

HCKK Ventures Limited

CIN-L45100MH1983PLC263361

Registered Office: Office No. 514, Roongta Business Center, 5th Floor, Govind Nagar, Nashik- 422009
Tel: +91 8976707683 Email: info@hckkventures.com Website: www.hckkventures.com

Date: 18th November, 2023

**To,
BSE Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai - 400 001
Scrip Code: 539224**

Subject: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Respected Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, we would like to inform you based on recommendation of the Audit Committee and Committee of Independent Directors, the Board of Directors at their meeting held today i.e. 18th November, 2023 has *inter-alia* considered and approved:

1. Draft Scheme of Amalgamation ("Scheme") between Softlink Global Private Limited ("First Transferor Company") and Ivolve Holdings Private Limited ("Second Transferor Company") with HCKK Ventures Limited ("Transferee Company") and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

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

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

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The meeting commenced at 03:30 P.M. and concluded at 06:00 P.M.

This is for your information and records.

Yours faithfully,

For HCKK Ventures Limited

Prashant Agarwal

Company Secretary cum Compliance Officer

Encl: As above

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

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

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		<p>Mittal Estate, Andheri, Mumbai Marol Naka, Mumbai-400059</p> <p>Brief financial details of the Transferor Companies and Transferee Company involved in Amalgamation:</p> <p style="text-align: right;"><i>(Rs. In Lakhs)</i></p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th>HCKK Ventures Limited</th> <th>Softlink Global Private Limited</th> <th>Ivolve Holdings Private Limited</th> </tr> <tr> <th>Transferee Company</th> <th>First Transferor Company</th> <th>Second Transferor Company</th> </tr> </thead> <tbody> <tr> <td>Equity Paid-up Capital</td> <td>371.00</td> <td>31.79</td> <td>0.50</td> </tr> <tr> <td>Reserves and Surplus</td> <td>35.10</td> <td>4593.22</td> <td>1031.38</td> </tr> <tr> <td>Networth</td> <td>406.10</td> <td>4625.01</td> <td>1031.88</td> </tr> <tr> <td>Turnover (excluding Other Income)</td> <td>32.59</td> <td>3003.85</td> <td>95.76</td> </tr> <tr> <td>Profit/(Loss) after Tax</td> <td>15.27</td> <td>705.67</td> <td>(65.65)</td> </tr> <tr> <td colspan="4" style="text-align: center;"><i>As per Audited Financials as on 30-09-2023</i></td> </tr> </tbody> </table>	Particulars	HCKK Ventures Limited	Softlink Global Private Limited	Ivolve Holdings Private Limited	Transferee Company	First Transferor Company	Second Transferor Company	Equity Paid-up Capital	371.00	31.79	0.50	Reserves and Surplus	35.10	4593.22	1031.38	Networth	406.10	4625.01	1031.88	Turnover (excluding Other Income)	32.59	3003.85	95.76	Profit/(Loss) after Tax	15.27	705.67	(65.65)	<i>As per Audited Financials as on 30-09-2023</i>			
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02	<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";</p>	<p>i. Softlink Global Private Limited ("First Transferor Company") and HCKK Ventures Limited ("Transferee Company") are related with each other. Yes, the same would be implemented on arm's length basis.</p> <p>ii. Ivolve Holdings Private Limited ("Second Transferor Company") and HCKK Ventures Limited ("Transferee Company") are not related with each other except Ivolve Holdings Private Limited being the Shareholder of Softlink Global Private Limited.</p>																															

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

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		<p>standardisation and simplification of business processes, the elimination of duplication and rationalization of administrative expenses;</p> <p>(f) Reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company;</p> <p>(g) To optimally leverage the larger assets base and cash flow of the amalgamated entity; and</p> <p>(h) Amalgamation will result in the Transferee Company directly controlling and managing the business of the Transferor Companies which would lead to simplification of the shareholding structure and reduction of shareholding tiers.</p> <p>(i) There is no likelihood that any shareholder or creditor or employee of the Transferor Companies and Transferee Companies would be prejudiced as a result of the Scheme. Thus, the amalgamation is in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.</p>
05	<p>in case of cash consideration — amount — or otherwise Share Exchange Ratio</p>	<p>Upon sanction of the said Scheme by the NCLT and upon the Scheme becoming effective, without any further act or deed on the part of the Transferee Company, Transferee Company will, in aggregate, issue and allot 3,57,07,693 (Three Crores Fifty-Seven Lakhs Seven Thousand Six Hundred and Ninety-Three) Equity Shares as follows:</p> <p>i. 2,70,97,793 [Two Crore Seventy Lakhs Ninety-Seven Thousand Seven Hundred and Ninety-Three] Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of Softlink Global Private Limited ("First Transferor Company") on the Record Date, as decided by the Board in the ratio of 10835:100; i.e., against 100 Equity Share of the Face value of Rs.10/- each of the First Transferor Company, 10835 Equity Share of the Face value of Rs. 10/- each of the Transferee Company shall be issued</p>

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		<p>and allotted to the shareholders of the First Transferor Company.</p> <p>ii. 86,09,900 (Eighty-Six Lakhs Nine Thousand and Nine Hundred) Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of Ivolve Holdings Private Limited ("Second Transferor Company") on the Record Date, as decided by the Board in the ratio of 172198:100; i.e., against 100 Equity Share of the Face value of Rs.10/- each of the Second Transferor Company, 172198 Equity Share of the Face value of Rs. 10/- each of the Transferee Company shall be issued and allotted to the shareholders of the Second Transferor Company.</p>																																																					
06	Brief details of change in shareholding pattern of Listed entity	<table border="1"> <thead> <tr> <th colspan="5">No. of Shareholders Pre and Post Arrangement of Softlink Global Private Limited ("First Transferor Company")</th> </tr> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre</th> <th colspan="2">Post</th> </tr> <tr> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>2,50,095</td> <td>78.66</td> <td>0</td> <td>0.00</td> </tr> <tr> <td>Public</td> <td>67,830</td> <td>21.34</td> <td>0</td> <td>0.00</td> </tr> <tr> <td>Total</td> <td>3,17,925</td> <td>100.00</td> <td>0</td> <td>0.00</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th colspan="5">No. of Shareholders Pre and Post Arrangement of Ivolve Holdings Private Limited ("Second Transferor Company")</th> </tr> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre</th> <th colspan="2">Post</th> </tr> <tr> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>0</td> <td>0.00</td> <td>0</td> <td>0.00</td> </tr> <tr> <td>Public</td> <td>5,000</td> <td>100.00</td> <td>0</td> <td>0.00</td> </tr> </tbody> </table>	No. of Shareholders Pre and Post Arrangement of Softlink Global Private Limited ("First Transferor Company")					Category	Pre		Post		No. of shares	%	No. of shares	%	Promoter	2,50,095	78.66	0	0.00	Public	67,830	21.34	0	0.00	Total	3,17,925	100.00	0	0.00	No. of Shareholders Pre and Post Arrangement of Ivolve Holdings Private Limited ("Second Transferor Company")					Category	Pre		Post		No. of shares	%	No. of shares	%	Promoter	0	0.00	0	0.00	Public	5,000	100.00	0	0.00
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		Total	5,000	100.00	0	0.00
No. of Shareholders Pre and Post Arrangement of HCKK Ventures Limited ("Transferee Company")						
		Category	Pre		Post	
			No. of shares	%	No. of shares	%
		Promoter	22,38,065	60.33	2,93,35,858	74.42
		Public	14,71,935	39.67	1,00,81,835	25.58
		Total	37,10,000	100.00	3,94,17,693	100.00

For HCKK Ventures Limited

Prashant Agarwal

Company Secretary cum Compliance Officer