

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

October 14, 2023

To  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
Scrip Code: 512038

## **Sub.: Outcome of Board Meeting.**

Dear Sir/Ma'am,

Pursuant to Regulations 29 & 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board Meeting of the Company was held on Saturday, the 14<sup>th</sup> day of October, 2023 at 4 P.M., where the Board inter alia has considered and approved the following:

1. The Board has considered and take on record the Valuation Report of the Company dated October 14, 2023 received from Mr. Bhavesh M Rathod, IBB Valuer for the Company along with Valuation Report of ALTRR Software Services Limited.
2. The Capital Structure of M/s. ALTRR Software Services Limited consist of (a) issued and paid up capital of Rs. 27,70,120 consist of 2,77,012 equity shares of Rs. 10/- each. And (b) Fully paid up convertible debentures of Rs. 2,49,880 consist of 24,988 debentures convertible into equity shares of M/s. ALTRR Software Services Limited within 18 months from the date of its subscriptions (September 19, 2023) and the CCD's are pari passu with the existing equity shares on all aspects till the time of its conversion into equity shares.
3. Pursuant to the recommendation made by the Audit Committee in its meeting dated October 14, 2023, the Board took on record the Enterprise valuation of ALTRR Software Services Limited at Rs. 75,50,00,000 (Rupees Seventy Five Crore Fifty Lakh) which includes existing equity shares capital plus the CCD's capital that to be convertible at a later stage (on or before March 18, 2025).
4. The Board decided to take over the businesses and management of M/s. ALTRR Software Services Limited and against valuation of Rs. 75,50,00,000 (Rupees Seventy Five Crore Fifty Lakh) against issue of shares and the CCD's (with the same T& C of conversion in shares) of ALTRR Software Services Limited as per the valuation and compliance with Chapter V Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the CCD's shall to be convertible at a later stage (on or before March 18, 2025) in one or multiple tranches into the equity shares of the Company as per the valuation as finalized and approved by the members and also in accordance provisions of the Companies Act, 2013 and rules framed there under.
5. Pursuant to Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company decided to take over the management control of ALTRR Software Services Limited at Rs. 75,50,00,000/- (Rupees Seventy

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

Five Crore Fifty Lakh) against issue of equity shares of the Company to the shareholders and the CCD Holders of ALTRR Software Services Limited at an issue price of Rs. 89.29/- per share of the company.

- 5.1 the company will be issue total 84,56,031 fully paid of equity shares of face value of Rs . 10/- each to the stake holders of consist of (a) existing issued and paid up capital of Rs. 7,75,63,360 consist of 77,56,336 equity shares of Rs. 10/- each and (b) existing fully paid up convertible debentures of Rs. 69,96,650 consist of 6,99,665 debentures convertible into equity shares of M/s. ALTRR Software Services Limited within 18 months from the date of its subscriptions (September 19, 2023);
  - 5.2 The existing shareholders of the M/s. ALTRR Software Services Limited holding of 277,012 equity shares will receive 77,56,336 equity shares of face value of Rs.10/- each ; and
  - 5.3 The existing debenture holders of the M/s. ALTRR Software Services Limited holding of 24,988 fully convertible debentures, at the discretion of the Board, on or before the date of conversion March 18, 2025 will receive 6,99,665 equity shares of face value of Rs. 10/- of the company in one or multiple tranches;
  - 5.4 This above issue is treated as conversion and subscription for cash.
6. The company subject to necessary statutory approval and applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other approvals, if any, will issue of shares/ CCDs to the respective shareholders and CCD holders of ALTRR Software Services Limited belongs to promoter and non-promoters by swap of shares and CCDs against the said aggregate consideration of Rs. 75,50,00,000/- (Rupees Seventy Five Crore Fifty Lakh).
  7. After this new allotment of shares (by way of swap of shares basis) M/s. ALTRR Software Services Limited will become a 100% subsidiary of the Company.
  8. This transaction also amounting to a related party transaction under section 188 of the companies Act, 2013 read with regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company will take appropriate approval from the members.
  9. To accommodate the fresh issue of the capital by way of swap of shares, the company needs to increase its authorized capital from Rs. 20,00,00,000 to Rs. 25,00,00,000. The Company pursuant to section 61 read with section 64 and 13 will take appropriate approval from the members under the Companies Act, 2013.
  10. The Preferential allotment of Equity Shares and CCDs by swap is subject to Chapter V of SEBI (ICDR) Regulations, 2018 and section 42/62/71 of the Companies Act, 2013 and necessary approvals from the members. The Company will take appropriate approval from the members.
  11. The Company will make necessary application of Mr. Kedar Arvind Kulkarni (holding 18 Equity Shares) under regulation 31A of the SEBI (LODR), 2015 for reclassification from promoter category to public category.
  12. Other material information /details are as separately given below with this outcome

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

The meeting of Board of Directors commenced at 4 P.M. and concluded at 10 P.M.

Kindly take the same on records.

Thanking You,  
For TCC Concept Limited

Umesh Kumar Sahay  
Managing Director  
DIN: 01733060

Encl.: As Above

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

THE DETAILS REQUIRED TO BE DISCLOSED PURSUANT TO MASTER CIRCULAR NO. SEBI/HO/CFD/POD2/CIR/P/2023/120 DATED 11 JULY, 2023 AND SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED 13 JULY, 2023 ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA IS ANNEXED AS FOLLOWS:

**TABLE I: DETAILS OF ACQUISITION (INCLUDING AGREEMENT TO ACQUIRE):**

Sr. No.	Particulars	Information
1	Name of the target entity, details in brief such as size, turnover etc.;	ALTRR SOFTWARE SERVICES LIMITED  Paid up capital: Rs. 27,70,120 Net worth as on 31.03.2023: NA Turnover as on 31.03.2023: NA
2	Whether the acquisition would fall within related party transaction(s) and  Whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	Yes.  Yes, the promoter/ promoter group/ group companies are interested in the entity.  Nature of Interest: they are also acquiring equity shares under preferential issue by way of Swap of Equity Shares  The Company is acquiring 277012 equity share at Rs. 2500/- per shares (including premium of Rs. 2490/- per equity share) by way of swap of share.  Yes, transaction is done at "arm's length" as per the price arrived based of Valuation report received from Registered Valuer
3	Industry to which the entity being acquired belongs	Information Technology related to Real Estate
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The company decided to takeover M/s. ALTRR Software Services Limited whose business activities are strategically suitable in accordance with Company's business plan.  Also, by this conversion and issue of new shares, the wealth of the Shareholders and other stake holders will increase.
5	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable except Company will take necessary in principle approval of BSE Limited in due course as per provision of SEBI (ICDR) Regulations, 2018.

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

6	<b>Indicative time period for completion of the acquisition</b>	Company shall complete acquisition (preferential issue) within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the it shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s)
7	<b>Nature of consideration - whether cash consideration or share swap and details of the same</b>	Share swap.  The Company will issue 28 equity shares against each shares of ALTRR SOFTWARE SERVICES LIMITED
8	<b>Cost of acquisition or the price at which the shares are acquired</b>	89.29/- per equity share
9	<b>Percentage of shareholding / control acquired and / or number of shares acquired;</b>	Percentage of share acquired : 100 %  Number of shares acquired: 277,012 Equity shares
10	<b>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);</b>	ALTRR SOFTWARE SERVICES LIMITED incorporated on 29/05/2023 under Companies Act, 2013 having CIN: U62013PN2023PLC221028 and registered office of the situated at 6th Flr, VB Capitol Bldg Range Hill Road, Aundh, Pune, Haveli, Maharashtra, India, 411007.  The Company engaged in business to carry on the business of conceiving, developing, operating, licensing, marketing and distribution of business solutions, program, software using technology or otherwise and provider of information, analytics, consulting and marketing services in the real estate sector, as dealers, resellers, house and estate agents, auctioneers, lessors, builders, developers, experts, advisers, surveyors. planners, furnishers, designers in real estate. immovable and movable properties and for that purpose, acquire, hold, mortgage, take on lease, exchange or otherwise acquire, improve, manage, survey, develop, sell, deal, dispose off, turn to account or otherwise deal, prepare, layouts, prepare building sites, and to construct, reconstruct. repair, remodel,

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

	<p>pulldown, alter, improve, decorate, furnish and maintain immovable and movable properties, other properties, lands, flats, mainsonetts, dwelling houses, shops, offices, markets, commercial complex, theatre, clubs, factories, work shops and other fixtures, industrial parks, growth centers, business centers, houses, hotels, hotels cum holiday resorts, factories. warehouses, buildings and other commercial, educational purposes and convenience and structures being residential, office, industrial or commercial.</p> <p>The Company is recently incorporated on 29/05/2023 in India hence to provide information of history of last 3 years is not applicable.</p> <p>Other details of the Company as given below:</p> <p>Turnover as on 31.03.2023: N.A.</p> <p>Name of country in which company has Presence of business : India</p>
--	--

**TABLE II: DETAILS OF ISSUANCE OF SECURITIES:**

Sr. No.	Particulars	Information
a.	<b>Type of securities proposed to be issued (viz. equity shares, convertibles etc.)</b>	Equity shares and Compulsory Convertible Debentures
b.	<b>Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)</b>	Preferential allotment / issue in terms of SEBI ICDR Regulations and other applicable law.
c.	<b>Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)</b>	1) 77,56,336 equity shares of the Company on preferential basis by swap against 2,77,012 Equity Shares of ALTRR Software Services Limited at a ratio of 28:1; and 2) 6,99,665 Compulsory Convertible Debenture (later on converted in equity shares) of the Company on preferential basis by swap against 24,988 Compulsory Convertible Debenture (CCD) of ALTRR Software Services Limited at a ratio of 28:1.
d.	<b>In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):</b>	

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

	<b>i. Names of the investors</b>	As mentioned in <b>Schedule – A</b>
	<b>ii. Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;</b>	Not applicable.
	<b>iii. In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;</b>	Not applicable.

## Schedule – A

<b>Name of the Proposed Allottee</b>	<b>Category of Allottee</b>	<b>Maximum Nos. of Equity Shares/ Compulsory Convertible Debentures to be allotted</b>
UMESH KUMAR SAHAY	Promoter	28,00,000
ABHISHEK NARBARIA	Promoter	17,94,576
HARSHAL CHADNRAKANT MORDE	Public	4,48,000
ANURADHA HARSHAL MORDE	Public	4,48,000
MORDE FOODS PRIVATE LIMITED	Public	3,28,496
NIKHIL DILIPBHAI BHUTA	Promoter	2,03,644
Sandeep Shridhar Ghatе	Public	2,03,644
Moheet Vinodkumar Agrawal	Public	1,40,000
SHALINI CHANDRAKANT MORDE	Public	1,12,000
AMIT NARBARIA	Promoter	1,01,808
Chirag Karsandas Bathia	Public	1,01,808
Vineet Arora	Public	1,01,808
MANOJ DATTATRAY GHULE	Public	61,600
DHANESH DATTATRAY GHULE	Public	61,600
BRIDGEMONTE ADVISORS PVT LTD	Public	57,120
ADITYA SAHAYA	Public	56,000
SAMEER VASANT MORDE	Public	56,000
SANJAY BHIVSEN MORDE	Public	56,000
KISHOR EKNATH MORDE	Public	56,000
VASANT EKNATH MORDE	Public	56,000
ADITI UMESH SAHAI	Promoter	50,904
Akash Haresh Savlani	Public	50,904
Amogh Girish Brahme	Public	50,904
MARIETTA BARRETO	Public	50,400
ANJALI MAHESH CHAUDHARI	Public	33,600
ASHWINI SAGAR DHOMSE	Public	33,600
MAHESH ASHOK MORDE	Public	33,600
SUPRIYA TEJAS BHOITE	Public	33,600
KALAWATI KISHOR THAKKAR	Public	28,000

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

VIKRANT J BAIJAL	Public	28,000
NOZER GUSTAD COMMISSARIAT	Public	28,000
SHRIDHAR SALUNKE	Public	23,520
SANDEEP NANABHAU DOKE	Public	22,400
ANIL EKNATH MORDE	Public	22,400
Sudhir Eknath Morde	Public	22,400
VIKAS DIGAMBAR GAIKWAD	Public	17,360
ANKUSH ASHOK MORDE	Public	16,800
NARENDRA D DHUMAL	Public	16,800
NEHA AGRAWAL	Public	16,800
SANJAY BHRAMAJI AWATE	Public	16,800
Shubhangi Sanjay Awate	Public	16,800
NAZMA VARUN MORDE	Public	11,201
AMEIHYAA MOARDE	Public	11,200
Atul Rakesh Sethi	Public	11,200
BHALERAO USHA BABAN	Public	11,200
KANTILAL DATTATRAY THUBE	Public	11,200
KAPIL NARENDRA THORAT	Public	11,200
MANGESH S SHETE	Public	11,200
Manisha Harshal Shah	Public	11,200
MEGHANA MORE	Public	11,200
Mohan Dwarkanath Deshpande	Public	11,200
NARENDRA SITARAM THORAT	Public	11,200
Nilesh Nivrutti Morde	Public	11,200
Omkar Kishor Morde	Public	11,200
PRATIBHA BHARAT MORDE	Public	11,200
Pushpa S Gaikwad	Public	11,200
RAHUL CHANDRAKANT NIGHOT	Public	11,200
Rahul Chowdhury	Public	11,200
SARIKA KAILASH MORDE	Public	11,200
SHASHANK ACHYUT JOSHI	Public	11,200
BALASAHEB S THORAT	Public	10,080
Deepak Ashok Nikam	Public	8,960
MORDE RAJKIRAN VILAS	Public	8,960
SAMIDHA GANESH KALOKHE	Public	8,960
Girish Ashok Morde	Public	8,400
ERANDE SANDIP HARIDAS	Public	7,280
Shweta Anil Morde	Public	6,720
Avinash Nivruti Morde	Public	6,720
RAJASHRI AMIT KADLAG	Public	5,600
Aditya Ajit Kaware	Public	5,600
AJIT KISAN GHULE	Public	5,600
Ankush Dattatray Nighot	Public	5,600



# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

CHIRAG VILAS SHERKAR	Public	5,600
DHANANJAY SHAMRAO SHERAKAR	Public	5,600
Ganesh Nivruti Morde	Public	5,600
GUNDPATIL PRADIP	Public	5,600
HARSHAD DASHRATH SUTAR	Public	5,600
JALINDER SHANKAR KAUDARE	Public	5,600
Janardhan Shripati Gawade	Public	5,600
JYOTSNA RAO DAWANDE	Public	5,600
MADAN DWARKANATH DESHPANDE	Public	5,600
NITIN VILAS DANGAT	Public	5,600
PARAG VILAS SHERKAR	Public	5,600
PRATIK MADHUKAR POKHARKAR	Public	5,600
RAHUL S BANKAR	Public	5,600
RAJENDRA DATTATRAY DHUMAL	Public	5,600
Ramanukolunu Sainadha Charyulu	Public	5,600
RESHMA NILESH THORAT	Public	5,600
RINKU RAMRATAN SINGH	Public	5,600
SAGAR SHRIKANT JADHAV	Public	5,600
SANJAY DATTATRAY PATIL	Public	5,600
Smita Anil Khandare	Public	5,600
Vaibhav Vijay Morde	Public	5,600
VILAS DATTATRAY SHERKAR	Public	5,600
Vitthal Baban Walke	Public	5,600
AMITA PRADHAN	Public	5,040
RAJESH POOJARI	Public	5,040
Akhil Vinay Kapadia	Public	4,480
Aneesa Turab Kapadia	Public	4,480
Manish Shrikant More	Public	4,480
Varsha Pravin Rane	Public	4,480
AAROHI AMIT MAHAJAN	Public	3,360
Javed Iqbal Merchant	Public	3,360
Jennifer Coutinho	Public	3,360
Mayur Vishnu Thorave	Public	3,360
Mishra Shashinath B	Public	3,360
RAVINDRA BHAGWANT CHAUDHARI	Public	3,360
RUPESH ASHOK MORDE	Public	3,360
SAYALI SANDEEP GANJALE	Public	3,360
SHARAD VITTHAL VAIDYA	Public	3,360
SHASHIKALA SUBHASH PADALE	Public	3,360
SHUBHANGI AMBADAS KANADE	Public	3,360
SOYAOLA RAIHING SHIMRAH	Public	3,360
SUHAS REVENDEKAR	Public	3,360
Swarali Pravan Thorat	Public	3,360

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

Ashwini Girish Morde	Public	2,800
LADHANI N HARDEEK	Public	2,800
RADHIKA RAM MORDE	Public	2,800
RAJSHREE SANKET THUMBRE	Public	2,800
SAILEE RAM MORDE	Public	2,800
SIDDHESH RAM MORDE	Public	2,800
Siddhesh Sahadeo Waman	Public	2,800
Rutuja Mahendra Jeve	Public	2,240
AMARNATH RAJENDRA THORAT	Public	2,240
Anuj Bharat Morde	Public	2,240
Anushka Kantilal Thube	Public	2,240
GANESH BALKRUSHNA POTE	Public	2,240
GULAB PANDHARINATH PILANE	Public	2,240
GULAB VITTHAL KEDARI	Public	2,240
HARSHVARDHAN CHAUHAN	Public	2,240
JITENDRA DATTATRAY PINGLE	Public	2,240
LAKSHMAN SINGH	Public	2,240
MADHAV SAMBHAJI NIGHOT	Public	2,240
MANALI ANKUSH MORDE	Public	2,240
Manoj jijaba Bhor	Public	2,240
NEETA SHANTARAM PHALKE	Public	2,240
Prafulla c Wadmare	Public	2,240
Ratna sandeep Ishi	Public	2,240
Rohan Samir More	Public	2,240
SACHIN M MADHURWAR	Public	2,240
SANDEEP KHANDU LOHAKARE	Public	2,240
SANDIP RAKHMAJI KALE	Public	2,240
SANJAY SADASHIV JADHAV	Public	2,240
SHASHIKALA UMASHANKAR TIWARI	Public	2,240
SHINDE NILESH MALHAR	Public	2,240
Shrusti Manoj Bhor	Public	2,240
Thorat Ramesh M	Public	2,240
VASANT SHANTARAM MATHE	Public	2,240
Yogesh Kishor Kurhade	Public	2,240
PARAG KANHERE	Public	1,904
RAHUL RAMAKANT JADHAV	Public	1,680
RAMESH SURYAKANT MAYEKAR	Public	1,120
Dipika Shamrao Sherkar	Public	1,120
Durve prasad	Public	1,120
HARISH SURESH KAMBLE	Public	1,120
KAUSTUBH MANOHAR TAMBE	Public	1,120
SHRIKANT BALKRUSHNA POTE	Public	1,120
SURYAPRAKASH PRABHURAM PUROHIT	Public	1,120

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

Meena Sahadeo waman	Public	672
Sameer V Dumbre	Public	560
Shraddha Abhishek Kadam	Public	448
<b>Total</b>		<b>84,56,001</b>

**AGREEMENTS (VIZ. LOAN AGREEMENT(S) OR ANY OTHER AGREEMENT(S) WHICH ARE BINDING AND NOT IN NORMAL COURSE OF BUSINESS, REVISION(S) OR AMENDMENT(S) AND TERMINATION(S) THEREOF: ONLY IMPORTANT TERMS AND CONDITIONS WHICH MAY BE AS UNDER NEEDS TO BE DISCLOSED:**

<b>Name(s) of parties with whom the agreement is entered</b>	ALTRR SOFTWARE SERVICES LIMITED, their Shareholders and Debenture Holders (CCD Holders)
<b>purpose of entering into the agreement</b>	Share Swap and Debenture Swap (CCD)
<b>size of agreement</b>	For Share Swap Agreement : Rs. 692,530,000/- For CCD Swap Agreement : Rs. 62,470,000/-
<b>shareholding, if any, in the entity with whom the agreement is executed;</b>	NIL
<b>significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;</b>	<p><b>For Share Swap Agreement</b></p> <ul style="list-style-type: none"><li>- Company agrees to purchase 100 % equity shares from all shareholders of ALTRR SOFTWARE SERVICES LIMITED on the Closing Date, free and clear of all Liens, the Shares, which represent 100% of the issued and paid up ownership interests in the ALTRR SOFTWARE SERVICES LIMITED</li><li>- The Company and the Sellers (Shareholders of ALTRR SOFTWARE SERVICES LIMITED) relied upon the valuation report issued by Mr. Bhavesh Rathod, Chartered Accountants (ICAI Membership No.: 119158 &amp; IBBI Reg. No.: IBBI/RV/06/2019/10708)</li><li>- The Purchase Price, i.e. 28 shares of the Purchaser Company (TCC Concept Limited) shall be issued to the Sellers (Shareholders of ALTRR SOFTWARE SERVICES LIMITED) for a value of Rs. 89.29/- per share of face value of Rs.10/- each against 1 share held by the Sellers in the seller company. This purchase consideration shall be paid by way of swap of shares between the purchaser and the sellers.</li></ul>

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

- The Purchaser shall credit the equity shares of Purchaser Company to the respective Demat account of the Sellers at a Purchase Price (swap ratio) in proportion to their respective share holdings in seller company after receipt of in principle approval under regulation 28(1) of SEBI (LODR) Regulation, 2015 from BSE.
- Similarly, the Sellers shall transfer the equity shares of the Seller Company to the Purchaser by crediting the same through "Delivery Instruction Slip" or any other manner permissible under the applicable laws

## **For Debenture (CCD) Swap Agreement**

- Company agrees to purchase 100 % Compulsorily convertible Debentures from all Compulsorily convertible Debentures of ALTRR SOFTWARE SERVICES LIMITED on the Closing Date, which are free and clear of all Liens,
- The Company and the Sellers (Debenture holders of ALTRR SOFTWARE SERVICES LIMITED) relied upon the valuation report issued by Mr. Bhavesh Rathod, Chartered Accountants (ICAI Membership No.: 119158 & IBBI Reg. No.: IBBI/RV/06/2019/10708)
- The Purchase Price, i.e. 28 CCD of the Purchaser Company (TCC Concept Limited) shall be issued to the Sellers (CCD holders of ALTRR SOFTWARE SERVICES LIMITED) for a value of Rs. 89.29/- per Debenture of face value of Rs.10/- each against 1 CCD held by the CCD holders in the seller company. This purchase consideration shall be paid by way of swap of CCD between the purchaser and the sellers.
- The Purchaser shall credit the CCD of Purchaser Company to the respective Demat

# TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

	<p>account of the Sellers at a Purchase Price (swap ratio) in proportion to their respective CCD holdings in seller company after receipt of in principle approval under regulation 28(1) of SEBI (LODR) Regulation, 2015 from BSE, if any.</p> <p>Similarly, the Sellers shall transfer the CCDs of the Seller Company to the Purchaser by crediting the same through "Delivery Instruction Slip" or any other manner permissible under the applicable laws</p>
<b>Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;</b>	YES. Promoters of both ALTRR SOFTWARE SERVICES LIMITED and Company are common.
<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";</b>	Yes.  Transaction is done at "arm's length" considering valuation received from registered Valuer
<b>in case of issuance of shares to the parties, details of issue price, class of shares issued;</b>	Equity share and CCDs will be issued at Rs. 89.29 per Equity share / CCDs (including 79.29/- premium and Rs. 10 Face Value)  Class of securities Issued: Equity shares and CCD
<b>in case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis;</b>	NA
<b>any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;</b>	Not applicable  No potential conflict of interest arising out of these agreements.