REMI SECURITIES LIMITED

Corporate Identification Number (CIN): U65990MH1973PLC016601
Plot No.11, Cama Industrial Estate, Goregaon (East) Mumbai-400063
Tel: 91 22 40589888 Fax: 91 22 26852335
E-mail: rs_igrd@remigroup.com Website: www.remigroup.com

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF

REMI SECURITIES LIMITED

CONVENED AS PER THE DIRECTIONS OF THE

NATIONAL COMPANY LAW TRIBUNAL

Tribunal convened Meeting of Equity Shareholders of Remi Securities Limited , Transferor Company / Applicant Company No.4

Day :	**Wednesday**
Date :	**August 5, 2026**
Time :	**2.00 P.M. IST**
Mode : by Video-Conferencing / Other Audio-Visual Means (VC/OAVM)	**Video-Conferencing / Other Audio-Visual Means (VC/OAVM)**
Remote e-voting Details	
Commencing on :	**01.08.2026- 9.00 A.M IST**
Ending on :	**04.08.2026 – 5.00 P.M IST**

Documents enclosed :

IN THE NATIONAL COMPANY LAW TRIBUNAL BENCH, AT MUMBAI

IN THE MATTER OF THE COMPANIES ACT, 2013

And

In the matter of

VISHWAKARMA JOB WORKS LIMITED,
the Applicant /Transferor Company No.1

and
K K FINCORP LIMITED,
the Applicant /Transferor Company No.2

and
REMI FINANCE AND INVESTMENT PRIVATE LIMITED,
the Applicant/Transferor Company No. 3

and
REMI SECURITIES LIMITED,
the Applicant Transferor Company No.4

with
BAJRANG FINANCE LIMITED,
the Transferee Company/ Applicant Company No.5

And
In the matter of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

COMPANY SCHEME APPLICATION NO.72 OF 2026

FORM NO. CAA 2

[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]]

REMI SECURITIES LIMITED............... APPLICANT COMPANYNo.4

NOTICE OF THE TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS

Notice is hereby given that by an order dated May 12,2026 , the Mumbai Bench of the National Company Law Tribunal has directed a meeting to be held of Equity shareholders of the Transferor Company /Applicant Company No.4 for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of VISHWAKARMA JOB WORKS LIMITED, the First Transferor Company and K K FINCORP LIMITED, the Second Transferor Company and REMI FINANCE AND INVESTMENT PRIVATE LIMITED, the Third Transferor Company and REMI SECURITIES LIMITED, the Fourth Transferor Company with BAJRANG FINANCE LIMITED, the Transferee Company and their respective shareholders (‘the Scheme’).

In pursuance of the Order and as directed therein, further notice is hereby given that a meeting of the Shareholders of **Remi Securities Limited** will be held on **Wednesday, August 5, 2026 at 2.00 P.M (IST),** (“**Meeting**”) through video-conferencing or other audio-visual means (“**VC / OAVM**”), following the operating procedures (with relevant modifications as may be required) May 5, 2020 read with circulars dated April 8,2020, April 13, 2020, January 13, 2021 and May 5, 2022,December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as MCA Circulars) issued by the Ministry of Corporate Affairs and prescribed Secretarial standard. The Deemed venue of the meeting shall be Plot No.11, Cama Industrial Estate, Goregaon East, Mumbai – 400063.

The members entitled to attend, and vote may vote through remote e-voting or through e-voting facility made available during the Meeting through VC/OAVM. The Company has appointed National Securities Depository Limited ("NSDL") to provide facility for remote e-voting and e-voting during the Meeting, so as to enable the Shareholders of Remi Securities Limited to consider and approve the Scheme by way of the special resolution included in this notice, as well as to enable the Shareholders to attend and participate in the Meeting through VC/OAVM. Accordingly, voting by Shareholders shall be carried out through remote e-voting prior to the Meeting or evoting facility made available during the Meeting, as stated below.

The facility of appointment of proxies by Shareholders will not be available for such Meeting However, a body corporate which is a Shareholder is entitled to appoint a representative for the purposes of participating and/or voting during the Meeting. The remote e-voting shall commence from, **Saturday, August 1, 2026 at 9:00 AM (IST) and end on Tuesday, August 4, 2026 at 5:00 PM (IST).**

Each Shareholder can opt for only one mode of voting i.e., either e-voting at the Meeting or by remote voting. In case of any Shareholder exercising right to vote via both modes, i.e., casting vote by remote e-voting as well as during the Meeting, then remote e-voting shall prevail over voting by the said Shareholder during the Meeting. The vote cast during the Meeting by such a Shareholder shall, in that case, be treated as invalid. Once the vote on the resolution is cast by a Shareholder, the Shareholder will not be allowed to change it subsequently

The Hon'ble Tribunal has appointed Mr. Ravindra K. Pathania, as the Chairperson appointed by Tribunal for the Meeting, and Ms. Shaswati Vaishnav, Practicing Company Secretary, (ACS 11392/PCS 8675) as the Scrutinizer for the Meeting . The Scheme, if approved at the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

The voting rights of Shareholders of the Company for the purpose of remote e-voting or e-voting during the Meeting shall be in proportion to their shareholding in the paid-up share capital of Remi Securities Limited as on **July 3, 2026**

To consider and, if thought fit, approve with or without modification(s), the following special resolution under Section 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company for approval of the arrangement embodied in the Scheme of Amalgamation of VISHWAKARMA JOB WORKS LIMITED, the First Transferor Company and K K FINCORP LIMITED, the Second Transferor Company and REMI FINANCE AND INVESTMENT PRIVATE LIMITED, the Third Transferor Company and REMI SECURITIES LIMITED, the Fourth Transferor Company with BAJRANG FINANCE LIMITED, the Transferee Company and their respective shareholders ('the Scheme').:

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the

Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of VISHWAKARMA JOB WORKS LIMITED, the First Transferor Company and K K FINCORP LIMITED, the Second Transferor Company and REMI FINANCE AND INVESTMENT PRIVATE LIMITED, the Third Transferor Company and REMI SECURITIES LIMITED, the Fourth Transferor Company with BAJRANG FINANCE LIMITED, the Transferee Company and their respective shareholders ('the Scheme') placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

A copy of the explanatory statement under Sections 230 to 232 and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Explanatory Statement"), the Scheme and other accompanying documents are enclosed and form part of the notice.

Copies of the said Scheme and explanatory of the statement under Section 230 as enclosed along with this Notice also can be obtained free of charge at the registered office of the Company or at the office of its advocates M/s Rajesh Shah & Co. between 11:00 AM and 1:00 PM on all days except Saturday, Sunday and public holidays up to the date of the Meeting Building, Office No. 33, 5th Floor, 38, Cawasji Patel Street, Opp. Vardhman Chambers, Fort, Mumbai – 400 001 . Alternatively, Shareholders may request for an electronic / soft copy of the said documents by sending an e-mail to company at rs_igrd@remigroup.com. A copy of the Notice and the accompanying documents are also placed on the website of the Company at www.remigroup.com and on the website of NSDL at www.evoting.nsdl.com

Registered Office: Plot No.11, Cama Industrial Estate, Goregoan (East) Mumbai -400063	Sd/- Ravindra K.Pathania Chairperson appointed by Tribunal for the meeting Date : June 29,2026 Place: Mumbai

Notes for the meeting of the Equity shareholders of the Company :

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold meeting through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, meeting shall be conducted through VC / OAVM .

2. The notice in relation to the Hon'ble Tribunal convened meeting of the shareholders of the Company together with the documents accompanying the same, including the Explanatory Statement and the Scheme (collectively, the "**Notice**") is being sent by email (at the last known e-mail address), to all the equity Shareholders of the Company whose names appear in the Chartered Accountant's certificate certifying the list of equity Shareholders as on July 3, 2026 as had been filed with the Hon'ble Tribunal ("**Shareholders**"). In case the e-mail address of any shareholder is not registered with the Company/RTA , then such Shareholder is requested to contact the Company or RTA (Registrar and Transfer Agent) for registration by sending an email to rs_igrd@remigroup.com OR RTA at investor@bigshareonline.com,.

3. The attendance of the members attending the said meeting through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

4. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling this meeting has been uploaded on the website of the Company at www.remigroup.com. The Notice can also be accessed from the websites of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

5. The Shareholders of the Company are entitled to vote through electronic means, both through remote e-voting prior to the meeting or e-voting during the meeting which will be held through VC/OAVM, as described below. Further, since the meeting will be held through VC/OAVM, physical attendance of shareholders has been dispensed with.

6. The voting by Shareholders through remote e-voting shall commence on **Saturday , August 1, 2026 at 9:00 AM (IST) and end on Tuesday , August 4, 2026 at 5:00 PM (IST).** The remote e-voting module shall be disabled by NSDL thereafter. During this period, shareholders may cast their vote electronically.

7. Shareholders joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through evoting at the Meeting. The shareholders who have cast their vote by remote e-voting prior to the Meeting may also join the Meeting through VC/OACM but shall not be entitled to cast their vote again.

8. The voting rights of Shareholders of the Company for the purpose of remote e-voting prior to the meeting or e-voting during the Meeting shall be in proportion to their shareholding in the paid-up share capital as on July 3, 2026.

9. Since the Meeting is being held through VC/ OAVM, the facility for appointment of proxies by the shareholders will not be available for the Meeting and hence the proxy form and attendance slip are not annexed to this Notice.

10. A body corporate which is a Shareholder of the Company is entitled to appoint an authorized representative for the purpose of participating and / or voting during the meeting held through VC/OAVM. Further, such body corporates are required to send duly scanned certified copy (pdf file) of the relevant resolution/ authority letter to the Scrutinizer at shaswati.vaishnav@gmail.com from their registered e-mail address with copy marked to rs_igrd@remigroup.com, no later than 48 hours before the scheduled time of the Meeting.

11. Shareholders are requested to kindly go through the instructions in the notes below for casting vote through remote e-voting prior to the meeting and e-voting during the meeting, as well as for attending the meeting through VC/OAVM and for registration as speaker (if any shareholder would like to express views / ask questions during the meeting) can register their name along with questions/queries DPID/Folio details .

12. In terms of the provisions of Section 107 of the Companies Act, 2013, since the voting on the resolution as set out in the Notice is being conducted through e-voting (including remote e-voting), the said resolution will not be decided by a show of hands at the meeting.

13. The quorum of the Meeting shall be in terms of the directions contained in the Order / as prescribed in the act/provisions.

14. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Shareholders of the Company if the resolution mentioned above in the Notice has been approved by a majority of persons representing three-fourths in value of the members of the Company, voting through remote e-voting and e-voting facility being made available during the Meeting. Subject to the receipt of requisite number of votes, the resolution, as set forth in the Notice shall be deemed to be passed on the date of the meeting i.e. on August 5 ,2026.

15. The advertisement about convening the Meeting of the Shareholders of the Company will be published in ‘‘Business Standard’ , in English newspaper and a ‘Navshakti’ in marathi news paper.

16. The Scrutinizer will submit his report to the Chairperson after completion of the scrutiny of the votes cast by the Shareholders of the Company through remote e-voting and through e-voting during the Meeting. The Scrutinizer’s decision on the validity of the votes shall be final. The result along with the report of the Scrutinizer shall be displayed on Company’s website www.remigroup.com and on NSDL’s website www.evoting.nsdl.com within (7) seven days from the conclusion of the Meeting.

17. The Members can join the meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the meeting without restriction on account of first come first served basis.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial

Standard on General Meetings (SS-2) issued by the ICSI and and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the meeting . For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the meeting will be provided by NSDL.

19. This NCLT convened meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Saturday, August 1 , 2026 at 9:00 A.M.IST** and ends on **August 4, 2026 at 5:00 P.M.IST**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **July 3, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **July 3, 2026**.

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

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

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **bajcrutinizer@gmail.com** with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr Amit Vishal at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rs_igrd@remigroup.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rs_igrd@remigroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at company email-id rs_igrd@remigroup.com on or before July 10, 2026.The same will be replied by the company suitably.

6. An Explanatory Statement relating to the said resolution at Item No.1 accompanies.

IN THE NATIONAL COMPANY LAW TRIBUNAL BENCH, AT MUMBAI

IN THE MATTER OF THE COMPANIES ACT, 2013

And

In the matter of

VISHWAKARMA JOB WORKS LIMITED,

the First Transferor Company

and

K K FINCORP LIMITED,

the Second Transferor Company

and

REMI FINANCE AND INVESTMENT PRIVATE LIMITED,

the Third Transferor Company

and

REMI SECURITIES LIMITED, the Fourth Transferor Company

with

BAJRANG FINANCE LIMITED,

the Transferee Company

And

In the matter of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

REMI SECURITIES LIMITED...the Applicant Company No.4

EXPLANATORY STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 FOR THE MEETING OF EQUITY SHAREHOLDERS OF REMI SECURITIES LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL.

In this statement, **REMI SECURITIES LIMITED, (**the Applicant Company No.2) **is** herein after referred to as '**the Transferor Company No.4**' The other definitions contained in the Scheme will apply to this Explanatory Statement also. The following statement as required under Section 230(3) of the Companies Act, 2013 sets forth the details of the proposed Scheme, its effects and, in particular any material interests of the Directors in their capacity as members.

1. Pursuant to an Order dated May 12, 2026 passed by the National Company Law Tribunal Bench at Mumbai in the Company Scheme Application No. 72 of 2026 referred to herein above, a meeting of the Equity shareholders of **REMI SECURITIES LIMITED is being convened and held on 5th day of August , 2026 at 2.00 PM.IST** through video conferencing or other audio visual means ("VC/ OAVM"),for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of VISHWAKARMA JOB WORKS LIMITED, the First Transferor Company and K K FINCORP LIMITED, the Second Transferor Company and REMI FINANCE AND INVESTMENT PRIVATE LIMITED, the Third Transferor Company and REMI SECURITIES LIMITED, the Fourth Transferor Company with BAJRANG FINANCE LIMITED, the Transferee Company and their respective shareholders ('the Scheme').
2. The draft Scheme of Amalgamation was placed before the Board of Directors of the Transferor Companies and transferee Company at their respective meetings held on January 20, 2026, and was approved by their respective board.
3. Based on the evaluations, the Board of Directors of the Transferor Companies and Transferee Company have come to the conclusion that the Scheme is in the best interest of the Company and its shareholders.

4. A copy of the Scheme as approved by the Board of Directors of the respective companies is enclosed.

5. In terms of the said Order, the quorum for the Tribunal Convened Meeting shall be as prescribed under Section 103(1) (a) (iii) of the Act. Further, in terms of the said Order, the NCLT, has appointed Mr Ravindra K . Pathania , to be the Chairperson appointed by Tribunal for the meeting. In accordance with the provisions of Sections 230-232 of the Act, the Scheme of Amalgamation shall be considered approved by the Equity Shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the members, of the Applicant Company, voting in person by remote e-voting and evoting during the meeting. The Applicant Companies has filed the Scheme with the Registrar of Companies, Mumbai in Form No. GNL-1.

6. BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:

6.1 **VISHWAKARMA JOB WORKS LIMITED, the First Transferor Company ('the Transferor Company')**

a) The Transferor Company No. 1 was incorporated on 8th day of January, 1991 under the Companies Act, 1956 under the name and style of 'Vishwakarma Job Works Private Limited'. The name was changed to "VISHWAKARMA JOB WORKS LIMITED' on 8th day of June, 2005 and its Corporate Identification Number is U74910MH1991PLC059708 Permanent Account Number of the Transferor Company No. 1 is AAACV1461D.

b) The Registered Office of the Transferor Company No.1 is situated at Plot No. 11 Cama Industrial Estate, Goregaon (East) Mumbai- - 400063. The e-mail id for the Transferor Company No.1 is compliance@remigroup.com.

c) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor CompanyNo.1 as on March 31, 2025 are as under:

Particulars	**Rupees**
Authorised Capital	
50,000 Equity Shares of Rs.10/- each.	5,00,000
Total:	**5,00,000**
Issued, Subscribed and Paid-up	
50,000 Equity Shares of Rs. 10/- each fully paid-up	5,00,000
Total :	**5,00,000**

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of the Transferor Company No.1.

d) The shares of the Transferor Company No.1 are not listed on any stock exchange.

e) The objects for which the Transferor Company No.1 has been established are set out in its Memorandum of Association. The main objects of the Transferor Company No. 1 are set out hereunder:

- To obtain contracts for job works for painting, and to get such works done for and on behalf of others or to do such work by the Company itself by employing, temporarily, permanently or in any other manner on contract basis.

Note : Presently the Company is not doing any job works etc and its surplus funds have been deployed in money market, Mutual funds and in group companies.

6.2 **K K FINCORP LIMITED, the Second Transferor Company ('the Transferor Company')**

a) The Transferor Company No. 2 was incorporated on 13th day of January, 1981 under the Companies Act, 1956 under the name and style of 'Kuber Kamal Industrial Investment Limited. The name was changed to "K K FINCORP LIMITED' on 20th day of February, 2015 and its Corporate Identification Number is U65990MH1981PLC023696 Permanent Account Number of the Transferor Company No. 2 is AAACK0436H.

b) The Registered Office of the Transferor Company No.2 is situated at Plot No. 11 Cama Industrial Estate, Goregaon (East) Mumbai- - 400063. The e-mail id for the Transferor Company No.2 is kkii_igrd@remigroup.com.

c) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.2 as on March 31, 2025 are as under:

Particulars	**Rupees**
Authorised Capital	
1,25,00,000 Equity Shares of Rs.10/- each.	12,50,00,000
Total:	**12,50,00,000**
Issued, Subscribed and Paid-up	
56,00,000 Equity Shares of Rs.10/- each fully paid-up.	5,60,00,000
Total:	**5,60,00,000**

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of the Transferor Company No.2.

d) The shares of the Transferor Company No.2 are not listed on any stock exchange.

e) The objects for which the Transferor Company No.2 has been established are set out in its Memorandum of Association. The main objects of the Transferor Company No. 2 are set out hereunder:

- To carry on the business of an investment Company and to buy, underwrite, invest in and acquire and hold shares, stock, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stock, bonds, obligations and securities, issued or guaranteed by any government, state, dominions, sovereign ruler, commissions, public body or authority supreme, municipal, local or otherwise, firm or person whether in India or elsewhere and to dela with and turn to account the same provided always that no investment imposing unlimited liability on the Company shall be made.

- To finance industrial enterprises, and to lend advance monies to entrepreneurs, promoters and industrial concerns on such terms and conditions and with or without security as may be thought appropriate.

- To carry on the business of Finance brokers and in particular to form constitute, float, lend money and render other financial services.

- To give guarantees and carry on and transact every kind of guarantee and counter guarantee business and in particular to guarantee the payment of any principal moneys, interest or other money secured by or payable under any debenture, bonds, debenture-stock, mortgage, charges contracts, obligations and securities.

- To acquire any shares, stocks, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract tender, purchase, exchange, underwriting, participation in syndicates, by undertaking to discharge liability of the owner thereof or any third party or otherwise and whether or not fully paid up and to acquire or subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

6.3 **REMI FINANCE AND INVESTMENT PRIVATE LIMITED, the Third Transferor Company ('the Transferor Company')**

a) The Transferor Company No. 3 was incorporated on 29th day of August, 1975 under the Companies Act, 1956 under the name and style of 'REMI FINANCE AND INVESTMENT PRIVATE LIMITED' and its Corporate Identification Number is U65990MH1975PTC018514 Permanent Account Number of the Transferor Company No. 3 is AAACR0400Q.

b) The Registered Office of the Transferor Company No.3 is situated at Plot No. 11 Cama Industrial Estate, Goregaon (East) Mumbai- - 400063. The e-mail id for the Transferor Company No3 is compliance@remigroup.com.

c) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor CompanyNo.3 as on March 31, 2025 are as under:

Particulars	**Rupees**
Authorised Capital	
20,51,000 Equity Shares of Rs.10/- each.	2,05,10,000
80,000 Preference Shares of Rs. 1000/- each.	8,00,00,000
Total :	**10,05,10,000**
Issued, Subscribed and Paid-up	
6,15,930 Equity Shares of Rs.10/- each fully paid-up.	61,59,300
Total:	**61,59,300**

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of the Transferor Company No.3.

d) The shares of the Transferor Company No.3 are not listed on any stock exchange.

e) The objects for which the Transferor Company No.3 has been established are set out in its Memorandum of Association. The main objects of the Transferor Company No. 3 are set out hereunder:

- To finance industrial enterprises and to carry on business as an investment company by investing, acquiring, holding and dealing in shares, securities, movable and immovable properties and to carry on the business of hire-purchase.
- To deal with and invest the moneys of the Company in such manner as shall be thought fit and to lend advance or deposit money in industrial and other undertakings and business and to receive and accept deposits, advances and loans on such terms and conditions as may be thought expedient and in that, the Company shall not carry on the business of banking as defined in the Banking Companies Act, 1949.

6.4 REMI SECURITIES LIMITED, the Fourth Transferor Company ('the Transferor Company')

a) The Transferor Company No. 4 was incorporated on 16th day of June, 1973 under the Companies Act, 1956 under the name and style of 'Balaji Investments Limited'. The name was changed to "REMI SECURITIES LIMITED' on 18th day of August, 1992 and its Corporate Identification Number is U65990MH1973PLC016601 Permanent Account Number of the Transferor

Company No. 4 is AAACR0401R.

b) The Registered Office of the Transferor Company No.4 is situated at Plot No. 11 Cama Industrial Estate, Goregaon (East) Mumbai- - 400063. The e-mail id for the Transferor Company No. 4 is rs_igrd@remigroup.com.

c) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.4 as on March 31, 2025 are as under:

Particulars	**Rupees**
Authorised Capital	
20,00,000 Equity Shares of Rs.10/- each.	2,00,00,000
Total :	**2,00,00,000**
Issued, Subscribed and Paid-up	
20,00,000 Equity Shares of Rs.10/- each fully paid-up.	2,00,00,000
Total :	**2,00,00,000**

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of the Transferor Company No.4.

d) The shares of the Transferor Company No.4 are not listed on any stock exchange.

e) The objects for which the Transferor Company No.4 has been established are set out in its Memorandum of Association. The main objects of the Transferor Company No. 4 are set out hereunder:

- To carry on the business of Investment Company and invest and acquire hold, sell and otherwise deal in shares, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company or by any Government, state public body or authority, whether in India or elsewhere.
- To deal with and invest the moneys of the Company in such manner and upon such securities as shall, form time to time, be thought necessary or fit for the benefit of the Company, and to lend advance with or without charge, interest or securities, to or with such persons or to receive and accepts deposits, advances and loans on such terms and conditions as may be thought expedient and in that ,the Company shall not carry on the business of banking as define in the Banking Companies Act, 1949.
- To carry on business as financiers and to act as guarantors, brokers and agents, to finance exports and imports, to acquire and deal in immovable properties, to carry on construction and building activities, and to act as promoters, underwriters, contractors, agents and hire-purchase merchants

6.5 **BAJRANG FINANCE LIMITED ('the Transferee Company'):**

a) Transferee Company was incorporated on 24th day of September, 1971 under the Companies Act, 1956 under the name and style of 'Bajrang Finance Private Limited'. The Name was changed to 'BAJRANG FINANCE LIMITED' on 18th day of June, 1975 and its Corporate Identification Number is U65990MH1971PLC015344 Permanent Account Number of the Transferee Company is AAACB0493R.

b) The Registered Office of the Transferee Company is situated at Plot No. 11 Cama Industrial Estate, Goregaon (East) Mumbai - 400063. The e-mail id for the Transferee Company is baj_igrd@remigroup.com

c) The details of the issued, subscribed and paid-up share capital of the Transferee Company as on March 31, 2025 are as under:

Particulars	Rupees
Authorised Capital	
20,00,000 Equity Shares of Rs.10/- each.	2,00,00,000
Total :	**2,00,00,000**
Issued, Subscribed and Paid-up	
18,00,000 Equity Shares of Rs.10/- each fully paid-up.	1,80,00,000
Total :	**1,80,00,000**

Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of the Transferee Company.

d) The shares of the Transferee Company are not listed on any stock exchange.

e) The objects for which the Transferee Company has been established are set out in its Memorandum of Association. The main objects of the Transferee Company are set out hereunder:

- To carry on business of finance and hire purchase in all its branches and in any moveable and immovable goods and property of any description and to carry on business as Mortgage brokers, Financial agents and to do all sorts of financing and guaranteeing business including hire purchase business.
- To carry on business of capitalists, Financiers, Concessionaires for merchants, Importer and Exporter, Commercial Transers, Commercial Agents and for purchasing, selling business.

7. BACKGROUND OF THE SCHEME

7.1 The Transferor Companies are primarily engaged in the business of finance and Investment Company and invest and acquire hold, sell and otherwise deal in shares, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company or by any Government, state public body or authority, whether in India or elsewhere.

7.2 The Transferee Company is primarily engaged in the business of finance and hire purchase in all its branches and in any moveable and immovable goods and property of any description and to carry on business as Mortgage brokers, Financial agents and to do all sorts of financing and guaranteeing business including hire purchase business and business of capitalists, Financiers, Concessionaires for merchants, Importer and Exporter, Commercial Transers, Commercial Agents and for purchasing, selling business.

8. RATIONALE OF THE SCHEME

The amalgamation of the Transferor Companies with the Transferee Company would have the following benefits:

The amalgamation will enable

- The Transferor Company is in the business of manufacturing items which are similar and synergistic to those manufactured by the Transferee Company. Upon the Scheme coming into effect, the synergistic benefits arising from the amalgamation of the Transferor Company and the Transferee Company enable optimal utilization of existing resources and provide an opportunity to fully leverage productive assets, capabilities, experience, expertise and infrastructure of both the companies. The centralization of resources and technologies will result in economies of scale, enhance efficiencies, productivity gains and consolidation of opportunities offered by the Scheme.

- The cost effectiveness in the functioning of the combined operations, cost saving by reduction of administrative and other overhead costs, avoidance of duplication and pooling of managerial skills will result in making the Transferee Company, pursuant to the sanctioning of the Scheme, more profitable, build a stronger sustainable business and enhance the overall shareholder value.
- The merged entity will also have sufficient funds required for meeting the long term capital needs of the combined activity and contribute to future growth. The Scheme will assist in achieving higher long term financial returns than would have been achieved by the Transferor Company and the Transferee Company as separate entities. All the stakeholders of the merged entity will be benefited as a result of the amalgamation of business and availability of a common operating platform.
- The growth and prospects of the combined business operations of the Transferor Company and the Transferee Company will promote the industrial development in backward region of Maharashtra.
- The Transferor Company is a wholly owned subsidiary of the Transferee Company. The shareholders would consolidate their holdings and leverage the share value consequent to efficient use of capital and resources which will result in higher profitability.

9. SALIENT FEATURES OF THE SCHEME:

9.1. Salient features of the scheme are set out as below:

- The Scheme is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (corresponding Section 391 to Section 394 of the Companies Act, 1956) and other applicable provisions of the Companies Act, 2013 (to the extent notified and applicable, and as amended from time to time) for amalgamation of the Transferor Companies with the Transferee Company.
- The Transferor Companies and the Transferee Company shall make applications and/or petitions under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to the National Company Law Tribunal, Mumbai Bench ('Tribunal') for sanction of this Scheme and all matters ancillary or incidental thereto.
- 'Appointed Date' for the Scheme is April 1 , 2025 or such other date as may be approved by the Tribunal.
- "Effective Date" means the date on which the certified copies of the Order(s) of the Tribunal confirming the Scheme are filed with the Registrar of Companies, Maharashtra at Mumbai, after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard.
- Transferor Companies would be automatically dissolved.
- On the Scheme becoming effective, the Transferee Company shall account for the amalgamation in its books as per the applicable accounting principles prescribed Accounting Standards as per the Companies Act, 2013.
- This Scheme is conditional upon and subject to the following:

  (a) The Scheme being approved by the respective requisite majorities of the members and / or creditors of the Transferor Companies and the Transferee Company as may be directed by the Tribunal and/or any other competent authority and it being sanctioned by the Tribunal and/or any other competent authority, as may be applicable;

  (b) The certified copy of the order of the Tribunal under Section 230 read with Section 232 of the Companies Act, 2013 sanctioning the Scheme is filed with the Registrar of Companies, Maharashtra, Mumbai;

You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the key provisions of the Scheme.

9.2. **CANCELLATION OF SHARE CAPITAL**

- Since the entire equity share capital of the Transferor Companies is owned / beneficially held by The Transferee Company, upon amalgamation, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Transferor Companies. The Shares so held by the Transferee Company shall stand cancelled and extinguished pursuant to the implementation of this Scheme of Amalgamation.
- Upon the coming into effect of this Scheme, the share certificates, if, and/or the shares representing the shares held by the Transferee Company shall be deemed to be cancelled without any further act or deed.
- Any amounts owed by Transferee Company in Transferor Companies or vice versa, shall stand cancelled.

10. CAPITAL STRUCTURE PRE AND POST AMALGAMATION:

10.1. Pre-amalgamation capital structure of the Transferee Company and Transferor Companies are mentioned in paragraph 6.1 (c), to 6.4 (c) respectively.

10.2. Pre and post-amalgamation capital structure of the Transferee Company is as follows:

Particulars	**Pre Amalgamation as on March 31, 2025**		**Post Amalgamation**	
Authorised Share Capital	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
Equity Shares of Rs.10/- each	20,00,000	2,00,00,000	1,86,01,000	18,60,10,000
Preference Share of Rs.1000/- each	**0**	**0**	80,000	8,00,00,000
Total :	**20,00,000**	**2,00,00,000**	**1,86,81,000**	**26,60,10,000**
Issued, Subscribed and Paid-up Share Capital	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
Equity Shares of 10/- each, fully paid-up	18,00,000	1,80,00,000	20,02,306	**2,00,23,060**
Total :	**18,00,000**	**1,80,00,000**	**20,02,306**	**2,00,23,060**

Note: Upon coming into effect of this Scheme, the Transferee Company shall file necessary application of the revised Authorized Share Capital along with the prescribed fees due on the revised Authorized Share Capital with the Registrar of Companies, in accordance with law;if applicable

11. DISCLOSURE OF INTEREST, EXTENT OF SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

11.1. The Directors and their respective relatives, of the Transferor Companies and the Transferee Company may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in their respective companies, or to the extent the said directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in any of the companies. Save as aforesaid, none of the directors, managing director or the manager or KMP of the Transferor Companies or the Transferee

Company has any material interest in the Scheme.

11.2. The details of the present Directors of the Transferee Company and the Transferor Companies and their respective shareholdings as on date are as follows:

Bajrang Finance Limited, Applicant Company No.5 (Transferee Company)

Name	Direct Identification Number (DIN)	Designation	Shares held in the Transferee Company
Shri Rishabh Saraf	00161435	Director	100
Shri Vinod C. Jalan	00087424	Director	Nil
Shri Nirmal Murarka	00192744	Director	Nil

Vishwakarma Job Works Limited, Applicant Company No.1

Name	Direct Identification Number (DIN)	Designation	Shares held in the Transferor Company-1
Shri Sanjay Maheshwari	00168911	Director	Nil
Shri Vinod C. Jalan	00087424	Director	Nil
Shri Shivkumar Sharma	00157100	Director	Nil

K K Fincorp Limited , Applicant Company No.2

Name	Direct Identification Number (DIN)	Designation	Shares held in the Transferor Company-2
Shri Shivkumar Sharma	00157100	Whole Time Director	Nil
Shri Vinod C. Jalan	00087424	Director	Nil
Shri Nirmal Murarka	00192744	Director	Nil

Remi Finance and Investment Private Limited, Applicant Company No.3

Name	Direct Identification Number (DIN)	Designation	Shares held in the Transferor Company-3
Shri Rishabh Saraf	00161435	Director	Nil
Shri Ritvik Saraf	01638851	Director	Nil
Shri Vinod C.Jalan	00087424	Director	Nil

Remi Securities Limited, Applicant Company No.4

Name	Direct Identification Number (DIN)	Designation	Shares held in the Transferor Company-4
Shri Sanjay Maheshwari	00168911	Whole Time Director	Nil
Shri Ritvik Saraf	01638851	Director	250
Shri Bhagirath Singh	00155407	Director	Nil

11.3. The details of the directorships in other companies as on date of present director's of the Companies involved in the merger are as follows:

Shri Sanjay Maheshwari

Sr. No	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	No. of Shares Held/ Contribution	Percentage of Shareholding
1	Remi Securities Limited	Whole-Time Director	Nil	--
2	Skyrise Mercantile Limited	Director	Nil	--
3	Vishwakarma Jobworks Limited	Director	Nil	--
4	Highpower Mercantile Ltd	Director	Nil	--
5	Quality Jobworks Private Limited	Director	Nil	--

Shri Vinod C. Jalan

Sr. No	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	No. of Shares Held/ Contribution	Percentage of Shareholding
1	Remi Sales and Engineering Limited	Director	Nil	--
2	Vishwakarma Jobworks Limited	Director	Nil	--
3	Remi Finance And Investment Pvt. Ltd.	Director	Nil	--
5	Anurag Investments Private Limited	Director	25000	24.73 %
6	Bajrang Finance Ltd.	Director	Nil	----

Shri Shivkumar Sharma

Sr. No	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	No. of Shares Held/ Contribution	Percentage of Shareholding
1	K K Fincorp Limited	Whole-Time Director	Nil	--
2	Skyrise Mercantile Limited	Director	Nil	--
3	Vishwakarma Jobworks Limited	Director	Nil	--

Shri Rishabh Saraf

Sr. No	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	No. of Shares Held/ Contribution	Percentage of Shareholding
1	Remi Edelstahl Tubulars Limited	Managing Director/ Member	467594	3.71
2	Remi Process Plant and Machinery Limited	Executive Director/ Member	175217	10.18
3	Aura Realfinvest Private Limited	Director/ Member	252000	25.10
4	Black Rose Industries Limited	Director	Nil	--
5	Remi Portable Fans Private Limited	Director	Nil	---
6	Remi Finance And Investment Private Limited	Director/ Member	14855	2.41
7	Bajrang Finance Limited	Director/ Member	100	0.00
9	Remi Securities Limited	Member	100750	5.04
10	K K Fincorp Limited	Member	2875	0.009
14	Vishwakarma Job Works Limited	Member	1830	3.66

Shri Ritvik Saraf

Sr. No	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or	No. of Shares Held/ Contribution	Percentage of Shareholding

		concern		
1	Remi Elektrotechnik Limited	Joint Managing Director & Member	528445	12.80
2	Remi Sales And Engineering Limited	Executive Director & Member	50	0.00
3	Remi Fans Limited	Director & Member	9580	1.80
4	Remi Portable Fans Private Limited	Director	Nil	--
5	Remi Process Plant And Machinery Limited	Director & Member	109964	6.39
6	Remi Securities Ltd	Director & Member	250	0.00
7	Remi Finance And Investment Private Limited	Director & Member	52906	8.59
11	K K Fincorp Limited	Member	11827	0.00
15	Vishwakarma Job Works Limited	Member	915	1.83
16	Bajrang Finance Limted	Member	100	0.00

Shri Bhagirath Singh

Sr. No	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	No. of Shares Held/ Contribution	Percentage of Shareholding
1	Remi Securities Limited	Director	Nil	--
2	Remi Fans Limited	Director	Nil	--
3	Remi Sales And Engineering Limited	Director	Nil	--

Shri Nirmal Murarka

Sr. No	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	No. of Shares Held/ Contribution	Percentage of Shareholding
1	Remi Fans Limited	Whole Time Director	Nil	--
2	Bajrang Finance Limited	Director	Nil	--
3	Highpower Mercantile Limited	Director	Nil	--
4	K K Fincorp Limited	Director	Nil	--

12. GENERAL

12.1. The Transferor Companies and the Transferee Company have made an application before the National Company Law Tribunal for the sanction of the Scheme under Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

12.2. Except to the extent of the shares held by the Directors and KMP stated under paragraph 11.2 above, none of the directors, promoters, non-promoter members, KMP of the Transferor Companies and Transferee Company or their respective relatives is in any way connected or interested in the aforesaid resolution.

12.3 The latest audited accounts for the year ended March 31, 2025 of the Transferor Companies and Transferee Company respectively indicate that it is in a solvent position and would be able to meet liabilities as they arise in the course of business. There is no likelihood that any unsecured creditor of the concerned companies would lose or be prejudiced as a result of this Scheme being passed since no sacrifice or waiver is at all called for from them nor are their rights sought to be modified in any manner. Hence, the amalgamation will not cast any additional burden on the shareholders or creditors of either company, nor will it affect the interest of any of the shareholders or creditors.

12.4. There are no winding up proceedings pending against the Transferor Companies and Transferee Company as of date.

12.5. No investigation proceedings are pending or are likely to be pending under the provisions of Chapter XIV of the Companies Act, 2013 or under the provisions of the Companies Act, 1956 in respect of the Transferor Companies and Transferee Company.

12.6. The Transferor Companies and the Transferee Company are required to seek approvals / sanctions / no- objections from certain regulatory and governmental authorities for the Scheme such as the Registrar of Companies, Regional Director, Official Liquidator and will obtain the same at the relevant time.

12.7. Names of the directors and promoters of **BAJRANG FINANCE LIMITED (the Transferee Company) are as under:**

Name and address of Director	Name of Promoter
Shri Rishabh Saraf Address : of D-74, Tahnee Heights, Petit Hall, 66, Nepeansea Road, Mumbai - 400006,	1. REMI FINANCE AND INVESTMENT PVT. LTD. 2. REMI SALES & ENGINEERING LTD 3. K K FINCORP LIMITED 4. REMI SECURITIES LIMITED
Shri Vinod C.Jalan Address : Flat No.31 & 32, H Wing, Rustomjee Central Park, M V Road, Opp. Holy Family Church, Chakala, Andheri, (E), Mumbai - 400093	
Shri Nirmal Murarka Address : 8C, A Wing, White Spring Rivali Park, Western Express Highway, Borivali (East), Mumbai- 40066	

12.8. Names of the directors and promoters of the VISHWAKARMA JOBWORKS LIMITED (Transferor Company No.1) are as under:

Name and address of Director	Name of Promoter

Shri Sanjay Maheshwari Address : B-103, Crown, Vasant Marvel, Nr. Thakur Complex, Western Express Highway, Borivali (E), Mumbai - 400 066,	1. BAJRANG FINANCE LTD 2. REMI FINANCE AND INVESTMENT PVT. LTD. 3. REMI SECURITIES LIMITED 4. REMI SALES & ENGINEERING LTD 5. REMI PORTABLE FANS PVT. LTD. 6. RISHABH R SARAF 7. VISHWAMBHAR C SARAF 8. RITVIK SARAF
Shri Vinod C.Jalan Address : Flat No.31 & 32, H Wing, Rustomjee Central Park, M V Road, Opp. Holy Family Church, Chakala, Andheri, (E), Mumbai - 400093	
Shri Shivkumar Sharma Address : B-701, Vastu Shrusti Tower, Nr. Prince Palaza, Cabin Road, Rawal Nagar, Bhayander (E), Thane- 401105,	

12.9. Names of the directors and promoters of the K K FINCORP LIMITED (Transferor Company No.2) are as under:

Name and address of Director	Name of Promoter
Shri Shivkumar Sharma Address : B-701, Vastu Shrusti Tower, Nr. Prince Palaza, Cabin Road, Rawal Nagar, Bhayander (E), Thane- 401105,	1. BAJRANG FINANCE LTD 2. REMI SALES & ENGINEERING LTD 3. REMI SECURITIES LIMITED
Shri Vinod C.Jalan Address : Flat No.31 & 32, H Wing, Rustomjee Central Park, M V Road, Opp. Holy Family Church, Chakala, Andheri, (E), Mumbai - 400093	
Shri Nirmal Murarka Address : 8C, A Wing, White Spring Rivali Park, Western Express Highway, Borivali (East), Mumbai- 40066	

12.10. Names of the directors and promoters of the REMI FINANCE AND INVESTMENT PRIVATE LIMITED (Transferor Company No.3) are as under:

Name and address of Director	Name of Promoter
Shri Rishabh Saraf Address : D-74, Tahnee Heights, Petit Hall, 66, Nepeansea Road, Mumbai - 400006,	1. HANUMAN FREIGHT AND CARRIERS PRIVATE LIMITED 2. BAJRANG FINANCE LIMITED 3. K K FINCORP LIMITED 4. REMI SECURITIES LIMITED 5. RITVIK V. SARAF 6. RAJENDRA C. SARAF 7. REMI SALES AND ENGINEERING LIMITED

Shri Ritvik Saraf Address : D-84, Tahnee Heights, Petit Hall, 66, Nepeansea Road, Mumbai - 400006,	8. RISHABH R. SARAF 9. REMI FANS LIMITED 10. VISHWAMBHAR CHIRANJILAL SARAF 11. MINAKSHI R. SARAF 12. REMI ELEKTROTECHNIK LIMITED 13. RAJENDRA CHIRANJILAL H.U.F. 14. AMRITA R. SARAF 15. SWATI SARAF
Shri Vinod C.Jalan Address : Flat No.31 & 32, H Wing, Rustomjee Central Park, M V Road, Opp. Holy Family Church, Chakala, Andheri, (E), Mumbai - 400093	

12.11. Names of the directors and promoters of the REMI SECURITIES LIMITED (Transferor Company No.4) are as under:

Name and address of Director	Name of Promoter
Shri Sanjay Maheshwari Address : B-103, Crown, Vasant Marvel, Nr. Thakur Complex, Western Express Highway, Borivali (E), Mumbai - 400 066,	1. REMI FINANCE AND INVESTMENT PVT. LTD. 2. K K FINCORP LIMITED 3. BAJRANG FINANCE LTD 4. REMI SALES & ENGINEERING LTD
Shri Ritvik Saraf Address : D-84, Tahnee Heights, Petit Hall, 66, Nepeansea Road, Mumbai - 400006,	
Shri Bhagirath Singh Address : C-1804, 18th Floor, Meter Oberoi Exquisite CST No.O.95/4/B/3 and 4590, Village Dindoshi, Oberoi Garden City, Mumbai 400063	

12.12. The Board of Directors of the Transferor CompanyNo.1 approved the Scheme on January 20, 2026 respectively.

Transferor Company No.1

Details of directors of **Vishwakarma Job Woks Limited (**Transferor Company No.1) who voted in favour / against / did not vote or participate in the resolution of meeting of the Board of Directors of the Transferor Company are given below:

Name of Director	Voted in favour / against / did not participate
Shri Sanjay Maheshwari	Voted in favour of the resolution
Shri Vinod C. Jalan	Voted in favour of the resolution
Shri Shivkumar Sharma	Voted in favour of the resolution

12.13. The Board of Directors of the Transferor CompanyNo.2 approved the Scheme on January 20, 2026 respectively.

Transferor Company No.2

Details of directors of **K K Fincorp Limited (**Transferor Company No.2) who voted in favour / against / did not vote or participate in the resolution of meeting of the Board of Directors of the Transferor Company are given below:

Name of Director	Voted in favour / against / did not participate
Shri Shivkumar Sharma	Voted in favour of the resolution
Shri Vinod C. Jalan	Voted in favour of the resolution
Shri Nirmal Murarka	Voted in favour of the resolution

12.14. The Board of Directors of the Transferor CompanyNo.3 approved the Scheme on January 20, 2026 respectively.

Transferor Company No.3

Details of directors of **Remi Finance and Investment Private Limited** (Transferor Company No.3) who voted in favour / against / did not vote or participate in the resolution of meeting of the Board of Directors of the Transferor Company are given below:

Name of Director	Voted in favour / against / did not participate
Shri Rishabh Saraf	Voted in favour of the resolution
Shri Ritvik Saraf	Voted in favour of the resolution
Shri Vinod C.Jalan	Voted in favour of the resolution

12.15. The Board of Directors of the Transferor CompanyNo.4 approved the Scheme on January 20, 2026 respectively.

Transferor Company No.4

Details of directors of **Remi Securities Limited (**Transferor Company No 4) who voted in favour / against / did not vote or participate in the resolution of meeting of the Board of Directors of the Transferor Company are given below:

Name of Director	Voted in favour / against / did not participate
Shri Sanjay Maheshwari	Voted in favour of the resolution
Shri Ritvik Saraf	Voted in favour of the resolution
Shri Bhagirath Singh	Voted in favour of the resolution

12.16. The Board of Directors of the Transferee Company approved the Scheme on January 20, 2026.

Details of directors of **Bajrang Finance Limited** (the Transferee Company) who voted in favour / against / did not vote or participate in the resolution of meeting of the Board of Directors of the Transferee Company are given below:

Name of Director	Voted in favour / against / did not participate
Shri Rishabh Saraf	Voted in favour of the resolution
Shri Vinod C. Jalan	Voted in favour of the resolution
Shri Nirmal Murarka	Voted in favour of the resolution

12.17. The Transferor Companies and Transferee Company do not have any secured and unsecured creditors , depositors, debenture holders, deposit trustee and debenture trustee. The Scheme will not have any impact on the employees of the Transferor Companies and Transferee Company as they would continue to be in employment of the Transferee Company without any change in their terms of employment on account of the Scheme. Further no change in the Board of Directors of the Transferor Companies and Transferee Company is envisaged on account of the Scheme.The scheme will not have any adverse effect on Promoters and non promoter members .

12.18. This statement may be treated as an Explanatory Statement under Section 230 (3) read with Section 102 of the Companies Act, 2013 and is part of the notice.

12.19 The share exchange ratio is arrived at on the basis of Net Asset Value (NAV) methodology. The copy of valuation report is available for inspection as stated in 12.20.

12.20. Inspection of the following documents specified under Rule 6 (3) (ix) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, may be carried out by the equity shareholders of the Transferor Companies and Transferee Company at their respective Registered Offices on any working days prior to the date of the meeting between 11.00 am and 2.00 p.m.

a) Copy of the Order dated May 12, 2026 of the Hon'ble Tribunal passed in Company Scheme Application No. 72 of 2026 directing the convening of the meeting of the equity shareholders of Applicant Companies no 2 ,4 and 5.

b) Copy of scheme of amalgamation,

c) Audited Financial Statements of the Transferor Companies and the Transferee Company for last three financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.

d) copy of valuation report

e) The certificate issued by Auditor of the company to the effect that the accounting treatment, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

Sd/-

Ravindra k Pathania

Chairperson appointed by the Tribunal for the meeting of Equity shareholders

Place: Mumbai

Date: June 29, 2026

SCHEME OF AMALGAMATION

OF

VISHWAKARMA JOB WORKS LIMITED

(The First Transferor Company)

AND

K K FINCORP LIMITED

(The Second Transferor Company)

AND

REMI FINANCE AND INVESTMENT PRIVATE LIMITED

(The Third Transferor Company)

AND

REMI SECURITIES LIMITED

(The Fourth Transferor Company)

WITH

BAJRANG FINANCE LIMITED

(The Transferee Company)

1. PREAMBLE

This Scheme of Amalgamation is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 & the Rules framed thereunder including any statutory modifications or re-enactments thereof, if any, for the amalgamation of VISHWAKARMA JOB WORKS LIMITED (hereinafter referred to as “The First Transferor Company”) and K K FINCORP LIMITED (hereinafter referred to as “The Second Transferor Company”) and REMI FINANCE AND INVESTMENT PRIVATE LIMITED (hereinafter referred to as “The Third Transferor Company”) and REMI SECURITIES LIMITED (hereinafter referred to as “The Fourth Transferor Company”) with BAJRANG FINANCE LIMITED (hereinafter referred to as “The Transferee Company) and in compliance with the conditions relating to “Amalgamation” as specified u/s 2(1B) of the Income Tax Act, 1961 and the same is divided into the following parts:

Part A - deals with Definitions and Share Capital;

Part B - deals with Amalgamation of VISHWAKARMA JOB WORKS LIMITED and K K FINCORP LIMITED and REMI FINANCE AND INVESTMENT PRIVATE LIMITED and REMI SECURITIES LIMITED with BAJRANG FINANCE LIMITED.

Part C – Deals with General Clauses, Terms and Conditions.

2. RATIONALE FOR THE SCHEME OF AMALGAMATION

The Scheme of Amalgamation would consolidate the business operations of the Companies and have the following benefits:

- Integration of operations;
- Rationalisation of administrative, operative and marketing costs;
- Simplification of the group structure;

- Lesser administrative and procedural compliance;
- Enhanced financial strength and flexibility;
- Efficient management control and systems; and
- Cost saving in fees/ duties payable on statutory and procedural compliance

PART A – DEFINITIONS AND SHARE CAPITAL

3. DEFINITIONS

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

3.1 VISHWAKARMA JOB WORKS LIMITED, CIN: U74910MH1991PLC059708 (hereinafter referred to as "The First Transferor Company") means a company incorporated under the Companies Act, 1956 and having its Registered Office situated at Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063.

3.2 K K FINCORP LIMITED, CIN: U65990MH1981PLC023696 (hereinafter referred to as "The Second Transferor Company") means a company incorporated under the Companies Act, 1956 and having its Registered Office situated at Plot No. 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063.

3.3 REMI FINANCE AND INVESTMENT PRIVATE LIMITED, CIN: U65990MH1975PTC018514 (hereinafter referred to as "The Third Transferor Company") means a company incorporated under the Companies Act, 1956 and having its Registered Office situated at Plot No. 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063.

3.4 REMI SECURITIES LIMITED, CIN: U65990MH1973PLC016601 (hereinafter referred to as "The Fourth Transferor Company") means a company incorporated under the Companies Act, 1956 and having its Registered Office situated at Plot No. 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063.

3.5 BAJRANG FINANCE LIMITED, CIN: U65990MH1971PLC015344 (hereinafter referred to as "Transferee Company") means a company incorporated under the Companies Act, 1956 and having its Registered Office situated at Plot No. 11, Cama Industrial Estate, Goregaon (East), Mumbai -400 063.

3.6 "The Act" or "the said Act" means the Companies act, 2013 and the Rules made there under as the case may be and shall include any statutory modifications, re–enactment or amendments thereof for the time being in force.

3.7 "The Appointed Date" means 1st April 2025 or such other date as the National Company Law Tribunal (Tribunal) of Judicature at Mumbai or other competent authority may otherwise direct/ fix.

3.8 "Board of Directors / Board/s" means the Board of Directors of the Transferee Company or the Transferor Companies or all as the context may require and includes a committee thereof.

3.9 "Scheme" or "the Scheme" or "this Scheme" means this Scheme of Amalgamation in its present form as submitted to the Tribunal or this Scheme with such modification(s), approved or imposed or directed by the Tribunal at Mumbai.

3.10 "The Effective Date" means the date on which certified copies of the Order(s) of the National Company Law Tribunal at Mumbai vesting the assets, properties, liabilities, rights, duties, obligations and the like of all the Transferor Companies in the Transferee Company are filed with the Registrar of Companies, Maharashtra, after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard.

3.11 "Tribunal" shall for the purpose of this Scheme, mean the National Company Law Tribunal constituted under Section 408 of the Act (Mumbai Bench) situated at 4th Floor, MTNL Exchange Building, G.D. Somani Marg Chamundeshwari Nagar, Cuffe Parade, Mumbai, Maharashtra 400005 and the expression shall include, all the powers of the Tribunal under Chapter XVII of the Act and the provisions of the Act as applicable to the Scheme shall be construed accordingly.

3.12 "The Transferor Companies" collectively mean and include Vishwakarma Job Works Limited and K K Fincorp Limited and Remi Finance And Investment Private Limited and Remi Securities Limited.

3.13 "Undertakings" shall mean and include:

(a) All the assets and properties and the entire business of the Transferor Companies as on the Appointed Date, (hereinafter referred to as "the said assets")

(b) All the debts, liabilities, contingent liabilities, duties, obligations and guarantees of the Transferor Companies as on the Appointed Date (hereinafter referred to as "the said liabilities")

(c) Without prejudice to the generality of sub-clause (a) above, the Undertakings of the Transferor Companies shall include all the Transferor Companies' reserves, movable and the immovable properties, all other assets including investments in equity shares, preference shares , debentures, bonds and other securities, claims, loans and advances, deposits, ownership rights, lease-hold rights, tenancy rights, occupancy rights, hire purchase contracts, leased assets, lending contracts, revisions, powers, permits, authorities, licenses, consents, approvals, municipal permissions, industrial and other licenses, permits, authorisations, quota rights, registrations, import/ export licenses, bids, tenders, letter of intent, connections for water, electricity and drainage, sanctions, consents, product registrations, quota rights, allotments, approvals, freehold land, buildings, factory buildings, plant & machinery, electrical installations and equipments, furniture and fittings, laboratory equipments, office equipments, effluent treatment plants, tube wells, software packages, vehicles and contracts, engagements, titles, interest, benefits, allocations, exemptions, concessions, remissions, subsidies, tax deferrals, tenancy rights, trademarks, brand names, patents and other industrial and intellectual properties, import quotas, telephones, telex, facsimile, websites, e-mail connections, networking facilities and other communication facilities and equipments, investments, rights and benefits of all agreements and all other interests, rights and power of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals and all necessary records, files, papers, process information, data catalogues and all books of accounts, documents and records relating thereof.

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

4. SHARE CAPITAL

4.1 The Share Capital of the First Transferor Company as at 31st March, 2025 is as under.

Particulars	**Amount in (Rs.)**
Authorised Capital	
50,000 Equity Shares of Rs.10/- each	5,00,000
Total	**5,00,000**
Issued, Subscribed and Paid-up	
50,000 Equity Shares of Rs.10/- each, fully paid-up	5,00,000
Total	**5,00,000**

4.2 The Share Capital of the Second Transferor Company as at 31st March, 2025 is as under.

Particulars	**Amount in (Rs.)**
Authorised Capital	
1,25,00,000 Equity Shares of Rs.10/- each	12,50,00,000
Total	**12,50,00,000**
Issued, Subscribed and Paid-up	
56,00,000 Equity Shares of Rs.10/- each, fully paid-up	5,60,00,000
Total	**5,60,00,000**

4.3 The Share Capital of the Third Transferor Company as at 31st March, 2025 is as under.

Particulars	**Amount in (Rs.)**
Authorised Capital	
20,51,000 Equity Shares of Rs.10/- each	2,05,10,000
80,000 Preference Shares of Rs. 1000/- each	8,00,00,000
Total	**10,05,10,000**
Issued, Subscribed and Paid-up	
6,15,930 Equity Shares of Rs.10/- each, fully paid-up	61,59,300
Total	**61,59,300**

4.4 The Share Capital of the Fourth Transferor Company as at 31st March, 2025 is as under.

Particulars	Amount in (Rs.)
Authorised Capital	
20,00,000 Equity Shares of Rs.10/- each	2,00,00,000
Total	**2,00,00,000**
Issued, Subscribed and Paid-up	
20,00,000 Equity Shares of Rs.10/- each, fully paid-up	2,00,00,000
Total	**2,00,00,000**

4.5 The Share Capital of the Transferee Company as at 31st March, 2025 is as under.

Particulars	Amount in (Rs.)
Authorised Capital	
20,00,000 Equity Shares of Rs.10/- each	2,00,00,000
Total	**2,00,00,000**
Issued, Subscribed and Paid-up	
18,00,000 Equity Shares of Rs.10/- each, fully paid-up	1,80,00,000
Total	**1,80,00,000**

PART-B – AMALGAMATION OF TRANSFEROR COMPANIES WITH THE TRANSFEREE COMPANY

5. TRANSFER AND VESTING OF UNDERTAKINGS

5.1 With effect from the opening of the business as on the Appointed Date (i.e. 1st April, 2025) and subject to the provisions of this Scheme, the entire Undertakings of the Transferor Companies including the assets and liabilities as on the Appointed Date, shall pursuant to Section 232 and other applicable provisions of the Act, without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company as a going concern subject, however, to all charges, liens, mortgages, if any, then affecting the same or any part thereof.

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

5.2 The entire business of the Transferor Companies as going concerns and all the properties whether movable or immovable, real or personal, corporeal or incorporeal, present or contingent including but without being limited to all assets, authorized capital, fixed assets, capital work-in-progress, current assets and debtors, investments, rights, claims and powers, authorities, allotments, approvals and consents, reserves, provisions, permits, ownerships rights, lease, tenancy rights, occupancy rights, incentives, claims, rehabilitation schemes, funds, quota rights, import quotas, licenses, registrations, contracts, engagements, arrangements, brands, logos, patents, trade names, trademarks, copy rights, goodwill, all other intellectual property rights, other intangibles of the Transferor Companies whether registered or unregistered or any variation thereof as a part of its name or in a style of business otherwise, other industrial rights and licenses in respect thereof, lease, tenancy rights, flats, telephones, telexes, facsimile connections, e-mail connections, internet connections, websites, installations and utilities, benefits of agreements and arrangements, powers, authorities, permits, allotments, approvals, permissions, sanctions, consents, privileges, liberties, easements, other assets, special status and other benefits that have accrued or which may accrue to the Transferor Companies on and from the Appointed Date and prior to the Effective Date in connection with or in relation to the operation of the undertaking and all the rights, titles, interests, benefits, facilities and advantages of whatsoever nature and where ever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies as on the Appointed Date and prior to the Effective Date shall, pursuant to the provision of Section 232(3) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company.

a. With effect from the Appointed Date, all the equity shares, preference shares, debentures, bonds, notes or other securities held by the Transferor Companies, whether convertible into equity or not and whether quoted or not shall, without any further act or deed, be stand transferred to the Transferee Company as also all the movable assets including cash in hand, if any, of the Transferor Companies shall be capable of passing by manual delivery or by endorsement and delivery, as the case may be, to the Transferee Company to the end and intent that the property therein passes to the Transferee Company on such manual delivery or by endorsement and delivery.

b. In respect of movable properties of the Transferor Companies other than specified in Clause 3.12 (a) above, including sundry debtors, outstanding loans and advances, if any recoverable in cash or in kind or for value to be received, bank balances, and deposits, if any, with government, semi government, local and other authorities and bodies, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, give notice in such form as it may deem fit and proper to each person, debtor or depositor, as the case may be, that pursuant to the Tribunal having sanctioned the Scheme, the said debts, loans, advances or deposits be paid or made good or held on account of the Transferee Company as the person entitled thereto to the end and intent that the right of the Transferor Companies to recover or realize all such debts, deposits and advances (including the debts payable by such persons, debtor or deposit to the Transferor Companies) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

5.3 With effect from the Appointed Date, all the debts, unsecured debts, liabilities, debentures, duties and obligations of every kind, nature and description of the Transferor Companies shall also under the applicable provisions of the Act, without any further act or deed be transferred to or be deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, debentures, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to the contract or arrangement by virtue of which such debts, liabilities, debentures, duties and obligations have arisen, in order to give effect to the provisions of this clause.

5.4 It is clarified that all debts, loans and liabilities, debentures, duties and obligations of the Transferor Companies as on the Appointed Date and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to the day of the Appointed Date shall be the debts, loans and liabilities, debentures, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Companies or on any income earned form those assets.

5.5 It is further specifically clarified, admitted, assured and declared by the Transferee Company that on this Scheme becoming effective, it will take over, absorb and pay and discharge on due dates all the liabilities including liabilities for income tax, wealth tax, central sales tax, value-added tax, service tax, excise duty, custom duty, goods and service tax, fringe benefit tax, dividend distribution tax, if any, of the Transferor Companies.

5.6 With effect from the Appointed Date all debts, liabilities, dues, duties and obligations including all income tax, wealth tax, central sales tax, value added tax, service tax, excise duty, custom duty, goods and service tax, fringe benefit tax, dividend distribution tax and other Government and Semi-Government and Statutory liabilities of the Transferor Companies shall pursuant to the applicable provisions of the Act and without any further act or deed be also transferred or be deemed to be transferred to and vest in and be assumed by the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of Transferee Company on the same terms and conditions as were applicable to the Transferor Companies.

5.7 This Scheme has been drawn up to comply and come within the definition and the conditions relating to 'Amalgamation' as specified under Section 2(1B) and Section 47 of the Income Tax Act, 1961. If any terms or provisions of the Scheme is/are found or interpreted to be inconsistent with the provisions of said Sections of the Income Tax Act, 1961, at a later date, including resulting from an amendment of any applicable law or for any reason whatsoever, the Scheme shall stand modified/amended to the extent determined necessary to comply and come within the definition and conditions relating "Amalgamation" as specified in the Income Tax Act, 1961. In such an event, the Clauses which are inconsistent shall be read down or if the need arises be deemed to be deleted and such modification/reading down or deemed deletion shall however not affect the other parts of the Scheme.

6. CONTRACTS, BONDS AND OTHER INSTRUMENTS

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

7. LEGAL PROCEEDINGS

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

8. OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form with or without any modifications(s) approved or imposed or directed by the National Company Law Tribunal or made as per Clause 17 of the Scheme, shall be effective from the Appointed Date but shall become operative from the Effective Date.

9. TRANSFEROR COMPANIES' STAFF, WORKMEN AND EMPLOYEES

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

9.1 Their respective services shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertakings of the Transferor Companies;

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

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

Transferee Company and all the rights, duties and benefits of the employees employed in different units of the Transferor Companies under such Funds and Trusts shall remain fully protected.

10. CONDUCT OF BUSINESS BY TRANSFEROR COMPANIES TILL EFFECTIVE DATE

With effect from the Appointed Date and up to the Effective Date, the Transferor Companies:

10.1 Shall carry on and shall be deemed to be carrying on all their respective business activities and shall stand possessed of their respective properties and assets for and on account of and in trust for the Transferee Company and all the profits or income accruing or arising to the Transferor Companies and/or any cost, charges, expenditure or losses arising or incurred by them shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or cost, charges, expenditure or losses of the Transferee Company;

10.2 Shall in the ordinary course of their respective business activities, assign, transfer or sell or exchange or dispose of or deal with all or any part of the rights vested with or title and interest in the property, assets, immovable or movable properties including assignment, alienation, charge, mortgage, encumbrance or otherwise deal with the rights, title and interest in the actionable claims, debtors and other assets etc., with the consent of the Transferee Company and such acts or actions would be deemed to have been carried on by the Transferor Companies for and behalf of the Transferee Company and such acts or actions would be enforceable against or in favour of the Transferee Company and all the profits or incomes or losses or expenditure accruing or arising or incurred by the Transferor Companies shall, for all purposes, be treated as the profits or incomes or expenditure or losses of the Transferee Company;

10.3 Hereby undertake to carry on their respective businesses until the Effective Date with reasonable diligence, utmost prudence and shall not, without the written consent of the Transferee Company, alienate, charge or otherwise deal with the said Undertakings or any part thereof except in the ordinary course of the Transferor Companies' business;

10.4 Shall not, without the written consent of the Transferee Company, undertake any new business.

10.5 Shall not vary the terms and conditions of the employment of their employees except in the ordinary course of business.

10.6 Pay all statutory dues relating to their respective Undertakings for and on account of the Transferee Company.

11. ISSUE OF SHARES BY THE TRANSFEREE COMPANY

11.1 Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the First Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further application or deed, issue and allot 506 (Five Hundred Six) Equity Shares of Rs.10/- (Rupees Ten only) each, credited as fully paid-up in the capital of Transferee Company to all Equity Shareholders of First Transferor Company whose names appear in the Register of Members, on a date to be fixed by the Board of Transferee Company, for every 100 (One Hundred) Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each held by the Shareholders of the First Transferor Company.

11.2 Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Second Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further application or deed, issue and allot 21 (Twenty

One) Equity Shares of Rs.10/- (Rupees Ten only) each, credited as fully paid-up in the capital of Transferee Company to all Equity Shareholders of Second Transferor Company whose names appear in the Register of Members, on a date to be fixed by the Board of Transferee Company, for every 100 (One Hundred) Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each held by the Shareholders of the Second Transferor Company.

11.3 Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Third Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further application or deed, issue and allot 303 (Three Hundred Three) Equity Shares of Rs.10/- (Rupees Ten only) each, credited as fully paid-up in the capital of Transferee Company to all Equity Shareholders of Third Transferor Company whose names appear in the Register of Members, on a date to be fixed by the Board of Transferee Company, for every 100 (One Hundred) Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each held by the Shareholders of the Third Transferor Company.

11.4 Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Fourth Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further application or deed, issue and allot 73 (Seventy Three) Equity Shares of Rs.10/- (Rupees Ten only) each, credited as fully paid-up in the capital of Transferee Company to all Equity Shareholders of Fourth Transferor Company whose names appear in the Register of Members, on a date to be fixed by the Board of Transferee Company, for every 100 (One Hundred) Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each held by the Shareholders of the Fourth Transferor Company.

11.5 The Second Transferor Company holds 1,15,904 (One Lakh Fifteen Thousand Nine Hundred and Four) Equity Share of face value of aggregate face value of Rs. 11,59,040/- (Eleven Lakhs Fifty Nine Thousand Forty Only) in Third Transferor Company and holds 3,98,900 (Three Lakhs Ninety Eight Thousand Nine Hundred) Equity Share of face value of aggregate face value of Rs. 39,89,000/- (Thirty Nine Lakhs Eighty Nine Thousand Only) in Fourth Transferor Company shall stand cancelled.

11.6 The Third Transferor Company holds 10,000 (Ten Thousand) Equity Share of face value of aggregate face value of Rs. 1,00,000/- (One Lakh Only) in First Transferor Company and holds 6,57,549 (Six Lakhs Fifty Seven Thousand Five Hundred Forty Nine) Equity Share of face value of aggregate face value of Rs. 65,75,490/- (Sixty Five Lakhs Seventy Five Thousand Four Hundred Ninety Only) in Fourth Transferor Company shall stand cancelled.

11.7 The Fourth Transferor Company holds 9,500 (Nine Thousand Five Hundred) Equity Share of face value of aggregate face value of Rs. 95,000/- (Ninety Five Thousand Only) in First Transferor Company and holds 17,21,789 (Seventeen Lakhs Twenty One Thousand Seven Hundred Eighty Nine) Equity Share of face value of aggregate face value of Rs. 1,72,17,890/- (One Crore Seventy Two Lakhs Seventeen Thousand Eight Hundred Ninety Only) in Second Transferor Company and holds 92,744 (Ninety Two Thousand Seven Hundred Forty Four) Equity Share of face value of aggregate face value of Rs. 9,27,440/- (Nine Lakhs Twenty Seven Thousand Four Hundred Forty only) in Third Transferor Company shall stand cancelled.

11.8 The Second Transferor Company holds 3,46,450 (Three Lakhs Forty Six Thousand Four Hundred Fifty) Equity Shares of the Transferee Company of the aggregate face value of Rs.34,64,500/-. (Rupees Thirty Four Lakhs Sixty Four Thousand Five Hundred only). Pursuant to this Scheme of Amalgamation, the investment of the Second Transferor Company in the Transferee Company shall stand cancelled. The cancellation and reduction of the share capital account as aforesaid shall be effected as an integral part of this Scheme itself as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital and the order of the Court sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the capital reduction.

11.9 The Third Transferor Company holds 7,29,615 (Seven Lakhs Twenty Nine Thousand Six Hundred Fifteen Only) Equity Shares of the Transferee Company of the aggregate face value of Rs.72,96,150/- (Rupees Seventy Two Lakhs Ninety Six Thousand One Hundred Fifty Only). Pursuant to this Scheme of Amalgamation, the investment of the Third Transferor Company in the Transferee Company shall stand cancelled. The cancellation and reduction of the share capital account as aforesaid shall be effected as an integral part of this Scheme itself as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital and the order of the Court sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the capital reduction.

11.10 The Fourth Transferor Company holds 3,45,819 (Three Lakhs Forty Five Thousand Eight Hundred Nineteen) Equity Shares of the Transferee Company of the aggregate face value of Rs.34,58,190/- (Rupees Thirty Four Lakhs Fifty Eight Thousand One Hundred Ninety Only). Pursuant to this Scheme of Amalgamation, the investment of the Fourth Transferor Company in the Transferee Company shall stand cancelled. The cancellation and reduction of the share capital account as aforesaid shall be effected as an integral part of this Scheme itself as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital and the order of the Court sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the capital reduction.

11.11 The Transferee Company holds 16,355 (Sixteen Thousand Three Hundred Fifty Five) Equity Share of face value of aggregate face value of Rs. 1,63,550 (Rupees One Lakh Sixty Three Thousand Five Hundred Fifty Only) in First Transferor Company and holds 22,06,050 (Twenty Two Lakhs Six Thousand Fifty) Equity Share of face value of aggregate face value of Rs. 2,20,60,500/- (Rupees Two Crores Twenty Lakhs Sixty Thousand Five Hundred Only) in Second Transferor Company and holds 1,43,918 (One Lakh Forty Three Thousand Nine Hundred Eighteen) Equity Share of face value of aggregate face value of Rs. 14,39,180/- (Rupees Fourteen Lakhs Thirty Nine Thousand One Hundred Eighty Only) in Third Transferor Company and holds 3,90,850 (Three Lakhs Ninety Thousand Eight Hundred Fifty) Equity Share of face value of aggregate face value of Rs.39,08,500/- (Rupees Thirty Nine Lakhs Eight Thousand Five Hundred Only) in Fourth Transferor Company shall stand cancelled. The cancellation and reduction of the share capital account as aforesaid shall be effected as an integral part of this Scheme itself as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital and the order of the Court sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the capital reduction.

11.12 If necessary, the Transferee Company shall, before allotment as aforesaid of the equity shares in terms of the Scheme, increase its authorized capital by the creation of at least such number of equity shares of Rs. 10/- (Rupees Ten only) each as may be necessary to satisfy its obligations under the Scheme.

11.13 No fractional shares shall be issued by the Transferee Company and the fractional share entitlements, if any, arising out of the allotment of shares as aforesaid, shall be rounded off to the nearest integer.

12. PROFITS,DIVIDENDS, BONUS/ RIGHTS SHARES

12.1 With effect from the Appointed Date, the Transferor Companies shall not without the prior written consent of the Transferee Company, utilize the profits, if any, for declaring or paying of any dividend to its shareholders and shall also not utilize, adjust or claim adjustment of profits/reserves, as the case may be earned/ incurred or suffered after the Appointed Date.

12.2 The Transferor Companies shall not after the Appointed Date, issue or allot any further securities, by way of rights or bonus or otherwise without the prior written consent of the Board of Directors of the Transferee Company.

13. ACCOUNTING TREATMENT

13.1 The accounting treatment to be given to the amalgamation shall be for Amalgamation in the nature of Merger as given in Indian Accounting Standard 103 issued under the Indian Accounting Standard Rules, 2015 as amended from time to time.

13.2 The Transferee Company shall record all assets and liabilities recorded in the Books of Account of the Transferor Companies, which are transferred to and vested in the Transferee Company pursuant to the Scheme at their book values as on the Appointed Date.

13.3 If there is a surplus arising as a result of the difference, if any, of the value of the assets over the value of the liabilities of the Transferor Companies, in accordance with this Scheme, the same shall be credited to the Capital Reserve Account of the Transferee Company and in the event of deficit, if any, the same shall be debited to the Goodwill Account of the Transferee Company.

13.4 In case of any differences in the accounting policies between the Transferor Companies and the Transferee Company, the impact of the same till the Appointed Date of amalgamation will be quantified and adjusted in the Free/General Reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflects the financial position on the basis of consistent accounting policies.

13.5 Inter-company Loans, balances, investments and any other transactions between the Transferor Companies inter-se and / or the Transferee Company if any, till the effective date will stand cancelled.

14. COMBINATION OF AUTHORISED CAPITAL

14.1 Upon sanction of this Scheme, the authorised share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including therein the payment of stamp duty and fees payable to Registrar of Companies, by the authorised share capital of all the Transferor Companies aggregating to Rs. 24,60,10,000/- (Rupees Twenty Four Crores Sixty Lakhs Ten Thousand Only) comprising of 1,66,01,000 (One Crore Sixty Six Lakhs One Thousand Only) Equity Shares of Rs. 10/- each and 80,000 Preference Share of Rs.1,000/- each the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorised share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Sections 13, 14, 61 and 230 to 232 and applicable provisions of the Act, 2013, as the case may be and for this purpose the stamp duties and the fees paid on the authorised capital of the Transferor Companies shall be utilised and applied to the above referred increased authorised share capital of the Transferee

Company and no payment of any extra stamp duty and/or fee shall be payable by the Transferee Company for increase in its authorised share capital to that extent.

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

Particulars	**Amount in (Rs.)**
Authorised Capital	
1,86,01,000 Equity Shares of Rs.10/- each	18,60,10,000
80,000 Preference Share of Rs.1000/- each	8,00,00,000
Total	**26,60,10,000**

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

14.3 Clause V (a) of the Memorandum of Association of the Transferee Company stands amended as follows:

The Authorised Share Capital of the Transferee Company is Rs.26,60,10,000/- (Rupees Twenty Six Crores Sixty Lakhs Ten Thousand Only) comprising of 1,86,01,000 (One Crore Eighty Six Lakhs One Thousand) Equity Shares of Rs. 10/- each and 80,000 (Eighty Thousand) Preference Share of Rs.1,000/- each.

15. DISSOLUTION OF THE TRANSFEROR COMPANIES

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

PART-C – GENERAL

16. APPLICATIONS TO THE TRIBUNAL

The Transferor Companies and the Transferee Company herein shall, with all reasonable dispatch, make applications under the applicable provisions of the Act to the National Company Law Tribunal (Tribunal) for sanctioning the Scheme and for dissolution of the Transferor Company without being woundup

17. MODIFICATIONS/AMENDMENTS TO THE SCHEME

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

17.2 For the purpose of giving effect to the Scheme or to any modification thereof, the Board of the Transferee Company are hereby authorised to give such directions and/or to be take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

18. SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS

The Scheme is conditional on and subject to:

18.1 The approval to the Scheme by the requisite majorities of the members and creditors of the Transferor Companies and of the members and creditors of the Transferee Company.

18.2 The requisite resolution(s) under the applicable provisions of the said Act being passed by the Shareholders of the Transferee Company for any of the matters provided for or relating to the Scheme, as may be necessary or desirable.

18.3 The sanction of the National Company Law Tribunal (Tribunal) under the applicable provisions of the Act, in favour of the Transferor Company and the Transferee Company and to the necessary Order or Orders under the said Act being obtained.

18.4 Any other sanction or approval of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Boards of the Transferor Companies and the Transferee Company being obtained and granted in respect of any of the matters for which such sanction or approval is required.

18.5 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.

19. EFFECT OF NON RECEIPT OF APPROVALS/ SANCTIONS

In the event of any approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Boards of the Transferee Company and the Transferor Company shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme not being sanctioned by the Hon'ble National Company Law Tribunal, the Scheme shall become null and void.

20. EXPENSES CONNECTED WITH THE SCHEME

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

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