



Value through values

SANGAM (INDIA) LIMITED

CIN : L17118 RJ 1984 PLC 003173

Regd. Office : P.B. No. 90, ATUN, Chittorgarh Road

Bhilwara - 311001, Rajasthan, INDIA.

Phone : + 91-1482-245400-06, Fax : + 91-1482-245450

Website: www.sangamgroup.com, E-mail : secretarial@sangamgroup.com

We run on

SAP HANA

Ref: SIL/SEC/2021/

Date: 20th April, 2021

The Manager
Department of Corporate Services
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051
Scrip Code: 5251

The Manager,
Department of Corporate Services,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
MUMBAI - 400 001
Scrip Code: 514234

Sub: Notice of Meeting of the Equity Shareholders convened pursuant to the directions of the National Company Law Tribunal, Jaipur Bench

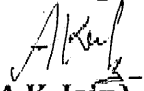
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; we wish to inform you that pursuant to the Order of the National Company Law Tribunal, Jaipur Bench passed on April 1, 2021 under Section 230 to 232 of the Companies Act, 2013 (the 'Act') in the Company Application No. (CAA)- 216/230-232/JPR/2020, a meeting of the Equity Shareholders of Sangam (India) Limited is being convened on Saturday, 22nd May, 2021 at 10.30 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM") in compliance with the applicable provisions of the Companies Act, 2013 and General Circulars No. 14/2020 dated 8th April 2020 and No. 17/2020 dated 13th April 2020 issued by Ministry of Corporate Affairs, Government of India ('MCA Circulars'), for approval of the arrangement embodied in the Scheme of Merger of Sangam Lifestyle Venture Limited ("Transferor Company") with Sangam (India) Limited ("Applicant/Transferee Company") and their respective shareholders ("the Scheme")

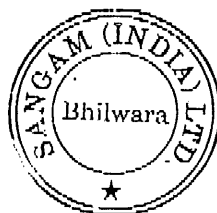
We are enclosing herewith the copy of the notice of the Meeting. The said notice is also available on the Company's website www.sangamgroup.com.

We request you to take the same on record.

Thanking you.

Yours faithfully,
For Sangam (India) Limited


(A.K. Jain)
Company Secretary
FCS - 7842



SANGAM (INDIA) LIMITED

Regd. Office: Atun, Chittorgarh Road, BHILWARA-311001 (Rajasthan)

Corporate Identity Number (CIN): L17118RJ1984PLC003173

Phone: + 91 1482 245400 Fax: +91 1482 245450

Email: secretarial@sangamgroup.com ; Website: www.sangamgroup.com

NOTICE TO EQUITY SHAREHOLDERS

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF SANGAM (INDIA) LIMITED CONVENED PURSUANT TO THE ORDER DATED 1ST APRIL, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, JAIPUR BENCH

Day	SATURDAY
Date	22nd May, 2021
Time	10:30 AM
Venue	In view of the ongoing COVID-19 pandemic and related social distancing norms, as per the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench, the meeting shall be conducted through video conferencing / other audio-visual means.

E-VOTING

Start Date	Monday, 17th May, 2021 at 09:00 AM
End Date	Friday, 21st May, 2021 at 05:00 PM

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BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
JAIPUR BENCH
C.A. (CAA)- 216/230-232/JPR/2020

IN THE MATTER OF SECTION 230-232 OF THE COMPANIES ACT, 2013 READ WITH THE
COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

AND
IN THE MATTER OF SCHEME OF MERGER
OF
SANGAM LIFESTYLE VENTURE LIMITED WITH SANGAM (INDIA) LIMITED

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT
COMPANY SANGAM (INDIA) LIMITED**

To,

The Equity Shareholders of Sangam (India) Limited

NOTICE is hereby given that by an order dated 1st April, 2021 in the above mentioned Scheme of Merger, the Hon'ble National Company Law Tribunal ("NCLT"), Jaipur Bench has directed that a meeting of Equity Shareholders of the Applicant Company, be convened and held through Video Conferencing/Other Audio Visual Means ("VC/OAVM") for the purpose of considering, and if thought fit, approving with or without modifications the Scheme of Merger of Sangam Lifestyle Venture Limited ("**Transferor Company**") with Sangam (India) Limited ("**Applicant/Transferee Company**") and their respective shareholders ("**the Scheme**") under Sections 230 to 232 read with Companies (Compromises, Arrangements and Amalgamations) Rule, 2016.

TAKE FURTHER NOTICE THAT the Hon'ble NCLT has appointed Mr. Prashant Mehta, IAS Retd., Gwalior as Chairperson, Mr. Anuroop Singhi, Advocate, Jaipur as the Alternate Chairperson and Mr. Pradeep Pincha, Practicing Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner for the said meeting. The abovementioned Scheme of Amalgamation, if approved by the Shareholders, will be subject to the subsequent approval of the Hon'ble NCLT and other applicable regulatory authorities.

This notice is given for transacting the special business mentioned below to be passed through e-voting at such NCLT Convened Meeting or by remote e-voting, pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Section 108 of the Companies Act, 2013 read with the relevant rules made thereunder.

In pursuance of the said Order and as directed therein further Notice is hereby given that a Meeting of the Equity Shareholders of the said Applicant company will be held on Saturday, 22nd May, 2021 at 10.30 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means

("OVAM") in compliance with the applicable provisions of the Companies Act, 2013 and General Circulars No. 14/2020 dated 8th April 2020 and No. 17/2020 dated 13th April 2020 issued by Ministry of Corporate Affairs, Government of India ('MCA Circulars') to transact the following business:

1. To consider and, if thought fit, to pass with or without modification(s) and with requisite majority, the following resolution under Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company for approval of the arrangement embodied in the Scheme of Merger of Sangam Lifestyle Venture Limited ("**Transferor Company**") with Sangam (India) Limited ("**Applicant/Transferee Company**") and their respective shareholders ("**the Scheme**") as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 230-232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities Exchange Board of India Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017 and Circular No CFD/DIL3/CIR/2018/2 dated 3rd January, 2018 and subject to provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Jaipur Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Merger of Sangam Lifestyle Ventures Limited with Sangam (India) Limited and their respective Shareholders ('the Scheme'), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Due to difficulty in dispatch of the Notice along with the explanatory statement by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility or through e-voting during the meeting. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars. Only those Members, who will be present in the Meeting through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.

Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the General Meeting 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 meeting is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

The members may refer to the Notes to this Notice for the details of remote e-voting. The voting rights of the Equity Shareholders shall be in proportion to their Equity Shareholding in the Company as on closure of business hours on Friday, 14th May, 2021 (**'Cut-off Date'**). As directed by the Hon'ble NCLT, the Applicant Company is convening a Meeting of its Equity Shareholders, who are required to pass the resolution approving the Scheme by, inter-alia, e-voting.

The above mentioned Merger, if approved by the Meeting, will be subject to the subsequent approval of the Hon'ble NCLT, Jaipur Bench.

(Prashant Mehta)
Chairperson appointed for the Meeting

Place: Bhilwara
Date: 20th April, 2021

Notes:

1. In view of the continuing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 08th April 2020, Circular No.17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ('MCA') followed by Circular No. 20/2020 dated 5th May 2020 and Circular No. 39/2020 dated 31st December, 2020, physical attendance of the Members to the National Company Law Tribunal ('NCLT') convened meeting ('the meeting') venue is not required and the meeting be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the ensuing meeting through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and above mentioned MCA Circulars, the meeting of the Company is being held through VC / OAVM.
2. The Notice is being sent to/ published/ displayed for all the Equity Shareholders, whose names appear in the register of members/ list of beneficial owners as received by Bigshare Services Private Limited on Friday, 09th April, 2021.
3. Institutional investors, who are members of the Company, are encouraged to attend the meeting of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the meeting through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ppincha@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
4. The Explanatory Statement pursuant to Section 230(3) and 102 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 setting out the material facts concerning the Special Business is annexed hereto.
5. All the documents referred to in the accompanying notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on secretarial@sangamgroup.com
6. The Members can join the meeting 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 meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include the Chairperson of the Meeting, 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. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

7. The attendance of the Members attending the meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08th April 2020, 13th April 2020 and 05th May 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the meeting. 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 agency. The facility of casting votes by a member using remote e-voting system on the date of the meeting will be provided by CDSL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the meeting along with the Explanatory Statement is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/ Registrar & Transfer Agent and has been uploaded on the website of the Company at sangamgroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
10. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

To facilitate such members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Transfer Agent i.e., Bigshare Services Private Limited, for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:

 - i. 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.
 - ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

11. The Hon'ble National Company Law Tribunal, Jaipur bench, has appointed Mr. Pradeep Pincha, Practicing Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. The result of e-voting will be announced within 48 hours after the close/end of the EGM and will be available at bseindia.com, nseindia.com and Company website at www.sangamgroup.com
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 17th May, 2021 at 9:00 AM and ends on 21st May, 2021 at 5:00 PM. 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 14th May, 2021 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - MyEasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy)

Bank Details OR Date of Birth (DOB)	format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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 as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant i.e. Sangam (India) Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THEAGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available one hour after conclusion of the EGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 email address ppincha@gmail.com and to the Company at the email address viz; secretarial@sangamgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
JAIPUR BENCH
C.A. (CAA)- 216/230-232/JPR/2020

IN THE MATTER OF THE COMPANIES ACT, 2013 SECTION 230-232 READ WITH THE
COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

AND
IN THE MATTER OF SCHEME OF MERGER
OF
SANGAM LIFESTYLE VENTURE LIMITED WITH SANGAM (INDIA) LIMITED

**EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1) AND (2) AND 102 OF THE
COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES,
ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

Pursuant to the order dated 1st day of April 2021, passed by the Hon'ble National Company Law Tribunal, Jaipur Bench at Jaipur (the "NCLT"), in Company Scheme Application No. 216/230-232/JPR/2020 of 2020 ("Order"), a meeting of the equity shareholders of Sangam (India) Limited (hereinafter referred to as the "Applicant Company" or the "Transferee Company" or "Sangam" as the context may admit) will be held on Saturday, 22nd May, 2021 at 10.30 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM") for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Merger between Sangam (India) Limited and Sangam Lifestyle Venture Limited and their respective shareholders (**'the Scheme' or 'this Scheme'**) under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme"). Sangam (India) Limited and Sangam Lifestyle Venture Limited are together referred to as the ("the Companies").

1. The terms used herein but not defined, shall have the meaning assigned to them in the Scheme, unless otherwise stated.
2. In terms of the said Order, the quorum for the aforesaid meeting of the Equity Shareholders of the Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013 which shall be 30 (thirty) equity shareholders present in person. Further in terms of the said Order, NCLT, has appointed Prashant Mehta, IAS Retd., Gwalior as Chairperson and Mr. Anuroop Singhi, Advocate, Jaipur as the Alternate Chairperson, of the meeting of the Applicant Company including for any adjournment or adjournments thereof.
3. This statement is being furnished as required under Sections 230(3), and 102 of the Companies Act, 2013 (the "Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").
4. As stated earlier, NCLT by its said Order has, inter alia, directed that a meeting of the equity shareholders of the Applicant Company shall be convened and to be held on

Saturday, 22nd May, 2021 at 10.30 a.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OVAM”) for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Since, the Applicant Company is seeking the approval of its equity shareholders to the Scheme by way of voting through remote e-voting and e-voting at venue of EGM.

5. Based upon the recommendations of the Audit Committee and on the basis of the evaluations, the Board of Directors of the Applicant Company has come to the conclusion that the Scheme is in the best interest of the Applicant Company and its Shareholders.
6. In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be acted upon only if a majority in persons representing three fourths in value of the equity shareholders, of the Applicant Company, voting in person through VC/ OAVM or e-voting, agree to the Scheme.
7. A copy of the Scheme, which has been, inter alias, approved by the Audit Committee and the Board of Directors of the Applicant Company at their respective meetings held on 14th September, 2021, is enclosed as **Annexure**.

8. **BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:**

Sangam (India) Limited (Applicant Company)

- i. The Applicant Company, Sangam (India) Limited, was incorporated under the provisions of the Companies Act, 1956 on 29.12.1984 vide CIN L17118RJ1984PLC003173 in the State of Rajasthan. The Company was incorporated to carry, inter alia, on the business of manufacturing, Spinning, weaving and finishing of textiles etc. Permanent Account Number of the Applicant Company is AACCS0486K.
- ii. The registered office of the Company at present is situated at Atun, Chittorgarh Road, Bhilwara, 311001 (Rajasthan).
- iii. The share capital of Transferee Company as at March 31, 2021 is as under:

Particulars	Amount (Rs.)
<u>Authorised Capital</u>	
6,40,00,000 Equity Shares of Rs. 10/- each	64,00,00,000
1,85,00,000 Non-cumulative Redeemable Preference Share of Rs.10/- each	18,50,00,000
Total	82,50,00,000
<u>Issued, Subscribed and Paid up Capital</u>	
4,34,21,559 Equity Shares of Rs. 10/- each	43,42,15,590
Total	43,42,15,590

The company has issued 40,00,000 Equity Shares of Rs. 10/- at Issue Price of Rs.50/- per shares as Preferential Issue of Shares to Promoters of the company after submission the Scheme to the Hon'ble NCLT.

- iv. The Equity shares of the Company are Listed with BSE Limited and National Stock Exchange of India Limited.
- v. The objects for which the Applicant Company has been established are set out in its Memorandum of Association. They are briefly as under:
 - 1. To manufacture, sell, purchase, export, import or otherwise deal in Cotton, Synthetic and Blended Yarn, Cloth, Synthetic Fibre, Textile materials, and/or any product from such raw materials or Textile material.
 - 2. To process, weave, comb, spin, due, bleach, finish, laminate and or make marketable any fibre (Cotton or Synthetic), cloth, thread, yarn and more specifically Jute, hemp, silk, cotton, wool, mesta, nylon, terene, staple and or synthetic fibre or any description and varieties.
 - 3. To manufacture, sell, purchase, export, import and or otherwise deal in all types of textile chemicals, textile colours and other Chemicals, including Acids of all varieties and description.
 - 3a. To undertake the business of manufacturing, trading, dealing, import, export, for its own use or for others as sellers, traders, dealers, exporters, importers, developers, agents, stockists, distributors, processors, franchise holders, designers, repair, maintainers, consultants of computer systems, computer peripherals and accessories, computer components, computer consumables like floppy disks, diskettes, hard disks, ribbons, computer stationery computer hardware and software packages, computer education, computerized job work like multimedia, internet services, website, email, e-commerce etc. and telecommunication systems, electrical and electronic items considered as integral part or supplement of computer systems.
 - 3b. To set up and run College University, electronic data processing centers and to carry on business of data/word processors, development of management information system, computerization feasibility study and to conduct, run or sponsor training programs, courses, seminars for imparting or spreading the knowledge and use of computers, research and development computer programs and publishing and distribution of books, journals and course materials and to purchase, sell these products both in India and abroad.
 - 3c. To impart general engineering and computer education, research and training to any individual or body or firm or company or association or authority and to open one or more centers for the purposes and to employ necessary personnel to run the same and to do all sort of data processing jobs and to supply, arrange, provide and meet the requirements of

computer personnel of an individual or body or firm or company or association or authority, whether in India or anywhere in the world."

- 3d. To invest in/acquire/manage/assist overseas software companies for the fulfillment of above objectives and to develop, design, own TV Channel, media company.
- 3e. To carry on business a manufacturer, distributor & trader of power & electricity, telecommunication services etc.
- 3f. To carry on business as manufacturer, importers, exporters, dealers, traders, agents, stockists of Diamond, Stones and Jewellery of any metal and all types of commercial merchandise.
- 3g. To carry on the business as contractor or constructor providing all types of infrastructure facilities including construction of Road Bridges, Dams, Canals etc
- 3h. To carry on the business as manufacturer, trader, distributor, agent, stockists of Dyes and Chemical.
- 3i. To carry on the business of Horticulture, Floriculture, Sericulture, Agriculture and Marketing of Bio-Products etc.

Sangam Lifestyle Ventures Limited (Transferor Company)

- i. The Transferor Company was incorporated under the Companies Act, 2013 on 14.06.2016 vide CIN: U52609RJ2016PLC055219.
- ii. The registered office of the Company at present is situated at Atun, Chittorgarh Road, Bhilwara, 311001 (Rajasthan).
- iii. The main objects as per Memorandum of Association of the Transferor Company are as under:
 - 1. To carry on business of manufacturers, importers and exporters, wholesale and through retail formats and including but not limited to hyper markets, super markets, mega stores/discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through internet and other forms and multi-level channel for all products and services, dealing in all kind of goods, materials and items including but not limited to men's, women's and children clothing and wearing apparel of every kind, nature and description including sportswear, Yoga wear, maternity wear, leisure wear, night wear, medical wear, accessories - belt, shoes, purses, wallets, spectacles, perfumes, shirts. bush - shirts,

pyjama suits, vests, underwear, suits, foundation garments for ladies dresses, all type of brassieres and panties, maternity belts, knee caps, coats, nighties and ready-made garments and hosiery made of cotton, silk, rayon, wool, nylon, man-made fibres, polyester, canvas, jute, leather, wearing attire and mantle, tailors, silk, mercers, makers and trimmings of every kind, corset makers, furriers, general drapers, hosiery, gloves, lac makers and dealers, feather dressers and merchants, hatters, any other fabric coated with any chemical or not, or other preparation and other fabric and any other business of manufacturing, processing, dyeing, bleaching, buying, selling, exchanging, importing, exporting of otherwise dealing in yarns and textiles made of cotton, silk, rayon, wool, Nylon, man- made fibers, polyester, canvas or any other substances.

2. To carry on business of all kind of goods, materials and items including but not limited to food & provisions, house hold goods, consumer durables, Jewellery, home improvement products, footwears, luggage books & stationery, health care and beauty products, toys and music, computer systems, computer peripherals, computer parts and computer consumables, all types of mobiles and tablets and its accessories, telecom products, agri input products, furniture & furnishings, automobile & accessories, acquiring and running food as may be conveniently carried on with the above business.

iv. The share capital of Transferor Company as at March 31, 2021 is as under:

Particulars	Amount (Rs.)
<u>Authorised Capital</u>	
10,00,000 Equity Shares of Rs. 10/- each	1,00,00,000
Total	1,00,00,000
<u>Issued, Subscribed and Paid up Capital</u>	
50,000 Equity Shares of Rs. 10/- each	5,00,000
Total	5,00,000

9. BACKGROUND OF THE SCHEME

- i. The Transferor company Sangam Lifestyle Ventures Limited is the wholly owned subsidiary company of the Transferee/Applicant Company Sangam (India) Limited.
- ii. The Registered office of both the companies are at same premises at Atun, Chittorgarh Road, Bhilwara-311001.
- iii. Sangam Lifestyle Ventures Limited is a wholly owned subsidiary of Sangam (India) Limited, the entire Issued, Subscribed and Paid-up Share Capital of

Sangam Lifestyle Ventures Limited is held by Sangam (India) Limited. Upon this Scheme becoming effective, Sangam (India) Limited would not be required to issue and allot any shares to the shareholders of Sangam Lifestyle Ventures limited.

- iv. The Transferee company has been prepared the Consolidated Financial Statements taking into consideration of the Financial Statements of Transferor Company. As such the Consolidated Financial Statements will be same after merger of Transferor company with Transferee Company.

10. RATIONALE OF THE SCHEME

1. With a view to maintain a simple corporate structure and eliminate duplicate corporate procedure it is desirable to amalgamate the Transferor Company with the Transferee Company and simplify decision making, regulatory compliances;
2. The amalgamation shall facilitate consolidation of the Transferor Company with the Transferee Company, in order to enable effective management;
3. The amalgamation will result in reduction in the multiplicity of legal and regulatory compliances and would create economies in administrative costs;
4. The amalgamation of Sangam Lifestyle Ventures Limited with Sangam (India) Limited would inter alia have the benefits of consolidation of operations, namely cost saving from economies of scale, pooling of resources and increased efficiency of operations.
5. This Scheme does not affect the rights and interests of the shareholders or the creditors of the Transferor Company and the Transferee Company. The shareholding and the rights of the members remain unaffected as no new shares are proposed to be issued by the Transferee Company and there is no change in the capital structure. There is no compromise or arrangement with any of the creditors of the Transferor Company and the Transferee Company and the rights of the creditors are not affected, all the Secured and Unsecured Creditors would be paid off in the ordinary course of business. Also, the net worth of the Transferee company is and will remain same post the merger.
6. This Scheme is presented under Sections 230 to 232 and other applicable provisions of Companies Act, 2013 and Rules made thereunder, if any, for amalgamation of the Transferor Company with the Transferee Company; and
7. Accordingly, this Scheme provides for the amalgamation of the Transferor Company with the Transferee Company.

11. SALIENT FEATURES OF THE SCHEME:

- i. The Scheme is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013, as may be applicable, for the amalgamation of the Transferor Company with the Applicant Company;
- ii. The Transferor Company and the Transferee Company shall make application(s) and/or petition(s) under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to the Hon'ble NCLT, Jaipur Bench for sanction of this Scheme and all matters ancillary or incidental thereto;
- iii. 'Appointed Date' means 1st April, 2020.
- iv. 'Effective Date' means the date on which the certified copy of the order of NCLT sanctioning this Scheme of Merger, is filed by the Transferor Company and the Transferee Company with the Registrar of Companies, Jaipur.
- v. Upon the Scheme becoming effective of Transferor Company with Transferee Company, Transferee Company, Sangam (India) Limited, would not be required to issue and allot any shares to the shareholders of Sangam Lifestyle Ventures limited, being the Transferor company is wholly owned subsidiary of Transferee company.
- vi. Upon the coming into effect of this Scheme, the Transferee Company shall account for the Merger of the Transferor Company in its books as per the applicable accounting principles prescribed under Indian Accounting Standards (IndAS) prescribed under the Companies Act, 2013.
- vii. With effect from the Appointed date and upto and including the Effective Date:
 - a. the Transferor Company shall carry on and be deemed to have carried on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts and investments for and on account of, and in trust for, the Transferee Company;
 - b. the Transferor Company shall carry on their business and activities with due business prudence and diligence and shall not, without prior written consent of the Transferee Company or pursuant to any pre-existing obligation, sell transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with any part of its assets nor incur or accept or acknowledge any debt, obligation or liability except as is necessary in the ordinary course of business.
 - c. All profits and income accruing or arising to the Transferor Company, and losses and expenditure arising or incurred by them (including taxes, if any,

accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of the Transferee Company;

- d. any of the rights, powers, authorities or privileges exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken for and on behalf of and as an agent for the Transferee Company;
- e. all taxes (including, without limitation, income tax, GST or any other taxes) paid or payable by the Transferor Company in respect of the operations and/or the profits of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, insofar as it relates to the tax payment (including, without limitation, income tax or any other taxes), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Transferor Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.

12. RELATIONSHIP BETWEEN THE TRANSFEROR COMPANY AND TRANSFEE COMPANY

The Transferor company is wholly owned Subsidiary of the Transferee Company.

13. CAPITAL STURCTURE PRE AND POST MERGER

- i. Upon becoming effective this Scheme, the paid up capital of the Transferor Company shall be cancelled against the Investments made by Transferee company in the shares of Transferor Company.
- ii. There will be no change in Capital Structure of the Transferee Company, being no shares will be issued or allotted to the shareholders of the Transferor company.
- iii. The Pre and Post Merger Shareholding Pattern of the Transferee Company will be same, no change.

14. GENERAL

- i. Provisions of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10,2017 and SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 3,2018 shall not apply to Schemes which solely provides for Merger of a wholly owned Subsidiary or its division with the Parent company. In this Scheme, the Transferor Company is wholly owned Subsidiary of Transferee Company.

- ii. As per the provisions of aforesaid Circulars of SEBI and Sub-regulation (6) of the Regulation 37 of the SEBI (LODR) Regulations, 2015, the Draft Scheme shall be filed with the Stock Exchanges for the purpose of disclosures and the Stock Exchange shall disseminate the Scheme documents on their Websites. The Transferee Company, being a Listed Company, has submitted the Draft Scheme to NSE and BSE on line for disclosure. The Draft Scheme has been disseminated on the Websites of NSE and BSE. No approval of Stock Exchange(s) is required for submission to the Hon'ble NCLT, Jaipur Bench.
- iii. As the provisions of aforesaid Circulars of SEBI shall not apply to this Scheme being the Transferor Company is wholly owned Subsidiary of Transferee Company, Valuation Report is not required in cases where there is no change in shareholding pattern of the Listed Entity. As per explanation given in the said Circular there will be no change in shareholding pattern in case a wholly owned subsidiary of a listed entity is merged with the parent listed entity, where the shareholders and shareholding pattern of Listed entity remains same.
- iv. As the provisions of aforesaid Circulars of SEBI shall not apply to this Scheme, Valuation Report is not required in cases where there is no change in shareholding pattern of the Listed Entity. Therefore, the Fairness opinion by a SEBI Registered merchant banker of valuation of assets is not required.
- v. The Scheme is not expected to have any adverse effects on the KMP, directors, promoters, non-promoter members, depositors, creditors, debenture holders, deposit trustee, debenture trustee, and employees of the Applicant Company and the Transferor Companies, wherever relevant.
- vi. The rights and interests of Secured Creditors and Unsecured Creditors of either of the companies, if any, will not be prejudicially affected by the Scheme as no compromise, sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner and post the Scheme, the Applicant Company will be able to meet its liabilities as they arise in the ordinary course of business.
- vii. Except to the extent of the shares held by the Directors and KMP in Transferee Company, none of Directors and KMP of the Applicant Company or their respective relatives is in any way connected or interested in the aforesaid resolution.
- viii. The Audited accounts for the period ended 31st March 2020 of the Applicant Company indicates that it is in a solvent position and would be able to meet liabilities as they arise in the course of business.
- ix. There is no likelihood that any creditors of the Applicant Company would lose or be prejudiced as a result of this Scheme being passed since no compromise, sacrifice or waiver is at all called for from them nor are their rights sought to be adversely

modified in any manner. Hence, the amalgamation will not cast any additional burden on the shareholders or creditors of the Applicant Company, nor will it adversely affect the interest of any of the shareholders or creditors.

- x. There is no winding up proceedings admitted against the Applicant Company as of date.
- xi. No investigation proceedings are pending or are likely to be pending under the provisions of Chapter XIV of the Companies Act, 2013 or under the provisions of the Companies Act, 1956 in respect of the Applicant Company.
- xii. The Applicant Company and the Transferor Company are required to seek approvals / sanctions / no- objections from certain regulatory and governmental authorities for the Scheme such as the Registrar of Companies, Regional Director and the Official Liquidator and will obtain the same at the relevant time.
- xiii. A report has been adopted by the Directors of the Applicant Company, explaining effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and non-promoter Shareholders, laying out in particular the share allotment, is attached herewith. The Applicant Company does not have any debenture holders, deposit trustee and debenture trustee. There will be no adverse effect on account of the Scheme as far as the employees and creditors of the Applicant Company are concerned.
- xiv. As far as the employees of the Applicant Company are concerned there would not be any change in their terms of employment on account of the Scheme. Further, no change in the Board of Directors of the Applicant Company is envisaged on account of the Scheme.
- xv. The electronic copy of the following documents shall be available for inspection by the Equity Shareholders of the Applicant Company in the Investor Section of the website of the company, www.sangamgroup.com :
 - a. Copy of the Order passed by the Hon'ble NCLT in Company Scheme Application No. 216 of 2020, dated 1st April, 202 of the Applicant Company and the Transferor Company;
 - b. Copy of the Memorandum and Articles of Association of the Applicant Company and the Transferor Company;
 - c. Copy of the annual reports of the Applicant Company for the financial year ended 31st March 2020, 31st March 2019 and 31st March 2018;
 - d. Copy of the audited financial statements of the Transferor Company for the financial year ended 31st March 2020, 31st March 2019, and 31st March 2018;
 - e. Copy of the Scheme;

- f. Copy of the Reports dated 14th September, 2020 adopted by the Board of Directors of the Applicant Company and the Transferor Company, pursuant to the provisions of Section on 232(2) (c) of the Act.

- xvi. This Statement may be treated as an Explanatory Statement under Sections 230(3) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016. A copy of this Scheme and Explanatory Statement may be obtained free of charge on any working day (except public holidays) prior to the date of the Meeting, from the Registered Office of Applicant Company.

(Prashant Mehta)
Chairperson appointed for the Meeting

Place: Bhilwara
Date: 20th April, 2021

SCHEME OF AMALGAMATION
BETWEEN
SANGAM LIFESTYLE VENTURES LIMITED
.....Transferor Company
AND
SANGAM (INDIA) LIMITED
.... Transferee Company
AND
THEIR RESPECTIVE SHAREHOLDERS
(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013 AND RULES MADE THEREUNDER)

1. PREAMBLE

This Scheme of Amalgamation (hereinafter referred as "The Scheme" or "Scheme") pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) and/or re-enactment(s) or amendment(s) thereof for the time being in force) for amalgamation of **Sangam Lifestyle Ventures Limited** with **Sangam (India) Limited**.

2. DESCRIPTION OF THE COMPANIES

A. **Sangam Lifestyle Ventures Limited** [CIN: U52609RJ2016PLC055219] is a public limited company incorporated on 14th June 2016 under the Companies

Act, 2013, having its Registered Office at Atun, Chittorgarh Road, Bhilwara-311001 (Rajasthan) (hereinafter referred as "Transferor Company" or "SLVL")

The main objects as per Memorandum of Association of the Transferor Company are as under:

1. To carry on business of manufacturers, importers and exporters, whole sale and through retail formats and including but not limited to hyper markets, super markets, mega stores/discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through internet and other forms and multi-level channels for all products and services, dealing in all kind of goods, materials and items including but not limited to men's, women's and children clothing and wearing apparel of every kind, nature and description including sportswear, Yoga wear, maternity wear, leisure wear, night wear, medical wear, accessories - belt, shoes, purses, wallets, spectacles, perfumes, shirts, bush - shirts, pyjama suits, vests, underwears, suits, foundation garments for ladies dresses, all type of brassieres and panties, maternity belts, knee caps, coats, nighties and ready-made garments and hosiery made of cotton, silk, rayon, wool, nylon, man-made fabrics, polyester, canvas, jute, leather, wearing attire and mantle, tailors, silk, mercers, makers and trimmings of every kind, corset makers, furriers, general drapers, hosiers, gloves, lac makers and dealers, feather dressers and merchants, hatters, any other fabric coated with any chemical or not, or other preparation and other fabric and any other business of manufacturing, processing, dyeing, bleaching, buying, selling, exchanging, importing, exporting of otherwise dealing in yarns and textiles made of cotton, silk, rayon, wool, nylon, man-made fibers, polyester, canvas or any other substances.
2. To carry on business of all kind of goods, materials and items including but not limited to food & provisions, house hold goods, consumer durables, jewellery, home improvement products, footwears, luggage, books &

stationery, health care and beauty products, toys and music, computer systems, computer peripherals, computer parts and computer consumables, all types of mobiles and tablets and its accessories, telecom products, agri input products, furniture & furnishings, automobile & accessories, acquiring and running food as may be conveniently carried on with the above business.

B. Sangam (India) Limited [CIN:L17118RJ1984PLC003173], is a public limited company incorporated in 29th December, 1984 under the Companies Act, 1956 having its registered office at Atun, Chittorgarh Road, Bhilwara-311001 (Rajasthan) ("Transferee Company" or "SIL").

The Transferee Company is a Public Listed Company and its shares are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) (together referred to as the "Stock Exchanges").

The main objects as per Memorandum of Association of the Transferee Company are as under:

1. To manufacture, sell, purchase, export, import or otherwise deal in Cotton, Synthetics and Blended Yarn, Cloth, Synthetic Fibre, Textile materials, and/or any product from such raw materials or Textile material.
2. To process, weave, comb, spin, due, bleach, finish, laminate and or make marketable any fibre (Cotton or Synthetic), cloth, thread, yarn and more specifically Jute, hemp, silk, cotton, wool, mesta, nylon, terene, staple and or synthetic fibre or any description and varieties.
3. To manufacture, sell, purchase, export, import and or otherwise deal in all types of textile chemicals, textile colours and other Chemicals, including Acids of all varieties and description.
 - 3a. To undertake the business of manufacturing, trading, dealing, import, export, for its own use or for others as sellers, traders, dealers, exporters, importers, developers, agents, stockists, distributors,

processors, franchise holders, designers, repairers, maintainers, consultants of computer systems, computer peripherals and accessories, computer compounds, computer consumables like floppy disks, diskettes, hard disks, ribbons, computer stationery, computer hardware and software packages, computer education, computerized job work like multimedia, internet services, web site, email, e-commerce etc. and telecommunication systems, electrical and electronic items considered as integral part or supplement of computer systems.

- 3b. To set up and run College/University, electronic data processing centers and to carry on business of data/word processors, development of management information system, computerization feasibility study and to conduct, run or sponsor training, programs, courses, seminars for imparting or spreading the knowledge and use of computers, research and development computer programs and publishing and distributions of books, journals and course materials and to purchase, sell these products both in India and abroad.
- 3c. To impart general engineering and computer education, research and training to any individual or body or firm or company or association or authority and to open one or more centers for the purposes and to employ necessary personnels to run the same and to do all sort of data processing jobs and to supply, arrange, provide and meet the requirements of computer personnels of any individual or body or firm or company or association or authority, whether in India or anywhere in the world.”
- 3d. To invest in/acquire/manage/assist overseas software companies for the fulfillment of above objectives and to develop, design, own T.V. Channel, media company.
- 3e. To carry on business as manufacturer, distributor & trader of power & electricity, telecommunication services etc.

- 3f. To carry on business as manufacturer, importers, exporters, dealers, traders, agents, stockists of Diamond, Stones and Jewellery of any metal and all types of commercial merchandise.
- 3g. To carry on the business as contractor or constructor providing all types of infrastructure facilities including construction of Road, Bridges, Dams, Canals etc.
- 3h. To carry on the business as manufacturer, trader, distributor, agent, stockists of Dyes and Chemical.
- 3i. To carry on the business of Horticulture, Floriculture, Sericulture, Agriculture and Marketing of Bio-Products etc.

The Transferor Company is an unlisted wholly owned subsidiary of the Transferee Company and the Transferee Company acquired the Transferor Company in order to meet to consolidate the business and market share.

3. RATIONALE OF THE SCHEME

- 1. With a view to maintain a simple corporate structure and eliminate duplicate corporate procedure it is desirable to amalgamate the Transferor Company with the Transferee Company and simplify decision making, regulatory compliances;
- 2. The amalgamation shall facilitate consolidation of the Transferor Company with the Transferee Company, in order to enable effective management;
- 3. The amalgamation will result in reduction in the multiplicity of legal and regulatory compliances and would create economies in administrative costs;
- 4. The amalgamation of SLVL with SIL would inter alia have the benefits of consolidation of operations, namely cost saving from economies of scale, pooling of resources and increased efficiency of operations.

5. This Scheme does not affect the rights and interests of the shareholders or the creditors of the Transferor Company and the Transferee Company. The shareholding and the rights of the members remain unaffected as no new shares are proposed to be issued by the Transferee Company and there is no change in the capital structure. There is no compromise or arrangement with any of the creditors of the Transferor Company and the Transferee Company and the rights of the creditors are not affected, all the Secured and Unsecured Creditors would be paid off in the ordinary course of business. Also, the net worth of the Transferee company is and will remain same post the merger.
6. This Scheme is presented under Sections 230 to 232 and other applicable provisions of Companies Act, 2013 and Rules made thereunder, if any, for amalgamation of the Transferor Company with the Transferee Company; and
7. Accordingly, this Scheme provides for the amalgamation of the Transferor Company with the Transferee Company.

Parts of the Scheme:

The Scheme of Amalgamation by absorption is divided into following three parts:-

- i. Part I - Deals with the definitions, interpretations and share capital
- ii. Part II - Deals with Amalgamation of Sangam Lifestyle Ventures Limited with Sangam (India) Limited; and
- iii. Part III - Deals with the other Terms and Conditions applicable to the Scheme.

Part I - Definitions, Interpretation and Share Capital

1. Definitions and Interpretation

In this Scheme, unless repugnant to the meaning or context thereof, (i) terms defined in the introductory paragraphs and recitals shall have the same meanings throughout this Scheme and (ii) the following words and expressions, wherever used (including in the recitals and the introductory paragraphs above), shall have the following meanings:

- 1.1 **'Act'** or **'the Act'** means the Companies Act, 2013 of India and Rules issued thereunder, including any statutory modification(s), reenactment(s) or amendment(s), thereof, for the time being in force.
- 1.2 **'Applicable Law(s)'** means any statute, notification, bye laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions law enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.
- 1.3 **'Appointed Date'** For the purpose of this Scheme and for Income Tax Act, 1961, the "Appointed Date" means 1st April, 2020 or such other date as may be approved by the National Company Law Tribunal, Jaipur Bench.

- 1.4 **'Appropriate Authority'** means any governmental, statutory, regulatory, departmental or public body or authority of India including Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator and the National Company Law Tribunal
- 1.5 **"Board of Directors" or 'Board'** in relation to the Transferor Company and the Transferee Company, as the case may be, means the Board of Directors of such company, and shall include a committee duly constituted and authorised or individuals authorised for the purposes of matters pertaining to the amalgamation, this Scheme and/or any other matter relating thereto;
- 1.6 **'Effective Date'** means the last of the following dates, namely:
- a. That on which the last of the aforesaid consents, approvals, permissions, resolutions and orders as mentioned in Clause 16 shall be obtained or passed;
or
 - b. That on which all necessary certified copies of orders under the applicable section(s) of the Act shall be duly filed with the concerned Registrar of Companies, Jaipur, at Rajasthan.
- 1.7 **'Scheme' or 'the Scheme' or 'this Scheme'** means this Scheme of Amalgamation in its present form as submitted to the Tribunal or any other appropriate authority in relevant jurisdictions with any modification(s) thereof as approved or directed by the Tribunal or such other competent authority, as may be applicable
- 1.8 **'SEBI'** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- 1.9 **'Stock Exchanges'** means the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE);
- 1.10 **'Tribunal'** means the National Company Law Tribunal, Jaipur Bench as constituted and authorized as per the applicable provisions of the Companies Act, 2013 for

approving any scheme of arrangement, compromise or reconstruction of companies under Section 230 to 240 of the Companies Act, 2013, if applicable

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof for the time being in force.

References to clauses and recitals, unless otherwise provided, are to clauses and recitals of and to this Scheme.

The headings herein shall not affect the construction of this Scheme.

Unless the context otherwise requires:

- i. the singular shall include the plural and vice versa, and references to one gender include all genders;
- ii. references to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint Ventures, association, partnership, works council or employee representatives' body (whether or not having separate legal personality);
- iii. reference to any law or to any provision thereof or to any rule or regulation promulgated thereunder includes a reference to such law, provision, rule or regulation as it may, from time to time, be amended, supplemented or re-enacted, or to any law, provision, rule or regulation that replaces it.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form with or without any modification(s) approved or imposed or directed by the Tribunal or made as per the Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date.

Any references in the Scheme to 'upon the Scheme becoming effective' or 'effectiveness of the Scheme' shall mean the Effective Date.

3. SHARE CAPITAL

3.1 The share capital of Transferor Company as at March 31, 2020 is as under:

Particulars	Amount (Rs.)
<u>Authorised Capital</u>	
10,00,000 Equity Shares of Rs. 10/- each	1,00,00,000
Total	1,00,00,000
<u>Issued, Subscribed and Paid up Capital</u>	
50,000 Equity Shares of Rs. 10/- each	5,00,000
Total	5,00,000

The equity shares of the Transferor Company are not listed on any Stock Exchange.

Subsequent to March 31, 2020 and up to the date of approval of this Scheme by the Board of Transferor Company, there has been no change in the authorized, issued and subscribed capital of Transferor Company. The entire share capital of the Transferor Company is held by the Transferee Company. The Transferor Company is wholly owned subsidiary of the Transferee Company.

There are no existing commitments, obligations or arrangements by the Transferor Company as on the date of sanction of this Scheme by the Board of Directors to issue any further shares or convertible securities.

3.2 The share capital of Transferee Company as at March 31, 2020 is as under:

Particulars	Amount (Rs.)
<u>Authorised Capital</u>	
6,40,00,000 Equity Shares of Rs. 10/- each	64,00,00,000
1,85,00,000 Non-cumulative Redeemable Preference Share of Rs.10/- each	18,50,00,000

Total	82,50,00,000
<u>Issued, Subscribed and Paid up Capital</u>	
3,94,21,559 Equity Shares of Rs. 10/- each	39,42,15,590
Total	39,42,15,590

The Equity Shares of the Transferee Company are listed with BSE and NSE. Subsequent to March 31, 2020 and up to the date of approval of this Scheme by the Board of the Transferee Company, there has been no change in the Authorised, Issued, Subscribed and Paid up Share Capital of the Transferee Company.

There are no existing commitments, obligations or arrangements by the Transferee Company as on the date of approval of this Scheme by the Board of Directors to issue any further shares or convertible securities.

Part II - Amalgamation of Sangam Lifestyle Ventures Limited with Sangam (India) Limited

Section 1 - Transfer and vesting

4. Transfer and vesting of Business of the Transferor Company

4.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, pursuant to the sanction of this Scheme by the Tribunal and pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act and Rules made thereunder, the entire business of the Transferor Company including all its properties and assets (whether movable or immovable, tangible or intangible including development rights, if any), land and building, leasehold assets and other properties, real, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, all receivables, advances, deposits, etc., including, without limitation all the movables and immovable properties and assets of the Transferor Company comprising amongst other business licenses, permits, authorizations, if any, right and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, advance and other taxes paid to the authorities, lease, tenancy rights, statutory permissions, consents and registrations or approvals received from any authorities including but not limited to approvals from any Chief Fire officer, environment Clearance Certificates, all rights and /or titles and /or interest in properties by virtue of any order, all records files, papers, contracts, Intimation of Disapproval (IOD), Approved Building Plan, Development Right Certificate (DRC) and any amendments thereto, No-objection certificate from any authority, including Municipal Authorities, competent authority under the Urban Land Ceiling Act, 1976, letters of intents, including Development Agreements, Conveyance, etc., in accordance with the provisions of the Act and pursuant to the Order of the Tribunal sanctioning this Scheme, shall be transferred and /or deemed to be transferred to and stand vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, as and from the

Appointed Date, the business of the Transferee Company by virtue of and in the manner provided in this Scheme.

4.2 Vesting of Assets

- a. Without prejudice to the generality of Clause 4.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date, all the estate, assets, properties, rights, claims, title, interest and authorities including accretions and appurtenances comprised in the Transferor Company, of whatsoever nature and where so ever situate shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, if any, without any further act or deed, be and stand transferred to and vested in the Transferee Company and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, as and from the Appointed Date, the estate, assets, properties, rights, claims, title, interest and authorities of the Transferee Company.
- b. Without prejudice to the provisions of Clause 4.2(a) above, in respect of such of the assets and properties of the Transferor Company as are movable in nature or incorporeal property or are otherwise capable of vesting or transfer by delivery or possession, or by endorsement and/or delivery, the same shall stand so transferred or vested by the Transferor Company upon the coming into effect of this Scheme, and shall, become the assets and property of the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act, without requiring any deed or instrument of conveyance for transfer or vesting of the same.
- c. In respect of such of the assets and properties belonging to the Transferor Company (other than those referred to in Clause (b) above) including sundry debtors, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any government, quasi

government, local or other authority or body or with any company or other person, the same shall stand transferred to and vested in the Transferee Company and/or be deemed to have been transferred to and vested in the Transferee Company, without any further act, instrument or deed, cost or charge and without any notice or other intimation to any third party, upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act.

- d. All assets, rights, title, interest, investments and properties of the Transferor Company as on the Appointed Date, whether or not included in the books of the Transferor Company, and all assets, rights, title, interest, investments and properties, which are acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets, rights, title, interest, investments and properties of the Transferee Company, and shall under the provisions of Sections 230 to 234 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act
- e. All the profits or income taxes, GST, any other taxes, or any costs, charges, expenditure accruing to the Transferor Company or expenditure or losses arising or incurred or suffered by the Transferor Company shall for all purpose be treated and be deemed to be and accrue as the profits, taxes (namely Advance tax, Tax deducted at source & Foreign Tax Credits), tax losses, MAT Credit, income costs, charges, expenditure or losses of Transferee Company, as the case may be.
- f. All the licenses, permits, registrations, quotas, entitlements, approvals, permissions, registrations, incentives, tax deferrals, exemptions and benefits,

subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether on, before or after the Appointed Date, including income tax benefits and exemptions, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in and/or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become the licenses, permits, registrations, quotas, entitlements, approvals, permissions, registrations, incentives, tax deferrals, exemptions and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions

- g. In so far as the various incentives, entertainment tax exemption and benefits, service tax benefits, subsidies, grants, special status and other benefits or privileges enjoyed, granted by any Appropriate Authority, or availed of by Sangam Lifestyle Ventures Limited are concerned, the same shall, without any further act or deed, vest with and be available to Transferee Company on the same terms and conditions on and from the Effective Date.

5. Contracts, Deeds etc.

- a. Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, insurance, letters of Intent, undertaking, policies and other instruments of whatsoever nature, to which the Transferor Company is a party or to the benefit of which Transferor Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of

the Transferor Company concerned, the Transferee Company had been a party or beneficiary or obligee thereto or thereunder.

- b. Without prejudice to the other provisions of this Scheme and notwithstanding that vesting of the assets occur by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, after the Effective Date, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.
- c. Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme and with effect from the Appointed Date, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Company shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.

6. Transfer and Vesting of Liabilities

- a. Upon the coming into effect of this Scheme and with effect from the Appointed Date all debts and liabilities of the Transferor Company including all secured and unsecured debts (in whatsoever currency), liabilities (including contingent

liabilities), duties and obligations of the Transferor Company of every kind, nature and description whatsoever whether present or future, and howsoever arising, along with any charge, encumbrance, lien or security thereon (herein referred to as the "Liabilities") shall, pursuant to the sanction of this Scheme by the Tribunal and under the provisions of Sections 230 to 232 of the Act and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company, to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date the Liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to this Scheme.

- b. Where any such debts, liabilities, duties and obligations of the Transferor Company as on 'the Appointed Date have been discharged by such Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to be for and on account of the Transferee Company upon the coming into effect of this Scheme.
- c. All loans raised and utilized and all liabilities, duties and obligations incurred or undertaken by the Transferor Company on or after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed be stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company and

shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.

- d. Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time from the Appointed Date to the Effective Date become due between the Transferor Company and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and the appropriate effect shall be given in the books of accounts and records of the Transferee Company.

7. Employees of Transferor Company

- a. Upon the coming into effect of this Scheme, all Employees of the Transferor Company shall become the employees of the Transferee Company, on same terms and conditions and shall not be less favorable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the amalgamation of the Transferor Company with the Transferee Company. For the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of such Employees with the Transferor Company and such benefits to which the Employees are entitled in the Transferor Company shall also be taken into account, and paid (as and when payable) by the Transferee Company.
- b. The Board of Directors of each the Transferor Company and the Transferee Company shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the permissions of this Clause.

8. Legal, Taxation and other Proceedings

- a. Upon the coming into effect of this Scheme, all suits, actions, and other proceedings including legal and taxation proceedings, (including before any statutory or quasi-judicial authority or tribunal) by or against the Transferor Company pending on the Effective Date shall be continued and/ or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been instituted by or against the Transferee Company.
- b. If any suit, appeal or other proceeding of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against Transferee Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.
- c. In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Company, Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of Transferee Company.
- d. Without prejudice to other clauses within this Scheme, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes from the Appointed Date.

Section 2 - Conduct of Business

9. Conduct of Business till effective date

9.1 From the date on which the Boards of Directors of the Transferor Company and the Transferee Company approve this Scheme until the Effective Date:

- a. the Transferor Company shall carry on and be deemed to have carried on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts and investments for and on account of, and in trust for, the Transferee Company;
- b. the Transferor Company shall carry on their business and activities with due business prudence and diligence and shall not, without prior written consent of the Transferee Company or pursuant to any pre-existing obligation, sell transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with any part of its assets nor incur or accept or acknowledge any debt, obligation or liability except as is necessary in the ordinary course of business.
- c. All profits and income accruing or arising to the Transferor Company, and losses and expenditure arising or incurred by them (including taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of the Transferee Company;
- d. any of the rights, powers, authorities or privileges exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Company shall be deemed to

have been undertaken for and on behalf of and as an agent for the Transferee Company;

- e. all taxes (including, without limitation, income tax, GST or any other taxes) paid or payable by the Transferor Company in respect of the operations and/or the profits of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, insofar as it relates to the tax payment (including, without limitation, income tax or any other taxes), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Transferor Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.

- f. Pending sanction of the Scheme, the Transferor Company shall not, except by way of issue of shares/ convertible debentures to the Transferee Company, increase their capital (by fresh issue of shares, convertible debentures or otherwise).

10. Consideration and Cancellation of share capital of Transferor Company

- 10.1 As Sangam Lifestyle Ventures Limited is a wholly owned subsidiary of Sangam (India) Limited, the entire Issued, Subscribed and Paid-up Share Capital of Sangam Lifestyle Ventures Limited is held by Sangam (India) Limited. Upon this Scheme becoming effective, Sangam (India) Limited would not be required to issue and allot any shares to the shareholders of Sangam Lifestyle Ventures limited.

10.2 Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the wholly owned subsidiary of the Transferee Company in the Transferor Company and the stated capital/issued and paid-up capital of the Transferor Company shall stand cancelled on the Effective Date. The said cancellation of existing share capital of the Transferor Company shall be affected as an integral part of this Scheme.

11. Dividends

- a. Sangam Lifestyle Ventures Limited and Sangam (India) Limited shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date but only consistent with the past practice, or in the ordinary course.
- b. On and from the Effective Date the profits/ losses of Sangam Lifestyle Ventures Limited, for the period beginning from the Appointed Date, shall belong to and be the profits/losses of Sangam (India) Limited and will be available to Sangam (India) Limited for being disposed of in any manner as it thinks fit.
- c. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of Sangam Lifestyle Ventures Limited and/or Sangam (India) Limited to demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Directors of Transferee Company, subject to such approval of the shareholders, as may be required.

Part III - Other terms and Conditions applicable to the Scheme

12. Accounting and Tax Treatment

12.1 Taxation

12.1.1 The Scheme has been drawn up to comply with and fall within the definition and conditions relating to "Amalgamation" as specified under Section 2(18) and other applicable provision of Income Tax Act, 1961, as amended, if any, terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date, including resulting from an amendment of law or for any other reason whatsoever, the Scheme shall stand modified/amended/alterd to the extent determined necessary to comply with and fall within definition and conditions relating to " Amalgamation" as specified in Income Tax Act, 1961.In such an event, the Clauses which are inconsistent shall be read down or if the need arises, be deemed to be deleted and such modification/ reading down or deemed deletion shall however not affect the other parts of the Scheme.

12.1.2 Upon the Scheme becoming effective, the Transferee Company is expressly permitted and shall be entitled to revise its financial Statements and Returns along with prescribed Forms, filings and annexure under the Income Tax Act,1961, as amended, (including for minimum alternate tax purposes and tax benefits,) GST law and other tax laws, and to claim refunds and/or credits for taxes paid (including minimum alternate tax), and to claim tax benefits under the Income Tax Act, 1961 and other tax laws etc. and for matters incidental thereto, if required to give effect to the provisions of this Scheme.

12.1.3 The withholding tax/ advance tax/ minimum alternate tax, if any, paid by the Transferor Company under the Income Tax Act, 1961 or any other statute in respect of income of the Transferor Company assessable for the period

commencing from the Appointed Date shall be deemed to be the tax deducted from/advance tax paid by the Transferee Company and credit for such withholding tax/advance tax/minimum alternate tax shall be allowed to the Transferee Company notwithstanding that certificates or challans for withholding tax/advance tax are in the name of the Transferor Company and not in the name of the Transferee Company.

12.1.4 The Transferor and Transferee company shall be entitled to, amongst others, file / or revise its income tax returns, TDS/TCS returns, GST returns or any other statutory returns, if required, credit for advance tax paid, TDS, claim for sum prescribed u/s 438 of the Income Tax Act on payment basis, claim for deduction of provision written back which was previously disallowed, credit for tax u/s 115J8 read with section 115JAA of the Income Tax Act, credit of foreign taxes paid\ withheld etc., if any, as may be required consequent to implementation of this Scheme and wherever necessary to give effect to this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty or any other sum. The transferee company shall have right to claim refunds, tax credits, set-offs and/or adjustments relating to its income or transactions entered into by it by virtue of this Scheme with effect from Appointed Date.

12.2 Accounting Treatment

Notwithstanding anything to the contrary herein, upon 'this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in the books of accounts in accordance with the Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, or any other relevant or related requirement under the Act, as applicable on the Appointed Date.

- a. The Transferee Company shall account for the amalgamation in its books in accordance with applicable Accounting Standards and generally accepted accounting principles adopted in India to reflect the substance of the transaction.
- b. The Transferee Company, shall upon the Scheme coming into effect, record all the assets, liabilities, retained earnings and Scheme liabilities, if any, of the Transferor Company vested in it pursuant to this Scheme, in the same form as appearing in the consolidated financial statements of the Transferee Company.
- c. Pursuant to the amalgamation of the Transferor Company with the Transferee Company, the inter-company balances between the Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled.
- d. The Amalgamated Company shall account for the Amalgamation of the Amalgamating Company as per the Ind AS - 103 Pooling of interest method.
- e. The Amalgamated Company shall record all the assets and liabilities including reserves of the Amalgamating Company transferred to and vested in the Amalgamated Company pursuant to this Scheme, at their respective book values as appearing in the books of Amalgamating Company.

13. Resolutions

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

14. Savings of concluded transactions

The transfer and vesting of assets and liabilities under Clauses 4 & 6 above and the continuance of proceedings by or against the Transferee Company under clause 8 above shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto, as if done and executed on its behalf

15. Dissolution of the Transferor Company

- a. Upon the coming into effect of this Scheme, the Transferor Company shall stand dissolved without winding-up without any further act or deed.
- b. Even after the Scheme becoming effective, the Transferee Company shall be entitled to operate all bank accounts relating to Transferor Company and realize all monies and complete and enforce all pending contracts and transactions in the name of Transferor Company insofar as may be necessary until the transfer and vesting of rights and obligations of the Transferor Company to the Transferee Company under this scheme is formally effected by the parties concerned.

16. Conditionality

The effectiveness of the Scheme is conditional upon and subject to:

- a. The requisite sanction or approval of the Appropriate Regulatory Authorities from India being obtained and/or granted in relation to any of the matters in respect of which such sanction or approval is required.

- b. this Scheme being approved by the respective requisite majorities of shareholders of the Transferor Company and the Transferee Company (as may be required and/or to the extent not dispensed with by the Appropriate Authorities) and the requisite orders of the Tribunal being obtained.
- c. The certified copy of the order of the Tribunal under Sections 230 to 232 and other applicable provisions of the Act sanctioning the Scheme being filed with the Registrar of Companies, Rajasthan at Jaipur by the Transferor Company and the Transferee Company;
- d. such other approvals and sanctions as may be required by Applicable Law in respect of this Scheme being obtained.

17. Effect of Non-Receipt of Approvals/Sanctions

In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by the Appropriate Authority and/ or the Order not being passed as aforesaid within such period or periods as may be agreed upon between the Transferor Company and the Transferee Company by their Board of Directors (and which the Board of Directors of the Transferor Company and Transferee Company are hereby empowered and authorized to agree to and extend the Scheme from time to time without any limitation) failing which this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as it is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

The Board of Directors of the Transferor Company and Transferee Company shall be entitled to withdraw this Scheme prior to the Effective Date.

The Board of Directors of the Transferor Company and Transferee Company shall be entitled to revoke, cancel and declare the Scheme no effect if they are of the view that the coming into effect of the Scheme with effect from the Appointed Date could have adverse implication on the combined entity post-amalgamation.

18. Applications/Petitions

Transferor Company and the Transferee Company, if required shall, with all reasonable dispatch, make applications/ petitions to the Tribunal under Section 230 to 232 and other applicable provisions, of the Act and Rules made thereunder, for sanctioning of this Scheme.

19. Modifications or amendments to the Scheme

19.1 Subject to approval of NCLT, the Transferor Company and the Transferee Company, through their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, may assent from time to time on behalf of all the persons concerned to any modifications or amendments or additions to this Scheme subject to approval of the Tribunal or to any conditions or limitations which the Tribunal and/or any other competent authorities, if any, under the law may deem fit and approve of or impose and which the Transferor Company and the Transferee Company may in their discretion deem fit and may resolve all doubts or difficulties that may arise for carrying out this scheme and do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect.

19.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate of the Transferor Company or the Transferee Company may give and is hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties in the same manner as if the same were specifically incorporated in this Scheme.

20. Dissolution of the Transferor Company

On the Scheme becoming effective, the Transferor Company will be struck off the register maintained by the Registrar of Companies, Jaipur at Rajasthan and shall stand dissolved without any further act or deed or without being wound-up.

21. Costs, Charges and Expenses

All costs, charges, taxes, including stamp duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.

Sangam Lifestyle Ventures Limited and/or Sangam (India) Limited acting through their respective Board of Directors shall each be at liberty to withdraw from this Scheme in case any condition or alteration imposed by any authority/person is unacceptable to any of them.

* * * *

Provisional Statement of Accounts of the Applicant Company and Transferor Company as on March 31, 2021

As per direction given by the Hon'ble NCLT, Jaipur Bench in the Order dated 1st April, 2021 mentioned above, the Applicant Company shall prepare provisional statement of accounts as on 31st March, 2021 and ensure that the same is presented in the meeting and at least a summary thereof is circulated in advance.

The finalisation of Financial Statements for the year ended on 31st March, 2021 is under progress. These are the price sensitive information, hence could not be disclosed along with the Notice of EGM.

The statement of the accounts as on 31.03.2021 shall be placed in the meeting and a summary thereof shall be circulated after approval of Financial Results for the quarter and year ended 31.03.2021 of the Board of Directors of the company.