



Date: 22-04-2024

To,

The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street, Mumbai – 400 001  
BSE Scrip Code – 511714

**Sub: Notice convening meeting of Equity Shareholders of the Company for their requisite approval on the proposed Scheme of Arrangement for Amalgamation between Gupta Fincaps Private Limited ('Transferor Company 1'), Urvashi Finvest Private Limited ('Transferor Company 2'), Intellectual Securities Private Limited ('Transferor Company 3'), Happy Graphics and Exhibition Private Limited ('Transferor Company 4'), Link Vanijya Private Limited ('Transferor Company 5'), Dynamo Infracon Private Limited ('Transferor Company 6'), Pushpak Trading & Consultancy Private Limited ('Transferor Company 7'), Mokha Vyapaar Private Limited ('Transferor Company 8'), Padma Estates Private Limited ('Transferor Company 9') and Nimbus Projects Limited ('Transferee Company') and their respective Shareholders and Creditors ("Scheme of Arrangement") under Section 230 – 232 of the Companies Act, 2013 read with relevant rules made thereunder.**

**Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Ma'am,

This is in reference to the above referred subject and an order passed by Hon'ble National Company Law Tribunal, New Delhi Bench in a joint First Motion Application for the proposed Scheme of Arrangement under Section 230 – 232 of the Companies Act, 2013 and rules made thereunder.

Notice is hereby given that the meeting of Equity Shareholders of the Company is scheduled to be held on **Saturday, May 25, 2024 at 11:30 AM (IST)** for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the aforementioned Scheme of Arrangement. A copy of the notice calling meeting of Equity Shareholders of the Company alongwith is enclosed herewith. The copy of complete notice (including annexures) can be accessed at following link:



[https://www.nimbusprojectsLtd.com/uploads/draft scheme of arrangement/  
Notice of the NCLT convened meeting of Equity Shareholders compressed 15 4 2024.pdf](https://www.nimbusprojectsLtd.com/uploads/draft%20scheme%20of%20arrangement%20for%20amalgamation/Notice%20of%20the%20NCLT%20convened%20meeting%20of%20Equity%20Shareholders%20compressed%2015%204%202024.pdf)

The Schedule of the meeting of Equity Shareholders is placed below:

<b>Day and Date</b>	:	<b>Saturday, May 25, 2024</b>
<b>Time</b>	:	<b>11:30 AM (IST)</b>
<b>Mode of Meeting</b>	:	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
<b>Mode of Voting</b>	:	Remote E-voting and E-voting at the Meeting
<b>Venue of Meeting</b>	:	Registered Office (Deemed venue for VC)
<b>Cut-off date for E-Voting</b>	:	<b>Saturday, May 18, 2024</b>
<b>Remote E-voting Commencing on</b>	:	<b>Wednesday, May 22, 2024, at 09:00 AM (IST)</b>
<b>Remote E-voting Ending on</b>	:	<b>Friday, May 24, 2024 at 05:00 PM (IST)</b>

You are kindly requested to take the same on records.

**Yours faithfully,**  
**For & on behalf of Nimbus Projects Limited**

Rajeev  
Kumar Asopa

Digitally signed by  
Rajeev Kumar Asopa  
Date: 2024.04.22  
18:54:27 +05'30'

**Rajeev Kumar Asopa**  
**(Director)**  
**DIN: 00001277**

**Enclosure: As Above**

<b>NIMBUS PROJECTS LIMITED</b>	
<b>Registered Office</b>	: 1001-1006,10th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi – 110001, India
<b>CIN</b>	: L74899DL1993PLC055470
<b>E-mail</b>	: nimbusindiaLtd@gmail.com
<b>Website</b>	: www.nimbusprojectsLtd.com
<b>Telephone</b>	: +91-11-42878900

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS  
OF  
NIMBUS PROJECTS LIMITED**  
*(Convened pursuant to Order dated 20th February, 2024 passed by the Hon'ble National Company  
Law Tribunal at New Delhi ('NCLT'))*

<b>Day</b>	: <b>Saturday</b>
<b>Date</b>	: <b>May 25, 2024</b>
<b>Time</b>	: <b>11:30 AM (IST)</b>
<b>Mode of Meeting</b>	: Through Video Conferencing / Other Audio-Visual Means (VC/OAVM)
<b>Mode of Voting</b>	: Remote e-voting and e-voting at the Meeting
<b>Venue of Meeting</b>	: Registered Office (Deemed venue for VC)

**REMOTE E- VOTING:**

<b>Cut-off date</b>	: <b>Saturday, May 18, 2024</b>
<b>Commencing on</b>	: <b>Wednesday, May 22, 2024, at 09:00 AM (IST)</b>
<b>Ending on</b>	: <b>Friday, May 24, 2024 at 05:00 PM (IST)</b>

## INDEX

S. No.	Contents	Page No.
1.	Notice of the NCLT convened meeting of the Equity Shareholders of Nimbus Projects Limited ( <b>Transferee Company</b> ) under the provisions of Sections 230-232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any amendments thereto and pursuant to the Order dated 20 <sup>th</sup> February, 2024 of the Hon'ble NCLT, New Delhi.	1 – 13
2.	Explanatory Statement under the provisions of Section 102 read with Section 230 -232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any amendments thereto.	14 – 64
3.	<b>Annexure 1:</b> Scheme of Arrangement for Amalgamation between Gupta Fincaps Private Limited ( <b>Transferor Company 1'</b> ), Urvashi Finvest Private Limited ( <b>Transferor Company 2'</b> ), Intellectual Securities Private Limited ( <b>Transferor Company 3'</b> ), Happy Graphics and Exhibition Private Limited ( <b>Transferor Company 4'</b> ), Link Vanijya Private Limited ( <b>Transferor Company 5'</b> ), Dynamo Infracon Private Limited ( <b>Transferor Company 6'</b> ), Pushpak Trading & Consultancy Private Limited ( <b>Transferor Company 7'</b> ), Mokha Vyapaar Private Limited ( <b>Transferor Company 8'</b> ), Padma Estates Private Limited ( <b>Transferor Company 9'</b> ) and Nimbus Projects Limited ( <b>Transferee Company'</b> ) and their respective Shareholders and Creditors under the provisions of Section 230-232 of the Companies Act, 2013 ( <b>"Scheme"</b> )	65 – 93
4.	<b>Annexure 2:</b> Copy of Valuation Report dated 27 <sup>th</sup> September, 2022 issued by Ajay Kumar Siwach – Registered Valuer.	94 – 141
5.	<b>Annexure 3:</b> Fairness opinion dated 27 <sup>th</sup> September, 2022 issued by 3Dimension Capital Services Limited, SEBI Registered Category-I, Merchant Banker.	142 – 165
6.	<b>Annexure 4:</b> Report adopted by the Board of Directors of all Companies pursuant to the provisions of Section 232 (2) (c) of the Companies Act, 2013.	166 – 197
7.	<b>Annexure 5:</b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Gupta Fincaps Private Limited ( <b>Transferor Company 1'</b> ).	198 – 235
8.	<b>Annexure 6:</b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Urvashi Finvest Private Limited ( <b>Transferor Company 2'</b> ).	236 – 275
9.	<b>Annexure 7:</b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Intellectual Securities Private Limited ( <b>Transferor Company 3'</b> ).	276 – 313
10.	<b>Annexure 8:</b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Happy Graphics and Exhibition Private Limited ( <b>Transferor Company 4'</b> ).	314 – 330
11.	<b>Annexure 9:</b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Link Vanijya Private Limited ( <b>Transferor Company 5'</b> ).	331 – 347

12.	<b><u>Annexure 10:</u></b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Dynamo Infracon Private Limited (‘Transferor Company 6’).	<b>348 – 365</b>
13.	<b><u>Annexure 11:</u></b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Pushpak Trading & Consultancy Private Limited (‘Transferor Company 7’).	<b>366 – 398</b>
14.	<b><u>Annexure 12:</u></b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Mokha Vyapaar Private Limited (‘Transferor Company 8’).	<b>399 – 434</b>
15.	<b><u>Annexure 13:</u></b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Padma Estates Private Limited (‘Transferor Company 9’).	<b>435 – 471</b>
16.	<b><u>Annexure 14:</u></b> Audited Balance Sheet as on 31 <sup>st</sup> March, 2023 and Supplementary Financials as on 31 <sup>st</sup> December, 2023 of Nimbus Projects Limited (‘Transferee Company’).	<b>472 – 575</b>
17.	<b><u>Annexure 15:</u></b> Copy of Observation letter dated 06 <sup>th</sup> October, 2023 provided by BSE Limited (“BSE”) conveying their ‘no objection’ on the Scheme.	<b>576 – 578</b>
18.	<b><u>Annexure 16:</u></b> Copy of the ‘Nil’ Complaints report submitted by the Company to BSE.	<b>579 – 579</b>
19.	<b><u>Annexure 17:</u></b> Accounting treatment Certificate issued by the statutory auditor of all the Companies under Section 133 of the Companies Act, 2013.	<b>580 – 589</b>
20.	<b><u>Annexure 18:</u></b> Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Transferee Company, its promoters and directors.	<b>590 – 593</b>
21.	<b><u>Annexure 19:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 1 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	<b>594 – 602</b>
22.	<b><u>Annexure 20:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 2 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	<b>603 – 611</b>
23.	<b><u>Annexure 21:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 3 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	<b>612 – 620</b>

24.	<b><u>Annexure 22:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 4 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	621 – 629
25.	<b><u>Annexure 23:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 5 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	630 – 638
26.	<b><u>Annexure 24:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 6 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	639 – 647
27.	<b><u>Annexure 25:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 7 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	648 – 656
28.	<b><u>Annexure 26:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 8 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	657 – 665
29.	<b><u>Annexure 27:</u></b> Information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Transferor Company 9 involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February, 2022 along with the certificate issued by, 3Dimension Capital Services Limited, an independent SEBI registered Merchant Banker.	666 – 674
30.	<b><u>Annexure 28:</u></b> Copy of no objection certificate issued to Transferor Company 1 and Transferor Company 2 by RBI vide its letters dated 31.07.2023 and 03.08.2023.	675 – 678

<b>31.</b>	<b><u>Annexure 29:</u></b> Copy of Order dated 20th February, 2024 passed by Hon'ble NCLT, New Delhi	<b>679 – 695</b>
<b>32.</b>	<b><u>Annexure 30:</u></b> Details of Revenue of all Companies involved in the Scheme, both pre and post Scheme of Amalgamation.	<b>696 – 696</b>
<b>33.</b>	<b><u>Annexure 31:</u></b> Latest Net Worth Certificate along with statement of Assets and Liabilities of all companies involved in the Scheme of Arrangement for both pre and post Scheme of Arrangement.	<b>697 – 706</b>

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT NEW DELHI  
COMPANY APPLICATION NO. (CAA) 7 / ND / 2024  
(UNDER SECTION 230- 232 OF COMPANIES ACT, 2013)**

**IN THE MATTER OF:**

**SECTION 230 - 232 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 AND 7 OF COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.**

**AND**

**IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN:**

**GUPTA FINCAPS PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
G-52B, 1ST FLOOR, G-55 ROYAL PALACE, VIKAS MARG, LAXMI NAGAR, DELHI-110092.**

**... (TRANSFEROR COMPANY 1/ APPLICANT COMPANY 1)**

**AND**

**URVASHI FINVEST PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
G-52B, 1ST FLOOR, G-55 ROYAL PALACE, VIKAS MARG, LAXMI NAGAR, DELHI-110092.**

**... (TRANSFEROR COMPANY 2/ APPLICANT COMPANY 2)**

**AND**

**INTELLECTUAL SECURITIES PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
277, B. B. GANGULY STREET, 3RD FLOOR, ROOM NO. 306, BOWBAZAR, KOLKATA, WEST BENGAL – 700012.**

**... (TRANSFEROR COMPANY 3/ NON-APPLICANT COMPANY 1)**

**AND**

**HAPPY GRAPHICS AND EXHIBITION PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
277, B. B. GANGULY STREET, 3RD FLOOR, ROOM NO. 306, KOLKATA, WEST BENGAL – 700012.**

**... (TRANSFEROR COMPANY 4/ NON-APPLICANT COMPANY 2)**

**AND**

**LINK VANIJYA PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
277, B. B. GANGULY STREET, 3RD FLOOR, ROOM NO. 306, KOLKATA, WEST BENGAL – 700012.**

**... (TRANSFEROR COMPANY 5/ NON-APPLICANT COMPANY 3)**

**AND**

**DYNAMO INFRACON PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
109, VIKASDEEP BUIDLING DISTRICT CENTRE, LAXMI NAGAR, EAST DELHI 110092.**

**... (TRANSFEROR COMPANY 6/ APPLICANT COMPANY 3)**



**AND**  
**PUSHPAK TRADING & CONSULTANCY PRIVATE LIMITED**  
**HAVING ITS REGISTERED OFFICE AT**  
**1, CROOKED LANE, 2ND FLOOR, ROOM NO 210, KOLKATA 700069.**  
... (TRANSFEROR COMPANY 7/ NON-APPLICANT COMPANY 4)

**AND**  
**MOKHA VYAPAAR PRIVATE LIMITED**  
**HAVING ITS REGISTERED OFFICE AT**  
**1, CROOKED LANE, 2ND FLOOR, ROOM NO 210, KOLKATA 700069.**  
... (TRANSFEROR COMPANY 8/ NON-APPLICANT COMPANY 5)

**AND**  
**PADMA ESTATES PRIVATE LIMITED**  
**HAVING ITS REGISTERED OFFICE AT**  
**277, B. B. GANGULI STREETS, 3RD FLOOR, ROOM. NO. 306 KOLKATA – 700012.**  
... (TRANSFEROR COMPANY 9/ NON-APPLICANT COMPANY 6)

**AND**  
**NIMBUS PROJECTS LIMITED**  
**HAVING ITS REGISTERED OFFICE AT**  
**1001-1006, 10th FLOOR, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI-110001.**  
... (TRANSFeree COMPANY/ APPLICANT COMPANY 4)

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF NIMBUS PROJECTS LIMITED (TRANSFeree COMPANY) AS PER THE DIRECTIONS OF HON'BLE NCLT, NEW DELHI BENCH**

**To,**  
**The Equity Shareholders of Nimbus Projects Limited (“Transferee Company”/ “The Company”)**

1. **NOTICE** is hereby given that by the Order dated 20<sup>th</sup> February, 2024 (“**Order**”/“**NCLT Order**”), Hon’ble NCLT, New Delhi Bench, has directed that a meeting of the Equity Shareholders of the Company will be convened and held through Video Conferencing (“**VC**”) with facility of remote e-voting, for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement for Amalgamation between Gupta Fincaps Private Limited (“**Transferor Company 1**”), Urvashi Finvest Private Limited (“**Transferor Company 2**”), Intellectual Securities Private Limited (“**Transferor Company 3**”), Happy Graphics and Exhibition Private Limited (“**Transferor Company 4**”), Link Vanijya Private Limited (“**Transferor Company 5**”), Dynamo Infracon Private Limited (“**Transferor Company 6**”), Pushpak Trading & Consultancy Private Limited (“**Transferor Company 7**”), Mokha Vyapaar Private Limited (“**Transferor Company 8**”), Padma Estates Private Limited (“**Transferor Company 9**”) and Nimbus Projects Limited (“**Transferee Company**”) and their respective Shareholders and Creditors under the provisions of Section 230 – 232 of the Companies Act, 2013 (“**Scheme**”). Accordingly, notice is hereby given that a meeting of the Equity Shareholders of the Company will be held through VC on **Saturday, May 25, 2024 at 11:30 AM (IST)**. Further, there shall be no meeting requiring physical presence at a common venue. At such day you are requested to attend the meeting through VC. Copies of the scheme of arrangement and of the statement under section 230 can be obtained free of charge at the registered office of the company between 11:00 AM (IST) and 5:00 PM (IST) on all working days up to the date of the meeting.
2. At the said meeting, following resolutions will be considered and if thought fit, be passed, with or without modification(s) with the requisite majority:

**“RESOLVED THAT** pursuant to the provisions of Sections 230 – 232 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the rules, circulars and notifications made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) as may be applicable and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the sanction of Hon’ble National Company Law Tribunal, New Delhi Bench (“NCLT”) and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by 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 be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement for Amalgamation between Gupta Fincaps Private Limited (**‘Transferor Company 1’**), Urvashi Finvest Private Limited (**‘Transferor Company 2’**), Intellectual Securities Private Limited (**‘Transferor Company 3’**), Happy Graphics and Exhibition Private Limited (**‘Transferor Company 4’**), Link Vanijya Private Limited (**‘Transferor Company 5’**), Dynamo Infracon Private Limited (**‘Transferor Company 6’**), Pushpak Trading & Consultancy Private Limited (**‘Transferor Company 7’**), Mokha Vyapaar Private Limited (**‘Transferor Company 8’**), Padma Estates Private Limited (**‘Transferor Company 9’**) and Nimbus Projects Limited (**‘Transferee Company’**) and their respective Shareholders and Creditors (**“Scheme”**), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board 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 arrangement 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 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 questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

3. Take further notice that the Equity shareholders shall have the facility and option to vote on the aforesaid resolution for approval of the Scheme by casting their votes (a) through e-voting system available during the meeting to be held virtually, or (b) by remote e-voting during the period as stated below:

Commencement of remote e-voting	<b>Wednesday, May 22, 2024, 2023 at 09:00 AM (IST)</b>
End of remote e-voting	<b>Friday, May 24, 2024 at 05:00 PM (IST)</b>

4. Take further notice that a person, whose name is recorded in the Register of Members or Register of Beneficial Owners maintained by the RTA/Depositories as on the cut-off date, i.e., Saturday, May 18, 2024 (“Cut-off Date”) only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting through VC. A person who is not an equity shareholder as on the Cut-off Date, should treat the notice for information purpose only. The value of the votes cast shall be reckoned and scrutinized with reference to the said Cut-off Date in accordance with the books and records of the Company and where entries in the books are disputed, the Chairperson of the meeting shall determine the value for purposes of the said meetings.

5. Copies of the Scheme and of the Explanatory Statement, under Sections 230(3) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index are enclosed.
6. Pursuant to the NCLT Order dated 20<sup>th</sup> February, 2024, Mr. Parvindra Nautiyal, Advocate, has been appointed as the Chairperson of the said meeting. Mr. Shikhar Aggarwal, Advocate, has been appointed as the Alternate Chairperson of the said meeting. Further, Ms. Sonali Gupta, Practicing Company Secretary (Membership No. 36266) has been appointed as the Scrutinizer of the said meeting of Equity Shareholders of the Company. The Scrutinizer, after the conclusion of e-voting at the Meeting, will unblock the votes cast through remote e-voting and votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company, who shall make a consolidated Scrutinizer's Report of the total votes cast in favor or against and submit the same to the Chairperson of the Meeting. The Company shall declare the results of the Meeting after receipt of the report from the Scrutinizer and submit to the BSE within two working days. Further, the Chairperson shall submit the report to NCLT in Form No. CAA-4, the result of the Meeting within Seven days from the date of the conclusion of the Meeting.
7. The Scheme of Arrangement, if approved in the aforesaid meeting, will be subject to the subsequent approval of NCLT.

**Date: 15.04.2024**  
**Place: New Delhi**

**Sd/-**  
**Parvindra Nautiyal**  
**Chairperson appointed vide NCLT Order for the Meeting of**  
**Equity Shareholders of Nimbus Projects Limited**

## Notes:

1. Pursuant to the NCLT Order, New Delhi Bench, dated 20th February, 2024, MCA General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the 'MCA Circulars'), the Meeting of the equity shareholders of the Company is being convened through Video Conferencing (VC) to transact the business set out in the Notice convening this Meeting. Hence, there shall be no physical attendance of equity shareholders at the meeting and the deemed venue for the meeting shall be the Registered Office of the Company.
2. The Notice of the meeting, Explanatory Statement along with accompanying documents mentioned in the index are sent through electronic mode and/or through post to the equity shareholders whose names appear in the register of members / list of beneficial owners as on Friday, April 12, 2024, as per the records of the Company / Depositories / Registrar and Transfer Agent ("RTA") at their respective last known e-mail addresses / postal address. The equity shareholders whose email addresses are not registered with the Company / Depositories, can register the same with RTA i.e. Alankit Assignments Limited, 4E/2, Alankit House, Jhandewalan Extension, New Delhi – 110055, CIN: U74210DL1991PLC042569, Tel. No.: 011- 42541234, 42541959-60, Fax: +91-11-23552001, Email: info@alankit.com in case the shares are held in the physical form or with the Depositories if the shares are held in the DEMAT form. The equity shareholders may note that the aforesaid documents are available on the website of the Company and can be accessed / downloaded from: [www.nimbusprojectsltd.com](http://www.nimbusprojectsltd.com) and the website of Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and/or also available on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories / RTA as on the Cut-off Date only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only.
4. The voting rights of the equity shareholders shall be in proportion to their shareholding in the Company as on the close of the business hours of Cut-off date. The shareholders who have acquired the shares of the Company after sending the notices but before the Cut-off date, can refer the Notices on [www.nimbusprojectsltd.com](http://www.nimbusprojectsltd.com) and/or on website of the Stock Exchanges, at [www.bseindia.com](http://www.bseindia.com), and/or on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall be entitled to avail the facility of voting by electronic means only if his name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories / RTA as on the cut-off date.
5. Since this meeting is being held through virtual mode, there will not be any physical attendance of equity shareholders. 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 hereto. Consequently, there is no requirement to maintain the register of proxies as the meeting of the equity shareholders of the Company is being held through virtual mode. Further, no route map of the venue of the Meeting is annexed hereto, since this meeting is being held through Virtual Mode.
6. In case of joint holders attending the Meeting, only such joint holder whose name is higher in the order of names will be entitled to vote at the Meeting.
7. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF/ NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail at [csguptasonali@gmail.com](mailto:csguptasonali@gmail.com) with a copy marked to [secretarial@nimbusgroup.net](mailto:secretarial@nimbusgroup.net) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. The attendance of the Members attending the Meeting through Virtual Mode will be counted for the purpose of reckoning the quorum under Section 103 of the Act as per the terms of the order of the NCLT. Attendance at such meetings shall be recorded in the minutes of the meeting(s) instead of taking physical attendance slips.

9. In case the required quorum, as noted in the NCLT order, is not present at the commencement of the meeting, the meeting shall be adjourned by 30 minutes and thereafter the persons present and voting shall be deemed to constitute the quorum.
10. The Members can join the Meeting through Virtual Mode 15 minutes before and during the meeting after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the proceedings and participate at the Meeting by logging into the e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. As per the provisions of Section 230 – 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the equity shareholders of the Company, voting by electronic means, agree to the Scheme.
12. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the registered office of the Company between 11.00 AM (IST) and 5.00 PM (IST) on all working days up to the date of the meeting.
13. This Notice, along with copy of the Scheme of Arrangement and other enclosures is also displayed/posted on the website of the Company: [www.nimbusprojectsLtd.com](http://www.nimbusprojectsLtd.com), website of Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and/or website of E-voting service provider i.e. NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. The Notice convening the Meeting in Form CAA-2, the date of dispatch of the Notice along with the Explanatory Statement and other requisite details will be published through advertisement in the following newspapers, namely, (i) Financial Express, English Newspaper; and Jansatta, Hindi Newspaper both in Delhi NCR editions.
15. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications.
16. The Chairperson of the meeting shall, during and 15 minutes after the conclusion of the meeting, allow voting with the assistance of the Scrutinizer, for all those Equity Shareholders who are present at the meeting and who have not cast their votes by availing the remote e-voting facility.
17. Members, who would like to express their views or ask clarifications during the said meeting will have to register themselves as a speaker during the period starting from Wednesday, May 22, 2024 From 09:00 AM (IST) to Thursday, May 23, 2024 upto 05:00 PM (IST) by sending the requests from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at [secretarial@nimbusgroup.net](mailto:secretarial@nimbusgroup.net) and a link will thereafter be provided to the registered speakers for participating in the Meeting. Only those members who have registered themselves as a speaker will be allowed to express their views/ask clarifications during the said meeting. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the said meeting. Please note that only the members holding the shares as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE MEETING THROUGH VC ARE AS UNDER:**

The remote e-voting period will begin on Wednesday, May 22, 2024 from 09:00 AM (IST) and will end on Friday, May 24, 2024 till 05:00 PM (IST). The remote E-voting module shall be disabled by NSDL thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Saturday, May 18, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their de-mat accounts in order to access e-Voting facility.

#### **B) Login method for Individual shareholders holding securities in de-mat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="612 741 1466 1151">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="612 1151 1466 1285">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="612 1285 1466 1718">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="612 1718 1466 1818">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**C) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

<b><u>How to Log-in to NSDL e-Voting website?</u></b>	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i></p> <p>4. Your User ID details are given below :</p>	
<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN of the Company is <del>128348</del> . then user ID is .....001***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.</p>	



- c) How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on “VC” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [esguptasonali@gmail.com](mailto:esguptasonali@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [secretarial@nimbusgroup.net](mailto:secretarial@nimbusgroup.net). Institutional

shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatra, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [secretarial@nimbusgroup.net](mailto:secretarial@nimbusgroup.net) or [info@alankit.com](mailto:info@alankit.com) or [rta@alankit.com](mailto:rta@alankit.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [secretarial@nimbusgroup.net](mailto:secretarial@nimbusgroup.net) or [info@alankit.com](mailto:info@alankit.com) or [rta@alankit.com](mailto:rta@alankit.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Process for updation of Mobile Numbers, Bank Account and Email addresses.**

By following any of the below mentioned process, the shareholders are requested to update their Mobile Numbers, Email addresses and Bank Account Details in order to receive E-Notice and all other electronic communication relating to the conduct of the Meeting.

1. Those shareholders holding shares in the Demat Form can update their Mobile Number, Email addresses and other KYC details with their relevant Depositories through their Depository Participants.
2. Those shareholders holding shares in the Physical Form, are requested to furnish the details of mobile number, email addresses and KYC to the Company's Registrar and Share Transfer Agent (RTA) at following address – Alankit Assignments Limited, 4E/2, Alankit House, Jhandewalan Extension, New Delhi – 110055, Tel. No.: 011- 42541234, 42541959-60, Fax: +91-11-23552001 or Email: [info@alankit.com](mailto:info@alankit.com) along with the name of the shareholder, folio

- number, scanned copy of the share certificate (front and back) and self-attested copy of PAN Card.
3. The shareholders holding shares in physical form can update the email id and Mobile Number details on the website of the RTA at [www.alankit.com](http://www.alankit.com).

**INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:**

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting through VC 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 in the Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC ARE AS UNDER:**

1. Member will be provided with a facility to attend the Meeting through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@nimbusgroup.net](mailto:secretarial@nimbusgroup.net). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at [secretarial@nimbusgroup.net](mailto:secretarial@nimbusgroup.net) from Wednesday, May 22, 2024 from 09:00 AM (IST) to Thursday, May 23, 2024 till 05:00 PM (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Meeting. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Date: 15.04.2024**  
**Place: New Delhi**

**Sd/-**  
**Parvindra Nautiyal**  
**Chairperson appointed vide NCLT Order for the Meeting of**  
**Equity Shareholders of Nimbus Projects Limited**

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT NEW DELHI  
COMPANY APPLICATION NO. (CAA) 7 / ND / 2024  
(UNDER SECTION 230- 232 OF COMPANIES ACT, 2013)**

**IN THE MATTER OF:**

**SECTION 230 - 232 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 AND 7 OF COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.**

**AND**

**IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN:**

**GUPTA FINCAPS PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
G-52B, 1ST FLOOR, G-55 ROYAL PALACE, VIKAS MARG, LAXMI NAGAR, DELHI-110092.**

**... (TRANSFEROR COMPANY 1/ APPLICANT COMPANY 1)**

**AND**

**URVASHI FINVEST PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
G-52B, 1ST FLOOR, G-55 ROYAL PALACE, VIKAS MARG, LAXMI NAGAR, DELHI-110092.**

**... (TRANSFEROR COMPANY 2/ APPLICANT COMPANY 2)**

**AND**

**INTELLECTUAL SECURITIES PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
277, B. B. GANGULY STREET, 3RD FLOOR, ROOM NO. 306, BOWBAZAR, KOLKATA, WEST BENGAL – 700012.**

**... (TRANSFEROR COMPANY 3/ NON-APPLICANT COMPANY 1)**

**AND**

**HAPPY GRAPHICS AND EXHIBITION PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
277, B. B. GANGULY STREET, 3RD FLOOR, ROOM NO. 306, KOLKATA, WEST BENGAL – 700012.**

**... (TRANSFEROR COMPANY 4/ NON-APPLICANT COMPANY 2)**

**AND**

**LINK VANIJYA PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
277, B. B. GANGULY STREET, 3RD FLOOR, ROOM NO. 306, KOLKATA, WEST BENGAL – 700012.**

**... (TRANSFEROR COMPANY 5/ NON-APPLICANT COMPANY 3)**

**AND**

**DYNAMO INFRACON PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
109, VIKASDEEP BUIDLING DISTRICT CENTRE, LAXMI NAGAR, EAST DELHI 110092.**

**... (TRANSFEROR COMPANY 6/ APPLICANT COMPANY 3)**

**AND**

**PUSHPAK TRADING & CONSULTANCY PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
1, CROOKED LANE, 2ND FLOOR, ROOM NO 210, KOLKATA 700069.  
... (TRANSFEROR COMPANY 7/ NON-APPLICANT COMPANY 4)**

**AND  
MOKHA VYAPAAR PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
1, CROOKED LANE, 2ND FLOOR, ROOM NO 210, KOLKATA 700069.  
... (TRANSFEROR COMPANY 8/ NON-APPLICANT COMPANY 5)**

**AND  
PADMA ESTATES PRIVATE LIMITED  
HAVING ITS REGISTERED OFFICE AT  
277, B. B. GANGULI STREETS, 3RD FLOOR, ROOM. NO. 306 KOLKATA – 700012.  
... (TRANSFEROR COMPANY 9/ NON-APPLICANT COMPANY 6)**

**AND  
NIMBUS PROJECTS LIMITED  
HAVING ITS REGISTERED OFFICE AT  
1001-1006, 10th FLOOR, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI-  
110001.  
... (TRANSFeree COMPANY/ APPLICANT COMPANY 4)**

**EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 230(3),  
231(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 3, 5 & 6 OF THE COMPANIES  
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.**

1. Pursuant to the Order passed by the Hon'ble National Company Law Tribunal, New Delhi Bench (the "NCLT") dated 20<sup>th</sup> February, 2024 ("Order"/"NCLT Order"), a meeting of the Equity Shareholders of Nimbus Projects Limited (**Transferee Company**) is being convened and held through VC on Saturday, May 25, 2024 at 11:30 AM (IST) for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement for Amalgamation between Gupta Fincaps Private Limited (**Transferor Company 1**), Urvashi Finvest Private Limited (**Transferor Company 2**), Intellectual Securities Private Limited (**Transferor Company 3**), Happy Graphics and Exhibition Private Limited (**Transferor Company 4**), Link Vanijya Private Limited (**Transferor Company 5**), Dynamo Infracon Private Limited (**Transferor Company 6**), Pushpak Trading & Consultancy Private Limited (**Transferor Company 7**), Mokha Vyapaar Private Limited (**Transferor Company 8**), Padma Estates Private Limited (**Transferor Company 9**) and Nimbus Projects Limited (**Transferee Company**) and their respective Shareholders and Creditors ("Scheme" / "Scheme of Arrangement") under the provisions of Section 230-232 of the Companies Act, 2013 (**Act**) (including any statutory modification or re-enactment or amendment thereof for the time being enforce) read with the rules issued there under. Notice of the said meeting together with the copy of the Scheme along with annexures is sent herewith. This Explanatory statement explaining the terms of the Scheme is being furnished as required under section 102 read with section 230-232 of the Companies Act, 2013.
2. The draft Scheme was placed before the Audit Committee and Board of Directors of the Transferee Company at their respective meetings held on 28<sup>th</sup> September, 2022. In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23<sup>rd</sup> November, 2021, the Audit Committee of the Transferee Company vide a resolution passed on 28<sup>th</sup> September, 2022 at their meeting recommended the Scheme to the Board of Directors of the Transferee Company, *inter alia*, taking into account the, Valuation Report dated 27<sup>th</sup> September,

2022 issued by Ajay Kumar Siwach, Registered Valuer and Fairness Opinion dated 27<sup>th</sup> September, 2022 issued by 3Dimension Capital Services Limited, SEBI Registered Category-I, Merchant Banker. The Board of Directors of the Transferee Company in its meeting held on 28<sup>th</sup> September, 2022 approved the Scheme, based on such recommendation of the Audit Committee. Thereafter, the Independent Directors in their meeting dated 28<sup>th</sup> September, 2022, reviewed and recommended the Scheme approved by the Board of Directors and confirmed that the scheme is not detrimental to the Shareholders of the Company.

### **3. List of the Companies/Parties involved in the Scheme:**

- (i) Gupta Fincaps Private Limited ('Transferor Company 1')
- (ii) Urvashi Finvest Private Limited ('Transferor Company 2')
- (iii) Intellectual Securities Private Limited ('Transferor Company 3')
- (iv) Happy Graphics and Exhibition Private Limited ('Transferor Company 4')
- (v) Link Vanijya Private Limited ('Transferor Company 5')
- (vi) Dynamo Infracon Private Limited ('Transferor Company 6')
- (vii) Pushpak Trading & Consultancy Private Limited ('Transferor Company 7')
- (viii) Mokha Vyapaar Private Limited ('Transferor Company 8')
- (ix) Padma Estates Private Limited ('Transferor Company 9')
- (x) Nimbus Projects Limited ('Transferee Company')

### **4. Details of the Companies involved in the Scheme:**

#### **A. GUPTA FINCAPS PRIVATE LIMITED**

- a) Gupta Fincaps Private Limited (hereinafter referred to as "GFPL" or "Transferor Company 1") bearing CIN U67120DL1996PTC235090 was incorporated on 8th May 1996 under the provisions of Companies Act, 1956 as a private limited company. The registered office of the Transferor Company 1 is presently situated at G-52B, 1st Floor, G-55 Royal Palace, Vikas Marg, Laxmi Nagar, Delhi-110092.  
PAN: AADCG2370D  
Email ID: gupta08051996@gmail.com
- b) The Transferor Company 1 is a Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India vide certificate of registration B-14.03272.
- c) The Equity Shares of the Transferor Company 1 are not listed on any stock exchanges.
- d) The main objects of the Transferor Company 1 as per the memorandum of Association are as follows:
  - i. To establish and carry on the business of stock broking as member of recognized stock exchange(s) in India and other allied matters and for this purpose buy or acquire stock exchange membership either in India or abroad subject to bye laws/guidelines of Stock Exchange and/or SEBI as applicable from time to time.
  - ii. To carry on the business as merchant bankers, underwriters, sub-underwriters, brokers to issue of securities, dealers in securities, buying, selling, transferring, hypothecating and holding of shares, debentures and securities, of all kinds and description, Merchant Banks for the purpose of issue of Shares/Debenture and securities of all kinds Lead Managers or Co-Managers, Brokers and Sub-Brokers of Stock and new issues of shares, debentures and securities of all kinds and description, Registrars to the issue of securities, share Transfer Agents Investment Business, Portfolio Management, Corporate Counselling, Investment Counselling, Fixed Deposit Brokers, Inter-Corporate Investment Canvassors, Financial Consultants, Finance and Discount Brokers, Foreign Exchange Brokers, (with the

permission of RBI and other authorities) Advisors and consultants to the issue of securities of all kinds and type in all their aspects in India or outside and manage/arrange mergers and acquisitions and other financial services.

- iii. To invest in, acquire and hold, buy or sell or otherwise dispose of securities of any kind, shares, debentures stock securities properties, Bonds, Units, Obligations and Securities issued or guaranteed by any Government, State, Union Territory, Municipal Civic Body, Financial institutions, Commercial Papers, Negotiable instruments and Paper instruments of all types and kinds.
  - iv. To receive money on deposit at interest or otherwise with or without fixed period and to advance, or lend money on any terms that may be thought fit to any Company Corporation, Firm person or Association of persons, Hindu undivided Family whether falling under the same management or otherwise, with or without security on such terms and conditions as may be determined form time to time.
  - v. To carry on and undertake the business of finance to industrial enterprises, hire purchase leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all plant and machinery and equipment that the company may think fit and to assist in financing of all and every time description of hire purchase of deferred payment and similar transactions and to subsidies, finance or assist in subsidizing of sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms, whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lans and building, plant and machinery, equipment, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial term and to lease or otherwise deal with then in any manner whatsoever including re-sale there of regardless of whether the property purchased and leased be new and/or used to provide leasing advisory/counseling service to other entities and/or from leasing syndicate with other entities.
  - vi. To carry on business of custodians, depository, bills discounting, project appraisal foreign exchange brokers, sport delivery counters, capital market research, publication of periodicals and project and research and research report and papers.
- e) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 1 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorized Share Capital</b> 1,00,00,000 Equity Shares of Rs. 10/- Each	10,00,00,000
<b>Issued Share Capital</b> 95,39,670 Equity Shares of Rs. 10 each fully paid up	9,53,96,700
<b>Total</b>	<b>9,53,96,700</b>
<b>Subscribed and Paid-up Share capital</b> 93,93,510 Equity Shares of Rs 10/- each fully paid up	9,39,35,100
<b>Total</b>	<b>9,39,35,100</b>

- f) Details of change in name, registered office or objects of the Transferor Company 1 during the last five years:
- There is no change in the name clause of the Transferor Company 1.
  - There is no change in the registered office of the Transferor Company 1.
  - There is no change in the objects of Transferor Company 1.



- g) Details of the present promoter / promoter group and directors of the Transferor Company 1 are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Intellectual Securities Private Limited.	Promoter	277, B. B. Ganguly Street, 3rd Floor, Room No. 306, Bowbazar, Kolkata, West Bengal – 700012.
2.	Padma Estates Private Limited.	Promoter	277, B. B. Ganguly Street, 3rd Floor, Room No. 306, Kolkata, West Bengal – 700012.
3.	Major Singh	Promoter	6, Birdwood Street, Balwyn, Melbourne VIC, Australia
4.	Urvashi Finvest Private Limited.	Promoter	G-52B, 1st Floor, G-55 Royal Palace, Vikas Marg, Laxmi Nagar, Delhi-110092.
5.	Swaran Singh	Promoter	A-70, Hauz Khas, New Delhi – 110016
6.	Jatinder Kaur	Promoter	A-70, Hauz Khas, New Delhi – 110016

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Prabhat Kumar Srivastava	Director	07600968	Flat No. 19H, Pocket A-3, Mayur Vihar, Phase III, Delhi – 110096
2.	Bipin Agarwal	Director	00001276	H.No 106, Golf Links, Lodhi Road, Central Delhi-110003

- h) As on 30.09.2023, the amount due to the Secured Creditors and Unsecured Creditors of Transferor Company 1 is NIL.

**B. URVASHI FINVEST PRIVATE LIMITED**

- a) Urvashi Finvest Private Limited (hereinafter referred to as “UFPL” or “Transferor Company 2”) bearing CIN U67I20DL1996PTC080203 was incorporated on 9th July, 1996 under the provisions of Companies Act, 1956 as a private limited company. The registered office of the Transferor Company 2 is presently situated at G-52B, 1st Floor, G-55 Royal Palace, Vikas Marg, Laxmi Nagar, Delhi - 110092.  
PAN: AAACU2726Q  
Email: urvashi09071996@gmail.com
- b) The Transferor Company 2 is a Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India vide certificate of registration B-14.02300.
- c) The Equity Shares of the Transferor Company 2 are not listed on any stock exchanges.

- d) The main objects of the Transferor company 2 as per the memorandum of Association are as follows:
- i. To carry on the business of dealers in shares, stocks, debentures, debenture-stock, bonds, obligations, units security and other investment.
  - ii. To act as managers to the issue, advisors, consultants, underwriters, share and stock brokers, issue house and shares transfer agents, data processing agents or in any other capacity in relation to the issue of capital, public issue of shares, debentures, bonds, private placements or placement of the same through any other manner.
  - iii. To acquire any shares, stocks, debentures, debenture-stock, bonds notes obligations or securities by original subscription contract tender, purchase, exchange, underwriting and by participation in syndicates or otherwise and whether or not fully paid, to subscribe for the same subject to such terms and conditions (if any) as may be thought fit and to dispose of the same.
  - iv. To lend and advance money, give credit, of any kinds or otherwise finance to such persons, companies, corporations, firms or institutions and on such terms as may seem expedient and to release or discharge any debt obligation owing to the company provided that the company shall not do any banking business within the meaning of the Banking Regulation Act, 1949.
  - v. To provide advice, services, and consultancy to investors in various corporate securities including shares, debentures, bonds, fixed deposits, loans and all other types of financing administration and investment in companies bodies corporate, corporation, industries, firms, associations or any other person.
  - vi. To finance by way of lending and advancing money with or without security and upon such terms and conditions, as the company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any enterprise with any financial institution, banks or other parties for obtaining finance whether for its long term capital, working capital or for any deferred payment finance or for any other purpose.
- e) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 2 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorized Share Capital</b>	
1,05,00,000 Equity Shares of Rs. 10 Each	10,50,00,000
<b>Total</b>	<b>10,50,00,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
92,72,500 Equity Shares of Rs. 10 each	9,27,25,000
<b>Total</b>	<b>9,27,25,000</b>

- f) Details of change in name, registered office or objects of the Transferor Company 2 during the last five years:
- There is no change in the name clause of the Transferor Company 2.
  - There is no change in the registered office of the Transferor Company 2.
  - There is no change in the objects of Transferor Company 2.
- g) Details of the present promoter / promoter group and directors of the Transferor Company 2 are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Intellectual Securities Pvt. Ltd.	Promoter	277, B. B. Ganguly Street, 3rd Floor, Room No. 306, Bowbazar, Kolkata, West Bengal – 700012
2.	Padma Estates Pvt. Ltd	Promoter	277, B. B. Ganguli Streets, 3rd Floor, Room. No. 306 Kolkata – 700012
3.	Gupta Fincaps Pvt. Ltd	Promoter	G-52B, 1st Floor, G-55 Royal Palace, Vikas Marg, Laxmi Nagar, Delhi-110092
4.	Major Singh	Promoter	6, Birdwood Street, Balwyn, Melbourne VIC, Australia
5.	Swaran Singh	Promoter	A-70, Hauz Khas, New Delhi – 110016

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Prabhat Kumar Srivastava	Director	07600968	Flat No. 19H, Pocket A-3, Mayur Vihar, Phase III, Delhi – 110096
2.	Bipin Agarwal	Director	00001276	House No. 106, Golf Links, Lodhi Road, Central Delhi-110003

- h) As on 30.09.2023, the amount due to the Secured Creditors and Unsecured Creditors of Transferor Company 2 is NIL.

**C. INTELLECTUAL SECURITIES PRIVATE LIMITED**

- a) Intellectual Securities Private Limited (hereinafter referred to as “Intellectual” or “Transferor Company No. 3”) bearing CIN U67120WB2007PTC266191 was incorporated on 16<sup>th</sup> October, 2007 under the provisions of the Companies Act, 1956 as a private limited company. The Registered Office of the Transferor Company 3 is presently situated at 277, B. B. Ganguli Streets, 3rd Floor, Room No. 306, Kolkata, West Bengal – 700012.  
PAN: AABCI7610J  
Email ID: intellectual16102007@gmail.com
- b) The Transferor Company 3 is a Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India vide certificate of registration N-05-06788.
- c) The Equity Shares of the Transferor Company 3 are not listed on any stock exchanges.
- d) The main objects of the Transferor Company 3 as per the memorandum of Association are as follows:
- To carry on the business of shares, stocks, debentures stocks, bonds, obligations and securities, issued or guaranteed by any company constituted or carrying on business in India or elsewhere and/or buy any Government, State, Domination, Sovereign,

Ruler, Commissioner, public body or authority, supreme municipal, local or otherwise whether in India or elsewhere and to vary or otherwise dispose off, exchange, transfer and also to invest buy, sell, import, export and deal in gold, billion, silver and diamond.

- ii. To carry on the business as underwriters, agents, managers, merchant bankers, advisers, brokers, sub-brokers agents of any issue of shares, stocks, debentures, warrant, debt instruments, commercial Paper, security and other equity/disinvestments, mutual fund, unit trust or any type of capital issue whether in India or in abroad including Euro issue, foreign issue of any company or body corporate whether incorporated in India or outside India and also to act as render services as Registrar, Custodian, trustees, Transfer Agents, port-folio managers with regard to all types of securities in respect of all types of body corporate whether incorporated in India or any other country and for that Purpose to become member or obtain enrolment or registration in any stock exchange, or any other exchange, association, society, panel, chamber of commerce, body corporate in India or abroad.

- e) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 3 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

Particulars	Amount (Rs.)
<b>Authorized Share Capital</b>	
19,50,000 Equity Shares of Rs. 10 Each	1,95,00,000
<b>Total</b>	<b>1,95,00,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
19,44,850 Equity Shares of Rs. 10 each	1,94,48,500
<b>Total</b>	<b>1,94,48,500</b>

- f) Details of change in name, registered office or objects of the Transferor Company 3 during the last five years:
- There is no change in the name clause of the Transferor Company 3.
  - The Transferor Company 3 had changed its registered office from the State of West Bengal to the State of Maharashtra on 17.09.2020. Subsequently, the registered office of the Transferor Company 3 was changed from the State of Maharashtra to the State of West Bengal on 16.11.2023.
  - There is no change in the objects of Transferor Company 3.
- g) Details of the present promoter / promoter group and directors of the Transferor Company 3 are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Happy Graphics & Exhibition Private Limited	Promoter	277, B. B. Ganguli Streets, 3rd Floor, Room. No. 306 Kolkata – 700012

2.	Link Vanijya Private Limited	Promoter	277, B. B. Ganguli Streets, 3rd Floor, Room. No. 306 Kolkata – 700012
3.	RCJ Investment Trust Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi – 110092

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Madan Gopal Sharma	Director	03258394	K-359, Kangra Niketan, Vikas Puri, Delhi-110018
2.	Virendra Tripathy	Director	01060754	B-236, Third Floor, Dwarka, Sector-8, South West Delhi-110077
3.	Ravi Kumar Agarwal	Director	03597280	H.No. 161, Block-WA, Shakarpur, East Delhi-110092

- h) As on 30.09.2023, the amount due to the Secured Creditors of Transferor Company 3 is NIL and to Unsecured Creditors is Rs. 6,86,15,530/- (Rupees Six Crore Eighty Six Lakhs Fifteen Thousand Five Hundred Thirty).

**D. HAPPY GRAPHICS AND EXHIBITION PRIVATE LIMITED**

- a) Happy Graphics & Exhibition Private Limited (hereinafter referred to as “Happy” or “Transferor Company 4”) was incorporated on 25<sup>th</sup> January, 2010 bearing CIN U22200WB2010PTC141372 under the provisions of the Companies Act, 1956 as a private limited company. The Registered Office of the Transferor Company 4 is situated at 277, B. B. Ganguli Streets, 3rd Floor, Room No. 306, Kolkata, West Bengal – 700012 PAN: AACCH3262Q Email: happy25012010@gmail.com
- b) The Equity Shares of the Transferor Company 4 are not listed on any stock exchanges.
- c) The main objects of the Transferor company 4 as per the memorandum of Association are as follows:
- To carry on in India or elsewhere the business to alter, convert, commercialize, control, print, plate; laminate, design, develop, exhibition, supply, buy, sell, turn to account and to act as agent, broker, stockists, concessionaries, consultant, collaborator, jobworker, varieties specifications, description modalities, devices, systems, applications, distributor or otherwise to deal in of all types of graphics designing, printing, pre-press jobs such as multi-colour offset printing and its plate making and film & making units, four colour offset, bi-colour offset, and other water or alcohol based offset, rotograph machine, advertisement agency and electronics media and to carry on the business to publish, print, produce, promote, organise, manage, acquire, run, maintain, amalgamate, establish; commercialize, control, circulate, develop, sponsor, equip, jobwork, market, operate, own, purchase, sell, protect, participate and to act as agent, stockist, distributor, representative, news

feeder; correspondent, communicator, supplier or otherwise to deal in all types, tastes, varieties & languages of morning, noon, evening, daily, weekly, fortnightly, monthly, quarterly, half yearly & yearly newspapers, periodicals, magazines, pamphlets, journals, books, diary, calender (wall, table and &pocket), map, special bulletins, souvenir, newsletter and related items.

- d) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 4 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorized Share Capital</b>	
1,10,000 Equity Shares of Rs. 10 Each	11,00,000
<b>Total</b>	<b>11,00,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
86,000 Equity Shares of Rs. 10 each	8,60,000
<b>Total</b>	<b>8,60,000</b>

- e) Details of change in name, registered office or objects of the Transferor Company 4 during the last five years:

- There is no change in the name clause of the Transferor Company 4.
- There is no change in the registered office of the Transferor Company 4.
- There is no change in the objects of Transferor Company 4.

- f) Details of the present promoter / promoter group and directors of the Transferor Company 4 are as follows:

• **Promoter / Promoter Group**

<b>S. No.</b>	<b>Name</b>	<b>Category</b>	<b>Address</b>
1.	Anamica Financial Services Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
2.	Anamica Portfolio Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
3.	Saffron Holdings Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
4.	RCJ Investment Trust Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092

• **Directors**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
1.	Tarun Goyal	Director	03354399	A-500, Gali No.3, Chandralok Colony, Mandoli Road, Shahdara, Delhi-110093
2.	Anil Kumar Goel	Director	03472412	A-500, Gali No.3, Chandralok Colony, Mandoli Road, Shahdara, Delhi-110093

- g) As on 30.09.2023, the amount due to the Secured Creditors and Unsecured Creditors of Transferor Company 4 is NIL.

#### E. LINK VANIJYA PRIVATE LIMITED

- a) Link Vanijya Private Limited (hereinafter referred to as “Link” or “Transferor Company 5”) was incorporated on 11<sup>th</sup> January 2010 bearing CIN U52390WB2010PTC140935 under the provisions of the Companies Act, 1956 as a private limited company. The Registered Office of the Transferor Company 5 is situated at 277, B. B. Ganguli Streets, 3rd Floor, Room No. 306, Kolkata, West Bengal – 700012  
PAN: AABCL7094F  
Email: link11012010@gmail.com

- b) The Equity Shares of the Transferor Company 5 are not listed on any stock exchanges.
- c) The main objects of the Transferor company 5 as per the memorandum of Association are as follows:

- i. To carry on the business of trading, buying, selling, marketing, net marketing, indenting agents, whole selling, retailing, consignor, supplying, distributor, dealer of all types of homecare products and consumer goods, household goods, Industrial Goods, Engineering Goods, Electrical and Electronics products, Food articles, Sugar, Spices, Pulses, Agricultural products and its by products, Hard wares and stores, Plant & Machinery, stores and spare parts and accessories commercials, naturals and man-made fibers, clothes and fabrics, garments synthetic and polythene products, laminated cloth jute and jute goods, packing materials, paper and paper products, plastics and plastic products, polythene and polythene products, Granules, Petro-Chemicals and petroleum products, leather and leather products, Footwear, rubber and rubber products, Carpets, plantation crops i.e. tea, cotton, coffee, tobacco, vegetables and other eatables, milk and milk products, confectioners, Ice-creams dairy products, spices, pickles, kiranas, food products, marine products sea foods, paper, sugar and molasses, medicines , drugs, pharmaceuticals cosmetic goods, all kind of cements, steels, zinc and alloys, scrap, minerals and materials, ore, petroleum products, industrial and other gases, alcohols, edible and non-edible oils and oils seeds, fats, soap and detergents, adhesive, paints, and varnishes, dyes and chemicals fertilizers, manures, drug and pesticides, acids, wood and wood products, furnishing materials, building automobile parts and devices electronic goods, computers, computer software and hardwares, watches, novelties, bullion, precious stones, work of art, antiques, curious, jewelleryes.

- d) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 5 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorized Share Capital</b>	
1,10,000 Equity Shares of Rs. 10 Each	11,00,000
<b>Total</b>	<b>11,00,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
97,400 Equity Shares of Rs. 10 each	9,74,000
<b>Total</b>	<b>9,74,000</b>

- e) Details of change in name, registered office or objects of the Transferor Company 5 during the last five years:

- There is no change in the name clause of the Transferor Company 5.
- There is no change in the registered office of the Transferor Company 5.
- There is no change in the objects of Transferor Company 5.

f) Details of the present promoter / promoter group and directors of the Transferor Company 5 are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Anamica Financial Services Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
2.	Anamica Portfolio Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
3.	Saffron Holdings Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
4.	RCJ Investment Trust Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Tarun Goyal	Director	03354399	A-500, Gali No.3, Chandralok Colony, Mandoli Road, Shahdara, Delhi-110093
2.	Sunil Kumar	Director	00243213	A-500, Gali No.3, Chandralok Colony, Mandoli Road, Shahdara, Delhi-110093

g) As on 30.09.2023, the amount due to the Secured Creditors of Transferor Company 4 is NIL and to Unsecured Creditors is Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand).

**F. DYNAMO INFRACON PRIVATE LIMITED**

a) Dynamo Infracon Private Limited (hereinafter referred to as “DIPL” or “Transferor Company 6”) was incorporated on 11<sup>th</sup> July, 2008 bearing CIN U45400DL2008PTC341500 under the provisions of Companies Act, 1956 as a private limited company. The Registered office of the Transferor Company 6 is presently situated at 109, Vikasdeep Building, District Centre, Laxmi Nagar, East Delhi – 110092.  
PAN: AADCD0980E  
Email: dynamo11072008@gmail.com

b) The Equity Shares of the Transferor Company 6 are not listed on any stock exchanges.

c) The main objects of the Transferor company 6 as per the memorandum of Association are as follows:

- To engage in business of an investor in real estate for the benefit of its members, customers and general public and in particular of purchase, sale and trading of land and/or buildings and owning, buying, selling, developing, hiring, letting, sub-letting, maintaining, allotting, transferring allotting, administering, exchanging, mortgaging,



accepting, mortgage, renting, easing, sub-leasing, surrendering, accepting lease, tenancy of sub-tenancy, constructing, reconstructing, repairing, maintaining, extending, altering or demolishing land, buildings, tenements, blocks flats, apartments, offices, godowns, garages and building site through its agency of through contractor and purchasing, holding in stock or selling materials and trading in construction materials and building accessories, electrical, sanitary, plumbing and other fixtures, fittings equipment, plant machinery, tools and appliances including furniture, fixtures, household goods and decoration materials,

- ii. To act as builders, promoters and developers of land, buildings, building sites, townships and other building complexes and to undertake and execute building complexes, factories, godowns, flats, blocks, offices, shops, malls, godowns, garages, cinemas, theatre, hotels, resorts, restaurants, motels of structures of whatsoever and in connection therewith to act as contractors for execution of land and building projects of all kinds and otherwise as contractors for execution construction and completion of all sorts of projects end in connection therewith to act as engineers, architects, draughtsmen, interior decorators and generally to deal in immovable properties of all descriptions and tenures by purchase and sale of otherwise as may be necessary or though proper and to undertake and execute maintenance contractors for Multistoried and other building, townships and other complexes of and in connection therewith and also otherwise to act as manager, caretakers, engineers, advisors, estate agents, selling and purchasing agents and brokers for lands, buildings, factories, godowns, flats, blocks, offices, shops, malls, godowns, garages, cinemas, theatre, hotels, resorts, restaurants, motels or structures of whatsoever construction materials, furniture, fixtures, equipments and appliances.

- d) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 6 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

Particulars	Amount (Rs.)
<b>Authorized Share Capital</b>	
50,000 Equity Shares of Rs. 10 Each	5,00,000
<b>Total</b>	<b>5,00,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
33,000 Equity Shares of Rs. 10 each	3,30,000
<b>Total</b>	<b>3,30,000</b>

- e) Details of change in name, registered office or objects of the Transferor Company 6 during the last five years:
- There is no change in the name clause of the Transferor Company 6.
  - The Transferor Company 6 had changed its registered office within the NCT of Delhi on 10.05.2023.
  - There is no change in the objects of Transferor Company 6.
- f) Details of the present promoter / promoter group and directors of the Transferor Company 6 are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Anamica Financial Services Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092

2.	Anamica Portfolio Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
3.	Saffron Holdings Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
4.	RCJ Investment Trust Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Gopal Tayal	Director	08055491	18-D, Sector-IV, D.I.Z Area, Shaheed Bhagat Singh Marg, New Delhi-110001
2.	Alok Kumar	Director	05149566	B-104, Swasthaya Vihar, Shakarpur, Baramad, East Delhi-110092

- g) As on 30.09.2023, the amount due to the Secured Creditors of Transferor Company 6 is NIL and to Unsecured Creditors is Rs. 2,00,000 (Rupees Two Lakhs).

**G. PUSHPAK TRADING & CONSULTANCY PRIVATE LIMITED**

- a) Pushpak Trading & Consultancy Private Limited (hereinafter referred to as “Pushpak” or “Transferor Company 7”) was incorporated on 13<sup>th</sup> March, 1996 bearing CIN U51229WB1996PTC077999 under the provisions of the Companies Act, 1956 as a private limited company. The Registered Office of Transferor Company 7 is situated at 1, Crooked Lane, 2nd Floor, Room No. 210, Kolkata – 700069  
PAN: AABCP5365M  
Email: pushpaktrading@rediffmail.com
- b) The Equity Shares of the Transferor Company 7 are not listed on any stock exchanges.
- c) The main objects of the Transferor company 7 as per the Memorandum of Association are as follows:
- To carry on business of buyers, sellers, suppliers, merchants, traders, agents, representatives, dealers, producers, stockists, packers, financiers or distributors of household, domestic food articles, automobiles, industrial component, products, raw materials, commercial products & - manmade fibres, farm and forest products, goods, plants, machineries, equipments, apparatus, gadgets, appliances, accessories, spare parts, or other merchandise including tea, coffees, Jute and jute -goods, textiles, cotton, ‘cellulosic or - synthetic fibre, - silk yarn, wool and woolen goods, leather and leather goods, handicrafts, piece of arts, jewellery ornaments, marble and other stone, plastic, ‘steel, rubber, chemical, engineering- goods, metals, minerals, electronics, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, books, reading and educative ‘materials, paper and paper . products, tobacco and tobacco products.
  - To carry on. India or elsewhere the busiress ‘to act as consultant, advisor, representative, advocate, signatories, attorneys, liasioner, agent, serviceman, middleman; arbitrator, conciliator, auctioneer, liquidator, secretary & solicitor in all its branches such as legal, commercial, industrial, manufacturing, | production, engineering, personnel, marketing, advertising, publicity sales promotion, public welfare, corporate management, business management, company law, taxation,

investment, portfolio management, agriculture, animal husbandry, poultry, fisheries, power “generation, energy. . savings, insurance, banking, loan syndication, importers & exporters, researchs& developments, software developments, computer applications, quality control, technical knowhow, geology & mining, medicine & surgery, merchant banking, underwriting, secretarial services, financial management, construction, transport and on other similar subjects and to ‘make evaluations, feasibility studies, techno economic feasibility studies, project reports, forecasts, surveys & rehabilitation packages and for the purpose to run, .establish, - maintain provide, operate, manage, supervise, arrange; and- take on. hire all necessary services, facilities, -conveniences, equipments etc., and to supply turnkey projects-in all industries, utilities, -commercial arid welfare fields and to do all incidental. acts and things ‘necessary for the attainment of foregoing objects.

- d) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 7 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

Particulars	Amount (Rs.)
<b>Authorized Share Capital</b>	
25,80,000 Equity Shares of Rs. 10 Each	2,58,00,000
<b>Total</b>	<b>2,58,00,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
25,78,200 Equity Shares of Rs. 10 each	2,57,82,000
<b>Total</b>	<b>2,57,82,000</b>

- e) Details of change in name, registered office or objects of the Transferor Company 7 during the last five years:

- There is no change in the name clause of the Transferor Company 7.
- There is no change in the registered office of the Transferor Company 7.
- There is no change in the objects of Transferor Company 7.

- f) Details of the present promoter / promoter group and directors of the Transferor Company 7 are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Padma Estates Private Limited	Promoter	277, B. B. Ganguli Streets, 3rd Floor, Room. No. 306 Kolkata – 700012
2.	Mokha Vyapaar Private Limited	Promoter	1, Crooked Lane, 2nd Floor, Room No. 210, Kolkata 700069
3.	Brother Trading Private Limited	Promoter	1, Crooked Lane, 2nd Floor, Room No. 210, Kolkata 700069

- **Directors**

S. No.	Name	Designation	DIN	Address
1.	Anshul Mittal	Director	01822800	A-14, Khasra No.- 668, 3 <sup>rd</sup> Floor, Gali No. 2, Ashok Nagar, Shahdara, Delhi-110093
2.	Satish Kumar Goel	Director	00044289	H No-129, Kailash Puram, Govindpuram, Ghaziabad, UP-201013

- g) As on 30.09.2023, the amount due to the Secured Creditors of Transferor Company 7 is NIL and to Unsecured Creditors is Rs. 68,50,000 (Rupees Sixty-Eight Lakhs Fifty Thousand).

#### **H. MOKHA VYAPAAR PRIVATE LIMITED**

- a) Mokha Vyapaar Private Limited (hereinafter referred to as “Mokha” or “Transferor Company 8”) was incorporated on 19<sup>th</sup> January, 1995 bearing CIN U51109WB1995PTC067589 under the provisions of the Companies Act, 1956 as a private limited company. The Registered Office of Transferor Company 8 is situated at 1, Crooked Lane, 2nd Floor, Room No. 210, Kolkata – 700069.  
PAN: AABCM9936B  
Email: mokha.vyapaar@rediffmail.com
- b) The Transferor Company 8 is a Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India vide certificate of registration B-05-05091.
- c) The Equity Shares of the Transferor Company 8 are not listed on any stock exchanges.
- d) The main objects of the Transferor company 8 as per the Memorandum of Association are as follows:
- To carry on business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and article of all kinds including clearing agent, freight contractors, forwarding agents, licensing agents, general brokers and to carry on any kind of commercial business.
  - To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, packers, stockists, distributors, advisors, hire purchasers, of and in all kinds of rubberised cloth food grains, dairy products, soap detergents, biscuits, surgical, diagnostics medical pulses, leather & finished leather goods, leather garments, leather products, all related items in leather, electric & electronics components and goods iron & steel, aluminium, mineral ferrous and non-ferrous, metal, stainless steel, jute & jute products, textile, cotton, synthetic, fibre, silk, yarn, wool & woollen goods, handicrafts & silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, wood & wood products, timber cosmetics, stationery, tools & hardware, plastics & plastics goods, sugar, tea, coffee, paper packaging material, chemicals cement, spices, grain, factory materials, house equipments, rubber & rubber products, fertilizers, agriculture fruit products, industrial products, computer data materials, Software, paints, industrial & other gases, alcohol, liquor edible & non-edible oils & fats, marine products, drugs, plants & machinery goods, engineering goods & equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobile parts, building construction &

materials, fur & fur made items toys, building plans, consumer products, consumer durables, dry flowers and plants, printing, transportation & all other kinds of goods and merchandise, commodities and articles of consumption of all kinds in India or elsewhere.

- iii. To carry on business of rendering consultancy and advisory services in respect of foreign exchange, international financial services and all related aspects thereof, to act as financial Intermediaries to organise and provide syndicated financial arrangements whether in Domestic or international, markets and whether by way of loans or guarantees or credit in exports and acceptances, co-acceptance and discounting of international bills, to act as representative in India for any persons, association, bank, financial institution or a Company established in India or abroad to advice on mobilise and manage off-shore funds both in India and abroad, to arrange placement of funds by Indians or non-resident Indians in connection with any public or private issue of securities in India and to undertake business of rendering consultancy services, data processors, relating to finance, investment, corporate affairs, management services, banking services in all its aspects to any Company body corporate, firm, trust, association of persons, individuals.

- e) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 8 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

Particulars	Amount (Rs.)
<b>Authorized Share Capital</b>	
12,50,000 Equity Shares of Rs. 10 Each	1,25,00,000
<b>Total</b>	<b>1,25,00,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
11,56,100 Equity Shares of Rs. 10 each	1,15,61,000
<b>Total</b>	<b>1,15,61,000</b>

- f) Details of change in name, registered office or objects of the Transferor Company 8 during the last five years:
- There is no change in the name clause of the Transferor Company 8.
  - There is no change in the registered office of the Transferor Company 8.
  - There is no change in the objects of Transferor Company 8.
- g) Details of the present promoter / promoter group and directors of the Transferor Company 8 are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Brother Trading Private Limited	Promoter	1, Crooked Lane, 2nd Floor, Room No. 210, Kolkata 700069
2.	Padma Estates Private Limited	Promoter	277, B. B. Ganguli Streets, 3rd Floor, Room. No. 306 Kolkata – 700012
3.	Pushpak Trading & Consultancy Private Limited	Promoter	1, Crooked Lane, 2nd Floor, Room No. 210, Kolkata 700069

- **Directors**

S. No.	Name	Designation	DIN	Address
1.	Anshul Mittal	Director	01822800	A-14, Khasra No.- 668, 3 <sup>rd</sup> Floor, Gali No. 2, Ashok Nagar, Shahdara, Delhi-110093
2.	Satish Kumar Goel	Director	00044289	H No-129, Kailash Puram, Govindpuram, Ghaziabad, UP-201013

- h) As on 30.09.2023, the amount due to the Secured Creditors of Transferor Company 8 is NIL and to Unsecured Creditors is Rs. 56,45,000 (Rupees Fifty Six Lakhs Forty Five Thousand).

#### **I. PADMA ESTATES PRIVATE LIMITED**

- a) Padma Estates Private Limited (hereinafter referred to as “Padma” or “Transferor Company 9”) was incorporated on 27<sup>th</sup> November, 1989 bearing CIN U70101WB1989PTC047916 under the provisions of the Companies Act, 1956 as a private limited company. The Registered Office of Transferor Company 9 is situated at 277, B. B. Ganguli Streets, 3rd Floor, Room No. 306, Kolkata – 700012.  
PAN: AABCP5462H  
Email: padmaestates27111989@gmail.com
- b) The Transferor Company 9 is a Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India vide certificate of registration 05-02970
- c) The Equity Shares of Transferor Company 9 are not listed on any stock exchanges.
- d) The main objects of the Transferor company 9 as per the memorandum of Association are as follows:
- To acquire by Purchase, lease, exchange, hire or otherwise, land, buildings, properties and hereditaments of any tenure or description and any estate or interest therein and any. right over or connected with such land and buildings and develop or to turn the same to account as may seem expedient and in - particular by Preparing buildings sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining rooms, flats, houses, hotels & resturants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hostels, gardens swimming pools, play-grounds, buildings, works and conveniences of all kinds and to sell, let on lease or on hire, mortgage or dispose of the same in any other manner in whole or in part to any person, association of persons, firm or body corporate or unincorporate and also to manage land, buildings and other properties, whether belonging to the Company or not and to collect rents and income and to supply to tenants, occupiers and other refreshments, attendants, lights, waiting rooms, reading rooms, meeting rooms, electric conveniences, garages and other advantages and to act as contractors for any person, firm or company for construction of buildings roads, bridges, etc. and also to carry on the business of a Estate and Land Agent.
  - To carry on business as producers, growers, cultivators, Manufacturers blenders, processors, buyers, sellers, marketers, commission agents, exporters, importers and dealers in all types of agricultural products, vegetables, fruits and fruit

products, flowers, plants, pots, flower seeds, fertilisers, herbs, trees, tea, coffee, cinchona, cocoa, rubber, tea seed and clones, their by-products and derivatives, minerals or other allied produce of the soil, to prepare manufacture and render marketable any such produce and to sell, export, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail, to carry on business of farmers, agriculturists, horticulturists, dairy men, milk contractors, dairy farmers, and to carry out all agricultural work and for that purpose to own lands, forests, orchards, farms, gardens, agricultural Machinaries, tools and implements and to do all other things incidental to the agricultural activities.

- iii. To carry on the business of Hotels, Boarding & Lodging, Lodge restaurants, refreshment & tea rooms, cafes and milk and Snack Bars, Caterers and contractors, confectioners, tobaconists, wine, beer and spirit merchants, importers and manufacturers of acrated mineral and artificial waters and other drinks, taxi, motor car and motor lorry proprietors, ice merchants and to establish and provide all kinds of conveniences and attraction for customers and others and in-particular reading, writing and smoke rooms; lockers and safe deposits, shops, clubs, stores, hair-dressers, baths, dressing rooms, swimming pools, grounds and places of amusement and entertainment.

- e) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company 9 as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

Particulars	Amount (Rs.)
<b>Authorized Share Capital</b> 2,56,60,000 Equity Share of Rs. 10/-each	25,66,00,000
<b>Total</b>	<b>25,66,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b> 2,56,51,217 Equity Share of Rs. 10/-each fully paid up	25,65,12,170
<b>Total</b>	<b>25,65,12,170</b>

- f) Details of change in name, registered office or objects of the Transferor Company 9 during the last five years:

- There is no change in the name clause of the Transferor Company 9.
- There is no change in the registered office of the Transferor Company 9.
- There is no change in the objects of Transferor Company 9.

- g) Details of the present promoter / promoter group and directors of the Transferor Company 9 are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Dynamo Infracon Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
2.	Anamica Portfolio Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
3.	Anamica Financial Services Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
4.	Saffron Holdings Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092

5.	RCJ Investment Trust Private Limited	Promoter	109, Vikas Deep Building, District Centre, Laxmi Nagar, Delhi-110092
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• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Ravi Kumar Agarwal	Director	03597280	H.No 161, Block-WA, Shakarpur, East Delhi-110092
2.	Madan Gopal Sharma	Director	03258394	K-359, Kangra Niketan, Vikas Puri Delhi-110018
3.	Virendra Tripathy	Whole-time Director	01060754	B 236, Third Floor, Dwarka Sector-8, South West Delhi-110077

- h) As on 30.09.2023, the amount due to the Secured Creditors of Transferor Company 9 is NIL and to Unsecured Creditors is Rs 15,69,27,996 (Rupees Fifteen Crores Sixty Nine Lakhs Twenty-Seven Thousand Nine Hundred Ninety-Six).

**J. NIMBUS PROJECTS LIMITED**

- a) Nimbus Projects Limited (hereinafter referred to as “NPL” or “Transferee Company”) bearing CIN L74899DL1993PLC055470, was originally incorporated on 01st October, 1993 under the provisions of Companies Act, 1956 with the name and style of “NCJ Financial Services Private Limited”. Subsequently, with effect from 05th September, 1994, Transferee Company was converted into a public company and accordingly, name was changed to “NCJ Financial Services Limited”. Further, on 14th September, 1995, name of the Company was changed to “NCJ International Limited”. Later, on 13th October, 2010, name of the Company was changed to its present name i.e. “Nimbus Projects Limited”. Initially, the Registered office of the Transferee Company was situated at MB-21, Indraprakash, Barakhamba New Delhi – 110001. Subsequently, on 28th March, 1998, the registered office was changed to G-55 Royal Palace, 1st Floor, Vikas Marg, Laxmi Nagar Delhi – 110092. Thereafter, with effect from 30th October, 2006, the registered office of the Transferee Company was again changed to 313-315, Vikas Deep Building, District Center, Laxmi Nagar, New Delhi – 110092. Later, on 10th May, 2015, the Transferee Company shifted its registered office to its present address i.e. 1001-1006, 10th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi – 110001.

PAN: AAACN0116H

Email: nimbusindialtd@gmail.com

- b) The Transferee Company is widely held listed company having its equity shares listed on BSE Limited.
- c) The main objects of the Transferee Company as per the memorandum of Association are as follows:
- To purchase, acquire, take on lease or in any other such lawful manner any land, buildings, and structures and to develop the same and dispose off or maintain the same and build township, markets, commercial complexes with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage.
  - To act as commission agents and dealers in land, building whether commercial residential whether ment for purchase, sale, resale, or let out.



- iii. To layout, develop, construct, build, erect, demolish, alter, repair, or to do any such civil and constructional work in connection with any building or building schemes, roads, highways, sewerage, bridges, canals, dams, reservoir, embankments, irrigations, improvements, sanitary, water, electric works and power supply works or any such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specifications or models related thereto.
  - iv. To deal in all kinds of building materials used in constructions line such as cement, lime, bricks, stones, wood, timber, iron aluminium and other accessories.
  - v. To acquire land for sale, and to develop into land plots construct buildings and flats for sale on installments, or otherwise and to act as real estate agents.
  - vi. To carry on business as civil contractors for construction of markets, commercial complexes, amusement park, roads, buildings, houses, flats, school complexes consisting of main building, play grounds, library and laboratory building, hostel building, and residential flat, factory sheds and buildings, dams, canals, tanks, bridges, hydel projects, power houses, tunnels, culverts, drains, channels, sewages, garden and such other necessary related civil and constructional work of all types.
  - vii. To sell, let, mortgage, or dispose off the markets, commercial complexes, lands, houses, buildings and other immovable property of the company.
  - viii. To set up, develop and to deal in houses, commercial complexes.
  - ix. To carry on business of fabricators, architects, consultants, civil engineers, soil testers, builders and developers of land contractors, colonizers, civil contractors and undertake any residential commercial or industrial construction either independently or jointly in partnership or on agency or sub contract basis with or on behalf of any individual, firm, body corporate, association or society central or state government, cantonment board or any local authority.
  - x. To sell and purchase freehold or other house property, buildings or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.
  - xi. To enter into the partnership with any overseas body(ies) or on agency or subcontract basis or solely for carrying out any of the above purposes within or outside India with the permission of appropriate authorities as may be required at that time.
- d) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferee Company as on Appointed Date i.e. 1<sup>st</sup> April, 2022 is as follows:

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorized Share Capital</b>	
2,50,00,000 Equity Share of Rs. 10/-each	25,00,00,000
2,00,00,000 Preference Shares of Rs. 10/- each	20,00,00,000
<b>Total</b>	<b>45,00,00,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
1,08,38,000 Equity Share of Rs. 10/-each fully paid up	10,83,80,000
1,96,55,000 Zero % Non-Cumulative, Non-Convertible, Non-Participating, Preference Shares of Rs. 10/-each fully paid up	19,65.50,000
<b>Total</b>	<b>30,49,30,000</b>

- e) Details of change in name, registered office or objects of the Transferee Company during the last five years:
- There is no change in the name clause of the Transferee Company.
  - There is no change in the registered office of the Transferee Company.
  - There is no change in the objects of Transferee Company.

f) Details of the present promoter / promoter group and directors of the Transferee Company are as follows:

• **Promoter / Promoter Group**

S. No.	Name	Category	Address
1.	Yamini Agarwal	Promoter	House No. 106, Golf Links, Lodhi Road, Central Delhi- 110003
2.	Raj Kumar Agarwal	Promoter	B 186, Nandgram, Ghaziabad, UP 201002
3.	Nem Chand Jain	Promoter Group	C-96, East of Kailash, Srinivaspuri, Phase-1, South Delhi 110065
4.	Sunil Jain	Promoter Group	C-96, East of Kailash,Phase-1, South Delhi 110065
5.	Bipin Agarwal Karta Of Bipin Agarwal HUF	Promoter	B-128, Surajmal Vihar, Delhi-110092
6.	Bipin Agarwal Karta Of Ram Kumar Agarwal HUF	Promoter	B-128, Surajmal Vihar, Delhi-110092
7.	Sahil Agarwal	Promoter	House No. 106, Golf Links, Lodhi Road, Central Delhi- 110003
8.	Sunita Agarwal	Promoter	House No. 106, Golf Links, Lodhi Road, Central Delhi- 110003
9.	Anil Jain	Promoter Group	C-96, East of Kailash, Srinivaspuri, Phase-1, South Delhi 110065
10.	Bipin Agarwal	Promoter	House No. 106, Golf Links, Lodhi Road, Central Delhi- 110003
11.	Nimbus India Limited	Promoter	1001-1006, 10th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi – 110001
12.	Nimbus Propmart Private Limited	Promoter	1001-1006, 10th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi – 110001
13.	Nimbus Multicommodity Brokers Private Limited	Promoter	1001-1006, 10th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi – 110001

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Surinder Singh Chawla	Independent Director	00398131	Flat No. 10, Floor- 1st, Kalyan Vihar, Model Town II,G.T.B. Nagar North West Delhi – 110009
2.	Anu Rai	Independent Director	07132809	B-071, Oakwood Estate, DLF City, Phase-2, Sikanderpur Ghosi (68), Gurgaon, Haryana – 122002
3.	Debashis Nanda	Independent Director	00150456	Flat No. C-304, Plot No-40, Paradise Apartments, Indra

				Prastha Extension, Patparganj, Delhi – 110092
4.	Bipin Agarwal	Managing Director	00001276	House No. 106, Golf Links, Lodhi Road, Central Delhi-110003
5.	Rajeev Kumar Asopa	Non-Executive Non-Independent Director	00001277	A-2/605, Milan Vihar Apartment Plot No. 72, I.P. Extension, East Delhi, Delhi -110092

- g) As on 30.09.2023, the amount due to the Secured Creditors of Transferee Company is Rs. 3,42,88,140 (Rupees Three Crore Forty-Two Lakhs Eighty Eight Thousand One Hundred Forty) and to Unsecured Creditors is Rs 2,30,00,000 (Rupees Two Crore Thirty Lakhs).

#### 5. Relationship between the Transferor Companies and the Transferee company.

The Transferor Companies and the Transferee Company are not related to each other in any manner whatsoever except as stated hereinbelow:

- (i) The Transferor Company 1 is a Subsidiary Company of Padma Estates Private Limited (Transferor Company 9) and is also an Associate Company of Intellectual Securities Private Limited (Transferor Company 3).
- (ii) Transferor Company 2 is an Associate Company of Padma Estates Private Limited (Transferor Company 9) and Intellectual Securities Private Limited (Transferor Company 3).
- (iii) Transferor Company 3 is an Associate Company of Happy Graphics & Exhibition Private Limited (Transferor Company 4) and Link Vanijya Private Limited (Transferor Company 5).
- (iv) Transferor Company 7 is an Associate Company of Padma Estates Private Limited (Transferor Company 9).
- (v) Transferor Company 8 is an Associate Company of Padma Estates Private Limited (Transferor Company 9).

#### 6. Details of the of the Board meeting at which the proposed Scheme was approved by the Board of Directors of the Transferor Companies and the Transferee Company including the name of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.

##### **For Transferor Company 1:**

Date of the Board meeting at which the Scheme was approved by the Board of directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Prabhat Kumar Srivastava	Voted in favour
2	Bipin Agarwal	Voted in favour

##### **For Transferor Company 2:**

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Prabhat Kumar Srivastava	Voted in favour
2	Bipin Agarwal	Voted in favour

**For Transferor Company 3:**

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Madan Gopal Sharma	Voted in favour
2	Virendra Tripathy	Voted in favour
3	Ravi Kumar Agarwal	Voted in favour

**For Transferor Company 4:**

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Tarun Goyal	Voted in favour
2	Anil Kumar Goel	Voted in favour

**For Transferor Company 5:**

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Tarun Goyal	Voted in favour
2	Sunil Kumar	Voted in favour

**For Transferor Company 6:**

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Gopal Tayal	Voted in favour
2	Alok Kumar	Voted in favour

**For Transferor Company 7:**

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Anshul Mittal	Voted in favour
2	Satish Kumar Goel	Voted in favour

**For Transferor Company 8:**

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Anshul Mittal	Voted in favour
2	Satish Kumar Goel	Voted in favour

**For Transferor Company 9:**

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 27th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Ravi Kumar Agarwal	Voted in favour
2	Madan Gopal Sharma	Voted in favour
3	Virendra Tripathy	Voted in favour

**For Transferee Company:**

Date of the Board meeting at which the Scheme was approved by the Board of directors: 28th September, 2022.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Surinder Singh Chawla	Voted in favour
2	Anu Rai	Voted in favour
3	Debashis Nanda	Voted in favour
4	Bipin Agarwal	Voted in favour
5	Rajeev Kumar Asopa	Voted in favour

**7. Approvals Required**

For the purpose of giving effect to the proposed Scheme, following approvals are required:

S. No.	Particulars	Status of Approval/NOC
1.	SEBI through	BSE Limited was appointed as the designated Stock Exchange by the Transferee Company for the purpose of coordinating with SEBI, pursuant to SEBI Master Circular No.

	Stock Exchanges	SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. The Transferee Company has received Observation letter regarding the Scheme from BSE Limited (BSE) dated 06th October, 2023. There are no adverse observations made by BSE. Copy of the Observation letter received from BSE is attached to this Notice.
2.	Reserve Bank of India	The Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 8 and Transferor Company 9 are Non-Banking Finance Companies registered with the Reserve Bank of India (RBI). Accordingly, the abovementioned Transferor Companies have filed their respective application to RBI for seeking its No objection to the Scheme. The RBI's Circular No. DNBR (PD) CC.No. 065/03.10.001/2015-16 dated July 09, 2015 requires prior approval of RBI if there is any change in the management of more than 30% or change in shareholding of NBFC of more than 26%. The RBI vide its letter dated 31.07.2023 and 03.08.2023 has issued its no objection certificate to Gupta Fincaps Private Limited (Transferor Company 1) and Urvashi Finvest Private Limited (Transferor Company 2) in respect of the proposed Scheme of Arrangement for Amalgamation. The no objection certificate issued by RBI to Transferor Company 1 and Transferor Company 2 are annexed hereto. The approval of RBI in respect of Transferor Company 3, Transferor Company 8 and Transferor Company 9 are awaited.

## 8. Pre and Post Capital Structure:

### For Transferor Company 1

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	93,93,510	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>93,93,510</b>	<b>100</b>	-	-

### For Transferor Company 2

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	92,72,500	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>92,72,500</b>	<b>100</b>	-	-

**For Transferor Company 3**

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	19,44,850	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>19,44,850</b>	<b>100</b>	-	-

**For Transferor Company 4**

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	86,000	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>86,000</b>	<b>100</b>	-	-

**For Transferor Company 5**

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	97,400	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>97,400</b>	<b>100</b>	-	-

**For Transferor Company 6**

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	33,000	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>33,000</b>	<b>100</b>	-	-

**For Transferor Company 7**

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	25,78,200	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>25,78,200</b>	<b>100</b>	-	-

**For Transferor Company 8**

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	11,56,100	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>11,56,100</b>	<b>100</b>	-	-

**For Transferor Company 9**

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	2,36,00,139	92.00	-	-
Public	20,51,078	8.00	-	-
Custodian	-	-	-	-
<b>Total</b>	<b>2,56,51,217</b>	<b>100</b>	-	-

**For Transferee Company**Equity Shareholders:

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter/ Promoter Group	55,59,534	51.30	1,36,19,978	70.50
Public	52,78,466	48.70	51,03,670	26.42
Non Promoter – Non Public	-	-	5,95,082	3.08
Custodian	-	-	-	-
<b>Total</b>	<b>1,08,38,000</b>	<b>100</b>	<b>1,93,18,730</b>	<b>100</b>

Preference Shareholders:

Category of shareholder	Pre		Post	
	No. of Shares		No. of Shares	
Preference Shareholders	1,96,55,000		-	
<b>Total</b>	<b>1,96,55,000</b>		<b>-</b>	

**9. Summary of Valuation Report and Fairness Opinion:**

- a) Valuation Report dated 27<sup>th</sup> September, 2022 issued by Mr. Ajay Kumar Siwach – Registered Valuer and Fairness Opinion dated 27<sup>th</sup> September, 2022 issued by 3Dimension Capital Services Limited, SEBI Registered Category-I, Merchant Banker. Share Exchange Ratio is as under –



- **Amalgamation of Transferor Company 1 with Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 1 shares in proportion of: 10.52 equity share of the face value of Rs. 10/- (Rupees ten) each in the Transferee Company for every 100 (One Hundred) equity shares of face value of Rs. 10/- (Rupees Ten) each held by them in “Transferor Company 1”.

- **Amalgamation of Transferor Company 2 with the Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 2 shares in proportion of: 12.14 Equity shares of face value of Rs.10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company 2”.

- **Amalgamation of Transferor Company 3 with the Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 3 shares in proportion of: 10.78 Equity shares of face value of Rs.10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company 3”.

- **Amalgamation of Transferor Company 4 with the Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 4 shares in proportion of: 4.34 Equity shares of face value of Rs.10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company 4”.

- **Amalgamation of Transferor Company 5 with the Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 5 shares in proportion of: 0.33 Equity shares of face value of Rs.10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company 5”.

- **Amalgamation of Transferor Company 6 with the Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 6 shares in proportion of: 0.19 Equity shares of face value of Rs.10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company 6”.

- **Amalgamation of Transferor Company 7 with the Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 7 shares in proportion of: 47.33 Equity shares of face value of Rs.10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company 7”.

- **Amalgamation of Transferor Company 8 with the Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 8 shares in proportion of: 64.37 Equity shares of face value of Rs.10/- (Rupees

Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company 8”.

- **Amalgamation of Transferor Company 9 with the Transferee Company:**

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company 9 shares in proportion of: 16.33 Equity shares of face value of Rs.10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company 9”.

- b) Further, the Valuation Reports will be available for inspection at the registered office of the Transferee Company up to the date of the meeting on all working days between 11:00 AM (IST) to 5:00 PM (IST).

**10. There is no Capital/Debt Restructuring in the Scheme.**

**11. EFFECT OF THE SCHEME ON STAKEHOLDERS**

The effect of the Scheme on various stakeholders is summarized below:

**i. Shareholders, promoter and non-promoter shareholders**

The effect of the Scheme on the Shareholders, promoter and non-promoter shareholders of the Transferor Companies and the Company is given in the reports adopted by the Board of Directors of the Transferor Companies on September 27, 2022 and the Company on September 28, 2022 pursuant to the provisions of Section 232(2)(c) of the Act which are annexed to this Statement.

**ii. Directors and KMPs**

(a) The Scheme will have no adverse effect on the office of existing Directors of the Transferee Company. Further, no change in the Board of Directors of the Transferee Company is envisaged on account of the Scheme. It is clarified that, the composition of the Board of Directors of the Transferee Company may change by appointments, retirements or resignations in accordance with the provisions of the Act, SEBI Listing Regulations and Memorandum and Articles of Association of the Transferee Company, but, the Scheme itself does not affect the office of Directors of the Transferee Company.

(b) The effect of the Scheme on the Directors of the Transferee Company in their capacity as Equity Shareholders of the Transferee Company is the same as in case of other Equity Shareholders of the Transferee Company, as mentioned in the aforesaid report enclosed herewith.

(c) Upon the Scheme becoming effective, the Directors and/or KMP(s) of the Transferor Companies will cease to become Directors of their respective Transferor Companies, and, they will be treated as employee or appointed as a Director and/or KMP in the Transferee Company as per the requirement of the Company.

**iii. Employees**

(a) All persons that were employed by the Transferor Companies shall become the employees of the Transferee Company on the same terms and conditions as were applicable to such employees in the respective Transferor Companies. Thus, the Scheme will have no adverse effect on the employees of the Company.

(b) Upon the Scheme coming into effect, the employees of the Transferee Company shall continue on the same terms and conditions and the Scheme will have no adverse effect on them.

**iv. Creditors**

- (a) The proposed Scheme does not involve any compromise or arrangement with the creditors. Creditors of the Transferee Company will continue to be creditors on the same terms and conditions, as before. The rights of the creditors of the Transferee Company shall not be adversely affected by the Scheme.
- (b) On the Scheme becoming effective, the creditors of the Transferor Companies will become creditors of the Transferee Company and there will be no reduction in the claims of the creditors of the Transferor Companies on account of the Scheme and will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

**v. Debenture holders, Bond holders and Debenture Trustees**

- (a) The Transferor Companies and the Company have not issued any debentures or bonds and does not have Debenture Trustee.
- (b) Thus, the Scheme will have no adverse effect on the aforesaid stakeholders.

**vi. Depositors and Deposit Trustees**

- (a) The Transferor Companies and the Company have not accepted any deposits within the meaning of the Act and Rules framed thereunder. Hence, no Deposit Trustees have been appointed.
- (b) Thus, the Scheme will have no adverse effect on the aforesaid stakeholders.

**12. Effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.**

The Scheme does not have any effect on the material interests of the directors, Key Managerial Personnel and Debenture Trustee.

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their shareholding in the Transferee Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives have any material interest in the Scheme.

None of the Directors, KMPs, if any (as defined under the Act and rules framed thereunder), as applicable, of the Transferor Companies and their respective relatives (as defined under the Act and rules framed thereunder), have any interest in the Scheme except to the extent of their shareholding in the respective Transferor Companies, if any. Save as aforesaid, none of the said Directors or the KMPs, as applicable, or their respective relatives have any material interest in the Scheme.

Further, as none of the companies have any debenture trustee, accordingly there is no effect on any debenture trustee under the Scheme.

**13. The Rationale and Benefit of the Scheme:**

1. The Board of Directors of Transferor Companies and the Transferee Company believe that the amalgamation of Transferor Companies with Transferee Company is expected to enable better realization of potential of business and yield beneficial results and enhanced value creation for the companies involved in Scheme, their respective Shareholders and Creditors.

2. Further this Scheme of Arrangement for Amalgamation of the Transferor Companies with the Transferee Company would result, inter alia, in the following additional benefits to their respective members:
  - (i) Optimum and efficient utilization of capital, resources, assets and facilities;
  - (ii) Enhancement of competitive strengths including financial resources;
  - (iii) Consolidation of businesses and enhancement of economic value addition and shareholder value;
  - (iv) Obtaining synergy benefits;
  - (v) Better management and focus on growing the businesses.
  - (vi) The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.
  - (vii) A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conducive for better and more efficient and economical control over the business and financial conduct of the Companies.
3. Due to the aforesaid reasons, it is considered desirable and expedient to amalgamate all the companies in accordance with this Scheme, pursuant to Section 230 – 232 of the Companies Act, 2013.

**14. Salient features of the Scheme are:**

- (a) Appointed Date means 1<sup>st</sup> April, 2022 or such other date as may be approved by the National Company Law Tribunal or by such other competent authority having jurisdiction over the Transferor Companies and Transferee;
- (b) Effective Date means the date on which the certified copy of the order of the Hon'ble National Company Law Tribunal (NCLT) under Sections 230 and 232 of the Act sanctioning the Scheme is filed with the concerned Registrar of Companies.
- (c) This Scheme is divided into the following parts:
  - Part I: General Provisions used in this Scheme including Definitions and Capital Structure of the Transferor Companies and Transferee Company along with objects and rationale of the Scheme.
  - Part II: Specific provisions governing the Transfer and Vesting of the Transferor Companies to the Transferee Company in accordance with the provisions of Section 230-232 of the Companies Act, 2013.
  - Part III: Provisions regarding Reorganization of Share Capital and the Accounting Methodology adopted for the Amalgamation; and
  - Part IV: Miscellaneous provisions and other terms and conditions applicable to the Scheme.

**PART-II**

**TRANSFER & VESTING OF UNDERTAKING OF TRANSFEROR COMPANIES**

1. With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and whole of undertaking(s), properties and liabilities of Transferor Companies shall, in terms of Section 230 and 232 of Companies Act, 2013 and other applicable Rules and pursuant to the orders of the NCLT or other appropriate authority or forum, if any, sanctioning the Scheme, without any further act, instrument, deed, matter or thing, stand transferred to and vested in and/ or deemed to be transferred to and vested in the Transferee

- Company as a going concern so as to become the undertaking(s), properties and liabilities of the Transferee Company.
2. With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and undertaking of Transferor Companies shall stand transferred to and be vested in Transferee Company without any further deed or act, together with all their properties, assets, rights, benefits and interest therein, subject to existing charges thereon in favour of banks and financial institutions, as the case may be, in the following manner:
  3. **TRANSFER OF ASSETS**
    - (i) With effect from the Appointed Date and upon the Scheme becoming effective all memberships, licenses, franchises, rights, privileges, permits, quotas, entitlements, allotments, approvals, consents, concessions, trade mark licenses including application for registration of trade mark, patents, copyrights and their right to use available to Transferor Companies as on appointed Date or any date which may be taken after the Appointed Date but till the Effective Date, shall get transferred to the Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities.
    - (ii) With effect from the Appointed Date and upon the Scheme becoming effective, Certificate of Registration as available with Transferor Companies as on Appointed Date or any date which may be taken by Transferor Companies after the Appointed Date but till the Effective Date shall get transferred to the Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities.
    - (iii) With effect from the Appointed Date and upon the Scheme becoming effective, all the assets of Transferor Companies as are movable in nature including, but not limited to, stock of securities, computer and equipment, outstanding loans and advances, sundry debtors, term deposit, demat account, server domain, insurance claims, advance tax, Minimum Alternate Tax (MAT) set-off rights, Goods and Service Tax (GST), pre-paid taxes, levies/liabilities, CENVAT/VAT credits if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons or any other assets otherwise capable of transfer by physical delivery would get transferred by physical delivery only and all other assets, shall stand vested in the Transferee Company, and shall become the property and an integral part of Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities. Upon effectiveness of this Scheme, the transferee Company be entitled to the delivery and possession of all documents of title of such movable property in this regard.
    - (iv) With effect from the Appointed Date and upon the Scheme becoming effective all incorporeal properties of Transferor Companies as on Appointed Date or any which may be taken after the Appointed Date but till the Effective Date, shall get transferred to the Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities.
    - (v) With effect from the Appointed Date and upon the Scheme becoming effective, all immovable properties including but not limited to land and buildings or any other immovable properties of Transferor Companies, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto shall stand transferred to and be vested in Transferee Company as a successor of Transferor Companies, without any further instrument, deed or act or payment of any further fee, charge or securities either by the Transferor Companies or Transferee Company.
    - (vi) With effect from the Appointed Date, Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay ground rent, taxes and fulfill obligations, in relation to or applicable to such immovable properties. The mutation/substitution of the title to the immovable properties shall be made and duly recorded in the name of Transferee Company by the appropriate authorities and third parties pursuant to the

sanction of the Scheme by the Hon'ble NCLT and the Scheme becoming effective in accordance with the terms hereof.

- (vii) With effect from the Appointed Date and upon the Scheme becoming effective, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Transferor Companies to which the Transferor Companies are the party or to the benefit of which Transferor Companies may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favor of Transferee Company and may be enforced as fully and effectually as if, instead of Transferor Companies, Transferee Company had been a party or beneficiary or obligee thereto.
- (viii) With effect from the Appointed Date and upon the Scheme becoming effective, all permits, quotas, rights, entitlements, licenses including those relating to trademarks, tenancies, patents, copyrights, privileges, software, powers, facilities of every kind and description of whatsoever nature in relation to the Transferor Companies to which Transferor Companies are the party or to the benefit of which Transferor Companies may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be enforceable as fully and effectually as if, instead of Transferor Companies, Transferee Company had been a party or beneficiary or obligee thereto.
- (ix) With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, no-objection certificates, permissions or approvals or consents required to carry on the operations of Transferor Companies or granted to Transferor Companies shall stand vested in or transferred to the Transferee Company without further act or deed, and shall be appropriately transferred or assigned by the statutory authorities concerned therewith in favor of Transferee Company upon the vesting of Transferor Companies pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of Transferor Companies shall vest in and become available to the Transferee Company pursuant to this scheme.

#### **4. TRANSFER OF LIABILITIES**

- 4.1. With effect from the Appointed Date and upon the Scheme becoming effective, all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of accounts or disclosed in the balance sheets of Transferor Companies, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company.
- 4.2. Without prejudice to the generality of the provisions contained herein, all loans raised after the Appointed Date but till the Effective Date and liabilities incurred by the Transferor Companies after the Appointed Date but till the Effective Date for their operations shall be deemed to be of the Transferee Company.
- 4.3. The transfer and vesting of the entire business and undertaking of Transferor Companies as aforesaid, shall be subject to the existing securities, charges and mortgages, if any, subsisting, over or in respect of the property and assets or any part thereof of Transferor Companies, as the case may be.  
Provided that the securities, charges and mortgages (if any subsisting) over and in respect of the part thereof, of Transferee Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of the Transferor Companies vested in the Transferee Company pursuant to the Scheme.  
Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Transferor Companies which shall vest in the Transferee Company by virtue of the amalgamation of the Transferor Companies with the Transferee Company and Transferee Company shall not be obliged to create

any further or additional security there for after the amalgamation has become operative.

- 4.4. Transferee Company will, 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, execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangements in relation to the Transferor Companies to which the Transferor Companies are the parties, in order to give formal effect to the above provisions. Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on part of the Transferor Companies.
- 4.5. Loans, inter-se contract or other obligations, if any, due either between the Transferee Company and any or more of the Transferor Companies or among the Transferor Companies, themselves, shall stand discharged and there shall be no liability in that behalf and corresponding effect shall be given in the books of accounts and records of the Transferee Company for reduction of such Assets and Liabilities as the case may be. In so far as any preference shares, securities, debentures or notes issued by the Transferor Companies and held by the Transferee Company or vice versa is concerned, the same shall, unless sold or transferred by holder of such securities, at any time prior to the Effective Date, stand cancelled and shall have no further effect.
- 4.6. With effect from the Effective Date, the security creation, borrowing and investment limits of the Transferee Company under the Act shall be deemed without any further act or deed to have been enhanced by the security creation, borrowing and investment limits of the Transferor Companies, such limits being incremental to the existing limits of the Transferee Company. Further, any corporate approvals obtained by the Transferor Companies, whether for the purposes of compliance or otherwise, shall stand transferred to the Transferee Company and such corporate approvals and compliance shall be deemed to have been obtained and complied with by the Transferee Company.

## **5. LEGAL PROCEEDINGS**

- (i) With effect from the Appointed Date, Transferee Company shall bear the burden and the benefits of any legal or other proceedings initiated by or against the Transferor Companies.  
Provided however, all legal, administrative and other proceedings of whatsoever nature by or against the Transferor Companies pending in any court or before any authority, judicial, quasi judicial or administrative, any adjudicating authority and/or arising after the Appointed Date and relating to Transferor Companies or its respective properties, assets, liabilities, duties and obligations shall be continued and/or enforced until the Effective Date by or against the Transferor Companies; and from the Effective Date, shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies.
- (ii) If any suit, appeal or other proceedings of whatever nature by or against the Transferor Companies be pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the transfer of the Transferor Companies businesses and undertakings or of anything contained in this scheme but the proceedings may be continued, prosecuted and enforced by or against Transferee Company 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 Companies as if this Scheme had not been made.

## **6. EMPLOYEE MATTERS**

- (i) On the Effective Date, all persons that were employed by the Transferor Companies immediately before such date shall become employees of the Transferee Company with

the benefit of continuity of service on same terms and conditions as were applicable to such employees of Transferor Companies immediately prior to such transfer and without any break or interruption of service. Transferee Company undertakes to continue to abide by agreement/settlement, if any, entered into by the Transferor Companies with any union/employee thereof. With regard to Provident Fund, Gratuity Fund, Superannuation fund or any other special fund or obligation created or existing for the benefit of such employees of the Transferor Companies upon occurrence of the Effective Date, Transferee Company shall stand substituted for Transferor Companies, for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. The existing Provident Fund, Gratuity Fund and Superannuation Fund or obligations, if any, created by the Transferor Companies for their employees shall be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, Transferee Company will make the necessary contributions for such transferred employees of the Transferor Companies and deposit the same in Provident Fund, Gratuity Fund or Superannuation Fund or obligations, where applicable. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Companies in relation to such schemes or funds shall become those of the Transferee Company.

## **7. TAXATION AND OTHER MATTERS**

- (i) With effect from the Appointed Date, all the profits or income accruing or arising to the Transferor Companies, and all expenditure or losses arising or incurred by the Transferor Companies shall, for all purposes, be treated (including all taxes, if any, paid or accruing in respect of any profits and income) and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company. Moreover, Transferee Company shall be entitled to revise its statutory returns relating to indirect taxes like sales tax/ service tax/Goods and Service Tax (GST) / excise, etc. and to claim refund/credits and/or set off all amounts under the relevant laws towards the transactions entered into by the Transferee Company and Transferor Companies which may occur between the Appointed Date and the Effective Date. The rights to make such revisions in the sales tax returns, GST Return and to claim refunds/credits including MAT Credit are expressly reserved in favour of the Transferee Company.
- (ii) Transferee Company shall be entitled to revise its all Statutory returns relating to Direct taxes like Income Tax and Wealth Tax and to claim refunds/advance tax credits and/or set off the tax liabilities of the Transferor Companies under the relevant laws and its rights to make such revisions in the statutory returns and to claim refunds, advance tax credits and/or set off the tax liabilities is expressly granted.
- (iii) It is expressly clarified that with effect from the Appointed Date, all taxes payable by the Transferor Companies including all or any refunds of the claims/TDS Certificates shall be treated as the tax liability or refunds/claims/TDS Certificates as the case may be of the Transferee Company.
- (iv) From the Effective Date and till such time as the name of the Transferee Company would get entered as the account holder in respect of all the bank accounts and demat accounts of Transferor Companies in the relevant bank's/DP's books and records, the Transferee Company shall be entitled to operate the bank/demat accounts of Transferor Company in their existing names.
- (v) Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of Transferor Companies shall stand transferred by the order of Hon'ble NCLT to Transferee Company, Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning NCLT.



## **8. CONDUCT OF BUSINESS**

- (i) With effect from the Appointed Date and till the Scheme come into effect:
- a. Transferor Companies shall be deemed to carry on all their businesses and activities and stand possessed of their properties and assets for and on account of and in trust for the Transferee Company; and all the profits accruing to the Transferor Companies and all taxes thereon or gains or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits or losses, as the case may be, of the Transferee Company.
  - b. Transferor Companies shall carry on their businesses with reasonable diligence and in the same manner as they had been doing hitherto, and Transferor Companies shall not alter or substantially expand their businesses except with the concurrence of the Transferee Company during the pendency of Scheme before the Hon'ble NCLT of relevant jurisdiction(s).
  - c. Transferor Companies shall not, without the written concurrence of the Transferee Company, alienate charge or encumber any of their properties except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Transferee Company, as the case may be.
  - d. Transferor Companies shall not vary or alter, except in the ordinary course of their business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Transferee Company, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with any union or its employees except with the written concurrence of the Transferee Company.
  - e. With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Transferor Companies as on the close of business on the date preceding the Appointed Date, whether or not provided in their books and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Transferee Company.
- (ii) Upon the Scheme coming into effect, Transferee Company shall commence and carry on and shall be authorized to carry on the businesses carried on by the respective Transferor Companies.
- (iii) For the purpose of giving effect to the vesting order passed under Sections 230 and 232 of the Companies Act, 2013 in respect of this Scheme by the Hon'ble NCLT, Transferee Company shall, at any time pursuant to the orders on this Scheme, be entitled to get the record of the change in the legal right(s) upon the vesting of the Transferor Companies businesses and undertakings in accordance with the provisions of Sections 230 and 232 of the Companies Act, 2013. Transferee Company shall be authorized to execute any pleadings; applications, forms, etc. as are required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

### **PART-III**

#### **ISSUE OF SHARES & ACCOUNTING TREATMENT**

##### **1. REORGANISATION OF CAPITAL IN THE TRANSFEE COMPANY**

- 1.1.** As per the Valuation Report issued by the Registered Valuer for the Scheme which is certified by the Independent Merchant Banker namely 3Dimension Capital Services Limited by issuance of its fairness opinion on such valuation report, the value per share of the Company has arrived at INR 92.05/-. However, considering the interest of the public shareholders of the Company, it has been decided by the management of the Transferee Company, in consultation with the management of all the Transferor Companies, to consider the value per share of the Transferee Company at INR 125/- and it has been decided to determine the share exchange ratio for issuance of new shares of the Transferee Company to the shareholders of the Transferor Companies

in consideration to the proposed Scheme, based on value per share of the Company at INR 125/-.

1.2. Considering the above deliberations, upon this Scheme coming into effect and upon transfer and vesting of the business and undertaking of the Transferor Companies in the Transferee Company, the consideration in respect of such transfer shall, subject to the provisions of the Scheme, be paid and satisfied by the Transferee Company as follows:

1.2.1. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company 1" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 10.52 equity shares of face value of Rs. 10 each in Transferee Company for every 100 (Hundred) equity shares of face value of Rs. 10 each held by them in "Transferor Company 1" pursuant to this Scheme of Amalgamation.

1.2.2. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company 2" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 12.14 equity shares of face value of Rs. 10 each in Transferee Company for every 100 (Hundred) equity shares of face value of Rs. 10 each held by them in "Transferor Company 2" pursuant to this Scheme of Amalgamation.

1.2.3. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company 3" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 10.78 equity shares of face value of Rs. 10 each in Transferee Company for every 100 (Hundred) equity shares of face value of Rs. 10 each held by them in "Transferor Company 3" pursuant to this Scheme of Amalgamation.

1.2.4. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company 4" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 4.34 equity shares of face value of Rs. 10 each in Transferee Company for every 100 (Hundred) equity shares of face value of Rs. 10 each held by them in "Transferor Company 4" pursuant to this Scheme of Amalgamation.

1.2.5. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company 5" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 0.33 equity share of face value of Rs. 10 each in Transferee Company for every 100 (one Hundred) equity shares of face value of Rs. 10 each held by them in "Transferor Company 5" pursuant to this Scheme of Amalgamation.

1.2.6. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company 6" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 0.19 equity share of face value of Rs. 10 each in Transferee Company for every 100

(one Hundred) equity shares of face value of Rs. 10 each held by them in “Transferor Company 6” pursuant to this Scheme of Amalgamation.

- 1.2.7. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of “Transferor Company 7” (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 47.33 equity shares of face value of Rs. 10 each in Transferee Company for every 100 (Hundred) equity shares of face value of Rs. 10 each held by them in “Transferor Company 7” pursuant to this Scheme of Amalgamation.
- 1.2.8. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of “Transferor Company 8” (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 64.37 equity shares of face value of Rs. 10 each in Transferee Company for every 100 (Hundred) equity shares of face value of Rs. 10 each held by them in “Transferor Company 8” pursuant to this Scheme of Amalgamation.
- 1.2.9. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of “Transferor Company 9” (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 16.33 equity shares of face value of Rs. 10 each in Transferee Company for every 100 (Hundred) equity shares of face value of Rs. 10 each held by them in “Transferor Company 9” pursuant to this Scheme of Amalgamation.
- 1.2.10. For arriving at the share exchange ratio as outlined above, the Companies have considered the Valuation Report submitted by an independent Registered Valuer, Ajay Kumar Siwach, Registered Valuer- Securities or Financial Assets (Registration No. IBBI/RV/05/2019/11412).
- 1.2.11. Cross holding at the time of record date (if any), between the Transferor Companies and the Transferee Company and vice versa, if not transferred prior to the Effective Date, shall get cancelled at the time of allotment of shares to the shareholders of respective Transferor Companies by the Transferee Company and the approval of Scheme by the Hon’ble NCLT under section 230 and 232 of the Companies Act, 2013, shall also be treated as approval under Section 66 of the Companies Act, 2013 for reduction of capital pursuant to such cancellations.

Provided that the shares held by one Transferor Company in another Transferor Company or Companies as on Record Date, shall be cancelled and against such holding, the Transferee Company will not issue any shares directly to the Transferor Company/ies as all the Transferor Companies shall get dissolved pursuant to this Scheme. Accordingly, the Transferee Company will issue its shares to the ultimate shareholders of such Transferor Company/ies who are not involved in this Scheme of Arrangement.

- 1.2.12. Any fraction, if any arising out of allotment of equity shares as per clause 1.1.1 to 1.1.9 above shall be consolidated and held by the Trust, nominated by the Board of Directors of the Transferee Company on behalf of shareholders of the Transferor Companies entitled to fractional entitlements with the express understanding that such trustee shall sell such shares in the market at such price as the trustee may deem fit, within a period of 90 days from the date of allotment of shares as per this Scheme and the Transferee Company shall distribute the net

sale proceeds, subject to tax deductions and other expenses as applicable, to the shareholders of the respective Transferor Companies in proportion to their respective fractional entitlements.

1.2.13. The said equity shares in the capital of the Transferee Company to be issued to the shareholders of the Transferor Companies shall rank *pari passu* in all respects, with the existing equity shares in the Transferee Company from the Appointed Date. Such shares in the Transferee Company, to be issued to the shareholders of the respective Transferor Companies will, for all purposes, save as expressly provided otherwise, be deemed to have been held by each such member from the Appointed Date.

1.2.14. Upon the Scheme becoming effective, the shareholders of the Transferor Companies to whom the shares shall be issued by the Transferee Company will be shown in the Promoter & Promoter Group category or Non Promoter – Non Public shareholder category in the shareholding pattern of the Transferee Company.

1.2.15. Upon the Scheme becoming effective and subject to the above provisions, the shareholders of Transferor Companies (other than the shares already held therein immediately before the amalgamation by the Transferee Company in the Transferor Companies or vice versa) as on the record date shall receive the shares in their respective Demat accounts or in case there is any specific request from any of the shareholders of the Transferor Companies, then such shareholders shall be issued new share certificates. Upon the issue and allotment of new shares in the capital of Transferee Company to the shareholders of Transferor Companies, the share certificates in relation to the shares held by them in Transferor Companies shall be deemed to have been cancelled. All certificates for the new shares in the capital of Transferee Company shall be sent by Transferee Company to the said shareholders of Transferor Companies at their respective registered addresses as appearing in the said registers (or in the case of joint holders, to the address of that one of the joint holders whose name stands first in such Registers in respect of such joint holding) and Transferee Company shall not be responsible for any loss in transmission.

1.2.16. It is to be clarified that the Transferee Company will not issue any new shares to any person otherwise than as provided in this Scheme.

1.2.17. Upon coming into effect of this Scheme, the shares or the share certificates of respective Transferor Companies in relation to the shares held by their member shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect on and from the Effective Date without any necessity of them being surrendered.

1.2.18. The equity shares issued by the Transferee Company shall be listed and admitted to trading on the Stock Exchange i.e. BSE Limited pursuant to this scheme and in compliance with applicable regulations and applicable SEBI Circulars. The transferee company shall make all requisite applications and shall otherwise comply with the provisions of SEBI Circulars and applicable law and take all steps to procure the listing of equity shares issued by it.

### **1.3. COMBINATION OF AUTHORIZED SHARE CAPITAL**

1.3.1. With effect from the Effective Date and Upon the Scheme becoming effective, without any further acts or deeds on the part of the Transferor Companies or Transferee Company and notwithstanding anything contained in Section 61 of

the Companies Act, 2013, the Authorized Share capital of all the Transferor Companies as appearing in their respective Memorandum of Association shall get clubbed with the Authorized Share Capital of the Transferee Company as appearing in its Memorandum of Association and pursuant to this clubbing, the Clause V of the Memorandum of Association of the Transferee Company shall stand altered to give effect to the same with effect from the Effective Date. The Face Value of Equity share shall remain the same as of the Transferee Company after clubbing of Authorized Capital.

1.3.2. Further, in terms of section 232(3)(i) of the Act, upon coming into effect, the fee and duty paid on the Authorized Equity Share Capital of the Transferor Companies shall be set off against the fee payable on Authorized Share Capital of the Transferee Company, without any further act or deed.

1.3.3. Pursuant to and after the effectiveness of the Scheme, the authorized capital of the Transferee Company will be INR 97,21,00,000 divided into 7,72,10,000 equity shares of Rs. 10 each and 2,00,00,000 Preference shares of Rs. 10 each and accordingly, Clause V of memorandum of Association of the Transferee Company shall stand substituted by virtue of the Scheme to be read as follows:

*"The Authorized Share Capital of the Company is INR 97,21,00,000 (Indian Rupees Ninety Seven crores and Twenty One Lacs) consisting of 7,72,10,000 (Seven crores Seventy Two Lacs and Ten Thousand) Equity Shares having face value of Rs. 10 (Rupees Ten) each and 2,00,00,000 (Two Crores) Preference Shares having face value of Rs. 10 (Rupees Ten) each."*

1.3.4. On approval of the Scheme by the members of the Transferee Company pursuant to Section 230 -232 of the Companies Act, 2013, it shall be deemed that the said members have also accorded their consent for approval of the alteration of the Memorandum of Association and Article of Association of the Transferee Company and no separate resolution(s) under Section 13, Section 14, Section 61 and Section 64 of the companies Act, 2013 as may be applicable shall be required for giving effect to the provisions contained in this Scheme.

1.3.5. The issue and allotment of shares to the Shareholders of the Transferor Companies, as provided in this Scheme, shall be deemed to be made in compliance with the procedure laid down under Section 62 read with Section 42 of the Companies Act, 2013.

## **2. ACCOUNTING TREATMENT FOR AMALGAMATION**

Upon the coming into effect of this Scheme, the amalgamation of the Transferor Companies with the Transferee Company shall be accounted for as per the Purchase Method of Accounting prescribed in "Indian Accounting Standard (Ind AS) 103 for Business Combination" prescribed under Section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time.

## **3. LISTING AGREEMENT AND SEBI COMPLIANCES**

2.1 Since the Transferee Company is a listed company, this Scheme is subject to the Compliances by the Transferee Company of all the requirements under the listing regulations and all statutory directives of the Securities Exchange Board of India ('SEBI') insofar as they relate to sanction and implementation of the Scheme.

2.2 The Transferee Company in compliance with the listing Regulations shall apply for the in-principle approval of Stock Exchange, where its shares are listed in terms of the Regulation 37 of the listing regulations.

2.3 The Transferee Company shall also comply with the directives of SEBI contained in the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ('Circular');

2.4 As Para 10 of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ('Circular') is applicable to this Scheme, it is provided in the Scheme that the Transferee Company will provide voting by the public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to the shareholders in relation to the said Resolution. Further, as per the said para, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it.

#### **4. Saving of Concluded Transactions**

The transfer of properties and liabilities and the continuance of proceedings by or against the Transferor Companies as envisaged in above shall not affect any transaction or proceedings already concluded by the Transferee Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that Transferor Companies accept and adopts all acts, deeds and things done and executed by the Transferee Company in respect thereto as done and executed by Transferee Company in respect thereto as done and executed on behalf of itself.

#### **5. Dissolution of Transferor Companies**

On occurrence of the Effective Date, the Transferor Companies shall, without any further act or deed, shall stand dissolved without winding up.

### **PART - IV OTHER PROVISIONS**

#### **1. Application/Petition to NCLT :**

- 1.1. Transferor Companies and Transferee Company shall, with all reasonable dispatch, make application/petition to the Hon'ble NCLT, under Section 230 – 232 of the Companies Act, 2013 seeking orders for dispensing with or convening, holding and conducting of the meetings of their respective members and/or creditors and for sanctioning the Scheme with such modifications as may be approved by the Hon'ble NCLT.
- 1.2. On the Scheme being agreed to by the requisite majorities of all the classes of the members and/or creditors of the Transferor Companies and Transferee Company, the Transferee Company shall, with all reasonable dispatch, apply to the Hon'ble NCLT, for sanctioning the Scheme under Sections 230 and Section 232 of the Companies Act, 2013, and for such other orders, as the said NCLT may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding-up.

#### **2. Listing Agreement and SEBI Compliances**

- 2.1. Since the Transferee Company is a listed company having its shares listed on BSE, this Scheme is subject to the compliances of all the requirements under the Listing Regulations and other statutory directives of the Securities and Exchange Board of India insofar as they relate to sanction and implementation of the Scheme.
- 2.2. Pursuant to Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, the draft Scheme of Arrangement for Amalgamation is required to be filed with the stock exchanges on which the equity shares of the Transferor company are listed for obtaining prior approval or No objection letter/observation letter of the Stock Exchanges and SEBI. Accordingly, this Scheme shall be filed with BSE for the purpose of obtaining its no objection letter.

### **3. Conditionality of Scheme:**

The Scheme is conditional upon and subject to:

- 3.1. The Scheme being agreed to by the respective requisite majority of members and creditors of each of the Transferor Companies and Transferee Company;
- 3.2. The Scheme being approved by the Hon'ble NCLT;
- 3.3. Due compliance with any condition(s) stipulated by the RBI and/or any other relevant Government Authority prior to the effectiveness of the Amalgamation;
- 3.4. All certified copies of the order(s) of the NCLT sanctioning this Scheme being filed with the Registrar of Companies of relevant jurisdiction.
- 3.5. This Scheme although to come into operation from the Appointed Date shall not become effective until the necessary certified copies of the order(s) under Sections 230 to 232 of the Companies Act, 2013 shall be duly filed with the Registrar of Companies of relevant jurisdiction.
- 3.6. Such other conditions as may be mutually agreed between the Transferor Companies and Transferee Company.

### **4. Modification or Amendment**

- 4.1. Transferee Company (acting through its Board of Directors) and Transferor Companies (acting through its respective Board of Directors) may assent to any modifications or amendments to this Scheme which the NCLT and/or other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for any question or doubt or difficulty that may arise for implementing and/or carrying out the scheme or which is generally in the benefit or interest of the shareholders and/or creditors. Transferee Company (acting through its Board of Directors) and Transferor Companies (acting through its respective Board of Directors) and after the dissolution of Transferor Companies; Transferee Company (by its Board of directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt, difficulties or questions whether by reason of any order(s) of the NCLT or of any directive or order(s) of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.
- 4.2. Transferor Companies and Transferee Company shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by the Hon'ble NCLT or any other authority is not on terms acceptable to them.
- 4.3. In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or its shareholders or creditors or employees or any other person. In such case, each Company shall bear its own costs or as may be mutually agreed.

### **5. General Terms and Conditions**

All costs, charges, fees, taxes including duties (including the stamp duty, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions or provisions of this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company. All such costs, charges, fees, taxes, stamp duty including duties (excluding the stamp duty, if any, paid on this scheme which shall be pro rata added to the value of the immovable properties), levies and all other expenses, shall be debited to the Profit and Loss Account of the Transferee Company.

15. The Transferor Companies and Transferee Company have made applications before the Hon'ble National Company Law Tribunal ("Hon'ble NCLT/Tribunal") of the relevant jurisdiction i.e. before the Hon'ble NCLT, New Delhi Bench and Hon'ble NCLT, Kolkata Bench as per Rule 3(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for the

sanction of the Scheme of Arrangement under the provisions of Section 230-232 of the Companies Act, 2013.

16. The rights and interests of the Key Managerial Personnel, Directors, Equity Shareholders, Secured and Unsecured Creditors, Promoters, Non-Promoter Members, employees of the Transferor Companies and Transferee Company will not be prejudicially affected by the Scheme as no sacrifice or waiver is at all called from them nor their rights sought to be modified in any manner. The Transferor Companies and the Transferee Company do not have any deposits and have not issued any debentures and hence, do not have Deposit Trustee and Debenture Trustee.
17. Except to the extent of the shares held by the Directors and the KMP in the Transferee Company, none of the Directors, Key Managerial Personnel ('KMPs') of the Transferee Company or their respective relatives are in any way connected or interested in the resolution forming part of the Notice.
18. There is no likelihood that any Secured or Unsecured creditor of the Transferor Companies and the Transferee Company would lose or be prejudiced as a result of the Scheme being passed since no sacrifice or waiver is at all called for from them nor are their rights sought to be modified in any manner. Hence, the Scheme will not cast any additional burden on the shareholders or creditors of either company nor will it affect the interest of any of the shareholders or creditors.
19. No investigation or proceedings are pending under the provisions of the Companies Act, 2013 / Companies Act, 1956 against any of the companies involved in the Scheme.
20. The details of the ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Transferee Company, its promoters and directors are appended hereto.
21. The Auditors of the Transferor Companies and of the Transferee Company have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.
22. This statement is being furnished as required under Sections 230(5), 232(1) and 102 of the Companies Act, 2013 read with Rule 3, 5 & 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").
23. The notice pursuant to Section 230(5) of the Companies Act, 2013 in the prescribed format along with Explanatory statement, a copy of the Scheme of Arrangement and the disclosures provided herewith will be served within the prescribed time on the Statutory Authorities, as applicable.
24. **Additional information sought by the Stock Exchange:**
  - (i) Details of Assets and Liabilities, Revenue of all Companies involved in the Scheme, both pre and post Scheme of Amalgamation are provided hereinbelow:

**Pre-Scheme of Amalgamation: Assets and Liabilities of the GUPTA FINCAPS PRIVATE LIMITED (Transferor Company 1)**

**(Amounts in thousand)**

Sr. No.	Particulars	As at 31.03.2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b>	
	(a) Share Capital	93,935.10
	(b) Reserves and surplus	3,39,267.57



<b>2.</b>	<b>Current Liabilities</b> (a) Other current liabilities (b) Short Term Provisions	30.00 4.00
<b>TOTAL</b>		<b>4,33,236.67</b>
<b>II</b>	<b>ASSETS</b>	
<b>1.</b>	<b>Non-Current Assets</b> <b>Property, Plant and Equipment and Intangible Assets</b> (a) Non-Current Investments (b) Long Term Loans & Advances	4,32,122.97 9.89
<b>2.</b>	<b>Current Assets</b> (a) Cash and cash equivalents (b) Short Term Loans & Advances	58.94 1,044.88
<b>TOTAL</b>		<b>4,33,236.67</b>

Upon effectiveness of the Scheme the Transferor Company 1 will be dissolved without winding up.

**Pre-Scheme of Amalgamation: Assets and Liabilities of the URVASHI FINVEST PRIVATE LIMITED (Transferor Company 2)**

(Amounts in thousand)

Sr. No.	Particulars	As at 31.03.2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b> (a) Share Capital (b) Reserves and surplus	92,725.00 3,78,483.00
<b>2.</b>	<b>Current Liabilities</b> (a) Other current liabilities (b) Short term provisions	30.00 8.00
<b>TOTAL</b>		<b>4,71,246.49</b>
<b>II</b>	<b>ASSETS</b>	
<b>1.</b>	<b>Non-Current Assets</b> <b>Property, Plant and Equipment and Intangible Assets</b> (a) Non-Current Investments (c) Long Term Loans & Advances	4,69,004.45 19.78
<b>2.</b>	<b>Current Assets</b> (a) Cash and cash equivalents (b) Short term loans and advances	132.48 2,089.78
<b>TOTAL</b>		<b>4,71,246.49</b>

Upon effectiveness of the Scheme the Transferor Company 2 will be dissolved without winding up.

**Pre-Scheme of Amalgamation: Assets and Liabilities of the INTELLECTUAL SECURITIES PRIVATE LIMITED (Transferor Company 3)**

(Amount in Lacs)

Sr. No.	Particulars	As at 31.03.2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b> (a) Share Capital (b) Reserves and surplus	194.49 4,567.63

<b>2.</b>	<b>Current Liabilities</b> (a) Other current liabilities (b) Trade Payable	00.52 686.16
<b>TOTAL</b>		<b>5,448.79</b>
<b>II</b>	<b>ASSETS</b>	
<b>1.</b>	<b>Non-Current Assets</b> <b>Property, Plant and Equipment and Intangible Assets</b> (a) Tangible Assets (b) Non-Current Investments (c) Long Term Loans & Advances (d) Other Non-Current Assets	0.10 5,192.71 17.12 231.00
<b>2.</b>	<b>Current Assets</b> (a) Cash and cash equivalents (b) Other Current Assets	5.81 2.04
<b>TOTAL</b>		<b>5,448.79</b>

Upon effectiveness of the Scheme the Transferor Company 3 will be dissolved without winding up.

**Pre-Scheme of Amalgamation: Assets and Liabilities of the HAPPY GRAPHICS AND EXHIBITION PRIVATE LIMITED (Transferor Company 4)**

(Amount at thousand)

<b>Sr. No.</b>	<b>Particulars</b>	<b>As on 31.03.2022</b>
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b> (a) Share Capital (b) Reserves and surplus	860.00 9,312.13
<b>2.</b>	<b>Current Liabilities</b> (a) Short Term Borrowing (b) Other current liabilities	- 15.56
<b>TOTAL</b>		<b>10,187.69</b>
<b>II</b>	<b>ASSETS</b>	
<b>1.</b>	<b>Non-Current Assets</b> (a) Non-Current Investments	9,691.50
<b>2.</b>	<b>Current Assets</b> (a) Cash and cash equivalents (b) Other Current Assets	436.39 59.80
<b>TOTAL</b>		<b>10,187.69</b>

Upon effectiveness of the Scheme the Transferor Company 4 will be dissolved without winding up.

**Pre-Scheme of Amalgamation: Assets and Liabilities of the LINK VANIJYA PRIVATE LIMITED (Transferor Company 5)**

(Amount at thousand)

<b>Sr. No.</b>	<b>Particulars</b>	<b>As on 31.03.2022</b>
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b> (a) Share Capital (b) Reserves and surplus	974.00 18,481.46

<b>2.</b>	<b>Current Liabilities</b> (a) Short Term Borrowing (b) Other current liabilities	50.00 15.56
<b>TOTAL</b>		<b>19,521.02</b>
<b>II</b>	<b>ASSETS</b>	
<b>1.</b>	<b>Non-Current Assets</b> (a) Non-Current Investments	19,407.00
<b>2.</b>	<b>Current Assets</b> (a) Cash and cash equivalents (b) Other Current Assets	104.22 9.80
<b>TOTAL</b>		<b>19,521.02</b>

Upon effectiveness of the Scheme the Transferor Company 5 will be dissolved without winding up.

**Pre-Scheme of Amalgamation: Assets and Liabilities of the DYNAMO INFRACON PRIVATE LIMITED (Transferor Company 6)**

(Amount at thousand)

Sr. No.	Particulars	As on 31.03.2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b> (a) Share Capital (b) Reserves and surplus	330.00 346.40
<b>2.</b>	<b>Current Liabilities</b> (a) Short Term Borrowing (b) Other current liabilities	150.00 15.00
<b>TOTAL</b>		<b>841.40</b>
<b>II</b>	<b>ASSETS</b>	
<b>1.</b>	<b>Non-Current Assets</b> (a) Non-Current Investments	810.00
<b>2.</b>	<b>Current Assets</b> (a) Cash and cash equivalents	31.40
<b>TOTAL</b>		<b>841.40</b>

Upon effectiveness of the Scheme the Transferor Company 6 will be dissolved without winding up.

**Pre-Scheme of Amalgamation: Assets and Liabilities of the PUSHPAK TRADING & CONSULTANCY PRIVATE LIMITED (Transferor Company 7)**

(Amount at thousand)

Sr. No.	Particulars	As on 31.03.2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b> (a) Share Capital (b) Reserves and surplus	25,782.00 1,25,836.62
<b>2.</b>	<b>Non-Current Liabilities</b> (a) Deferred tax liabilities	0.03
<b>3.</b>	<b>Current Liabilities</b> (a) Trade payables (b) Other current liabilities (c) Short term provisions	5,950.00 21.75 1,347.24
<b>TOTAL</b>		<b>1,58,937.64</b>
<b>II</b>	<b>ASSETS</b>	

<b>1.</b>	<b>Non-Current Assets</b>	
	(a) Property, Plant & Equipment	1.44
	(b) Intangible Assets	0.90
	(c) Non-Current Investments	33,029.12
	(d) Long term loans and advances	57,796.65
<b>2.</b>	<b>Current Assets</b>	
	(a) Trade receivables	66,656.00
	(b) Cash and cash equivalents	762.93
	(c) Other Current Assets	690.60
<b>TOTAL</b>		<b>1,58,937.64</b>

Upon effectiveness of the Scheme the Transferor Company 7 will be dissolved without winding up.

**Pre-Scheme of Amalgamation: Assets and Liabilities of the MOKHA VYAPAAR PRIVATE LIMITED (Transferor Company 8)**

(Amount at thousand)

Sr. No.	Particulars	As on 31.03.2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b>	
	(a) Share Capital	11,561.00
	(b) Reserves and surplus	1,62,685.51
<b>2.</b>	<b>Non-Current Liabilities</b>	
	(a) Deferred tax liabilities	13.02
<b>3.</b>	<b>Current Liabilities</b>	
	(a) Short term borrowings	15.00
	(b) Trade payables	5,870.00
	(c) Other current liabilities	166.59
	(d) Short term provisions	27.44
<b>TOTAL</b>		<b>1,80,338.57</b>
<b>II</b>	<b>ASSETS</b>	
<b>1.</b>	<b>Non-Current Assets</b>	
	(a) Property, Plant & Equipment	16.78
	(b) Intangible Assets	0.90
	(c) Non-Current Investments	1,04,287.26
	(d) Long term loans and advances	7,851.45
<b>2.</b>	<b>Current Assets</b>	
	(a) Trade receivables	68,115.53
	(b) Cash and cash equivalents	27.45
	(c) Other Current Assets	39.19
<b>TOTAL</b>		<b>1,80,338.57</b>

Upon effectiveness of the Scheme the Transferor Company 8 will be dissolved without winding up.

**Pre-Scheme of Amalgamation: Assets and Liabilities of the PADMA ESTATES PRIVATE LIMITED (Transferor Company 9)**

(Amount at lacs)

Sr. No.	Particulars	As on 31.03.2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1.</b>	<b>Shareholders' Funds</b>	
	(a) Share Capital	2,565.12
	(b) Reserves and surplus	16,042.19

<b>2.</b>	<b>Non-Current Liabilities</b> (a) Long term borrowings (b) Deferred tax liabilities (net)	291.55 0.13
<b>3.</b>	<b>Current Liabilities</b> (a) Short term borrowings (b) Other current liabilities (c) Short term provisions	934.48 329.06 94.07
<b>TOTAL</b>		<b>20,256.60</b>
<b>II</b>	<b>ASSETS</b>	
<b>1.</b>	<b>Non-Current Assets</b> (a) Property, Plant & Equipment (b) Intangible Assets (c) Non-Current Investments (d) Long term loans and advances	0.47 0.01 19,596.09 594.36
<b>2.</b>	<b>Current Assets</b> (a) Short-Term Loans and Advances (b) Cash and cash equivalents (c) Other Current Assets	1.50 5.71 58.46
<b>TOTAL</b>		<b>20,256.60</b>

Upon effectiveness of the Scheme the Transferor Company 9 will be dissolved without winding up.

**Pre and Post Scheme of Amalgamation: Assets and Liabilities of the NIMBUS PROJECTS LIMITED (Transferee Company)**

**(Amount in Rupees)**

Particulars	Pre- Merger	Projected Post-Merger
	As at 31st March 2022	As at 01st April 2022
<b>EQUITY AND LIABILITIES</b>		
<b>Shareholders' Funds</b>		
<b>Share Capital</b>		
Equity share capital	108,380,000.00	193,187,300.00
Other Equity	(486,226,000.00)	(486,226,000.00)
Total Equity		
Adjustment in Capital Reserve under Amalgamation		<b>2,204,070,950.00</b>
	<b>(377,846,000.00)</b>	<b>1,911,032,250.00</b>
<b>Non-Current Liabilities</b>		
Long Term Borrowings	61,417,000.00	87,613,436.00
Other Financial Liabilities	1,228,787,000.00	–
Deffered Tax Liabilities (Net)	3,749,000.00	3,768,560.00
Other Long -Term Liabilities	–	–
Long-Term Provisions	258,000.00	258,000.00
	<b>1,294,211,000.00</b>	<b>91,639,996.00</b>
<b>Current Liabilities</b>		
Short-Term Borrowings	3,765,000.00	34,185,514.00
Trade Payables	–	12,320,470.00

Total outstanding dues of creditors other than micro enterprises and small enterprises	2,233,000.00	29,025,000.00
Current Tax Liabilities (Net)	2,572,000.00	2,572,000.00
Other Financial Liabilities	28,659,000.00	28,659,000.00
Other Current Liabilities	12,677,000.00	22,430,460.00
Short-Term Provisions	66,000.00	1,453,180.00
	<b>49,972,000.00</b>	<b>130,645,624.00</b>
<b>TOTAL LIABILITIES</b>	<b>966,337,000.00</b>	<b>2,133,317,870.00</b>
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, Plant and Equipment	40,480,000.00	40,555,704.00
Tangible Assets	–	–
Intangible Assets	–	2,800.00
Capital work-in-progress	–	–
Goodwill	–	3,877,958.61
Financial Assets		
(i) investments in associates	500,000.00	500,000.00
(ii) investment in jointly controlled entity	444,058,000.00	444,058,000.00
(iii) Other Investments	217,480,000.00	1,223,397,838.39
Deffered Tax Assets (Net)	–	–
Long-Term Loans and Advances		121,316,719.00
Other Financial Assets	807,000.00	807,000.00
Other Non financial assets	–	–
Other non-current assets	–	23,100,000.00
	<b>703,325,000.00</b>	<b>1,857,616,020.00</b>
<b>Current Assets</b>		
Current Investments	–	–
Other investment	3,619,000.00	3,619,000.00
Inventories	168,272,000.00	168,272,000.00
Trade Receivables	4,948,000.00	4,948,000.00
Cash and Cash Equivalents	3,510,000.00	6,215,800.00
Short-Term Loans and Advances	–	3,134,660.00
Current Tax Assets (net)	12,038,000.00	12,038,000.00
Other Current Assets	70,625,000.00	77,474,390.00
	<b>263,012,000.00</b>	<b>275,701,850.00</b>
<b>TOTAL ASSETS</b>	<b>966,337,000.00</b>	<b>2,133,317,870.00</b>

The Pre and Post Scheme of Amalgamation: Revenues of all the companies under the Scheme of Arrangement is annexed herewith.

- (ii) Latest Net Worth Certificate along with statement of Assets and Liabilities of all companies involved in the Scheme of Arrangement for both pre and post Scheme of Arrangement are annexed herewith.

- (iii) Detailed Rationale for arriving at the swap ratio for issuance of shares as proposed in the draft Scheme of arrangement by the Board of Directors of the Company is provided in the Valuation Report dated 27<sup>th</sup> September, 2022 issued by Ajay Kumar Siwach – Registered Valuer. The valuation report provides the detailed valuation methodology adopted by the Registered Valuer which have been considered by the Board of Directors of the Transferee Company.
- (iv) The classification of shareholders as “Promoter and Promoter Group” or “Public” have been stated in the foregoing paragraphs.
- (v) Benefits of the scheme to the public shareholders of listed/Transferee Company and details of change in value of public shareholders pre and post scheme of arrangement have been stated in Para No. 13. Further, the proposed amalgamation would result in the optimum and efficient utilization of capital, resources, assets and facilities of the Transferor Companies which will help in enhancing the operation of the Transferee Company, thereby, strengthening its competitive strength in the concerned industry. The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.

A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in the interest of public shareholders. The amalgamation will be conducive for better, more efficient and economical control over the business and financial conduct of the Companies.

Lastly, certain transferor Companies have also majorly invested in transferee company through redeemable preference shares and the proposed amalgamation will ease redemption liability of transferee Company. Hence, it will enable the Company to enhance its net worth, which ultimately would be in the interest of its shareholders.

## 25. Inspection Documents:

Inspection of the following documents will be available at the Registered Office of the Transferee Company:

- a. Copy of the NCLT order dated 20<sup>th</sup> February, 2024.
- b. Copy of the Scheme of Arrangement for Amalgamation;
- c. Copies of Audited Financials of all the companies for the financial years ended on 31<sup>st</sup> March, 2023;
- d. Copies of Supplementary Financials of all the companies as on 31<sup>st</sup> December, 2023;
- e. Contracts or agreements material to the proposed compromise or arrangement;
- f. Copy of the Reports of Board of Directors of the respective Transferor Companies and Transferee Company on the impact of Scheme on Directors and employee, pursuant to the provisions of Section 232(2) (c) of the Companies Act, 2013;
- g. Copy of the certificate issued by the Statutory Auditor of the respective Transferor Companies and Transferee Company for compliance with the applicable Accounting Standards under Section 133 of the Companies Act, 2013;
- h. Copy of the Valuation Report dated 27<sup>th</sup> September, 2022 issued by Mr. Ajay Kumar Siwach – Registered Valuer, along with the copy of Fairness Opinion dated 27<sup>th</sup> September, 2022 issued by 3Dimension Capital Services Limited, SEBI Registered Category-I, Merchant Banker;
- i. Copy of the Board Resolution passed by the Board of Directors of the respective companies in respect of the approval of the Scheme of Arrangement;

**Date: 15.04.2024**  
**Place: New Delhi**

**Sd/-**  
**Parvindra Nautiyal**  
**Chairperson appointed vide NCLT Order for the Meeting of**  
**Equity Shareholders of Nimbus Projects Limited**