

**REPORT CONTAINING PARA-WISE CHANGES CARRIED OUT IN THE DRAFT SCHEME OF  
AMALGAMATION**

The following clauses/changes have been made in the draft scheme of amalgamation as per the Observations made:

1. **Clause B (a) of PART-I:** As per point 2 of the query-

**ORIGINAL-**

- a) The amalgamation would bring into existence a single entity with a larger size Capital by consolidating the Companies in the group on account of
- Promoters of the Transferee Company are the Promoters of the Transferor Company NO 2, Transferor Company NO 3 and Transferor Company No 5.
  - The Transferor Company NO 4 is an associate of Transferee Company.
  - The Transferor Company No 1 is a wholly Owned Subsidiary of Transferee Company.
  - The Transferee Company NO 5 is a Associate Company of the Transferor Company No 4.

**REVISED-**

- a) The amalgamation would bring into existence a single entity with a larger size Capital by consolidating the Companies in the group on account of
- Promoters of the Transferee Company are the Promoters of the Transferor Company NO 2, Transferor Company NO 3 and Transferor Company No 5.
  - The Transferor Company NO 4 is an associate of Transferee Company.



- c. The Transferor Company No 1 is a wholly Owned Subsidiary of Transferee Company.
- d. The Transferee Company NO 2 is an Associate Company of the Transferor Company No 5.
- e. The Transferee Company NO 3 is an Associate Company of the Transferor Company No 5.
- f. The Transferee Company NO 5 is a Associate Company of the Transferor Company No 4

2. Clause 10(g) of PART- IV: As per point 3 of the query:

**ORIGINAL-**

Cross holding at the time of record date (if any), between TRANSFEE COMPANY and TRANSFEROR COMPANY , if not transferred prior to the Effective Date , shall get cancelled at the time of allotment of shares to the shareholders of the TRANSFEROR COMPANIES by the TRANSFEE COMPANY and the approval of the Scheme by the NCLT under Section 230 and 232 of the Companies Act , 2013 and shall also be

**REVISED-**

Upon this Scheme coming into effect the equity Shares of the Transferor Company(ies) held by the Transferor Company(ies) inter se and by the Transferee Company in Transferor Company(ies) as on the record date shall stand cancelled. Similarly the Shares of the Transferee Company held by the Transferor Company(ies) as on the record date shall stand cancelled. The approval of the Scheme by the NCLT under Section 230 and 232 of the Companies Act, 2013 shall also be treated as approval under Section 66 of the Companies Act ,2013 for Reduction of Capital pursuant to such reduction and no further approval by the members will be required.





3. Clause 10 of PART –IV: As per point 5 of the query-

**The following clauses have been inserted:**

- l) Shareholders holding shares in physical form in the Transferor Company(ies) and who does not have a demat account shall open a demat account with a Depository Participant and shall furnish the details of the said demat account to the Company for crediting the shares to his account .
- m) Until the details of demat account are furnished to the Company, the Company shall keep the said shares in abeyance till such time the shareholder opens the demat account and provides details of such account to the Company .
- n) Where shares held by the shareholders in the Transferor Company(ies) are under dispute or transfer of shares are pending due to dispute , the Transferee Company shall till the resolving of the said disputes keep the shares allotted pursuant to the scheme in abeyance and shall credit to the account of shareholders once the dispute are resolved .
- o) All dividends accruing from the date of allotment of shares pursuant to the Scheme in respect of shares kept in abeyance, shall be released by the Company in favor of the shareholder once the dispute is resolved.

In addition to the above clauses, the following clauses have been revised in the draft Scheme of Amalgamation:



- Clause 1(b) of PART –II:  
**"APPOINTED DATE"** for the purpose of this Scheme, means 1<sup>st</sup> June, 2022.
- Clause 3 of PART –II:  
The authorized, subscribed and paid-up share capital of the TRANSFEREE COMPANY and the TRANSFEROR COMPANIES have now been given based on Financial Statements of the companies as on May 31, 2022.
- Clause 10(a), 10(b) & 10(r) of PART –IV:
  - a) Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Undertaking of the TRANSFEROR COMPANIES in the TRANSFEREE COMPANY, in terms of this scheme, the TRANSFEREE COMPANY shall without any further application or deed, be required to issue and allot to the equity shareholders of the TRANSFEROR COMPANIES whose names appear in the register of members as on the Record Date :
    1. *"No equity shares shall be allotted pursuant to the Scheme of Amalgamation to the Shareholders of the Transferor Company No 1 as the entire shares of the Transferor Company No 1 are held by the Transferee Company and its nominees ."*
    2. To every Equity Shareholder of TRANSFEROR COMPANY NO.2, 48(Forty Eight) Equity Shares of Rs.10/- credited as fully paid-up in the TRANSFEREE COMPANY (hereinafter referred to as the "New Equity Shares")for every 100(One Hundred) Equity Shares of Rs.10/- each fully paid-



up held by such Equity Shareholder in TRANSFEROR COMPANY NO.2.

3. To every Equity Shareholder of TRANSFEROR COMPANY NO.3, 38(Thirty Eight) Equity Shares of Rs.10/- credited as fully paid-up in the TRANSFEREE COMPANY (hereinafter referred to as the "New Equity Shares") for every 100(One hundred) Equity Shares of Rs.10/- each fully paid-up held by such Equity Shareholder in TRANSFEROR COMPANY NO.3.
4. To every Equity Shareholder of TRANSFEROR COMPANY NO.4, 20(Twenty) Equity Shares of Rs.10/- credited as fully paid-up in the TRANSFEREE COMPANY (hereinafter referred to as the "New Equity Shares") for every 100 (One Hundred) Equity Shares of Rs.10/- each fully paid-up held by such Equity Shareholder in TRANSFEROR COMPANY NO.4.
5. To every Equity Shareholder of TRANSFEROR COMPANY NO.5, 21 (Twenty One) Equity Shares of Rs.10/- credited as fully paid-up in the TRANSFEREE COMPANY (hereinafter referred to as the "New Equity Shares") for every 100 (One Hundred) Equity Shares of Rs.10/- each fully paid-up held by such Equity Shareholder in TRANSFEROR COMPANY NO.5.





- b) For arriving at the Share exchange ratio as outlined above, the Companies have considered the valuation Report submitted by Shri Vikash Goel(Registered Valuer, IBBI, Reg No.IBBI/RV/01/2018/10339)

***The Rules for Preferential issue are not applicable where further shares are allotted in pursuance to merger and amalgamation scheme approved by the High Court. Further the equity shares of the Transferee Company are infrequently traded, hence pricing certificate is not applicable in its case.***

- r) The Promoters of the TRANSFEREE COMPANY are all individuals who are holding presently around 66% in the TRANSFEREE COMPANY. Upon coming into effect of the Scheme there will be increase in the number of promoters and the shareholding of the Transferee Company as the /896+promoters of Transferee Company happens to be the promoters of the Companies who are shareholders of the Transferor Companies. Post amalgamation the promoters shareholding will increase from around 66% to 73.84%. as the individual promoters are all promoters of the TRANSFEROR COMPANY No 2 , TRANSFEROR COMPANY No 3 and TRANSFEROR COMPANY No 5.

### DECLARATION

I, KESHAB KUMAR HALDER, the Managing Director of M/S. HALDER VENTURE LIMITED do hereby state that apart from the changes made herein above, no other changes has been carried out in the Scheme of Amalgamation.

For Halder Venture Ltd.,

  


Keshab Kumar Halder

Managing Director

DIN - 00574080

Dated 20<sup>th</sup> July,2022