forming part of an integral.*



**Annexure-A**

To,  
The Members,  
**Resourceful Automobile Limited**  
**Registered Office: K-24, Upper Ground,**  
**Kh No. 107/10 Main Road, Raja Puri,**  
**West Delhi, New Delhi, 110059**

Our report is to be read along with this letter.

- I. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.
- II. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- III. We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.
- IV. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- V. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- VI. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

**For & on behalf of**  
**Prachi Bansal & Associates**  
**(Company Secretaries)**

**Date: 05/09/2025**  
**Place: Faridabad**  
**UDIN: A043355G001196683**

**CS Prachi Bansal**  
**ACS: 43355**  
**CP. No. 23670**

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

In compliance of Regulation 34(3) and 54(f) read with Schedule V of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find Management Discussion and Analysis Report forming part of Annual Report.

### **1. Overview of the Business**

We “**Resourceful Automobile Limited**” is actively involved in the dealership of two-wheeler bike of Yamaha, operating under the showroom name “Sawhney Automobile”. Specializing in the sales and servicing of motorcycles and scooters, with quality products and exceptional customer service, making it a trusted destination for motorcycle enthusiasts.

As an authorized Yamaha dealership, we guarantee customers access to the latest models and authentic spare parts. Our dealership goes beyond sales, providing expert guidance to assist customers in selecting the right bike, arranging test rides, and offering financing options for enhanced accessibility. We take pride in our advanced service center, where skilled technicians handle routine maintenance, repairs, and ensure the availability of genuine spare parts to uphold the longevity and performance of the bikes we sell.

### **2. Opportunities and Strengths**

#### **A. Experienced Promoter and Management Team:**

Our Promoters have industry experience and have been instrumental in the growth of our Company's sustainability. Our Promoters, Mr. Rahul Sawhney, Mrs. Bindu Sawhney and Mrs. Megha Chawla have more than a decade of experience in field of motorbike industry and have in-depth knowledge of the products and industry in which Company operate. We believe that our management team's experience and their understanding of the Business will enable us to continue to take advantage of both current and future opportunities. It is also expected to help us on addressing and mitigating various risks inherent in our business, including significant competition.

#### **B. Locational Advantage:**

We operate from our registered office at Dwarka, Delhi, which is strategically located and is well connected by roads. Further, our company deals in premium bikes and luxurious scooters which are passionate for the wealthy and HNIs of the capital of the country. Thus, the location of the site is very advantageous to the company.

#### **C. Product Range and Quality Service:**

Sawhney Automobile proudly offers a diverse range of two-wheelers, catering to various customer preferences and needs, with an unwavering commitment to quality service. Our Company has earned a commendable reputation for reliability and quantity due to its adherence to uncompromising standard of quality. The objective is to delight customers at reasonable prices. Our management team is focused on delivering quality products for all kind of premium bikes. We offer expert guidance to assist customers in selecting the perfect bike, facilitate test rides, provide accessible financing options, and ensure quality service to enhance the overall purchasing process.

#### **D. Online Presence**

Recognizing the significance of the digital realm, we diligently maintain a robust online presence. Our user-friendly website serves as an informative hub, offering details on products, promotions, and a convenient platform for online inquiries, ensuring accessibility and quality service in the digital age. Complementing this, we actively engage in a robust social media approach through platforms like Facebook, Instagram, and LinkedIn. This extends our reach and interaction with our audience,

fostering a dynamic online community. Furthermore, our online advertising initiatives, including campaigns on platforms like Google Ads, amplify our digital visibility, ensuring that our brand and offerings are effectively communicated to our target audience.

### 3. Competition:

Our business operates within a market characterized by intense competition, with numerous unlisted players in the dealership segment. The primary determinant for clients in choosing our products is often pricing. We may encounter competition from peers who share similarities in one or more divisions of our business. The competitive landscape spans across small, regional, national, and international players, adding to the complexity of our market. Despite the challenges posed by formidable competitors, our extensive experience in the industry positions us well to deliver high-quality products, meeting the discerning demands of our customers. Notably, the industry features minimal entry barriers, potentially leading to increased competition, especially with any expansion in the capacity of existing producers. Our commitment to excellence extends beyond the point of sale, as we pride ourselves on offering exceptional after-sales service, further enhancing the overall customer experience.

### 4. Prospect & Outlook

The management is of the view that the future prospects of your Company are bright and the performance in the current year is expected to be very well. The committed customers of the Company are expected to place more orders, which ultimately affect the top line of the Company, positively.

Offering information on the two-wheeler industry's potential growth areas, such as new trends, technological changes, industry consolidation, and future growth sectors, predicting market trends and suggesting competitive and long-term growth plans.

### 5. Risks and Concerns

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

### 6. Discussion on Financial Performance with respect to Operational Performance

The details of the financial performance of your Company are reflected in the Balance Sheet, Profit & Loss Account and other Financial Statements, appearing separately. Highlights are provided below:

| Particulars              | (Rs. in Lakhs)                             |  |
|--------------------------|--|--|
|                          | Year Ended<br>31.03.2025<br>(Rs. in Lakhs) | Year Ended<br>31.03.2024<br>(Rs. in Lakhs) |
| Revenue From Operations  | 2099.86                                    | 1854.34                                    |
| Other Income             | 64.09                                      | 81.69                                      |
| <b>Total Income</b>      | <b>2163.95</b>                             | <b>1935.97</b>                             |
| <b>Profit Before Tax</b> | <b>169.80</b>                              | <b>260.45</b>                              |

The financial performance of your Company has been further explained in the Directors' Report of your Company for the year 2025, appearing separately.

### 7. Economic Outlook

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. Consumer purchasing power and demand for two-wheelers are greatly influenced by income levels, inflation rates, and interest rates. Predicting market trends and consumer behaviour requires an understanding of these economic forces.

## 8. Human Resources

Our work force is a critical factor in maintaining quality and safety which strengthen our competitive position and our human resource policies focus on training and retaining our employees. We identify, develop and retain our talent through an array of initiatives which include talent acquisition, learning and development, compensation and benefits, employee engagement and performance management. We train our employees on a regular basis to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety. We believe our management policies, working environment, career development opportunities, appraisal

The employees are satisfied and having good relationship with management.

## 9. Cautionary Statement

Certain statements in the Management Discussion and Analysis describing your Company's views about the industry, expectations/predictions, objectives etc. may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied in these statements. Your Company's operations may, inter-alia, be affected by the supply and demand situations, input prices and availability, changes in Government regulations, tax laws, government or court decisions and other factors such as industry relations and economic developments etc. Investors should bear this in mind when considering the above statements.

By order of the Board of Directors  
For Resourceful Automobile Limited

Place: Delhi  
Dated: 05.09.2025

Sd/-  
Megha Chawla  
Director  
DIN: 09473673

Sd/-  
Rahul Sawhney  
Managing Director  
DIN: 07635427

**Annexure-II****FORM NO. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the company with Related Parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain Arms' Length Transactions under third proviso thereto:**

**1. Details of material contracts or arrangements or transactions not at arm's length basis: NA**

|    |   |   |
|----|---|---|
| a. | Name(s) of the related party and nature of relationship   | - |
| b. | Nature of contracts/arrangements/transactions   | - |
| c. | Duration of the contracts / arrangements/transactions   | - |
| d. | Salient terms of the contracts or arrangements or transactions including the value, if any – N.A.                 | - |
| e. | Justification for entering into such contracts or arrangements or transactions                                    | - |
| f. | date(s) of approval by the Board-   | - |
| g. | Amount paid as advances, if any: N.A.   | - |
| h. | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | - |

**2. Details of material contracts or arrangement or transactions at arm's length basis: N.A.**

|    |  |   |
|----|--|---|
| a. | <b>Name(s) of the related party and nature of relationship</b>   | - |
| b. | <b>Nature of contracts/arrangements/transactions</b>   | - |
| c. | <b>Duration of the contracts / arrangements/transactions</b>   | - |
| d. | <b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>                        | - |
| e. | <b>Justification for entering into such contracts or arrangements or transactions</b>                                    | - |
| f. | <b>Date(s) of approval by the Board</b>  | - |
| g. | <b>Amount paid as advances, if any:</b>  | - |
| h. | <b>Date on which the special resolution was passed in general meeting as required under first proviso to section 188</b> | - |

**By order of the Board of Directors  
For Resourceful Automobile Limited**

Place: Delhi  
Dated: 05.09.2025

Sd/-  
Megha Chawla  
Director  
DIN: 09473673

Sd/-  
Rahul Sawhney  
Managing Director  
DIN: 07635427

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF  
RESOURCEFUL AUTOMOBILES LIMITED  
(formerly known as Resourceful Automobiles Private Limited)**

**Report on the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **M/s RESOURCEFUL AUTOMOBILES LIMITED** (formerly known as Resourceful Automobiles Private Limited) ("**the company**") which comprises the Balance Sheet as at March 31, 2025, the statement of Profit and Loss account and statement of cash flows for the year the ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except to the effects of the matters described in the Paragraphs mentioned below, the aforesaid standalone 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 March 31, 2025, and its profit and loss and statement and its cash flows for the year ended on that date.

**Basis of Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

***We draw attention to following points which considered as Key Audit Matters-***

- a) *The company has not complied with the provisions of Rule 36(4) of the CGST Act.*



- b) *Inventory, balance of debtors, creditors & Balance of Security Deposit reported in Financial Statements is as certified by the management.*
- c) *During the period the company has raised Rs. 11.99 Crores via public issue by issuing 10,24,000 equity shares at a price of Rs. 117 per equity share. We have not verified the utilization of funds raised through public issues.*
- d) *The company has become a public listed company, by getting the shares listed on the BSE SME platform, but status of the company is showing as unlisted on MCA Master Data.*

### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon. The Board Report is expected to be made available to us after the date of this Audit Report.

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 standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a no material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard except as reported above.

### **Responsibility of Management for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance 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 implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern

and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditors' Responsibility for the Audit of the Financial Statements**

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

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

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

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

whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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


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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. 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"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Account) 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, 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 A**'. Our report expresses a modified opinion on

the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- 1) The Company have certain pending litigations which may impact its financial position.
- 2) The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
- 3) There was no amount which required to be transferred by the company to the Investor Education and Protection Fund.

4) i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

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

iii) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representations under sub clause (i) and (ii) contain any material misstatement.

5) The Company has neither declared nor paid any dividend during the year.

6) Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) but the same has not been operative for all relevant transactions recorded in the software during the year. Company have made changes in various vouchers and edit log of the same have not been maintained.

3. With respect to the matter to be included in the Auditors' Report under section 197(16):

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

director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For NYS & Company**  
**Chartered Accountants**  
**FRN – 017007N**

**CA Nitesh Agrawal**  
**Partner**  
**M. No. 527125**

**Place: New Delhi**  
**Date: 30/05/2025**  
**UDIN: 25527125BMONPX4018**



**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1(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 RESOURCEFUL AUTOMOBILES LIMITED (formerly known as Resourceful Automobiles Private Limited) ('the Company') as of March 31, 2025, in conjunction with our audit of the standalone financial statements of the Company for the year ended and as 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 (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial Information, as required under the Act.

**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 Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the 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 auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting



principles, and that receipts and expenditures of the company are being made only in accordance with 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 controls 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**

According to the information and explanations given to us and based on our audit, material weakness have been identified as at 31<sup>st</sup> March, 2025 relating to Financial Controls over Financial Reporting.

- a) The management of the Company needs to improve the overall internal financial controls system over financial reporting after taking into account risk assessment, which is one of the essential components of Internal Control, with regard to the potential for fraud when performing risk assessment.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on timely basis.

### **Opinion**

In our opinion, except for the effects/ possible effects of the material weaknesses describe above on the achievement of the objective of the control criteria, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

**For NYS & Company**  
**Chartered Accountants**  
**FRN – 017007N**

**CA Nitesh Agrawal**  
**Partner**  
**M No. 527125**

**Place: New Delhi**  
**Date: 30/05/2025**  
**UDIN: 25527125BMONPX4018**

**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 under the 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Resourceful Automobiles Limited (formerly known as Resourceful Automobiles Private Limited) of even date)

(i)

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

(B) The Company does not have any Intangible assets.

(b) All Property, plant and equipment have been physically verified by the management at a regular interval of time (normally once a year). No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statement are held in the name of the Company.

(d) The Company has not revalued its property, plant and equipment (including right-to-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as of March 31, 2025, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by management as of 31st March 2025. No discrepancies were noticed on verification between the physical stock and book records that were 10% or more in aggregate for each class of inventory.

(b) The Company has not been sanctioned working capital limits in excess of Rs.5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable. But the company has been sanctioned Term Loan of Rs. 5 Crores from deutsche bank.

(iii)

(a) (A) According to the information and explanation given to us and on the basis of our examination of records, the company has no subsidiary, joint ventures and associates as on the reporting date, therefore, provision of clause 3(iii)(a)(A) is not applicable.

(B) The company has provided bank guarantee of Rs. Nil

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in nature of loans and guarantees provided are not prejudicial to the company's interest.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(d) According to the information and explanations given to us and based on the audit procedures performed by us, there is no overdue amount for more than 90 days in respect of loans given.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdue of existing loans given to the same party.

(f) According to the information and explanations given to us and based on the audit procedures performed by us, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except as follows:

| S. No. | Particulars        | Amount. (Rs. Lakhs) |
|--------|--------------------|---------------------|
| 1      | Intercompany Loans | 86.52               |
| 2      | Other Advances     | 1023.83             |

(iv) The Companies has complied with the provisions of sections 185 and 186 of the Companies Act in respect of loans, investments, guarantees, and security provided, as applicable.

(v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits or amounts which are deemed to be deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order is not applicable. However, It does not include Unsecured Loans & Advance received from directors, director's relatives, ex-directors and their associates entities which exist in Company for more than 365 days and as per Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 any money received as advance in the course of ordinary business shall be treated as Deposit if goods or services are not provided within 365 days of receipts.

(vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause(vi) of the order is not applicable to the company.

(vii) (a) According to the information and explanations are given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues to any appropriate authority have generally been regularly deposited during the year by the Company. According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess and other statutory dues were in arrears, as at March 31, 2025 for a period of more than six months from the date they became payable except the following outstanding demands against which appeal have not been filed.

TDS Payable Outstanding of Rs. 1.96 Lakhs

GST Payable Outstanding of Rs. 140.41 Lakhs

Income Tax Payable for FY 23-24 of Rs. 63.5 Lakhs

(b) According to the information and explanations given to us and the records of the Company examined by us, as of March 31, 2025, there are no dues of Goods and Service Tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us and the records of the Company examined by us, as at March 31, 2025, there were no such transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix)

(a) In our opinion and according to the information and explanations given to us, the Company have loans or borrowings from financial institution, banks, government or debenture holders during the year. However the Company has outstanding loans from past years, where the Company had defaulted in the repayment of loans or borrowings to banks, resulting in classification of such loans or borrowings as NPA.

b) According to the information and explanations given to us and on the basis of representation received from the management, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

c) According to the information and explanations given to us and on the basis of representation received from the management, the company has utilized the term loan facility availed from banks, financial institutions, for the purpose for which they were availed.

d) The company has not raised any short term funds from bank or financial institutions, therefore, the provisions of clause 3(ix)(d) are not applicable.

e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has no subsidiaries, associates or joint ventures. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.

f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, the provisions of clause 3(ix)(f) of the Order are not applicable.

(x)(a) The company has raised Rs. 11.99 Crores via public issue by issuing 10,24,000 equity shares at a price of Rs. 117 per equity share. We have not verified the utilization of funds raised through public issues.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) No fraud by the Company and on the company has been noticed or reported during the year.

(b) 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 upto the date of this report.

(c) As informed, the Company has not received any whistle-blower complaints during the year and upto the date of this report.

(xii) The company is not a Nidhi company, therefore the provisions of paragraph 3(xii) of the order is not applicable.

(xiii) In our opinion, the Company is in compliance with sections 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) In our opinion and based on our examination, the Company has received Internal Audit report from M/s A Mishra & Company dated 15/05/2025.

(xv) The Company has not entered in any non-cash transaction with directors or persons connected with him and therefore the provisions of section 192 of the Companies Act 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) & (b) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c) & (d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the Nil/- immediately preceding the financial year.

(xviii) There has been no change in the statutory auditors of the Company during the year.

(xix) 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.

(xx) The provision of Sec 135 of the Companies Act 2013 is not applicable to the company, accordingly, reporting under clause 3(xx)(a) and (b) is not applicable.

(xxi) There is no consolidation of financial statements, accordingly, reporting under clause 3(xxi) is not applicable.

**For NYS & Company**  
**Chartered Accountants**  
**FRN – 017007N**

**CA Nitesh Agrawal**  
**Partner**  
**M. No. 527125**

**Place: New Delhi**  
**Date: 30/05/2025**  
**UDIN: 25527125BMONPX4018**

**RESOURCEFUL AUTOMOBILE LIMITED**

CIN: U50401DL2018PLC329756

(Formerly known as Resourceful Automobile Private Limited)

**BALANCE SHEET AS AT 31 MARCH 2025**

(All amounts in ₹ in lacs, unless otherwise stated)

| Particulars  | Note No. | As at<br>31st March, 2025  | As at<br>31st March, 2024                                       |
|--|----------|--|---|
| <b>Equity &amp; Liabilities</b>  |          |  |   |
| <b>1. Shareholders Fund</b>  |          |  |   |
| a) Share Capital   | 3        | 265.59   | 163.11  |
| b) Reserves and Surplus  | 4        | 1,418.32   | 195.09  |
| <b>Total Shareholder's Fund</b>  |          | <b>1,683.91</b>  | <b>358.20</b>   |
| <b>2. Non Current Liabilities</b>  |          |  |   |
| a) Long Term Borrowings  | 5        | 500.00   | 630.00  |
| b) Deferred Tax Liability  | 6        | -  | -   |
| c) Other Non Current Liabilities   |          | -  | -   |
| d) Long Term Provisions  |          | -  | -   |
| <b>Total Non Current Liabilities</b>   |          | <b>500.00</b>  | <b>630.00</b>   |
| <b>3. Current Liabilities</b>  |          |  |   |
| a) Short Term Borrowings   | 7        | 88.53  | 449.00  |
| b) Trade Payables  | 8        |  |   |
| i.) total outstanding dues of micro enterprises and small enterprises  |          |  |   |
| ii.) total outstanding dues other than micro and small enterprises   |          | 12.86  | 70.18   |
| c) Other Current Liabilities   | 9        | 155.69   | 151.08  |
| d) Short Term Provisions   | 10       | 107.31   | 85.75   |
| <b>Total Current Liabilities</b>   |          | <b>364.39</b>  | <b>756.02</b>   |
| <b>Total Equity &amp; Liability</b>  |          | <b>2,548.30</b>  | <b>1,744.22</b>   |
| <b>4. Non-Current Assets</b>   |          |  |   |
| a) Property, Plant and Equipment and Intangible Assets   | 11       |  |   |
| - Property, Plant and Equipment  |          | 19.13  | 25.57   |
| - Intangible Assets  |          | -  | -   |
| - Capital Work-In-Progress   |          | -  | -   |
| b) Non - current Investments   |          | -  | -   |
| c) Deferred Tax Assets (Net)   | 6        | 8.20   | 7.49  |
| d) Long Term Loans and Advances  |          | -  | -   |
| e) Other Non- current Assets   | 12       | 15.93  | 12.93   |
| <b>Total Non Current Assets</b>  |          | <b>43.27</b>   | <b>45.99</b>  |
| <b>5. Current assets</b>   |          |  |   |
| a) Current Investments   |          | -  | -   |
| b) Inventories   | 13       | 509.23   | 510.21  |
| c) Trade Receivables   | 14       | 517.66   | 125.62  |
| d) Cash and bank balances  | 15       | 345.45   | 24.50   |
| e) Short Term Loans and advances   | 16       | 1,114.35   | 819.75  |
| f) Other Current Assets  | 17       | 18.34  | 218.15  |
| <b>Total Current Assets</b>  |          | <b>2,505.03</b>  | <b>1,698.23</b>   |
| <b>Total Assets</b>  |          | <b>2,548.30</b>  | <b>1,744.22</b>   |
| The accompanying notes are an integral part of these financial statements.<br>This is the Statement of Balance sheet referred to in our report of even date. |          |  |   |
| <b>For NYS &amp; Company</b><br>Chartered Accountants<br>Firm Registration No.: 017007N  |          | <b>For and Behalf of Board of Directors</b><br><b>RESOURCEFUL AUTOMOBILE LIMITED</b> |   |
| Sd/-<br><b>CA. Nitesh Agrawal</b><br>Partner<br>Membership No.: 527125<br>Place: New Delhi<br>Date: 30th May 2025<br>UDIN: 25527125BMONPX4018                |          | Sd/-<br><b>Rahul Sawhney</b><br>Director<br>DIN: 07635427                            | Sd/-<br><b>Bindu Sawhney</b><br>Director<br>DIN: 08060807       |
|  |          | Sd/-<br><b>Mr. Vikas Bhatia</b><br>Chief Financial Officer                           | Sd/-<br><b>Ms. Shilpi Shukla</b><br>Company Secretary<br>A70285 |



**RESOURCEFUL AUTOMOBILE LIMITED**

CIN: U50401DL2018PLC329756

(Formerly known as Resourceful Automobile Private Limited)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2025**

(All amounts in ₹ lacs, unless otherwise stated)

| Particulars  | Note No. | For the year ended<br>31st March, 2025   | For the year ended<br>31st March, 2024                          |
|--|----------|--|---|
| I Revenue from Operations  | 18       | 2,099.86   | 1,854.34  |
| II Other Income  | 19       | 64.09  | 81.63   |
| <b>III Total Income (I+II)</b>   |          | <b>2,163.95</b>  | <b>1,935.97</b>   |
| <b>IV Expenditure</b>  |          |  |   |
| (a) Purchase of Stock in Trade   | 20       | 1,658.92   | 1,429.01  |
| (b) Changes in Inventories   | 21       | 0.98   | 2.00  |
| (c) Employee Benefit Expenses  | 22       | 20.20  | 18.42   |
| (d) Finance cost   | 23       | 73.88  | 93.38   |
| (e) Depreciation and Amortization Expense  | 24       | 9.09   | 9.95  |
| (f) Other Expenses   | 25       | 231.09   | 122.76  |
| <b>Total Expenses</b>  |          | <b>1,994.15</b>  | <b>1,675.52</b>   |
| <b>V. Profit before exceptional items and tax (III-IV)</b>   |          | <b>169.80</b>  | <b>260.45</b>   |
| <b>VI. Exception Items</b>   |          | -  | -   |
| <b>VII. Profit before tax (V-VI)</b>   |          | <b>169.80</b>  | <b>260.45</b>   |
| <b>VIII. Tax Expenses</b>  | 26       |  |   |
| Current tax  |          | 43.82  | 66.57   |
| Current tax for earlier year   |          | -  | -   |
| Deferred tax charge/ (benefit)   |          | (0.71)   | (0.76)  |
| <b>Total tax Expenses</b>  |          | <b>43.11</b>   | <b>65.81</b>  |
| <b>IX. Profit / (Loss) for the Year (VII-VIII)</b>   |          | <b>126.69</b>  | <b>194.64</b>   |
| Earnings per equity share  | 27       |  |   |
| [Nominal value per share: ₹10 (previous year: ₹10)]  |          | 10.00  | 10.00   |
| Basic (in ₹)   |          | 4.77   | 11.93   |
| Diluted (in ₹)   |          | 5.65   | 11.93   |
| The accompanying notes are an integral part of these financial statements.<br>This is the Statement of Profit and Loss referred to in our report of even date. |          |  |   |
| <b>For NYS &amp; Company</b><br>Chartered Accountants<br>Firm Registration No.: 017007N  |          | <b>For and Behalf of Board of Directors</b><br><b>RESOURCEFUL AUTOMOBILE LIMITED</b> |   |
| Sd/-<br><b>CA. Nitesh Agrawal</b><br>Partner<br>Membership No.: 527125<br>Place: New Delhi<br>Date: 30th May 2025<br>UDIN: 25527125BMONPX4018                  |          | Sd/-<br><b>Rahul Sawhney</b><br>Director<br>DIN: 07635427                            | Sd/-<br><b>Bindu Sawhney</b><br>Director<br>DIN: 08060807       |
|  |          | Sd/-<br><b>Mr. Vikas Bhatia</b><br>Chief Financial Officer                           | Sd/-<br><b>Ms. Shilpi Shukla</b><br>Company Secretary<br>A70285 |

**RESOURCEFUL AUTOMOBILE LIMITED**

CIN: U50401DL2018PLC329756

(Formerly known as Resourceful Automobile Private Limited)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2025**

(All amounts in ₹ lacs, unless otherwise stated)

| PARTICULARS   | Annexure No. | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|--------------|-------------------------------------|-------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                   |              |                                     |                                     |
| Profit after tax as per Profit & Loss A/c                       |              | <b>126.69</b>                       | <b>194.64</b>                       |
| Adjusted for :  |              |                                     |                                     |
| a. Provision for tax  |              | 43.82                               | 66.57                               |
| b. Provision for deferred tax                                   |              | (0.71)                              | (0.76)                              |
| c. Depreciation   |              | 9.09                                | 9.95                                |
| d. Interest Expenses & Finance Cost                             |              | 73.88                               | 93.38                               |
| e. Profit in sale of FA   |              | -                                   | -                                   |
| f. Interest & Other Income                                      |              | -                                   | -                                   |
| <b>Operating profit before working capital changes</b>          |              | <b>252.77</b>                       | <b>363.78</b>                       |
| Adjusted for :  |              |                                     |                                     |
| a. Decrease /(Increase) in Inventories                          |              | 0.98                                | 2.00                                |
| b. Decrease / ( Increase ) in Trade receivable                  |              | (392.04)                            | (117.02)                            |
| c. Decrease / ( Increase ) in Short term loans and advances     |              | (294.60)                            | (569.27)                            |
| d. Decrease / ( Increase ) in Other current assets              |              | 199.81                              | (73.87)                             |
| e. Decrease / ( Increase ) in Long term loans and advances      |              | -                                   | -                                   |
| f. Decrease / ( Increase ) in non current assets                |              | (3.00)                              | 9.17                                |
| g. Increase / ( Decrease ) in Trade payables                    |              | (57.32)                             | 28.44                               |
| h. Increase / ( Decrease ) in Other Liabilities                 |              | 4.61                                | 122.41                              |
| i. Increase / (Decrease) in Short Term Provisions               |              | (3.09)                              | 0.42                                |
| <b>Cash generated from operations</b>                           |              | <b>(291.88)</b>                     | <b>(233.94)</b>                     |
| Net Income Tax (Paid)/Refund                                    |              | (19.18)                             | -                                   |
| <b>Net Cash Generated/(Used) From Operating Activities (A)</b>  |              | <b>(311.06)</b>                     | <b>(233.94)</b>                     |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                   |              |                                     |                                     |
| a. (Purchase) Sale of Fixed Assets                              |              | (2.66)                              | -                                   |
| b. Investment in work in progress                               |              | -                                   | -                                   |
| c. Investment in subsidiary companies                           |              | -                                   | -                                   |
| e. Interest & Other Income                                      |              | -                                   | -                                   |
| <b>Net Cash Generated/(Used) From Investing Activities (B)</b>  |              | <b>(2.66)</b>                       | <b>-</b>                            |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                   |              |                                     |                                     |
| a. Proceeds/ Repayment of share capital                         |              | 1,199.02                            | -                                   |
| b. ( Repayments ) / proceeds of long term borrowings            |              | (130.00)                            | (38.20)                             |
| c. ( Repayments ) / proceeds of short term borrowings           |              | (360.47)                            | 369.43                              |
| d. Interest & Finance Cost                                      |              | (73.88)                             | (93.38)                             |
| <b>Net Cash Generated/(Used) From Financing Activities (C)</b>  |              | <b>634.67</b>                       | <b>237.85</b>                       |
| <b>Net Increase / ( Decrease ) in cash and cash equivalents</b> |              | <b>320.95</b>                       | <b>3.91</b>                         |
| Cash and cash equivalents at the beginning of the year          |              | 24.50                               | 20.59                               |
| <b>Cash and cash equivalents at the end of the year</b>         |              | <b>345.45</b>                       | <b>24.50</b>                        |

**Notes:**

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

2. The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements.

**For NYS & Company**

Chartered Accountants

Firm Registration No.: 017007N

Sd/-

**CA. Nitesh Agrawal**

Partner

Membership No.: 527125

Place: New Delhi

Date: 30th May 2025

UDIN: 25527125BMONPX4018

**For and Behalf of Board of Directors****RESOURCEFUL AUTOMOBILE LIMITED**

Sd/-

**Rahul Sawhney**

Director

DIN: 07635427

Sd/-

**Bindu Sawhney**

Director

DIN: 08060807

Sd/-

**Mr. Vikas Bhatia**

Chief Financial Officer

Sd/-

**Ms. Shilpi Shukla**

Company Secretary

A70285

## RESOURCEFUL AUTOMOBILE LIMITED

CIN: U50401DL2018PLC329756

(Formerly known as Resourceful Automobile Private Limited)

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

#### 1 Background

Resourceful Automobiles Limited is a public limited company demerged in India and has its registered office K-24, Upper Ground Floor, KH No. 107/10, Main Road, Rajapuri, West Delhi, Delhi-110059. The company is engaged in the business of sale of two wheelers and other related services.

#### 2 Summary of Material accounting policies

##### i Basis of Preparation

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the companies (Accounts) rules 2014 and companies (accounting standards) Rules, 2021 (as amended from time to time). The financial statements have been prepared on going concern on an accrual basis and under the historical cost convention. The financial statements are presented in Indian rupees and rounded off to the nearest lacs.

##### ii Use of estimates

The preparation of financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although, these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

##### iii Property, Plant and Equipment and Intangible assets

###### Property, Plant and Equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use.

a. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the standalone statement of profit and loss during the period in which they are incurred.

b. Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognized in the statement of profit and loss when the same are derecognized.

###### Intangible assets

Acquired intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

##### iv Depreciation on property, plant and equipment

Depreciation is calculated on pro rata basis on written down value method based on estimated useful life prescribed in Schedule II of the Companies Act, 2013. Free hold land is not depreciated.

The Company has adopted Schedule II to the Companies Act, 2013 which requires identification and determination of separate useful life for each major component of the property, plant and equipment, if they have useful life that is materially different from that of the remaining asset. (Component Accounting).

Depreciation on addition to tangible assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/discard from tangible assets is provided for upto the date of sale, deduction or discard of tangible assets as the case may be.

| Particulars          | Useful Life (In Years) |
|----------------------|------------------------|
| Furniture & Fittings | 10                     |
| Computers            | 3                      |
| Building             | 15                     |
| Office Equipments    | 5                      |

## RESOURCEFUL AUTOMOBILE LIMITED

CIN: U50401DL2018PLC329756

(Formerly known as Resourceful Automobile Private Limited)

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

**v Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortization is provided on the revised carrying amount of the asset over its remaining useful life.

**vi Foreign currency translation**

**Initial recognition:**

Foreign currency transactions are recorded in the reporting currency by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Conversion:**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

**Exchange differences:**

Exchange differences arising on the settlement of monetary items or on reporting the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they occur.

**vii Revenue recognition**

**Revenue from Operations:**

(i) The Company recognizes revenue for the goods and services rendered on the basis of time and material contracts. Revenue from time and material contracts is recognised as the services are rendered by the Company in accordance with the terms of agreement with the customer.

**Other Operational Revenue:**

(i) All other revenues are recognized only when collectability of the resulting receivable is reasonably assured and related goods / services are transferred to the customer.

ii) Revenue is reported net of discounts, if any.

**Other Income:**

i) Interest income is accounted on accrual basis as per applicable interest rates and on time proportion basis taking into account the amount outstanding.

ii) Dividend income is accounted in the year in which the right to receive the same is established.

iii) Insurance claims are accounted for on cash basis.

**viii Investment**

**Non-Current Investment**

Non-current investments are investments intended to be held for a period of more than a year. Non-current investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

**Current Investment**

Current investments are investments intended to be held for a period of less than a year. Current investments are stated at the lower of cost and market value, determined on an individual investment basis.

**ix Cash and cash equivalents**

Cash and cash equivalents include cash in hand, demand deposits with banks. Bank overdrafts are shown within borrowings in current liabilities in balance sheet.

**x Inventories and Work in progress**

Raw Materials, Construction Materials and Stores & Spares are valued at lower of weighted average cost or net realizable value. Cost includes Direct Material, work expenditure, labour cost and appropriate overheads excluding refundable duties and taxes.

Cost of materials utilised in the contract work, which is not reached certain level, not quantified, and qualified for billing is considered as work in progress at the end of the reporting period.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

## RESOURCEFUL AUTOMOBILE LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

#### **xi Income taxes**

Tax expense for the period comprises of current tax, deferred tax and Minimum alternate tax credit considered in determining the net profit or loss for the year.

##### **Current tax**

Provision for current tax is recognized on the basis of estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts, and there is an intention to settle the asset and the liability on a net basis.

##### **Deferred tax**

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the reporting date.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and are written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

At each reporting date, the Company reassesses the unrecognized deferred tax assets, if any.

##### **Minimum alternate tax**

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

#### **xii Leases**

##### **Operating leases - As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss on a straight-line basis over the period of lease.

#### **xiii Provisions, Contingent Liability and Contingent Asset**

##### **Provisions**

Provisions are recognized in terms of Accounting Standard 29 Provisions, Contingent Liabilities and Contingent Assets (AS-29), notified by the Companies (Accounting Standards) Rules, 2006, when there is a present legal or statutory obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

##### **Contingent liabilities**

Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

##### **Contingent assets**

Contingent Assets are not recognized in the financial statements. involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of economic resources and a reliable estimate can be made of the amount of the obligation. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

## RESOURCEFUL AUTOMOBILE LIMITED

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(Formerly known as Resourceful Automobile Private Limited)

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

#### xiv **Statement of Cash Flows**

Statement of Cash Flows is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit is adjusted for the effects of:

- i. transactions of a non-cash nature;
  - ii. any deferrals or accruals of past or future operating cash receipts or payments;
  - iii. items of income or expense associated from investing or financing cash flows; and
- Cash and cash equivalents (including bank balances) are reflected as such in the Statement of Cash Flows.

#### xv **Borrowing Cost**

(a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

(b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

#### xvi **Earnings Per Share**

Basic earnings per share are calculated 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. The weighted average numbers of equity shares are adjusted for events such as bonus issue, bonus element in the rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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**RESOURCEFUL AUTOMOBILE LIMITED**

CIN: U50401DL2018PLC329756

(Formerly known as Resourceful Automobile Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

(All amounts in ₹ lacs, unless otherwise stated)

**3 Share Capital**

| Particulars   | As at 31st March, 2025 |                 | As at 31st March, 2024 |                 |
|---|------------------------|-----------------|------------------------|-----------------|
|   | No. of Shares          | Amount          | No. of Shares          | Amount          |
| <b>Authorised Share Capital</b>                         |                        |                 |                        |                 |
| No. of equity share of Rs. 10/- each                    | 1,20,00,000            | 1,200.00        | 1,20,00,000            | 1,200.00        |
| <b>Total</b>  | <b>1,20,00,000</b>     | <b>1,200.00</b> | <b>1,20,00,000</b>     | <b>1,200.00</b> |
| <b>Issued, Subscribed &amp; Fully Paid-up</b>           |                        |                 |                        |                 |
| Equity shares of ₹ 10 each fully paid-up                | 26,55,945              | 265.59          | 16,31,145              | 163.11          |
| <b>Total issued, subscribed and fully paid-up share</b> | <b>26,55,945</b>       | <b>265.59</b>   | <b>16,31,145</b>       | <b>163.11</b>   |

Note: The Company has one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. All shareholders are equally entitled to dividend. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts, if any) in the proportion of equity shares held by the shareholders.

During the period, the company has raised Rs. 11.99 Crores Via IPO by issuing 10,24,800/- equity shares at the price of Rs. 117/- equity shares.

**Reconciliation of No. of Shares Outstanding at the end of the year**

(No. of Equity Shares)

| Particulars                                     | As at 31st March, 2025 |               | As at 31st March, 2024 |               |
|---|------------------------|---------------|------------------------|---------------|
|   | No. of Shares          | Amount        | No. of Shares          | Amount        |
| Shares outstanding at the beginning of the year | 16,31,145              | 163.11        | 9,72,800               | 97.28         |
| Shares issued during the year (IPO)             | 10,24,800              | 102.48        | -                      | -             |
| Right share issued during the year              | -                      | -             | -                      | -             |
| Bonus share issued during the year              | -                      | -             | 6,58,345               | 65.83         |
| <b>Share outstanding at the end of the year</b> | <b>26,55,945</b>       | <b>265.59</b> | <b>16,31,145</b>       | <b>163.11</b> |

**Details of Shareholders holding more than 5% of the aggregate shares in the company**

| Name of shareholders | As at 31st March, 2025 |               | As at 31st March, 2024 |              |
|----------------------|------------------------|---------------|------------------------|--------------|
|                      | No. of Shares Held     | % of Holding  | No. of Shares Held     | % of Holding |
| Rahul Sawhney        | 12,11,947              | 45.63%        | 12,11,947              | 74.30%       |
| Bindu Sawhney        | 4,19,188               | 15.78%        | 4,19,188               | 25.70%       |
|                      | <b>16,31,135</b>       | <b>61.41%</b> | <b>16,31,135</b>       | <b>100%</b>  |

**Details of The Shareholding pattern of the promoters at the Year end as follows:**

| Name of the Promoters | As at 31st March, 2025 |               | As at 31st March, 2024 |                |                          |
|-----------------------|------------------------|---------------|------------------------|----------------|--------------------------|
|                       | No. of Shares Held     | % of Holding  | No. of Shares Held     | % of Holding   | % Change during the year |
| Rahul Sawhney         | 12,11,947              | 45.63%        | 12,11,947              | 74.30%         | -28.67%                  |
| Bindu Sawhney         | 4,19,188               | 15.78%        | 4,19,188               | 25.70%         | -9.92%                   |
| Megha Chawla          | 2                      | 0.00%         | 2                      | 0.00%          | 0.00%                    |
| Mayank Chawla         | 2                      | 0.00%         | 2                      | 0.00%          | 0.00%                    |
| Rajesh Chawla         | 2                      | 0.00%         | 2                      | 0.00%          | 0.00%                    |
| Rita Chawla           | 2                      | 0.00%         | 2                      | 0.00%          | 0.00%                    |
|                       | <b>16,31,143</b>       | <b>61.41%</b> | <b>16,31,143</b>       | <b>100.00%</b> | <b>-38.59%</b>           |

**4 Reserve & Surplus**

| Particulars                               | As at            | As at            |
|---|------------------|------------------|
|   | 31st March, 2025 | 31st March, 2024 |
| <b>Statement of Profit &amp; Loss</b>     |                  |                  |
| Opening balance                           | 195.09           | 66.27            |
| Add: Profit/(Loss) for the year           | 126.69           | 194.65           |
| Less: Bonus shares issued during the year | -                | (65.83)          |
| <b>Balance at the end of the year</b>     | <b>321.78</b>    | <b>195.09</b>    |
| <b>Security Premium</b>                   |                  |                  |
| Balance at the beginning of the year      | -                | -                |
| Additions during the year                 | 1,096.54         | -                |
| Balance at the end of the year            | 1,096.54         | -                |
| <b>Total Reserve &amp; Surplus</b>        | <b>1,418.32</b>  | <b>195.09</b>    |

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**RESOURCEFUL AUTOMOBILE LIMITED**

CIN: U50401DL2018PLC329756

(Formerly known as Resourceful Automobile Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025***(All amounts in ₹ lacs, unless otherwise stated)***5 Long Term Borrowings**

| Particulars                          | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|--------------------------------------|---------------------------|---------------------------|
| <b>Secured Loans</b>                 |                           |                           |
| -From bank and financials institutes | 500.00                    | 630.00                    |
| -Term loans- From others             |                           |                           |
| <b>Total</b>                         | <b>500.00</b>             | <b>630.00</b>             |

**6 Deferred Tax Liabilities/(Assets)**

| Particulars                                      | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|--|---------------------------|---------------------------|
| <b>Deferred Tax Assets/Liabilities Provision</b> |                           |                           |
| Depreciation as per Companies Act 2013           | 9.09                      | 9.95                      |
| Depreciation as per Income tax Act 1956          | 6.36                      | 7.06                      |
| Difference in Depreciation                       | (2.73)                    | (2.89)                    |
| Unabsorbed Depreciation and other adjustments    |                           |                           |
| <b>DTA/(DTL)</b>                                 | <b>(0.71)</b>             | <b>(0.76)</b>             |
| <b>Deferred Tax Assets Provision</b>             |                           |                           |
| Opening Balance of (DTA)/DTL                     | (7.49)                    | (6.73)                    |
| Add: Provision for the year                      | (0.71)                    | (0.76)                    |
| <b>Closing Balance of (DTA)/DTL</b>              | <b>(8.20)</b>             | <b>(7.49)</b>             |

**7 Short Term Borrowings**

| Particulars                          | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|--------------------------------------|---------------------------|---------------------------|
| <b>Secured Loans</b>                 |                           |                           |
| -From bank and financials institutes | 75.12                     | 351.40                    |
| <b>Unsecured Loans</b>               | 13.40                     | 97.60                     |
| <b>From others</b>                   |                           |                           |
| <b>Total</b>                         | <b>88.53</b>              | <b>449.00</b>             |

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**RESOURCEFUL AUTOMOBILE LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

(All amounts in ₹ lacs, unless otherwise stated)

**8 Trade Payables**

| Particulars              | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|--------------------------|---------------------------|---------------------------|
| <b>Trade Payables</b>    |                           |                           |
| - MSME*                  | -                         | -                         |
| - Others                 | 12.86                     | 70.18                     |
| - Disputed dues - MSME*  | -                         | -                         |
| - Disputed dues - Others | -                         | -                         |
| <b>Total</b>             | <b>12.86</b>              | <b>70.18</b>              |

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

**Ageing analysis of Trade Payables as on 31 March 2025**

| Particulars                 | Outstanding for following periods from due date of payment<br>As at 31st Mar, 2025 |           |           |                      | Total |
|-----------------------------|--|-----------|-----------|----------------------|-------|
|                             | Less than 1 year   | 1-2 years | 2-3 years | More than 3<br>years |       |
| (i) MSME                    | -  | -         | -         | -                    | -     |
| (ii) Others                 | 12.86  | -         | -         | -                    | 12.86 |
| (iii) Disputed dues - MSME  | -  | -         | -         | -                    | -     |
| (iv) Disputed dues - Others | -  | -         | -         | -                    | -     |

**Ageing analysis of Trade Payables as on 31 March 2024**

| Particulars                 | Outstanding for following periods from due date of payment<br>As at 31st March 2024 |           |           |                      | Total |
|-----------------------------|---|-----------|-----------|----------------------|-------|
|                             | Less than 1 year  | 1-2 years | 2-3 years | More than 3<br>years |       |
| (i) MSME                    | -   | -         | -         | -                    | -     |
| (ii) Others                 | 70.18   | -         | -         | -                    | 70.18 |
| (iii) Disputed dues - MSME  | -   | -         | -         | -                    | -     |
| (iv) Disputed dues - Others | -   | -         | -         | -                    | -     |

**9 Other Current Liabilities**

| Particulars               | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|---------------------------|---------------------------|---------------------------|
| Advance from customer     | -                         | 90.44                     |
| Statutory dues payable    | 142.37                    | 43.83                     |
| Employee benefit payable  | 3.22                      | 2.25                      |
| Rent payable              | 1.88                      | 13.77                     |
| Other current liabilities | 8.23                      | 0.79                      |
| <b>Total</b>              | <b>155.69</b>             | <b>151.08</b>             |

**10 Short Term Provision**

| Particulars  | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|--|---------------------------|---------------------------|
| Provision for Income Tax Current for the Year (net of TDS recoverable and advance tax) | 107.31                    | 85.75                     |
| Provision for Income Tax for Earlier Year  | -                         | -                         |
| Provision for Expenses   | -                         | -                         |
| <b>Total</b>   | <b>107.31</b>             | <b>85.75</b>              |

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**RESOURCEFUL AUTOMOBILE LIMITED**

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(Formerly known as Resourceful Automobile Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025***(All amounts in ₹ in lacs, unless otherwise stated)***11. Property, plant and equipment**

| Particulars                   | Gross Block  |             |           |               | Accumulated Depreciation |              |           |               | Net Block     |
|-------------------------------|--------------|-------------|-----------|---------------|--------------------------|--------------|-----------|---------------|---------------|
|                               | 1 April 2024 | Additions   | Disposals | 31 March 2025 | 1 April 2024             | For the year | Disposals | 31 March 2025 | 31 March 2025 |
| Furniture & Fittings          | 14.75        | -           | -         | 14.75         | 9.37                     | 2.93         | -         | 12.29         | 2.46          |
| Computers & Other accessories | 2.56         | -           | -         | 2.56          | 2.26                     | 0.19         | -         | 2.45          | 0.11          |
| Building                      | 47.03        | -           | -         | 47.03         | 28.22                    | 3.66         | -         | 31.88         | 15.15         |
| Office Equipments             | 5.71         | 2.66        | -         | 8.37          | 4.64                     | 2.31         | -         | 6.95          | 1.42          |
|                               | <b>70.05</b> | <b>2.66</b> | <b>-</b>  | <b>72.71</b>  | <b>44.48</b>             | <b>9.09</b>  | <b>-</b>  | <b>53.57</b>  | <b>19.15</b>  |

| Particulars                   | Gross Block  |           |           |               | Accumulated Depreciation |              |           |               | Net Block     |
|-------------------------------|--------------|-----------|-----------|---------------|--------------------------|--------------|-----------|---------------|---------------|
|                               | 1 April 2023 | Additions | Disposals | 31 March 2024 | 1 April 2023             | For the year | Disposals | 31 March 2024 | 31 March 2024 |
| Furniture & Fittings          | 14.75        | -         | -         | 14.75         | 4.95                     | 4.42         | -         | 9.37          | 5.39          |
| Computers & Other accessories | 2.56         | -         | -         | 2.56          | 1.77                     | 0.49         | -         | 2.26          | 0.30          |
| Building                      | 47.03        | -         | -         | 47.03         | 24.05                    | 4.17         | -         | 28.22         | 18.82         |
| Office Equipments             | 5.71         | -         | -         | 5.71          | 3.77                     | 0.87         | -         | 4.64          | 1.07          |
|                               | <b>70.05</b> | <b>-</b>  | <b>-</b>  | <b>70.05</b>  | <b>34.54</b>             | <b>9.95</b>  | <b>-</b>  | <b>44.48</b>  | <b>25.57</b>  |

**RESOURCEFUL AUTOMOBILE LIMITED**
**CIN: U50401DL2018PLC329756**

(Formerly known as Resourceful Automobile Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**
**12 Non-current Assets** (All amounts in ₹ lacs, unless otherwise stated)

| Particulars                   | As at            | As at            |
|-------------------------------|------------------|------------------|
|                               | 31st March, 2025 | 31st March, 2024 |
| - Security Deposit-Showroom   | 9.93             | 9.93             |
| - Security Deposit-Yamaha     | 3.00             | 3.00             |
| - Security Deposit-SNV Motors | 3.00             | -                |
| <b>Total</b>                  | <b>15.93</b>     | <b>12.93</b>     |

**13 Inventories**

| Particulars             | As at            | As at            |
|-------------------------|------------------|------------------|
|                         | 31st March, 2025 | 31st March, 2024 |
| Stock of finished goods | 509.23           | 510.21           |
| <b>Total</b>            | <b>509.23</b>    | <b>510.21</b>    |

**14 Trade Receivables**

| Particulars                 | As at            | As at            |
|-----------------------------|------------------|------------------|
|                             | 31st March, 2025 | 31st March, 2024 |
| Secured & Considered Good   | -                | -                |
| Unsecured & Considered Good | 517.66           | 125.62           |
| Doubtful                    | -                | -                |
| <b>Total</b>                | <b>517.66</b>    | <b>125.62</b>    |

**Ageing analysis of Trade Receivables as on 31 March 2025**

| Particulars   | Outstanding for following periods from due date of payment |                 |           |           |                   | Total  |
|---|--|-----------------|-----------|-----------|-------------------|--------|
|   | Less than 6 Month  | 6 Months-1 year | 1-2 years | 2-3 years | More than 3 years |        |
| (i) Undisputed Trade receivables – considered good      | 517.66   | -               | -         | -         | -                 | 517.66 |
| (ii) Undisputed Trade Receivables – considered doubtful | -  | -               | -         | -         | -                 | -      |
| (iii) Disputed Trade Receivables considered good        | -  | -               | -         | -         | -                 | -      |
| (iv) Disputed Trade Receivables considered doubtful     | -  | -               | -         | -         | -                 | -      |

**Ageing analysis of Trade Receivables as on 31 March 2024**

| Particulars   | Outstanding for following periods from due date of payment |                 |           |           |                   | Total  |
|---|--|-----------------|-----------|-----------|-------------------|--------|
|   | Less than 6 Month  | 6 Months-1 year | 1-2 years | 2-3 years | More than 3 years |        |
| (i) Undisputed Trade receivables – considered good      | 125.62   | -               | -         | -         | -                 | 125.62 |
| (ii) Undisputed Trade Receivables – considered doubtful | -  | -               | -         | -         | -                 | -      |
| (iii) Disputed Trade Receivables considered good        | -  | -               | -         | -         | -                 | -      |
| (iv) Disputed Trade Receivables considered doubtful     | -  | -               | -         | -         | -                 | -      |

**15 Cash and Bank Balances**

| Particulars                             | As at            | As at            |
|---|------------------|------------------|
|   | 31st March, 2025 | 31st March, 2024 |
| <b>Cash and Cash Equivalents</b>        |                  |                  |
| Cash in hand                            | 133.25           | 21.25            |
| Balance With Bank (in Current Accounts) | 212.19           | 3.24             |
| <b>Total</b>                            | <b>345.44</b>    | <b>24.49</b>     |

**16 Short Term Loans and Advances**

| Particulars                          | As at            | As at            |
|--------------------------------------|------------------|------------------|
|                                      | 31st March, 2025 | 31st March, 2024 |
| <i>Unsecured, considered good:</i>   |                  |                  |
| Advances recoverable in cash or kind | -                | -                |
| Advances to related parties          | -                | -                |
| Intercompany Loans                   | 86.52            | -                |
| Advance to Parties                   | 1,023.83         | 816.23           |
| Advances to staff                    | 4.00             | 3.52             |
| <b>Total</b>                         | <b>1,114.35</b>  | <b>819.75</b>    |

**17 Other Current Assets**

| Particulars  | As at            | As at            |
|--------------|------------------|------------------|
|              | 31st March, 2025 | 31st March, 2024 |
| Other assets | 18.34            | 218.15           |
| <b>Total</b> | <b>18.34</b>     | <b>218.15</b>    |

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**RESOURCEFUL AUTOMOBILE LIMITED****CIN: U50401DL2018PLC329756**

(Formerly known as Resourceful Automobile Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025***(All amounts in ₹ lacs, unless otherwise stated)***18 Revenue from operations**

| Particulars                    | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|--------------------------------|--|--|
| <b>Revenue from operations</b> |  |  |
| - Sale of Vehicles             | 1,844.26                               | 1,854.34                               |
| - Sale of Services             | 255.60                                 |  |
| <b>Total</b>                   | <b>2,099.86</b>                        | <b>1,854.34</b>                        |

**19 Other Income**

| Particulars  | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|--------------|--|--|
| Other Income | 64.09                                  | 81.63                                  |
| <b>Total</b> | <b>64.09</b>                           | <b>81.63</b>                           |

**20 Purchase of Stock- in- trade**

|                                | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|--------------------------------|--|--|
| Purchase of goods for the year | 1,658.92                               | 1,429.01                               |
| <b>Total</b>                   | <b>1,658.92</b>                        | <b>1,429.01</b>                        |

**21 Changes in Inventories**

|               | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|---------------|--|--|
| Opening Stock | 510.21                                 | 512.21                                 |
| Closing Stock | 509.23                                 | 510.21                                 |
| <b>Total</b>  | <b>0.98</b>                            | <b>2.00</b>                            |

**22 Employees Benefit Expenses**

| Particulars             | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|-------------------------|--|--|
| Salaries, Wages & Bonus | 19.40                                  | 18.42                                  |
| Staff Welfare           | 0.79                                   | -                                      |
| <b>Total</b>            | <b>20.20</b>                           | <b>18.42</b>                           |

**23 Finance cost**

| Particulars            | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|------------------------|--|--|
| Interest on borrowings | 73.88                                  | 93.38                                  |
| <b>Total</b>           | <b>73.88</b>                           | <b>93.38</b>                           |

**24 Depreciation and Amortization Expense**

| Particulars                       | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|-----------------------------------|--|--|
| Depreciation on PPE               | 9.09                                   | 9.95                                   |
| Amortization on Intangible assets | -                                      | -                                      |
| <b>Total</b>                      | <b>9.09</b>                            | <b>9.95</b>                            |



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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025***(All amounts in ₹ lacs, unless otherwise stated)***25 Other Expenses**

| Particulars                    | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|--------------------------------|--|--|
| Carriage Outward               | 25.59                                  | 0.66                                   |
| Audit Fees                     | 2.00                                   | 1.00                                   |
| Discount given                 | 16.40                                  | 4.04                                   |
| Electricity Charges            | 14.26                                  | 17.04                                  |
| Interest on govt dues          | 1.52                                   | 1.05                                   |
| GST Late Fees                  | 0.07                                   | 0.08                                   |
| Bank charges                   | 3.95                                   | -                                      |
| Office Expenses                | 0.61                                   | 0.03                                   |
| Printing and stationery        | 0.41                                   | 0.57                                   |
| Legal and Professional Charges | 33.44                                  | 15.33                                  |
| Processing Fee                 | 1.27                                   | 4.49                                   |
| Postage & Courier              | 0.64                                   | 0.48                                   |
| Repair & Maintenance           | 0.24                                   | 4.43                                   |
| Rent                           | 54.00                                  | 60.31                                  |
| Show Room Expenses             | 8.66                                   | 8.98                                   |
| Telephone and Internet         | 1.23                                   | 4.16                                   |
| IPO Expenses                   | 64.97                                  | -                                      |
| Rates and Taxes                | 1.71                                   | -                                      |
| Misc Exp.                      | 0.12                                   | 0.11                                   |
| <b>Total</b>                   | <b>231.09</b>                          | <b>122.76</b>                          |

**26 Tax Expenses**

| Particulars                    | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|--------------------------------|--|--|
| Current Tax                    | 43.82                                  | 66.57                                  |
| Deferred tax charge/ (benefit) | (0.71)                                 | (0.76)                                 |
| <b>Total</b>                   | <b>43.11</b>                           | <b>65.81</b>                           |

**27 Earnings per equity share (EPS)**

| Particulars   | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|---|--|--|
| Net Profit/(Loss) after tax available for equity shareholders (A) | 126.69                                 | 194.64                                 |
| Weighted average number of equity shares (B)                      | 22,43,217                              | 16,31,145                              |
| Basic EPS (A/B) (₹)   | 4.77                                   | 11.93                                  |
| Diluted EPS (A/B) (₹)   | 5.65                                   | 11.93                                  |
| Nominal value per equity share (₹)                                | 10.00                                  | 10.00                                  |

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**RESOURCEFUL AUTOMOBILE LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025***(All amounts in ₹ lacs, unless otherwise stated)***28 TAX SHELTER**

| Particulars  | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|--|---------------------------|---------------------------|
| <b>Profit Before Tax as per books of accounts (A)</b>        | <b>169.80</b>             | <b>260.45</b>             |
| -- Normal Tax rate   | 25.17%                    | 25.17%                    |
| -- Minimum Alternative Tax rate                              | 16.69%                    | 16.69%                    |
| <b>Permanent differences</b>                                 |                           |                           |
| Expenses Disallowances                                       | 1.59                      | 1.13                      |
| Other Adjustments  | -                         | -                         |
| <b>Total (B)</b>   | <b>1.59</b>               | <b>1.13</b>               |
| <b>Timing Differences</b>                                    |                           |                           |
| Depreciation as per Books of Accounts                        | 9.09                      | 9.95                      |
| Depreciation as per Income Tax                               | 6.36                      | 7.06                      |
| Difference between tax depreciation and book depreciation    | 2.73                      | 2.89                      |
| Other adjustments  | -                         | -                         |
| <b>Total (C)</b>   | <b>2.73</b>               | <b>2.89</b>               |
| <b>Net Adjustments (D = B+C)</b>                             | <b>4.32</b>               | <b>4.02</b>               |
| <b>Total Income (E = A+D)</b>                                | <b>174.13</b>             | <b>264.47</b>             |
| Brought forward losses set off /Unabsorbed Depreciation (F)  | -                         | -                         |
| <b>Taxable Income/ (Loss) for the year (E+F)</b>             | <b>174.13</b>             | <b>264.47</b>             |
| Tax Payable for the year                                     | 43.82                     | 66.57                     |
| Tax payable as per MAT                                       | 28.34                     | 43.47                     |
| <b>Tax expense recognized</b>                                | <b>43.82</b>              | <b>66.57</b>              |
| Tax payable as per normal rates or MAT (whichever is higher) | <b>Matt Credit</b>        | <b>Income Tax</b>         |

**Notes:-**The Company has opted for taxation as per section 115 BAA of the income tax act 1961, and has calculated the tax @ 22% plus surcharge @ 10% and cess @ 4%. The effective tax rate being 25.168 %.

**Total Expenses to be disallowed:-**

|                       |             |             |
|-----------------------|-------------|-------------|
| Interest on govt dues | 1.52        | 1.05        |
| GST late fees         | 0.07        | 0.08        |
| <b>Total</b>          | <b>1.59</b> | <b>1.13</b> |

**RESOURCEFUL AUTOMOBILE LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

(All amounts in ₹ in lacs, unless otherwise stated)

**29 Contingent liabilities and capital commitments**

|   | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|---|--|--|
| (a) There is no contingent liability during the year. |  |  |

**30 Statement of Related Parties & Transactions**

The Company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

**Name of the key managerial personnel/Entity/Relative of KMPs**

Mr. Rahul Sawhney  
Mrs. Bindu Sawhney  
Mrs. Megha Chawla  
Mr. Dinesh Dilip Durgani  
Ms. Punita Gupta  
Mr. Vikas Bhatia  
Ms. Shilpi Shukla

Mrs. Manju Verma  
Mr. Ghanshyam Ramkumar Chourasia  
Ms. Drishti Jaiswal

**Relationship**

Managing Director w.e.f 21-02-2018  
Non-Executive Director w.e.f 21-02-2018  
Executive Director w.e.f 25-01-2022  
Independent Director w.e.f 26-12-2023.  
Additional Independent Director w.e.f 30-05-2025  
Chief Financial Officer (CFO) w.e.f 06-12-2024  
Company Secretary and Compliance Officer w.e.f 24-01-2025  
  
Independent Director resigned from the post w.e.f 30-05-2025  
Chief Financial Officer (CFO) resigned from the post w.e.f 06-12-2024  
Company Secretary and Compliance Officer resigned from the post w.e.f 01-10-2024

**Transactions with Related Parties:**

| Particulars         | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|---------------------|--|--|
| Ms. Drishti Jaiswal | 1.20                                   |  |
| Ms. Shilpi Shukla   | 0.45                                   |  |

**Balance outstanding at year end**

| Particulars       | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|-------------------|--|--|
| Ms. Shilpi Shukla | 0.20                                   |  |

**31** Consequent to the Accounting Standard (AS) 22 - "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India being mandatory, the Company has recorded the effects for deferred taxes.

|  | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 |
|--|--|--|
| Net deferred tax expenses has been shown in the statement of profit & loss | (0.71)                                 | (0.76)                                 |

**32 Taxes on Income**

The Break-up of Deferred Tax Assets and Liability into major components are as under:

| Particulars                              | For the year ended<br>31st March, 2025 | Changes during the<br>year | For the year ended<br>31st March, 2024 |
|--|--|----------------------------|--|
| <b>Deferred Tax Assets on account of</b> |  |                            |  |
| Disallowance as per IT Act               | -                                      | -                          | -                                      |
| Accumulated Losses                       | -                                      | -                          | -                                      |
| <b>Total</b>                             | -                                      | -                          | -                                      |
| <b>Add: Deferred Tax Asset for</b>       |  |                            |  |
| Depreciation                             | (8.20)                                 | (0.71)                     | (7.49)                                 |
| <b>Total</b>                             | <b>(8.20)</b>                          | <b>(0.71)</b>              | <b>(7.49)</b>                          |
| <b>Net Deferred Tax Assets</b>           | <b>(8.20)</b>                          | <b>(0.71)</b>              | <b>(7.49)</b>                          |

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**33 Dues to small and micro enterprises pursuant to section 22 of the micro, small and medium enterprises development ('MSMED') act, 2006 #:**

|   | As on<br>31st March 2025 | As on<br>31st March 2024 |
|---|--------------------------|--------------------------|
| Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.   | -                        | -                        |
| Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.   | -                        | -                        |
| Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.   | -                        | -                        |
| Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.  | -                        | -                        |
| Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.  | -                        | -                        |
| Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.   | -                        | -                        |
| Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.   | -                        | -                        |
| Interest accrued and remaining unpaid as at the end of year.  | -                        | -                        |
| Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act. | -                        | -                        |

*# The details of amounts outstanding to micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 are as per available information with the Company.*

- 34** In opinion of the Board, the loans & advances and other current assets have a value, which if realized in the ordinary course of business, will not be less than the value stated in the Balance Sheet.
- 35** Balance appearing under loans & advances, trade receivables, trade payables, current assets and current liabilities are subject to confirmations in certain cases.

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**RESOURCEFUL AUTOMOBILE LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

(All amounts in ₹ in lacs, unless otherwise stated)

**36 Additional regulatory information**

- (i) There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- (ii) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (iii) There are no transactions / relationship with struck off companies.
- (iv) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
- (v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended March 31, 2024. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- (vi) Valuation of PP&E, intangible asset and investment property: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.
- (vii) The Company does not have any charges or satisfaction of charges which are yet to be registered with the Registrar of Companies beyond the statutory period.
- (viii) 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 or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether directly or indirectly lend or invest in other persons/ entities identified in any other 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.
- (ix) The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding party") with the understanding (whether recorded in writing or otherwise) that the Company shall 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.
- (x) The Company has complied 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, and there are no companies beyond the specified layers.

**(xi) Analytical Ratios**

| Ratio   | Numerator   | Denominator   | For the year ended<br>31st March, 2025 | For the year ended<br>31st March, 2024 | % change<br>during the year | Reason for change<br>more than 25%                                     |
|---|---|---|--|--|-----------------------------|--|
| - Current ratio (in times)                    | Total current assets  | Total current liabilities                                       | 6.87                                   | 2.25                                   | 206%                        | Increase due to increase in the current assets during the year.        |
| - Debt equity ratio (in times)                | Total debts   | Shareholders' Equity  | 0.35                                   | 3.01                                   | -88%                        | Decrease due to increase in share holders equity during the year.      |
| - Debt service coverage ratio (in times)      | Earnings available for debt service (Net profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other non cash adjustments) | Debt service (Interest & lease payments + principal repayments) | 1.56                                   | 0.67                                   | 132%                        | Increase due to increase in EDITA during the year.                     |
| - Return on equity ratio (in %)               | Profits for the year less preference dividend (if any)  | Average shareholder's equity                                    | 12%                                    | 75%                                    | -83%                        | Decrease due to increase share holders equity during the year.         |
| - Inventory turnover ratio (in times)         | Revenue from operations   | Average inventory   | 4.12                                   | 3.63                                   | 14%                         | NA   |
| - Trade receivables turnover ratio (in times) | Revenue from operations   | Average trade receivable  | 6.53                                   | 27.63                                  | -76%                        | Decrease due to increase in trade receivables during the year.         |
| - Trade payables turnover ratio (in times)    | Purchase during the year  | Average trade payables  | 39.95                                  | 25.54                                  | 56%                         | Increase due to decrease in trade payables during the year.            |
| - Net capital turnover ratio (in times)       | Revenue from operations   | Average working capital   | 0.98                                   | 1.97                                   | -50%                        | Decreased due to increase in average working capital during the year.  |
| - Net profit ratio (in %)                     | Profit for the year   | Revenue from operations   | 0.06                                   | 0.10                                   | -43%                        | Decrease due to increase in expenses (Related to IPO) during the year. |
| - Return on capital employed (in %)           | Profit before tax and finance costs   | Capital employed  | 0.11                                   | 0.25                                   | -56%                        | Decreased due to increase in shareholders funds during the year.       |
| - Return on investment (in %)                 | PAT   | Average Shareholders funds                                      | 0.12                                   | 0.75                                   | -83%                        | Decreased due to increase in shareholders funds during the year.       |

**37** Figures for the previous year have been regrouped/reclassified/reinstated, wherever considered necessary.

This is the summary of material accounting policies and other explanatory information referred to in our report of even date.

**For NYS & Company**

Chartered Accountants

Firm Registration No.: 017007N

Sd/-

**CA. Nitesh Agrawal**

Partner

Membership No.: 527125

Place: New Delhi

Date: 30th May 2025

UDIN: 25527125BMONPX4018

**For and Behalf of Board of Directors****RESOURCEFUL AUTOMOBILE LIMITED**

Sd/-

**Rahul Sawhney**

Director

DIN: 07635427

Sd/-

**Mr. Vikas Bhatia**

Chief Financial Officer

Sd/-

**Bindu Sawhney**

Director

DIN: 08060807

Sd/-

**Ms. Shilpi Shukla**

Company Secretary

A70285