

MONIND LIMITED

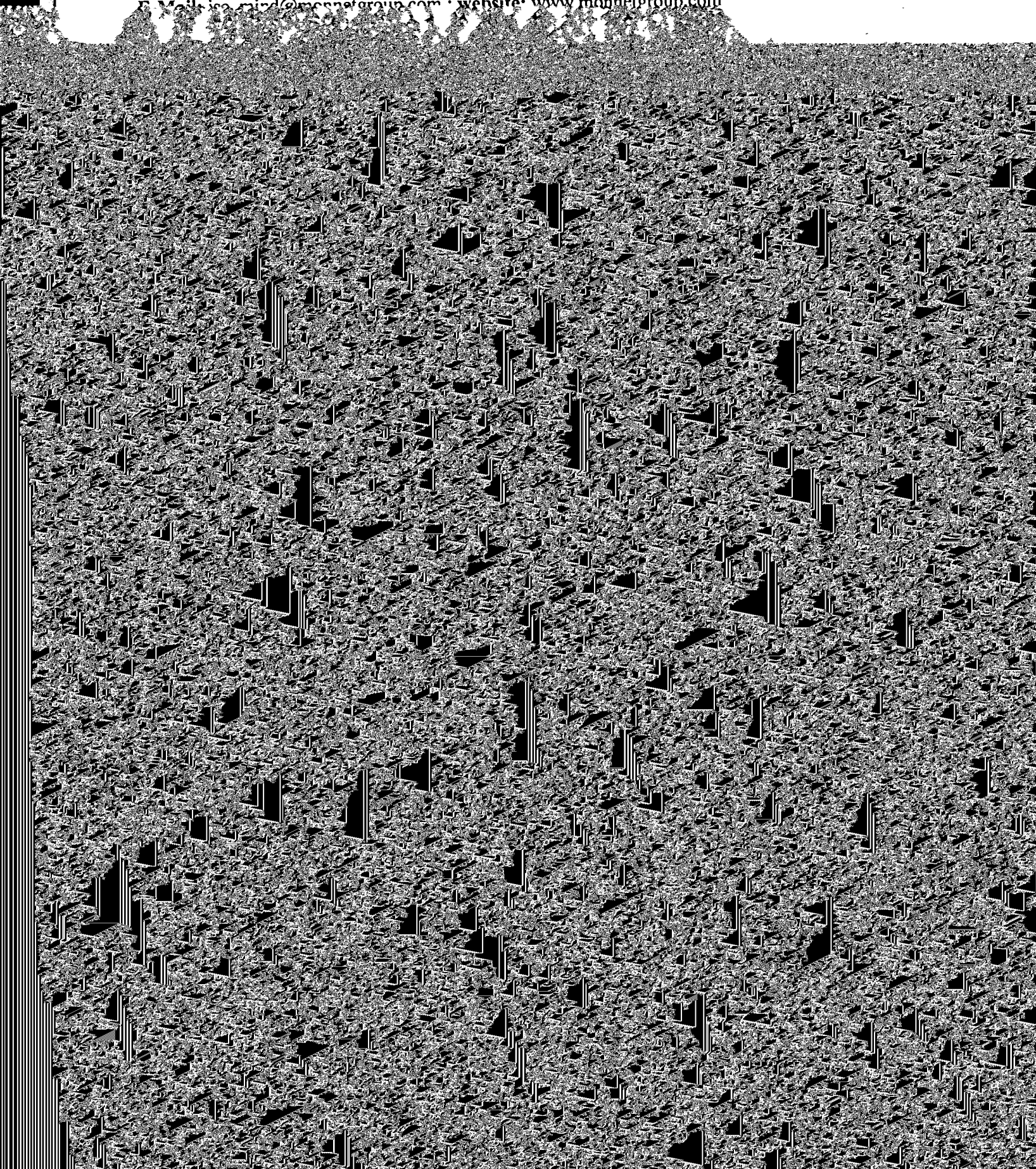
(Formerly, Monnet Industries Limited)

Corp Office: Monnet House, 11 Masjid Moth

Greater Kailash Part II, New Delhi-110048 (India)

Phones: 011-2921 8542/43/44/45/46; Fax: 011-2921 8541,

E-Mail: info-mind@monnetgroup.com ; website: www.monnetgroup.com



NAYAN TRADERS PRIVATE LIMITED

CIN : U51909DL1997PTC137852

REGD. OFF. : H-108, CONNAUGHT CIRCUS, NEW DELHI-110 001

August 25th, 2021

Dy. General Manager-Deptt. of Corp. Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400001

The Secretary
The Calcutta Stock Exchange Assn. Ltd.
7, Lyons Range,
Kolkata-700001

SUB: Report under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011

Dear Sir(s),

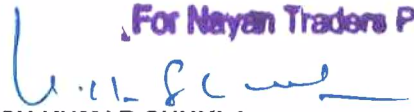
This is to inform that pursuant to the scheme of Amalgamation, as approved by the Regional Director (NR), New Delhi vide his Order dated 23rd June, 2021, "Monnet Properties Private Limited" (MPPL) one of the Promoter Group Company of Monind Limited (Formerly known as Monnet Industries Limited) has got amalgamated with our Company i.e. Nayan Traders Private Limited ("NTPL"). Accordingly, the shares which were earlier in the name of MPPL are now being transferred in the name of NTPL and NTPL has become the new promoter Group Company w.e.f. 25th August, 2021.

In this regards, please find enclosed the disclosure as required under Regulation 10(6) read with Regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011 in respect of acquisition of stake by NTPL in Monind Limited (Formerly known as Monnet Industries Limited) by 'Scheme of Amalgamation'.

Please take on record and acknowledge the receipt.

Yours faithfully,

Thanking you,
For and behalf of Nayan Traders Private Limited


UMESH KUMAR SHUKLA
Director
(DIN: 00180433)
For Nayan Traders Pvt. Limited
Director/Officer

Pl. enc. 10/25/21

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI(Substantial Acquisition of Shares and Takeovers)Regulations,2011

1.	Name of the Target Company (TC)	MONIND LIMITED (Formerly known as Monnet Industries Limited)	
2.	Name of the acquirer(s)	NAYAN TRADERS PRIVATE LIMITED	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited Bombay Stock Exchange Ltd.	
4.	Details of the transaction including rationale, if any, for the transfer/ Acquisition of shares.	Acquisition of shares in pursuance to scheme of amalgamation sanctioned by the Regional Director (NR), New Delhi	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	No	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	-	-
	b. Date of acquisition	-	-
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	-	-
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	-	-
	e. Price at which shares are proposed to be acquired / actually acquired	-	-

For Nayan Traders Pvt. Ltd.

Director/Officer

8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a Each Acquirer / Transferee(*)	-	-	8,700	0.24%
	b Each Seller / Transferor	8,700	0.24%	-	-

For and behalf of Nayan Traders Private Limited

For Nayan Traders Pvt. Limited


 Director
 UMESH KUMAR SHUKLA
 Director
 (DIN: 00180433)

Place: New Delhi
Date: 25.08.2021

NAYAN TRADERS PRIVATE LIMITED

CIN : U51909DL1997PTC137852

REGD. OFF. : H-108, CONNAUGHT CIRCUS, NEW DELHI-110001

August 25th, 2021

THE MONIND LIMITED
(Formerly known as Monnet Industries Limited)
PLOT NO 216, SECTOR - C,
URLA INDUSTRIAL COMPLEX,
RAIPUR, CT- 493221

SUB: Disclosure pursuant to Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir(s),

This is to inform that pursuant to the scheme of Amalgamation, as approved by the Regional Director (NR), New Delhi, vide his Order dated 23rd June, 2021, one of Promoter Group Company being "Monnet Properties Private Limited" (MPPL) of Monind Limited (Formerly known as Monnet Industries Limited) has got amalgamated with our Company i.e. Nayan Traders Private Limited ("NTPL"). Accordingly, the shares which were earlier in the name of MPPL are now being transferred in the name of NTPL and NTPL has become the new promoter Group Company w.e.f. 25th August, 2021.

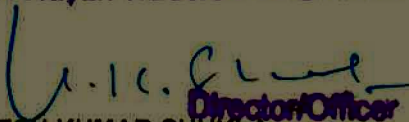
In this regards, please find enclosed herewith the disclosure under Regulation 7 (1) (b) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 in Form B with respect to the Disclosure on becoming a Promoter in Monind Limited (Formerly known as Monnet Industries Limited).

Please take on record and acknowledge the receipt.

Yours faithfully,

Thanking you,
For and behalf of Nayan Traders Private Limited

For Nayan Traders Pvt. Limited


Director/Officer
UMESH KUMAR SHUKLA
Director
(DIN: 00180433)

Place: New Delhi

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Director/KMP/Promoter]

Name of the company: **MONIND LIMITED (Formerly known as 'Monnet Industries Limited')**

ISIN of the company: **INE407E01029**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name. PAN.	Category of	Date of	Securities held at the time of	0/ of
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For Monnet Traders Pvt. Limited

[Signature]
Director/Officer

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
-	-	-	-	-	-

For and behalf of Nayan Traders Private Limited

For Nayan Traders Pvt. Ltd.

UMESH KUMAR SHUKLA, Director/Officer
 Director
 (DIN: 00180433)

Date: 25.08.2021
 Place: New Delhi

NAYAN TRADERS PRIVATE LIMITED

CIN : U51909DL1997PTC137852

REGD. OFF. : H-108, CONNAUGHT CIRCUS, NEW DELHI-110 001

To,
Securities and Exchange Board of India
SEBI Bhawan, Plot No. C4-A, 'G' Block,
Bandra Kurla Complex, Bandra (East)
Mumbai-400051, India

SUB: Report under Regulation 10(7) of SEBI (SAST) Regulations, 2011, in respect of an acquisition made in reliance upon exemption provided for in Regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011

Dear Sir(s),

Please find enclosed report under Regulation 10(7) of SEBI (SAST) Regulations, 2011, in respect of acquisition of shares by Nayan Traders Private Limited (NTPL) of Monind Limited (Formerly known as Monnet Industries Limited) made in reliance upon exemption provided for in Regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011 pursuant to the amalgamation of "Monnet Properties Private Limited" (MPPL) into NTPL. The copy of the scheme is attached as Annexure E of this letter.

We are also enclosing herewith the Demand Draft bearing No. 505665 dated 31-08-2021 for Rs. 1,50,000/- (Rupees One Lacs Fifty Thousand Only) drawn on ICICI Bank in favour of "Securities and Exchange Board of India" payable at Mumbai, towards non-refundable fees pursuant to the said regulation. The Copy of the same is attached as Annexure B of this letter.

Please take the Form and the Demand Draft on your record and acknowledge the receipt of the same.

Yours faithfully,

Thanking you,
For and behalf of Nayan Traders Private Limited

For Nayan Traders Pvt. Limited

UMESH KUMAR SHUKLA

Director

(DIN: 00180433)

Director/Officer

Place: New Delhi

Encl: Annexure A : Disclosure Under regulation 10(7) of SEBI (SAST) Regulations, 2011; and Annexure B : Demand Draft Bearing No 505665.

C.C.: The Company Secretary/ Directors and Audit Committee, MONIND LIMITED (Formerly Known as Monnet Industries Limited)
Monnet House, 11, Masjid Moth, Greater Kailash, Part-II, New Delhi-110048

Annexure A

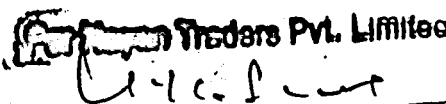

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

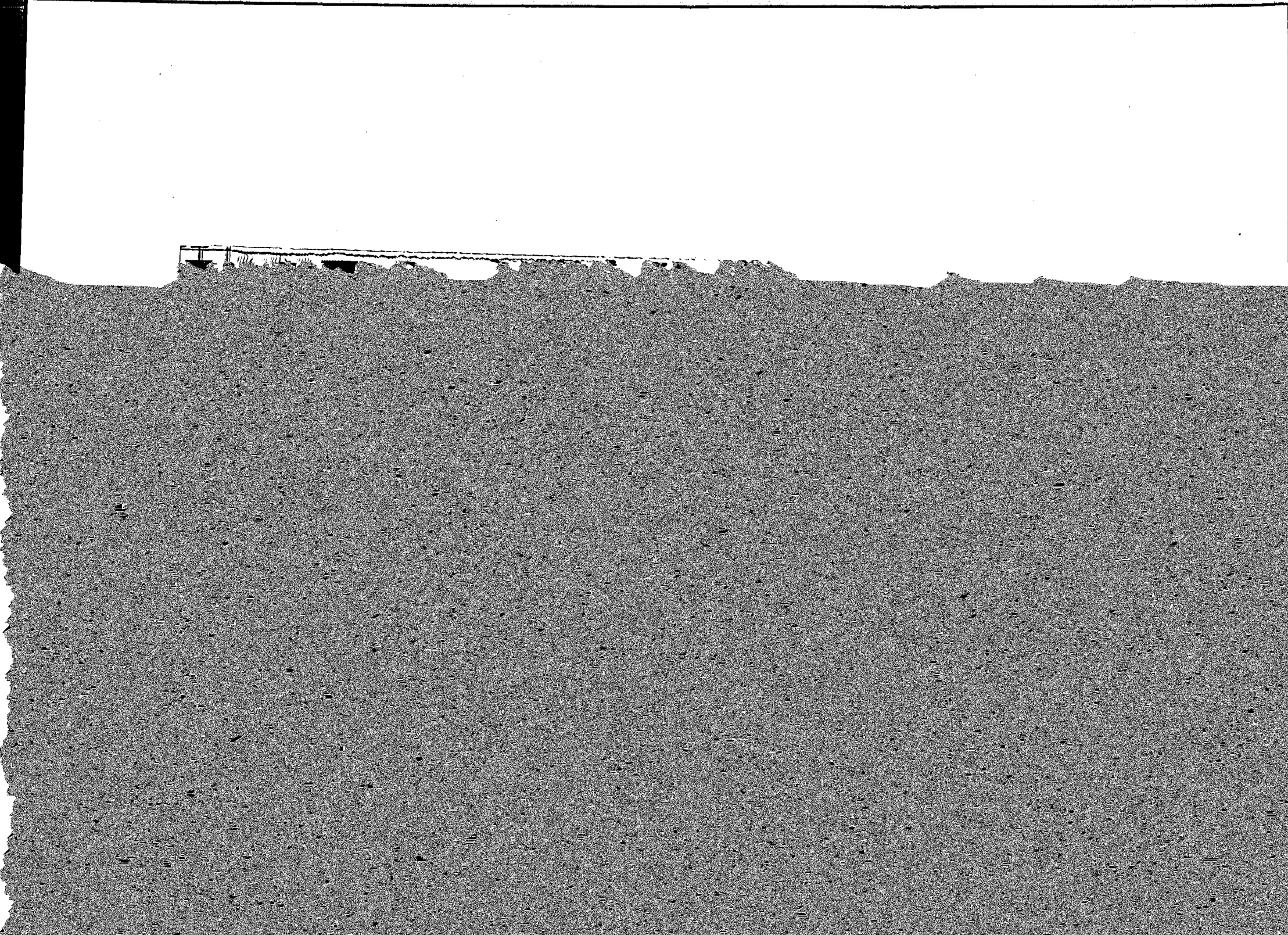
1	General Details	
	a. Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Name : NAYAN TRADERS PRIVATE LIMITED Address: H-108, Connaught Circus, Delhi -110001 Telephone No. 011-23325703 Email: monnetansal@yahoo.co.in
	b. Whether sender is the acquirer (Y/N)	Y
	c. If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	N.A
	d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	N.A
2	Compliance of Regulation 10(7)	
	a. Date of report	
	b. Whether report has been submitted to SEBI within 21 business days from the date of the acquisition	Yes
	c. Whether the report is accompanied with fees as required under Regulation 10(7)	Yes, demand draft No. <u>505665</u> of Rs. 1,50,000 drawn on <u>ICICI</u> bank is enclosed as "Annexure B"
3	Compliance of Regulation 10(6)	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition	YES
	b. Date of Report	25.08.2021
4	Details of the Target Company (TC)	
	a. Name & address of TC	MONIND LIMITED (Formerly known as Monnet Industries Limited) Address: Plot No 216, Sector – C, Urla Industrial Complex, Raipur - 493221
	b. Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited Calcutta Stock Exchange Ltd

	a.	Date of acquisition	25/08/2021	
	b.	Acquisition price per share (in Rs.)	N.A	
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). <u>(whether Regulation 3(1), 3(2), 4 or 5)</u>	Regulation 3(2)	
	d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share capital of the TC)	Before the acquisition	After the acquisition

f.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	YES Applicable Regulation : Regulation 29(2) Date of Intimation: 25/08/2021 Copies of Disclosures: enclosed as "Annexure G"
g.	Declaration by the acquirer that all the conditions specified under regulation 10(1) (d)(iii) with respect to exemptions has been duly complied with.	All the conditions specified under Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to exemptions have been duly complied with.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.

Signature:  **Traders Pvt. Limited**
Date: 01/09/2021  **Director/Officer**
Place: New Delhi

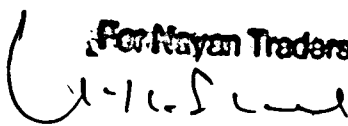


ANNEXURE C

Shareholding of acquirer/s and PACs individually in TC
(In terms of no: & as a percentage of the total share capital of the TC)

Category	NAME	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t total share capital / voting rights of TC	No. of Shares	% w.r.t total share capital / voting rights of TC
Acquirer	Nayan Traders Private Limited	-	-	8,700	0.24%
PAC	Pavitra Commercials Ltd.	5,99,940	16.30	5,99,940	16.30
PAC	Kamdhenu Enterprises Ltd.	13,41,753	36.45	13,41,753	36.45
PAC	Paras Traders Private Ltd.	1,260	0.03	1,260	0.03
PAC	Harshwardhan Leasing Ltd.	435	0.01	435	0.01
PAC	Monnet International Ltd.	5,613	0.15	5,613	0.15
PAC	CECIL Webber Engineering Limited	6,64,120	18.04	6,64,120	18.04
PAC	Sandeep Jajodia	11,418	0.31	11,418	0.31
PAC	Sandeep Jajodia and Sons (HUF)	8,340	0.23	8,340	0.23
PAC	Nikunj Jajodia	24,843	0.67	24,843	0.67
PAC	Nikita Jajodia	87,900	2.39	87,900	2.39
PAC	Sudha Jajodia	6,600	0.18	6,600	0.18

For Nayan Traders Pvt. Limited.



Director/Officer

Annexure D
Name(s) of the acquirer(s) and PAC

Name(s) of the Person(s) Acting in Concert (PAC) with the acquire	category
Nayan Traders Private Limited	Acquirer
Pavitra Commercials Ltd.	PAC
Kamdhenu Enterprises Ltd.	PAC
Paras Traders Private Ltd.	PAC
Harshwardhan Leasing Ltd.	PAC
Monnet International Ltd.	PAC
CECIL Webber Engineering Limited	PAC
SandeepJajodia	PAC
Sandeep Jajodia and Sons (HUF)	PAC
Nikunj Jajodia	PAC
Nikita Jajodia	PAC
Sudha Jajodia	PAC

'Annexure E'

FORM NO. CAA.12

[Pursuant to section 233 and rule 25 (5)]

Confirmation order of scheme of merger or amalgamation between M/s Annapurna Sales Private Limited (Transferor Company No.1), M/s Bandhu Builders Private Limited (Transferor Company No.2), M/s Gargi Traders Private Limited (Transferor Company No.3), M/s Monnet Properties Private Limited (Transferor Company No.4), M/s Purusharath Commercials Private Limited (Transferor Company No.5), M/s Roger Agencies Private Limited (Transferor Company No.6), M/s Vindhyachal Properties Private Limited (Transferor Company No.7), with M/s Nayan Traders Private Limited (Transferee Company).

Pursuant to the provisions of section 233 of the Companies Act, 2013, the scheme of merger or amalgamation of M/s Annapurna Sales Private Limited (Transferor Company No.1), M/s Bandhu Builders Private Limited (Transferor Company No.2), M/s Gargi Traders Private Limited (Transferor Company No.3), M/s Monnet Properties Private Limited (Transferor Company No.4), M/s Purusharath Commercials Private Limited (Transferor Company No.5), M/s Roger Agencies Private Limited (Transferor Company No.6), M/s Vindhyachal Properties Private Limited (Transferor Company No.7), with M/s Nayan Traders Private Limited (Transferee Company) approved by their respective members and creditors as required under section 233 (1) (b) and (d) of the Companies Act, 2013 is hereby confirmed and the scheme shall be effective from the 1st day of April, 2020 as per the scheme.

A copy of the approved scheme is attached to this order.

Date: 23 JUN 2021
Place: New Delhi

(DR. RAJ SINGH)
REGIONAL DIRECTOR (NR)



No: 233/131/T-2/2020-21/ 1504

DATE
23 JUN 2021

1. M/s Annapurna Sales Private Limited (Transferor Company No.1)
H-108-B, Connaught Circus, New Delhi-110001.
2. M/s Bandhu Builders Private Limited (Transferor Company No.2)
108, Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi-110001.
3. M/s Gargi Traders Private Limited (Transferor Company No.3)
H-108-B, Connaught Circus, New Delhi-110001.
- ✓ 4. M/s Monnet Properties Private Limited (Transferor Company No.4)
H-108-B, Connaught Circus, New Delhi-110001.
5. M/s Purusharath Commercials Private Limited (Transferor Company No.5), 108, Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi-110001.
6. M/s Roger Agencies Private Limited (Transferor Company No.6)
108, Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi-110001.
7. M/s Vindhyachal Properties Private Limited (Transferor Company No.7), 108, Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi-110001.
8. M/s Nayan Traders Private Limited (Transferee Company) 108, Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi-110001.
9. The Registrar of Companies, NCT of Delhi & Haryana, New Delhi.
10. The Official Liquidator, Delhi.

SCHEME OF AMALGAMATION

OF

ANNAPURNA SALES PRIVATE LIMITED
(Transferor Company No.1)

AND

BANDHU BUILDERS PRIVATE LIMITED
(Transferor Company No.2)

AND

GARGI TRADERS PRIVATE LIMITED
(Transferor Company No.3)

AND

MONNET PROPERTIES PRIVATE LIMITED
(Transferor Company No.4)

AND

PURUSHARATH COMMERCIALS PRIVATE LIMITED
(Transferor Company No.5)

AND

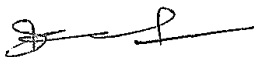
ROGER AGENCIES PRIVATE LIMITED
(Transferor Company No.6)

AND

VINDHYACHAL PROPERTIES PRIVATE LIMITED
(Transferor Company No.7)

WITH

For Annapurna Sales Private Limited



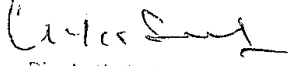
Director / Officer

For Bandhu Builders Private Limited



Director / Officer

For Gargi Traders Private Limited



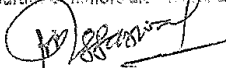
Director/Authorized Signatory

For Monnet Properties Private Limited



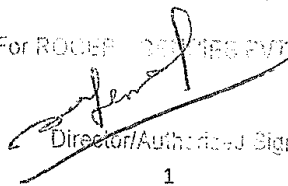
Director / Officer

For Purusharath Commercial Private Limited



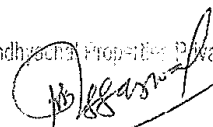
Director/Authorized Signatory

For ROGER AGENCIES PVT. LTD.



Director/Authorized Signatory

For Vindhyaachal Properties Private Limited

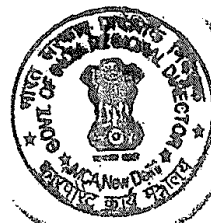


Director/Authorized Signatory

For Nayana Traders Private Limited



Director / Officer



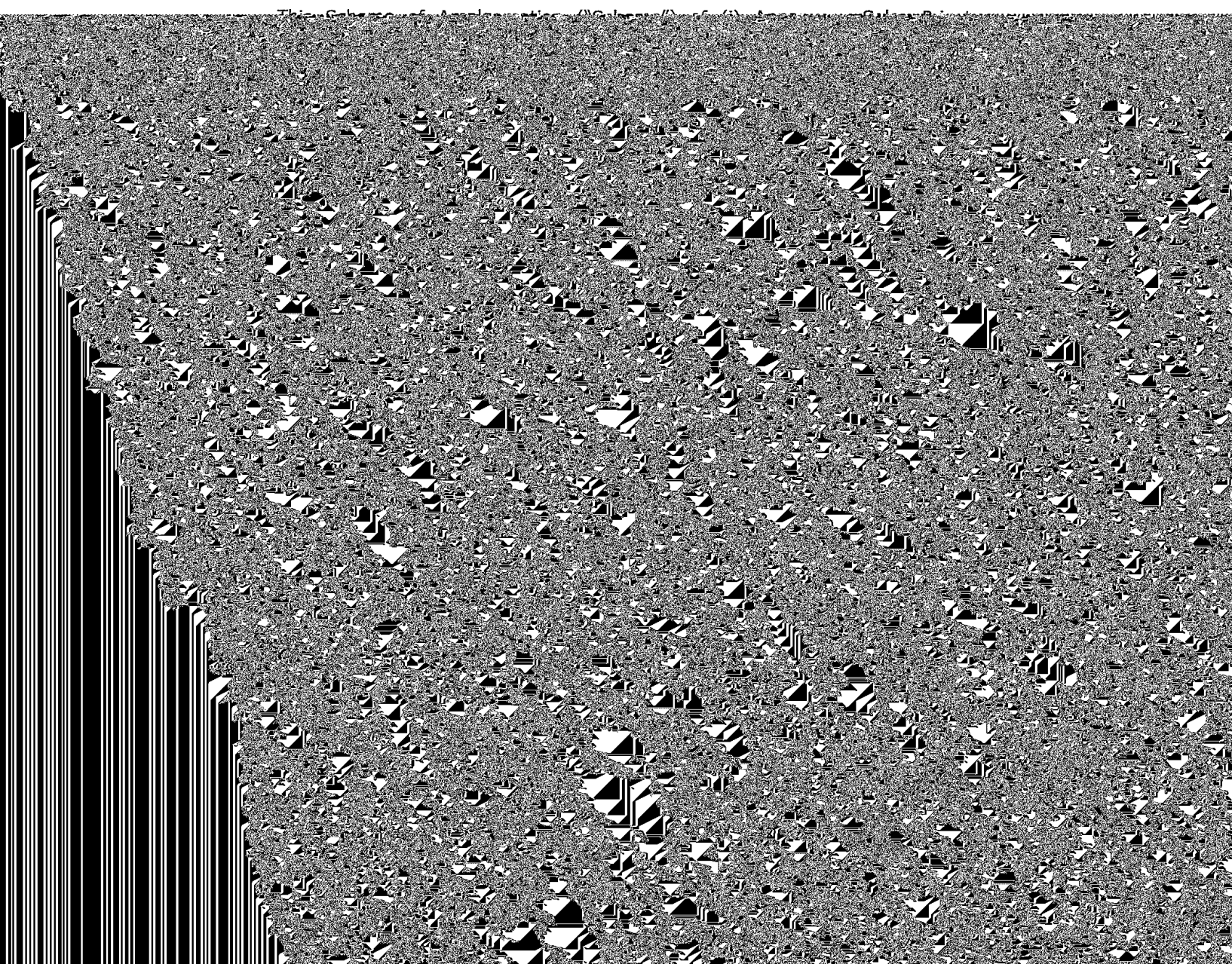
NAYAN TRADERS PRIVATE LIMITED
(Transferee Company)

AND

THEIR RESPECTIVE CREDITORS AND SHAREHOLDERS

**(UNDER SECTION 233 OF THE COMPANIES ACT, 2013 READ WITH RULE
25 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016)**

PREAMBLE



1. To buy, sell, acquire, hold invest, exchange, transfer and deal in all kinds of metals, beads, leather goods, textiles, synthetic, fibres, yarns, paper and paper products, cutlery, crockery, clay products, furniture, glass and glass wares, handicrafts, presentation articles, jewellery and ornaments of all types, perfumes, general merchandise, cosmetics, toilets, domestic appliances stainless steel, kitchen wares made of any metal, engineering goods automobiles, sports goods, electrical and electronic appliance, silver wares, utensils and bars, precious and semi-precious stones of all kinds, gold and gold ornaments, aerated water and beverages, plastic and P.V.C. goods, medicines, chemicals, machineries, machine parts/tools, shares, stocks, debentures, lands, flats, building and other securities.

(ii) Bandhu Builders Private Limited-Transferor Company No.2

Bandhu Builders Private Limited is a private company limited by shares, incorporated on 4th April, 1986 in terms of the provisions of the Companies Act, 1956 having its CIN: U74899DL1986PTC023824 and registered office at 108, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi-110001, India. The main objects as per Memorandum of Association are:

1. To acquire by purchase, lease, exchange or otherwise and to sell, transfer, alternate, assign, dispose of or deal in land, buildings, and

2. To manage, land, buildings and other property, whether belonging to

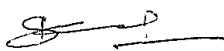
forest products, goods, plants, machineries, furnitures, equipments, apparatus, gadgets, appliances, accessories, spare parts or other merchandise including tea, coffee, jute and jute goods, cotton, cotton textiles, synthetic textiles, manmade fibres, iron and steel, cement, food grains, sugar, molasses, alcohols, fertilizers, yarn, wool and woolen goods, handicrafts, place of arts, gems and jewelleryes, precious and semi-precious stories, precious and semi-precious metals, ornaments, including silver and gold whether used as jewellery or otherwise, minerals, electronic, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, live stocks, gas and gases including life saving and industrial, books, reading and educative materials, paper and paper products, electrical goods, automobile parts, and rubber parts.

(iv) Monnet Properties Private Limited-Transferor Company No.4

Monnet Properties Private Limited is a private company limited by shares, incorporated on 4th October, 1993 in terms of the provisions of the Companies Act, 1956 having its CIN: U74899DL1993PTC055512 and registered office at H-108, Connaught Circus, New Delhi-110001, India. The main objects as per Memorandum of Association are:

1. To acquire by purchase, lease, exchange or otherwise and to sell, transfer, alternate, assign, dispose of or deal in land, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights over prior connected therewith and to develop and turn the same to account as may seem expedient, and in particular by preparing and laying out the same for building purposes, and by constructing, reconstructing, altering, pulling down, improving, developing, decorating, renovating, designing, furnishing and maintaining offices, flats, houses, factories sheds and building, warehouses, shops, stores, wharves, building, civil and construction works and conveniences of all kinds and by consolidating, connecting or subdividing properties and disposing of the same.

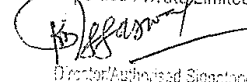
For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

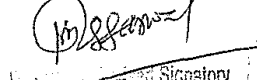
For Vindhya Properties Private Limited


Director/Officer

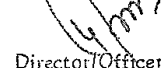
For Bandh Builders Private Limited


Director / Officer

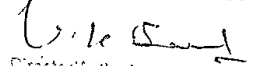
For Panchsathi Commercial Private Limited


Director/Officer

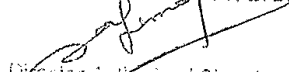
For Nayan Traders Pvt. Limited


Director/Officer

For Gargi Traders Private Limited


Director/Officer

For ROGER AGENCIES PVT. LTD.


Director/Officer



2. To build, take on lease, purchase, exchange or acquire in any manner or deal in any apartments, flats, rooms, houses, offices, factories, sheds and buildings, warehouses or any other accommodation for any use whatsoever and to let or dispose of the same in either whole or in part on hire purchase or deferred payment or any other basis and/or to form co-operative society or societies or become member thereof.
3. To carry on of the business of builders and civil contractors, decorators, merchants and dealers in all kinds of building materials, bricks and tiles and terra-cotta makers, Job masters and house agents.
4. To sell any of them on ownership or any other basis or let them out for such consideration as the Company may think fit of all types of immovable properties and to accept advances as referred to in sub-clause 1 to 4 above.

(v) **Purusharath Commercials Private Limited-Transferor Company-**
No.5

Purusharath Commercials Private Limited is a private company limited by shares, incorporated on 8th May, 1992 in the name & style "Kafila Tours & Travels Private Limited" in terms of the provisions of the Companies Act, 1956. The name of the Company was changed to "Purusharath Commercials Private Limited" w.e.f. 10th January, 2018, having its CIN: U74899DL1992PTC048687 and registered office at 108, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi-110001, India. The main objects as per Memorandum of Association are:

1. To carry on all or any of the business of tour operators, travel agents, in India or abroad for the purpose of development of adventure, travel, tourism, transportation and other means of communication and in particular the following:
 - (a) Organize and undertake sightseeing tours, adventure tours and travels in India and abroad.

For Annapurna Sales Private Limited


Director / Officer

For Menon Properties Private Limited


Director / Officer

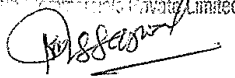
For Vindhya Properties Private Limited


Director/Officer

For Bandhu Builders Private Limited


Director / Officer

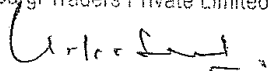
For Purusharath Commercials Private Limited


Director / Officer

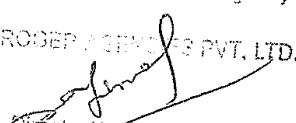
For Nayan Traders Pvt. Limited


Director/Officer

For Gargi Traders Private Limited


Director/Officer

For ROBERT AGENTS PVT. LTD.


Director/Officer



- (b) Broking of air, sea passage and railway reservations and handling of charter trains and act as cargo agent.
 - (c) Operate tourist buses and cars, handle out bound and in bound tourist traffic in groups or individuals.
 - (d) Organize and undertake adventure tours such as mountaineering tracking in hills, expeditions and allied activities.
2. To undertake, identify, aid, promote and co-ordinate project promotion, to arrange or to assist in arranging the collaboration, finance, technical know-how, collaboration, to extend technical assistance and services, to act as project consultants, to prepare schemes, feasibility studies, techno economic report, detailed project reports, market research and studies, to arrange technical, financial agreements, to make agreements and arrangements to provide management, personnel supervision and set up production techniques, to assist in finding markets for manufactured goods of Indian and foreign origin, secure sound investments of foreign capital in Indian undertakings and enterprises and to act as agents and render marketing assistance or render assistance to any person, firm, company, association or government.
 3. To act as representatives, agent, sub agent, commission-agent of Indian and foreign Companies, firms persons, states and other bodies corporate and to represent them before the different authorities, bodies, corporate and to act as sales, purchase representatives and to render services of maintaining equipments supplied by the principals by stocking spares of such equipments and by maintaining technical personal.
 4. To undertake, enter into contracts in relation erection, construction, maintenance, alteration, repairing, pulling down and restore either alone or jointly with any other companies or persons, work of all descriptions including factories, mills, laboratories, furnaces, reactors, wharves, docks, kiln, piers, railways, waterways, roads, bridges, ships

For Annapurna Sales Private Limited


Director / Officer

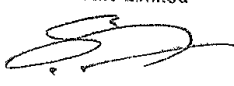
For Monnet Properties Private Limited


Director / Officer

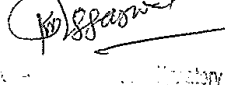
For Vinhyachal Properties Private Limited


Director / Officer

For Banchu Builders Private Limited


Director / Officer

For Purnachar Commercial Private Limited


Director / Officer

For Nayan Enterprises Private Limited


Director / Officer

For ROGERACE ENGINEERING PVT. LTD.



and vessels of every description, warehouses, engines, machinery, railway, carriages, wagons gas works, electric works, water works, drainage and sewage works and building of every description.

- 5. To carry on the business of framing, dairies, cultivators of all kinds of food grains, seeds, fruits, and to act as traders, agents, exporters, importers and sellers of and dealers and otherwise deal in products of framing, dairy, and all kinds of food grains, commodities, seeds, fruits and manufacturers of drink, alcoholic or otherwise including beverages produced from such product or otherwise.*
- 6. To invest, subscribe, acquire, hold, buy, sell, trade, dispose off or otherwise deal in shares, securities, commodities and financial products of all kinds including government securities, treasury bills, commercial papers and other negotiable instruments.*

electronic appliance, silver wares, utensils and bars precious and semi-precious stones of all kinds, gold and gold ornaments, aerated water and beverages, plastic and P.V.C goods, medicines, chemicals, machineries, machine parts/tools, shares, stocks debentures, lands, flats, building and other securities.

(vii) Vindhyachal Properties Private Limited-Transferor Company No.7

Vindhyachal Properties Private Limited is a private company limited by shares, incorporated on 10th January, 1991 in terms of the provisions of the Companies Act, 1956 having its CIN: U70101DL1991PTC042671 and registered office at 108, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi-110001, India. The main objects as per Memorandum of Association are:

1. To acquire by purchase, lease, exchange or otherwise and to sell, transfer, alternate, assign, dispose of or deal in land, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights connected therewith and to develop and turn the same to account as may seem expedient, and in particular by preparing and laying out the same for building purposes, and by constructing, reconstructing, altering, pulling down, improving, developing, decorating, renovating, designing, furnishing and maintaining offices, flats, houses, factories warehouses, shops, stores, wharves, buildings, works and conveniences of all kinds and by consolidating, connecting or sub-dividing properties and by leasing and disposing of the same.
2. To manage land, buildings and other property, whether belonging to the Company or not and to collect rents, service charges and income and to supply to tenants and occupiers and other, facilities and services of all kinds and other advantages which from time to time the Company shall consider desirable or to provide for such management, letting and advantages as aforesaid by employing any person, firm or company to carry out or supply the same on such terms as the Company may think fit.

For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

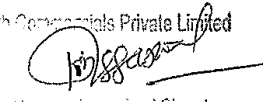
For Vindhyachal Properties Private Limited


Director / Officer

For Bandhu Builders Private Limited


Director / Officer

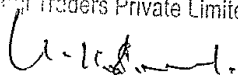
For Purusharth Commercial Private Limited


Director / Officer

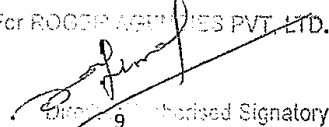
For Nayan Traders Pvt. Limited


Director / Officer

For Gargi Traders Private Limited


Director / Officer

For ROOP AGRI VIES PVT. LTD.


Director / Officer



3. To build, take on lease, purchase, exchange or acquire in any manner whatsoever or deal in any apartments, flats, rooms, houses, offices, factories, buildings, warehouses or any other accommodation for any use whatsoever and to let or dispose of the same in whole or in part on hire purchase or deferred payment basis or any other basis.
4. To carry on all or any of the business namely, builders and contractors, decorators, merchants and dealers in all kinds of building materials, bricks and tiles and terracotta makers, job masters and house agents.
5. To accept advances for the construction of such flats, maisonettes, dwelling houses, shops, offices, factories, warehouses, hotels and clubs and to sell any of them on ownership or any other basis or let them out for such consideration as the company may think fit.

(viii) Nayan Traders Private Limited-Transferee Company

Nayan Traders Private Limited ("Transferee Company") is a private company limited by shares, incorporated on 21st July, 1997 in terms of the provisions of the Companies Act, 1956 in the State of West Bengal. The registered office of the Company was shifted to National Capital Territory of Delhi and a Certificate to this effect was issued by Registrar of Companies NCT of Delhi & Haryana on 21st June, 2005, having its CIN: U51909DL1997PTC137852 and registered office at H-108, Connaught Circus, New Delhi-110001, India. The main objects as per Memorandum of Association are:

1. To carry on business as traders, representatives, dealers, stockists or distributors of industrial, commercial, agricultural, scientific, household, domestic, Farm and forest products, goods, plants, machineries, furnitures, equipments, apparatus, gadgets, appliances, accessories, spare parts or other merchandise including tea, coffee, jute and jute goods, cotton, cotton textiles, synthetic textiles, man made fibers, iron and steel, cement, food grains, fertilizers, yarn, wool

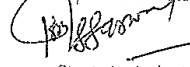
For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

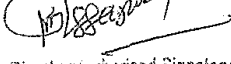
For Vindhya Properties Private Limited


Director/Officer


For Bandhu Outlets Private Limited


Director / Officer

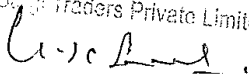
For Parusharath Commercial Private Limited


Director/Officer

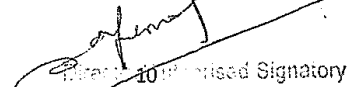
For T. J. Properties Limited


Director/Officer

For Gargi Traders Private Limited


Director / Officer

For ROGER AGENTIES PVT. LTD.


Director / Officer



and woolen goods, handicrafts, place of arts, electronic, musical and sports goods, cloth, dresses, garments, food products, live stocks, gas and gases including life saving and industrial, books, reading and educative materials, paper and paper products, electrical goods, automobile parts, rubber parts.

RATIONALE


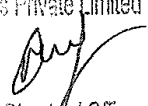
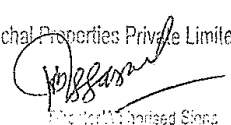
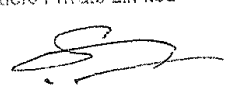
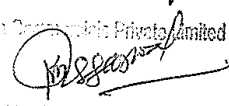
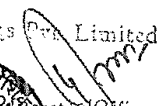
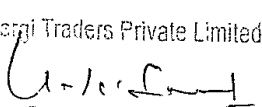
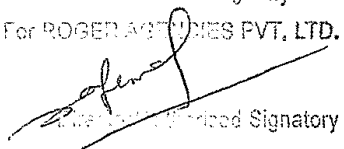

1. Simplify management structure, leading to better administration and a reduction in costs from more focused operational efforts, rationalization, standardization and simplification of business and compliance processes, the elimination of duplication and rationalization of administrative expenses.
2. Providing flexibility in the overall organizational structure operations thus enabling it to achieve operational and management efficiency.
3. Combine the resources of the entities for execution of the business plan and achieving the business goals.
4. Combine the resources of the entities so that it enables all the Companies to show higher net worth and derive business benefit.

PARTS OF THE SCHEME

The Scheme is divided into following 3 parts:

1. Part-1 deals with the Definitions, Interpretation, Objects and Share Capital.

2. Part-2 deals with the Scheme of Amalgamation of (i) Annapurna Sales Private Limited, (ii) Bandhu Builders Private Limited, (iii) Gargi Traders Private Limited, (iv) Monnet Properties Private Limited, (v) Purusharath Commercials Private Limited, (vi) Roger Agencies Private Limited and (vii)

For Annapurna Sales Private Limited  Director / Officer	For Monnet Properties Private Limited  Director / Officer	For Vindhyaachal Properties Private Limited  Director/Authorised Signatory
For Bandhu Builders Private Limited  Director / Officer	For Purusharath Commercials Private Limited  Director/Authorised Signatory	For Nayan Traders Pvt. Limited  Director/Officer
For Gargi Traders Private Limited  Director/Authorised Signatory	For ROGER AGENCIES PVT. LTD.  Director/Authorised Signatory	

24

Vindhyachal Properties Private Limited ("the Transferor Companies") with Nayan Traders Private Limited ("the Transferee Company").

3. **Part-3** deals with the General terms and conditions that would be applicable to the Scheme of Amalgamation.

PART-1

DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme (as defined hereunder), unless inconsistent with the subject or context, the following expression shall have the meanings respectively assigned against them:

- 1.1 **"Act"** means the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and shall include any statutory modifications, re-enactment or amendment thereof.
- 1.2 **"Appointed Date"** means 1st April, 2020 or such other date as may be directed by the Central Government/National Company Law Tribunal/as the case may be, as applicable, from which date the undertakings of the Transferor Company No.1 to Transferor Company No.7 shall stand transferred to or vested in the Transferee Company;
- 1.3 **"Board of Directors"** means the Board of Directors of the Transferor Companies or the Transferee Company, as the case may be;
- 1.4 **"Central Government"** means "The Office of the Regional Director, Northern Region at New Delhi".
- 1.5 **"Effective Date"** means the date on which the certified copies of the orders of the Central Government/National Company Law Tribunal, as applicable, sanctioning the Scheme are filed with the concerned Registrar of Companies. Any references in this Scheme to the date of **"coming into**

For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer


For Vindhyachal Properties Private Limited


Director/Authorised Signatory

For Bandhu Builders Private Limited


Director / Officer

For Purnachand Properties Private Limited


Director/Authorised Signatory

For Nayan Traders Private Limited


Director / Officer

For Gopal Traders Private Limited


Director/Authorised Signatory

For ROGER AGENCIES PVT. LTD.


Director/Authorised Signatory



effect of this Scheme or **"becoming effective"** shall mean the Effective Date;

1.6 **"Record Date"** means the date to be fixed by the Board of Directors of the Transferor Company No.1 to Transferor Company No.7 in consultation with the Board of Directors of the Transferee Company for the purposes of reckoning the names of the members of the Transferor Company No.1 to Transferor Company No.7, who shall be entitled to receive shares of the Transferee Company upon coming into effect of this Scheme.

1.7 **"Registrar of Companies" or "ROC"** means the Registrar of Companies, NCT of Delhi and Haryana.

1.8 **"Scheme"** means this Scheme of Amalgamation in its present form or with or without any modification(s) approved or imposed or directed by the Central Government/National Company Law Tribunal.

1.9 **"Transferor Companies"** means:

(i) Annapurna Sales Private Limited, a private company limited by shares, incorporated on 14th September, 1982 in terms of the provisions of the Companies Act, 1956 having its CIN: U74999DL1982PTC014346 and registered office at H-108-B, Connaught Circus, New Delhi-110001, India;

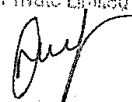
(ii) Bandhu Builders Private Limited, a private company limited by shares, incorporated on 4th April, 1986 in terms of the provisions of the Companies Act, 1956 having its CIN: U74899DL1986PTC023824 and registered office at 108, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi-110001, India;

(iii) Gargi Traders Private Limited, a private company limited by shares, incorporated on 1st April, 2003 in terms of the provisions of the Companies Act, 1956 having its CIN: U51909DL2003PTC119646


For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited



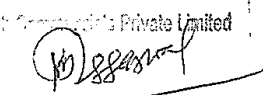
For Vindhyaachal Properties Private Limited


Director / Officer

For Bandhu Builders Private Limited


Director / Officer


For Gargi Traders Private Limited


Director / Officer

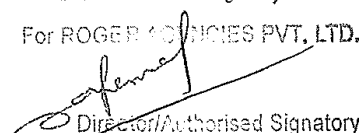
For Nayan Traders Private Limited


Director / Officer

For Gargi Traders Private Limited


Director / Officer

For ROGER INDUSTRIES PVT. LTD.

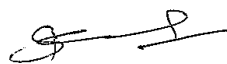

Director / Officer

and registered office at H-108, Connaught Circus, New Delhi-110001, India;

- (iv) Monnet Properties Private Limited, a private company limited by shares, incorporated on 4th October, 1993 in terms of the provisions of the Companies Act, 1956 having its CIN: U74899DL1993PTC055512 and registered office at H-108, Connaught Circus, New Delhi-110001, India;
- (v) Purusharath Commercials Private Limited, a private company limited by shares, incorporated on 8th May, 1992 in the name & style "Kafila Tours & Travels Private Limited" in terms of the provisions of the Companies Act, 1956. The name of the Company was changed to "Purusharath Commercials Private Limited" w.e.f. 10th January, 2018, having its CIN: U74899DL1992PTC048687 and registered office at 108, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi-110001, India;
- (vi) Roger Agencies Private Limited, a private company limited by shares, incorporated on 18th July, 1984 in terms of the provisions of the Companies Act, 1956 having its CIN: U74999DL1984PTC018711 and registered office at 108, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi-110001, India; and
- (vii) Vindhychal Properties Private Limited, a private company limited by shares, incorporated on 10th January, 1991 in terms of the provisions of the Companies Act, 1956 having its CIN: U70101DL1991PTC042671 and registered office at 108, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi-110001, India.

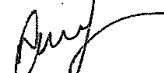
1.10 **"Transferee Company"** means Nayan Traders Private Limited, a private company limited by shares, incorporated on 21st July, 1997 in terms of the provisions of the Companies Act, 1956 in the State of West Bengal. The registered office of the Company was shifted to National Capital Territory of Delhi and a Certificate to this effect was issued by Registrar of Companies NCT of Delhi & Haryana on 21st June, 2005, having its CIN:

For Annapurna Sales Private Limited



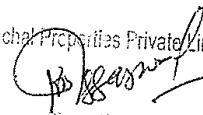
Director / Officer

For Monnet Properties Private Limited



Director / Officer

For Vindhychal Properties Private Limited



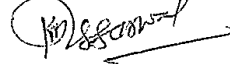
Director / Officer

For Bandhu Builders Private Limited



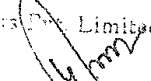
Director / Officer

For Purusharath Commercials Private Limited



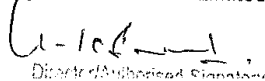
Director / Officer

For Nayan Traders Private Limited



Director / Officer

For Roger Agencies Private Limited



Director / Officer

For ROGER AGENCIES PVT. LTD.



Director / Officer



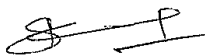
U51909DL1997PTC137852 and registered office at H-108, Connaught Circus, New Delhi-110001, India.

1.11 **"Undertaking"** means the whole of the undertaking of the Transferor Companies, as a going concern, including but not limited to:

(a) all assets, properties, rights, titles, benefits and interests of whatsoever nature and kinds wherever situated in India and outside India, whether movable or immovable, in possession or reversion, corporeal or incorporeal, tangible or intangible, freehold or leasehold, fixed or current, present or contingent, including cash-in-hand, advances, pre-paid expenses, preliminary expenses, pre-operative expenses, computers & telecommunication equipment, computer hardware, software and programs, land & buildings, plant & machinery, capital work-in-progress, intangible assets, intangible assets under development, office equipment, furniture and fixtures, vehicles, fixed assets, sundry debtors, cash & bank balances, loans & advances, tax credits (including but not limited to MAT Credit entitlements, MODVAT/ CENVAT, GST/ VAT Credits, etc.), advance tax, deferred tax assets, tax refunds, deposits, buildings, offices, inventories, bills of exchange, peripherals and accessories, receivables, current assets, investments, goodwill, investment in shares, debentures, bonds, mutual funds or any other securities;


(b) all the registrations, permits, quotas, rights, entitlements (including import/ export entitlements), applications, industrial and other licenses (including import/ export licenses, to the extent transferable), software license, domain/ websites, etc., concessions, claims, incentives, subsidies, connectivity, approvals, authorizations, consents, registrations, allotments, contracts, arrangements, tenancies, trademarks, copyrights, all intellectual property rights and licenses thereunder, technical know-how, permits, designs, patterns, inventions, leasehold rights, leases, tenancy rights privileges, all other rights, benefits and entitlements including lease rights (including the

For Annapurna Sales Private Limited



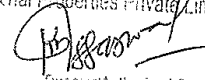
Director / Officer

For Monnet Properties Private Limited



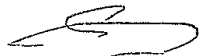
Director / Officer

For Vindhyachal Properties Private Limited



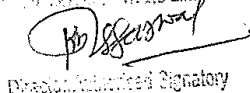
Director / Officer

For Bandhu Builders Private Limited



Director / Officer

For Punushorath Commercial Private Limited



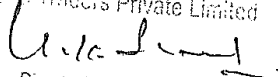
Director / Officer

For Nayan Traders Pvt. Limited



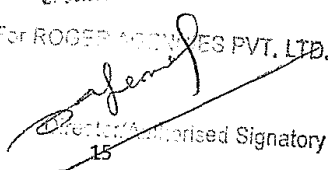
Director / Officer

For Gauri Traders Private Limited



Director / Officer

For ROOP ADVANCES PVT. LTD.



Director / Officer



benefit of any applications made thereof), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections, e-mail connections, communication facilities and installations, utilities, electricity, water and other services, provisions, funds, benefits of all agreements, contracts and arrangements including but not limited to contracts entered into with vendors, customers and service providers, benefits under letter of credit, guarantees, letter of comfort, etc. issued for the benefit of the company, benefits under government schemes, deferred tax benefits and other benefits accruing on account of past expenditure and all such other interests/ benefits;

(c) all books of accounts, registers, returns, documents, letters, records, files, papers, engineering and process information, manuals, data, catalogues, quotations, sales and advertising materials, list of present and former customers and suppliers, customer credit information, customer pricing information and all other records pertaining to business.

(the aforementioned from (a) to (c) hereinafter collectively referred to as the "**Assets**");

(d) and all the outstanding, advances received, dues, debts, secured and unsecured loans, liabilities (including tax liabilities), responsibilities, obligations, duties of the Transferor Companies (hereinafter referred to as "**Liabilities**");

2. **DATE OF TAKING EFFECT AND OPERATIVE DATE**

The Scheme set out herein in its present form or with any modifications and amendments made under Clause 17 of the Scheme shall be effective from the Appointed Date for amalgamation of the Transferor Companies into the Transferee Company, but shall be operative from the Effective Date.

For Annapurna Sales Private Limited

For Monnet Properties Private Limited

For Vindhyachal Properties Private Limited

3. SHARE CAPITAL

The Authorised, issued, subscribed and paid up share capital of the Transferor Companies and of Transferee Company are as stated below:

COMPANIES	AUTHORIZED SHARE CAPITAL	ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL
Annapurna Sales Private Limited (Transferor Company No.1)	Rs.4,00,000/- (Rupees Four Lakh only) divided into 40,000 Equity Shares of Rs.10/- each	Rs.4,00,000/- (Rupees Four Lakh only) divided into 40,000 Equity Shares of Rs.10/- each
Bandhu Builders Private Limited (Transferor Company No.2)	Rs.2,00,000/- (Rupees Two Lakh only) divided into 20,000 Equity Shares of Rs.10/- each	Rs.1,40,000/- (Rupees One Lakh Forty Thousand only) divided into 14,000 Equity Shares of Rs.10/- each
Gargi Traders Private Limited (Transferor Company No.3)	Rs.3,51,00,000/- (Rupees Three Crore Fifty One Lakh only) divided into 35,10,000 Equity Shares of Rs.10/- each	Rs.12,16,600/- (Rupees Twelve Lakh Sixteen Thousand Six Hundred only) divided into 1,21,660 Equity Shares of Rs.10/- each
Monnet Properties Private Limited (Transferor Company No.4)	Rs.35,00,000/- (Rupees Thirty Five Lakh only) divided into 3,50,000 Equity Shares of Rs.10/- each	Rs.33,00,000/- (Rupees Thirty Three Lakh only) divided into 3,30,000 Equity Shares of Rs.10/- each

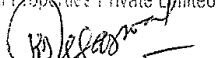
For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

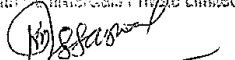
For Vindhvachal Properties Private Limited


Director/Officer

For Bandhu Builders Private Limited


Director / Officer


For Purusharth Commercial Private Limited


Director/Officer

For Nayan Traders Private Limited


Director/Officer

For Gargi Traders Private Limited


Director/Officer

For ROGER AGENCIES PVT. LTD.


Director/Officer

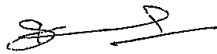


Purusharath Commercials Private Limited (Transferor Company No.5)	Rs.10,00,000/- (Rupees Ten Lakh only) divided into 1,00,000 Equity Shares of Rs.10/- each	Rs.8,09,700/- (Rupees Eight Lakh Nine Thousand Seven Hundred only) divided into 80,970 Equity Shares of Rs.10/- each
Roger Agencies Private Limited (Transferor Company No.6)	Rs.7,00,000/- (Rupees Seven Lakh only) divided into 70,000 Equity Shares of Rs.10/- each	Rs.4,25,000/- (Rupees Four Lakh Twenty Five Thousand only) divided into 42,500 Equity Shares of Rs.10/- each
Vindhyachal Properties Private Limited (Transferor Company No.7)	Rs.15,00,000/- (Rupees Fifteen Lakh only) divided into 1,50,000 Equity Shares of Rs.10/- each	Rs.13,75,000/- (Rupees Thirteen Lakh Seventy Five Thousand only) divided into 1,37,500 Equity Shares of Rs.10/- each
Nayan Traders Private Limited (Transferee Company)	Rs.3,25,00,000/- (Rupees Three Crore Twenty Five Lakh only) divided into 32,50,000 Equity Shares of Rs.10/- each	Rs.1,60,960/- (Rupees One Lakh Sixty Thousand Nine Hundred Sixty only) divided into 16,096 Equity Shares of Rs.10/- each

PART-2 TRANSFER OF UNDERTAKING

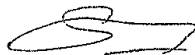
- 4.1 Upon coming into effect of this Scheme, with effect from the Appointed Date, the Undertaking of the Transferor Companies including its Assets shall pursuant to the provisions of Applicable Law, without any further act or deed, stand transferred to and be vested, as a going concern, into the Transferee Company together with all the interest of Transferor Companies therein including its Assets, subject however, to all charges,

For Annapurna Sales Private Limited



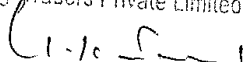
Director / Officer

For Bandhu Builders Private Limited



Director / Officer

For Gargi Traders Private Limited



For Monnet Properties Private Limited



Director / Officer

For Purusharath Commercials Private Limited



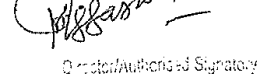
Director / Officer

For ROGER AGENCIES PVT. LTD.



Director / Officer

For Vindhyachal Properties Private Limited



Director / Officer

For Nayan Traders Pvt. Limited



Director / Officer



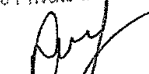
liens, mortgages and encumbrances, if any, affecting the Assets or any part thereof, on compliance of requisite formalities.

- 4.2 Upon coming into effect of this Scheme, with effect from the Appointed date, all the Liabilities of the Transferor Companies shall also stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company on a going concern basis, without any further act or deed pursuant so as to become the liabilities, debts, duties, obligations, dues, loans and responsibilities of the Transferee Company on the same terms and conditions as was applicable to the Transferor Companies.
- 4.3 It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which any Assets or Liabilities have arisen in order to give effect to the provisions of the Scheme.
- 4.4 Without prejudice to the generality of clause 4.1 of this Scheme, in respect of such of the Assets of the Transferor Companies, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by physical delivery or by paying over or by endorsement and delivery or otherwise, the same shall be so transferred by the Transferor Companies to the Transferee Company, without requiring any further deed or instrument of conveyance for transfer of the same, and shall become property of the Transferee Company as an integral part of the assets of the Transferee Company, with effect from the Appointed Date.
- 4.5 In respect of such of the Assets of the Transferor Companies other than those referred to in sub-clause 4.4 above, the same shall, as more particularly provided in clause 4.1 above, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company.

For Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

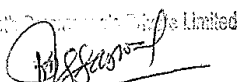
For Vindhyaesh Properties Private Limited


Director/Authorised Signatory

For Bandhu Builders Private Limited


Director / Officer

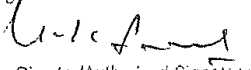
For Purnachand Properties Private Limited


Director/Authorised Signatory


For Nayan Traders Private Limited


Director / Officer

For Gargi Traders Private Limited


Director/Authorised Signatory

For ROGER AGENCIES PVT. LTD.


Director/Authorised Signatory



- 4.6 With effect from the Appointed Date, all inter-party transactions between the Transferor Companies and the Transferee Company shall be considered intra-party transactions for all purposes from the Appointed Date.
- 4.7 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.
- 4.8 All existing securities, mortgages, charges, liens or other encumbrances, if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the properties and other assets comprised in the Undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such securities, mortgages, charges, liens or other encumbrances secured or relate to liabilities of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such securities, mortgages, charges, liens or encumbrances shall not relate or attach to any of the other assets of the Transferee Company, provided however that no encumbrances shall have been created by the Transferor Companies over its assets after the date of filing of the Scheme, without the prior written consent of the Board of Directors of the Transferee Company, except for those done in the normal course of business.

For Annapurna Sales Private Limited


 Director / Officer

For Monnet Properties Private Limited


 Director / Officer

For Vinhyachal Properties Private Limited


 Director/Authorised Signatory

For Bandhu Builders Private Limited


 Director / Officer

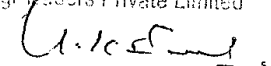
For Purusharath Commercials Private Limited


 Director/Authorised Signatory

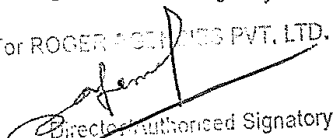
For Nayan Traders Pvt. Limited


 Director/Officer

For Gargi Traders Private Limited


 Director/Authorised Signatory

For ROGER POLYNES PVT. LTD.


 Director/Authorised Signatory


- 4.9 The existing encumbrances over the properties and other assets of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.
- 4.10 It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.
- 4.11 With effect from the Appointed Date, all statutory and other licenses, registrations, incentives, tax deferrals and benefits, carry-forward of losses, tax credits, tax refunds, MAT credit entitlement, subsidies, concessions, grants, rights, claims, leases, tenancy rights, connectivity, permissions, approvals or consents to carry on the operations whether in India or outside India and whether issued by statutory and other authorities in India or outside India, of the Transferor Companies, special status and other benefits and privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies whether before or after the Appointed Date shall stand vested in or transferred to the Transferee Company, pursuant to the Scheme, without any further act or deed and shall remain valid, effective and enforceable on the same terms and conditions and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the Undertaking of the Transferor Companies pursuant to this Scheme. The benefit of all such statutory and regulatory permissions, licenses, environmental approvals and consents, sales tax registrations or other licenses and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.


For Annapurna Sales Private Limited


 Director / Officer

For Monnet Properties Private Limited


 Director / Officer

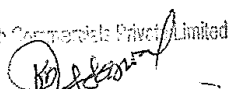
For Vinodhyachol Properties Private Limited


 Director/Authorised Signatory

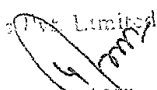
For Bandhu Builders Private Limited


 Director / Officer

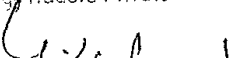
For Purusharth Commercial Private Limited


 Director/Authorised Signatory

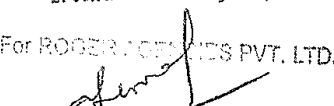
For Nayan Traders Private Limited


 Director/Officer

For Gargi Traders Private Limited


 Director/Authorised Signatory

For ROGER AGENCIES PVT. LTD.


 Director/Authorised Signatory


4.12 All the Assets acquired by or belonging to the Transferor Companies and all the Liabilities incurred by the Transferor Companies after the Appointed Date and prior to the Effective Date shall also stand transferred to and vested in the Transferee Company in the same manner as specified in clause 4.1 and 4.2 upon the coming into effect of the Scheme.

4.13 All Liabilities and obligations arising out of guarantees executed by the Transferor Companies relating to the Undertaking of the Transferor Companies in favour of third party shall become liability/ obligation of the Transferee Company which it undertakes to meet, discharge and satisfy.

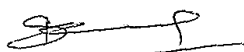
5 CONTRACTS, DEEDS, ETC.

5.1 Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement, license, permit, registration, approval or any other agreement or instrument, but subject to the other provisions contained in this Scheme:

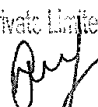
(i) All contracts, deeds, bonds, agreements, licenses, permits, registrations, approvals and other instruments of whatsoever nature subsisting or having effect on the Effective Date to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible, shall be in full force and effect against or in favour of the Transferee Company as if the Transferee Company had been a party thereto.

(ii) All rights, approvals, registrations and licenses relating to copyrights, trademarks, know-how, designs, logos and items of such nature and any rights, title or interest in intellectual property rights in relation to the Transferor Companies, to which the Transferor Companies may be entitled to or eligible, shall be deemed to continue in full force and effect, on or against or in favour of the Transferee Company as the case may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obliged thereto.


For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

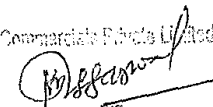
For Vadhyaachal Properties Private Limited


Director / Officer

For Bandhu Builders Private Limited


Director / Officer

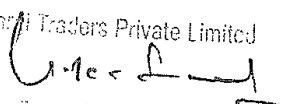
For Purushoth Commercial Private Limited


Director / Officer

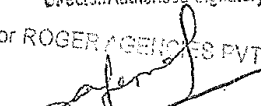
For Nayan Traders Private Limited


Director / Officer

For Ganesh Traders Private Limited


Director / Officer

For ROGER AGENCIES PVT. LTD.


Director / Officer



5.2 The Transferee Company shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, deeds, or confirmations, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of the Scheme.

5.3 All cheques and other negotiable instruments and payment orders received in the name of Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company. Similarly, the banker of the Transferee Company shall honour cheques issued by the Transferor Companies for payment on or after the Appointed Date and presented after the Effective Date.

5.4 The transfer of the Undertaking of the Transferor Companies under clause 4 and the continuance of the proceedings by or against the Transferee Company under clause 6 hereof shall not affect any transaction or proceedings already concluded by the Transferor Companies on or after the Appointed Date to the end and intent that the Transferee Company shall accept and adopt all such acts, deeds and things as done and executed on behalf of itself.

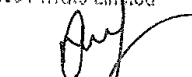
6 LEGAL PROCEEDINGS

6.1 Upon the Scheme becoming effective, all legal proceedings, if any, then pending by or against the Transferor Companies, including those arising on account of taxation laws and other allied laws shall thereafter be continued by or against the Transferee Company in the same manner.

For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

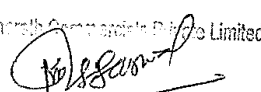
For Vindhyaachal Properties Private Limited


Director/Authorised Signatory

For Bandhu Builders Private Limited


Director / Officer

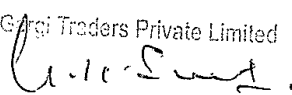
For Panchsathi Commercial Developers Limited


Director/Authorised Signatory

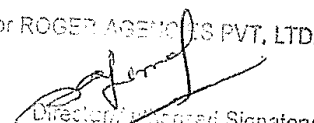
For Nayan Traders Pvt. Limited


Director/Officer

For Gargi Traders Private Limited


Director/Authorised Signatory

For ROGER AGENCIES PVT. LTD.


Director/Authorised Signatory



6.2 The transfer and vesting of the Undertaking of the Transferor Companies under clause 4 thereof and the continuance of the proceedings by or against the Transferee Company shall not affect any contracts or proceedings already concluded by Transferor Companies on and after the Appointed Date to the end and intent that the Transferee Company accepts on behalf of itself, all acts, deeds and things done and executed by the Transferor Companies.

7 **TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE**
On and with effect from the Appointed Date and upto and including the Effective Date:

7.1 The Transferor Companies shall be deemed to have been carrying on its businesses and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all the Undertaking of the Transferor Companies for and on account of and in trust for Transferee Company and shall account for the same to the Transferee Company.

7.2 All the profits or incomes accruing or arising to Transferor Companies or expenditure or losses arising or incurred by Transferor Companies, including effect of taxes thereon, if any, shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or expenditure or losses, as the case may be, of the Transferee Company.

7.3 The Transferor Companies shall, from the Appointed Date and upto and including the Effective Date, carry on its businesses and activities with reasonable diligence and utmost business prudence.

8 **DISSOLUTION OF THE TRANSFEROR COMPANIES**

Upon the Scheme becoming effective, the Transferor Companies shall stand dissolved without being wound up.

For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

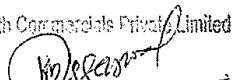
For Moolji Patel Properties Private Limited


Director/Authorised Signatory

For Bandhu Builders Private Limited


Director / Officer

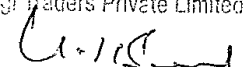
For Punisharath Commercial Private Limited


Director/Authorised Signatory

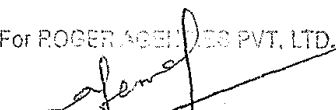
For Nayan Traders Private Limited


Director/Officer

For Gargi Traders Private Limited


Director/Authorised Signatory

For ROGER AGENCIES PVT. LTD.


Director/Authorised Signatory



9 STAFF, WORKMEN AND EMPLOYEES OF THE TRANSFEROR COMPANIES

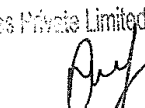
9.1 On the Scheme becoming effective, the Employees, if any, of the Transferor Companies on the Effective Date shall be deemed to have become the employees of the Transferee Company and their employment with the Transferee Company shall be on the following terms and conditions:

- (i) The terms and conditions of service (cost to company basis) applicable to the Employees shall not be less favorable than those applicable to them as on the Effective Date.
- (ii) The services of such Employees shall not be treated as having being broken or interrupted for the purpose of provident fund, gratuity, and superannuation fund or otherwise and for all purposes will be reckoned from the date of their respective appointments with the Transferor Companies.
- (iii) The Transferee Company undertakes to continue to abide by the agreement/ settlement if any entered into by the Transferor Companies with any Employee of any of the Transferor Companies which is in force as on the Effective Date.
- (iv) The existing benefits such as provident fund, gratuity, and any other benefits, including employee's welfare trust, if any, created by the Transferor Companies for their employees shall be transferred to the Transferee Company. The Transferor Companies shall take all steps necessary for the transfer, where applicable, of the provident fund, gratuity fund, and/ or schemes and trusts including employee welfare trust, pursuant to the Scheme, to the Transferee Company. All obligations of the Transferor Companies with regard to the said fund or funds as defined in the respective trust deed and rules shall be taken over by Transferee Company and intent that all rights, duties, powers and obligations of the Transferor Companies in relation to such


For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

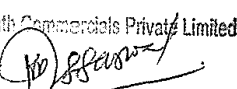
For Vachhanchal Properties Private Limited


Director / Officer


For Bandhu Builders Private Limited


Director / Officer

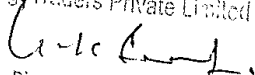
For Purusharath Commercial Private Limited


Director / Officer


For Nayan Traders Pvt. Limited


Director / Officer

For Gargi Traders Private Limited


Director / Officer

For ROGER AGENCIES PVT. LTD.


Director / Officer



fund or funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in the Transferor Companies under such funds or trusts shall be fully protected, subject to the provisions of the law for the time being in force. It is clarified that the services of the staff, workmen and employees of Transferor Companies will be treated as having been continuous for the purpose of the said fund or funds.

- (v) The provident fund, gratuity fund, and superannuation fund dues, if any, of the Employees of the Transferor Companies subject to the necessary approvals and permissions and at the discretion of the Transferee Company either be continued as a separate fund of the Transferee Company for the benefit of the employees or be transferred to and merged with the similar funds of the Transferee Company. The Transferee Company shall continue to make contributions into the provident fund accounts of employees maintained under the registration of the Transferor Companies, till such time the accounts are transferred under the registration of the Transferee Company. The Transferee Company shall also continue to make contributions to the gratuity fund and superannuation fund maintained by the Transferor Companies till the date of completion of the transition.

10 CONDUCT OF BUSINESS BY TRANSFEROR COMPANIES & TRANSFEE COMPANY

10.1 From the Appointed date until the Effective Date, the Transferor Companies:

- a) Shall stand possessed of all its assets and properties referred to in Clause 4 above, in trust for the Transferee Company.

- b) Shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee

and all costs, charges and expenses or loss arising or incurring by the Transferor Companies on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

10.2 Till times, the names of the Bank Accounts of the Transferor Companies would be replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the banks accounts of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary.

10.3 Notwithstanding anything contained in sub-clause "10.1" and "10.2" above, the Transferor Companies as well as the Transferee Company shall be free to conduct their respective businesses.

11 ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEE COMPANY

11.1 Upon the Scheme becoming effective, the Transferee Company shall abide by the Accounting Standard 14 issued by the Institute of Chartered Accountants of India.

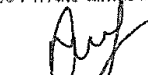
11.2 All the Assets and Liabilities as on the Appointed Date, recorded in the books of the Transferor Companies shall be recorded by Transferee Company at their respective book values as appearing in the books of the Transferor Companies.

11.3 The identity of the reserves of the Transferor Companies, if any, to the extent possible shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form, in which they appeared in the financial statements of the Transferor Companies, prior to this Scheme becoming effective. Accordingly, prior to this Scheme becoming effective, if there is any reserve (including retained earnings and free reserves, or by whatsoever name called) in the financial


For Annapurna Sales Private Limited


Director / Officer

For Moonst Properties Private Limited


Director / Officer

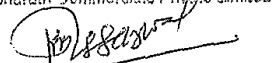
For Vindhya Properties Private Limited


Director/Officer

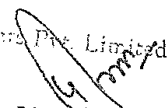
For Bandhu Builders Private Limited


Director / Officer

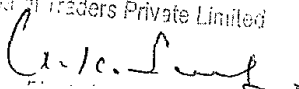
For Purusharath Commercial Private Limited


Director/Officer


For Nayan Traders Private Limited


Director/Officer

For Ganji Traders Private Limited


Director / Officer

For ROGER AGENTS PVT. LTD.


Director/Officer



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statements of the Transferor Companies for the distribution as dividend, the same shall also be available in the financial statements of the Transferee Company for distribution as dividend on and after the Effective Date.

11.4 In case of any differences in accounting policies between the Transferee Company and the Transferor Companies, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position on the basis of consistent accounting policies.

11.5 The amount of any inter-company balances, investments, advances, loans between the Transferor Companies inter-se and/or Transferee Company, shall stand cancelled in the books of accounts of the respective companies without any further act or deed, upon the Scheme coming into effect and the amount so cancelled shall not be recorded herein the books of accounts of the Transferee Company.

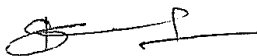
12. CONSIDERATION

12.1 With effect from the Effective Date and subject to the provisions of clause 12.4 below, in consideration of the transfer of the Undertakings by the Transferor Companies to the Transferee Company in terms of this Scheme, the Transferee Company shall without any further act, application, instrument or deed, issue and allot to the members of the Transferor Companies holding fully paid up shares in the Transferor Companies and whose name appears in the register of members of the Transferor Companies on the Record Date, the equity share(s) in the following ratio:

a) 141.39 Equity Shares of Rs. 10/- credited as fully paid-up, for every 100 Equity Share of Rs. 10/- each held in Transferor Company No.1.

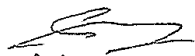
b) 67.35 Equity Shares of Rs. 10/- credited as fully paid-up, for every 100 Equity Share of Rs. 10/- each held in Transferor Company No.2.

For Annapurna Sales Private Limited



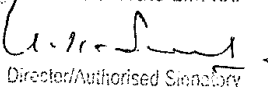
Director / Officer

For Bandhu Builders Private Limited



Director / Officer

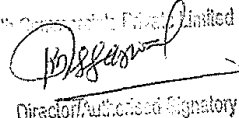
For Gargi Traders Private Limited


Director/Authorised Signatory

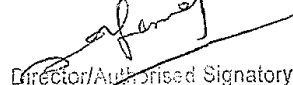
For Monnet Properties Private Limited


Director / Officer

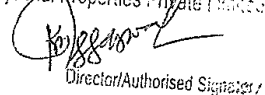
For Parushram's Commercial Private Limited


Director/Authorised Signatory

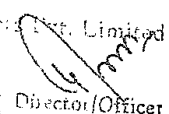
For ROGER AGENCIES PVT. LTD.


Director/Authorised Signatory

For Vindhyaachal Properties Private Limited


Director/Authorised Signatory

For Nayan Tenders Pvt. Limited


Director/Officer

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- c) 312.15 Equity Shares of Rs. 10/- credited as fully paid-up, for every 100 Equity Share of Rs. 10/- each held in Transferor Company No.3.
- d) 26.97 Equity Shares of Rs. 10/- credited as fully paid-up, for every 100 Equity Share of Rs. 10/- each held in Transferor Company No.4.
- e) 11.45 Equity Shares of Rs. 10/- credited as fully paid-up, for every 100 Equity Share of Rs. 10/- each held in Transferor Company No.5.
- f) 17.75 Equity Shares of Rs. 10/- credited as fully paid-up, for every

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12.4 Upon the coming into effect of this Scheme, all the equity shares of the Transferor Companies shall automatically stand cancelled.

13. PROFITS AND DIVIDENDS

13.1 The Transferor Companies and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date.

13.2 The shareholders of the Transferor Companies and the Transferee Company shall, save as expressly provided otherwise in this scheme, continue to enjoy their existing rights under their respective Articles of Association including the right to receive dividends.

13.3 For the avoidance of doubt, it is hereby clarified that nothing in this Scheme shall prevent Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders as on the record date for the purpose of dividend.

13.4 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Transferor Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of Directors of the Transferor Companies and the Transferee Company respective, and subject to the approval, if required, of the shareholders of the Transferor Companies and the Transferee Company respectively.

14. COMBINATION OF AUTHORISED SHARE CAPITAL

14.1 The Authorised Share Capital of the Transferor Companies will get merged to form new Authorised Share Capital of the Transferee Company. Accordingly, the Authorised Share Capital of the Transferee Company shall stand increased to that extent without payment of any fees or charges to


For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

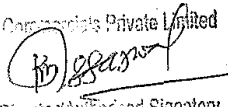
For Mindhyache Properties Private Limited


Director/Officer

For Bandhu Butlers Private Limited


Director / Officer

For Puncharadh Commercial Private Limited


Director/Officer

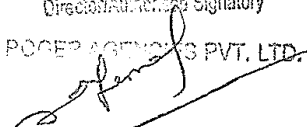
For Nayan Traders Private Limited


Director/Officer

For Traders Private Limited


Director/Officer

For POCEP AGENCIES PVT. LTD.


Director/Officer



the Registrar of Companies, NCT of Delhi & Haryana and/to any other Government Authority and the Memorandum of Association of the Transferee Company shall without any further act, instrument or deed be and stand altered, modified and amended pursuant to the applicable provisions of the Act. Clause V of the Memorandum of Association of the Transferee Company shall read as under:

- "The Authorised Share Capital of the Company is Rs. 7,49,00,000/- (Rupees Seven Crore Forty Nine Lakhs only) divided into 74,90,000 (Seventy Four Lakh Ninety Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each."

14.1 The Transferee Company shall increase / modify / reclassify its Authorised Share Capital for implementing the terms of this scheme, to the extent necessary.

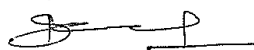
14.2 On this Scheme becoming effective, the shareholders of the Transferee Company shall be deemed to have also accorded their approval to the alteration of the Memorandum and Articles of the Transferee Company as may be required under the Act.

15 VALIDITY OF EXISTING RESOLUTIONS ETC.

15.1 Upon the coming into effect of the Scheme, the resolutions of the Transferor Companies as are considered necessary by the Board of Directors of the Transferee Company which validly subsisting be considered as resolutions of the Transferee Company.

15.2 If any such resolutions have any monetary or other limits approved under the provisions of the Act or of any applicable statutory provisions, then the said limits, as are considered necessary by the Board of directors of the Transferee Company, shall be added to the limits, if any, imposed under the like provisions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

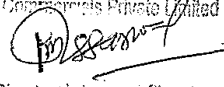
For Vindhya Properties Private Limited

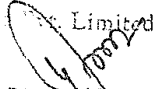
Director/Authorised Signatory

For Bandhu Builders Private Limited

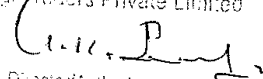

Director / Officer

For Purusharth Commercial Private Limited


Director/Authorised Signatory

For Nayan Trade Pvt. Limited

Director/Officer

For Gargi Traders Private Limited


Director/Authorised Signatory

For ROGER AGENCIES PVT. LTD.


Director/Authorised Signatory



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PART-3

GENERAL TERMS AND CONDITIONS

16 CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- (i) The approval by the requisite majorities of the members and creditors (where applicable) of the Transferee Company and the Transferor Companies as required under Applicable Law or as directed by the Central Government/National Company Law Tribunal, as the case may be.
- (ii) This Scheme being sanctioned by the Central Government/ National Company Law Tribunal, as the case may be, under section 233 and other applicable provisions of the Act, if any.
- (iii) The certified/authenticated copies of orders of Central Government /National Company Law Tribunal as the case may be, sanctioning the Scheme being filed with the concerned Registrar of Companies, along with relevant forms prescribed in this regard.

17 MODIFICATION OF THE SCHEME

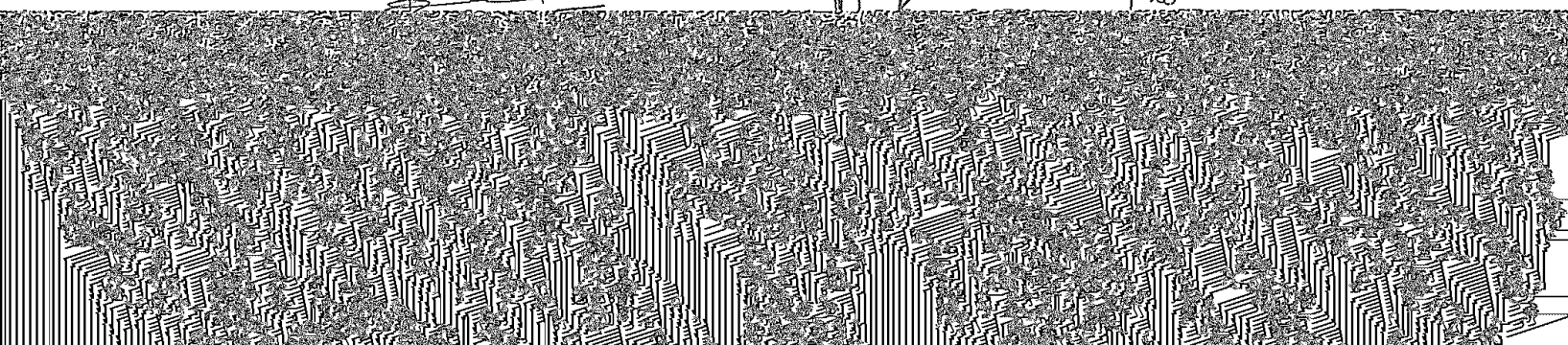
17.1 The Transferor Companies and the Transferee Company (by their respective Board of Directors) may assent on behalf of all concerned to any modification(s) or amendments in this Scheme which Central Government/National Company Law Tribunal may deem fit to direct or imposed.

17.2 The Transferor Companies and the Transferee Company (by their respective Board of Directors) either by themselves or through a committee appointed by them in this behalf and after the dissolution of the Transferor Companies, the Transferee Company (by its Board of Directors) be and is hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect

For Annapurna Sales Private Limited

For Manoj Properties Private Limited

For Vindhyachal Properties Private Limited



to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders or directives of the Central Government/National Company Law Tribunal as the case may be, or of statutory authorities or of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

17.3 The Transferor Companies (by its Board of Directors) and the Transferee Company (by its Board of Directors), either by themselves or through a committee appointed by them in this behalf, may give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter connected therewith or to review the position relating to the satisfaction of various conditions to the Scheme and if necessary, to waive any of those (to the extent permissible under law).

17.4 In the event of any of the conditions that may be imposed by the Central Government/National Company Law Tribunal, while sanctioning the Scheme, which the Board of Directors of the Transferor Companies and the Transferee Company may find unacceptable for any reason, then the Transferor Companies and the Transferee Company are at liberty to withdraw the Scheme.

18 EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the approvals or conditions enumerated in the Scheme not being obtained or complied, or for any other reasons, the Scheme cannot be implemented, the respective Board of Directors of the Transferor Companies and the Transferee Company shall mutually waive/modify such conditions as they consider appropriate to give effect, as far as possible, to the Scheme. In case the Scheme is not sanctioned by Central Government /National Company Law Tribunal, as the case may be, by such date as may be mutually agreed by the Board of Directors of the Transferee Company and the Transferor Companies, the Scheme shall

For Annapurna Sales Private Limited



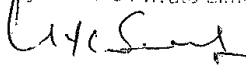
Director / Officer

For Bandhu Butlers Private Limited



Director / Officer

For Gajji Traders Private Limited



Director/Authorised Signatory

For Monnal Properties Private Limited



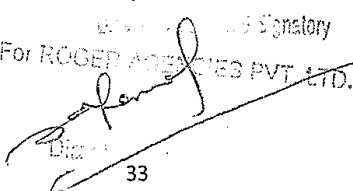
Director / Officer

For Pruthi Properties Private Limited



Director / Officer

For ROGER AGENCIES PVT. LTD.




33

For Vindhya Properties Private Limited



Director/Authorised Signatory

For Nayan Traders Private Limited



Director / Officer



become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

19 COSTS CHARGES AND EXPENSES CONNECTED WITH THE SCHEME

All costs, charges, taxes including duties, levies and all other expenses (including the stamp duty and/or transfer charges if any, applicable in relation to the Scheme), if any, (save as expressly otherwise agreed) of the Transferee Company and the Transferor Companies respectively in relation to or in connection with negotiations leading upto the Scheme and/or carrying out and completing the terms and provisions of this Scheme and of any matter incidental to the completion of amalgamation in pursuance of this Scheme shall be borne and paid by the Transferee Company.

20 DIRECTORS OF THE TRANSFEROR COMPANIES

That the Directors of Transferor Companies shall cease to hold office as Directors thereof with effect from the Effective date and consequently, the Board of Transferor Companies shall stand dissolved.

21 SEVERABILITY

If any part of the Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Companies and the Transferee Company, affect the validity or implementation of the other parts and/or provisions of the Scheme.


For Annapurna Sales Private Limited


Director / Officer

For Monnet Properties Private Limited


Director / Officer

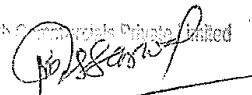
For Vindhyaachal Properties Private Limited


Director/Authorised Signatory

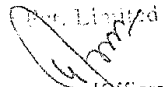
For Bandhu Butlers Private Limited


Director / Officer

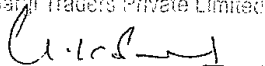
For Purusharth Commercial Private Limited


Director/Authorised Signatory

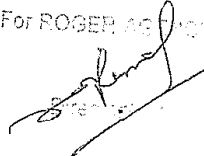
For Nayan Properties Private Limited


Director / Officer

For Gargi Traders Private Limited


Director/Authorised Signatory

For ROGER AGENCIES PVT. LTD.


Director/Authorised Signatory



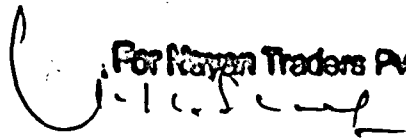
मुक्तार सिंह / Muktar Singh
संयुक्त निदेशक / Joint Director
कार्पोरेट कार्य मंत्रालय / Ministry of Corporate Affairs
कार्यालय प्रादेशिक निदेशक (उत्तर)
Office of Regional Director (NR)
भारत सरकार, नई दिल्ली / Govt. of India, New Delhi



Annexure F

Details of Post merger shareholding of shareholders holding shares in Monnet Properties Private Limited now in "NAYAN TRADERS PRIVATE LIMITED"

<u>Name of Shareholders</u>	<u>Number of Shares with voting rights</u>	<u>% of voting rights</u>
Sandeep Jajodia & Sons (HUF)	69,493	11.14
Cecil Webber Engineering Limited	19,390	3.11
Kamdhenu Enterprises Limited	1,00,663	16.14
Pavitra Commercials Limited	42,779	6.86
Trustwell Holdings Limited	2,694	0.43
Total	1,65,526	37.68


For Nayan Traders Pvt. Limited
Director/Officer

(Annexure G)

Phone : 2332 5703

NAYAN TRADERS PRIVATE LIMITED

CIN : U51909DL1997PTC137852

REGD. OFF. : H-108, CONNAUGHT CIRCUS, NEW DELHI-110 001

August 25th, 2021

Dy. General Manager-Deptt. of Corp. Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400001

The Secretary
The Calcutta Stock Exchange Assn. Ltd.
7, Lyons Range,
Kolkata-700001

SUB: Disclosure pursuant to Regulation 29(2) of SEBI (SAST) Regulations, 2011

Dear Sir(s),

This is to inform that pursuant to the scheme of Amalgamation, as approved by the Regional Director (NR), New Delhi, vide his Order dated 23rd June, 2021, "Monnet Properties Private Limited" (MPPL) one of the promoter Group Company of Monind Limited (Formerly known as Monnet Industries Limited) has got amalgamated with our Company i.e. Nayan Traders Private Limited ("NTPL"). Accordingly, the shares which were earlier in the name of MPPL are now being transferred in the name of NTPL and NTPL has become the new promoter Group Company w.e.f. 25th August, 2021.

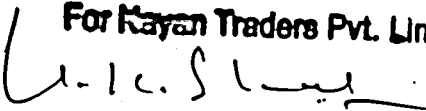
In this regards, please find enclosed herewith the disclosure as required under Regulation 29(2) of SEBI (SAST) Regulations, 2011 in respect of acquisition of stake by NTPL in Monind Limited (Formerly known as Monnet Industries Limited) by 'Scheme of Amalgamation'.

Please take the same on record and acknowledge the receipt.

Yours faithfully,

Thanking you,
For and behalf of Nayan Traders Private Limited

For Nayan Traders Pvt. Limited


UMESH KUMAR SHUKLA, ~~Director/Officer~~
Director
(DIN: 00180433)

Place: New Delhi

Encl: as above

C.C.: The Company Secretary/ Directors and Audit Committee, MONIND LIMITED (Formerly Known as Monnet Industries Limited)
Monnet House, 11, Masjid Moth, Greater Kailash, Part-II, New Delhi-110048

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)	MONIND LIMITED (Formerly known as Monnet Industries Limited)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Promoter: NAYAN TRADERS PRIVATE LIMITED PAC : enclosed as Annexure I		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited Calcutta Stock Exchange Ltd.		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total(a+b+c+d)	Nil	Nil	Nil
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	8,700	0.24%	0.24%
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC(specify holding in each category)acquired/sold	Nil	Nil	Ni
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total(a+b+c+d)	8,700	0.24%	0.24%

For Nayan Traders Pvt. Limited

[Handwritten Signature]

Director/Officer

After the acquisition / sale, holding of:			
a) Shares carrying voting rights acquired	8,700	0.24%	0.24%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	8,700	0.24%	0.24%
Mode of acquisition / sale (e.g. openmarket / off-market / public issue / rights issue / preferential allotment / inter-set transfer etc).	In pursuance to scheme of amalgamation sanctioned by the Regional Director (NR), New Delhi vide his Order dated 23 rd June, 2021		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	25/08/2021		
Equity share capital / total voting capital of the	36 81 262 equity shares of the face value		

NAYAN TRADERS PRIVATE LIMITED

CIN : U51909DL1997PTC137852

REGD. OFF. : H-108, CONNAUGHT CIRCUS, NEW DELHI-110 001

August 25th, 2021

Dy. General Manager-Deptt. of Corp. Services
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street,
MUMBAI-400001

The Secretary
The Calcutta Stock Exchange Assn. Ltd.
7, Lyons Range,
Kolkata-700001

SUB: Disclosure pursuant to Regulation 29(2) of SEBI (SAST) Regulations, 2011 (on behalf of "Monnet Properties Private Limited" (MPPL), being amalgamating company)

Dear Sir(s),

This is to inform that pursuant to the scheme of Amalgamation, as approved by the Regional Director(NR), New Delhi vide his Order dated 23rd June, 2021, "Monnet Properties Private Limited" (MPPL), one of the promoter Group Company of Monind Limited (Formerly known as Monnet Industries Limited) has got amalgamated with Nayan Traders Private Limited ("NTPL"). Accordingly, the shares which were earlier in the name of MPPL are now being transferred in the name of NTPL and NTPL has become the new promoter Group Company w.e.f. 25th August, 2021.

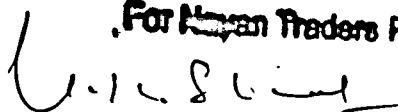
In this regards, please find enclosed herewith the disclosure as required under Regulation 29(2) of SEBI (SAST) Regulations, 2011 in respect of disposal of stake by MPPL in Monind Limited (Formerly known as Monnet Industries Limited).

Please take the same on record and acknowledge the receipt.

Yours faithfully,

Thanking you,

For and behalf of Monnet Properties Private Limited


UMESH KUMAR SHUKLA
DIRECTOR (DIN: 00180433) OF ~~Director/Officer~~
NAYAN TRADERS PRIVATE LIMITED

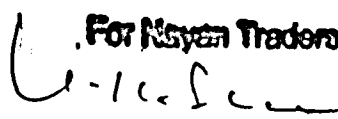
Place: New Delhi

Enclosure: as above

C.C.: The Company Secretary/ Directors and Audit Committee, MONIND LIMITED (Formerly Known as Monnet Industries Limited)
Monnet House, 11, Masjid Moth, Greater Kailash, Part-II, New Delhi-110048

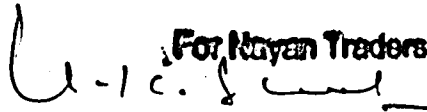
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	MONIND LIMITED (Formerly known as Monnet Industries Limited)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Promoter: Nayan Traders Private Limited PAC : enclosed as Annexure I		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited Calcutta Stock Exchange Ltd.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	8,700	0.24%	0.24%
b) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	8,700	0.24%	0.24%
Details of acquisition / sale			
a) Shares carrying voting rights acquired / sold	8,700	0.24%	0.24%
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Ni
d) Shares encumbered / invoked / released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	8,700	0.24%	0.24%


For Nayan Traders Pvt. Limited
Director/Officer

After the acquisition-/ sale, holdingof:			
a) Shares carrying voting rights acquired	Nil	Nil	Nil
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Mode of acquisition / sale (e.g. openmarket / off-market / public issue / rights issue / preferential allotment / inter-setransfer etc).		In pursuance to scheme of amalgamation sanctioned by the Regional Director (NR), New Delhi vide his Order dated 23 rd June, 2021	
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable		25/08/2021	
Equity share capital/total voting capital of the TC before the said acquisition/sale		36,81,262 equity shares of the face value of Rs. 10/- each.	
Equity share capital/ total voting capital of the TC after the said acquisition / sale		36,81,262 equity shares of the face value of Rs. 10/- each.	
Total diluted share/voting capital of the TC after the said acquisition		36,81,262 equity shares of the face value of Rs. 10/- each.	

For and behalf of Monnet Properties Private Limited


For Nayan Traders Pvt. Limited
UMESH KUMAR SHUKLA
DIRECTOR (DIN: 00180433) OF , Director/Officer
NAYAN TRADERS PRIVATE LIMITED

Place: New Delhi

Date: 25/08/2021

Persons Acting in Concert

Name(s) of the Person(s) Acting in Concert (PAC) with the acquirer	Whether the person belongs to Promoter / Promoter group
Pavitra Commercials Ltd.	Promoter
Kamdhenu Enterprises Ltd.	Promoter
Paras Traders Private Ltd.	Promoter
Harshwardhan Leasing Ltd.	Promoter
Monnet International Ltd.	Promoter
CECIL Webber Engineering Limited	
Sandeep Jajodia	Promoter
Sandeep Jajodia and Sons (HUF)	Promoter
Nikunj Jajodia	Promoter group
Nikita Jajodia	Promoter group
Sudha Jajodia	Promoter group