



SAHASRA ELECTRONIC SOLUTIONS LIMITED

68-AA, Noida Special Economic Zone, Gautam Buddha Nagar, Noida-201305, Uttar Pradesh, India
Phone: +91-120-4202604, Email: contact@seslimited.in, Website: www.seslimited.in

To,
The Board of Directors,
Sahasra Electronic Solutions Limited

REPORT OF THE AUDIT COMMITTEE OF SAHASRA ELECTRONIC SOLUTIONS LIMITED FOR RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT FOR AMALGAMATION OF SAHASRA ELECTRONICS PRIVATE LIMITED ('TRANSFEROR COMPANY 1'), INFOPOWER TECHNOLOGIES PRIVATE LIMITED ('TRANSFEROR COMPANY 2') AND SAHASRA SAMBHAV SKILL DEVELOPMENT PRIVATE LIMITED ('TRANSFEROR COMPANY 3') WITH SAHASRA ELECTRONIC SOLUTIONS LIMITED ('TRANSFEREE COMPANY OR COMPANY').

Members present

1. Abhilasha Gaur
2. Pradeep Kumar
3. Amrit Lal Manwani

A meeting of Audit Committee of Sahasra Electronic Solutions Limited was held on 13th March, 2026, to consider and recommend the proposed Scheme of Arrangement for Amalgamation of Sahasra Electronics Private Limited ('Transferor Company 1'), Infopower Technologies Private Limited ('Transferor Company 2'), Sahasra Sambhav Skill Development Private Limited ('Transferor Company 3') (hereinafter collectively called the "Transferor Companies") with Sahasra Electronic Solutions Limited ('Transferee Company') under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("**Scheme**"), in accordance with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. This report of the Audit Committee of the Company is being made in order to comply with the requirements of the aforesaid circular. The audit committee has considered and reviewed the draft scheme and drawn out the following major points:

Background of the Companies involved in the proposed scheme: -

- A. **Sahasra Electronics Private Limited** (hereinafter referred to as 'SEPL' or 'Transferor Company 1') is a private limited company, within the meaning of section 2(68) of the Companies Act, 2013, incorporated under Companies Act,





SAHASRA ELECTRONIC SOLUTIONS LIMITED

68-AA, Noida Special Economic Zone, Gautam Buddha Nagar, Noida-201305, Uttar Pradesh, India
Phone: +91-120-4202604, Email: contact@seslimited.in, Website: www.seslimited.in

1956 on June 15th, 2001, having its registered office at House No. 33, Pocket – 1, Jasola, New Delhi – 110044.

- B. Infopower Technologies Private Limited** (hereinafter also referred to as ‘ITPL’ or ‘Transferor Company 2’) is a private limited company, within the meaning of section 2(68) of the Companies Act, 2013, incorporated under Companies Act, 1956 on 18th April 1984, having its registered office at 33, Pocket-1, Jasola, New Delhi – 110025.
- C. Sahasra Sambhav Skill Development Private Limited** (hereinafter also referred to as ‘SSSDPL’ or ‘Transferor Company 2’) is a private limited company, within the meaning of section 2(68) of the Companies Act, 2013, incorporated under Companies Act, 1956 on December 27th, 2011, having its registered office at Plot No. 33, Pocket – 1, Jasola, New Delhi – 110025.
- D. Sahasra Electronic Solutions Limited** (hereinafter also referred to as ‘SESL’ or ‘Transferee Company’) is a public limited company within the meaning of section 2(68) of the Companies Act, 2013, incorporated under the Companies Act, 2013 on February 22nd, 2023. It is having its registered office at 33, Pocket 1, New Friends Colony, Jasola Vihar, New Delhi - 110025. The Equity Shares of the Transferee Company are listed on the Bourse of NSE Emerge.

Following documents were tabled at the meeting and reviewed by the Audit Committee:

1. Draft Scheme of Arrangement for Amalgamation of Sahasra Electronics Private Limited, Infopower Technologies Private Limited and Sahasra Sambhav Skill Development Private Limited with Sahasra Electronic Solutions Limited.
2. Valuation Report dated 13th March, 2026, issued by Alphavalue Consulting Valuation LLP, an Independent Registered Valuer (Registration No. IBBI/RV E/05/2021/151).
3. Fairness opinion dated 13th March, 2026, issued by Ekadrisht Capital Private Limited, SEBI Registered (Category I) Merchant Bankers on the fairness of share exchange ratio as recommended in the Valuation Report issued by Alphavalue Consulting Valuation LLP, Registered Valuer.





SAHASRA ELECTRONIC SOLUTIONS LIMITED

68-AA, Noida Special Economic Zone, Gautam Buddha Nagar, Noida-201305, Uttar Pradesh, India
Phone: +91-120-4202604, Email: contact@seslimited.in, Website: www.seslimited.in

Salient features of Scheme of Arrangement:

The committee noted the following salient features of the Scheme:

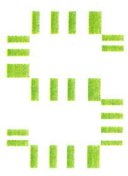
- The Scheme provides for Amalgamation of Sahasra Electronics Private Limited, Infopower Technologies Private Limited and Sahasra Sambhav Skill Development Private Limited with Sahasra Electronic Solutions Limited;
- SESL is engaged in the business of manufacture, assembly, design, and trading of electronic and electrical products.
- Appointed Date of the Scheme is 01st April, 2026 or such other date as may be approved by the Hon'ble National Company Law Tribunal ("NCLT") of relevant jurisdiction or by such other competent authority having jurisdiction over the Transferor Companies and the Transferee Company.
- Effective Date of the Scheme shall mean the date on which certified copy of the order of the NCLT under Sections 230 and 232 of the Companies Act, 2013 sanctioning the Scheme is filed with the Registrar of Companies by the Transferor Companies and Transferee Company after obtaining the sanctions, orders or approvals referred to in Clause 2 of PART-IV of the Scheme or receipt or any other government approval to the transfer of the undertaking and/or the scheme, if required under applicable law.
- The Scheme would be subject to the sanction or approval of the Hon'ble NCLT, SEBI, Stock Exchanges, Shareholders, Creditors and other Appropriate Authorities (*as defined in the Scheme*).

Need and Rationale of Scheme of Arrangement:

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

1. The proposed Scheme of Amalgamation is intended to consolidate the operations of Sahasra Electronics Private Limited, Infopower Technologies Private Limited, Sahasra Sambhav Skill Development Private Limited and Sahasra Electronic Solutions Limited into a single, strategically aligned entity capable of driving sustainable growth and operational excellence. Each of the merging companies operates within complementary segments of the electronics, technology and skill





SAHASRA ELECTRONIC SOLUTIONS LIMITED

68-AA, Noida Special Economic Zone, Gautam Buddha Nagar, Noida-201305, Uttar Pradesh, India
Phone: +91-120-4202604, Email: contact@seslimited.in, Website: www.seslimited.in

development ecosystem and their integration will enable a unified business structure with enhanced scale, efficiency and competitiveness.

2. The proposed amalgamation is undertaken with the strategic intent to consolidate the group's electronics manufacturing and skilling operations into a unified, efficient, and future ready organization. Sahasra Electronic Solutions Limited, Sahasra Electronics Private Limited, and Infopower Technologies Private Limited are engaged in complementary businesses of populated circuit board manufacturing and assembly, while Sahasra Sambhav Skill Development Private Limited provides specialised training and skilling in electronics manufacturing. Integrating these entities under SESL will create a stronger, more cohesive structure capable of driving sustainable growth, operational excellence, and long term value creation.
3. To streamline group operations, eliminate duplication of functions, and optimise the utilisation of financial and operational resources. By combining the strengths, assets, and capabilities of the merging entities, the amalgamated company will benefit from improved cost structures, stronger market positioning, and a more agile decision-making framework. The consolidation will also support long term strategic initiatives, including expansion into new markets, strengthening of product portfolios, and enhancement of technological capabilities. The proposed amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.
4. The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.
5. In summary, the amalgamation of the Transferor Companies with the Transferee Company is driven by strategic business objectives of preserving businesses of the Transferor Companies and Transferee Company, build strong foundation and achieve market competitiveness by combing the collective strength of the Transferor Companies and Transferee Company, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

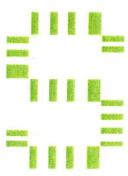




Synergies of Business of the entities involved in the Scheme:

1. The Audit Committee reviewed the Scheme and noted that the proposed amalgamation would result in economies of scale, reduction in overheads including administrative, managerial and other expenditures, operational rationalisation, enhanced organisational efficiency and optimal utilisation of resources through the elimination of duplication of activities and related costs.
2. To streamline group operations, eliminate duplication of functions, and optimize the utilization of financial and operational resources. By combining the strengths, assets, and capabilities of the merging entities, the amalgamated company will benefit from improved cost structures, stronger market positioning, and a more agile decision-making framework. The consolidation will also support long term strategic initiatives, including expansion into new markets, strengthening of product portfolios, and enhancement of technological capabilities. The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making. The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.
3. The amalgamation of the Transferor Companies with the Transferee Company is driven by strategic business objectives of preserving businesses of the Transferor Companies and Transferee Company, build strong foundation and achieve market competitiveness by combing the collective strength of the Transferor Companies and Transferee Company, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.
4. Further, as elaborated in the rationale of the Scheme, the amalgamation of the Transferor Companies with the Transferee Company would provide an opportunity to pool their resources and expand their activities, thereby enabling the establishment of a larger entity with a stronger capital base and enhanced resources, facilitating the further development and growth of the businesses of the companies.





Cost Benefit Analysis of the Scheme:

1. The proposed Scheme will result in the consolidation of the businesses into a single entity and is expected to strengthen the position of the combined entity in the long run by enabling it to harness and optimise operational and strategic synergies. Accordingly, the Scheme would be in the best interests of the Transferor Companies and the Transferee Company and beneficial to their respective shareholders. The Scheme is also expected to result in operational efficiencies through optimal utilisation of the resources of the Companies, improved economies of scale and reduction in administrative and overhead costs. Further, improved organisational capability and leadership arising from the pooling of human capital possessing diverse skills, talent and experience would enable the Sahasra Electronic Solutions Limited to compete more effectively in an increasingly competitive industry.
2. Under the proposed Scheme, Sahasra Electronic Solutions Limited shall issue equity shares to the shareholders of the Transferor Companies as consideration for the amalgamation and there will be no cash outflow of resources from Sahasra Electronic Solutions Limited. Apart from the costs associated with the implementation of the Scheme, there are no additional material costs involved in relation to the proposed Scheme.
3. The proposed amalgamation will also directly benefit the shareholders, as the costs incurred towards the implementation of the Scheme are expected to be outweighed by the long-term benefits to be derived by the shareholders through the achievement of strategic and operational synergies. Further, the proposed amalgamation does not have any social or environmental impact. The Committee is of the opinion that the expected synergies and benefits arising pursuant to the restructuring would offset the impact of such costs.

Scheme Not Detrimental to the Shareholders of the Transferee Company:

1. The Audit Committee members discussed and deliberated upon the rationale and salient features of the Scheme, the Valuation Report, Fairness Opinion presented before the Committee.
2. In terms of the Scheme, the Transferee Company will issue equity shares to the shareholders of the Transferor Companies based on the share exchange ratio, as recommended by the Registered Valuer. Further, the Fairness Opinion report from





SAHASRA ELECTRONIC SOLUTIONS LIMITED

68-AA, Noida Special Economic Zone, Gautam Buddha Nagar, Noida-201305, Uttar Pradesh, India
Phone: +91-120-4202604, Email: contact@seslimited.in, Website: www.seslimited.in

the Merchant Banker has confirmed that the share exchange ratio as recommended by the Registered Valuer is fair for the Transferor Companies and Transferee Company and their respective shareholders.

3. The Scheme has been drafted keeping in mind the provisions of Section 2(1B) of the Income-tax Act, 1961, and therefore it may not have any adverse tax implications.
4. The Scheme is expected to be beneficial to the Companies and its shareholders and all other stakeholders at large and is not detrimental to any of the shareholders of the Company.

Recommendation of the Audit Committee:

1. The Audit Committee after due deliberations and due consideration of all the terms of the draft Scheme, Valuation Report, Fairness Opinion Report and in view of above points, recommends the Draft Scheme for favourable consideration by the Board of Directors of the Company, NSE, SEBI and other statutory or regulatory authorities.
2. In the opinion of the members of the Audit Committee present at the meeting, the draft Scheme is in the best interest of all the stakeholders of Sahasra Electronic Solutions Limited including shareholders, creditors and employees, and the share exchange ratio as mentioned in the Valuation Report is fair and reasonable.

**By and on behalf of the Audit Committee of
Sahasra Electronic Solutions Limited**

Abhilasha Gaur
(Chairman of the meeting)

Place: Noida

Date: 17/03/2026

