

# SARASWATI COMMERCIAL (INDIA) LTD.

Regd. Off.: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021.  
Telephone : 6670 8600 Fax : 6670 8650 CIN : L51909MH1983PLC166605

October 10, 2016

To,  
Corporate Relationship Department,  
BSE Limited  
P.J Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai - 400 023

**BSE- Scrip code: 512020**

Dear Sir,

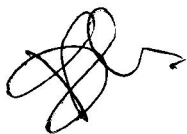
**Sub: Notice of Court Convened Meeting and Postal Ballot**

With reference to above, enclosed herewith please find the Notice of the Court Convened Meeting as per the Hon'ble Bombay High Court direction to be held through postal ballot / e voting pursuant to SEBI Circulars CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 for approval of Scheme of Amalgamation of Aroni Commercials Limited with Saraswati Commercial (India) Limited.

This is for your information and records.

Thanking You,

Yours faithfully  
**FOR SARASWATI COMMERCIAL (INDIA) LIMITED**



**VAISHALI DHURI  
CHIEF FINANCIAL OFFICER**



Encl.: as above

# SARASWATI COMMERCIAL (INDIA) LIMITED

CIN: L51909MH1983PLC166605

Regd Off: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai 400021.

Phone: +022-66708 600 / Fax: 022-6670 8650 Website: [www.saraswaticommercial.com](http://www.saraswaticommercial.com)

E-mail: [saraswati.investor@gcvl.in](mailto:saraswati.investor@gcvl.in)

## NOTICE FOR COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF SARASWATI COMMERCIAL (INDIA) LIMITED & NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE OF COURT CONVENED MEETING		NOTICE OF POSTAL BALLOT AND E-VOTING
Day	: Thursday	
Date	: 10.11.2016	11.10.2016 to 09.11.2016
Time	: 3.00 p.m.	(E-voting – Start Date 11.10.2016 (IST 10.00 a. m.) (E-voting – Last Date 09.11.2016 (IST 5.00 p.m.)
Venue	: Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6 <sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400 001	

Sr. No.	Contents	Page No.
1.	Notice of Court Convened Meeting of the Equity Shareholders of Saraswati Commercial (India) Limited	2
2.	Notice of Postal Ballot and E-Voting	5
3.	Explanatory Statement under Section 393 of the Companies Act, 1956 and 102 of the Companies Act, 2013 and Route Map	11
4.	Scheme of Amalgamation	23
5.	Fairness Opinion Certificate issued by KJMC Corporate Advisors (India) Limited	35
6.	Observation Letter from BSE Limited dated 13 <sup>th</sup> July, 2016	43
7.	Complaints / Comment Report dated 23 <sup>rd</sup> May, 2016	44
8.	Form of Proxy	46
9.	Attendance Slip	48
10	Postal Ballot Form with Instructions and Business Reply Envelope	Loose leaf Insertion

IN THE HIGH COURT OF JUDICATURE AT BOMBAY ORDINARY ORIGINAL CIVIL JURISDICTION COMPANY  
SUMMONS FOR DIRECTION NO. 764 OF 2016

In the matter of Companies Act, 1956

And

In the matter of:

Sections 391 to 394 of the Companies Act, 1956

And

In the matter of:

The Scheme of Amalgamation of

**Aroni Commercials Limited ("Transferor Company")**

With

**Saraswati Commercial (India) Limited ("Transferee Company" or Applicant Company)**

And

Their respective shareholders and creditors

Saraswati Commercial (India) Limited, a Company incorporated)  
under the provisions of the Indian Companies Act,  
1956 and) having its Registered Office at 209-210,  
Arcadia Building, 195, Nariman Point, Mumbai - 400 021).....

**Applicant Company**

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY**

To,

The Equity Shareholders of Saraswati Commercial (India) Limited ("**the Company**" or "**Applicant Company**" or "**SCIL**"),

**TAKE NOTICE** that by an Order made on 29<sup>th</sup> September, 2016, in the above mentioned Company Summons for Direction, the Hon'ble High Court of Judicature at Bombay ("**said Order**") has directed that a meeting of the Equity Shareholders of the Applicant Company be convened on **Thursday 10<sup>th</sup>, November, 2016 at 3.00 p.m. at Maharashtra Chamber of Commerce, Industry and Agriculture, Orion House, 6<sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400 001**, to transact the following Special Business:

To consider and, if thought fit, approve with or without modification(s), the following Resolution under Sections 391 to 394 of the Companies Act, 1956 for approval of the arrangement embodied in the Scheme proposed to be made between Aroni Commercials Limited; Transferor Company, Saraswati Commercial (India) Limited with, the Applicant Company or Transferee Company and Shareholders :

**RESOLVED THAT** the amalgamation of Aroni Commercials Limited "**Transferor Company**") with Saraswati Commercial (India) Limited ("**Applicant Company**" or "**Transferee Company**") under the Scheme of Amalgamation between the Transferor Company, the Transferee Company and their respective shareholders and creditors ("**Scheme**"), pursuant to Sections 391 to 394 of the Companies Act, 1956 ("**Act**") and other applicable provisions, if any, of the Act and the Rules (including any statutory modifications or re-enactments thereof for the time being in force), be and is hereby approved subject to the Scheme being approved by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 and other applicable provisions of the Act and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the

Hon'ble High Court of Judicature at Bombay or by any regulatory or other authorities, while granting such consents, approvals and permissions

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board of Directors of the Applicant Company (which includes any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper to effectively implement the arrangement as embodied in the Scheme and to settle any questions or difficulties that may arise or to carry out such modifications /conditions / directions, if any, which may be required and / or ordered by the Hon'ble High Court of Judicature at Bombay and / or by any other authority, while sanctioning the arrangement as embodied in the Scheme."

**TAKE FURTHER NOTICE** that in pursuance of the said Order and as directed therein, a meeting of the Equity Shareholders of the Applicant Company will be held on **Thursday 10<sup>th</sup>, November, 2016 at 3.00 p.m. at Maharashtra Chamber of Commerce, Industry and Agriculture, Orion House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400 001,** ("said meeting") at which time and place the said members are requested to attend.

**TAKE FURTHER NOTICE** that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, or your authorized representative in case of body corporate, is deposited at the Registered Office of the Applicant Company at **209-210, Arcadia Building, 195, Nariman Point, Mumbai – 400 021,** not later than 48 hours before the meeting.

The Hon'ble High Court of Judicature at Bombay has appointed Mr. Harisingh Shyamsukha, Director of the Applicant Company, and failing him Mr. Anilkumar Rajan, Director of the Applicant Company, and failing him, Mrs. Babita Thakar, Director of the Applicant Company, and failing him, Mr. Ketan Desai Director of the Applicant Company to be the Chairman of the said meeting.

A copy of the said scheme of arrangement and Explanatory Statement under Sections 393 of the Companies Act, 1956, Section 110(2) and Section 102 of the Companies Act, 2013, a Form of Proxy with instructions and the Attendance Slip are enclosed herewith.

Sd/-

**Harisingh Shyamsukha**

Chairman appointed for the Meeting

Place: Mumbai

Date: 05<sup>th</sup> October, 2016

**Registered Office:**

209-210, Arcadia Building, 195,

Nariman Point,

Mumbai – 400 021

**Notes:**

1. Any alteration in the Form of Proxy should be initialed.
2. Only registered Equity Shareholders of the Applicant Company may attend and vote either in person or by proxy at the Equity Shareholders' meeting. The authorized representative of a body corporate which is a registered Equity Shareholder of the Applicant Company may attend and vote at the Equity Shareholders' meeting provided that a certified true copy of the Resolution of the Board of Directors or other governing body of the body corporate authorizing such a representative to attend and vote at the Equity Shareholders' meeting is deposited at the Registered Office of the Applicant Company not later than 48 hours before the meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and/ or holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.;
3. Registered equity shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID details for easy identification of the attendance at the meeting.
4. Member are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of the Applicant Company in respect of such holding will be entitled to vote.
5. A Member or his Proxy is requested to bring the copy of the notice to the meeting and produce the attendance slip, duly completed and signed, at the entrance of the meeting venue.
6. The notice is being sent to all Shareholders, whose name appeared in the Register of Members as on 07<sup>th</sup> October, 2016. This notice of the court convened meeting of the Shareholders of the Company is also displayed/ posted on the website of the Company - [www.saraswaticommercial.com](http://www.saraswaticommercial.com).

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH CIRCULARS BEARING NOS. CIR/CFD/DIL/5/2013 DATED FEBRUARY 4, 2013 AND CIR/CFD/DIL/8/2013 DATED MAY 21, 2013 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI")**

To,

The Equity Shareholders of Saraswati Commercial (India) Limited ("**the Company**" or "**Applicant Company**" or "**SCIL**"),

**NOTICE** is hereby given to consider, and if thought fit, approve the Scheme of Amalgamation of the Aroni Commercials Limited ("**Transferor Company**") with Company and their respective shareholders and creditors.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on 9<sup>th</sup> April, 2016 unanimously approved a proposal to amalgamate the Transferor Company with the Company pursuant to a proposed Scheme of Amalgamation between the Transferor Company and the Company and their respective shareholders and creditors ("**Scheme**") under Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956.

The Company seeks the approval of its Equity Shareholders to the Scheme by way of Postal Ballot and e-voting pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 read with SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 ("**SEBI Circulars**"), subject to the requirements specified in the Observation Letter dated 13<sup>th</sup> July, 2016 issued by BSE Limited ("**BSE**"), pursuant to the SEBI Circulars and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (collectively referred to as "**Observation Letter**") and under relevant provisions of applicable laws.

The Hon'ble High Court of Judicature at Bombay in the Company Summons for Direction No.764 of 2016 directed the Company to convene and conduct a meeting of the Equity Shareholders on **Thursday 10<sup>th</sup>, November, 2016 at 3.00 p.m. at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001**. In addition to the Court Convened Meeting, the Company is required to comply with the requirements of the SEBI Circulars.

In terms of the SEBI Circulars, read with the Observation Letters, the Scheme shall be acted upon only if the number of votes cast by the public shareholders in favour of the Scheme is more than the number of votes cast by them against the Scheme.

The Company has appointed Mr. Nishant Jawasa, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries in practice as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

Further, the Company has engaged NSDL to provide e-voting facility to its Equity Shareholders. If an Equity Shareholder has voted on the remote e-voting facility, he/she is not required to send a Postal Ballot Form to the Company. If an Equity Shareholder has voted on the remote e-voting facility and also sends his/her Postal Ballot Form, only the votes cast through the e-voting shall be considered by the Scrutinizer. The instructions for voting by Postal Ballot are set out in the Postal Ballot Form sent along with this Notice. The instructions for remote e-voting are provided in the Notes below.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed, in the enclosed self-addressed, postage pre-paid business reply envelope (if posted in India) so as to reach the Scrutinizer on or before Wednesday 09<sup>th</sup> November, 2016 the close of working hours i.e. 5 p.m. Postal Ballot Forms received after this date will be considered invalid.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballots (including remote e-voting). The results of the Postal Ballot will be announced after 48 hours of completion of Court Convened Meeting at the Registered Office of the Company at **209-210, Arcadia Building, 195, Nariman Point, Mumbai - 400 021** and will be displayed on the website of the Company at [www.saraswaticommercial.com](http://www.saraswaticommercial.com) for information of the Equity Shareholders and being communicated to BSE Limited.

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, SEBI Circulars and other relevant provisions of applicable laws, the following Resolution is proposed for the consideration of the Equity Shareholders of the Company through Postal Ballot and e-voting:

To consider, and if thought fit to pass, with or without modification(s), the following Resolution:

**"RESOLVED THAT** pursuant to Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India ("SEBI"), and subject to the Observation Letter issued by BSE Limited dated July 13, 2016 and relevant provisions of applicable laws, the arrangement as embodied in the Scheme of Amalgamation ("**Scheme**") between Aroni Commercials Limited ("**Transferor Company**") and Saraswati Commercial (India) Limited ("**Transferee Company**" or "**Applicant Company**") and their respective shareholders and creditors be and is hereby approved with/without modifications and/or conditions, if any, which may be required and/or imposed by the Equity Shareholders in the Court Convened Meeting and/or the Hon'ble High Court of Judicature at Bombay while sanctioning the arrangement embodied in the Scheme or by any authorities under law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board of Directors of the Applicant Company (which includes any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper to effectively implement the arrangement as embodied in the Scheme and to settle any questions or difficulties that may arise or to carry out such modifications / conditions / directions, if any, which may be required and / or ordered by the Hon'ble High Court of Judicature at Bombay and / or by any other authority, while sanctioning the arrangement as embodied in the Scheme."

**By Order of the Board of Directors  
For Saraswati Commercial (India) Limited**

*Sd/-*  
**Harisingh Shyamsukha**  
Chairman appointed for the Meeting

Place: Mumbai  
Date: 05<sup>th</sup> October, 2016

**Registered Office:**  
209-210, Arcadia Building, 195,  
Nariman Point, Mumbai – 400 021.

## Notes for Postal Ballot and E-Voting:

### A. Notes for Postal Ballot:

1. A copy of the said Scheme of Amalgamation and Explanatory Statement under section 393 of the Companies Act, 1956 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, annexed hereto and are being sent to you for your consideration.
2. The accompanying Postal Ballot Notice is being sent to Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Ltd and Central Depository Services (India) Ltd as on the close of business hours on 07<sup>th</sup> October, 2016. Accordingly the Members whose names appear in the Register of Members/ List of Beneficial Owners as on 07<sup>th</sup> October, 2016 ("cut-off date") will be reckoned for the purpose of voting.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of members as on 07<sup>th</sup> October, 2016 i.e the cut-off date for dispatch of Postal Ballot Notice.
4. In case of shares held by Companies, institutional members (FPIs/ Foreign Institutional Investors / trust / mutual funds / banks etc.), duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Other Authority.
5. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent Postal Ballot Notice by e-mail and Members who have not registered their e-mail IDs will receive Postal Ballot Notice along with Postal Ballot Form through Registered/Speed Post / Courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from website of the Company [www.saraswaticommercial.com](http://www.saraswaticommercial.com).
6. A Member cannot exercise his / her vote through proxy on postal ballot.
7. If Postal Ballot Form is sent using the Business Reply Envelope, the postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
8. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. (IST) on 9<sup>th</sup> November, 2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
9. The Postal Ballot Notice will be uploaded on the Company's website viz., [www.saraswaticommercial.com](http://www.saraswaticommercial.com) and on the website of NSDL viz., <https://www.evoting.nsdl.com/>.
10. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if they have been passed at a Court Convened Meeting of the Members.
11. All the relevant documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 3.00 p.m. and 5.00 p.m. on all days excluding Saturdays, Sundays and Public Holidays, till 9<sup>th</sup> November, 2016.
12. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and postal ballot in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company.
13. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.saraswaticommercial.com](http://www.saraswaticommercial.com) and on the website of <https://www.evoting.nsdl.com/> within forty eight hours of the conclusion of the Court Convened Meeting (CCM) on 10<sup>th</sup> November 2016 and communicated to the BSE Limited ("BSE") where the shares of the Company is listed.
14. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, (including any statutory



modification or enactment thereof for the time being in force) as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to offer E-voting facility as an alternative, to all its members to enable them to cast their votes electronically apart from dispatching the Postal Ballot Forms.

15. Member(s) can opt only for one mode of voting. If a member has opted for E-voting, then he/she should not vote by Postal Ballot and vice-versa. However, in case Members cast their vote both via Postal Ballot and E-voting, then voting through E-voting shall prevail and voting done by Postal Ballot shall be treated as invalid, notwithstanding whichever is cast first. Facility for voting through ballot papers shall also be made available at the Court Convened Meeting and Members attending the meeting who did not cast their vote by E-voting/Postal Ballot shall be able to exercise their right to vote at the meeting.
16. It is clarified that votes may be cast by Shareholders either by Postal Ballot or E-voting and casting of votes by Postal Ballot or e-voting does not disentitle them from attending at the Court Convened Meeting. Shareholder after exercising his right to vote through postal ballot / e-voting shall not be allowed to vote again in Court Convened Meeting.

#### **Instructions for Postal Ballot**

1. A Shareholder desiring to exercise vote by Postal Ballot may complete Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the appointed Scrutinizer in the enclosed self-addressed postage prepaid envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing (√) in the appropriate column.
4. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5:00 p.m. on 9<sup>th</sup> November, 2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint shareholder(s).
6. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. on or before 5:00 p.m. on 9<sup>th</sup> November, 2016.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form, as all such forms will be sent to the Scrutinizer and any extraneous paper found would be destroyed by the Scrutinizer.
8. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
10. Shareholder cannot appoint proxy to exercise their voting power through Postal Ballot.
11. A Postal Ballot Form shall be considered invalid if:
  - a) A form other than one issued by the company has been used;
  - b) It has not been signed by or on behalf of the Member;
  - c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the company;
  - d) It is not possible to determine without any doubt the assent or dissent of the Member;
  - e) Neither assent nor dissent is mentioned;
  - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - g) The envelope containing the Postal Ballot Form is received after the last date of voting

i.e. 9<sup>th</sup> November, 2016;

- h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

**B. Notes for E-voting:**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI LODR Regulations, the Company is pleased to offer E-Voting facility as an alternate through E-voting services provided by NSDL, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
2. The e-voting period commences on 11<sup>th</sup> October, 2016 (10.00 a.m. IST) and ends on 9<sup>th</sup> November, 2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which shall be 07<sup>th</sup> October, 2016 may cast their vote electronically. The E-Voting module shall be disabled by NSDL for voting thereafter.
3. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on 07<sup>th</sup> October, 2016, have been considered.
4. Voting rights of each member shall be reckoned as on the cut-off date which is 07<sup>th</sup> October, 2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
5. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper. Any person who acquires shares of the Company and becomes the member of the Transferee Company after the cut-off date i.e. 07<sup>th</sup> October, 2016 shall not be eligible to vote either through E-voting or at Court Convened Meeting.
6. In case Members cast their vote both via Postal Ballot and E-voting, then voting through E-voting shall prevail and voting done by Postal Ballot shall be treated as invalid, notwithstanding whichever is cast first.
7. The members who have cast their vote by remote e-voting prior to the Court Convened Meeting may also attend the meeting but shall not be entitled to cast their vote again.
8. Mr. Nishant Jawasa, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and postal ballot in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.saraswaticommercial.com](http://www.saraswaticommercial.com) and on the website of <https://www.evoting.nsdl.com/> within forty eight hours of the conclusion of the Court Convened Meeting (CCM) on 10<sup>th</sup> November 2016 and communicated to the BSE Limited ("BSE") where the shares of the Company is listed.

**PROCEDURE FOR E-VOTING:**

The instructions for Shareholders voting electronically (E-voting) are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :
1. Open email and open PDF file viz; "SCIL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for

- remote e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
  3. Click on Shareholder – Login
  4. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  7. Select "EVEN - 105709" of "Saraswati Commercial (India) Limited".
  8. Now you are ready for remote e-voting as Cast Vote page opens.
  9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  10. Upon confirmation, the message "Vote cast successfully" will be displayed.
  11. Once you have voted on the resolution, you will not be allowed to modify your vote.
  12. Institutional 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [njawsa@yahoo.co.in](mailto:njawsa@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]
1. Initial password is provided at the bottom of the Postal Ballot Form.
  2. Please follow all steps from Sl. No. (1) to (12) above, to cast vote
- C. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.

IN THE HIGH COURT OF JUDICATURE AT BOMBAY ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO. 764 OF 2016

In the matter of:

Sections 391 to 394 of the Companies Act, 1956

And

In the matter of:

The Scheme of Amalgamation of

**Aroni Commercials Limited ("Transferor Company")**

With

**Saraswati Commercial (India) Limited ("Transferee Company") or Applicant Company**

And

Their respective shareholders and creditors

Saraswati Commercial (India) Limited, a Company incorporated)  
under the provisions of the Indian Companies Act, 1956  
and) having its Registered Office at **209-210, Arcadia Building,**  
**195 Nariman Point, Mumbai – 400 021)**

..... Applicant Company

---

**EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956, SECTION 110 AND SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICES OF THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF SARASWATI COMMERCIAL (INDIA) LIMITED AND POSTAL BALLOT AND E-VOTING**

---

1. In this statement Saraswati Commercial (India) Limited is referred to as ("**Transferee Company**" "**Applicant Company**" or "**SCIL**"). Aroni Commercials Limited is referred to as ("**Transferor Company**"). The other definitions contained in the Scheme ("**Scheme**") will also apply to this statement under Section 393 of the Companies Act, 1956 and Section 110 and Section 102 of the Companies Act, 2013 ("**Explanatory Statement**").
2. Pursuant to the Order dated 29<sup>th</sup> September, 2016 passed by the Hon'ble High Court of Judicature at Bombay, a meeting of the Equity Shareholders of the Applicant Company is being convened and shall held on **Thursday 10<sup>th</sup> day, November, 2016 at 3.00 p.m. at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6<sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001,** for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation between the **Aroni Commercials Limited** Transferor Company with **Saraswati Commercial (India) Limited** Applicant Company and their respective shareholders and creditors ("**Scheme**") under Sections 391 to 394 of the Companies Act, 1956.

3. Apart from the Court Convened Meeting of the Equity Shareholders of the Applicant Company, to seek their approval pursuant to Sections 391 to 394 of the Companies Act, 1956, the approval of the Equity Shareholders of the Company is also sought for the Scheme by passing a Resolution pursuant to Section 110 of the Companies Act, 2013, by way of Postal Ballot and e-voting as per the Securities and Exchange Board of India ("SEBI") Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (hereinafter collectively referred to as ("SEBI Circulars").
4. In terms of the SEBI Circulars, the Scheme shall be acted upon only if the votes cast by the public shareholders (i.e., shareholders other than promoter and promoter group shareholders) in favour of the proposal are more than the number of votes cast by the public shareholders against the proposal
5. The Scheme envisages the amalgamation of the Transferor Company with the Applicant Company, with effect from 01<sup>st</sup> April, 2015 ("**Appointed Date**"). A copy of the Scheme setting out in detail the terms and conditions of the amalgamation is enclosed.

**BACKGROUND OF THE TRANSFEROR COMPANY ("ARONI COMMERCIALS LIMITED") AND THE TRANSFEREE COMPANY ("SARASWATI COMMERCIAL (INDIA) LIMITED").**

**ARONI COMMERCIALS LIMITED**

6. The Transferor Company was incorporated on 11<sup>th</sup> day of January, 1985 under the Companies Act, 1956 under the name and style of 'Aroni Commercial Company Limited'. The name was changed to 'Aroni Chemical Industries Limited' on 9<sup>th</sup> day of June, 1992. The name was again changed to 'ARONI COMMERCIALS LIMITED' on 21<sup>st</sup> day of November, 2006. The corporate identity number of the Applicant Company is L74999MH1985PLC035047.
7. The Registered Office of the Transferor Company is situated at 209-210, Arcadia Building, 2<sup>nd</sup> Floor, 195, Nariman Point, Mumbai-400021.
8. The capital structure of the Transferor Company as on 31<sup>st</sup> March, 2016 as per the latest audited balance sheet is as under:

Particulars	Amount in (Rs.)
<b>Authorised Capital</b>	
75,00,000 Equity Shares of Rs.10/-each	7,50,00,000
<b>Total</b>	<b>7,50,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
41,25,000 Equity Shares of Rs.10/- each fully Paid-up	4,12,50,000
<b>Total</b>	<b>4,12,50,000</b>

9. The Transferor Company is, *inter alia*, registered with Securities and Exchange Board of India (SEBI) as BSE Sub Broker of M/s Shriyam Broking Intermediary Ltd. and is engaged in the activities of Investment in Shares/Bonds etc.
10. The Objects of the Transferor Company as set out in its Memorandum of Association which are being pursued is as follows:
  1. To carry on all or any of the business of :-  
Financiers of Industrial, commercials and other enterprises and general financiers, film financiers, producers, and distributors and exhibitors, money lenders, sahkars, trustees, real estate owner,

landlord, real estate agents, builders, under writers, guarantors, hire purchase dealers, investors, promoters, brokers and dealers of in shares, stocks, debentures, securities, bonds, obligations, claims, licences, and charges, land, buildings, houses, easements, negotiable instruments, decrees, book-debts, patents factories, mines, industrial undertaking, business concerns, warehouses, property and right of all kinds, agricultural land, farms, gardens, flats, showrooms, offices, residential units, shops and godowns, business of insurance agents, safe deposit company provided that the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.

Please note that pursuant to the Scheme, the Aroni Commercial Limited (Transferor Company) shall be dissolved without winding up.

#### **SARASWATI COMMERCIAL (INDIA) LIMITED**

11. The Applicant Company is a limited company, originally was incorporated on 24<sup>th</sup> day of January, 1983 under the Companies Act, 1956. The corporate identity number of the Transferee Company is L51909MH1983PLC166605.
12. The Registered Office of the Applicant Company is situated at 209-210, Arcadia Building, 2nd Floor, 195 Nariman Point, Mumbai-400021.
13. The capital structure of the Applicant Company as on 31<sup>st</sup> March, 2016 as per the latest audited balance sheet is as under:

<b>Particulars</b>	<b>Amount in (Rs.)</b>
<b>Authorised Capital</b>	
7,50,000 Equity Shares of Rs. 10/- each .	75,00,000
<b>Total</b>	<b>75,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
6,40,000 Equity Shares of Rs. 10/- each fully paid-up.	64,00,000
<b>Total</b>	<b>64,00,000</b>

Consequent upon the amalgamation, the authorised share capital of the Applicant Company will be as under:

<b>Authorised Capital</b>	<b>Amount in Rs.</b>
82,50,000 Equity Shares of Rs. 10/- each	8,25,00,000/-
<b>Total</b>	<b>8,25,00,000/-</b>

14. The Applicant Company is, *inter alia*, a Non-Banking Financial Company (Non-Deposit taking) registered with Reserve Bank of India. The Company is engaged in the business of investment and trading in shares and securities & Lending Activities
15. The Objects of the Applicant Company as set out in Memorandum of Association, which are being pursued by the Applicant Company are, *inter alia*, as follows:
  - i) To carry on all or any of the business of buyers, sellers, suppliers, investors, traders, merchants, importers, exporters, hire purchase dealers, indentors, brokers, agents, manufacturers, assemblers, packers, stockists, distributors, and dealers of Tea, Coffee, Tobacco, minerals, metals, industrial

and other wastes and bye products, Industrial and other gases, fire wood, coal and coke, oils and lubricants, fuels, Alcohol, wines and Beverages, edible and non-edible oils and fats, sugar and molasses, consumer goods, household goods, hardware and stores, Plant and Machinery, Generating sets, Earth moving equipments, stores, spareparts and accessories Commercial, natural and man made fibres, textiles of all kinds, Hosiery and all kinds of hosiery goods, Jute and all kinds of Jute goods all types of cements, chemicals, drugs, building materials, wire and wire products, all types of cables and insulating materials, all types of electrical goods, vehicles, parts, automobile parts, machine parts, industrial components, plastic and electronic parts & devices, bullion, precious stones work of art, antique, curios, jewellery and ornaments and in all kinds of machinery accessories and other things required in connection therewith.

- ii) To invest, buy, sell, transfer, hypothecate and dispose of any shares, stocks, securities, properties and to finance Industrial enterprises whether by way of making loans or advance to or by subscribing to the capital of Private Industrial Enterprises in India and/or to lend money to firms, persons or companies on such conditions as may seem expedient.
- iii) Subject to provision of the Act And directions issued by R. B. I. to receive money, deposits on interest of otherwise and to lend money on interest or otherwise and negotiate with or without security such companies firms, or person and on such conditions as may seem expedient and to guarantee the performance of contracts by any person companies or firms provided that the Company shall not carry on the business of banking.
- iv) To carry on all or any of the business of :-  
Financiers of Industrial, commercials and other enterprises and general financiers, film financiers, producers, and distributors and exhibitors, money lenders, sahu-kars, trustees, real estate owner, landlord, real estate agents, builders, under writers, guarantors, hire purchase dealers, investors, promoters, brokers and dealers of in shares, stocks, debentures, securities, bonds, obligations, claims, licences, and charges, land, buildings, houses, easements, negotiable instruments, decrees, book-debts, patents factories, mines, industrial undertaking, business concerns, warehouses, property and right of all kinds, agricultural land, farms, gardens, flats, showrooms, offices, residential units, shops and godowns, business of insurance agents, safe deposit company and such any other business and acts required in connection therewith and to receive on deposit or borrow and raise money provided that the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.

#### **16. RATIONALE AND BENEFITS OF THE PROPOSED SCHEME:-**

- 1.1 The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.
- 1.2 It would be advantageous to combine the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined financial resources. This will be reflected in the profitability of the Transferee Company.
- 1.3 This Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Company and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common operating platform.
- 1.4 The Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. The merged entity will also have sufficient funds required for meeting its long term capital needs as provided for in the scheme.

- 1.5 The Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each others core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company

## **17. SALIENT FEATURES OF THE SCHEME**

- I. The Applicant Company and the Transferor Company are under the same promoter group. The management is of the opinion that the merger will lead to synergies of operations and more particularly the following benefits :
  - (a) Both the Companies are under same promoter group and it would be advantageous to combine the activities and operations in a single Company. The amalgamation would provide synergistic linkages besides economies in costs by combining the total business functions and the related activities and operations and thus contribute to the profitability of the amalgamated Company.
  - (b) The amalgamated Company will have the benefit of the combined assets and cash flows of the two companies. The combined resources of the amalgamated company will be conducive to enhance its capability to face competition in the market place more effectively.
  - (c) It will be conducive to better and more efficient and economical control and conduct of the Companies.
  - (d) With the enhanced capabilities and resources at its disposal, the amalgamated Company will have greater flexibility to compete more effectively.
  - (e) A larger and growing Company will mean enhanced financial and growth prospects for the people and organizations connected with the Company.
- II. With effect from the Appointed Date, April 1, 2015 the whole undertaking of Aroni Commercials Limited will be merged with the Saraswati Commercial (India) Limited.
- III. The entire business of the Transferor Company, as a going concern and all assets and liabilities shall be transferred to and vested in the Transferee Company subject to all charges, liens, mortgages, if any, affecting the same or any part thereof.
- IV. If any, suit, writ petition, appeal, revision or other proceedings (hereinafter called "the Proceedings") by or against the Transferor Company are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company or of anything contained in the Scheme, but all such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may initiate any legal proceedings including criminal proceedings for and on behalf of the Transferor Company.
- V. All the staff, workmen and other employees in the service of the Transferor Company immediately before the transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company as provided under clause 9 of the scheme.
- VI. After the Scheme becomes effective, the transferee company will surrender the sub-broking license of the transferor company and shall discontinue the sub-broking business activity of the transferor company.
- VII. **Exchange Ratio for Equity Shareholders of the Transferor Company**  
To the equity shareholders of the Transferor Company (whose names are registered in the Register of Members of the Transferor Company /register of beneficial owner with depository on the Record Date, or his /her/its legal heirs, executors or administrators or, as the case may be, successors) the following shares (the "Share Exchange Ratio"):  
  
For every Nine equity share of the Transferor Company of the face value of ` 10/- (Rupees Two) each fully paid up held by the shareholders of the Transferor Company on the Record Date One share will be issued of Transferee Company.
- VIII. Fraction of Shares: The fractions arising due to the above Exchange Ratio shall be treated as under:



No fractional entitlements shall be issued by the Transferee Company, in respect of the fractional entitlements, if any, to which the members of the Transferor Company may be entitled on issue of allotment of the shares. In lieu of the fractional entitlements, if any, arising out of the allotment of shares as aforesaid, shall be rounded off to the nearest complete share

- IX. 609900 Equity Shares of Rs.10/- each, fully paid-up of the Transferor Company are held, on the Appointed Date, by the Transferee Company. Upon amalgamation of the Transferor Company into the Transferee Company, all these shares, as cited herein above, shall stand cancelled and nullified and that no allotment of shares shall be made against such shares held by the Transferee Company in the Transferor Company.

**Please note that the features set out above being only the salient features of the Scheme of Amalgamation; the Equity Shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.**

## **18. GENERAL**

- 1) M/s. Raghu Iyer Associates Chartered Accountants has done valuation of both the companies using valuation method like Market Price Method, Intrinsic Value Method and Earnings Capacity Method and has arrived at the exchange ratio.
- 2) As required, KJMC Corporate Advisors (India) Limited (KJMC) Category – I Merchant Banker registered with SEBI has provided fairness opinion to the Board of Directors of the Applicant Company as to the fairness from a financial point of view of the exchange ratio. The Fairness Opinion issued is based on various assumptions and considerations, and should be read entirely for information regarding the assumptions made and factors considered in rendering such opinion.
- 3) The proposal for the amalgamation was placed before the Audit Committee of the Applicant Company at its meeting held on 09<sup>th</sup> April, 2016. The Audit Committee of the Applicant Company took into account the recommendations of M/s. Raghu Iyer Associates Chartered Accountants, and the Fairness Opinion provided by KJMC Corporate Advisors (India) Limited (KJMC), Category - I Merchant Banker. On the basis of their evaluations, the Audit Committee has recommended the Scheme to the Board of Directors of the Applicant Company. Board of Directors has approved the Scheme of Amalgamation at their meeting held on 09<sup>th</sup> April, 2016. A copy of the Fairness Opinion is enclosed.

### **4) APPLICATIONS TO HIGH COURT**

The Transferor Company and the Transferee Company herein shall, with all reasonable dispatch, make applications under Sections 391 to 394 of the said Act to the High Court of judicature at Bombay for sanctioning the Scheme and for dissolution of the Transferor Company without being wound up.

### **5) MODIFICATIONS/AMENDMENTS TO THE SCHEME**

- 5.1 The Transferor Company (by their respective Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to the Scheme or agree to any terms and/or conditions which the Courts and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect. All amendments/modifications to the Scheme shall be subject to approval of High Court.

- 5.2 The approval to the Scheme by the requisite majorities of such classes of persons of the Transferor as may be directed by the Hon'ble High Court on the applications made for the directions under Section 391 of the Act for calling meetings or for dispensing with their holding.
- 5.3 For the purpose of giving effect to the Scheme or to any modification thereof, the Directors of the Transferee Company are hereby authorised to give such directions and/or to be take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

**6) NO CHANGE IN MANAGEMENT OF THE TRANSFEE COMPANY**

- 6.1 There shall be no change in the management of the Transferee Company pursuant to the Scheme. The Directors of Transferee Company shall continue to be the Directors of the transferee company.
- 6.2 Since the promoters of the transferor and transferee company form part of the same promoter group, therefore, pursuant to amalgamation, all the promoters of the transferor and transferee company shall be the promoters of the transferee company.

**7) EFFECT OF NON RECEIPT OF APPROVALS/ SANCTIONS**

In the event of any approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors of the Transferee Company and the Transferor Company shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme not being sanctioned by the Hon'ble High Court, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

**8) EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges, taxes including duties, levies and all other expenses of the Transferor Company and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing/ completing the terms and provisions of the Scheme and/or incidental to the completion of Amalgamation of the said Undertakings of the Transferor Company in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

**9) WINDING UP**

On the scheme becoming effective the transferor company shall stand dissolved without being wound up.

**A. SHAREHOLDING OF DIRECTORS AND KMP OF ARONI COMMERCIALS LIMITED (TRANSFEROR COMPANY)**

SR. NO.	NAME	DESIGNATION	NUMBER OF SHARES OF RS. 10/- EACH HELD IN APPLICANT COMPANY
1	MR. VAZATHARA VASUDEVAN SURESHKUMAR	DIRECTOR	2040

**B. SHAREHOLDING OF DIRECTORS AND KMP OF SARASWATI COMMERCIAL (INDIA) LIMITED (TRANSFEREE COMPANY)**

No Director and KMP hold any shares of Transferee Company

19. Pursuant to Regulation 31 of the SEBI (Listing obligation and Disclosure Requirements) Regulation 2015 with the Stock Exchanges, the detailed pre-amalgamation and post - amalgamation (expected) shareholding pattern of the Transferor Company and the Transferee Company (Applicant Company) are given herein below:

**SHAREHOLDING PATTERN OF THE TRANSFEROR COMPANY IS AS FOLLOWS:**

Name of company : Aroni Commercials Limited (Transferor Company)			
Sr. No.	Description	Pre-arrangement	
		No. of shares	%
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family		
	Ashwin Kothari	3140	0.08
	Ashwin Kumar Kothari (Smaller) HUF	254	0.01
	Ashwin Kumar Kothari HUF	52	0.00
	Panna Lal C Kothari Huf	9680	0.23
	Rohit Kothari	1005	0.02
	Meena A Kothari	360	0.01
	Harisingh Shyamsukha	99	0.00
(b)	Central Government/ State Government(s)		
(c)	Bodies Corporate		
	Winro Commercial (India) Limited	653525	15.84
	Four Dimensions Securities (India) Limited	1546985	37.5
	Saraswati Commercial (India) Limited	609900	14.79
	GeeCee Investments Limited	70750	1.72
(d)	Financial Institutions/ Banks	0	0.00
(e)	Any Others	0	0.00
	<b>Sub Total(A)(1)</b>	<b>2895750</b>	<b>70.20</b>
2	Foreign	0	0.00
(a)	Individuals (Non-Residents Individuals/	0	0.00
	Niyati Parish Mehta	198000	4.80
(b)	Bodies Corporate	0	0.00
(c)	Institutions	0	0.00
(d)	Any Others	0	0.00

	<b>Sub Total(A)(2)</b>	<b>198000</b>	<b>4.80</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>3093750</b>	<b>75.00</b>
<b>(B)</b>	<b>Public shareholding</b>		
<b>1</b>	<b>Institutions</b>		
(a)	Mutual Funds/ UTI	0	0.00
(b)	Financial Institutions / Banks	0	0.00
(c)	Central Government/ State Government(s)	0	0.00
(d)	Venture Capital Funds	0	0.00
(e)	Insurance Companies	0	0.00
(f)	Foreign Institutional Investors	0	0.00
(g)	Foreign Venture Capital Investors	0	0.00
(h)	Any Other	0	0.00
	Sub-Total (B)(1)	0	0.00
<b>2</b>	<b>Non-institutions</b>		
(a)	Bodies Corporate		
(b)	Individuals		
I	Individuals -i. Individual shareholders holding nominal share capital	225724	5.47
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	386834	9.38
(c)	Any Other	418692	10.15
	Sub-Total (B)(2)	1031250	25.00
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1031250</b>	<b>25.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which DRs have been issued</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>4125000</b>	<b>100.00</b>

**SHAREHOLDING PATTERN OF THE TRANSFEREE COMPANY IS AS FOLLOWS:**

Sr	Description	Name of company : Saraswati Commercial (India) Limited			
		Pre-arrangement		Post-arrangement	
		No. of shares	%	No. of shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals/ Hindu Undivided Family				
	Ashwin Kothari	64500	10.08	64849	6.29
	Ashwin Kumar Kothari (Smaller) HUF	63000	9.84	63029	6.12
	Ashwin Kumar Kothari HUF	63000	9.84	63006	6.11
	Panna Lal C Kothari Huf	53050	8.29	54125	5.25
	Rohit Kothari	44630	6.97	44742	4.34

	Meena A Kothari	20500	3.20	20540	1.99
	Harisingh Shyamsukha	0	0.00	11	0.00
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate				
	Winro Commercial (India) Limited	104970	16.40	177584	17.23
	Four Dimensions Securities (India) Limited	33900	5.30	205787	19.97
	Four Dimensions Commodities Private Limited	31000	4.84	31000	3.01
	Sam-Jag-Deep Investments Private Limited	1450	0.23	1450	0.14
	GeeCee Investments Limited	0	0.00	7861	0.76
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others	0	0.00	0	0.00
	<b>Sub Total(A)(1)</b>	<b>480000</b>	<b>75.00</b>	<b>733984</b>	<b>71.22</b>
<b>2</b>	<b>Foreign</b>				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)				
	Niyati Parish Mehta	0	0.00	22000	2.13
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Any Others	0	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0.00</b>	<b>22000</b>	<b>2.13</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>480000</b>	<b>75.00</b>	<b>755984</b>	<b>73.35</b>
<b>(B)</b>	<b>Public shareholding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Financial Institutions / Banks	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Insurance Companies	0	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0.00	0	0.00
(h)	Any Other	0	0.00	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>2</b>	<b>Non-institutions</b>				
(a)	Bodies Corporate				
(b)	Individuals				
I	Individuals -i. Individual shareholders holding	13820	2.16	81902	7.95

ii.	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	0	0.00	0	0.00
(c)	Any Other	146180	22.84	192707	18.70
	<b>Sub-Total (B)(2)</b>	<b>160000</b>	<b>25.00</b>	<b>274609</b>	<b>26.65</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>160000</b>	<b>25.00</b>	<b>274609</b>	<b>26.65</b>
(C)	Shares held by Custodians and against which DRs have been issued	0	0.00	0	0.00
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>640000</b>	<b>100.00</b>	<b>1030593</b>	<b>100.00</b>

20. This statement may be treated as an Explanatory Statement under Section 393 of the Companies Act, 1956 and Section 110 and Section 102 of the Companies Act, 2013.
21. The proposed amalgamation of the Applicant Company with the Transferor Company would be in the best interest of the Applicant Company and all its shareholders. Further, the creditors of the Applicant Company will in no manner be prejudiced as a result of the Scheme coming into effect.

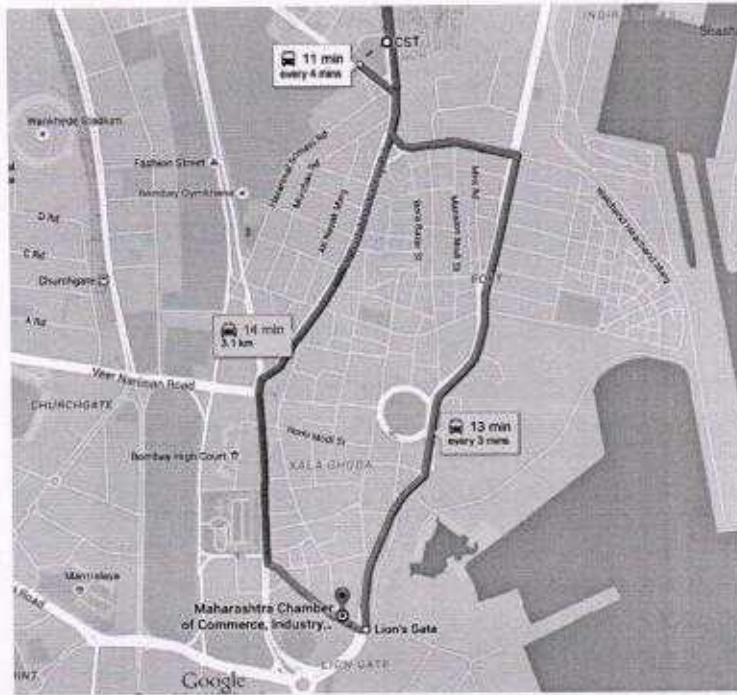
### **INSPECTION**

22. The following documents will be open for inspection at the Registered Office of the Applicant Company situated at 209-210, Arcadia Building, 195, Nariman Point, Mumbai – 400 021, on any working day (except Saturdays, Sundays and Public Holidays) between 3.00 p.m. to 5.00 p.m. prior to the date of the meeting and up to the last date for receipt of the Postal Ballot Form:
- Memorandum and Articles of Association of the Transferor Company and the Applicant Company.
  - Annual Reports of the Transferor Company and the Applicant Company for the financial years ended 31<sup>st</sup> March, 2014, 31<sup>st</sup> March, 2015 and 31<sup>st</sup> March, 2016.
  - Audited financial results of the Applicant Company for the year ended 31<sup>st</sup> March, 2016.
  - Order dated 29<sup>th</sup> September, 2016 passed by the Hon'ble High Court of Judicature at Bombay in Company Summons for Direction No. 764 of 2016 for the Transferee Company.
  - Fairness Opinion issued by KJMC Corporate Advisors (India) Limited dated 15<sup>th</sup> March, 2016
  - Register of Directors' Shareholdings of the Applicant Company.
  - Complaint / Comment Report dated 23<sup>rd</sup> May, 2016 filed by the Applicant Company.
  - Observation Letters received from BSE Limited dated 13<sup>th</sup> July, 2016.
  - A copy of the Scheme, Explanatory Statement, Form of Proxy and Attendance Slip may be obtained from the Registered Office of the Applicant Company.

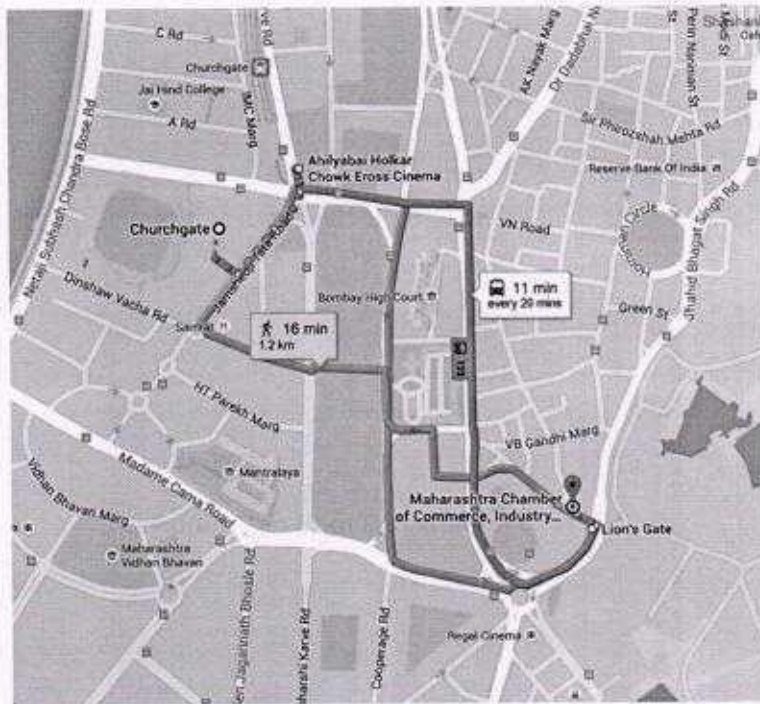
Place: Mumbai  
Date: 05<sup>th</sup> October, 2016

**Registered Office:**  
209-210, Arcadia Building,  
195, Nariman Point,  
Mumbai – 400 021

**Sd/-**  
**Harisingh Shyamsukha**  
Chairman appointed for the Meeting



**Route Map from CST Station to venue**



**Route Map from Churchgate station to venue**

**SCHEME OF AMALGAMATION**  
**OF**  
**ARONI COMMERCIALS LIMITED**  
**(The Transferor Company)**  
**WITH**  
**SARASWATI COMMERCIAL (INDIA) LIMITED**  
**(The Transferee Company)**  
**And their respective Shareholders and Creditors**

**2. PREAMBLE**

This Scheme of Amalgamation is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 for the amalgamation of ARONI COMMERCIALS LIMITED, (hereinafter referred to as "The Transferor Company") with SARASWATI COMMERCIAL (INDIA) LIMITED, (hereinafter referred to as "The Transferee Company"), and the same is divided into the following Parts:

**Part A** - deals with Definitions and Share Capital;

**Part B** - deals with Amalgamation of ARONI COMMERCIALS LIMITED with SARASWATI COMMERCIAL (INDIA) LIMITED.

**Part C** – deals with General Clauses, Terms and Conditions.

**3. RATIONALE FOR THE SCHEME OF AMALGAMATION**

- 3.1 The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.
- 3.2 It would be advantageous to combine the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined financial resources. This will be reflected in the profitability of the Transferee Company.
- 3.3 This Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Company and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common operating platform.
- 3.4 The Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. The merged entity will also have sufficient funds required for meeting its long term capital needs as provided for in the scheme.
- 3.5 The Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each others core competency and resources which is expected to result in



stability of operations, cost savings and higher profitability levels for the Amalgamated Company

#### **PART A – DEFINITIONS AND SHARE CAPITAL**

#### **4. DEFINITIONS**

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 4.1 ARONI COMMERCIALS LIMITED, (hereinafter referred to as "The Transferor Company") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai-400 021.
- 4.2 SARASWATI COMMERCIAL (INDIA) LIMITED, (hereinafter referred to as "The Transferee Company") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai-400 021.
- 4.3 "The Act" or "the said Act" means the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.
- 4.4 "**The Appointed Date**" means 1<sup>st</sup> April, 2015 or such other date as the High Court of Judicature at Bombay or other competent authority may otherwise direct/ fix.
- 4.5 "**The Effective Date**" means the date on which certified copies of the Order(s) of the High Court at Mumbai vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Company in the Transferee Company are filed with the Registrar of Companies, Maharashtra, after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard.
- 4.6 "The High Court" shall for the purpose of this Scheme, mean the High Court of Judicature at Bombay and the expression shall include, all the powers of the High Court under the Chapter V of the Act being vested on the National Company Law Tribunal constituted under Section 10 FB of the Act, the National Company Law Tribunal and the provisions of the Act as applicable to the Scheme shall be construed accordingly.
- 4.7 "Record Date" means the date to be fixed by the Board of the Directors of the Saraswati Commercial (India) Limited, for the purposes of issue and allotment of shares of the Saraswati Commercial (India) Limited as may be applicable and relevant in accordance with this Scheme of Amalgamation.
- 4.8 "**Undertaking**" shall mean and include:
- (a) All the assets and properties and the entire business of the Transferor Company as on the Appointed Date, (hereinafter referred to as "the said assets")
  - (b) All the debts, liabilities, contingent liabilities, duties, obligations and guarantees of the Transferor Company as on the Appointed Date (hereinafter referred to as "the said liabilities")
  - (c) Without prejudice to the generality of sub-clause (a) above, the Undertaking of the Transferor Company shall include the Transferor Company reserves, movable and the immovable properties, all other assets including investments in shares, debentures, bonds and other securities, claims, loans and advances, deposits, ownership rights, lease-hold rights, tenancy rights, occupancy rights, corporate membership rights, hire

purchase contracts, leased assets, lending contracts, revisions, powers, permits, authorities, licenses, consents, approvals, municipal permissions, industrial and other licenses, permits, authorisations, quota rights, registrations, import/ export licenses, bids, tenders, letter of intent, connections for water, electricity and drainage, sanctions, consents, product registrations, quota rights, allotments, approvals, freehold land, buildings, factory buildings, plant & machinery, electrical installations and equipments, furniture and fittings, laboratory equipments, office equipments, effluent treatment plants, tube wells, software packages, vehicles and contracts, engagements, titles, interest, benefits, allocations, exemptions, concessions, remissions, subsidies, tax deferrals, MAT Credit, escrow account, tenancy rights, trademarks, brand names, patents and other industrial and intellectual properties, import quotas, telephones, telex, facsimile, websites, e-mail connections, networking facilities and other communication facilities and equipments, investments, rights and benefits of all agreements and all other interests, rights and power of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals and all necessary records, files, papers, process information, data catalogues and all books of accounts, documents and records relating thereof.

- 4.9 "The Scheme" means this Scheme of Amalgamation in its present form or with any modification(s) approved or imposed or directed by the High Court at Mumbai.

All terms and words not defined in this scheme shall, unless repugnant or contrary to the extent or meaning thereof, have the same meaning assigned to them under the Act, the Securities Contract Regulation Act 1956, the Depositories Act 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

## 5. SHARE CAPITAL

- 5.1 The Share Capital of the Transferor Company as at 31<sup>st</sup> March, 2015 is as under.

Particulars	Amount in (Rs.)
<b>Authorised Capital</b>	
75,00,000 Equity Shares of Rs.10/-each	7,50,00,000
<b>Total</b>	<b>7,50,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
41,25,000 Equity Shares of Rs.10/- each fully Paid-up	4,12,50,000
<b>Total</b>	<b>4,12,50,000</b>

- 5.2 The Share Capital of the Transferee Company as at 31<sup>st</sup> March, 2015 is as under.

Particulars	Amount in (Rs.)
<b>Authorised Capital</b>	
7,50,000 Equity Shares of Rs.10/-each.	75,00,000
<b>Total</b>	<b>75,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	

6,40,000 Equity Shares of Rs. 10/- each fully paid-up.	64,00,000
<b>Total</b>	<b>64,00,000</b>

## **PART- B – AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFeree COMPANY**

### **10) TRANSFER AND VESTING OF UNDERTAKING**

- 10.1 With effect from the opening of the business as on the Appointed Date (i.e. 1<sup>st</sup> April, 2015) and subject to the provisions of this Scheme, the entire Undertaking of the Transferor Company including the assets and liabilities as on the Appointed Date, shall pursuant to Section 394 and other applicable provisions of the Act, without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company as a going concern subject, however, to all charges, liens, mortgages, if any, then affecting the same or any part thereof.

PROVIDED ALWAYS that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Transferor Company and which shall vest in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be obliged to create any further or additional security after the amalgamation has become effective or otherwise unless specifically provided hereinafter.

- 10.2 The entire business of the Transferor Company as going concerns and all the properties whether movable or immovable, real or personal, corporeal or incorporeal, present or contingent including but without being limited to all assets, authorized capital, fixed assets, capital work-in-progress, current assets and debtors, bank accounts, escrow account, investments, rights, claims and powers, authorities, allotments, approvals and consents, reserves, provisions, permits, corporate membership rights, ownerships rights, lease, tenancy rights, occupancy rights, incentives, claims, rehabilitation schemes, funds, quota rights, import quotas, licenses, registrations, contracts, engagements, arrangements, brands, logos, patents, trade names, trademarks, copy rights, all other intellectual property rights, other intangibles of the Transferor Company whether registered or unregistered or any variation thereof as a part of its name or in a style of business otherwise, other industrial rights and licenses in respect thereof, lease, tenancy rights, flats, telephones, telexes, facsimile connections, e-mail connections, internet connections, websites, installations and utilities, benefits of agreements and arrangements, powers, authorities, permits, allotments, approvals, permissions, sanctions, consents, privileges, liberties, easements, other assets, special status and other benefits that have accrued or which may accrue to the Transferor Company on and from the Appointed Date and prior to the Effective Date in connection with or in relation to the operation of the undertaking and all the rights, titles, interests, benefits, facilities and advantages of whatsoever nature and where ever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company as on the Appointed Date and prior to the Effective Date shall, pursuant to the provision of Section 394(2) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company.
- a. With effect from the Appointed Date, all the equity shares, debentures, bonds, notes or other securities held by the Transferor Company, whether convertible into equity or not and whether quoted or not shall, without any further act or deed, be and stand transferred to the Transferee Company as also all the movable assets including cash in hand, if any, of the Transferor Company shall be capable of passing by manual delivery or by endorsement and delivery, as the case may be, to the Transferee Company to the

end and intent that the property therein passes to the Transferee Company on such manual delivery or by endorsement and delivery.

- b. In respect of movable properties of the Transferor Company other than specified in Clause 5.2 (a) above, including sundry debtors, outstanding loans and advances, if any recoverable in cash or in kind or for value to be received, escrow account, bank balances and deposits, if any, with government, semi government, local and other authorities and bodies, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, give notice in such form as it may deem fit and proper to each person, debtor or depositor, as the case may be, that pursuant to the High Court having sanctioned the Scheme, the said debts, loans, advances or deposits be paid or made good or held on account of the Transferee Company as the person entitled thereto to the end and intent that the right of the Transferor Company to recover or realize all such debts, deposits and advances (including the debts payable by such persons, debtor or deposit to the Transferor Company) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 10.3 With effect from the Appointed Date, all the debts, unsecured debts, liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also under the provision of Sections 391 to 394 of the Act, without any further act or deed be transferred to or be deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to the contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause.
- 10.4 It is clarified that all debts, loans and liabilities, duties and obligations of the Transferor Company as on the Appointed Date and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to the day of the Effective Date shall be the debts, loans and liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Company or on any income earned from those assets.
- 10.5 It is expressly clarified that with effect from the Appointed Date, all taxes, duties or refunds/ credit including MAT credit/ claims relating thereto shall be treated as the liability or refund/ credit including MAT credit/ claims, as the case may be, of the transferee company.
- 10.6 It is further specifically clarified, admitted, assured and declared by the Transferee Company that on this Scheme becoming effective, it will take over, absorb and pay and discharge on due dates all the liabilities including liabilities for income tax, wealth tax, central sales tax, value-added tax, service tax, excise duty, custom duty, stamp duty, fringe benefit tax, dividend distribution tax, any other applicable taxes and/ or levies local and/ or central, if any, of the Transferor Company.
- 10.7 With effect from the Appointed Date all debts, liabilities, dues, duties and obligations including all income tax, wealth tax, central sales tax, value added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax and other Government and Semi-Government and Statutory liabilities of the Transferor Company shall pursuant to the applicable provisions of the Act and without any further act or deed be also transferred or be deemed to be transferred to and vest in and be assumed by the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of Transferee Company on the same terms and conditions as were applicable to the Transferor Company.

**11) CONTRACTS, BONDS AND OTHER INSTRUMENTS**

Subject to other provisions contained in the Scheme, all contracts, bonds, debentures, indentures and other instruments to which the Transferor Company are parties subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and as effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.

**12) LEGAL PROCEEDINGS**

If any, suit, writ petition, appeal, revision or other proceedings (hereinafter called "the Proceedings") by or against the Transferor Company are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company or of anything contained in the Scheme, but all such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may initiate any legal proceedings including criminal proceedings for and on behalf of the Transferor Company.

**13) OPERATIVE DATE OF THE SCHEME**

The Scheme set out herein in its present form with or without any modifications(s) approved or imposed or directed by the High Court or made as per Clause 20 of the Scheme, shall be effective from the Appointed Date but shall become operative from the Effective Date.

**14) TRANSFEROR COMPANY'S' STAFF, WORKMEN AND EMPLOYEES**

All the staff, workmen and other employees in the service of the Transferor Company immediately before the transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company on the basis that :

14.1 Their respective services shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking of the Transferor Company;

14.2 The terms and conditions of service applicable to the said staff, workmen or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately before the transfer; and

14.3 It is provided that as far as Provident Fund, Gratuity Fund, Superannuation Fund or other special fund, if any, created or existing for the benefit of the staff, workmen and other employees of the Transferor Company are concerned, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever related to the administration or operation of such funds or in relation to the obligation to make contributions to the said Funds in accordance with the provisions of such Funds as per the terms provided in the respective trust deeds. It is the aim and intent of the Scheme herein that all the rights, duties, powers and obligations of the Transferor Company in relation to such funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in different units of the Transferor Company under such Funds and Trusts shall remain fully protected.

**15) CONDUCT OF BUSINESS BY THE TRANSFEROR COMPANY TILL EFFECTIVE DATE**

With effect from the Appointed Date and upto the Effective Date, the Transferor Company:

- 15.1 shall carry on and shall be deemed to be carrying on all their respective business activities and shall stand possessed of their respective properties and assets for and on account of and in trust for the Transferee Company and all the profits or income accruing or arising to the Transferor Company and/or any cost, charges, expenditure or losses arising or incurred by them shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or cost, charges, expenditure or losses of the Transferee Company;
- 15.2 hereby undertake to carry on their respective businesses until the Effective Date with reasonable diligence, utmost prudence and shall not, without the written consent of the Transferee Company, alienate, charge or otherwise deal with the said Undertaking or any part thereof except in the ordinary course of the Transferor Company business;
- 15.3 shall not, without the written consent of the Transferee Company, undertake any new business.
- 15.4 shall not vary the terms and conditions of the employment of their employees except in the ordinary course of business.
- 15.5 pay all statutory dues relating to their respective Undertakings for and on account of the Transferee Company.

**16) SURRENDER OF SUB-BROKING LICENSE OF TRANSFEROR COMPANY:**

Upon the Scheme becoming finally effective, the transferee company shall surrender the sub-broking license of the transferor company and shall discontinue the sub-broking business activity of the transferor company.

**17) ISSUE OF SHARES BY THE TRANSFEE COMPANY**

- 17.1 Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further application or deed, issue and allot 1 Equity Share of Rs. 10/- (Rupees Ten) each, credited as fully paid-up in the capital of the Transferee Company to the Equity Shareholders of the Transferor Company whose names appear in the Register of Members, on a record date to be fixed by the Board of the Transferee Company, for every 9 Equity Shares of the face value of Rs. 10/- each held by the Shareholders of the Transferor Company.
- 17.2 609900 Equity Shares of Rs.10/- each, fully paid-up of the Transferor Company are held, on the Appointed Date, by the Transferee Company. Upon amalgamation of the Transferor Company into the Transferee Company, all these shares, as cited hereinabove, shall stand cancelled and nullified and that no allotment of shares shall be made against such shares held by the Transferee Company in the Transferor Company.
- 17.3 If necessary, the Transferee Company shall, before allotment as aforesaid of the equity shares in terms of the Scheme, increase its authorized capital by the creation of at least such number of equity shares of Rs. 10/-each as may be necessary to satisfy its obligations under the Scheme.
- 17.4 The Equity shares to be issued to the members of Transferor Company pursuant to clause 12.1 of this Scheme will be listed and/or admitted to trading in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 on all the Stock Exchanges on which shares of the Transferee Company are listed on the Effective Date. The Transferee Company shall enter into such arrangements and give such confirmations and/or

undertaking as may be necessary in advance in accordance with the applicable laws or regulations and the formalities of the said Stock Exchanges.

- 17.5 In so far as New Equity Shares are concerned, the same will be distributed in dematerialized form to the equity shareholders of Transferor Company, provided all details relating to the account with the depository participant are available to Transferee Company. All those equity shareholders who hold equity shares of Transferor Company and do not provide their details relating to the account with the depository participant will be distributed New Equity Shares in the physical certificate form unless otherwise communicated in writing by the shareholders on or before such date as may be determined by the Board of Directors of Transferee Company.
- 17.6 Fraction of Shares: The fractions arising due to the above Exchange Ratio shall be treated as under:
- (i) No fractional entitlements shall be issued by the Transferee Company, in respect of the fractional entitlements, if any, to which the members of the Transferor Company may be entitled on issue of allotment of the shares. In lieu of the fractional entitlements, if any, arising out of the allotment of shares as aforesaid, shall be rounded off to the nearest complete share
- 17.7 The approval of this scheme by the members of the Transferee company shall be deemed to be due compliance of the provisions of Section 62 of the Companies Act, 2013 and other applicable provisions of the Act for the issue and allotment of Equity Shares by the Transferee company to the members of the Transferor company, as provided in this scheme.

#### **18) PROFITS, DIVIDENDS, BONUS / RIGHTS SHARES**

- 18.1 With effect from the Appointed Date, the Transferor Company shall not without the prior written consent of the Transferee Company, utilize the profits, if any, for declaring or paying of any dividend to its shareholders and shall also not utilize, adjust or claim adjustment of profits/ reserves, as the case may be earned/ incurred or suffered after the Appointed Date.
- 18.2 The Transferor Company shall not after the Appointed Date, issue or allot any further securities, by way of rights or bonus or otherwise without the prior written consent of the Board of Directors of the Transferee Company.

#### **19) ACCOUNTING TREATMENT**

Subject to clauses 13.1 to 13.3 below, the amalgamation would be accounted for by applying the "Pooling of Interest Method" of accounting as contained in the "Accounting Standard 14: Accounting for Amalgamations" issued by the Institute of Chartered Accountants of India.

- 19.1 The Transferee Company shall record all assets and liabilities, including reserves, recorded in the Books of Account of the Transferor Company, which are transferred to and vested in the Transferee Company pursuant to the Scheme at their book values as on the Appointed Date.
- 19.2 The net assets of the Transferor Company (assets minus liabilities and reserves) transferred to the Transferee Company, as reduced by the face value of the New Equity Shares issued by the Transferee Company shall subject to the other provisions hereof be credited to Capital Reserve Account of the Transferee Company.
- 19.3 Inter-company balances, investments and transactions if any, will stand cancelled.
- 19.4 In case of any differences in the accounting policies between the Transferor Company and the Transferee Company, the impact of the same till the Appointed Date of amalgamation will be

quantified and adjusted in the Free/ General Reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflects the financial position on the basis of consistent accounting policies.

## 20) COMBINATION OF AUTHORISED CAPITAL

20.1 Upon sanction of this Scheme, the authorised share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including therein the payment of stamp duty and fees payable to Registrar of Companies, by the authorised share capital of the Transferor Company aggregating to Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs Only) comprising of 75,00,000 (Seventy Five Lakhs) Equity Shares of Rs.10/- each and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorised share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Sections 391 to 395 of the Companies Act, 1956 and Sections 13, 14 and 61 of the Companies Act, 2013 and applicable provisions of the Act, as the case may be and for this purpose the stamp duties and the fees paid on the authorised capital of the Transferor Company shall be utilized and applied to the above referred increased authorized share capital of the Transferee Company and no payment of any extra stamp duty and/or fee shall be payable by the Transferee Company for increase in its authorised share capital to that extent.

20.2 Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be as under:

Authorised Capital	Amount in Rs.
82,50,000 Equity Shares of Rs. 10/- each	8,25,00,000/-
<b>Total</b>	<b>8,25,00,000/-</b>

It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of the Transferee Company as may be required under the Act.

20.3 Clause V of the Memorandum of Association of the Transferee Company stands amended as follows:

The Authorised Share Capital of the Transferee Company is Rs. 8,25,00,000/- (Rupees Eight Crore Twenty Five Lakhs) comprising of 82,50,000 (Eighty Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- each.

## 21) DISSOLUTION OF THE TRANSFEROR COMPANY

On the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.

## 22) LISTING & TRADING OF SHARES

22.1 The said new Equity Shares issued and allotted by the Transferee Company in terms of this Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the



Transferee Company and shall rank for voting rights and in all other respects pari-passu with the existing Equity Shares of the Transferee Company, save and except that the owners of such Equity Shares shall be entitled to dividend declared and paid by the Transferee Company only after the Record Date for the purpose of allotment of the Transferee Company's Equity shares to the Equity Shareholders of the Transferor Company pursuant to the approval of the Scheme.

- 22.2 Equity shares of the Transferee Company issued under the scheme may be listed and/or admitted to trading on the all the Stock Exchanges where the shares of the Transferee Company are listed and/or admitted to trading in terms of the applicable laws and regulations. The Transferee Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges. On such formalities being fulfilled the said Stock exchanges shall list and/ or admit such equity shares also for the purpose of trading.
- 22.3 The Equity shares to be issued by the Transferee Company pursuant to this Scheme in respect of any Equity shares of Transferor Company which are held in abeyance (if any) under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of Court or otherwise, be held in abeyance by the Transferee Company.
- 22.4 Unless otherwise determined by the Board of Directors or any committee thereof of Transferor Company and the Board of Directors or any committee thereof of the Transferee Company, issuance of Equity shares shall be done within 90 days from the date of sanction of this scheme by the Hon'ble Court(s) or as early as possible depending upon the situation and time prescribed and or allowed in approvals to be received from the respective stock exchanges where shares of transferee and transferor companies are listed

### **23) ALLOTMENT OF SHARES & INCOME TAX**

For the purpose of Income Tax for the Transferor Company;

- 23.1 The period for which the share(s) in the Transferor Company are held by the shareholders shall be included in determining the period for which the shares in the Transferee Company have been held by the respective shareholder.

### **PART- C – GENERAL**

#### **24) APPLICATIONS TO HIGH COURT**

The Transferor Company and the Transferee Company herein shall, with all reasonable dispatch, make applications under Sections 391 to 394 of the said Act to the High Court of Judicature at Bombay for sanctioning the Scheme and for dissolution of the Transferor Company without being wound up.

#### **25) MODIFICATIONS/AMENDMENTS TO THE SCHEME**

- 25.1 The Transferor Company (by their respective Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to the Scheme or agree to any terms and/or conditions which the Courts and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect. All amendments/modifications to the Scheme shall be subject to approval of High Court.

- 25.2 The approval to the Scheme by the requisite majorities of such classes of persons of the Transferor as may be directed by the Hon'ble High Court on the applications made for the directions under Section 391 of the Act for calling meetings or for dispensing with their holding.
- 25.3 For the purpose of giving effect to the Scheme or to any modification thereof, the Directors of the Transferee Company are hereby authorised to give such directions and/or to be take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

**26) NO CHANGE IN MANAGEMENT OF THE TRANSFEEE COMPANY**

- 26.1 There shall be no change in the management of the Transferee Company pursuant to the Scheme. The Directors of Transferee Company shall continue to be the Directors of the transferee company.
- 26.2 Since the promoters of the transferor and transferee company form part of the same promoter group, therefore, pursuant to amalgamation, all the promoters of the transferor and transferee company shall be the promoters of the transferee company.

**27) SCHEME CONDITIONAL ON APPROVALS / SANCTIONS**

The Scheme is conditional on and subject to:

- 27.1 The approval to the Scheme by the requisite majorities of the members and creditors of the Transferor Company and of the members and creditors of the Transferee Company.
- 27.2 The requisite resolution(s) under the applicable provisions of the said Act being passed by the Shareholders of the Transferee Company for any of the matters provided for or relating to the Scheme, as may be necessary or desirable, including approval to the issue and allotment of Equity Shares in the Transferee Company to the members of the Transferor Company. The Transferor and Transferee Company shall obtain public Shareholders' approval through postal Ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and further the Resolution shall be acted upon only if the votes cast by public shareholders in favor of the proposal are more than the votes cast by public shareholders against it.
- 27.3 The sanction of the High Court of Judicature at Bombay under Sections 391 to 394 of the said Act, in favour of the Transferor Company and the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.
- 27.4 Any other sanction or approval of the Appropriate Authorities concerned such as SEBI and concerned stock exchanges including approval by the Reserve bank of India, as may be considered necessary and appropriate by the respective Boards of Directors of the Transferor Company and the Transferee Company being obtained and granted in respect of any of the matters for which such sanction or approval is required.
- 27.5 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.

**28) EFFECT OF NON RECEIPT OF APPROVALS/ SANCTIONS**

In the event of any approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors of the Transferee Company and the Transferor Company shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme not being sanctioned by the Hon'ble High Court, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

**29) EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges, taxes including duties, levies and all other expenses of the Transferor Company and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing/ completing the terms and provisions of the Scheme and/or incidental to the completion of Amalgamation of the said Undertakings of the Transferor Company in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

**30) WINDING UP**

On the scheme becoming effective the transferor company shall stand dissolved without being wound up.

**Fairness Opinion on share exchange ratio**  
**for the proposed Scheme of Amalgamation of**  
***Aroni Commercials Limited***

***with***

***Saraswati Commercial (India) Limited***



**KJMC Corporate Advisors (India) Limited**  
162, 16<sup>th</sup> Floor, Atlanta Building,  
Nariman Point, Mumbai 400 021  
✉: [www.kjmc.com](http://www.kjmc.com)

Private & Confidential

**KJMC CORPORATE ADVISORS (INDIA) LTD.**

Merchant Banker : SEBI Registration No : MB/INM000002509



Private &amp; Confidential

Date: March 15, 2016

The Board of Directors,  
Saraswati Commercial (India) Limited  
209/210 Arcadia Building,  
2<sup>nd</sup> Floor, Plot No. 195,  
Mumbai - 400 021

Dear Sirs,

**Sub: Fairness Opinion on the share exchange ratio for the proposed Scheme of Amalgamation of Aroni Commercial Limited with Saraswati Commercial (India) Limited**

**1. SCOPE & PURPOSE OF THIS REPORT**

The management of Saraswati Commercial (India) Limited has appointed KJMC Corporate Advisors (India) Limited ("KJMC"), Category I Merchant Banker registered with SEBI having its Permanent Registration No. INM000002509, vide Engagement Letter dated January 22, 2016 to issue a 'Fairness Opinion' on the share exchange ratio recommended in valuation report dated February 27, 2016 issued by M/s Raghu Iyer Associates, Chartered Accountants ("Independent Valuer") on the Scheme of Amalgamation of Aroni Commercial Limited with Saraswati Commercial (India) Limited.

The Draft Scheme of Amalgamation ("Scheme" or "Scheme of Amalgamation") provides for the merger of Aroni Commercial Limited ("Transferor Company" / "Aroni") with Saraswati Commercial (India) Limited ("Transferee Company" / "Saraswati") pursuant to Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and pursuant to the applicable provisions under the Companies Act, 2013.

The Fairness Opinion has been issued to facilitate the Transferee Company to comply with SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 valid for the purpose of merger.

**2. BRIEF BACKGROUND OF THE COMPANIES UNDER REFERENCE****a. Transferee Company**

Saraswati was incorporated on January 24, 1983 as Saraswati Commercial (India) Limited with its registered office presently at 209/210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai, Maharashtra, 400021. The shares of Saraswati are presently listed on BSE. The Company is RBI registered Non-Banking Financial Company (Non-Deposit taking) engaged in the business of investment and trading in shares and securities and lending activities. The Company Identification Number for Saraswati is L51909MH1983PLC166605.



Regd. office :- 162, 16th Floor, Atlanta, 209, Nariman Point, Mumbai - 400 021.

Tel.: +91-22-2288 5201-2, 4094 5500 ● Fax: +91-22-2285 2892 ● Email: info@kjmc.com ● Website: www.kjmc.com  
CIN : L67120MH1998PLC113888

The shareholding Pattern of Saraswati as on March 31, 2015 is as under:

Category of Shareholder	Shareholding of Equity Shares (%)
Promoters	75.00
Public	25.00

**b. Transferor Company**

Aroni Commercials Limited, a public limited company was incorporated on January 11, 1985 with its registered office at 209/210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai, Maharashtra, 400021. The shares of the Company are listed on BSE and the Calcutta Stock Exchange (CSE). The company has applied to CSE for voluntary delisting vide their application dated February 26, 2016. The Company is a SEBI registered sub-broker with Shriyam Broking Intermediary Ltd (a BSE broker). It is also engaged in investment and trading activities. The Company Identification Number for Aroni is L74999MH1985PLC035047.

The shareholding pattern of Aroni as on March 31, 2015 is as under:

Category of Shareholder	Shareholding of Equity Shares (%)
Promoters	75.00
Public	25.00

**3. SCHEME OF AMALGAMATION**

The Scheme of Amalgamation pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and relevant provisions of Companies Act, 2013 provides for the merger of Aroni with Saraswati. The Scheme includes following points among others:

- i. With effect from the Appointed Date, April 1, 2015 the whole of undertaking of Aroni will be merged with Saraswati.
- ii. The entire business of the Transferor Company, as a going concern and all assets and liabilities shall be transferred to and vested in the Transferee Company subject to all charges, liens, mortgages, if any, affecting the same or any part thereof.



- iii. Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall issue and allot Equity Shares of the Transferee Company to the Equity Shareholders of the Transferor Company in the recommended share exchange ratio. However, the equity shares of the Transferor Company held by the Transferee Company shall be cancelled and no allotment shall be made in respect of these shares.
- iv. Upon the Scheme becoming finally effective, the transferee company shall surrender the sub-broking license of the transferor company and shall discontinue the sub-broking business activity of the transferor company.
- v. Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.

#### 4. RATIONALE FOR SCHEME OF AMALGAMATION

- i. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operations and create a stronger financial base.
- ii. The amalgamation would be advantageous as it combines the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined financial resources. This will be reflected in the profitability of the Transferee Company.
- iii. The Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Company and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of business and availability of a common operating platform.
- iv. The Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. The merged entity will also have sufficient funds required for meeting its long term capital needs as provided for in the Scheme.
- v. The Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each other's core competency and resources. This is expected to result in stability of operations, cost savings and higher profitability levels for the Transferee Company.



Private &amp; Confidential

**5. SOURCES OF INFORMATION**

We have relied on the following Information in issuing this Fairness Opinion for the purpose of merger:

- i. Company Profile, Memorandum and Articles of Association of Saraswati & Aroni
- ii. Audited Standalone Financial Statements of Saraswati & Aroni for the last three years as at March 31, 2015, March 31, 2014 and March 31, 2013
- iii. Audited Financial Statements of group companies for the last three years as at March 31, 2015, March 31, 2014 and March 31, 2013
- iv. Market price of all traded securities held by Saraswati, Aroni & group companies as on March 31, 2015
- v. Draft Scheme of Amalgamation of Aroni with Saraswati
- vi. Copy of the resolution of the Board of Directors of Aroni & Saraswati approving the merger
- vii. Shareholding Pattern before the merger (i.e. as on March 31, 2015) and post the merger for Saraswati
- viii. Shareholding Pattern before the merger (i.e. as on March 31, 2015) for Aroni
- ix. Valuation report issued by M/s Raghu Iyer Associates, Chartered Accountants recommending the share exchange ratio for the Scheme of Amalgamation of Aroni with Saraswati
- x. Such other information, documents, data, reports, discussions and verbal & written explanations from the management of Saraswati as were considered relevant for the purpose of Fairness Opinion

**6. LIMITATIONS**

Our opinion is subject to the following Limitations / Exclusions:

- i. Our work purely constitutes assessing the fairness of share exchange ratio recommended in valuation report dated February 27, 2016 issued by the Independent Valuer. The assessment is carried out with the information provided to us by the Transferee Company on as is basis.
- ii. Valuation of equity shares of Transferor Company and Transferee Company has been arrived at, as on March 31, 2015 for this report.





- iii. The valuations worked out for Fairness Opinion are indicative and may differ substantially from actual transactions, if any.
- iv. This Report is based on the equity share capital of Transferor Company and Transferee Company as on 31<sup>st</sup> March, 2015. Any variation in the equity capital structure of the Transferor Company and Transferee Company prior to the Scheme becomes effective, may have an impact on this Report.
- v. This Fairness Opinion did not cover undertaking a field survey for the purpose of determining market potential for the products, services and brands of the Transferor Company and/or Transferee Company.

We have relied upon and assumed the accuracy and completeness of all such information that has been furnished to us by the Transferee Company.

## 7. FAIRNESS OPINION

Valuation, as it is said, is an art as well as a science. It is very subjective and based on individual perception. Large number of valuation models and its countless variants are in vogue, each of which has its own strength and weakness. Such practices leads to varying values arrived at by expert which at times may differ by larger margin.

The Independent Valuer, M/s Raghu Iyer Associates vide its report dated 27<sup>th</sup> February, 2016 has recommended a share exchange ratio of 1 (One) fully paid up equity share of face value Rs. 10/- each of Transferee Company for every 9 (Nine) fully paid up equity shares of face value Rs. 10/- each of Transferor Company.

Based on the above read with the caveats as detailed in this report and based on the information / data made available to us, we have reviewed the share exchange ratio certificate of the Independent Valuer, analysis of various assumptions underlying therein and methodologies used by the Independent Valuer to arrive at share exchange ratio. We as a Merchant Banker believe that the share exchange ratio suggested by the Independent Valuer under the proposed Scheme of Amalgamation is "Fair" in our opinion.

## 8. RELIANCE AND LEGAL DISCLAIMER

This Report is prepared by KJMC under a mandate from Transferee Company on the basis of information, documents, papers, and explanations given by the management, officers, and executives of Transferee Company to KJMC. In the preparation of this Opinion, KJMC has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and the data provided by Transferee Company. KJMC has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of



Private &amp; Confidential

completeness or truthfulness of such information. Publicly available information deemed relevant for the purpose of the analysis contained in the Fairness Opinion has also been used. Therefore the Fairness Opinion is based on our interpretation of the information provided by Transferee Company including its representatives and advisors, as supplied to us to date. KJMC has also considered draft Scheme as furnished. It is assumed that the Scheme will be approved by the regulatory authorities and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Scheme.

No investigation for claim to title of assets of the Transferor Company and Transferee Company has been made by us for the purpose of this Report and claim of the Transferor Company and Transferee Company to such rights has been assumed to be valid. We are not experts in the evaluation of litigation or other actual or threatened claims. We have assumed that there are no other contingent liabilities or circumstances that could materially affect the business or financial prospects of the business of the Transferor Company to be transferred to the Transferee Company other than those disclosed in the information provided. No responsibility whatsoever is assumed for matters of a legal nature. Our report is not and should not be construed as our opining or certifying the compliance of the proposed Scheme with the provisions of any law including companies, taxation and/or capital market related laws or as regards any legal implications or issues arising from such proposed merger.

Our opinion also does not address any matters otherwise than as expressly stated herein including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations. We have also not opined in the fairness of any terms and conditions of the Scheme other than the fairness, from financial point of view of the share exchange ratio.

KJMC has not provided any accounting, tax or legal advice to Transferee Company. Fairness Opinion should not be construed as investment advice or any form of recommendation either for making or divesting investment in any of the companies involved in the Scheme. We do not express any opinion on the suitability or otherwise of entering into the proposed transaction. KJMC shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out herein in this Report.

We express no opinion whatsoever and make no recommendation at all to the companies underlying decision to effect the proposed Scheme or as to how the holders of the equity shares or secured or unsecured creditors of the Companies should vote at the respective meetings held in connection with the proposed Scheme. We do not express and should not be deemed to have expressed any views on any other term of the proposed Scheme. We also express no opinion and accordingly accept no responsibility or as to the prices at which the equity shares of Saraswati will trade following the announcement of the Scheme or as to the financial performance of Saraswati following the consummation of the proposed Scheme.

This Opinion is necessarily based on various factors and conditions and the written and oral information made available to us as of the date hereof. This opinion is issued on the understanding that the Management of Transferee Company under the Scheme has drawn our attention to all matters of



---

 Private & Confidential

which they are aware, which may have an impact on our Opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.

We have not independently investigated or otherwise verified the data provided. There may be matters, other than those noted in the draft Scheme, which might be relevant in the context of the transaction and which a wider scope might uncover.

We have no present or planned future interest in Transferee Company or in any of its subsidiaries / associate companies and the fee payable for this Report are not contingent upon the opinion reported herein. We may currently or in the future, provide investment banking and / or other financial related services to the Transferee Company and/or its subsidiaries or their respective affiliates that are unrelated to the proposed Scheme, for which services we may receive customary fees. Our engagement and the Opinion expressed herein are for the benefit of the Board of Directors of the Transferee Company in connection with its consideration of the proposed Scheme and for none other. Neither KJMC nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied as to the information and documents provided to us, based on which this Opinion has been issued. All such parties and entities expressly disclaim any and all liability for, or based on or relating to any such information contained therein.

This report has been issued for the sole purpose to facilitate the Company to comply with SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 and not for any other purpose. This report is issued on the understanding that it is solely for the use of the persons to whom it is addressed i.e. Board of Directors of Transferee Company and for the purpose described above. We will not be liable or responsible to any person other than those to whom it is addressed. The information contained herein and this Opinion is absolutely confidential. The report must not be made available or copied in whole or in part to any other person without our express written permission.

For KJMC Corporate Advisors (India) Ltd.



Kaushal Patwa  
AVP – Investment Banking




Parag Koshti  
Manager – Investment Banking

DCS/AMAL/KS/24(f)/455/16-17  
July 13, 2016

The Company Secretary  
Saraswati Commercial (India) Ltd.  
209/210, Arcadia Building, 2nd Floor, 195,  
Nariman Point, Mumbai,  
Maharashtra, 400021.



Sir/Madam,

**Sub: Observation letter regarding the Draft Scheme of Amalgamation of Aroni Commercials Ltd. with Saraswati Commercial (India) Ltd.**

We are in receipt of Draft Scheme of Amalgamation of Aroni Commercials Ltd. with Saraswati Commercial (India) Ltd. as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated July 11, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall duly comply with various provisions of the Circulars."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

  
Nitin Pujari  
Manager

**S&P**  **BSE**  
**SENSEX**

BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India  
T : +91 22 2272 1234/33 E: corp.comm@bseindia.com www.bseindia.com  
Corporate Identity Number : U87120MH2005PLC158188

# SARASWATI COMMERCIAL (INDIA) LTD.

Regd. Off.: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021,  
Telephone : 6670 8600 Fax : 6670 8650 CIN : L51909MH1983PLC166605

Website: [www.saraswaticommercial.com](http://www.saraswaticommercial.com)  
E-mail: [saraswati.investor@gcvl.in](mailto:saraswati.investor@gcvl.in)

May 23, 2016

To,  
Corporate Relationship Department,  
BSE Limited  
P. J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai - 400 023

Dear Sir,

Sub: Complaints Report for the proposed Scheme of Amalgamation of Aroni Commercials Limited with Saraswati Commercial (India) Limited

Ref: Application for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation of Aroni Commercials Limited with Saraswati Commercial (India) Limited

With reference to the captioned subject and our application submitted to BSE Ltd. on 18<sup>th</sup> April, 2016 for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the proposed Scheme of Amalgamation of Aroni Commercials Limited with Saraswati Commercial (India) Limited, enclosed herewith please find Complaints Report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Request you to kindly acknowledge the same and process our application at the earliest.

Thanking You,  
Yours faithfully,  
FOR SARASWATI COMMERCIAL (INDIA) LIMITED



HARISINGH SHYAMSUKHA  
DIRECTOR  
DIN: 00033325

Encl: As above

# SARASWATI COMMERCIAL (INDIA) LTD.

Regd. Off.: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021.  
Telephone : 6670 8600 Fax : 6670 8650 CIN : L51909MH1983PLC166605

Website: [www.saraswaticommercial.com](http://www.saraswaticommercial.com)  
E-mail: [saraswati.investor@gcvl.in](mailto:saraswati.investor@gcvl.in)

## ANNEXURE III

### Complaints Report:

#### Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A
5.	Number of complaints pending	N.A

#### Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

FOR SARASWATI COMMERCIAL (INDIA) LIMITED



HARISINGH SHYAMSUKHA  
DIRECTOR  
DIN: 00033325

Dated May 23, 2016

IN THE HIGH COURT OF JUDICATURE AT BOMBAY ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO. 764 OF 2016

In the matter of:  
The Scheme of Amalgamation of  
**Aroni Commercials Limited ("Transferor Company")**

With

**Saraswati Commercial (India) Limited ("Transferee  
Company" or "Applicant Company")**  
And

Their respective shareholders and creditors

Saraswati Commercial (India)  
Limited, a Company incorporated  
under the provisions of the Indian  
Companies Act, 1956 and) having  
its Registered Office at 209-210,  
Arcadia Building, 195, Nariman  
Point, Mumbai - 400 021)

..... Applicant Company

**FORM OF PROXY**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We, the undersigned, being the Equity Shareholder(s), of Saraswati Commercial (India) Limited ("Transferee Company" or "Applicant Company") do hereby appoint of \_\_\_\_\_; and failing him / her of \_\_\_\_\_, as my/our proxy, to act for me/us at the Court Convened Meeting of the Equity Shareholders to be held on **Thursday 10<sup>th</sup>, November, 2016 at 3.00 p.m. 2016 at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001**, for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation, which provides for the amalgamation of **Aroni Commercials Limited** with **Saraswati Commercial (India) Limited ("Scheme")** and at such meeting and any adjournment thereof, to vote, for me/us and in my /our name(s) on the said arrangement embodied in the Scheme either with or without modification(s).

(Strike out what is not necessary)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

Name: \_\_\_\_\_

Address: \_\_\_\_\_

DP. ID.: \_\_\_\_\_ Folio No.: \_\_\_\_\_

Client ID.: \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

Signature of Sole Holder/First Holder \_\_\_\_\_

Second Holder \_\_\_\_\_

Third Holder \_\_\_\_\_

Affix Re.  
1/-  
Revenue  
stamp

**Notes:**

1. A Proxy need not be a member.
2. Alterations, if any, made in the Form of Proxy should be initialed.
3. The Form of Proxy must be deposited at the Registered Office of the Applicant Company, not later than 48 hours before the time for the said meeting.
4. In case of multiple proxies, the proxy later in time shall be accepted.

Signature across the  
stamp



# SARASWATI COMMERCIAL (INDIA) LIMITED

CIN: L51909MH1983PLC166605

Regd Off: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai 400021.

Phone: +022-66708 600 / Fax: 022-6670 8650 Website: [www.saraswaticommercial.com](http://www.saraswaticommercial.com)

E-mail: [saraswati.investor@gcvl.in](mailto:saraswati.investor@gcvl.in)

## ATTENDANCE SLIP

COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON THURSDAY 10<sup>TH</sup> NOVEMBER, 2016 AT 3.00 P.M. AT. MAHARASHTRA CHAMBER OF COMMERCE, INDUSTRY AND AGRICULTURE, ORICON HOUSE, 6TH FLOOR, 12, K. DUBHASH MARG, FORT, MUMBAI 400 001

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP. ID*		Folio No.	
Client ID*		No. of Share(s) held	

NAME AND ADDRESS OF THE EQUITY SHAREHOLDER (in block letters):

---

NAME AND ADDRESS OF THE PROXY HOLDER (in block letters, to be filled in by the Proxy attending instead of the Equity Shareholder(s):

---

I/We hereby record my presence at the Court Convened Meeting of the Equity Shareholders of the Applicant Company to be held on Thursday 10<sup>th</sup> November, 2016 at 3.00 p.m. at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001, pursuant to the Order dated 29<sup>th</sup> September, 2016 of the Hon'ble High Court of Judicature at Bombay.

Signature of the Equity Shareholder or Proxy:

\* Applicable for shareholders holding shares in dematerialized form.

### Notes:

1. Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after affixing their signature on it.
2. Shareholders who come to attend the meeting are requested to bring with them a copy of the Notice and Scheme of Amalgamation.
3. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
4. Shareholders are informed that in case of joint holders attending the meeting only such joint holder who is higher in order of the names will be entitled to vote.