

# HCKK Ventures Limited

CIN-L45100MH1983PLC263361

Registered Office: Office No. 514, Roongta Business Center, 5th Floor, Govind Nagar, Nashik- 422009

Tel: +91 8976707683 Email: [info@hckkventures.com](mailto:info@hckkventures.com) Website: [www.hckkventures.com](http://www.hckkventures.com)

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19<sup>th</sup> November, 2024

To,  
BSE Limited  
The Corporate Relationship Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai - 400 001

Scrip Code: 539224

**Subject: Outcome of Board Meeting- Disclosure pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Respected Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and based on direction received from the BSE (Bombay Stock Exchange) dated 25<sup>th</sup> October 2024 followed by recommendation of the Audit Committee and Committee of Independent Directors, the Board of Directors at their meeting held today i.e. 19<sup>th</sup> November 2024 has *inter-alia* considered and approved:

1. The revised Scheme of Amalgamation between Softlink Global Private Limited ("First Transferor Company") and Ivolve Holdings Private Limited ("Second Transferor Company") with HCKK Ventures Limited ("Transferee Company") as per Section 230 to 232 of the Companies Act, 2013 and other related documents.

The Scheme of Amalgamation is subject to approval of the BSE Limited, SEBI, NCLT and other competent authorities.

The relevant details of the Scheme of Amalgamation as per SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular SEBI/HO/CFD/CFD- PoD-1/P/CIR/P/2023/123 dated July 13, 2023 as amended is are enclosed herewith.

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The meeting commenced at 08:30 P.M. and concluded at 09:15 P.M.

This is for your information and records.

Yours faithfully,

**For HCKK Ventures Limited**

**Prashant Agarwal**  
**Company Secretary cum Compliance Officer**

*Encl: As above*

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Disclosure of information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular SEBI/HO/CFD/CFD- PoD-1/P/CIR/P/2023/123 dated July 13, 2023.

Sr. No	Particulars	Details
01.	Name of the entity(ies) forming part of the amalgamation merger, details in brief such as, size, turnover, etc	<p><b>Transferee Company:</b> <b>HCKK Ventures Limited</b> having CIN: L45100MH1983PLC263361, was incorporated on March 05, 1983 under the provisions of the Companies Act, 1956.</p> <p>The registered office of the company is situated at Office No. 514, Roongta Business Center, 5<sup>th</sup> Floor, Govind Nagar, Nashik, Indira Nagar (Nashik), Nashik- 422009, Maharashtra.</p> <p>The Company has its shares listed on BSE Limited.</p> <p><b>First Transferor Company:</b> <b>Softlink Global Private Limited</b> having CIN: U72200MH2005PTC151897 was incorporated on 11<sup>th</sup> March, 2005 under the provisions of the Companies Act, 1956.</p> <p>The registered office of the company is situated at 301, 3rd Floor, Satellite Silver, Opp. National Garage, Before Mittal Industrial Estate, Marol, Andheri (East), Mumbai - 400059.</p> <p><b>Second Transferor Company:</b> <b>Ivolve Holdings Private Limited</b> having CIN: U72900MH2019PTC321751 was incorporated on 22<sup>nd</sup> February, 2019 under the provisions of the Companies Act, 1956.</p> <p>The registered office of the company is situated at Office 302, 3<sup>rd</sup> Floor, Satellite Silver, Opp. National Garage, Before Mittal Estate, Andheri, Mumbai Marol Naka, Mumbai- 400059</p> <p>Brief financial details of the Transferor Companies and Transferee Company involved in Amalgamation:</p>

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Sr. No	Particulars	Details			
		<i>(Rs. In INR)</i>			
		Particulars	HCKK Ventures Limited	Softlink Global Private Limited	Involve Holdings Private Limited
			Transferee Company	First Transferor Company	Second Transferor Company
		Equity Paid-up Capital	3,71,00,000	31,79,250	50,000
		Reserves and Surplus	53,93,234	58,59,13,315	10,54,16,226
		Networth	4,24,93,234	58,90,92,565	10,54,66,226
		Turnover (excluding Other Income)	16,75,000	33,22,36,477	95,76,384
		Profit/(Loss) after Tax	8,21,822	6,72,63,388	46,41,361
		<b><i>As per Audited Financials as on 30-09-2024</i></b>			
02	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	<p>i. Softlink Global Private Limited ("First Transferor Company") and HCKK Ventures Limited ("Transferee Company") are related with each other. Yes, the same would be implemented on arm's length basis.</p> <p>ii. Involve Holdings Private Limited ("Second Transferor Company") and HCKK Ventures Limited ("Transferee Company") are not related with each other except Involve Holdings Private Limited being the Shareholder of Softlink Global Private Limited.</p>			
03	Area of business of the entity(ies),	<p>i. HCKK Ventures Limited ("Transferee Company") is engaged in carrying on the business of Software products, services and trading across industry verticals, such as Education, Telecom, and Logistics.</p> <p>ii. Softlink Global Private Limited ("First Transferor Company") is engaged in carrying on the business of</p>			

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		<p>Technology Company creating and marketing software for logistics industry, freight forwarding and custom compliances</p> <p>iii. Ivolve Holdings Private Limited ("Second Transferor Company") is engaged in carrying on the business of holding investments with rental income.</p>
04	Rationale for Amalgamation	<p>This Scheme of Amalgamation is expected to enable better realization of potential of the businesses and yield beneficial result and enhanced value creation for the Companies, and their respective shareholders, lenders and employees. The amalgamation of the Transferor Companies with the Transferee Company would <i>inter alia</i> have the following benefits:</p> <ul style="list-style-type: none"><li>(a) Amalgamation to be value accretive to the shareholders of the Transferee Company as the shareholders would have direct access to the core profitable business of the Transferor Companies;</li><li>(b) Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value;</li><li>(c) Greater efficiency in cash management of the Transferee Company and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value;</li><li>(d) The proposed amalgamation will improve organizational capability arising from the pooling of human capital that has diverse skills, talent, vast experience and goodwill.;</li><li>(e) Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, the elimination of duplication and rationalization of administrative expenses;</li><li>(f) Reduction in the multiplicity of legal and</li></ul>

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		<p>regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company;</p> <p>(g) To optimally leverage the larger assets base and cash flow of the amalgamated entity; and</p> <p>(h) Amalgamation will result in the Transferee Company directly controlling and managing the business of the Transferor Companies which would lead to simplification of the shareholding structure and reduction of shareholding tiers.</p> <p>(i) There is no likelihood that any shareholder or creditor or employee of the Transferor Companies and Transferee Companies would be prejudiced as a result of the Scheme. Thus, the amalgamation is in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.</p>
05	<del>in case of cash consideration amount or otherwise</del> Share Exchange Ratio	<p>Upon sanction of the said Scheme by the NCLT and upon the Scheme becoming effective, without any further act or deed on the part of the Transferee Company, Transferee Company will, in aggregate, issue and allot 1,13,23,984 Equity Shares as follows:</p> <p>i. 83,55,084 (Eighty-Three Lacs Fifty-Five Thousand and Eighty-Four) Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of Softlink Global Private Limited ("First Transferor Company") on the Record Date, as decided by the Board in the ratio of 33.41:1 i.e. against 1(One) Equity Share of the Face value of Rs.10/- each of the First Transferor Company, 33.41(Thirty Three point Four One) Equity Share of the Face value of Rs. 10/- each of the Transferee Company shall be issued and allotted to the shareholders of the First Transferor Company.</p>

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		<p>ii. 29,68,900(Twenty-Nine Lakhs Sixty-Eight Thousand and Nine Hundred) Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of Ivolve Holdings Private Limited ("Second Transferor Company") on the Record Date, as decided by the Board in the ratio of 593.78:1; i.e. against 1(One) Equity Share of the Face value of Rs.10/- each of the Second Transferor Company, 593.78 (Five Hundred and Ninety Three point Seventy Eight) Equity Share of the Face value of Rs. 10/- each of the Transferee Company shall be issued and allotted to the shareholders of the Second Transferor Company.</p>																																																																			
06	Brief details of change in shareholding pattern of Listed entity	<table border="1"> <thead> <tr> <th colspan="5">No. of Shareholders Pre and Post Arrangement of Softlink Global Private Limited ("First Transferor Company")</th> </tr> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre</th> <th colspan="2">Post</th> </tr> <tr> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>2,50,095</td> <td>78.66</td> <td>0</td> <td>0.00</td> </tr> <tr> <td>Public</td> <td>67,830</td> <td>21.34</td> <td>0</td> <td>0.00</td> </tr> <tr> <td><b>Total</b></td> <td><b>3,17,925</b></td> <td><b>100.00</b></td> <td><b>0</b></td> <td><b>0.00</b></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th colspan="5">No. of Shareholders Pre and Post Arrangement of Ivolve Holdings Private Limited ("Second Transferor Company")</th> </tr> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre</th> <th colspan="2">Post</th> </tr> <tr> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>0</td> <td>0.00</td> <td>0</td> <td>0.00</td> </tr> <tr> <td>Public</td> <td>5,000</td> <td>100.00</td> <td>0</td> <td>0.00</td> </tr> <tr> <td><b>Total</b></td> <td><b>5,000</b></td> <td><b>100.00</b></td> <td><b>0</b></td> <td><b>0.00</b></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th colspan="3">No. of Shareholders Pre and Post Arrangement of HCKK Ventures Limited ("Transferee Company")</th> </tr> <tr> <th>Category</th> <th>Pre</th> <th>Post</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	No. of Shareholders Pre and Post Arrangement of Softlink Global Private Limited ("First Transferor Company")					Category	Pre		Post		No. of shares	%	No. of shares	%	Promoter	2,50,095	78.66	0	0.00	Public	67,830	21.34	0	0.00	<b>Total</b>	<b>3,17,925</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	No. of Shareholders Pre and Post Arrangement of Ivolve Holdings Private Limited ("Second Transferor Company")					Category	Pre		Post		No. of shares	%	No. of shares	%	Promoter	0	0.00	0	0.00	Public	5,000	100.00	0	0.00	<b>Total</b>	<b>5,000</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	No. of Shareholders Pre and Post Arrangement of HCKK Ventures Limited ("Transferee Company")			Category	Pre	Post			
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			No. of shares	%	No. of shares	%
		Promoter	22,38,065	60.33	1,05,93,149	70.46
		Public	14,71,935	39.67	44,40,835	29.54
		<b>Total</b>	<b>37,10,000</b>	<b>100.00</b>	<b>1,50,33,984</b>	<b>100.00</b>

For HCKK Ventures Limited

Prashant Agarwal

Company Secretary cum Compliance Officer

Date: 19<sup>th</sup> November, 2024