

NOTICE OF MEETING CONVENED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH - IV

Day	Saturday
Date	23rd September, 2023
Time	10:30 A.M
Venue	Sriram Hall, PHD Chamber of Commerce and Industry, August Kranti Marg, New Delhi-110016
Invitation to	Unsecured Creditors of Pacific Development Corporation Limited

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PACIFIC DEVELOPMENT CORPORATION LIMITED

Regd. off: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi –110018, CIN:
U74999DL1996PLC077149

Email ID: cs@pacificindia.in, Tele. No. 011 40903000, Website: www.pacificindia.in

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH-IV
CA (CAA) 9/230-232/ND/2023**

IN THE MATTER OF:

Sections 230-232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

AND

**IN THE MATTER OF SCHEME OF ARRANGEMENT
AMONGST**

PACIFIC DEVELOPMENT CORPORATION LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi –110018

**... Applicant No. 15 / Transferee Company
AND**

PICKUP TRADELINK PRIVATE LIMITED

having Registered Office at 7, Bansdroni, New Government Colony, P.S. Regent Park, Kolkata,
West Bengal-700070

... Non-Applicant /Transferor Company No. 1

AND

MUDRIKA FISCAL SERVICES PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi –110018

... Applicant No. 1 / Transferor Company No. 2

AND

SUKHSAGAR VANIJYA PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi
–110018

... Applicant No. 2 / Transferor Company No. 3

AND

URBAN PLAST PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 3 / Transferor Company No. 4

AND

LAKSHYA COMMERCIAL PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 4 / Transferor Company No. 5

AND

CIPL ESTATES PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 5 / Transferor Company No. 6

AND

JAI HANUMAN INVESTMENT CONSULTANTS PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 6 / Transferor Company No. 7

AND

RAJESH CORPORATION PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi
-110018

... Applicant No. 7 / Transferor Company No. 8

AND

SUDARSHAN HOUSING & FINANCE PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 8 / Transferor Company No. 9

AND

DISHANK CONSTRUCTIONS PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 9 / Transferor Company No. 10

AND

PACIFIC MOTELS PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 10 / Transferor Company No. 11

AND

PASSION BUILDTECH PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 11 / Transferor Company No. 12

AND

NANDANA PROPBUILD PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi
-110018

... Applicant No. 12 / Transferor Company No. 13

AND

MRG DEVELOPERS PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 13 / Transferor Company No. 14 / Demerged Company No. 1

AND

PACIFIC BUILDCON PRIVATE LIMITED

having Registered Office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi -110018

... Applicant No. 14 / Transferor Company No. 15 / Demerged Company No. 2

Form No. CAA.2

[Pursuant to Section 230 (3) and rule 6 and 7]

**NOTICE FOR CONVENING MEETING OF UNSECURED CREDITORS OF
PACIFIC DEVELOPMENT CORPORATION LIMITED**

To

The Unsecured Creditors of Pacific Development Corporation Limited (Transferee Company)

NOTICE is hereby given that by an order dated 27th July 2023, the Hon'ble National Company Law Tribunal, New Delhi Bench-IV ("**Tribunal**") has directed a meeting of the Unsecured Creditors of Pacific Development Corporation Limited, which is scheduled to held physically on **Saturday, 23rd September 2023 at 10:30 A.M. at Sriram Hall, PHD Chamber of Commerce and Industry, August Kranti Marg, New Delhi-110016** for the purpose of their considering, and if thought fit, approving, with or without modification the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and relevant provisions of the Memorandum and Articles of Association of the Company and subject to receipt of necessary consent(s) and approval(s) including the approval shareholders or/and creditors as the case may be and sanction of the Hon'ble National Company Law Tribunal/NCLT ("**Tribunal/NCLT**") or such other competent authority as may be applicable, the Board do hereby approve the Composite Scheme of Arrangement ("**Scheme**") for amalgamation between **Pickup Tradelink Private Limited, Mudrika Fiscal Services Private Limited, Sukhsagar Vanijya Private Limited, Urban Plast Private Limited, Lakshya Commercial Private Limited, CIPL Estates Private Limited, Jai Hanuman Investment Consultants Private Limited, Rajesh Corporation Private Limited, Sudarshan Housing and Finance Private Limited, Dishank Constructions Private Limited, Pacific Motels Private Limited, Passion Buildtech Private Limited, Nandana Propbuild Private Limited, MRG Developers Private Limited, Pacific Buildcon Private Limited, Pacific Development Corporation Limited ("**Transferee Company**")**, and their respective shareholders and creditors as placed before the Board, be and is hereby approved."

TAKE FURTHER NOTICE that persons entitled to attend and vote at the respective meetings may vote in person or by proxy, provided that the proxies in the prescribed form, are deposited at the registered office of the Transferee Company not later than 48 hours before the respective meeting.

TAKE FURTHER NOTICE that a copy of the said Scheme of Arrangement; respective forms of proxy; attendance slip; and the Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013 are enclosed herewith. This notice with the accompanying documents is also placed on the website, viz www.pacificindia.in and can be downloaded from the same. Any unsecured creditor of Pacific Development Corporation may also obtain a copy of this notice and the accompanying documents free of charge from the registered office of the Transferee Company or by sending an email

to cs@pacificindia.in or from the office of the Advocate Zeus Law Associates, 2 Palam Marg, Vasant Vihar, New Delhi -110057.

TAKE FURTHER NOTICE that the Tribunal has appointed Mr. Chandra Bhan Singh as the Chairperson, Mr. Akaant KM as alternate Chairperson and Ms. Aditi Gupta as the Scrutinizer for the said meeting of the unsecured creditors of Pacific Development Corporation Limited. The above mentioned Scheme of Arrangement, approved at the said meeting, will be subject to the subsequent sanction of the Hon'ble Tribunal.

Dated this 17th day of August, 2023.

Sd/-

Mr. Chandra Bhan Singh
Chairperson appointed for the meetings

PACIFIC DEVELOPMENT CORPORATION LIMITED

Ground Floor-42, Pacific Mall, Tagore Garden,
Najafgarh Road, Delhi -110018

NOTES:

- 1. AN UNSECURED CREDITOR IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A UNSECURED CREDITOR OF THE TRANSFEREE COMPANY.**
- 2. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**
3. Attendance slip and proxy forms are annexed herewith. The unsecured creditors are advised in their own interest, to carry the attendance slip to the venue of the meeting. Unsecured creditors appointing the proxies are advised to execute the proxies in the form provided.
4. Unsecured creditors are advised to notify the change in their address.
5. All of the unsecured creditors or their proxies are required to carry their valid identity documents along with their copies.
6. All unsecured creditors who are in the nature of LLP, partnership and corporates intending to send their authorised representative to attend the Meeting are requested to send to the Transferee Company a certified true copy of the Board Resolution or authorization letter authorizing their representative to attend and vote on their behalf at the Meeting. Such authorised representative is required to carry their valid identity documents along with their copies.

7. All the documents, referred to in the accompanying Notice shall be open for inspection at the registered office of the Transferee Company during normal business hours on all working days up to and including the date of this Meeting of the Company.
8. An explanatory statement pursuant to applicable provisions of the Companies Act, 2013 is attached hereto.
9. Route map related to venue of the meeting is attached with this notice.

EXPLANATORY STATEMENT AS UNDER COMPANIES ACT, 2013

1. This Explanatory Statement is attached to the notice convening meetings of the unsecured creditors of Pacific Development Corporation Limited (“**Transferee Company**”) in compliance of the order dated 27th July 2023, of the Hon’ble National Company Law Tribunal, New Delhi Bench IV (Tribunal). This meeting is being called for approval of the Scheme of Arrangement between the Transferor Companies with the Transferee Company by the unsecured creditors of Pacific Development Corporation Limited (Transferee Company).
2. As referred to under the Scheme of Arrangement, (“**Scheme**”), Pickup Tradelink Private Limited is referred to as Transferor Company-1, Mudrika Fiscal Services Private Limited is referred to as Transferor Company-2, Sukhsagar Vanijya Private Limited is referred to as Transferor Company-3, Urban Plast Private Limited is referred to as Transferor Company-4, Lakshya Commercial Private Limited is referred to as Transferor Company-5, CIPL Estates Private Limited is referred to as Transferor Company-6, Jai Hanuman Investment Consultants Private Limited is referred to as Transferor Company-7, Rajesh Corporation Private Limited is referred as Transferor Company-8, Sudarshan Housing & Finance Private Limited is referred to as Transferor Company-9, Dishank Constructions Private Limited is referred to as Transferor Company-10, Pacific Motels Private Limited is referred to as Transferor Company-11, Passion Buildtech Private Limited is referred to as Transferor Company-12, Nandana Propbuild Private Limited is referred to as Transferor Company-13, MRG Developers Private Limited is referred to as Transferor Company-14, Pacific Buildcon Private Limited is referred to as Transferor Company-15, Pacific Development Corporation Limited is referred to as Transferee Company. The definitions contained in the Scheme will also apply to this statement (“**Explanatory Statement**”). Transferor Company 2 to 15 and Transferee Company are collectively called “Applicant Companies” and Transferor Company 1 is called “Non-Applicant Company”.
3. On an application filed by the Applicant Companies under Section 230 to 232 of the Companies Act, 2013 (for brevity “**The Act**”) read with Companies (Compromises, Arrangements and Amalgamation) Rule, 2016 (for brevity “**The Rules**”) in relation to the Scheme proposed between the Applicant Companies and the Non-Applicant Company, the Hon’ble National Company Law Tribunal, New Delhi Bench IV (“**Tribunal**”) has passed an order on 27th July 2023.
4. In compliance of such order, meeting of the unsecured creditors of Pacific Development Corporation Limited (Transferee Company) is scheduled to be held physically on **Saturday, 23rd September 2023 at 10:30 A.M. at Shri Ram Hall, PHD Chamber of Commerce and Industry, August Kranti Marg, New Delhi-110016.**
5. That the Tribunal has appointed Mr. Chandra Bhan Singh as the Chairperson, Mr. Akaant KM as alternate Chairperson and Ms. Aditi Gupta as the Scrutinizer for the said meeting.
6. A copy of the Scheme setting out the terms and conditions is appended herewith. The Scheme, if approved by the requisite majority of unsecured creditors of Pacific Development Corporation Limited (Transferee Company), will be subject to the subsequent approval of National Company Law Tribunal, New Delhi (“**NCLT**”) Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions as may be prescribed or

imposed by the NCLT or by any regulatory or other authorities while granting consent, approvals and permissions as may be prescribed.

7. The Transferee Company is in the process of obtaining requisite approval of the unsecured creditors of the Transferee Company in terms of Order dated 27.07.2023 of the Hon'ble Tribunal.

8. **Detailed Description & background of companies are as follows:**

A) Details of the Transferor Company No. 1 – Pickup Tradelink Private Limited

Name of Company	PICKUP TRADELINK PRIVATE LIMITED
Corporate Identification No.	U70100WB1996PTC078324
Date of Incorporation	22/03/1996
Type of Company	Private Limited
Permanent Account No.	AABCP9967B
Registered Office Address	97, Bansdroni, New Government Colony, P.O. Bansdroni, P.S. Regent Park, Kolkata, West Bengal - 700070
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

A1) The main objects of the Transferor Company-1 as per Memorandum of Association are as follows:

- a. To erect and construct houses, building flats, apartments, offices, cinemas, hotels or civil works of every description or any lands, acquired by the company or upon any other lands, or immovable property with intent to sell, lease, license, let , mortgage or otherwise dispose of the same in any manner.
- b. To carry on the business of housing finance and as such to undertake financing wither wholly or partially of flats, houses, buildings, structures, super structures, factory buildings, cinema houses, industrial estates, group house, shops, godowns, cold storage, water tanks, hotels, properties, real estates and all kinds of town and colony development plans, whether on cash down, hire purchase, deferred payments or instalment basis subject to Housing Finance Companies (NHB) directions, 1989.
- c. To carry on business in real estate and immovable properties of all kinds and for this purpose to acquire by purchase, lease, license, barter, exchange, hire or otherwise lands and immovable properties of every description or tenure or any interest in the same.
- d. To finance the industrial, trading, construction and other commercial or service enterprises by way of lending and advancing money for purchase of machinery, land, building, shed or such other things as may be required by such enterprises wither with or without security and upon such terms and conditions as the company may think fit and to give guarantee or become sureties for the

performance of any agreement or contract entered into by any enterprise with any financial institution, bank or other parties for obtaining finance whether for its long term capital, working capital or for any deferred payment scheme to lend money and loan of every description and to transact business as financiers in India and elsewhere provided that the company shall not carry any banking business within the meaning of banking regulation Act, 1949.

A2) Details of the following changes during the last 5 (five) years:

Change of Name: [No]

Change of registered office: [No]

Change in Object: There has been a change from NBFC activities to real estate.

A3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-1 as on 1st April, 2022 is as follows:

Particulars	Amount (in INR)
Authorized Share Capital 44,30,000 Equity Shares of INR 100 /- each	4,43,00,000
Issued, Subscribed and Paid up Share Capital 44,20,800 Equity Shares of INR 100/- each	4,42,08,000

There was no change in the capital structure of the Transferor Company-1 post 1st April, 2022.

A4) Names of the promoters and directors with their addresses:

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No. 92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Pacific Development Corporation Limited	Promoter	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Bal Bahadur Karki (DIN: 00189212)	Director	House No. 258, Guru Ram Das Nagar, Laxmi Nagar Nagar Delhi-110092
Charan Singh (DIN: 05144585)	Director	House No.-1046/B, Gali No. 18, Shashid Bahgar Singh Colony, Karawal Nagar, North East Delhi-110094
Kapil Sharma (DIN: 08402218)	Director	H. No. B-48, Street No 4, Jyoti Colony, Shahdara, East Delhi-110032

A5) The pre-amalgamation shareholding details of Transferor Company-1 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
MRG Developers Private Limited	4,88,000	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Pacific Development Corporation Limited	23,60,000	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Sudarshan Kumar Bansal	15,72,800	House No. 92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi- 110065

B) **Details of the Transferor Company No. 2 – Mudrika Fiscal Services Private Limited**

Name of Company	MUDRIKA FISCAL SERVICES PRIVATE LIMITED
Corporate Identification No.	U45101DL2005PTC141771
Date of Incorporation	17 th October, 2005
Type of Company	Private Limited
Permanent Account No.	AABCM7362B
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

B1) The main objects of the Transferor Company-2 as per Memorandum of Association are as follows:

- a. To purchase, sell, develop, take in, exchange or on lease, hire or other-wise acquire. whether for investment or sale or working the same any real or personal estate, including lends, mines, factory, buildings, mills houses, cottages, shops, depots, warehouses, machinery, plant, stock stock-in-trade, mineral rights, concessions. privileges. licences, easement or interest in or with respect to any property, whatsoever for the purpose of the company in consideration for a gross sum or rent or partly in one way and partly in other or for any other consideration and to carry out business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences provide in flats, suites and residential and business quarters and to carry on all or any of the business of

constructional engineers, architects, builders, contractors, decorators, electricians, wood workers and to acquire, develop, buy, sell, real estate, multi-storied or other building and group housing scheme.

- b. To carry on as concessionaries, financiers factors and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to make loans, give guaranteed and provide securities to any other company or business, provide the company shall not be carrying on banking business as defined in the Banking Regulation Act, 1849 & to acquire and hold by way of Investment, shares, stocks, debenture, debenture-stocks, bonds, obligations or securities by original subscription, participation in syndicates, tender purchase, exchange or otherwise and to subscribe for the same or to guarantee the subscription thereof and to exercise, enforce all rights and powers conferred by or incidental to ownership thereof.

B2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

B3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-2 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 14,60,000 Equity Shares of INR 10 /- each	1,46,00,000
Issued, Subscribed and Paid up Share Capital 14,57,275 Equity Shares of INR 10 /- each	1,45,72,750

There was no change in the capital structure of the Transferor Company-2 post 1st April, 2022.

B4) Names of the promoters and directors with their addresses:

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No. 92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi- 110065
Saket Bansal (DIN: 00038902)	Director	House No. 92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi- 110065
Sudarshan Kumar Bansal (DIN: 00038928)	Director	House No. 92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

B5) The pre-amalgamation shareholding details of Transferor Company-2 as on 1st April 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
Sudarshan Kumar Bansal	14,57,175	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Surender Sharma	100	C-146,7, C-Block, Mukund Vihar, Karawal Nagar, Delhi-110094

C) **Details of the Transferor Company No. 3 – Sukhsagar Vanijya Private Limited**

Name of Company	SUKHSAGAR VANIJYA PRIVATE LIMITED
Corporate Identification No.	U51109DL2005PTC352689
Date of Incorporation	9 th September, 2005
Type of Company	Private Limited
Permanent Account No.	AAJCS2756D
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

C1) **The main objects of the Transferor Company-3 as per Memorandum of Association are as follows:**

- a. To carry on all or any of business as buyers, sellers, traders, distributors, merchants, agents, brokers, sub-brokers, stockists, commission agents, franchisee, dealers, C & F agents, various types of agencies, network marketing & marketing associates of household goods, consumerable durable items, industrial goods of all kinds and merchandise.

C2) **Details of the following changes during the last 5 (five) years:**

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

C3) **The authorized, issued, subscribed and paid up share capital of the Transferor Company-3 as on 1st April, 2022 is as follows:**

Particulars	Amount (In INR)
Authorized Share Capital 7,30,000 Equity Shares of INR 10 /- each	73,00,000
Issued, Subscribed and Paid up Share Capital 7,27,000 Equity Shares of INR 10 /- each	72,70,000

There was no change in the capital structure of the Transferor Company-3 post 1st April, 2022.

C4) **Names of the promoters and directors with their addresses:**

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal (DIN: 00038892)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal (DIN: 00039234)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

C5) **The pre-amalgamation shareholding details of Transferor Company-3 as on 1st April, 2022 is as follows:**

Name of Member	No. of Equity Shares Held	Address
Sudarshan Kumar Bansal	7,26,900	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Surender Sharma	100	C-146,7, C-Block, Mukund Vihar, Karawal Nagar, Delhi-110094

D) **Details of the Transferor Company No. 4 – Urban Plast Private Limited**

Name of Company	URBAN PLAST PRIVATE LIMITED
Corporate Identification No.	U51109DL2005PTC352689
Date of Incorporation	12 th July, 1993
Type of Company	Private Limited
Permanent Account No.	AAACU0932G
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

D1) **The main objects of the Transferor Company-4 as per Memorandum of Association are as follows:**

- a. To carry on business as manufacturers, modulers, producers, refiners, fabricators, assemblers, suppliers, distributors and dealers in all kinds and type of plastic materials, plastic containers and plastic articles made from the same and compounds, intermediate, derivatives and byproducts thereof, goods for consumers house hold use, commercial use, defence needs and requirements, and to buy, sell, prepare for market, import, export and deal in plastics and plastic articles.
- b. To manufacture and deal in containers and articles made of PVC, Polythelene, Polyesterene and other synthetic materials in plastics in different shapes or sizes, required for packaging, building, engineering, refrigeration industries on for other industries, chemical, commercial or house hold requirements.

D2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

D3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-4 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 8,40,000 Equity Shares of INR 10 /- each	84,00,000
Issued, Subscribed and Paid-up Share Capital 8,39,770 Equity Shares of INR 10 /- each	83,97,700

There was no change in the capital structure of the Transferor Company-4 post 1st April, 2022.

D4) Names of the promoters and directors with their addresses:

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
MRG Developers Private Limited	Promoter	Registered Office: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Abhishek Bansal (DIN: 00038892)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal (DIN: 00039234)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

D5) The pre-amalgamation shareholding details of Transferor Company-4 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
MRG Developers Private Limited	3,29,750	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Sudarshan Kumar Bansal	5,10,020	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

E) Details of the Transferor Company No. 5 – Lakshya Commercial Private Limited

Name of Company	LAKSHYA COMMERCIAL PRIVATE LIMITED
Corporate Identification No.	U51909DL2004PTC371919
Date of Incorporation	26 th October, 2004
Type of Company	Private Limited
Permanent Account No.	AABCL0502G
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

E1) The main objects of the Transferor Company-5 as per Memorandum of Association are as follows:

- a. To carry on all or any of business as buyers, sellers, suppliers, growers, traders, merchants, indentors, brokers, agents, assemblers, stockists of goods and commodities of any kind and to work as commission agents, brokers, contractors, order suppliers and dealing agents.

E2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

E3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-5 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 29,50,000 Equity Shares of INR 10 /- each	2,95,00,000
Issued, Subscribed and Paid up Share Capital 28,70,000 Equity Shares of INR 10 /- each	2,87,00,000

There was no change in the capital structure of the Transferor Company-5 post 1st April, 2022.

E4) **Names of the promoters and directors with their addresses:**

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal (DIN: 00038902)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal (DIN: 00038928)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

E5) **The pre-amalgamation shareholding details of Transferor Company-5 as on 15th December 2020 is as follows:**

Name of Member	No. of Equity Shares Held	Address
Sudarshan Kumar Bansal	28,69,900	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Surender Sharma	100	C-146,7, C-Block, Mukund Vihar, Karawal Nagar, Delhi-110094

F) **Details of the Transferor Company No. 6 – CIPL Estates Private Limited**

Name of Company	CIPL ESTATES PRIVATE LIMITED
Corporate Identification No.	U70100DL2005PTC317361
Date of Incorporation	13 th June, 2005
Type of Company	Private Limited
Permanent Account No.	AACCC6223E
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

F1) **The main objects of the Transferor Company-6 as per Memorandum of Association are as follows:**

- a. To carry on all or any of business as buyers, sellers, suppliers, growers, traders, merchants, indentors, brokers, agents, assemblers, stockists of goods and commodities of any kind and to work as commission agents, brokers, contractors, order suppliers and dealing agents.

F2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

F3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-6 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 7,50,000 Equity Shares of INR 10 /- each	75,00,000
Issued, Subscribed and Paid up Share Capital 7,10,000 Equity Shares of INR 10 /- each	71,00,000

There was no change in the capital structure of the Transferor Company-6 post 1st April, 2022.

F4) Names of the promoters and directors with their addresses:

Name	Category	Address
MRG Developers Private Limited	Promoter	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal (DIN: 00038892)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal (DIN: 00038902)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

F5) The pre-amalgamation shareholding details of Transferor Company-6 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
MRG Developers Private Limited	3,20,000	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Sudarshan Kumar Bansal	3,90,000	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

G) Details of the Transferor Company No. 7 – Jai Hanuman Investment Consultants Private Limited

Name of Company	JAI HANUMAN INVESTMENT CONSULTANTS PRIVATE LIMITED
Corporate Identification No.	U65110DL1994PTC338402
Date of Incorporation	23 th August, 1994
Type of Company	Private Limited
Permanent Account No.	AAACJ9811F
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

G1) The main objects of the Transferor Company-7 as per Memorandum of Association are as follows:

- a. To carry on the business or vocation of acting as advisers and consultants on all matters and problems relating to the Technical Industries, civil, administration, finance and organization, management, commencement or expansion of industry, purchasing techniques and business (including construction of plants and buildings), production, purchases, sales, material and cost control, marketing, advertisement, publicity, personnel, export and import to and for institutions, concerns, bodies associations (incorporated or unincorporated) departments and services of the Government, public or local authorities, trusts, scientific research and Development Centres, and to be appointed as technical, financial industrial administration. civil consultants & to advice, teach & guide stock, brokers, investors & other persons related to securities market.
- b. To act & carry on the business of stock & Share brokers, sub-brokers, underwriters, merchant bankers, share registrars, manager to public issue & to take membership of Stock Exchange in India & abroad, subject to the provisions of SEBI act. 1992 & rules framed thereunder. securities & contract regulations Act. 1956 & rules framed thereunder also subject to the rules & Bye laws of the Exchange to the extent it is applicable.
- c. To carry on the business of hire purchase finance, trading, lease operations of all kinds, to accept and take loans and to invest hold, acquire underwrite sell or otherwise deal in shares, stocks, debentures, bonds, negotiable instruments securities of any company & Government whether in India or abroad subject to the provisions of the Act & direction issued by Reserve Bank of India.
- d. To own, acquire, purchase and bold agricultural and other lands, forests, plantation, tea gardens, cane fields, and to manufacture, process, refine, produce, cultivate grow, pack, blend, purchase, sale, import, export, and deal in paper, agricultural products, forest products, seeds, cotton, tea, coffee, jute rubber, cocoanut, ground-nut, cashewnut, vegetables, seeds, o: seeds, timbers, fruits, fertilisers and manures and all kinds of products thereof.

G2)Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

G3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-7 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 10,00,000 Equity Shares of INR 10 /- each	1,00,00,000
Issued, Subscribed and Paid up Share Capital 4,90,700 Equity Shares of INR 10 /- each	49,07,000

There was no change in the capital structure of the Transferor Company-7 post 1st April, 2022.

G4) Names of the promoters and directors with their addresses:

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal (DIN: 00038892)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal (DIN: 00038928)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

G5) The pre-amalgamation shareholding details of Transferor Company-7 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
Abhishek Bansal	100	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal	4,90,500	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal	100	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

H) Details of the Transferor Company No. 8 – Rajesh Corporation Private Limited

Name of Company	RAJESH CORPORATION PRIVATE LIMITED
Corporate Identification No.	U08011DL1993PTC336072
Date of Incorporation	6 th August, 1993
Type of Company	Private Limited
Permanent Account No.	AABCR8537P
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

H1) The main objects of the Transferor Company-8 as per Memorandum of Association are as follows:

- a. To carry on the business in India and elsewhere as financier and investor particularly to finance, hire purchase requirements, lease finance requirements contorium finance of any industrial undertaking(s), transport undertaking(s), individuals, firms and all other persons engaged in any business, for all types and descriptions of capital goods purchase, hire, undertake and to pay for other goods and services from other persons and to provide financial assistance for working capital, core capital, for business and other activities including personal use of any person of Indian origin.
- b. To carry on the business as industrial, financier, money lenders, leasers to any business organisation, person, body of individuals, institution and all other form of organisation, and to manage investment pools, mutual fund, syndicate shares, stocks, finance and real estate subject to permission of RBI / SEBI, and to carry on business of non-banking financial company. However, the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
- c. To construct, let out, furnish and carry on all or any of the functions of proprietors of flats, dwelling houses, shops, offices and clubs and for these purposes to purchase, take on lease or otherwise acquire and hold any lands and prepare lay out thereon or buildings of any tenure or description wherever situated or rights or interest therein or connected therewith to prepare, lay out and building sites and to construct, repair, pull down, alter, improve decorate, furnish and maintain flats, offices, houses, shops and offices, woks and sanity conveyance of all kinds, to lay out roads and drainage pipes, water pipes, electric installations to maintain gardens and hall etc.
- d. To invest, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debenture stocks, bonds, negotiable instruments, securities of any company, Government, Public Body or Authority, Municipal and local bodies, whether in India or abroad and to carry on business of housing development, ownership of flats.
- e. To carry on the business of building, construction material suppliers, town planners, surveyors, valuers, decorators and dealers in all construction materials, job contractors, carriers, house agents, exporters and importers.

H2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

H3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-8 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 50,00,000 Equity Shares of INR 10 /- each	5,00,00,000
Issued, Subscribed and Paid up Share Capital 45,16,500 Equity Shares of INR 10 /- each	4,51,65,000

There was no change in the capital structure of the Transferor Company-8 post 1st April, 2022.

H4) Names of the promoters and directors with their addresses:

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal (DIN: 00038902)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal (DIN: 00038928)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal (DIN : 00039234)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

H5) The pre-amalgamation shareholding details of Transferor Company-8 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
Saket Bansal	100	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal	38,43,000	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

Abhishek Bansal	100	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Dishank Constructions Private Limited	3,200	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Jai Hanuman Investment Consultants Private Limited	50,000	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Santosh Bansal	100	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Housing and finance Private Limited	5,00,000	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Pacific Development Corporation Limited	1,20,000	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018

I) Details of the Transferor Company No. 9 – Sudarshan Housing & Finance Private Limited

Name of Company	SUDARSHAN HOUSING & FINANCE PRIVATE LIMITED
Corporate Identification No.	U65992DL1992PTC049872
Date of Incorporation	7 th August, 1992
Type of Company	Private Limited
Permanent Account No.	AABCS6015K
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

11) The main objects of the Transferor Company-9 as per Memorandum of Association are as follows:

- a. To carry on the business in India and elsewhere as financier and investor particularly to finance, hire purchase requirements, lease finance requirements contorium finance of any industrial undertaking(s), transport undertaking(s), individuals, firms and all other persons engaged in any business, for all types and descriptions of capital goods purchase, hire, undertake and to pay for other goods and services from other persons and to provide financial assistance for working capital, core capital, for business and other activities including personal use of any person of Indian origin.
- b. To carry on the business as industrial, financier, money lenders, leasers to any business organisation, person, body of individuals, institution and all other form of organisation, and to manage investment pools, mutual fund, syndicate shares, stocks, finance and real estate subject to permission of RBI / SEBI, and to carry on business of non-banking financial company. However, the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

- c. To construct, let out, furnish and carry on all or any of the functions of proprietors of flats, dwelling houses, shops, offices and clubs and for these purposes to purchase, take on lease or otherwise acquire and hold any lands and prepare lay out thereon or buildings of any tenure or description wherever situated or rights or interest therein or connected therewith to prepare, lay out and building sites and to construct, repair, pull down, alter, improve decorate, furnish and maintain flats, offices, houses, shops and offices, woks and sanity conveyance of all kinds, to lay out roads and drainage pipes, water pipes, electric installations to maintain gardens and hall etc.
- d. To invest, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debenture stocks, bonds, negotiable instruments, securities of any company, Government, Public Body or Authority, Municipal and local bodies, whether in India or abroad and to carry on business of housing development, ownership of flats.
- e. To carry on the business of building, construction material suppliers, town planners, surveyors, valuers, decorators and dealers in all construction materials, job contractors, carriers, house agents, exporters and importers.

12) **Details of the following changes during the last 5 (five) years:**

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

13) **The authorized, issued, subscribed and paid up share capital of the Transferor Company-9 as on 1st April, 2022 is as follows:**

Particulars	Amount (In INR)
Authorized Share Capital 1,20,00,000 Equity Shares of INR 10 /- each	12,00,00,000
Issued, Subscribed and Paid up Share Capital 60,60,000 Equity Shares of INR 10 /- each	6,06,00,000

There was no change in the capital structure of the Transferor Company-9 post 1st April, 2022.

14) **Names of the promoters and directors with their addresses:**

Name	Category	Address
Rajesh Corporation Private Limited	Promoter	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Abhishek Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

Santosh Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal (DIN: 00038892)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal (DIN : 00039234)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

15) The pre-amalgamation shareholding details of Transferor Company-9 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
Dishank Constructions Private Limited	3,71,000	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Jai Hanuman Investment Consultants Private Limited	32,500	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Abhishek Bansal	70,000	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Karodi Mal Bansal	1,00,100	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Meenu Bansal	2,900	11A, Anand Lok, New Delhi -110049
NRI Investments Limited	1,15,000	Registered Office Address: 97, Bansdrone, New Government Colony, P.O. Bansdrone, P.S. Regent Park, Kolkata, West Bengal – 700070
Pacific Development Corporation Limited	5,03,538	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Rajesh Corporation Private Limited	16,59,000	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Santosh Bansal	61,000	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Housing Private Limited	62,562	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018

Veenu Bansal	60,800	Sana Apartments, Linking Road, Above HDFC Bank, Santa Cruz, Mumbai, Maharashtra-400054.
Sudarshan Kumar Bnasal	30,21,600	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

J) Details of the Transferor Company No. 10 – Dishank Constructions Private Limited

Name of Company	DISHANK CONSTRUCTIONS PRIVATE LIMITED
Corporate Identification No.	U74899DL1993PTC055309
Date of Incorporation	21 th September, 1993
Type of Company	Private Limited
Permanent Account No.	AAACJ2261K
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

J1) The main objects of the Transferor Company-10 as per Memorandum of Association are as follows:

- a. To carry on the business in India and elsewhere as financier and investor particularly to finance, hire purchase requirements, lease finance requirements contorium finance of any industrial undertaking(s), transport undertaking(s), individuals, firms and all other persons engaged in any business, for all types and descriptions of capital goods purchase, hire, undertake and to pay for other goods and services from other persons and to provide financial assistance for working capital, core capital, for business and other activities including personal use of any person of Indian origin.
- b. To carry on the business as industrial, financier, money lenders, leasers to any business organisation, person, body of individuals, institution and all other form of organisation, and to manage investment pools, mutual fund, syndicate shares, stocks, finance and real estate subject to permission of RBI / SEBI, and to carry on business of non-banking financial company. However, the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
- c. To construct, let out, furnish and carry on all or any of the functions of proprietors of flats, dwelling houses, shops, offices and clubs and for these purposes to purchase, take on lease or otherwise acquire and hold any lands and prepare lay out thereon or buildings of any tenure or description wherever situated or rights or interest therein or connected therewith to prepare, lay out and building sites and to construct, repair, pull down, alter, improve decorate, furnish and maintain flats, offices, houses, shops and offices, woks and sanity conveyance of all kinds, to lay out roads and drainage pipes, water pipes, electric installations to maintain gardens and hall etc.

- d. To invest, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debenture stocks, bonds, negotiable instruments, securities of any company, Government, Public Body or Authority, Municipal and local bodies, whether in India or abroad and to carry on business of housing development, ownership of flats.
- e. To carry on the business of building, construction material suppliers, town planners, surveyors, valuers, decorators and dealers in all construction materials, job contractors, carriers, house agents, exporters and importers.

J2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

J3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-10 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 50,00,000 Equity Shares of INR 10 /- each	5,00,00,000
Issued, Subscribed and Paid up Share Capital 32,00,200 Equity Shares of INR 10 /- each	3,20,02,000

There was no change in the capital structure of the Transferor Company-10 post 1st April, 2022.

J4) Names of the promoters and directors with their addresses:

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal (DIN: 00038902)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal (DIN : 00039234)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

J5) **The pre-amalgamation shareholding details of Transferor Company-10 as on 1st April, 2022 is as follows:**

Name of Member	No. of Equity Shares Held	Address
Sudarshan Kumar Bansal	21,08,450	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Rajesh Corporation Private Limited	75,550	Registered Office: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi – 110018
Saket Housing Private Limited	4,55,000	Registered Office: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi – 110018
Sudarshan Housing and Finance Private Limited	1,75,000	Registered Office: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi – 110018
Abhishek Bansal	100	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal	100	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal	1,69,305	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Bansal Corporation Private Limited	2,16,695	Registered Office: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi-110018

K) **Details of the Transferor Company No. 11 – Pacific Motels Private Limited**

Name of Company	PACIFIC MOTELS PRIVATE LIMITED
Corporate Identification No.	U74999DL2004PTC128710
Date of Incorporation	31 th August, 2004
Type of Company	Private Limited
Permanent Account No.	AADCP4064H
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

K1) The main objects of the Transferor Company-11 as per Memorandum of Association are as follows:

- a. To carry out on the business of providing services and expertise for various cleaning and housekeeping requirements like dusting, sweeping, mopping, garbage removal, scribing, rinsing, periodical requirement of thorough cleaning, washing, brass/chrome polishing, floor scrubbing, vacuum cleaning, high level cleaning, deep cleaning, dry and wet cleaning, sofa/ carpet, shampooing as per the need of any facilities, originations and/or business houses like offices, hotels, shopping malls, call center and guest houses, residential & farm house facilities, etc, in India or elsewhere.
- b. To carry on business as owners, developers, builders colonizers, hires and dealers of all kinds of land, buildings, farms cinemas, malls hotels and to deal with all kinds of immovable properties whether belonging to company or not.
- c. To carry on business as owners, developers, builders, colonizers, hirers and dealers of all kinds of land, buildings, farms, cinemas, malls, hotels and to deal with all kinds of immovable properties whether belonging to company or not.
- d. To purchase, sell develop, construct and deal in any manner in any type of land whether residential, commercial, agriculture, industrial, rural, or urban whether belonging to company or not.

K2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

K3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-11 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 2,50,000 Equity Shares of INR 10 /- each	25,00,000
Issued, Subscribed and Paid up Share Capital 10,000 Equity Shares of INR 10 /- each	1,00,000

There was no change in the capital structure of the Transferor Company-11 post 1st April, 2022.

K4) Names of the promoters and directors with their addresses:

Name	Category	Address
Saket Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

Bal Bahadur Karki (DIN: 00189212)	Director	House No. 258, Guru Ram Das Nagar, Laxmi Nagar Nagar Delhi-110092
Charan Singh (DIN: 05144585)	Director	House No.-1046/B, Gali No. 18, Shashid Bahgar Singh Colony, Karawal Nagar, North East Delhi- 110094

K5) The pre-amalgamation shareholding details of Transferor Company-11 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
Saket Bansal	5,000	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal	5,000	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

L) **Details of the Transferor Company No. 12 – Passion Buildtech Private Limited**

Name of Company	PASSION BUILDTECH PRIVATE LIMITED
Corporate Identification No.	U70100DL2011PTC229358
Date of Incorporation	27 th December, 2011
Type of Company	Private Limited
Permanent Account No.	AAGCP4243D
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

L1) The main objects of the Transferor Company-12 as per Memorandum of Association are as follows:

- a. To carry on business as owners, developers, builders, colonizers, hirers and dealers of all kinds of lands, buildings, farms, cinemas, malls, hotels and to deal with all kind of immovable properties whether belonging to the company or not.
- b. To purchase, sell develop and deal in any manner in any type of land whether residential, commercial, agricultural, industrial, rural or urban whether belonging to the company or not.

- c. To conceive, design, develop, set up and maintain residential colonies, townships, Technology Park, software parks, cybercity, malls and to carry on business of all related services and allied relating thereto.
- d. To erect, build, construct, alter, equip, maintain or replace and to manage buildings, factories, sheds, offices, warehouses, workshops, stores, dwellings, mills, malls, shops, roads, tanks waterworks and other works and conveniences, which may seem necessary for the purpose of the company.
- e. To carry on the business as properties of flats, apartments and to let or otherwise and to provide of tenants and occupiers there of all types of conveniences commonly provided there on and to act as consultants for real estates and immovable properties.

L2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

L3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-12 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital	
10,000 Equity Shares of INR 10 /- each	1,00,000
Issued, Subscribed and Paid up Share Capital	
10,000 Equity Shares of INR 10 /- each	1,00,000

There was no change in the capital structure of the Transferor Company-12 post 1st April, 2022.

L4) Names of the promoters and directors with their addresses:

Name	Category	Address
Pacific Estate Developers Private Limited	Promoter	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi-110018
Saket Bansal (DIN: 00038902)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

Sudarshan Kumar Bansal (DIN: 00038928)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal (DIN : 00039234)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

L5) **The pre-amalgamation shareholding details of Transferor Company-12 as on 1st April, 2022 is as follows:**

Name of Member	No. of Equity Shares Held	Address
Pacific Estate Developers Private Limited	9,990	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi-110018
Govind Singh, Nominee Shareholder of Pacific Estate Developers Private Limited	10	B-6/603, Rajvir Colony Gharoli Extn., Delhi-110096

M) **Details of the Transferor Company No. 13 – Nandana Propbuild Private Limited**

Name of Company	NANDANA PROPBUILD PRIVATE LIMITED
Corporate Identification No.	U70102DL2011PTC229272
Date of Incorporation	26 th December, 2011
Type of Company	Private Limited
Permanent Account No.	AADCN8478K
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

M1) **The main objects of the Transferor Company-13 as per Memorandum of Association are as follows:**

- a. To carry on business as owners, developers, builders, colonizers, hirers and dealers of all kinds of lands, buildings, farms, cinemas, malls, hotels and to deal with all kind of immovable properties whether belonging to the company or not.
- b. To purchase, sell develop and deal in any manner in any type of land whether residential, commercial, agricultural, industrial, rural or urban whether belonging to the company or not.
- c. To conceive, design, develop, set up and maintain residential colonies, townships, Technology Park, software parks, cybercity, malls and to carry on business of all related services and allied relating thereto.

- d. To erect, build, construct, alter, equip, maintain or replace and to manage buildings, factories, sheds, offices, warehouses, workshops, stores, dwellings, mills, malls, shops, roads, tanks waterworks and other works and conveniences, which may seem necessary for the purpose of the company.
- e. To carry on the business as properties of flats, apartments and to let or otherwise and to provide of tenants and occupiers there of all types of conveniences commonly provided there on and to act as consultants for real estates and immovable properties.

M2) Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

M3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-13 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital	
10,000 Equity Shares of INR 10 /- each	1,00,000
Issued, Subscribed and Paid up Share Capital	
10,000 Equity Shares of INR 10 /- each	1,00,000

There was no change in the capital structure of the Transferor Company-13 post 1st April, 2022.

M4) Names of the promoters and directors with their addresses:

Name	Category	Address
Pacific Estate Developers Private Limited	Promoter	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi – 110018
Abhishek Bansal (DIN: 00038892)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal (DIN: 00038928)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

M5) The pre-amalgamation shareholding details of Transferor Company-13 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
Pacific Estate Developers Private Limited	9,990	Registered Office Address: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Yamuna Karki, Nominee Shareholder of Pacific Estate Developers Private Limited	10	Registered Office Address: 258, Guru Ram Dass Nagar, Laxminagar, Shakarpur, Delhi-110092

N) **Details of the Transferor Company No. 14 – MRG Developers Private Limited**

Name of Company	MRG DEVELOPERS PRIVATE LIMITED
Corporate Identification No.	U70101DL2003PTC118355
Date of Incorporation	8 th January, 2003
Type of Company	Private Limited
Permanent Account No.	AADCM4743Q
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

N1) The main objects of the Transferor Company-14 as per Memorandum of Association are as follows:

- a. To carry on the business as owners builders, colonisers, developers, promoters, proprietors occupiers, lessors, civil contractors, maintainer and mortgagers of residential, commercial and industrial buildings, colonies, hotels, mills and factory's shed and buildings, workshop's buildings, cinema's houses building and to deal in all kinds of immovable properties whether belonging to the company or not.
- b. To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, agricultural, industrial, rural or urban that may belong to company or to any other person of whatever nature and to deal in land or immovable properties of any description or nature on commission basis and for the that purpose to make agreements to sell the land of the company or of anybody else and to deal in building material and electrical and civil materials.
- c. To erect and construct houses, buildings of civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonise, decorate, furnish, pull down, improve, repair, renovate, build plan layout set, transfer, mortgage, charge, assign, let out, hire, sublet or sublease all type of lands, plots, buildings,

hereditaments, bungalows, quarters, offices, flats chawls, club, resorts, warehouses, godowns, shops, stalls, markets, hotels and restaurants building, banquet halls, houses, structures, construction, tenement's, roads, bridges, land estates and immovable properties whether freehold or lease-hold of nay nature and description and wherever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.

- d. To act as an agent for purchasing selling and letting on hire, land, agricultural land and houses whether multistoried, commercial land/or residential buildings on commission basis.
- e. To consolidate or subdivide develop, maintain, purchase sell and letting on hire agricultural lands into farms or farm houses and sheds and to let out the same on rental or license basis and /or to sell the same or otherwise dispose of the same.
- f. To acquire land for the construction of multistoried buildings and to license the flats there in on suitable terms and conditions.

N2). Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

N3) The authorized, issued, subscribed and paid up share capital of the Transferor Company-14 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital 22,00,000 Equity Shares of INR 10 /- each	2,20,00,000
Issued, Subscribed and Paid up Share Capital 21,59,900 Equity Shares of INR 10 /- each	2,15,99,000

There was no change in the capital structure of the Transferor Company-14 post 1st April, 2022.

N4) Names of the promoters and directors with their addresses:

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Surender Sharma (DIN: 00189106)	Director	C-146,7, C-Block, Mukund Vihar, Karawal Nagar, Delhi-110094
Charan Singh (DIN: 05144585)	Director	House No.-1046/B, Gali No. 18, Shashid Bahgar Singh Colony, Karawal Nagar, North East Delhi-110094

N5) The pre-amalgamation shareholding details of Transferor Company-14 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
Bansal Corporation Private Limited	118,150	Registered Office Address: Ground Floor-42,Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
Pickup Tradelink Private Limited	263,350	Registered Office Address: 97, Bansdroni, New Government Colony, P.O. Bansdroni, P.S. Regent Park, Kolkata, West Bengal - 700070
Abhishek Bansal	50,000	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Santosh Bansal	1,000	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal	1,727,400	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

O) **Details of the Transferor Company No. 15 – Pacific Buildcon Private Limited**

Name of Company	PACIFIC BUILDCON PRIVATE LIMITED
Corporate Identification No.	U45201DL2004PTC127910
Date of Incorporation	27 th July, 2004
Type of Company	Private Limited
Permanent Account No.	AADCP3700E
Registered Office Address	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018
E-Mail Address	info@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

01) **The main objects of the Transferor Company-15 as per Memorandum of Association are as follows:**

- a. To acquire by purchase, through lease, mortgage, exchange, hire, rent otherwise immovable properties of any tenure or interest therein and to dispose of the same in whole or in part either for full value or on instalment basis or on hire purchase

basis, or by outright sale basis whether by private negotiation or auction or any other mode and to let out and lease out and to erect, maintain, develop construct, build alter, let out, manage pulldown sell, hire out rebuild , enlarge and improve lands, houses building, cottages country houses, show-rooms hotel, restaurants, halls, market, sheds, mines, cinemas, swimming pools, farms, houses, mills, plantations, office rooms, shops, factories, road, bridges, flats, multistoried building, flyover, gardens, warehouses, reservoirs, path, streets, hereditaments of any tenure or description or super structure or election on any plot or plots in full or in parts of any parts of the building with or without the right in land or estates or immovable property and other conveniences and to carry on the business of the decorates of immovable property.

- b. To act and construction contractors, builders and developers for houses, lands, building, cottage, show-rooms, hotels, restaurants, halls, market, sheds, mines farm houses, mills, plantations, roads, offices, factories, room, shops, flyovers, bridges, gardens, townships, colonies, path streets, runways and port facilities for any person, firm or company or government or semi-government authority or undertakings.
- c. To undertake or direct, contract, execute, carryout, equip, administer, manage or control the construction and management of immovable properties, buildings, colonies, lands estates of any tenure of kind in the capacity of stewards or receivers or otherwise.
- d. To carry on the business as properties of flats, apartments and to let on lease, or otherwise and to provide of tenants and occupiers there of all types convinces commonly provided there on.
- e. To purchase, sell acquire to take on lease dispose off let out or lease out any land, building, flats and other accommodation and generally to carry on the business of a real estate.

02)Details of the following changes during the last 5 (five) years:

- Change of Name: No change
- Change of registered office: No change
- Change in Object: No

03) The authorized, issued, subscribed and paid up share capital of the Transferor Company-15 as on 1st April, 2022 is as follows:

Particulars	Amount (In INR)
Authorized Share Capital	
50,00,000 Equity Shares of INR 10 /- each	5,00,00,000
Issued, Subscribed and Paid up Share Capital	
39,87,00 Equity Shares of INR 10 /- each	3,98,78,000

There was no change in the capital structure of the Transferor Company-15 post 1st April, 2022.

04) Names of the promoters and directors with their addresses:

Name	Category	Address
Abhishek Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Abhishek Bansal (DIN: 00038892)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal (DIN: 00038902)	Director	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

05) The pre-amalgamation shareholding details of Transferor Company-15 as on 1st April, 2022 is as follows:

Name of Member	No. of Equity Shares Held	Address
Pickup Tradelink Private Limited	6,77,800	Registered Office Address: 97, Bansdroni, New Government Colony, P.O. Bansdroni, P.S. Regent Park, Kolkata, West Bengal - 700070
Abhishek Bansal	4,900	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Saket Bansal	20,38,700	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal	12,66,400	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065

P) **Details of the Transferee Company – Pacific Development Corporation Limited**

Name of Company	PACIFIC DEVELOPMENT CORPORATION LIMITED
Corporate Identification No.	U74999DL1996PLC077149
Date of Incorporation	14th March, 1996
Type of Company	Private Limited
Permanent Account No.	AAACN3524H
Registered Office Address	Ground Floor- 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018

E-Mail Address	cs@pacificindia.in
Name of the Stock Exchange, where the securities are listed	Not Applicable

P1) The main objects of the Transferee Company as per Memorandum of Association are as follows:

- a. To acquire by purchase, through lease, mortgage, exchange, hire, rent otherwise immovable properties of any tenure or interest therein and to dispose of the same in whole or in part either for full value or on instalment basis or on hire purchase basis, or by outright sale basis whether by private negotiation or auction or any other mode and to let out and lease out and to erect, maintain, develop construct, build alter, let out, manage pulldown sell, hire out rebuild , enlarge and improve lands, houses building, cottages country houses, show-rooms hotel, restaurants, halls, market, sheds, mines, cinemas, swimming pools, farms, houses, mills, plantations, office rooms, shops, factories, road, bridges, flats, multistoried building, flyover, gardens, warehouses, reservoirs, path, streets, hereditaments of any tenure or description or super structure or election on any plot or plots in full or in parts of any parts of the building with or without the right in land or estates or immovable property and other conveniences and to carry on the business of the decorates of immovable property.
- b. To act and construction contractors, builders and developers for houses, lands, building, cottage, show-rooms, hotels, restaurants, halls, market, sheds, mines farm houses, mills, plantations, roads, offices, factories, room, shops, flyovers, bridges, gardens, townships, colonies, path streets, runways and port facilities for any person, firm or company or government or semi-government authority or undertakings.
- c. To undertake or direct, contract, execute, carryout, equip, administer, manage or control the construction and management of immovable properties, buildings, colonies, lands estates of any tenure of kind in the capacity of stewards or receivers or otherwise.
- d. To carry on the business as properties of flats, apartments and to let on lease, or otherwise and to provide of tenants and occupiers there of all types convinces commonly provided there on.

P2) Details of the following changes during the last 5 (five) years:

- Change of Name: No
- Change of registered office: No
- Change in Object: No

P3) The authorized, issued, subscribed and paid up share capital of the Transferee Company as on 1st April, 2022 is as follows

Particulars	Amount (in INR)
Authorized Share Capital	
75,00,000 Equity Shares of INR 10/- each	7,50,00,000
Issued, Subscribed and Paid up Share Capital	
53,37,231 Equity Shares of INR 10/- each	5,33,72,310

There was no change in the capital structure of the Transferee Company post 1st April, 2022.

P4) Names of the promoters and directors with their addresses:

Name	Category	Address
Sudarshan Kumar Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West), Srinivaspuri, South Delhi-110065
Abhishek Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West), Srinivaspuri, South Delhi-110065
Santosh Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West), Srinivaspuri, South Delhi-110065
Saket Bansal	Promoter	House No.92, Mathura Road, Friends Colony (West), Srinivaspuri, South Delhi-110065
Abhishek Bansal (DIN: 00038892)	Director	House No.92, Mathura Road, Friends Colony (West), Srinivaspuri, South Delhi-110065
Saket Bansal (DIN: 00038902)	Director	House No.92, Mathura Road, Friends Colony (West), Srinivaspuri, South Delhi-110065
Sudarshan Kumar Bansal (DIN: 00038928)	Director	House No.92, Mathura Road, Friends Colony (West), Srinivaspuri, South Delhi-110065
Santosh Bansal (DIN: 00039234)	Director	House No.92, Mathura Road, Friends Colony (West), Srinivaspuri, South Delhi-110065
Surendra Prasad Singh (DIN: 01998363)	Director	Lodhipur, Danapur Cantt, Patna, Bihar - 801503
Amit Kumar Bhardwaj (DIN: 07100410)	Director	95, Vishoker road, Shyam Singh Vihar, Modi Nagar, Ghaziabad - 201204

P5) The pre-amalgamation shareholding details of Transferee Company as on 1st April, 2022 is as follows:

S No.	Name of Shareholder	Father's/ Husband's Name	Address	No. of shares held	Type of Share	Amt. per share
1.	Abhishek Bansal	Sudarshan Kumar Bansal	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065	96,000	Equity	10

2.	Saket Bansal	Sudarshan Kumar Bansal	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi- 110065	95,000	Equity	10
3.	Santosh Devi Bansal	Wife of Sudarshan Kumar Bansal	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi- 110065	9,891	Equity	10
4.	Sudarshan Kumar Bansal	Karodimal Bansal	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi- 110065	13,11,396	Equity	10
5.	Bansal Corporation Private Limited	N/A	Ground Floor- 42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018	71,316	Equity	10
6.	Pickup Tradelink Private Limited	N/A	97, Bansdroni, New Government Colony, P.O. Bansdroni, P.S. Regent Park, Kolkata, West Bengal – 700070	7,59,111	Equity	10

7.	Jai Hanuman Investment Consultants Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	1,51,493	Equity	10
8.	Pacific Buildcon Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	5,89,284	Equity	10
9.	Urban Plast Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	4,37,500	Equity	10
10.	Mudrika Fiscal Services Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	5,35,833	Equity	10
11.	Lakshaya Commercial Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	1,25,000	Equity	10
12.	Sukhsagar Vanjiya Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	6,57,175	Equity	10
13.	CIPL Estates Private	N/A	Ground Floor-42, Pacific	3,75,000	Equity	10

	Limited		Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018			
14.	Pacific Maintenance Services Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	98,731	Equity	10
15.	Neha Bansal	Daughter of Inder Dev Gupta	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065	1,081	Equity	10
16.	Nidhi Bansal	Daughter of Yadu Vansh Dawal	House No.92, Mathura Road, Friends Colony (West) Srinivaspuri, South Delhi-110065	1,081	Equity	10
17.	MRG Developers Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	1,224	Equity	10
18.	Dishank Constructions Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh	639	Equity	10

			Road, New Delhi - 110018			
19.	Sudarshan Housing & Finance Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	13,477	Equity	10
20.	Rajesh Corporation Private Limited	N/A	Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018	6,999	Equity	10

9. The Board of Directors of Pickup Tradelink Private Limited (Transferor Company-1) have approved the scheme in their meeting held on 4th November 2022:

- a) Names of the directors who voted in favor of the resolution are:
 - Bal Bahadur Karki (DIN: 00189212)
 - Charan Singh (DIN: 05144585)
 - Kapil Sharma (DIN: 08402218)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

10. The Board of Directors of Mudrika Fiscal Services Private Limited (Transferor Company-2) have approved the scheme in their meeting held on 1st November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Saket Bansal (DIN: 00038902)
 - Sudarshan Kumar Bansal (DIN: 00038928)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

11. The Board of Directors of Sukhsagar Vanijya Private Limited (Transferor Company-3) have approved the scheme in their meeting held on 2nd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Abhishek Bansal (DIN: 00038892)
 - Santosh Bansal (DIN: 00039234)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

12. The Board of Directors of Urban Plast Private Limited (Transferor Company-4) have approved the scheme in their meeting held on 1st November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Abhishek Bansal (DIN: 00038892)
 - Santosh Bansal (DIN: 00039234)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

13. The Board of Directors of Lakshya Commercial Private Limited (Transferor Company-5) have approved the scheme in their meeting held on 1st November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Saket Bansal (DIN: 00038902)
 - Sudarshan Kumar Bansal (DIN: 00038928)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

14. The Board of Directors of CIPL Estates Private Limited (Transferor Company-6) have approved the scheme in their meeting held on 1st November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Abhishek Bansal (DIN: 00038892)
 - Saket Bansal (DIN: 00038902)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

15. The Board of Directors of Jai Hanuman Investment Consultants Private Limited (Transferor Company-7) have approved the scheme in their meeting held on 2nd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Abhishek Bansal (DIN: 00038892)
 - Sudarshan Kumar Bansal (DIN: 00038928)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

16. The Board of Directors of Rajesh Corporation Private Limited (Transferor Company-8) have approved the scheme in their meeting held on 2nd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Saket Bansal (DIN: 00038902)
 - Sudarshan Kumar Bansal (DIN: 00038928)
 - Santosh Bansal (DIN: 00039234)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

17. The Board of Directors of Sudarshan Housing & Finance Private Limited (Transferor Company-9) have approved the scheme in their meeting held on 2nd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
- Abhishek Bansal (DIN: 00038892)
 - Santosh Bansal (DIN: 00039234)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

18. The Board of Directors of Dishank Constructions Private Limited (Transferor Company-10) have approved the scheme in their meeting held on 2nd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
- Saket Bansal (DIN: 00038902)
 - Santosh Bansal (DIN: 00039234)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

19. The Board of Directors of Pacific Motels Private Limited (Transferor Company-11) have approved the scheme in their meeting held on 3rd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
- Bal Bahadur Karki (DIN: 00189212)
 - Charan Singh (DIN: 05144585)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

20. The Board of Directors of Passion Buildtech Private Limited (Transferor Company-12) have approved the scheme in their meeting held on 3rd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
- Saket Bansal (DIN: 00038902)
 - Sudarshan Kumar Bansal (DIN: 00038928)
 - Santosh Bansal (DIN: 00039234)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

21. The Board of Directors of Nandan Propbuild Private Limited (Transferor Company-13) have approved the scheme in their meeting held on 3rd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
- Abhishek Bansal (DIN: 00038892)
 - Sudarshan Kumar Bansal (DIN: 00038928)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

22. The Board of Directors of MRG Developers Private Limited (Transferor Company-14) have approved the scheme in their meeting held on 3rd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
- Surender Sharma (DIN: 00189106)
 - Charan Singh (DIN: 05144585)

- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

23. The Board of Directors of Pacific Buildcon Private Limited (Transferor Company-15) have approved the scheme in their meeting held on 3rd November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Abhishek Bansal (DIN: 00038892)
 - Saket Bansal (DIN: 00038902)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

24. The Board of Directors of Pacific Development Corporation Limited (Transferee Company) have approved the scheme in their meeting held on 7th November 2022 :

- a) Names of the directors who voted in favor of the resolution are:
 - Abhishek Bansal (DIN: 00038892)
 - Saket Bansal (DIN: 00038902)
 - Sudarshan Kumar Bansal (DIN: 00038928)
 - Santosh Bansal (DIN: 00039234)
 - Surendra Prasad Singh (DIN: 01998363)
 - Amit Kumar Bhardwaj (DIN: 07100410)
- b) Names of the directors who voted against the resolution are: None
- c) Names of the directors who did not vote for the resolution are: None

25. Relationship subsisting between the Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, Transferor Company-6, Transferor Company-7, Transferor Company-8, Transferor Company-9, Transferor Company-10, Transferor Company-11, Transferor Company-12, Transferor Company-13, Transferor Company-14, Transferor Company-15 and Transferee Company:

Transferor Company-1 is the subsidiary of the Transferee Company. All other Transferor Companies are associate companies of the Transferee Company.

26. Since, shares of the Transferee Company are being issued to the shareholders of the Transferor Companies, the valuation report is attached herewith.

27. Details of the Scheme

(a) Appointed Date:

Means 1st day of April 2022, being the date with effect from which this Scheme shall be applicable or such other date as may be approved by this Hon'ble National Company Law Tribunal (NCLT) or by such other authority having jurisdiction over the Transferor and Transferee Companies.

(b) Effective Date:

Means the date of the dates on which the certified / formal copy of the Order (s) of the Hon'ble National Company Law Tribunal, sanctioning this Scheme is filed by the Transferee Company, and the Transferor Companies with the Registrar of Companies, NCT of Delhi and Kolkata, as applicable; and hence the word 'coming into effect of the Scheme' and 'Scheme becoming effective' shall be construed accordingly.

(c) Other details:

This Scheme provides for amalgamation of Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, Transferor Company-6, Transferor Company-7, Transferor Company-8, Transferor Company-9, Transferor Company-10, Transferor Company-11, Transferor Company-12, and Transferor Company-13 with Transferee Company, along with their respective shareholders and creditors and dissolution of Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, Transferor Company-6, Transferor Company-7, Transferor Company-8, Transferor Company-9, Transferor Company-10, Transferor Company-11, Transferor Company-12, and Transferor Company-13 without winding up and demerger of Strategic Investment Divisions of Transferor Company-14 and Transferor Company-15 and transfer and vesting of the same with Transferee Company under the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013. The Scheme of Amalgamation also provides for various other matters consequential or otherwise integrally connected herewith.

(d) Rationale and benefits of the scheme:

1. The equity shares of the Transferor Companies and the Transferee Company are held by common shareholders and all of the companies are managed by a common group of personnel.
2. The proposed Scheme of Arrangement between Transferor Companies with the Transferee Company would enable consolidation of the companies thereby leading to maximisation of values of the consolidated Transferee Company.
3. Also, the independent operations of the Transferor Companies and the Transferee companies leads to incurrence of significant costs and thus the arrangement would enable economies of scale by attaining critical mass and achieving cost saving.
4. The proposed Arrangement would contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of their businesses. The Demerger would also provide the Transferor Company 14 / Demerged Company 1, Transferor Company 15 / Demerged Company 2 and the Transferee Company a strong and focused base to undertake their business more advantageously.

Furthermore, the proposed Arrangement would result in dissolution of all of the Transferor Companies except Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2. The demerger of Strategic Investment Division I from Transferor Company 14 / Demerged Company 1 and Strategic Investment Division II from Transferor Company 15 / Demerged Company 2 will allow the Demerged Companies to focus on the residuary business, i.e., real estate.

5. The Scheme does not have any adverse effect on either shareholders or the employees or the creditors of the Transferor Companies and the Transferee Company.
6. The other benefits likely to arise through the proposed arrangements are as follows:
 - Optimum and efficient utilizations of capital, resources, assets and facilities;
 - Consolidation of business and enhancement of economic value addition and shareholder value and better management focus on growing the business;
 - Reduction of overheads, administrative, managerial and other expenditure and to being about operational rationalization and optimum utilization of various resources;
 - The proposed Scheme of Arrangement is in line with current global trends to achieve size, scale, integration and greater financial strength and flexibility. The consolidated resulting entity is likely to achieve higher long term financial returns than what could be achieved individually by the Transferee Company and to easily avail the finances required for their expansion and projects and to better negotiate the lending terms and conditions with banks, financial institutions, etc;
 - To derive benefit of synergies arising out of consolidation of business, such as, enhancement of net worth of combined business;
 - Improved alignment of debt and cash flows and enhancement in earnings and cash flows visibility;
 - The assets of the Transferor Companies would augment the asset base and thereby result in the optimal utilization of the resources and greater revenue inflow.
7. In view of the above, it is considered desirable and expedient to amalgamate Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, Transferor Company-6, Transferor Company-7, Transferor Company-8, Transferor Company-9, Transferor Company-10, Transferor Company-11, Transferor Company-12, and Transferor Company-13 with Transferee Company and demerger of Strategic Investment Divisions of Transferor Company-14 and Transferor Company-15 and transfer and vesting of the same with Transferee Company in accordance with the Scheme, pursuant to Sections 230-232 and other applicable provisions of the Companies Act, 2013.

28. Salient Features of the Scheme:

Please refer the Scheme, which is annexed to this Notice.

1. The Scheme would not be prejudicial to the interests of the creditors of the Transferor Companies and Transferee Company. There is no likelihood that any creditor of either of the Transferor Companies and Transferee Company would lose or be prejudiced as a result of the Scheme being passed nor are their rights sought to be modified in any manner.

2. Amount due to secured Creditors as on 30th September 2022

Company	Amount
Transferor Company 1	NIL
Transferor Company 2	NIL
Transferor Company 3	NIL
Transferor Company 4	NIL
Transferor Company 5	NIL
Transferor Company 6	NIL
Transferor Company 7	NIL
Transferor Company 8	NIL
Transferor Company 9	NIL
Transferor Company 10	NIL
Transferor Company 11	NIL
Transferor Company 12	NIL
Transferor Company 13	NIL
Transferor Company 14	NIL
Transferor Company 15	NIL
Transferee Company	13,78,16,851

3. Amount due to Unsecured Creditors as on 30th September 2022

Company	Amount
Transferor Company 1	3,03,75,597.88
Transferor Company 2	3,26,013.63
Transferor Company 3	2,75,629.08
Transferor Company 4	4,45,263.98
Transferor Company 5	3,93,591.52
Transferor Company 6	4,63,159.28
Transferor Company 7	2,17,842.82
Transferor Company 8	76,83,405.72
Transferor Company 9	25,64,137.41
Transferor Company 10	24,780.00
Transferor Company 11	1,07,17,830.16
Transferor Company 12	24,780.00
Transferor Company 13	24,780.00
Transferor Company 14	6,77,41,316.99
Transferor Company 15	1,50,23,294.80
Transferee Company	251,45,33,852.00

4. Disclosure about the effect of the amalgamation on:

- **Key Managerial Personnel:** There are no Key Managerial Personnel in the Transferor Companies
- **Directors:** Most of the directors on the Board of Transferor Companies are also on the Board of the Transferee Company. There will be no effect on the Board of Directors of the Transferee Company pursuant to the Sanction of the Scheme.
- **Promoters:** Transferor Companies are associate companies of the Transferee Company. There will be no impact of the Scheme on the promoters of the Transferee Company
- **Non-promoter members:** NA
- **Depositors:** There are no depositors in the Transferor Companies.
- **Creditors:** Creditors of Transferor Companies No. 1 to 13 will become creditors of the Transferee Company. There are no creditors in the undertakings that are being demerged from the Transferor Company 14 and 15 to the Transferee Company.
- **Debenture Holders:** There are no Debenture Holders in the Companies.
- **Deposit Trustee and Debenture Trustee:** NA
- **Employees:** On the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Amalgamating Companies in service on the Effective Date shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later.

5. Disclosure about the effect of the amalgamation on material interests of:

- Key Managerial Personnel: NA
- Directors: No effect
- Debenture Trustee: NA

29. Investigation or proceedings, if any, pending against the Transferor Company-1, Transferor Company-2 Transferor Company-3, Transferor Company-4, Transferor Company-5, Transferor Company-6, Transferor Company-7, Transferor Company-8, Transferor Company-9, Transferor Company-10, Transferor Company-11, Transferor Company-12, Transferor Company-13, Transferor Company-14, Transferor Company-15 and Transferee Company under the Act: Nil

30. Details of approval/ No-Objection from regulatory authorities: The Transferor Company-1 (Non-Applicant Company) is a NBFC and an application for surrender of its license has been filed with the Reserve Bank of India, Kolkata.

31. Valuation Report: The copy of the Valuation Report dated 31.10.2022 by Tattvam Valuers is attached along with the booklet. The said Valuation Report details the basis of valuation.

32. Following documents shall be available for obtaining extract from, obtaining copies of or for inspection by the creditors, namely,

- latest audited financial statements of the Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, Transferor Company-6, Transferor Company-7, Transferor Company-8, Transferor Company-9, Transferor Company-10, Transferor Company-11, Transferor Company-12, Transferor Company-13, Transferor Company-14, Transferor Company-15 and Transferee Company including consolidated financial statements of the Transferee Company;
- Provisional un-audited financial statements as on 30.09.2022 of the Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, Transferor Company-6, Transferor Company-7, Transferor Company-8, Transferor Company-9, Transferor Company-10, Transferor Company-11, Transferor Company-12, Transferor Company-13, Transferor Company-14, Transferor Company-15 and Transferee Company;
- Copy of the Scheme of Arrangement;
- Certificate of Statutory Auditor of the Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, Transferor Company-6, Transferor Company-7, Transferor Company-8, Transferor Company-9, Transferor Company-10, Transferor Company-11, Transferor Company-12, Transferor Company-13, Transferor Company-14, Transferor Company-15 and Transferee Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013
- Valuation Report

33. None of the Directors, Key managerial Personnel or their relatives is/are, in any way, either financially or otherwise, concerned or interested to the proposed Scheme.

34. A Person to whom the notice is sent may vote in the meeting either in person or by proxy

PACIFIC DEVELOPMENT CORPORATION LIMITED

Regd. off: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi –110018, CIN:

U74999DL1996PLC077149

Email ID: cs@pacificindia.in, Tele. No. 011 40903000, Website: www.pacificindia.in

ATTENDANCE SLIP

FOR ATTENDING THE MEETING OF UNSECURED CREDITORS OF PACIFIC DEVELOPMENT CORPORATION LIMITED AS PER THE ORDER DATED 27TH JULY 2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH-IV (TRIBUNAL)

Venue of the Meeting : **Sriram Hall, PHD Chamber of Commerce and Industry, August Kranti Marg, New Delhi-110016**

Date & Time : **Saturday, 23rd Day of September, 2023 at 10:30 A.M.**

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

Name of the Unsecured Creditor (in Block Letters)	
Postal Address	
Name of the Proxy/ Authorised Representative, if any	

I certify that I am the Unsecured Creditor of the Pacific Development Corporation Limited (Transferee Company).

I hereby record my presence at the Meeting of the Unsecured Creditors of Pacific Development Corporation Limited (Transferee Company) held on Saturday, 23rd day of September, 2023 at 10:30 A.M at Sriram Hall, PHD Chamber of Commerce and Industry, August Kranti Marg, New Delhi-110016.

Signature of Unsecured Creditor /
Proxy/ Authorised Representative

NOTE:

- Unsecured Creditors attending the Meeting in person or by proxy or through authorized representative are requested to complete and bring the Attendance Slip and hand it over at the entrance of the meeting hall.*
- Unsecured Creditors may please note that the PHD Chambers of Commerce and Industry do not permit carrying of bags/articles/snack packets etc. inside the meeting hall. The Company will not make any arrangements for safe keeping of articles etc. outside the Hall. Unsecured Creditors may make their own arrangements which shall be solely at their risk and cost and the Transferee Company will in no way be responsible for any loss/theft of their articles etc.*

PACIFIC DEVELOPMENT CORPORATION LIMITED

Regd. off: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi –110018, CIN:
U74999DL1996PLC077149

Email ID: cs@pacificindia.in, Tele. No. 011 40903000, Website: www.pacificindia.in

PROXY FORM

Form No. MGT-11

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

CIN: **U74999DL1996PLC077149**

Name of the company: **Pacific Development Corporation Limited**

Registered office: Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road,
Delhi –110018, India

Name of the Unsecured Creditor	
Postal Address	
E-mail Id	

I/We, being the Unsecured Creditor of the Transferee Company, hereby appoint

1	Name		
	Address		
	Email Id		
	Signature		or falling him

2	Name		
	Address		
	Email Id		
	Signature		or falling him

3	Name		
	Address		
	Email Id		
	Signature		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the meeting, called in compliance of the Order dated 27th July 2023 of the Hon'ble National Company Law Tribunal, New Delhi Bench IV (Tribunal), of the Unsecured Creditors of the Transferee Company to be held on Saturday, 23rd Day of September, 2023 at 10:30 A.M at Sriram Hall, PHD Chamber of Commerce and Industry, August Kranti Marg, New Delhi-110016 and at any adjournment thereof in respect of such resolution as are indicated below:

It is only optional to indicate your preference. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'for' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Resolution Number	Resolutions
1	Approval of the Scheme of Arrangement

Signed this..... day of..... 2023

Signature of Unsecured Creditor(s)

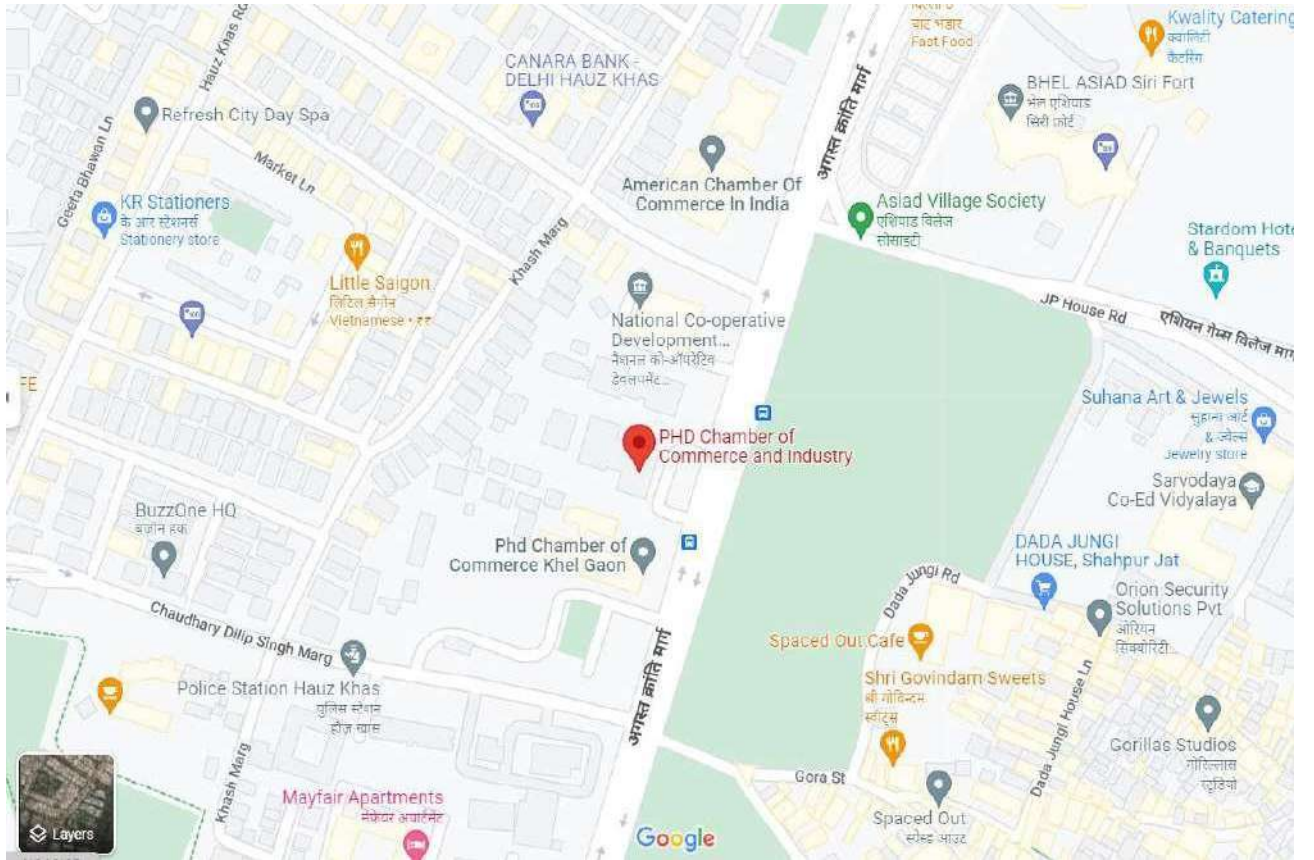
Signature of Proxy holder(s)

Affix Revenue Stamp

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Transferee Company not less than 48 hours before the commencement of the meeting.
- (2) Please affix revenue stamp before putting signature.
- (3) All alterations made in the Form of Proxy should be initialed.
- (4) The Proxy must be deposited at the registered office of the Transferee Company at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi -110018, India not later than 48 hours before the time for holding the Meeting.
- (5) In case of multiple proxies, the proxy later in time shall be accepted.

Route Map of the Venue of the Meeting



SCHEME OF ARRANGEMENT AMONGST

**PICKUP TRADELINK PRIVATE LIMITED ("TRANSFEROR COMPANY 1"
OR "PTPL")**

AND

**MUDRIKA FISCAL SERVICES PRIVATE LIMITED ("TRANSFEROR
COMPANY 2 OR "MFSPL")**

AND

**SUKHSAGAR VANIJYA PRIVATE LIMITED ("TRANSFEROR COMPANY 3
OR "SVPL")**

AND

**URBAN PLAST PRIVATE LIMITED ("TRANSFEROR COMPANY 4" OR
"UPPL")**

AND

**LAKSHYA COMMERCIAL PRIVATE LIMITED ("TRANSFEROR COMPANY
5" OR "LCPL")**

AND

**CIPL ESTATES PRIVATE LIMITED ("TRANSFEROR COMPANY 6 OR
"CEPL")**

AND

**JAI HANUMAN INVESTMENT CONSULTANTS PRIVATE LIMITED
("TRANSFEROR COMPANY 7" OR "JHICPL")**

AND

**RAJESH CORPORATION PRIVATE LIMITED ("TRANSFEROR COMPANY
8" OR "RCPL")**

AND

**SUDARSHAN HOUSING & FINANCE PRIVATE LIMITED ("TRANSFEROR
COMPANY 9" OR "SHFPL")**

AND

**DISHANK CONSTRUCTIONS PRIVATE LIMITED ("TRANSFEROR
COMPANY 10" OR "DCPL")**

AND
PACIFIC MOTELS PRIVATE LIMITED ("TRANSFEROR COMPANY 11" OR
"PMPL")
AND
PASSION BUILDTECH PRIVATE LIMITED ("TRANSFEROR COMPANY 12"
OR "PDPL")
AND
NANDANA PROPBUILD PRIVATE LIMITED ("TRANSFEROR COMPANY
13" OR "NPPL")
AND
MRG DEVELOPERS PRIVATE LIMITED ("TRANSFEROR COMPANY 14"
OR "DEMERGED COMPANY NO. 1" OR "MDPL")
AND
PACIFIC BUILDCON PRIVATE LIMITED ("TRANSFEROR COMPANY 15"
OR "DEMERGED COMPANY NO.2" OR "PBPL")
WITH
PACIFIC DEVELOPMENT CORPORATION LIMITED ("TRANSFEREE
COMPANY" OR "PDCL")
AND
THEIR RESPECTIVE SHAREHOLDERS
(Under Section 230 to 232 and other applicable provisions of the
Companies Act, 2013)

PREAMBLE

This Scheme (as defined hereinafter) is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (to the extent notified and applicable) read with Section 2(19AA), Section 2(1B) and other applicable provisions of the Income Tax Act, 1961 and provides for:

- i. Amalgamation of **Pickup Tradelink Private Limited** (Transferor Company 1 or **PTPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- ii. Amalgamation of **Mudrika Fiscal Services Private Limited** (Transferor Company 2 or **MFSP**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- iii. Amalgamation of **Sukhsagar Vanijya Private Limited** (Transferor Company 3 or **SVPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- iv. Amalgamation of **Urban Plast Private Limited** (Transferor Company 4 or **UPPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- v. Amalgamation of **Lakshya Commercial Private Limited** (Transferor Company 5 or **LCPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- vi. Amalgamation of **CIPL Estates Private Limited** (Transferor Company 6 or **CEPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**) (as defined hereinafter);
- vii. Amalgamation of **Jai Hanuman Investment Consultants Private Limited** (Transferor Company 7 or **JHICPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);

- viii. Amalgamation of **Rajesh Corporation Private Limited** (Transferor Company 8 or **RCPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- ix. Amalgamation of **Sudarshan Housing & Finance Private Limited** (Transferor Company 9 or **SHFPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- x. Amalgamation of **Dishank Constructions Private Limited** (Transferor Company 10 or **DCPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- xi. Amalgamation of **Pacific Motels Private Limited** (Transferor Company 11 or **PMPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- xii. Amalgamation of **Passion Buildtech Private Limited** (Transferor Company 12 or **PDPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- xiii. Amalgamation of **Nandana Propbuild Private Limited** (Transferor Company 13 or **NPPL**) (as defined hereinafter) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**);
- xiv. Demerger of **Strategic Investment Division I** (as defined hereinafter) of **MRG Developers Private Limited** (Transferor Company 14 or Demerged Company 1 or **MDPL**) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**) on a going concern basis;

- xv. Demerger of **Strategic Investment Division II** (as defined hereinafter) of **Pacific Buildcon Private Limited** (Transferor Company 15 or Demerged Company 2 or PBPL) and transfer and vesting of the same into **Pacific Development Corporation Limited** (Transferee Company or **PDCL**) on a going concern basis;
- xvi. Amalgamation of Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12, Transferor Company 13, and Demerger of Strategic Investment Division I of Transferor Company 14 / Demerged Company 1 and Strategic Investment Division II of Transferor Company 15 / Demerged Company 2 in the Transferee Company, i.e., **Pacific Development Corporation Limited** or **PDCL**;

and for matters consequential, supplemental and/or otherwise integrally connected therewith.

A. DESCRIPTION OF COMPANIES AND BRIEF BACKGROUND

- a. **Pickup Tradelink Private Limited (PTPL) or the Transferor Company 1** is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U70100WB1996PTC078324, and having its registered office at 97, Bansdroni, New Government Colony, P.O. Bansdroni, P.S. Regent Park, Kolkata, West Bengal - 700070. **PTPL** is primarily engaged, inter-alia, in the business of erecting and constructing houses, flats, apartments, offices, cinemas, hostels, and civil works of every description with the intent to sell, lease, license, let, mortgage or otherwise dispose.
- b. **Mudrika Fiscal Services Private Limited (MFSPL) or the Transferor Company 2** is a private limited company incorporated

under the Companies Act, 1956, under the Corporate Identification Number U70101DL1990PTC353584, having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018. MFSPL is primarily engaged in the business of purchasing, selling, developing in exchange or on lease, hire or otherwise of property.

- c. **Sukhsagar Vanijya Private Limited (SVPL) or the "Transferor Company 3** is a private limited incorporated under the Companies Act, 1956, under Corporate Identification Number U51109DL2005PTC352689, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018. **SVPL** is primarily engaged in the business of buying and selling of various household goods, consumer durable items, industrial goods and merchandise etc.
- d. **Urban Plast Private Limited (UPPL) or the Transferor Company 4** is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U25200DL1993PTC317607, and having its registered office at Ground Floor- 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018. **UPPL** is primarily engaged, inter-alia, in the business of manufacturing, molding, producing, refining, fabricating, assembling, supplying, distributing and dealing in all kinds and types of plastic materials, plastic containers and plastic articles made from the same and compounds, intermediates and derivatives and by-products thereof.
- e. **Lakshya Commercial Private Limited (LCPL) or the Transferor Company 5** is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U51909DL2004PTC371919, and having its registered office at Ground

Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi North West DL 110018. **LCPL** is primarily engaged, inter-alia, in the business of buying, selling, supplying, trading, growing, brokering, assembling, and stocking of goods and commodities of any kind and working as commission agents, brokers, contractors, order suppliers and dealing agents.

f. **CIPL Estates Private Limited (CEPL) or the "Transferor Company 6** is a private limited company incorporated under the Companies Act, 1956, under Corporate Identification Number U70100DL2005PTC317361, and having its registered office at Ground Floor- 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi 110018. **CEPL** is primarily engaged, inter-alia, in the business of real estate development and purchasing of property, estate, lands, building, flats, garages, houses, halls, godowns or other interest therein, together with all buildings and structures standing thereon.

g. **Jai Hanuman Investment Consultants Private Limited (JHICPL) or the Transferor Company 7** is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U65110DL1994PTC338402, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018. JHICPL is primarily engaged, inter-alia, in the business of acting as advisors and consultants on all matters and problems relating to the technical industries, civil, administration, finance and organization, management commencement or expansion of industry, purchasing techniques and business departments.

h. **Rajesh Corporation Private Limited (RCPL) or the Transferor Company 8** is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number

U08011DL1993PTC336072, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018.

RCPL is primarily engaged, inter-alia, in the business of investing and dealing in immovable properties.

- i. **Sudarshan Housing & Finance Private Limited (SHFPL) or the Transferor Company 9** is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U65992DL1992PTC049872, and having its registered office at Ground Floor- 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi-110018. **SHFPL** is primarily engaged, inter-alia, in the business of erecting houses, buildings, flats, apartments, offices, cinemas, hotels and civil works of every description for selling, licensing, leasing, mortgaging or otherwise to dispose of.
- j. **Dishank Constructions Private Limited (DCPL) or the Transferor Company 10** is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U74899DL1993PTC055309, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018. **DCPL** is primarily engaged, inter-alia, in the business of purchasing, leasing, exchanging or otherwise and to sell, lease out, transfer, let, assign, dispose of or deal in any land, building, property, properties of any tenure and description in whole or in part any estate or interest therein.
- k. **Pacific Motels Private Limited (PMPL) or the "Transferor Company 11** is a private limited incorporated under the Companies Act, 1956, under Corporate Identification Number U74999DL2004PTC128710, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018. **PMPL** is primarily, inter alia, engaged in the business of providing services and expertise for various cleaning and housekeeping

requirements as per the needs of the organization.

l. **Passion Buildtech Private Limited (PDPL) or the "Transferor Company 12** is a private limited incorporated under the Companies Act, 1956, under Corporate Identification Number U70100DL2011PTC229358, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018. PDPL is primarily, inter alia, engaged in the business of developing, colonizing, building, hiring, and dealing in all kinds of lands, building, farms, cinemas, malls, hotels.

m. **Nandana Propbuild Private Limited (NPPL) or the "Transferor Company 13** is a private limited incorporated under the Companies Act, 1956, under Corporate Identification Number U70102DL2011PTC229272, and having its registered office at Ground Floor - 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018. **NPPL** is primarily engaged in the business of developing, colonizing, building, hiring, and dealing in all kinds of lands, building, farms, cinemas, malls, hotels.

(The Transferor Companies 1, 2, 3, 4, 5, 6, 7, 8, 9, 10,11,12 and 13 are hereinafter collectively referred to as the "**Amalgamating Companies**" and singularly referred to as such.)

n. **MRG Developers Private Limited (MDPL) or Transferor Company 14 or Demerged Company 1**, is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U70101DL2003PTC118355, and having its registered office at Ground Floor - 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018. **MDPL** has two business divisions, namely, a) Real Estate Undertaking 1 which deals with development of residential, commercial and industrial buildings,

colonies, hotels, etc., and (b) the Strategic Investment Division I which deals in the business of strategic investment in group companies.

- o. **Pacific Buildcon Private Limited (PBPL) or Transferor Company 15 or Demerged Company No. 2**, is a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U45201DL2004PTC127910, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi – 110018. PBPL has two business divisions, namely, a) Real Estate Undertaking 2 which deals with development of residential, commercial and industrial buildings, colonies, hotels, etc., and (b) the Strategic Investment Division II which deals in the business of strategic investment in group companies.

(Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 are hereinafter collectively referred to as the “**Demerged Companies**” and singularly referred to as such.)

(The Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12, Transferor Company 13, Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 are hereinafter singularly referred to as such and collectively referred to as “**the Transferor Companies**”).

p. **Pacific Development Corporation Limited (PDCL) or the Transferee Company** is a public limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U74999DL1996PLC077149, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018. **PDCL** is primarily engaged, inter-alia, in the business of acquiring property through lease, mortgage, exchange, hire, rent or otherwise immovable property of any tenure or interest therein and to dispose of the same in whole or in part either for full value or on installment basis etc.; act as construction contractors, builders and developers for houses, lands, buildings, cottages, hotels, etc., and leasing out immovable property on rental basis.

B. RATIONALE AND PURPOSE OF THE SCHEME OF ARRANGEMENT

The equity shares of the Transferor Companies and the Transferee Company are held by common shareholders and all of the companies are managed by a common group of personnel.

The proposed Scheme of Arrangement between Transferor Companies with the Transferee Company would enable consolidation of the companies thereby leading to maximization of values of the consolidated Transferee Company.

Also, the independent operations of the Transferor Companies and the Transferee companies leads to incurrence of significant costs and thus the arrangement would enable economies of scale by attaining critical mass and achieving cost saving.

The proposed Arrangement would contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of their business. The Demerger would also provide the Transferor Company 14 / Demerged Company 1, Transferor Company 15 / Demerged Company 2 and the Transferee

Company a strong and focused base to undertake their business more advantageously. Furthermore, the proposed Arrangement would result in dissolution of all of the Transferor Companies except Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2. The demerger of the Strategic Investment Division I from Transferor Company 14 / Demerged Company 1 and Strategic Investment Division II from Transferor Company 15 / Demerged Company 2 will allow the Demerged Companies to focus on the residuary business, i.e., real estate.

The Scheme does not have any adverse effect on either shareholders or the employees or the creditors of the Transferor Companies and the Transferee Company.

The other benefits likely to arise through the proposed arrangements are as follows:

- a) Optimum and efficient utilizations of capital, resources, assets and facilities;
- b) Consolidation of businesses and enhancement of economic value addition and shareholder value and better management focus on growing the businesses;
- c) Reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and optimum utilization of various resources;
- d) The proposed Scheme of Arrangement is in line with current global trends to achieve size, scale, integration and greater financial strength and flexibility. The consolidated resulting entity is likely to achieve higher long term financial returns than what could be achieved individually by the Transferee Company and to easily avail the finances required for their expansion and projects and to better negotiate the lending terms and conditions with the banks, financial institutions, etc;

- e) To derive benefit of synergies arising out of consolidation of business, such as, enhancement of net worth of the combined business;
- f) Improved alignment of debt and cash flows and enhancement in earnings and cash flows visibility;
- g) The assets of the Transferor Companies would augment the asset base and thereby result in the optimal utilization of the resources and greater revenue inflow.

C. OPERATION OF SCHEME

The present Scheme of Arrangement is drawn for the Amalgamation of Amalgamating Companies with the Transferee Company and the Demerger of the Demerged Undertakings into the Transferee Company, on a going concern basis and in consideration thereof, issue of equity shares by the Transferee Company to the shareholders of the Transferor Companies, on the basis of entitlement ratio, as defined later in this Scheme. The amalgamation of Amalgamating Companies and demerger of the Demerged Undertakings with the Transferee Company, pursuant to and in accordance with this Scheme, under Section 230 to 232 and other relevant provisions of the Companies Act, 2013, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) and Section 2(19AA) and other relevant provisions of the Income Tax Act, 1961 as applicable. If any terms or provisions of the Scheme are found or interpreted and found to be inconsistent with the said provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section(s) of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) and Section 2(19AA) of the Income Tax Act, 1961. Such modification shall not affect other parts of the Scheme.

D. PARTS OF THE SCHEME

The Scheme is divided into following parts:

Part I

This part of the Scheme deals with definitions of the terms used in this Scheme and share capital details of the companies/ parties (defined hereunder);

Part II

This part of the Scheme deals with Demerger (as defined hereinafter) of the Strategic Investment Division I of the Transferor Company 14 / Demerged Company 1 and Strategic Investment Division II of the Transferor Company 15 / Demerged Company 2 (or Demerged Undertakings) from Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, respectively, and transfer and vesting of the same into the Transferee Company;

Part III

This part of the Scheme deals with the amalgamation of Amalgamating Companies with the Transferee Company;

Part IV

This part of the Scheme deals with the issue, allotment and re- organization of share capital by the Transferee Company to the Transferor Companies as well as the Accounting Treatment for the Demerger (as defined hereinafter) and the Amalgamation (as defined hereinafter) in the books of the Transferee Company and the Transferor Companies.

Part V

This part of the Scheme deals with the general terms and conditions, as applicable to the Scheme of Arrangement.

PART I

DEFINITION, SHARE CAPITAL AND DATE OF TAKING EFFECT

1. DEFINITIONS

In this scheme, unless inconsistent with the subject or context, the following expressions shall have the meanings respectively assigned against them:

"The Act" means Companies Act, 2013 and rules and regulation made there under and shall include any statutory amendments or re-enactment thereto which may relate or be applicable to arrangements;

"Amalgamation" means amalgamation of Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12 and Transferor Company 13 with and into Transferee Company in terms of Section 2(1B) of the Income Tax Act, 1961, as provided in **Part III** of the Scheme in its present form or with any modification(s) thereof for the time being in force and;

"Amalgamating Companies" shall mean and include Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12 and Transferor Company 13.

"Amalgamating Companies Proceedings" shall mean Legal Proceedings as mentioned in Part III, Clause 12 of the Scheme.

"Applicable Law" means any applicable national, foreign, provincial, local or other law including provisions of all constitutions, decrees, treaties, statutes, laws (includes the common law), notifications, by-laws, rules, regulations, guidelines, rule of common law, policy, codes, directives, ordinances, schemes, judgments, decrees, approvals, orders or instructions enacted or issued or sanctioned by any Governmental or Registration Authority (defined hereinafter), having the force of law and applicable to Companies;

"Appointed Date" means 1st day of April, 2022, being the date with effect from which the Scheme shall be applicable or such other date as may be approved by the Hon'ble National Company Law Tribunal (NCLT) or by such other authority having jurisdiction over the Transferor and Transferee Companies.

"Appropriate Authority" means: (a) the government of any jurisdiction (including any national, state, municipal or local government or any political or administrative sub division thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof; (b) any public international organization or supranational body and its institutions, departments, agencies or instrumentalities; (c) any governmental, quasi- governmental or private body or agency lawfully exercising or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi-governmental authority including (without limitation) the Tribunal (as defined hereinafter);

"Board of Directors" shall have the same meaning as under the Companies Act, 2013.

"Business Day" means a day (other than a Saturday, a Sunday or a public holiday) when commercial banks are open for ordinary banking business in Delhi and Kolkata; India.

"CAA Rules" means the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

"Cancellation" means the cancellation of the inter-se shareholding held between the Transferor Companies and the Transferee Company, and the cancellation of the inter-se shareholding held between the Transferor Companies.

“Demerger” means transfer and vesting of the Strategic Investment Division I of the Transferor Company 14 / Demerged Company 1 and Strategic Investment Division II of the Transferor Company 15 / Demerged Company 2 to the Transferee Company, in terms of Section 2(19AA) of the Income Tax Act, 1961, as provided in the **Part II** of the Scheme in its present form or with any modification(s) thereof for the time being in force.

“Demerged Companies” shall collectively mean the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2.

“Demerged Undertakings” shall mean the Strategic Investment Division I of the Transferor Company 14 / Demerged Company 1 and Strategic Investment Division II of the Transferor Company 15 / Demerged Company 2.

“Demerged Undertakings Proceedings” shall mean legal proceedings as mentioned in Part II, Clause 4 of this Scheme.

“Effective Date” means the later of the dates on which the certified / formal copy of the Order(s) of the Hon’ble National Company Law Tribunal, sanctioning this Scheme is filed by the Transferee Company, and the Transferor Companies with the Registrar of Companies, NCT of Delhi and Kolkata, as applicable; and hence the word ‘coming into effect of the Scheme’ and ‘Scheme becoming effective’ shall be construed accordingly.

“Encumbrance” shall mean (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (ii) pre-emption right, option, right to acquire, right to set-off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a

security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or

(iv) any agreement to create any of the above; the term **Encumber** shall be construed accordingly.

“National Company Law Tribunal” or “NCLT” means the Hon’ble National Company Law Tribunal at New Delhi and the Hon’ble National Company Law Tribunal at Kolkata or any other appropriate forum or authority empowered to approve the Scheme as per the law for the time being in force and having jurisdiction in relation to the Transferor and Transferee Companies.

“Parties” shall collectively mean the Transferor Companies and the Transferee Company and “Party” shall mean each of them individually.

“Permits” means all consents, licenses, permits, certificates, permissions, authorizations, rights, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, filings, no-objections certificate, orders, whether governmental, statutory, regulatory or otherwise as required under Applicable law or otherwise;

“Person” shall mean any natural person, limited or unlimited liability company, corporation, one person company, partnership (whether limited or unlimited), proprietorship, Hindu Undivided Family, trust, union, society, association, any appropriate authority, or any agency or political subdivision thereof or any other entity that may be treated as a person under the Applicable Law.

“Record Date 1” in relation to this Scheme means a date to be determined by the Board of Directors of the Transferee Company in consultation with the Board of Directors of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 for the purpose of reckoning names of the equity shareholders of Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 who shall be entitled to receive the equity shares of the Transferee Company in consideration for the transfer and vesting of the Demerged Undertakings to the Transferee Company.

“Record Date 2” in relation to this Scheme means a date to be determined by the Board of Directors of the Transferee Company for the purpose of reckoning the names of shareholders of the Amalgamating Companies, i.e., Transferor Company 1 to 13, who shall be entitled to receive shares of the Transferee Company upon the coming into effect of this Scheme.

“Registrar of Companies” or “ROC” means the Registrar of Companies, NCT of Delhi and Kolkata.

“Real Estate Undertaking 1” means the entire business and undertakings of the Transferor Company 14 / Demerged Company 1 as would immediately emerge after the demerger of the Strategic Investment Division I of the Transferor Company 14 / Demerged Company 1.

“Real Estate Undertaking 2” means the entire business and undertakings of the Transferor Company 15 / Demerged Company 2 as would immediately emerge after the demerger of the Strategic Investment Division II of the Transferor Company 15 / Demerged Company 2.

“**Schedule I**” shall mean the schedule attached with the Scheme showcasing the assets and liabilities of the Strategic Investment Division I of the Transferor Company 14 / Demerged Company 1 on the Appointed Date.

“**Schedule II**” shall mean the schedule attached with the Scheme showcasing the assets and liabilities of the Strategic Investment Division II of the Transferor Company 15 / Demerged Company 2 as on the Appointed Date.

“**Schedule III**” shall mean the schedule attached with the Scheme showcasing the assets and liabilities of the Amalgamating Companies as on the Appointed Date.

“**Scheme**” or “**the Scheme**” or “**this Scheme**” means this Scheme of Arrangement among Transferor and Transferee Companies and their respective shareholders, as approved by the Board of Directors of the Companies in its present form filed with the National Company Law Tribunal or with any modification(s)/ amendment(s) approved or imposed or directed by the National Company Law Tribunal or modification(s)/ amendment(s) made under Clause 29 hereof.

The expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning as prescribed to them under the Act, the Income Tax Act, 1961 or their successor Acts and other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

“**Strategic Investment Division I**” shall mean the investment division of **MRG Developers Private Limited / Transferor Company 14 / Demerged Company 1** which is engaged in the activities of making strategic investments in the group companies and specific liabilities of the said division, inter-alia, of all the properties, assets, liabilities,

permits, licenses, registrations, approvals, contracts and employees, which are related to the investment division of the Transferor Company 14 / Demerged Company 1, on a going concern basis, representing an undertaking in compliance with Explanation I of Section 2 (19AA) of the Income Tax Act, 1961, including the following:

- (a) all the assets and movable property, wherever situated, whether tangible or intangible, absolute, accrued, fixed or otherwise, including all current assets, deposits, accrued interest, loans and advances, together with the present and future liabilities (including contingent liabilities) appertaining or relatable to the Strategic Investment Division of the Transferor Company 14 / Demerged Company 1;
- (b) any and all permits, rights, entitlements, allotments, approvals, consents, concessions, exemptions, liberties, advantages, no-objection certificates, certifications, registrations, goodwill, licenses, tenancies, offices, income tax credits, goods and services tax credits, privileges and benefits of all contracts, agreements, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, pertaining to the Strategic Investment Division of the Transferor Company 14 / Demerged Company 1;
- (c) any and all earnest monies and/or security deposits, payment against warrants or other entitlements in connection with or relating to the Strategic Investment division of the Transferor Company 14 / Demerged Company 1;
- (d) all such permanent employees of the Transferor Company 14 / Demerged Company 1 on the Effective Date, as are engaged in or in relation to the Strategic Investment Division of the Transferor Company 14 / Demerged Company 1; and
- (e) any and all debts, borrowings, guarantees, assurances, commitments, obligations and liabilities, whether fixed,

contingent or absolute, asserted or unasserted, present or future, whether secured or unsecured, pertaining to the said investment division of the Transferor Company 14 / Demerged Company 1.

[It is hereby expressly clarified that with effect from the Appointed Date and upon the Scheme becoming effective, all rights, obligations, liabilities and litigations of the Transferor Company 14 / Demerged Company 1 relating to assets / liabilities comprised in the Strategic Investment Division I of the Transferor Company 14 / Demerged Company 1 shall stand transferred to the Transferee Company.]

“Strategic Investment Division II” shall mean the investment division of **Pacific Buildcon Private Limited / Transferor Company 15 / Demerged Company 2** which is engaged in the activities of making strategic investment in group companies and specific liabilities of the said division, inter-alia, of all the properties, assets, liabilities, permits, licenses, registrations, approvals, contracts and employees, which are related to the investment division of the Transferor Company 15 / Demerged Company 2, on a going concern basis, representing an undertaking in compliance with Explanation I of Section 2 (19AA) of the Income Tax Act, 1961, including the following:

- (a) all the assets and movable property, wherever situated, whether tangible or intangible, absolute, accrued, fixed or otherwise, including all current assets, deposits, accrued interest, loans and advances, together with the present and future liabilities (including contingent liabilities) appertaining or relating to the investment division of the Transferor Company 15 / Demerged Company 2;
- (b) any and all permits, rights, entitlements, allotments, approvals, consents, concessions, exemptions, liberties, advantages, no-objection certificates, certifications, registrations, goodwill,

- licenses, tenancies, offices, income tax credits, goods and services tax credits, privileges and benefits of all contracts, agreements, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, pertaining to the investment division of the Transferor Company 15 / Demerged Company 2;
- (c) any and all earnest monies and/or security deposits, payment against warrants or other entitlements in connection with or relating to the investment division of the Transferor Company 15 / Demerged Company 2;
 - (d) all such permanent employees of the Transferor Company 15 / Demerged Company 2 on the Effective Date, as are engaged in or in relation to the investment division of the Transferor Company 15 / Demerged Company 2; and
 - (e) any and all debts, borrowings, guarantees, assurances, commitments, obligations and liabilities, whether fixed, contingent or absolute, asserted or unasserted, present or future, whether secured or unsecured, pertaining to the said investment division of the Transferor Company 15 / Demerged Company 2.

[It is hereby expressly clarified that with effect from the Appointed Date and upon the Scheme becoming effective, all rights, obligations, liabilities and litigations of the Transferor Company 15 / Demerged Company 2 relating to assets / liabilities comprised in the Investment Division II of the Transferor Company 15 / Demerged Company 2 shall stand transferred to the Transferee Company.]

"Transferee Company" means **Pacific Development Corporation Limited**, a public limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U74999DL1996PLC077149, and having its registered office at Ground

Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018.

“Transferor Companies” shall mean and include the following:-

- i. Transferor Company 1, i.e., PICKUP TRADELINK PRIVATE LIMITED;**
- ii. Transferor Company 2, i.e., MUDRIKA FISCAL SERVICES PRIVATE LIMITED;**
- iii. Transferor Company 3, i.e., SUKHSAGAR VANIJYA PRIVATE LIMITED;**
- iv. Transferor Company 4, i.e., URBAN PLAST PRIVATE LIMITED;**
- v. Transferor Company 5, i.e., LAKSHYA COMMERCIAL PRIVATE LIMITED;**
- vi. Transferor Company 6, i.e., CIPL ESTATES PRIVATE LIMITED;**
- vii. Transferor Company 7, i.e., JAI HANUMAN INVESTMENT CONSULTANTS PRIVATE LIMITED;**
- viii. Transferor Company 8, i.e., RAJESH CORPORATION PRIVATE LIMITED;**
- ix. Transferor Company 9, i.e., SUDARSHAN HOUSING & FINANCE PRIVATE LIMITED;**
- x. Transferor Company 10, i.e., DISHANK CONSTRUCTIONS PRIVATE LIMITED;**
- xi. Transferor Company 11, i.e., PACIFIC MOTELS PRIVATE LIMITED;**

- xii. Transferor Company 12, i.e., **PASSION BUILDTECH PRIVATE LIMITED;**
- xiii. Transferor Company 13, i.e., **NANDANA PROPBUILD PRIVATE LIMITED;**
- xiv. Transferor Company 14 / Demerged Company 1, i.e., **MRG DEVELOPERS PRIVATE LIMITED;** and
- xv. Transferor Company 15 / Demerged Company 2, i.e., **PACIFIC BUILDCON PRIVATE LIMITED.**

“Transferor Company 1” means **PICKUP TRADELINK PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U70100WB1996PTC078324, and having its registered office at 97, Bansdroni, New Government Colony, P.O. Bansdroni, P.S. Regent Park, Kolkata, West Bengal - 700070 and includes all assets and liabilities pertaining to Transferor Company 1.

“Transferor Company 2” means **MUDRIKA FISCAL SERVICES PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U70101DL1990PTC353584, having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 2.

“Transferor Company 3” means **SUKHSAGAR VANIJYA PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956 under Corporate Identification Number U51109DL2005PTC352689, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 3.

“Transferor Company 4” means **URBAN PLAST PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U25200DL1993PTC317607, and having its registered office at Ground Floor- 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 4.

“Transferor Company 5” means **LAKSHYA COMMERCIAL PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U51909DL2004PTC371919, and having its registered office at Ground Floor-42,Pacific Mall, Tagore Garden, Najafgarh Road, Delhi North West DL 110018 and includes all assets and liabilities pertaining to Transferor Company 5.

“Transferor Company 6” means **CIPL ESTATES PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under Corporate Identification Number U70100DL2005PTC317361, and having its registered office at Ground Floor- 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi 110018 and includes all assets and liabilities pertaining to Transferor Company 6.

“Transferor Company 7” means **JAI HANUMAN INVESTMENT CONSULTANTS PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U65110DL1994PTC338402, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 7.

“Transferor Company 8” means **RAJESH CORPORATION PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U08011DL1993PTC336072, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 8.

“Transferor Company 9” means **SUDARSHAN HOUSING & FINANCE PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U65992DL1992PTC049872, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 9.

“Transferor Company 10” means **DISHANK CONSTRUCTIONS PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U74899DL1993PTC055309, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 10.

“Transferor Company 11” means **PACIFIC MOTELS PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U74999DL2004PTC128710, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 11.

“Transferor Company 12” means **PASSION BUILDTECH PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U70100DL2011PTC229358, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 12.

“Transferor Company 13” means **NANDANA PROPBUILD PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U70102DL2011PTC229272, and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi - 110018 and includes all assets and liabilities pertaining to Transferor Company 13.

“Transferor Company 14” or “Demerged Company 1” means **MRG DEVELOPERS PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U70101DL2003PTC118355, and having its registered office at Ground Floor - 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018 and includes all assets and liabilities pertaining to the Transferor Company 14 / Demerged Company 1.

“Transferor Company 15” or “Demerged Company 2” means **PACIFIC BUILDCON PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, under the Corporate Identification Number U45201DL2004PTC127910, and having its registered office at Ground Floor - 42, Pacific Mall, Tagore Garden, Najafgarh Road, New Delhi - 110018 and includes all assets and liabilities pertaining to the Transferor Company 15 / Demerged Company 2.

INTERPRETATION:

In this Scheme, unless the context otherwise requires:

Words denoting singular shall include plural and vice versa;

Headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;

Reference to the word "include" or including shall be construed without limitation;

A reference to an article, clause, section, paragraph is unless indicated to the contrary, a reference to an article, clause, section or paragraph of this Scheme;

References to dates and time shall be construed to be references to Indian dated and times;

Reference to a document includes an amendment or supplement to, or replacement or novation of that document;

Reference to any law or legislation or regulation shall include amendment(s), circulars, notifications, clarifications or supplement(s) to, or replacement or amendment of, that law or legislation or regulation;

Reference in this Scheme to the date of "coming into effect of this Scheme or effectiveness of this Scheme" shall mean references to the effective date;

Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them; and

References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

2. SHARE CAPITAL/CAPITAL STRUCTURE

The capital structure of the Transferor Companies and the Transferee Company as on the Appointed Date is as follows:

The Share Capital of **Transferor Company 1 or PTPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
44,30,000 Equity Shares of Rs. 10/- each	4,43,00,000
Total	4,43,00,000
Issued, Subscribed and fully paid-up Share Capital	
44,20,800 Equity Shares of Rs. 10/- each fully paid up	4,42,08,000
Total	4,42,08,000

There is no change in the capital structure of the **Transferor Company 1 or PTPL** since the Appointed Date.

The Share Capital of **Transferor Company 2 or MF SPL** as on the Appointed Date, i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
14,60,000 Equity Shares of Rs. 10/-each	1,46,00,000
Total	1,46,00,000
Issued, Subscribed and fully paid up Share Capital	

14,57,275 Equity Shares of Rs. 10/- each fully paid up	1,45,72,750
Total	1,45,72,750

There is no change in the capital structure of the **Transferor Company 2 or MFSPL** since the Appointed Date.

The Share Capital of **Transferor Company 3 or SVPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
7,30,000 Equity Shares of Rs. 10/- each	73,00,000
Total	73,00,000
Issued, Subscribed and fully paid up Share Capital	
7,27,000 Equity Shares of Rs. 10/- each fully paid up	72,70,000
Total	72,70,000

There is no change in the capital structure of the **Transferor Company 3 or SVPL** since the Appointed Date.

The Share Capital of **Transferor Company 4 or UPPL** as on the Appointed Date, i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	

8,40,000 Equity Shares of Rs. 10/- each	84,00,000
Total	84,00,000
Issued, Subscribed and fully paid up Share Capital	
8,39,770 Equity Shares of Rs. 10/- each fully paid up	83,97,700
Total	83,97,700

There is no change in the capital structure of the **Transferor Company 4 or UPPL** since the Appointed Date.

The Share Capital of **Transferor Company 5 or LCPL** as on the Appointed Date, i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
29,50,000 Equity Shares of Rs. 10/- each	2,95,00,000
Total	2,95,00,000
Issued, Subscribed and fully paid up Share Capital	
28,70,000 Equity Shares of Rs. 10/- each fully paid up	2,87,00,000
Total	2,87,00,000

There is no change in the capital structure of the **Transferor Company 5 or LCPL** since the Appointed Date.

The Share Capital of **Transferor Company 6 or CEPL** as on the Appointed Date, i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
7,50,000 equity shares of Rs. 10/- each	75,00,000
Total	75,00,000
Issued, Subscribed and fully paid up Share Capital	
7,10,000 Equity Shares of Rs. 10/- each fully paid up	71,00,000
Total	71,00,000

There is no change in the capital structure of the **Transferor Company 6 or CEPL** since the Appointed Date.

The Share Capital of **Transferor Company 7 or JHICPL** as on the Appointed Date, i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
10,00,000 Equity Shares of Rs. 10/- each	1,00,00,000
Total	1,00,00,000
Issued, Subscribed and fully paid-up Share Capital	
4,90,700 Equity Shares of Rs. 10/- each fully paid up	49,07,000
Total	49,07,000

There is no change in the capital structure of the **Transferor Company 7 or JHICPL** since the Appointed Date.

The Share Capital of **Transferor Company 8 or RCPL** as on the the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
Total	5,00,00,000
Issued, Subscribed and fully paid-up Share Capital	
45,16,500 Equity Shares of Rs. 10/- each fully paid up	4,51,65,000
Total	4,51,65,000

There is no change in the capital structure of the **Transferor Company 8 or RCPL** since the Appointed Date.

The Share Capital of **Transferor Company 9 or SHFPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
1,20,00,000 Equity Shares of Rs. 10/- each	12,00,00,000
Total	12,00,00,000

Issued, Subscribed and fully paid-up Share Capital	
60,60,000 Equity Shares of Rs. 10/- each fully paid up	6,06,00,000
Total	6,06,00,000

There is no change in the capital structure of the **Transferor Company 9 or SHFPL** since the Appointed Date.

The Share Capital of **Transferor Company 10 or DCPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
Total	5,00,00,000
Issued, Subscribed and fully paid-up Share Capital	
32,00,200 Equity Shares of Rs. 10/-each fully paid up	3,20,02,000
Total	3,20,02,000

There is no change in the capital structure of the **Transferor Company 10 or DCPL** since the Appointed Date.

The Share Capital of **Transferor Company 11 or PMPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
2,50,000 Equity Shares of Rs. 10/- each	25,00,000
Total	25,00,000
Issued, Subscribed and fully paid-up Share Capital	
10,000 Equity Shares of Rs. 10/- each fully paid up	1,00,000
Total	1,00,000

There is no change in the capital structure of the **Transferor Company 11 or PMPL** since the Appointed Date.

The Share Capital of **Transferor Company 12 or PDPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
Total	1,00,000
Issued, Subscribed and fully paid-up Share Capital	
10,000 Equity Shares of Rs. 10/- each fully paid up	1,00,000
Total	1,00,000

There is no change in the capital structure of the **Transferor Company 12 or PDPL** since the Appointed Date.

The Share Capital of **Transferor Company 13 or NPPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
Total	1,00,000
Issued, Subscribed and fully paid-up Share Capital	
10,000 Equity Shares of Rs. 10/- each fully paid up	1,00,000
Total	1,00,000

There is no change in the capital structure of the **Transferor Company 13 or NPPL** since the Appointed Date.

The Share Capital of **Transferor Company 14 or Demerged Company 1 or MDPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
22,00,000 Equity Shares of Rs. 10/- each	2,20,00,000
Total	2,20,00,000

Issued, Subscribed and fully paid-up Share Capital	
21,59,900 Equity Shares of Rs. 10/- each fully paid up	2,15,99,000
Total	2,15,99,000

There is no change in the capital structure of the **Transferor Company 14 / Demerged Company 1 or MDPL** since the Appointed Date.

The Share Capital of **Demerged Company 2 or PBPL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
Total	5,00,00,000
Issued, Subscribed and fully paid-up Share Capital	
39,87,800 Equity Shares of Rs. 10/- each fully paid up	3,98,78,000
Total	3,98,78,000

There is no change in the capital structure of the **Demerged Company 2 or PBPL** since the Appointed Date.

The Share Capital of **Transferee Company or PDCL** as on the Appointed Date i.e., 1st April, 2022 is as follows:

Particulars	Amount (In Rs.)
Authorized Share Capital	
75,00,000 Equity Shares of Rs. 10/- each	7,50,00,000
Total	7,50,00,000
Issued, Subscribed and fully paid up Share Capital	
53,37,231 Equity Shares of Rs. 10/- each fully paid up	5,33,72,310
Total	5,33,72,310

There is no change in the capital structure of the **Transferee Company or PDCL** since the Appointed Date.

It is expressly clarified that until this Scheme becomes effective, Companies are free to alter their authorized, issued, subscribed or paid up share capital as may be required for their respective business requirements, subject to the necessary approvals obtained from their respective Board of Directors and shareholders, if required under the Applicable Laws.

PART II

DEMERGER, TRANSFER AND VESTING OF DEMERGED UNDERTAKINGS FROM THE TRANSFEROR COMPANY 14 / DEMERGED COMPANY 1 AND TRANSFEROR COMPANY 15 / DEMERGED COMPANY 2 INTO THE TRANSFEEE COMPANY

3. TRANSFER OF ASSETS AND LIABILITIES

Upon the Scheme becoming effective and with effect from the Appointed Date, and subject to the provisions of this Scheme and pursuant to Section 230 to 232 of the Companies Act, 2013 and Section 2(19AA) of the Income Tax Act, 1961, the **Strategic Investment Division I** of the Transferor Company 14 / Demerged Company 1 and **Strategic Investment Division II** of the Transferor Company 15 / Demerged Company 2 (including all the estate, assets, rights, claims, title, interest, obligations, liabilities, litigations and authorities etc.) shall stand demerged from Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 respectively and transferred to and vested in the Transferee Company as a going concern; and all assets, liabilities, contracts, arrangements, employees, permits, licenses, records, approvals, etc., of the Demerged Undertakings shall, without any further act, instrument or deed stand demerged, transferred and vested in or be deemed to have been demerged, transferred and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, permits, licenses, records, approvals, etc., of the Transferee Company by virtue of operation of law, and in the manner provided in the Scheme.

Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date:

All assets of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, relating to the Demerged Undertakings that are movable in nature or are otherwise capable of being transferred by manual delivery or actual and/or constructive delivery or by paying over or endorsement and/or delivery, the same may be so transferred and delivered by the Demerged Undertakings by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Transferee Company as on the Appointed Date;

With respect to the assets of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 relating to the Demerged Undertakings other than those specified in Clause 3.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, 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 or other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Transferor Company 14 / Demerged Company 1 or Transferor Company 15 / Demerged Company 2, shall, without any act, instrument or deed, be transferred to and vested in the Transferee Company, with effect from the Appointed Date, by operation of law as transmission, as the case may be, in favor of the Transferee Company;

Unless otherwise agreed between the parties, the vesting of all assets of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 relating to the Demerged Undertakings shall be subject to Encumbrances, if any, over or in respect of any of the assets or any part thereof. However, such Encumbrances

shall be confined only to the relevant assets of the Demerged Undertakings or part thereof, on or over which they are subsisting, and no such Encumbrances shall extend over or apply to any other asset(s) of the Transferee Company.

Any reference in any security documents or arrangements (to which such Transferor Company 14 / Demerged Company 1 and or Transferor Company 15 / Demerged Company 2 is a party) related to any assets of the Transferor Company 14 / Demerged Company 1 and /or Transferor Company 15 / Demerged Company 2 relating to the Demerged Undertakings shall be construed to mean that such security shall not extend, nor deemed to be extended, to any of the other asset(s) of the Transferee Company. Similarly, the Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of or to be availed of by it, and the Encumbrances in respect of such indebtedness of the Transferee Company shall not extend or deemed to extend or apply to assets so vested;

All debts, liabilities, duties and obligations of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 relating to the Demerged Undertakings shall, without any further act, instruments or deed, be transferred to, or be deemed to be transferred to the Transferee Company, so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company, on the same terms and conditions as were applicable to the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2.

Where any of the liabilities and obligations pertaining to the Demerged Undertakings, on the Appointed Date, have been discharged by the Transferor Company 14 / Demerged Company 1 and / or Transferor

Company 15 / Demerged Company 2 after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of the Transferee Company;

All loans raised and used, and liabilities incurred, if any, by the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 after the Appointed Date, but prior to the Effective Date, for the Demerged Undertakings shall be deemed to be transferred to the Transferee Company, without any further act or deed;

The provisions of this Clause 3 shall operate notwithstanding anything to the contrary contained in any deed or writing or the terms of sanction or issue or any security document, all of which instruments shall stand modified and/or superseded by the foregoing provisions;

With effect from the Appointed Date and upon the Scheme becoming effective, all taxes and duties payable by the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 accruing and relating to the operations of the Demerged Undertakings from the Appointed Date onwards, including all advance tax payments, tax deducted at source, any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source or refunds and claims, as the case may be, of Transferee Company;

Upon the Scheme becoming effective, all unavailed credits and exemptions, benefit of carried forward losses and other statutory benefits, including income tax benefits relating to the Demerged Undertakings to which the Transferor Company 14 / Demerged Company 1 and/ or Transferor Company 15 / Demerged Company 2 is entitled to shall be available to and vest in the Transferee Company, without any further act or deed;

Upon this Scheme becoming effective, the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 and the Transferee Company are permitted to revise and file their respective income tax returns, including tax deducted at source certificates, goods and service tax returns, and other tax returns for the period commencing on and from the Appointed Date, and to claim refunds/credits, pursuant to the provisions of this Scheme.

The Board of Directors of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 shall be empowered to determine if any specific tax liability or any tax proceeding relates to the Demerged Undertakings and whether the same would be transferred to the Transferee Company; and

Without prejudice to the foregoing provisions of Clause 3, the Transferor Company 14 / Demerged Company 1 and Transferor Company 14 / Demerged Company 2 and the Transferee Company shall be entitled to execute any and all instruments or documents and do all acts and deeds, as may be required, including filing of necessary particulars and/or modification(s) of charge, with the concerned ROC or filing of necessary applications, notices, intimations or letters with any appropriate authority or person, to give effect to the above provisions.

- a. Schedule of Assets and Liabilities of the Strategic Investment Division I of the Transferor Company 14 / Demerged Company 1 as on the Appointed Date is attached hereto and marked as Schedule I.**
- b. Schedule of Assets and Liabilities of the Strategic Investment Division II of the Transferor Company 15 / Demerged Company 2 as on the Appointed Date is attached hereto and marked as Schedule II.**

4. LEGAL PROCEEDINGS

From the Effective Date, all legal or other proceedings (including proceedings before any statutory or quasi-judicial authority or tribunal) by or against or related to the Demerged Undertakings of the Transferor Company 14 / Demerged Company 1 and/ or Transferor Company 15 / Demerged Company 2, pending as on the Effective Date, under any statute, and relating to assets / liabilities comprised in the Demerged Undertakings ("**Demerged Undertakings Proceedings**") shall be continued and enforced by or against the Transferee Company after the Effective Date, to the extent legally permissible.

To the extent, such Demerged Undertakings Proceedings cannot be taken over by the Transferee Company, such proceedings shall be pursued by the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2, as the case may be, as per the instructions of and entirely at the costs and expenses of the Transferee Company and all benefits, liabilities, penalties arising out of such proceedings shall be to the account of the Transferee Company.

If any Demerged Undertakings Proceedings are pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of this Scheme, and the 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 or might have been continued, prosecuted and enforced by or against the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, as the case may be, if this Scheme had not been made.

In the event of any difference or difficulty in determining whether any specific legal or other proceedings relates to the Demerged Undertakings or not, the decision of the Board of Directors of the Transferor Company

14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, as the case may be, in this regard shall be conclusive and binding on the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, as the case may be, and the Transferee Company.

It is clarified that the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 shall be responsible for all legal and other proceedings of whatsoever nature, pending and/or arising before and after the Effective Date which relate to the Real Estate Undertaking (including the proceedings arising out of the contingent liabilities that would remain in the Real Estate Undertaking) and the Transferee Company shall not in any way be liable, prosecuted or affected from any of them.

5. CONTRACTS, DEEDS ETC.

Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, entitlements and other instruments of whatsoever nature in relation to the Demerged Undertakings to which the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2, is a party or to the benefit of which the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2, may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall be in full force and effect by or against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and effectually as if, instead of the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2, the Transferee Company had been a party or beneficiary or obligee thereto.

Notwithstanding the fact that vesting of the Demerged Undertakings occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2 is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2 and to carry out or perform all such formalities or compliances as aforesaid on the part of the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2.

The Transferee Company shall be entitled to the benefit of all insurance policies which have been issued in respect of the Demerged Undertakings and the name the Transferee Company shall be substituted as "Insured" in the policies as if the Transferee Company was initially a party thereto.

6. SAVING OF CONCLUDED TRANSACTIONS

6.1 The transfer of properties and liabilities to, and the continuance of proceedings by, or against the Transferee Company, as envisaged in **Part II** above shall not affect any transaction or proceedings already concluded by the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2 as on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company 14 / Demerged Company

1 and / or Transferor Company 15 / Demerged Company 2 in respect thereto as done and executed on behalf of itself.

7. EMPLOYEES

On the Scheme becoming effective, all the employees or retainers or consultants, whether temporary or permanent, and including employees on probation, trainees and interns of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, **engaged in the Demerged Undertakings**, on the Effective Date, shall be deemed to have become the employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in service and on the basis of continuity of service. The terms and conditions of service of such employees or retainers or consultants or trainees or interns with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2 on the Effective Date. The Transferee Company undertakes to continue to abide by any agreement / settlement, if any, validly entered into by the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2 with any recognized union / employee of the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2.

The accumulated balances, if any, standing to the credit of the employees and officers of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, engaged in the Demerged Undertakings, in the existing Provident Fund, Gratuity Fund and Superannuation Fund, of which they are members, will be transferred to the Provident Fund, Pension Fund, Gratuity Fund and Superannuation Fund nominated by the Transferee Company and/or such new Funds to be established by the Transferee Company.

Pending the transfer as aforesaid, the Provident Fund, Pension Fund, Gratuity Fund and Superannuation Fund dues of employees and officers of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, engaged in the Demerged Undertakings, would be continued to be deposited in the existing Provident, Gratuity and Superannuation Funds respectively of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 as may be applicable.

Upon transfer of the aforesaid funds to the respective funds of the Transferee Company, the existing trusts created for such funds by the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 shall stand dissolved and no further act or deed shall be required to this effect. It is further clarified that the services of the employees of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 will be treated as having been continuous, uninterrupted and taken into account for the purpose of the said fund(s).

Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2.

8. CONDUCT OF THE BUSINESS OF THE DEMERGED UNDERTAKINGS

With effect from the Appointed Date and up to and including the Effective Date:

- a. The Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 undertakes to carry on and

shall be deemed to carry on all businesses and activities and stand possessed of the properties and assets of the Demerged Undertakings, for and on account of and in trust for the Transferee Company.

- b. All profits accruing to the Demerged Undertakings of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 or losses arising or incurred by it relating to the Demerged Undertakings, shall, for all purposes, be treated as the profits or losses, as the case may be of the Transferee Company.

The Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 undertakes it shall preserve and carry on the business of the Demerged Undertakings with reasonable diligence and business prudence and shall not undertake financial commitments or sell, transfer, alienate, charge, mortgage, or encumber the Demerged Undertakings or any part thereof or recruit new employees or conclude settlements with union or employees or undertake substantial expansion or change the general character or nature of the business of the Demerged Undertakings or any part thereof save and except in each case:

- a. if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the NCLT; or
- b. if the same is expressly permitted by this Scheme; or
- c. if the prior written consent of the Board of Directors of Transferee Company has been obtained.

The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, departments and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the

Transferee Company may require including the registration, approvals, exemptions, reliefs, etc., as may be required/ granted under any law for time being in force for carrying on business of the Demerged Undertakings.

9. TREATMENT FOR THE PURPOSE OF INCOME TAX ACT, 1961

The Demerger of the Demerged Undertakings from the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 to the Transferee Company shall be in compliance with the provisions of Section 2(19AA) of the Income Tax Act, 1961 such that:

All the properties relating to the Demerged Undertakings of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, as on the Appointed Date, shall become the properties of the Transferee Company by virtue of such demerger.

All the liabilities relating to the Demerged Undertakings of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, as on the Appointed Date, shall become the liabilities of the Transferee Company by virtue of such demerger.

The properties and liabilities relating to the Demerged Undertakings of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2, shall be transferred to the Transferee Company at the values appearing in the books of accounts of the Transferor Company 14 / Demerged Company 1 and/ or Transferor Company 15 / Demerged Company 2 as on the Appointed Date.

The Transferee Company shall, in consideration of the Demerger of Demerged Undertakings, issue shares to the shareholders of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 on proportionate basis, in terms of the share swap ratio defined by the registered valuer in its Valuation

Report.

Transfer of Demerged Undertakings from the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 to the Transferee Company shall be on a going concern basis.

The Demerger shall be in accordance with the conditions, if any, notified under sub-Section (5) of Section 72A of the Income Tax Act, 1961, by the Central Government in this behalf.

The provisions of this **Part II** of the Scheme have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income-tax Act, 1961. If any of the terms or provisions of Part II of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961. Such modifications will however not affect the other parts of the Scheme.

10. CONDUCT OF THE REAL ESTATE UNDERTAKING 1 OF TRANSFEROR COMPANY 14 / DEMERGED COMPANY 1

The Real Estate Undertaking 1 of the Transferor Company 14 / Demerged Company 1 and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Transferor Company 14 / Demerged Company 1 subject to the provisions of the Scheme.

All legal or other proceedings by or against the Transferor Company 14 / Demerged Company 1 under any statute, whether pending on the Appointed Date or which may be instituted in future whether or not in respect of any matter arising before the Effective Date and relating to the Real Estate Undertaking 1 (including those relating to any property, right,

power, liability, obligation or duties of the Transferor Company 14 / Demerged Company 1 in respect of Real Estate Undertaking 1 shall be continued and enforced by or against the Transferor Company 14 / Demerged Company 1. The Transferee Company shall in no event be responsible or liable in relation to any such legal or other proceedings by or against the Transferor Company 14 / Demerged Company 1.

With effect from the Appointed Date and up to and including the Effective Date:

- a. The Transferor Company 14 / Demerged Company 1 shall carry on and shall be deemed to have been carrying on all business and activities relating to Real Estate Undertaking 1 for and on its own behalf;
- b. All profits and income accruing or arising to the Transferor Company 14 / Demerged Company 1, and any cost, charges, losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) relating to Real Estate Undertaking 1 shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure, as the case may be, of the Transferor Company 14 / Demerged Company 1;
- c. All employees relatable to the Real Estate Undertaking 1 of the Transferor Company 14 / Demerged Company 1 shall continue to be employed by the Transferor Company 14 / Demerged Company 1; and
- d. The Transferee Company shall not in any event be liable or responsible for any claims whatsoever regarding such employees.

11. CONDUCT OF THE REAL ESTATE UNDERTAKING 2 OF THE TRANSFEROR COMPANY 15 / DEMERGED COMPANY 2

The Real Estate Undertaking 2 of the Transferor Company 15 / Demerged

Company 2 and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Transferor Company 15 / Demerged Company 2 subject to the provisions of the Scheme.

All legal or other proceedings by or against the Transferor Company 15 / Demerged Company 2 under any statute, whether pending on the Appointed Date or which may be instituted in future whether or not in respect of any matter arising before the Effective Date and relating to Real Estate Undertaking 2 (including those relating to any property, right, power, liability, obligation or duties of the Transferor Company 15 / Demerged Company 2 in respect of Real Estate Undertaking 2) shall be continued and enforced by or against the Transferor Company 15 / Demerged Company

2. The Transferee Company shall in no event be responsible or liable in relation to any such legal or other proceedings by or against the Transferor Company 15 / Demerged Company 2.

With effect from the Appointed Date and up to and including the Effective Date:

- a. The Transferor Company 15 / Demerged Company 2 shall carry on and shall be deemed to have been carrying on all business and activities relating to Real Estate Undertaking 2 for and on its own behalf;
- b. All profits and income accruing or arising to the Transferor Company 15 / Demerged Company 2, and any cost, charges, losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) relating to Real Estate Undertaking 2 shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure, as the case may be, of the Transferor Company 15 / Demerged Company 2;

- c. All employees relatable to the Real Estate Undertaking 2 of the Transferor Company 15 / Demerged Company 2 shall continue to be employed by the Transferor Company 15 / Demerged Company 2; and
- d. The Transferee Company shall not in any event be liable or responsible for any claims whatsoever regarding such employees.

PART III

AMALGAMATION OF THE AMALGAMATING COMPANIES WITH THE TRANSFEEE COMPANY

12 TRANSFER OF ASSETS OF LIABILITIES

With effect from the opening of business hours of Appointed Date, and subject to the provisions of this Scheme pursuant to Sections 230 to 232 of the Companies Act, 2013, the Amalgamating Companies shall stand amalgamated with the Transferee Company as a going concern and all the assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc., of the Amalgamating Companies shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc., of the Transferee Company by virtue of operation of law, and in the manner provided in this Scheme.

Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from Appointed Date:

All assets of the Amalgamating Companies that are movable in nature or are otherwise capable of being transferred by manual delivery or actual and/ or constructive delivery or by paying over or endorsement and/ or delivery, the same be so transferred and delivered by the Amalgamating Companies by operation of law without any further act or exemption of an instrument with the intent of having vesting such assets with the Transferee Company as on Appointed Date;

Subject to Clause 12.2.3 below, with respect to assets of the Amalgamating Companies, other than those referred to in Clause 12.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties) investments in shares, mutual funds, Partnership firms, Limited Liability Partnerships and any other securities, 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, customers and other persons, whether or not the same is held in the name of the Amalgamating Companies, shall, without any further act, instrument or deed, be transferred to and vested in and/ be deemed to be transferred to and vested in the Transferee Company, with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of the Transferee Company;

Without prejudice to the aforesaid, all immovable property (including but not limited to land, buildings, offices, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in books of the Amalgamating Companies, whether freehold or leasehold or under a license or permission to use (including but not limited to any other document of title, rights, interest and easements in relation thereto), and any shares in cooperative housing societies associated with such immovable property shall without any act or deed or conveyance being required to be done or executed stand transferred to and be vested in the Transferee Company, as successor to the Amalgamating Companies. It is clarified that with effect from the Effective Date, the Transferee Company shall be liable to pay the rent and taxes and fulfill obligations in relation to the immovable properties and the relevant owners, licensors and lessors in accordance with the terms of relevant lease/ license or rent agreements. Further, any security deposits and advance / prepaid lease / license fee paid by the Amalgamating Companies with respect to the immovable property shall accrue to the Transferee Company;

All debts, liabilities, duties and obligations of the Amalgamating Companies shall, without any further act, instrument or deed be transferred to, and vested in, and/ or deemed to have been transferred to, and vested in, the Transferee Company, so as to become on and from Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Amalgamating Companies.

Unless otherwise agreed to between the Parties, the vesting of the assets of the Amalgamating Companies, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or

any part thereof, provided that such Encumbrances shall be confined only to the relevant assets of the Amalgamating Companies or part thereof on or over which they are subsisting on and such Encumbrances shall not extend over or apply to any other asset(s) of the Transferee Company. Any reference in any security documents or arrangements (to which the Amalgamating Companies are a party) related to any assets of the Amalgamating Companies shall be restricted to that particular asset and such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company. Similarly, the Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of/to be availed of by it, and the Encumbrances in respect of such indebtedness of the Transferee Company shall not extend or be deemed to be extend or apply to the assets so vested;

On and from the Effective Date and till such time that the name of the bank accounts of the Amalgamating Companies has been replaced with that of the Transferee Company, the Transferee Company shall be entitled to maintain and operate the bank accounts of the Amalgamating Companies in the name of the Transferor Companies and for such time as may be determined to be necessary by the Transferee Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company; and

Without prejudice to the foregoing provisions of this Clause 11.2, the

Amalgamating Companies and the Transferee Company shall be entitled to execute any and all instruments or documents and do all the acts and deeds as may be required, including filling of necessary particulars and/ or modification(s) or charge, with the concerned ROC or filing of necessary applications, notices, intimations or letters with any Appropriate Authority or Person, to give effect to the above provisions.

A Schedule of Assets and Liabilities of the Amalgamating Companies as on the Appointed Date is attached hereto and marked as Schedule III.

13 LEGAL PROCEEDINGS

From the Effective Date, all legal or other proceedings (including before any statutory or quasi-judicial authority or tribunal) (hereinafter called the “**Amalgamating Companies Proceedings**” for the purposes of this clause) by or against the Amalgamating Companies under any statute,

pending on Effective Date, the same shall not abate, be discontinued or be in anyway prejudicially affected by reason of the amalgamation or of anything contained in this Scheme, but the 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 Amalgamating Companies as if this Scheme had not been made. On and from the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Amalgamating Companies.

14 CONTRACTS, DEEDS ETC.

All contracts, deeds, bonds, agreements, indemnities, guarantees or other similar rights or entitlements whatsoever, schemes, arrangements and other instruments, rights, entitlements, licenses (including licenses granted by any Appropriate Authority) for the purpose of carrying on the business of the Amalgamating Companies, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Companies, or to the benefit of which the Amalgamating Companies may be eligible and which are subsisting or having effect immediately before this Scheme coming into effect, shall by endorsement, delivery or recordal or by operation of law pursuant to the order of the Appropriate Authority sanctioning the Scheme and on this Scheme becoming effective be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, Permits, rights, entitlements, licenses (including licenses granted by any Appropriate Authority) of the

Transferee Company. Such properties and rights described hereinabove shall stand vested in the Transferee Company and shall be deemed to be the property and become the property by operation of law as an integral part of the Transferee Company. Such contracts and properties described above shall continue to be in full force and continue as effective as hitherto in favour of or against the Transferee Company and shall be the legal and enforceable rights and interests of the Transferee Company, which can be enforced and acted upon as fully and effectually as if it were the Amalgamating Companies. Upon this Scheme becoming effective, the rights, benefits, privileges, duties, liabilities, obligations and interest whatsoever, arising from or pertaining to contracts and properties shall be deemed to have been entered into and stand assigned, vested and novated to the Transferee Company by operation of law and the Transferee Company shall be deemed to be the Transferor Companies' substituted party or beneficiary or obligor thereto. The Transferee Company shall be the successor in the interest of the Amalgamating Companies. In relation to the same, any procedural requirements required to be fulfilled solely by the Amalgamating Companies (and not by any of its successors), shall be fulfilled by the Transferee Company as if it were the duly constituted attorney of the Amalgamating Companies.

The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which any of the

Amalgamating Companies are party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorised to execute any such writings on behalf and in the name of the Amalgamating Companies and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Amalgamating Companies.

The Transferee Company shall be entitled to the benefit of all insurance policies which have been issued in respect of the Amalgamating Companies and the name the Transferee Company shall be substituted as "Insured" in the policies as if the Transferee Company was initially a party thereto.

15 EMPLOYEES

On the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Amalgamating Companies in service on the Effective Date shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis on continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Amalgamating Companies on the Effective Date. The Transferee Company undertakes to continue to abide by any agreement/settlement, if any, validly entered into by the Amalgamating Companies with any union/ employee of the Amalgamating

Companies recognized by the Amalgamating Companies. It is hereby clarified that the accumulated balances, if any, standing to the credit of the employees in existing provident fund, gratuity fund and superannuation fund of which the employees of the Amalgamating Companies are members shall be transferred to such provident fund, gratuity fund and superannuation fund of the Transferee Company or to be established and caused to be recognized by the Appropriate Authorities, by the Transferee Company.

Pending the transfer as aforesaid, the Provident Fund, Gratuity Fund and Superannuation Fund dues of the employees of the Amalgamating Companies would be continued to be deposited in the existing Provident Fund, Pension Fund, Gratuity Fund and Superannuation Fund respectively of the Amalgamating Companies.

Upon transfer of the aforesaid funds to the respective funds of the Transferee Company, the existing trusts created for such funds by the Amalgamating Companies shall stand dissolved and no further act or deed shall be required to this effect. It is further clarified that the services of the employees of the Amalgamating Companies will be treated as having been continuous, uninterrupted and taken into account for the purpose of the said fund or funds.

Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Companies.

16 CONDUCT OF THE BUSINESS

With effect from the Appointed Date and up to and including the Effective Date till the Scheme coming to effect:

- a. The Amalgamating Companies shall be deemed to carry on and shall be deemed to carry on all businesses and activities and stand possessed of the properties and assets for and on account of and in trust for the Transferee Company. All the profits accruing to the Amalgamating Companies, all taxes thereon or gains or losses arising or incurred by them shall, for all purposes, be treated as and deemed to be the profits or losses, as the case may be of the Transferee Company.
- b. The Amalgamating Companies shall carry on their businesses with reasonable diligence and in the same manner as they had been doing hitherto, and the Amalgamating Companies shall not alter or substantially expand their business except with the concurrence of the Transferee Company.
- c. The Amalgamating Companies shall not, without the written concurrence of Transferee Company, alienate charge or encumber any of their properties except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Transferee Company, as the case may be.

- d. The Amalgamating Companies shall not vary or alter, except in the ordinary course of their business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of Transferee Company the terms and conditions of employment of any of its employees, nor shall it conclude settlement with any union or its employees except with the written concurrence of the Transferee Company.

- e. With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Amalgamating Companies as on the close of business on the date preceding the Appointed Date, whether or not provided in their books and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Transferee Company.

Upon the Scheme coming into effect, Transferee Company shall be authorized to carry on the businesses carried on by the Amalgamating Companies.

For the purpose of giving effect to the vesting order passed under Sections 230 to 232 of the Companies Act, 2013 in respect of this Scheme by the Hon'ble NCLT, Transferee Company shall, at any time pursuant to the orders on this Scheme, be entitled to get the record of the change in the legal right(s) and vesting of the businesses of the Amalgamating Companies in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013.

17 TREATMENT FOR THE PURPOSE OF INCOME TAX ACT, 1961

The Amalgamation of the Amalgamating Companies into the Transferee Company shall be in compliance with the provisions of the Income Tax Act, 1961 such that:

All the properties of the Amalgamating Companies, as on the Appointed Date, shall become the properties of the Transferee Company by virtue of such Amalgamation.

All the liabilities of the Amalgamating Companies, as on the Appointed Date, shall become the liabilities of the Transferee Company by virtue of such Amalgamation.

The Transferee Company shall issue, in consideration of the Amalgamation of Amalgamating Companies, issue shares to the shareholders of the Amalgamating Companies (other than the shares held inter-se between the transferor companies or the transferee company), on proportionate basis, in terms of the shareswap ratio defined by the registered valuer in the Valuation Report.

The Amalgamation of the Amalgamating Companies into the Transferee Company shall be on a going concern basis.

PART IV

REORGANIZATION OF SHARE CAPITAL WITH RESPECT TO DEMERGER AND AMALGAMATION OF ALL COMPANIES

18 CANCELLATION OF INTER-SE SHAREHOLDING BETWEEN THE TRANSFEROR COMPANIES AND THE TRANSFEREE COMPANY AND BETWEEN THE TRANSFEROR COMPANIES

As on the Appointed Date and on the Scheme coming into effect and subject to the provisions of this Scheme pursuant to Sections 230 to 232 of the Companies Act, 2013, all of the inter-se shareholding held between the Transferor Companies and the Transferee Company and the inter-se shareholding held between the Transferor Companies shall automatically stand cancelled with effect from the Appointed Date in terms of the Scheme.

It is hereby clarified that upon the Scheme coming into effect, the provisions of Section 64 and 66 of the Act and other applicable provisions, if any, of the Companies Act, 2013 in relation to reduction and/or alteration in Authorised Share Capital of the Transferee Company shall be deemed to have been complied with and the Transferee Company will not be required to comply with any other provisions.

19 ISSUE AND ALLOTMENT OF SHARES BY THE TRANSFEREE COMPANY AND OTHER RELATED MATTERS CONSIDERATION IN RESPECT OF AMALGAMATION OF AMALGAMATING COMPANIES INTO THE TRANSFEREE COMPANY

As on the Appointed Date and upon the Scheme coming into effect and in consideration of the Amalgamation / transfer and vesting of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7,

Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12 and Transferor Company 13 in the Transferee Company and in consideration of the mutual covenants agreed to in this Scheme shall, post cancellation of the shares as detailed in Clause 18, the Transferee Company shall :

a. Issue and Allotment of Shares in respect of Transferor Company 1

Allot 206 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 1** whose name appear in the register of members of the Transferor Company 1 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

b. Issue and Allotment of Shares in respect of Transferor Company 2

Allot 368 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs.10/- each held by such shareholders in the **Transferor Company 2** whose name appear in the register of members of the Transferor Company 2 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

c. Issue and Allotment of Shares in respect of Transferor Company 3

Allot 904 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 3** whose name appear in the register of members of the Transferor Company 3 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

d. Issue and Allotment of Shares in respect of Transferor Company 4

Allot 521 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 4** whose name appear in the register of members of the Transferor Company 4 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

e. Issue and Allotment of Shares in respect of Transferor Company 5

Allot 44 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 5** whose name appear in the register of members of the Transferor Company 5 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

f. Issue and Allotment of Shares in respect of Transferor Company 6

Allot 528 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 6** whose name appear in the register of members of the Transferor Company 6 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

g. Issue and Allotment of Shares in respect of Transferor Company 7

Allot 309 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 7** whose name appear in the register of members of the Transferor Company 7 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

h. Issue and Allotment of Shares in respect of Transferor Company 8

Allot 3 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 8** whose name appear in the register of members of the Transferor Company 8 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

i. Issue and Allotment of Shares in respect of Transferor Company 9

Allot 4 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 9** whose name appear in the register of members of the Transferor Company 9 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

j. Issue and Allotment of Shares in respect of Transferor Company 10

Allot 4 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 10** whose name appear in the register of members of the Transferor Company 10 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

k. Issue and Allotment of Shares in respect of Transferor Company 11

Allot 1 Equity Share of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 11** whose name appear in the register of members of the Transferor

Company 11 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

i. Issue and Allotment of Shares in respect of Transferor Company 12

Allot 23 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 12** whose name appear in the register of members of the Transferor Company 12 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

m. Issue and Allotment of Shares in respect of Transferor Company 13

Allot 202 Equity Shares of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the **Transferor Company 13** whose name appear in the register of members of the Transferor Company 13 as on Record Date 2 to be fixed by the Board of Directors of the Transferee Company.

The said allotment of equity shares to the shareholders of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10,

Transferor Company 11, Transferor Company 12 and Transferor Company 13 shall be made in terms of the Scheme.

For the purpose of allotment of shares to the shareholders of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12 and Transferor Company 13, the fraction upto 0.5 will be ignored and the fraction of more than 0.5 shall be considered as one share.

However, minimum one share will be allotted to every shareholder of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12 and Transferor Company 13 irrespective of his entitlement after ignoring the fraction.

Equity Shares to be issued to the shareholders of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12 and Transferor Company 13 by Transferee Company in pursuance of this Scheme shall

rank pari-passu with the then existing shares of the Transferee Company with effect from the date of allotment of the shares by the Transferee Company.

It is hereby clarified that upon the Scheme coming into effect, the provisions of Section 62 and 64 and other applicable provisions, if any, of the Companies Act, 2013 in relation to increase and/or alteration in Authorised Share Capital of the Transferee Company shall be deemed to have been complied with and the Transferee Company will not be required to comply with any other provisions and / or procedure.

CONSIDERATION IN RESPECT OF DEMERGED UNDERTAKINGS OF THE TRANSFEROR COMPANY 14 / DEMERGED COMPANY 1 AND TRANSFEROR COMPANY 15 / DEMERGED COMPANY 2

As on the Appointed Date and upon the Scheme coming into effect and in consideration of the Demerger / transfer and vesting of the Strategic Investment Division I from the Transferor Company 14 / Demerged Company 1 into the Transferee Company and in consideration of the mutual covenants agreed to in this Scheme, the Transferee Company shall:

- a. Allot 205 Equity Shares of Rs.10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs.10/- each held by such shareholders in the Demerged Company 1 whose name appears in the register of members of the Demerged Company 1 as on Record Date 1 to be fixed by the Board of Directors of the Transferee Company in consultation with the Board of Directors of the Transferor Company 14 / Demerged Company 1.

Upon the Scheme coming into effect and in consideration of the Demerger / transfer and vesting of the Strategic Investment Division II from the Transferor Company 15 / Demerged Company 2 into the Transferee

Company and in consideration of the mutual covenants agreed to in this Scheme, the Transferee Company shall:

- a.** Allot 148 Equity Shares of Rs.10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs.10/- each held by such shareholders in the Transferor Company 15 / Demerged Company 2 whose name appears in the register of members of the Transferor Company 15 / Demerged Company 2 as on Record Date 1 to be fixed by the Board of Directors of the Transferee Company in consultation with the Board of Directors of the Transferor Company 15 / Demerged Company 2.

The said allotment of equity shares to the shareholders of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 shall be made in terms of the Scheme. For the purpose of allotment of shares to the shareholders of the Transferor Company 14 / Demerged Company 1 and/ or Transferor Company 15 / Demerged Company 2 as the case may be, the fraction upto 0.5 will be ignored and the fraction of more than 0.5 shall be considered as one share. However, minimum one share will be allotted to every shareholder of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 irrespective of his entitlement after ignoring the fraction.

Equity Shares to be issued to the shareholders of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 by Transferee Company in pursuance of this Scheme shall rank pari-passu with the then existing shares of the Transferee Company with effect from the date of allotment of the shares by the Transferee Company.

It is hereby clarified that upon the Scheme coming into effect, the provisions of Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 in relation to issue of shares, increase and/or alteration in Authorised Share Capital of the Transferee Company shall be deemed to have been complied with and the Transferee Company will not be required to comply with any other provisions.

20 ACCOUNTING TREATMENT IN RESPECT OF ASSETS AND LIABILITIES IN RESPECT OF AMALGAMATION OF AMALGAMATING COMPANIES INTO TRANSFEREE COMPANY

Upon the Scheme coming into effect, the Transferee Company shall follow the method of accounting as prescribed under Section 133 of the Act and Generally Accepted Accounting Principles. The Transferee Company shall give effect of this Scheme in its books of accounts in accordance with the 'pooling of interest method' prescribed under Indian Accounting Standard (Ind AS) 103 – Business Combinations as notified under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015 for the purpose of accounting of assets and liabilities of the Amalgamating Companies upon merger with Transferee Company, such that:

The Transferee Company shall, upon the Scheme coming into effect, record the assets, liabilities and reserves of the Amalgamating Companies vested in it pursuant to this Scheme at their respective book values and in the same form as appearing in the books of the Amalgamating Companies at the close of business of the day immediately preceding the Appointed Date.

Any surplus arising out of the Amalgamation of the Amalgamating Companies with the Transferee Company shall be credited to the General Reserve Account of the Transferee

Company. Similarly, any loss arising out of the Amalgamation of the Amalgamating Companies with the Transferee Company shall be debited to the Reserves and shall be recorded in the books of the Transferee Company accordingly.

Any inter-company payables, receivables (including loans, advances or debenture etc.) and investments between the Amalgamating Companies and the Transferee Company (whether held by themselves or through their nominees) shall be canceled and Transferee Company shall accordingly not record/write off any of such payables, receivables and investment in its books.

In case of any difference in accounting policy between the Amalgamating Companies and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in the balance of profit and loss account of the respective Transferor Companies so as to ensure the financial statements of the respective Transferor Companies reflect the financial position on the basis of consistent accounting policy.

The Board of Directors of the Transferee Company are authorized to carry out any change in accounting treatment which is in accordance with Ind AS 103 notified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015.

IN RESPECT OF DEMERGER OF THE DEMERGED UNDERTAKINGS INTO THE TRANSFEREE COMPANY

Upon the Scheme coming into effect, the Transferee Company shall follow the method of accounting as prescribed under Section 133 of the Act and Generally Accepted Accounting Principles. The Transferee Company shall give effect of this Scheme in its books of accounts in accordance with the 'pooling of interest method' prescribed under Indian Accounting Standard (Ind AS) 103 – Business Combinations as notified under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015 for the purpose of accounting of assets and liabilities of the Demerged Undertakings upon demerger into Transferee Company, such that:

The Transferee Company shall, upon the Scheme coming into effect, record the assets and liabilities of the Demerged Undertakings vested in it pursuant to this Scheme at their respective book values and in the same form as appearing in the books of the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 at the close of business of the day immediately preceding the Appointed Date.

Any surplus arising out of the Demerger of the Demerged Undertakings with the Transferee Company shall be credited to the General Reserve Account of the Transferee Company. Similarly, any loss arising out of the Demerger of the Demerged Undertakings with the Transferee Company shall be debited to Reserves and shall be recorded in the books of the Transferee Company accordingly.

Any inter-company payables, receivables (including loans, advances or debenture etc.) and investments, relating to the Demerged Undertakings, between the Transferor Company 14 / Demerged Company 1 and/ or Transferor Company 15 / Demerged Company 2 and the Transferee Company (whether held by themselves or through their

nominees) shall be canceled and Transferee Company shall accordingly not record/ write off any of such payables, receivables and investment in its books.

In case of any difference in accounting policy between the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2 and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in the balance of profit and loss account of the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2 (as may be applicable) so as to ensure the financial statements of the Transferor Company 14 / Demerged Company 1 and / or Transferor Company 15 / Demerged Company 2 reflect the financial position on the basis of consistent accounting policy.

Upon coming into effect of the Scheme, with effect from the Appointed Date, the accounts representing the assets and liabilities and those related to the Demerged Undertakings shall stand closed on transfer to the Transferee Company. The Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 shall record the exit of the same in its books.

The difference between the Book Value of the assets and liabilities transferred to the Transferee Company under the Scheme shall be adjusted by Transferor Company 14 / Demerged Company 1 by debiting a sum of Rs. 31,06,280/- from the balance lying credit in the Security Premium Account.

The difference between the Book Value of the assets and liabilities transferred to the Transferee Company under the Scheme shall be adjusted by Transferor Company 15 / Demerged Company 2 by debiting:

- a.** a sum of Rs. 1,01,67,000/- from the balance lying credit

in the Security Premium Account , and

- b.** balance of Rs. 3,48,05,640/- from the balance lying credit in the Statement of Profit & Loss.

Subject to provisions of this Scheme, the Transferor Company 14 / Demerged Company 1 and Transferor Company 15 / Demerged Company 2 shall abide by Accounting Standard-14 (Accounting for Amalgamation) issued by The Institute of the Chartered Accountants of India (ICAI) and as per Section 133 of the Act.

PART V

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE SCHEME

21 INTER-COMPANY TRANSACTIONS

With effect from the Appointed Date, all the inter-company transactions between the Transferor Companies *inter se* the Transferee Company, as may be outstanding on the Appointed Date or which may take place subsequent to the Appointed Date but prior to the Effective Date, shall automatically stand canceled without any further act or deed, upon the Scheme coming into effect.

Upon the Scheme coming into effective on the Effective Date, all of the inter-se shareholding held between the Transferor Companies and the Transferee Company and the inter-se shareholding held between the Transferor Companies shall automatically stand canceled with effect from the Appointed Date in terms of the Scheme.

22 SAVING OF CONCLUDED TRANSACTIONS

The transfer of properties and liabilities and the continuance of proceedings by or against Transferor Companies as envisaged in above shall not affect any transaction or proceedings already concluded by Transferee Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that Transferor Company accepts and adopts all acts, deeds and things done and executed

by **Transferee Company in respect thereto as done and executed by Transferee Company** in respect there as done and executed on behalf of itself.

23 DISSOLUTION OF AMALGAMATING COMPANIES WITHOUT WINDING UP

On occurrence of the Effective Date, the Amalgamating Companies shall, without any further act or deed, shall stand dissolved without winding up in terms of Section 302 of the Companies Act, 2013, and the Board and any committees of the Amalgamating Companies shall without any further act, instrument or deed be and stand discharged. The names of the Amalgamating Companies shall be struck off from the records of the Registrar of Companies and the Transferee Company shall make necessary filings in this regard.

Upon coming into effect of this Scheme, the resolutions, if any, of the Amalgamating Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute aggregate of the said limits in the Transferee Company.

24 APPLICATIONS/PETITIONS TO NCLT:

The Transferor Companies and the Transferee Company shall, with all reasonable dispatch, make joint application(s) / petition(s), as applicable read with relevant Rules, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for seeking orders for dispensing with or convening, holding and conducting of the meetings of the classes

of their respective members and/or creditors and for sanctioning the Scheme with such modifications as may be approved by the Hon'ble NCLT.

On the Scheme being agreed to by the requisite majorities of all the classes of the members and/or creditors of the Transferor Companies and the Transferee Company shall, with all reasonable dispatch, apply to the Hon'ble NCLT, for sanctioning the Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and for such other orders, as the said NCLT may deem fit for carrying this Scheme into effect and for dissolution of Transferor Companies without winding up.

25 CONDITIONALITY OF THE SCHEME

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

- a.** The requisite consent, approval or permission from any regulatory authority, which by law or otherwise may be necessary for the implementation of this Scheme;
- b.** The approval by the respective requisite majorities of the shareholders (including equity as well as preference both, wherever applicable) and/or creditors, including secured as well as unsecured creditors (where applicable) of the Transferor Companies and the Transferee Company in accordance with Section 230 of the Act;
- c.** The Scheme being sanctioned by the Hon'ble NCLT in terms of Sections 230 to 232 and other relevant provisions of the Act and the requisite order of the NCLT;
- d.** All Certified copies of the orders of the NCLT sanctioning the Scheme being filed with the Registrar of Companies, NCT of Delhi and Kolkata.

This Scheme although to come into operation from the Appointed Date shall not become effective until the necessary certified copies of the order(s) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 shall be duly filed with the Registrar of Companies, NCT of Delhi and Kolkata.

The approval to the Scheme by the shareholders of the Transferee Company shall be deemed to be sufficient and the Transferee Company shall not be required to pass a separate resolution under Section 21 and other applicable provisions of the Companies Act, 2013.

26 EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the approvals or conditions enumerated in the Scheme not being obtained or complied, or for any other reason, this Scheme cannot be implemented, then the Board of Directors of the Transferor Companies and the Transferee 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 the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with this Scheme.

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not be subject to the decision of the Parties through their respective Boards, affecting the validity or implementation of the other parts and/or provisions of this Scheme.

27 MODIFICATIONS TO THE SCHEME

The Transferee Company (acting through its Board of Directors) and the Transferor Companies (acting through their respective Board of Directors) and after the dissolution of the Amalgamating Companies, the Transferee Company, the Transferor Company 14 / Demerged Company 1 (acting through their Board of Directors) and the Transferor Company 15 / Demerged Company 2 (acting through their Board of Directors) may

assent to any modifications or amendments to this Scheme which the NCLT(s) and/or other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme or which is generally in the benefit or interest of the shareholders and/or the creditors.

The Transferee Company (acting through its Board of Directors) and the Transferor Companies (acting through their respective Board of Directors) and after the dissolution of the Amalgamating Companies, the Transferee Company (acting through its Board of Directors) is hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to the Scheme and to resolve any doubts, difficulties or questions whether by reason of any order(s) of the NCLT(s) or of any directive or order(s) of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

The Transferee Company (acting through its Board of Directors) and the Transferor Companies (acting through their respective Board of Directors) shall be at liberty to withdraw from this Scheme in case of any condition or alteration imposed by the NCLT or any authority is not acceptable to them.

In the event of this Scheme failing to take effect or finality, this Scheme shall become null and void and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person. In such case, each Company shall bear its own costs or as may be mutually agreed.

28 SEVERABILITY

If any part of this Scheme is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, or agreed to be deleted by the Board of Directors of the Transferee Company and the Transferor Companies, as the case may be, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in this Scheme, as will best preserve for the parties the benefits and obligations of this Scheme, including but not limited to such part.

29 COSTS, CHARGES AND EXPENSES

All costs, charges and expenses in relation to or in connection with or incidental to this Scheme or the implementation thereof shall be borne and paid by the Transferee Company.

For PICKUP TRADELINK
PRIVATE LIMITED

For MUDRIKA
FISCAL SERVICES
PRIVATE LIMITED

For VANIJYA
SUKHSAGAR
PRIVATE
LIMITED

Authorized Signatory

Authorized Signatory

Authorized Signatory

For URBAN PLAST
PRIVATE LIMITED

For LAKSHYA
COMMERCIAL
PRIVATE
LIMITED

For CIPL ESTATES
PRIVATE LIMITED

Authorized Signatory

Authorized Signatory

Authorized Signatory

For JAI HANUMAN
INVESTMENT
CONSULTANTS
PRIVATE LIMITED

For RAJESH
CORPORATION PRIVATE
LIMITED

For SUDARSHAN
HOUSING & FINANCE
PRIVATE LIMITED

Authorized Signatory

Authorized Signatory

Authorized Signatory

For DISHANK
CONSTRUCTIONS
PRIVATE LIMITED

For PACIFIC MOTELS
PRIVATE LIMITED

For PASSION
BUILDTECH PRIVATE
LIMITED

Authorized Signatory

Authorized Signatory

Authorized Signatory

**For NANDANA
PROPBUILD PRIVATE
LIMITED**

**For MRG DEVELOPERS
PRIVATE LIMITED**

**For BUILDCON
LIMITED** **PACIFIC
PRIVATE**

Authorized Signatory

Authorized Signatory

Authorized Signatory

For PACIFIC DEVELOPMENT CORPORATION LIMITED

Authorized Signatory

IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI
COURT – IV

ITEM No. 2
CA(CAA)/09/ND/2023

IN THE MATTER OF:

Mudrika Fiscal Services Private Limited And ... Applicant
Others
And
Pacific Development Corporation Limited &
Another

Order under Section 230-232 & 234 of IBC, 2016.

Order pronounced on 27.07.2023

Coram:

DR. P.S.N. PRASAD,
HON'BLE MEMBER (JUDICIAL)
DR. BINOD KUMAR SINHA,
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant :
For the Respondent :

ORDER

Order pronounced in open Court vide separate sheets.

CA(CAA)/09/ND/2023 stands allowed.

Sd/-

DR. BINOD KUMAR SINHA
MEMBER (TECHNICAL)

Sd/-

P.S.N. PRASAD
MEMBER (JUDICIAL)

**IN THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
COURT-IV
CA (CAA) -09/ (ND)/2023**

IN THE MATTER OF SECTIONS 230-232 OF THE COMPANIES ACT, 2013
Sections 230-232 and other applicable provisions of the Companies Act, 2013
read with Companies (Compromises, Arrangements, and Amalgamations) Rules,
2016.

In the matter of Scheme of Arrangement of:

PICKUP TRADELINK PRIVATE LIMITED

Non-Applicant/Transferor company No. 1

AND

MUDRIKA FISCAL SERVICES PRIVATE LIMITED AND OTHERS

Applicant Company No. 1 /Transferor Company No. 2

AND

SUKHSAGAR VANIJYA PRIVATE LIMITED

Applicant company no. 2/Transferor company No. 3

AND

URBAN PLAST PRIVATE LIMITED

Applicant Company No. 3/ Transferor Company No. 4

AND

LAKSHYA COMMERCIAL PRIVATE LIMITED

Applicant Company No. 4/ Transferor Company No. 5

AND

CIPL ESTATES PRIVATE LIMITED

Applicant Company No. 5/ Transferor Company No. 6

AND

JAI HANUMAN INVESTMENT CONSULTANTS PRIVATE LIMITED

Applicant Company No. 6/ Transferor Company No. 7

AND

RAJESH CORPORATION PRIVATE LIMITED

Applicant Company No. 7/ Transferor Company No. 8

AND

SUDARSHAN HOUSING & FINANCE PRIVATE LIMITED

Applicant Company No. 8/ Transferor Company No. 9

AND

DISHANK CONSTRUCTIONS PRIVATE LIMITED

Applicant Company No. 9/ Transferor Company No. 10

AND

PACIFIC MOTELS PRIVATE LIMITED

Applicant Company No. 10/ Transferor Company No. 11

AND

PASSION BUILDTECH PRIVATE LIMITED

Applicant Company No. 11/ Transferor Company No. 12

AND

NANDANA PROPBUILD PRIVATE LIMITED

Applicant Company No. 12/ Transferor Company No. 13

AND

MRG DEVELOPERS PRIVATE LIMITED

Applicant Company No. 13/ Transferor Company No. 14
/Demerged Company No. 1

AND

PACIFIC BUILDCON PRIVATE LIMITED

Applicant Company No. 14/ Transferor Company No. 15
/Demerged Company No. 2

AND

PACIFIC DEVELOPMENT CORPORATION LIMITED

Applicant Company No. 15/ Transferee Company

Order Delivered on: 27.07.2023

CORAM:

SHRI P.S.N PRASAD HON'BLE MEMBER (JUDICIAL)

DR. BINOD KUMAR SINHA, HON'BLE MEMBER (TECHNICAL)

ORDER

PER: SHRI P.S.N PRASAD HON'BLE MEMBER (JUDICIAL)

1. This is a joint application filed by the applicant companies herein, M/s Mudrika Fiscal Services Private Limited (Applicant Company No. 1/Transferor Company No. 2), M/s Sukhsagar Vanijya Private Limited (Applicant Company No. 2/Transferor Company No. 3), M/s Urban Plast Private Limited (Applicant Company No. 3/Transferor Company No. 4), M/s Lakshya Commercial Private Limited (Applicant Company No. 4/Transferor Company No. 5), M/s CIPL Estates Private Limited (Applicant Company No. 5/Transferor Company No. 6), M/s Jai Hanuman Investment Consultants Private Limited (Applicant Company No. 6/Transferor Company No. 7), M/s Rajesh Corporation Private Limited (Applicant Company No. 7/Transferor Company No. 8), M/s Sudarshan Housing & Finance Private Limited (Applicant Company No. 8/Transferor Company No. 9), M/s Dishank Constructions Private Limited (Applicant Company No. 9/Transferor Company No. 10), M/s Pacific Motels Private Limited (Applicant Company No. 10/Transferor Company No. 11), M/s Passion Buildtech Private Limited (Applicant Company No. 11/Transferor Company No. 12), M/s Nandana Propbuild Private Limited (Applicant Company No. 12/Transferor Company No. 13), M/s MRG Developers Private Limited (Applicant Company No. 13/Transferor Company No. 14/Demerged Company No. 1), M/s Pacific Buildcon Private Limited (Applicant Company No. 14/Transferor Company No. 15/Demerged Company No. 2) and M/s Pacific Development Corporation Limited (Transferee Company/Applicant Company No. 15) under Section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Composite Scheme of Arrangement (hereinafter referred to as the "SCHEME") proposed between the applicants.

2. The Non-Applicant Company/Transferor Company No. 1 i.e., M/s Pickup Tradelink Private Limited having CIN- U70100WB1996PTC078324 was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 22.03.1996 having its registered office at 97, Bansdrani, New Government Colony, P.O. Bansdrani, P.S. Regent Park, Kolkata, West Bengal-700070. The Authorized Share Capital of the Non-Applicant Company/Transferor Company No. 1 is Rs. 4,43,00,000/- divided into 44,30,000 Equity Shares of Rs. 10/- each. The issued, subscribed and fully paid-up share capital of the Company is Rs. 4,42,08,000/- divided into 44,20,800 Equity Shares of Rs. 10/- each. The Non-Applicant Company/Transferor Company No. 1, vide their meeting of the Board of Directors held on 04.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Charan Singh being the authorized signatory of the Non-Applicant Company/Transferor Company No. 1, who has been authorized vide Board Resolution dated 04.11.2022 for the Transferor Company No. 1, was duly filed, along with the application.
3. The Applicant Company No. 1/Transferor Company No. 2 i.e., M/s Mudrika Fiscal Services Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 17.01.1990 having CIN- 70101DL1990PTC353584 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 1/Transferor Company No. 2 is Rs. 1,46,00,000/- divided into 14,60,000/- Equity shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 1,45,72,750/- divided into 14,57,275 Equity Shares of Rs. 10/- each. The Applicant Company No. 1/Transferor Company No. 2, vide their meeting

of the Board of Directors held on 01.11.2022 have unanimously approved the proposed Scheme of Amalgamation as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Saket Bansal being the authorized signatory of the Applicant Company No. 1, who has been authorized vide Board Resolution dated 01.11.2022 for the Transferor Company No. 2, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 1 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

4. The Applicant Company No. 2/Transferor Company No. 3 i.e., M/s Sukhsagar Vanijya Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 09.09.2005 having CIN-U51109DL2005PTC352689 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 2/Transferor Company No. 3 is Rs. 73,00,000 divided into 7,30,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 72,70,000 divided into 7,27,000 Equity Shares of Rs. 10/- each. The Applicant Company No. 2/Transferor Company No. 3, vide their meeting of the Board of Directors held on 02.11.2022 have unanimously approved the proposed Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Abhishek Bansal being the authorized signatory of the Applicant Company 2, who has been authorized vide Board Resolutions dated 02.11.2022 for the Transferor Company No. 3, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 2 is under the domain of Registrar of Companies,

NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

5. The Applicant Company No. 3/Transferor Company No. 4 i.e., M/s Urban Plast Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 12.07.1993 having CIN- U25200DL1993PTC317607 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 3/Transferor Company No. 4 is Rs. 84,00,000 divided into 8,40,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 83,97,700 divided into 8,39,770 Equity Shares of Rs. 10/- each. The Applicant Company No. 3/Transferor Company No. 4, vide their meeting of the Board of Directors held on 01.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Abhishek Bansal being the authorized signatory of the Applicant Company No. 3, who has been authorized vide Board Resolutions dated 01.11.2022 for the Transferor Company No. 4, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company 3 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.
6. The Applicant Company No. 4/Transferor Company No. 5 i.e., M/s Lakshya Commercial Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 26.10.2004 having CIN- U51909DL2004PTC371919 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 4/Transferor Company No. 5 is Rs. 2,95,00,000 divided into 29,50,000 Equity Shares of Rs. 10/- each. The

issued, subscribed and paid-up share capital of the Company is Rs. 2,87,00,000 divided into 28,70,000 Equity Shares of Rs. 10/- each. The Applicant Company No. 4/Transferor Company No. 5, vide their meeting of the Board of Directors held on 01.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Saket Bansal being the authorized signatory of the Applicant Company 4, who has been authorized vide Board Resolutions dated 01.11.2022 for the Transferor Company 5, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company 4 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

7. The Applicant Company No. 5/Transferor Company No. 6 i.e., M/s CIPL Estates Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 13.06.2005 having CIN- U70100DL2005PTC317361 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 5/Transferor Company No. 6 is Rs. 75,00,000 divided into 7,50,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 71,00,000 divided into 7,10,000 Equity Shares of Rs. 10/- each. The Applicant Company No. 5/Transferor Company No. 6, vide their meeting of the Board of Directors held on 01.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Abhishek Bansal being the authorized signatory of the Applicant Company No. 5, who has been authorized vide Board Resolutions dated 01.11.2022 for the Transferor Company No. 6, was duly filed, along with the application. It was also

represented that the registered office of the Applicant Company No. 5 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

8. The Applicant Company No. 6/Transferor Company No. 7 i.e., M/s Jai Hanuman Investment Consultants Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 23.08.1994 having CIN- U65110DL1994PTC338402 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 6/Transferor Company No. 7 is Rs. 1,00,00,000 divided into 10,00,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 49,07,000 divided into 4,90,700 Equity Shares of Rs. 10/- each. The Applicant Company No. 6/Transferor Company No. 7, vide their meeting of the Board of Directors held on 02.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Abhishek Bansal being the authorized signatory of the Applicant Company No. 6, who has been authorized vide Board Resolutions dated 02.11.2022 for the Transferor Company No. 7, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 6 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.
9. The Applicant Company No. 7/Transferor Company No. 8 i.e., M/s Rajesh Corporation Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 23.08.1994 having CIN- U08011DL1993PTC336072 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the

Applicant Company No. 7/Transferor Company No. 8 is Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 4,51,65,000 divided into 45,16,500 Equity Shares of Rs. 10/- each. The Applicant Company No. 7/Transferor Company No. 8, vide their meeting of the Board of Directors held on 02.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Saket Bansal being the authorized signatory of the Applicant Company 7, who has been authorized vide Board Resolutions dated 02.11.2022 for the Transferor Company No. 8, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company 7 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

10. The Applicant Company No. 8/Transferor Company No. 9 i.e., M/s Sudarshan Housing & Finance Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 07.08.1992 having CIN-U65992DL1992PTC049872 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 8/Transferor Company No. 9 is Rs. 12,00,00,000 divided into 1,20,00,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 6,06,00,000 divided into 60,60,000 Equity Shares of Rs. 10/- each. The Applicant Company No. 8/Transferor Company No. 9, vide their meeting of the Board of Directors held on 02.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Abhishek Bansal being the authorized signatory of the Applicant

Company 8, who has been authorized vide Board Resolutions dated 02.11.2022 for the Transferor Company No. 9, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 8 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

11. The Applicant Company No. 9/Transferor Company No. 10 i.e., M/s Dishank Construction Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 21.09.1993 having CIN-U74899DL1993PTC055309 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 9/Transferor Company No. 10 is Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 3,20,02,000 divided into 32,00,200 Equity Shares of Rs. 10/- each. The Applicant Company No. 9/Transferor Company No. 10, vide their meeting of the Board of Directors held on 02.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Saket Bansal being the authorized signatory of the Applicant Company 9, who has been authorized vide Board Resolutions dated 02.11.2022 for the Transferor Company 10, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company 9 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

12. The Applicant Company No. 10/Transferor Company No. 11 i.e., M/s Pacific Motels Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 31.09.2004 having CIN-

U74999DL2004PTC128710 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 10/Transferor Company No. 11 is Rs. 25,00,000 divided into 2,50,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 1,00,000 divided into 10,000 Equity Shares of Rs. 10/- each. The Applicant Company No. 10/Transferor Company No. 11, vide their meeting of the Board of Directors held on 03.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Charan Singh being the authorized signatory of the Applicant Company No. 10, who has been authorized vide Board Resolutions dated 03.11.2022 for the Transferor Company No. 11, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 10 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

13. The Applicant Company No. 11/Transferor Company No. 12 i.e., M/s Passion Buildtech Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 27.12.2011 having CIN-U70100DL2011PTC229358 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 11/Transferor Company No. 12 is Rs. 1,00,000 divided into 10,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 1,00,000 divided into 10,000 Equity Shares of Rs. 10/- each. The Applicant Company No. 11/Transferor Company No. 12, vide their meeting of the Board of Directors held on 03.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as

contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Abhishek Bansal being the authorized signatory of the Applicant Company No. 11, who has been authorized vide Board Resolutions dated 03.11.2022 for the Transferor Company No. 12, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 11 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

14. The Applicant Company No. 12/Transferor Company No. 13 i.e., M/s Nandana Propbuild Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 26.12.2011 having CIN-U70102DL2011PTC229272 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 12/Transferor Company No. 13 is Rs. 1,00,000 divided into 10,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 1,00,000 divided into 10,000 Equity Shares of Rs. 10/- each. The Applicant Company No. 12/Transferor Company No. 13, vide their meeting of the Board of Directors held on 03.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Abhishek Bansal being the authorized signatory of the Applicant Company No. 12, who has been authorized vide Board Resolutions dated 03.11.2022 for the Transferor Company No. 13, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 12 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

15. The Applicant Company No. 13/Transferor Company No. 14/Demerged Company No. 1 i.e., M/s MRG Developers Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 27.12.2011 having CIN- U70101DL2003PTC118355 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 13/Transferor Company No. 14/Demerged Company No. 1 is Rs. 2,20,00,000 divided into 22,00,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 2,15,99,000 divided into 21,59,900 Equity Shares of Rs. 10/- each. The Applicant Company No. 13/Transferor Company No. 14/ Demerged Company No. 1, vide their meeting of the Board of Directors held on 03.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Charan Singh being the authorized signatory of the Applicant Company No. 13, who has been authorized vide Board Resolutions dated 03.11.2022 for the Transferor Company No. 14/Demerged Company No. 1, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 13 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

16. The Applicant Company No. 14/Transferor Company No. 15/Demerged Company No. 2 i.e., M/s Pacific Buildcon Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 27.07.2004 having CIN- U45201DL2004PTC127910 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 14/Transferor

Company No. 15/Demerged Company No. 2 is Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 3,98,78,000 divided into 39,87,800 Equity Shares of Rs. 10/- each. The Applicant Company No. 14/Transferor Company No. 15/ Demerged Company No. 2, vide their meeting of the Board of Directors held on 03.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by Mr. Abhishek Bansal being the authorized signatory of the Applicant Company No. 14, who has been authorized vide Board Resolutions dated 03.11.2022 for the Transferor Company No. 15/Demerged Company No. 2, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 14 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

17. The Applicant Company No. 15/Transferee Company i.e., M/s Pacific Development Corporation Limited is a private limited company incorporated under the provisions of Companies Act, 1956, vide Certificate of Incorporation dated 14.03.1996 having CIN-U74999DL1996PLC077149 with Registrar of Companies, NCT of Delhi & Haryana and having its registered office at Ground Floor-42, Pacific Mall, Tagore Garden, Najafgarh Road, Delhi-110018. The Authorized Share Capital of the Applicant Company No. 15/Transferee Company is Rs. 7,50,00,000 divided into 75,00,000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 5,33,72,310 divided into 53,37,231 Equity Shares of Rs. 10/- each. The Applicant Company No. 15/Transferee Company, vide their meeting of the Board of Directors held on 07.11.2022 have unanimously approved the proposed Composite Scheme of Arrangement as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record. Affidavit in support of the above application sworn by

Mr. Abhishek Bansal being the authorized signatory of the Applicant Company No. 15, who has been authorized vide Board Resolutions dated 07.11.2022 for the Transferee Company, was duly filed, along with the application. It was also represented that the registered office of the Applicant Company No. 15 is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and therefore within the territorial jurisdiction of this Tribunal.

18. The Transferor Companies as well as the Transferee Company have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses, as well as their last Audited Financial Statements for the Financial Year 2020-2021 and 2021-2022 and the Provisional Balance Sheet as on 30.09.2022.
19. It has been stated that the Non-Applicant Company/Transferor Company No. 1 has 3 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the non-Applicant has nil Secured Creditors. There are only three Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the non-applicant company/transferor company no. 1 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.
20. It has been stated that the Applicant Company No. 1/Transferor Company No. 2 has 2 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 1/Transferor Company No. 2 has nil Secured Creditors.

There are only three Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the applicant company no. 1/transferor company no. 2 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

21. It has been stated that the Applicant Company No. 2/Transferor Company No. 3 has 2 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 2/Transferor Company No. 3 has nil Secured Creditors. There are only three Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 2/Transferor Company No. 3 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

22. It has been stated that the Applicant Company No. 3/Transferor Company No. 4 has 2 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 3/Transferor Company No. 4 has nil Secured Creditors. There are only three Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of

unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 3/Transferor Company No. 4 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

23. It has been stated that the Applicant Company No. 4/Transferor Company No. 5 has 2 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 4/Transferor Company No. 5 has nil Secured Creditors. There are only three Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 4/Transferor Company No. 5 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

24. It has been stated that the Applicant Company No. 5/Transferor Company No. 6 has 2 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 5/Transferor Company No. 6 has nil Secured Creditors. There are only three Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 2/Transferor Company No. 3 seeks dispensing with holding/convening of the meetings as their

consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

25. It has been stated that the Applicant Company No. 6/Transferor Company No. 7 has 3 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 6/Transferor Company No. 7 has nil Secured Creditors. There are only four Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 6/Transferor Company No. 7 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

26. It has been stated that the Applicant Company No. 7/Transferor Company No. 8 has 8 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 7/Transferor Company No. 8 has nil Secured Creditors. There are only three Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 7/Transferor Company No. 8 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

27. It has been stated that the Applicant Company No. 8/Transferor Company No. 9 has 12 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 8/Transferor Company No. 9 has nil Secured Creditors. There are only four Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 8/Transferor Company No. 9 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

28. It has been stated that the Applicant Company No. 9/Transferor Company No. 10 has 8 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 9/Transferor Company No. 10 has nil Secured Creditors. There are only two Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 9/Transferor Company No. 10 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

29. It has been stated that the Applicant Company No. 10/Transferor Company No. 11 has 2 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them

have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 10/Transferor Company No. 11 has nil Secured Creditors. There are only Seven Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 10/Transferor Company No. 11 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

30. It has been stated that the Applicant Company No. 11/Transferor Company No. 12 has 2 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 11/Transferor Company No. 12 has nil Secured Creditors. There are only two Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 11/Transferor Company No. 12 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

31. It has been stated that the Applicant Company No. 12/Transferor Company No. 13 has 2 Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 12/Transferor Company No. 13 has nil Secured Creditors.

There are only two Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 12/Transferor Company No. 13 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

32. It has been stated that the Applicant Company No. 13/Transferor Company No. 14/Demerged Company No. 1 has five Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 13/Transferor Company No. 14/Demerged Company No. 1 has nil Secured Creditors. There are only Seven Unsecured Creditors and given unconditional approval and consents by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 13/Transferor Company No. 14/Demerged Company No. 1 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

33. It has been stated that the Applicant Company No. 14/Transferor Company No. 15/Demerged Company No. 2 has four Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed and all of them have given their respective consents by way of affidavits which were annexed to the application. It was further represented that the Applicant Company No. 14/Transferor Company No. 15/Demerged Company No. 2 has nil Secured Creditors. There are only Six Unsecured Creditors and given unconditional approval and consents

by way of affidavits which were annexed to the application. Certificate from Chartered Accountants certifying list of unsecured creditors was annexed. In relation to the shareholders and Unsecured Creditors, the Applicant Company No. 14/Transferor Company No. 15/Demerged Company No. 2 seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since the Company has Nil Secured Creditors, therefore, the necessity of dispensing with convening/holding a meeting of Secured Creditors does not rise.

34. It has been stated that the Applicant Company No. 15/Transferee Company has 20 Equity Shareholders. Certificate from Chartered Accountants certifying list of shareholders was annexed. In relation to the shareholders, the Applicant Company No. 15/Transferee Company seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. It was further represented that the Company has three secured creditors. Certificate from Chartered Accountants certifying list of shareholders was annexed. In relation to the Secured Creditors, the Applicant Company No. 15/Transferee Company seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. It was further represented that the Company has 789 Unsecured creditors. In relation to the Unsecured Creditors seeks for holding/convening a meeting of the Unsecured Creditors of the Applicant Company No. 15/Transferee Company, for the purpose of consideration and approval of the proposed Composite Scheme of Arrangement between the Companies.

35. The appointed date as specified in the Scheme is 01.04.2022 or any such other date as may be approved by the National Company Law Tribunal.

36. The Applicant Companies confirmed that the provisions relating to the accounting treatment for the proposed amalgamation, as contained in the Scheme, were in conformity with the applicable provisions of the Companies Act, 2013. Certificates from respective Statutory Auditors of the Companies on the accounting treatment, as proposed in the Scheme,

were annexed to the application and it is clearly stated that the accounting treatment is in conformity with the applicable prescribed under Section 133 of Companies Act, 2013.

37. The Applicant Companies have stated that no proceedings for inspection, inquiry or investigation were pending against any of the Applicant Companies. The respective affidavits under Section 230(2) of the Companies Act, 2013 is annexed as Annexure 106 (Colly.) at pg no. 2170 – 2189 of the present Company Scheme Application.

38. Taking into consideration the submissions and the documents filed therewith, the following directions are issued with respect to convening/holding or dispensing with the meetings of the Shareholders, Secured and Unsecured Creditors as well as issue of notices including by way of paper publication as follows:

A. In relation to the Non-Applicant Company:

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 3 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening the meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 2 out of 3 Unsecured Creditors, having 99.92% voting share filed, the meeting of shareholders is dispensed with.

B. In relation to Applicant Company No. 1:

- a) With respect to Equity shareholders: In view of the consent affidavits from the 2 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.

- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 2 out of 3 Unsecured Creditors, having 99.64% voting share filed, the meeting of Unsecured Creditors is dispensed with.

C. In relation to Applicant Company No. 2:

- a) With respect to Equity shareholders: In view of the consent affidavits from the 2 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 2 out of 3 Unsecured Creditors, having 99.57% voting share filed, the meeting of Unsecured Creditors is dispensed with.

D. In relation to Applicant Company No. 3:

- a) With respect to Equity shareholders: In view of the consent affidavits from the 2 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 2 out of 3 Unsecured Creditors, having 99.73% voting share filed, the meeting of Unsecured Creditors is dispensed with.

E. In relation to Applicant Company No. 4:

- a) With respect to Equity shareholders: In view of the consent affidavits from the 2 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 2 out of 3 Unsecured Creditors, having 99.70% voting share filed, the meeting of Unsecured Creditors is dispensed with.

F. In relation to Applicant Company No. 5:

- a) With respect to Equity shareholders: In view of the consent affidavits from the 2 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 2 out of 3 Unsecured Creditors, having 99.75% voting share filed, the meeting of Unsecured Creditors is dispensed with.

G. In relation to Applicant Company No. 6:

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 3 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 3 out of 4 Unsecured Creditors, having 99.46% voting share filed, the meeting of Unsecured Creditors is dispensed with.

H. In relation to Applicant Company No. 7

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 8 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 2 out of 3 Unsecured Creditors, having 99.98% voting share filed, the meeting of Unsecured Creditors is dispensed with.

I. In relation to Applicant Company No. 8

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 12 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 2 out of 4 Unsecured Creditors, having 99.03% voting share filed, the meeting of Unsecured Creditors is dispensed with.

J. In relation to Applicant Company No. 9

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 8 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 1 out of 2 Unsecured Creditors, having 95.24% voting share filed, the meeting of Unsecured Creditors is dispensed with.

K. In relation to Applicant Company No. 10:

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 2 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from 7 out of 4 Unsecured Creditors, having 99.74% voting share filed, the meeting of Unsecured Creditors is dispensed with.

L. In relation to Applicant Company No. 11:

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 2 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 1 out of 2 Unsecured Creditors, having 95.24% voting share filed, the meeting of Unsecured Creditors is dispensed with.

M. In relation to Applicant Company No. 12:

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 2 equity shareholders, having 100% voting share field, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 1 out of 2 Unsecured Creditors, having 95.24% voting share filed, the meeting of Unsecured Creditors is dispensed with.

N. In relation to Applicant Company No. 13:

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 5 equity shareholders, having 100% voting share field, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 4 out of 7 Unsecured Creditors, having 96.73% voting share filed, the meeting of Unsecured Creditors is dispensed with.

O. In relation to Applicant Company No. 14:

- a) With respect to Equity Shareholders: In view of the consent affidavits from the 4 equity shareholders, having 100% voting share field, the meeting of shareholders is dispensed with.

- b) With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors: In view of the consent affidavits from the 3 out of 6 Unsecured Creditors, having 98.72 voting share filed, the meeting of Unsecured Creditors is dispensed with.

P. In relation to Applicant Company No. 15/Transferee Company:

- a) With respect to Equity Shareholders: In view of consent affidavits from the 20 equity shareholders, having 100% voting share filed, the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: In view of consent affidavits from the 1 out of 4 Secured Creditors, having 94.98% voting share filed, the meeting of Secured Creditors is dispensed with.
- c) With respect to Unsecured Creditors: The meeting of the Unsecured Creditors of the Transferee Company cannot be dispensed with as consent of the Unsecured Creditors was not obtained and Applicant Company No. 15 seeks for holding the meeting of Unsecured Creditors. The meeting of the Unsecured Creditors of the Applicant Company No. 15/Transferee Company is directed to be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for Applicant Companies. The quorum for the meeting will be 395 in number.

39. Mr. Chandra Bhan Singh, Mobile: 9818888486, Email id- cbsingh60@gmail.com is appointed as the Chairperson. Mr. Akaant KM, Mobile 78147 69920, Email id- akaant.m11-alumni@nludelhi.ac.in is appointed as Alternate Chairperson and Ms. Aditi Gupta, Mobile: +91-9871433338, Email id-cs.aditiagarwal@gmail.com is appointed as Scrutinizer for the meeting of the Unsecured Creditors of the Transferee Company in terms of the direction issued.

40. In case the quorum as noted above for the aforesaid meetings are not present at the meeting, then the meeting shall be adjourned by half an hour. Thereafter the persons present and voting shall be deemed to constitute the quorum. The Chairperson and Alternate Chairperson appointed herein along with the Scrutinizer shall ensure that the proxy Registers are properly maintained.
41. The Fees of the Chairperson for the aforesaid meetings shall be Rs. 1,25,000/-. The Fees of the Alternate Chairperson shall be Rs. 1,00,000/- and the Fees of the Scrutinizer shall be Rs. 1,00,000/- in addition to meeting their incidental expenses. The Chairperson will file his report within a week from the date of holding of the aforesaid meeting. The fees of Chairperson, Alternate Chairperson and Scrutinizer along with the travelling expenses and other out of pocket expenses shall be borne by the Applicant Company No. 15/Transferee Company. A copy of this order shall be supplied to the learned counsels for the Applicant Company No. 15/Transferee Company who in turn shall supply a copy of the same to the Chairperson, Alternate Chairperson and the Scrutinizer.
42. Individual Notices shall be sent to the Unsecured Creditors as above by the Applicant Company No. 15/Transferee Company through email or through registered post or speed post, 30 days in advance before the scheduled date of meeting, indicating the day, date, the place fixed for and time of meeting as aforesaid, together with a copy of the Scheme and copy of explanatory statement as required under the Companies Act, 2013 and the Rules, along with the proxy/forms and any other documents as may be prescribed under the Act. These will be provided free of cost. A compliance affidavit of service will be filed with this Tribunal.
43. The Applicant Company No. 15/Transferee Company shall publish an advertisement at least 30 clear days before the aforesaid meetings, indicating the day, date and the place fixed and time of meetings as

aforesaid, which will be published in “Business Standard” (English) and “Business Standard” (Hindi), both Delhi NCR editions. The Applicant Company No. 15/Transferee Company shall also publish the notice on their websites, if any, and file a compliance affidavit of service with this Tribunal.

44. The Applicant Company No.15 to comply with the General Circular No. 10/2022 and General Circular No. 11/2022 read with General Circular No. 14/2020 dated 08th day of June, 2020 and General Circular No. 14/2020 dated 13th day of April, 2020 clarifying the passing of ordinary and special resolutions by companies under the Companies Act, 2013 read with rules made thereunder in case the meetings are conducted through audio visual means enabled with e-voting. The Applicant Company No. 15 may conduct the meeting of shareholders through Video Conferencing or Other Audio-Visual Means (VC/OAVM).
45. The Chairperson shall be responsible to report the results of the meeting to the Tribunal in Form No. CAA 4, as per Rule 14 of the Rules within 7 (seven) days of the conclusion of the meetings. The Authorized Representative/ Company Secretary of the Applicant Companies and the Scrutinizer, will assist the Chairperson and Alternate Chairperson in preparing and finalising the reports.
46. Voting shall be allowed on the proposed Scheme by voting in person, by proxy, through postal ballot or through electronic means as may be decided by the Chairperson in consultation with the counsel of the Applicant Companies in terms of the provisions of the Companies Act, 2013 and Rules framed there under.
47. Notice of this application shall also be served on the following:
 - i. Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;

- ii. Registrar of Companies at 4th floor, IFCI Tower, 61, Nehru Place, New Delhi-110019;
- iii. Income Tax Department, Income Tax Office, Additional Commissioner of Income Tax, Special Range 4, Central Revenue Building, IP Estate, New Delhi-110002. The notices to Income Tax Authorities shall disclose sufficient details like PAN, ward numbers and assessing officers so that timely and proper reply may be filed.
- iv. Any other sectoral regulators required to be served.

The application stands allowed on the aforesaid terms and disposed off.

Sd/-

**DR. BINOD KUMAR SINHA
MEMBER (TECHNICAL)**

Sd/-

**P.S.N. PRASAD
MEMBER (JUDICIAL)**

**FAIR VALUATION REPORT- EQUITY SHARES
OF
PICKUP TRADELINK PRIVATE LIMITED
(TRANSFEROR COMPANY NO 1)
MUDRIKA FISCAL SERVICES PRIVATE LIMITED
(TRANSFEROR COMPANY NO 2)
SUKHSAGARVANIYA PRIVATE LIMITED
(TRANSFEROR COMPANY NO 3)
URBAN PLAST PRIVATE LIMITED
(TRANSFEROR COMPANY NO 4)
LAKSHYA COMMERCIAL PRIVATE LIMITED
(TRANSFEROR COMPANY NO 5)
CIPL ESTATES PRIVATE LIMITED
(TRANSFEROR COMPANY NO 6)
JAI HANUMAN INVESTMENT CONSULTANTS PRIVATE LIMITED
(TRANSFEROR COMPANY NO 7)
RAJESH CORPORATION PRIVATE LIMITED
(TRANSFEROR COMPANY NO 8)
SUDARSHAN HOUSING & FINANCE PRIVATE LIMITED
(TRANSFEROR COMPANY NO 9)
DISHANK CONSTRUCTIONS PRIVATE LIMITED
(TRANSFEROR COMPANY NO 10)
PACIFIC MOTELS PRIVATE LIMITED
(TRANSFEROR COMPANY NO 11)
PASSION BUILDTECH PRIVATE LIMITED
(TRANSFEROR COMPANY NO 12)
NANDANA PROPBUILD PRIVATE LIMITED
(TRANSFEROR COMPANY NO 13)
MRG DEVELOPERS PRIVATE LIMITED (INVESTMENT DIVISION)
(TRANSFEROR COMPANY NO 14)
PACIFIC BUILDCON PRIVATE LIMITED (INVESTMENT DIVISION)
(TRANSFEROR COMPANY NO 15)
AND
PACIFIC DEVELOPMENT CORPORATION LIMITED
(TRANSFeree COMPANY)**

**FOR THE PURPOSE OF SWAP RATIO DETERMINATION
(UNDER COMPANIES ACT, 2013)
(AS ON 01-APR-2022)**

**PREPARED BY
TATTVAM VALUERS LLP
(IBBI REG. NO.: IBBI/RV-E/02/2021/156)
(REG OFF: 612, 6TH FLOOR, PP CITY CENTRE, RANI BAGH, PITAMPURA,
DELHI-110034)
REPORT VRN: IOVRVF/TATV/2022-2023/1350
REPORT DATED: 31-OCT-2022**

“THINK OF VALUE CREATION, NOT JUST VALUATION”

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STRICTLY PRIVATE AND CONFIDENTIAL

VRN: IOVRVF/TATV/2022-2023/1350

Date: 31-Oct-2022

To

The Board of Directors

Pacific Development Corporation Limited

CIN: U74999DL1996PLC077149

Registered office:

Ground Floor- 42, Pacific Mall,
Tagore Garden, Najafgarh Road,
New Delhi 110018

Subject: Report on fair valuation of equity shares of the companies to determine the Swap Ratio for the proposed Scheme of Arrangement between Pickup Tradelink Private Limited (“transferor co. 1”), Mudrika Fiscal Services Private Limited (“transferor co. 2”), Sukhsagar Vanijya Private Limited (“transferor co. 3”), Urban Plast Private Limited (“transferor co. 4”), Lakshya Commercial Private Limited (“transferor co. 5”), CIPL Estates Private Limited (“transferor co. 6”), Jai Hanuman Investment Consultants Private Limited (“transferor co. 7”), Rajesh Corporation Private Limited (“transferor co. 8”), Sudarshan Housing & Finance Private Limited (“transferor co. 9”), Dishank Constructions Private Limited (“transferor co. 10”), Pacific Motels Private Limited (“transferor co. 11”) Passion Buildtech Private Limited (“transferor co. 12”), Nandana Propbuild Private Limited (“transferor co. 13”), MRG Developers Private Limited (Investment division) (“transferor co. 14”), Pacific Buildcon Private Limited (Investment division) (“transferor co. 15”) and Pacific Development Corporation Limited (“Transferee co.”) (cumulatively referred as the “merger participants” under Sections 230 to 232 of the Companies Act, 2013.

Dear Sir,

We, Tattvam Valuers (hereinafter referred to as “Valuer”, “Registered Valuer”, “RV”), have been appointed to recommend fair valuation of the companies for the proposed Scheme of Arrangement between the transferee and transferor companies under Sections 230 to 232 of the Companies Act, 2013. The fair valuation of following merger participants is involved in this valuation report (hereinafter referred to as **Section 1 of the report representing Transferor and Transferee Companies**):-

- 1) Pickup Tradelink Private Limited (Transferor Company No 1)
- 2) Mudrika Fiscal Services Private Limited (Transferor Company No 2)
- 3) SukhsagarVanijya Private Limited (Transferor Company No 3)
- 4) Urban Plast Private Limited (Transferor Company No 4)
- 5) Lakshya Commercial Private Limited (Transferor Company No 5)
- 6) CIPL Estates Private Limited (Transferor Company No 6)
- 7) Jai Hanuman Investment Consultants Private Limited (Transferor Company No 7)
- 8) Rajesh Corporation Private Limited (Transferor Company No 8)
- 9) Sudarshan Housing & Finance Private Limited (Transferor Company No 9)
- 10) Dishank Constructions Private Limited (Transferor Company No 10)
- 11) Pacific Motels Private Limited (Transferor Company No 11)

- 12) Passion Buildtech Private Limited (Transferor Company No 12)
- 13) Nandana Propbuild Private Limited (Transferor Company No 13)
- 14) MRG Developers Private Limited (Investment division) (Transferor Company No 14)
- 15) Pacific Buildcon Private Limited (Investment division) (Transferor Company No 15)
- 16) Pacific Development Corporation Limited (Transferee)

Section-2 of the report representing Companies that are non-merger participants

- 1) Pacific Maintenance Services Private Limited
- 2) Pacific Retail Centers Private Limited
- 3) Pacific Development Retails Private Limited
- 4) Saket Hosing Private Limited
- 5) Pacific Estate Developers Private Limited
- 6) Prem G Estate Private Limited
- 7) Mars Cargo Private Limited
- 8) Lander Developers Private Limited
- 9) Edlin Developers Private Limited
- 10) Caravan Impex Private Limited
- 11) Bansal Corporation Private Limited
- 12) Damyanti Agro Foods Private Limited
- 13) Doon Containers Private Limited
- 14) Hardwin Buildcon Private Limited
- 15) Rickers Estate Private Limited
- 16) Nainital Technobuild Private Limited
- 17) Nirbhay Realtors Private Limited
- 18) Bodhan Infrastructure Private Limited

We are pleased to present herewith our report on the same.

1. PURPOSE OF VALUATION & APPOINTING AUTHORITY

The purpose of this valuation is to recommend the fair valuation of equity shares of the transferor Companies and transferee company as on 01-Apr-2022 (Valuation date) for the proposed Scheme of Arrangement between the transferors and the transferee under Sections 230 and 232 of the Companies Act, 2013 and to determine the Share Swap ratio on the basis of values so determined.

In this regard, the management of the transferee has engaged us vide Board Resolution dated 06-May-2022 to carry out the valuation of the equity shares of the companies as on 01-Apr-2022 through Mr. Abhishek Gupta, B.Chhawchharia & Co., Chartered Accountants. Further to the instrument being issued in the proposed Scheme of Amalgamation, the Share Swap ratio are to be determined.

2. NATURE & SOURCES OF INFORMATION

For the purpose of undertaking this valuation exercise, we have relied on the following sources of information:

Draft Scheme of Arrangement.

Audited Financial Statements along with Audit Report as on 31-Mar-2022 of all MergerParticipants (referred in Section-1 of the report).

Audited Financial Statements as on 31-Mar-2022 of investments of all Non-Merger Participant companies (referred in Section-2 of the report)

Details of Investment made by the companies such as Investment in Subsidiaries, Associates, Mutual Funds, Fixed Deposits etc.

Fair Valuation report of Immovable Properties held by transferee company as on valuation date by Registered valuer L&B- Sunil Aggarwal (IBBI/RV/02/2018/10355).

Audited Financials for the FY 19-20, FY 21-22 of Pacific Maintenance Services Private Limited for Capitalisation of Earning method.

Shareholding Pattern and Capital Structure of all merger participants.

Group Structure of the company.

Strike off Notice of Raiment Commercial Private Limited

During the discussions with the Management, we have also obtained explanations and information considered reasonably necessary for our exercise. The Management has been provided with the opportunity to review the draft Report as part of our standard practice to make sure those factual inaccuracies/omissions are avoided in our final Report.

3. CAVEATS, LIMITATIONS & DISCLAIMERS

Restriction on use of Valuation Report

Our report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use and the Regulations. We do not take any responsibility for the unauthorized use of this report. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.

Responsibility of Registered Valuer

We owe responsibility only to the authority/client that has appointed us under the terms of the engagement letter. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.

Accuracy of Information

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we express no audit opinion or any other form of

assurance on this information and also we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

Value Estimate

The valuation of companies/business and assets is not a precise science and is based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is, therefore, no indisputable single value. Whilst, we consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

No Responsibility to the Actual Price of the subject asset if sold or transferred/ exchanged

The actual market price achieved may be higher or lower than our estimate of value (or value range of value) depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which actual transaction will take place/any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price.

Reliance on the representations of the client, its management and other third parties

The client and its management/representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the owners/clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant-machinery-equipment-tools-vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents.

No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

Compliance with relevant laws

The report assumes that the company/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the start-up companies/business/assets will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to us.

Multiple factors affecting the Valuation Report:

The valuation report is tempered by the exercise of judicious discretion by the RV and judgment taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report

We are fully aware that based on the opinion of value expressed in this report, we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws. In no case, our liability shall exceed the professional fees charged for this assignment. In adverse circumstances whatsoever, the company shall indemnify the RV.

No obligation to update, revise or reaffirm of Report for events occurring after date of Report

An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

Conclusions - Based on the assumptions, forecasts and other information

In the course of the valuation, we was provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.

Declaration in respect of independence of client and no current/expected interest in the company

We are independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid for our services in no way influenced the results of our analysis.

4. IMPORTANT DATES

Appointment Date : 06-May-2022

Valuation Date : 01-Apr-2022

Valuation Report Date: 31-Oct-2022
Appointment date of L&B Valuer: 24-May-2022

5. PREMISE OF VALUE

The premise of value for the present assignment is going concern premise, which is the most common premise of value; it presumes the continued use of the assets, and that the company would continue to operate as a business.

6. ABOUT THE COMPANIES UNDER SCHEME OF ARRANGEMENT

Pacific Development Corporation Limited (Transferee Company)

Pacific Development Corporation Limited is a public limited company incorporated under the Companies Act, 1956 on 14-Mar-1996 with the Registrar of Companies, Delhi and has its corporate identity number as U74999DL1996PLC077149.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	08/12/2003	-
0000038902	SAKET BANSAL	12/07/2004	-
0000038928	SUDARSHAN KUMAR BANSAL	02/04/2008	-
0000039234	SANTOSH BANSAL	01/03/2018	-
0001998363	SURENDRA PRASAD SINGH	19/02/2015	-
0007100410	AMIT KUMAR BHARDWAJ	19/02/2015	-

Pickup Tradelink Pvt Ltd (Transferor no. 1)

Pickup Tradelink Pvt Ltd is a private limited company incorporated under the Companies Act, 1956 on 22-Mar-1996 with the Registrar of Companies, West Bengal and has its corporate identity number as U70100WB1996PTC078324.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000189212	BAL BAHADUR KARKI	01/03/2018	-
0005144585	CHARAN SINGH	01/04/2021	-
0008402218	KAPIL SHARMA	28/03/2019	-

Mudrika Fiscal Services Private Limited (Transferor no. 2)

Mudrika Fiscal Services Private Limited is a private limited company incorporated under the Companies Act, 1956 on 17-Jan-1990 with the Registrar of Companies, Delhi and has its corporate identity number as U70101DL1990PTC353584.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038902	SAKET BANSAL	24/08/2020	-
0000038928	SUDARSHAN KUMAR BANSAL	24/08/2020	-

Sukhsagar Vanija Private Limited (Transferor no. 3)

Sukhsagar Vanija Private Limited is a private limited company incorporated under the Companies Act, 1956 on 09-Sep-2005 with the Registrar of Companies, Delhi and has its corporate identity number as U51109DL2005PTC352689.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	26/08/2020	-
0000039234	SANTOSH BANSAL	26/08/2020	-

Urban Plast Pvt Ltd (Transferor no. 4)

Urban Plast Pvt Ltd is a private limited company incorporated under the Companies Act, 1956 on 12-Jul-1993 with the Registrar of Companies, Delhi and has its corporate identity number as U25200DL1993PTC317607 .

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	05/08/2020	-
0000039234	SANTOSH BANSAL	05/08/2020	-

Lakshya Commercial Private Limited (Transferor no. 5)

Lakshya Commercial Private Limited is a private limited company incorporated under the Companies Act, 1956 on 26-Oct-2004 with the Registrar of Companies, Delhi and has its corporate identity number as U51909DL2004PTC371919.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038902	SAKET BANSAL	07/08/2020	-
0000038928	SUDARSHAN KUMAR BANSAL	07/08/2020	-

CIPL Estates Private Limited (Transferor no. 6)

CIPL Estates Private Limited is a private limited company incorporated under the Companies Act, 1956 on 13-Jun-2005 with the Registrar of Companies, Delhi and has its corporate identity number as U70100DL2005PTC317361.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	13/08/2013	-
0000038902	SAKET BANSAL	13/08/2013	-

Jai Hanuman Investment Consultants Private Limited (Transferor no. 7)

Jai Hanuman Investment Consultants Private Limited is a private limited company incorporated under the Companies Act, 1956 on 23-Aug-1994 with the Registrar of Companies, Delhi and has its corporate identity number as U65110DL1994PTC338402.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	01/09/2000	-
0000038928	SUDARSHAN KUMAR BANSAL	03/03/2000	-

Rajesh Corporation Private Limited (Transferor no. 8)

Rajesh Corporation Private Limited is a private limited company incorporated under the Companies Act, 1956 on 06-Aug-1993 with the Registrar of Companies, Delhi and has its corporate identity number as U08011DL1993PTC336072.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038902	SAKET BANSAL	20/03/2021	-
0000038928	SUDARSHAN KUMAR BANSAL	03/07/1997	-
0000039234	SANTOSH BANSAL	20/03/2021	-

Sudarshan Housing And Finance Private Limited (Transferor no. 9)

Sudarshan Housing And Finance Private Limited is a private limited company incorporated under the Companies Act, 1956 on 07-Aug-1992 with the Registrar of Companies, Delhi and has its corporate identity number as U65992DL1992PTC049872.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	24/09/2020	-
0000039234	SANTOSH BANSAL	24/09/2020	-

Dishank Constructions Private Limited (Transferor no. 10)

Dishank Constructions Private Limited is a private limited company incorporated under the Companies Act, 1956 on 21-Sep-1993 with the Registrar of Companies, Delhi and has its corporate identity number as U74899DL1993PTC055309.

Its list of directors as on the Valuation date is tabulated below:-

Directors			
DIN	Name	Begin date	End date
0000038902	SAKET BANSAL	20/03/2021	-
0000039234	SANTOSH BANSAL	20/03/2021	-

Pacific Motels Private Limited (Transferor no. 11)

Pacific Motels Private Limited is a private limited company incorporated under the Companies Act, 1956 on 31-Aug-2004 with the Registrar of Companies, Delhi and has its corporate identity number as U74999DL2004PTC128710.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000189212	BAL BAHADUR KARKI	17/06/2014	-
0005144585	CHARAN SINGH	01/04/2021	-

Passion Buildtech Private Limited (Transferor no. 12)

Passion Buildtech Private Limited is a private limited company incorporated under the Companies Act, 1956 on 27-Dec-2011 with the Registrar of Companies, Delhi and has its corporate identity number as U70100DL2011PTC229358.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	15/09/2012	-
0000038928	SUDARSHAN KUMAR BANSAL	16/04/2013	-

Nandana Propbuild Private Limited (Transferor no. 13)

Nandana Propbuild Private Limited is a private limited company incorporated under the Companies Act, 1956 on 26-Dec-2011 with the Registrar of Companies, Delhi and has its corporate identity number as U70102DL2011PTC229272.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	04/03/2013	-
0000038928	SUDARSHAN KUMAR BANSAL	16/04/2013	-

MRG Developers Private Limited (Transferor no. 14)

MRG Developers Private Limited is a private limited company incorporated under the Companies Act, 1956 on 08-Jan-2003 with the Registrar of Companies, Delhi and has its corporate identity number as U70101DL2003PTC118355.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000189106	SURENDER SHARMA	23/06/2018	-
0005144585	CHARAN SINGH	01/08/2015	-

Pacific Buildcon Private Limited (Transferor no. 15)

Pacific Buildcon Private Limited is a private limited company incorporated under the Companies Act, 1956 on 27-Jul-2004 with the Registrar of Companies, Delhi and has its corporate identity number as U45201DL2004PTC127910.

Its list of directors as on the Valuation date is tabulated below:-

Directors Details			
DIN	Name	Begin date	End date
0000038892	ABHISHEK BANSAL	30/12/2020	-
0000038902	SAKET BANSAL	30/12/2020	-

7. VALUATION METHODOLOGIES & APPROACHES:

Internationally accepted valuation standards, 2017 as required by Rule 8(1) of Companies (Registered Valuer and Valuation) Rules, 2017 has been used as guidance in preparation of this report. The standard of value being used in the analysis is 'Fair Value' which is often defined as the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we have made limited economic and industry analysis, which may be subject to different interpretation. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the

Companies, and other factors which generally influence the valuation of companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

There are three generally accepted approaches to valuation:

- A. Cost approach
- B. Market approach
- C. Income approach

A. Cost Approach

The cost approach is also known as Balance sheet method or asset based valuation method. The asset based valuation method is based on the value per share of the underlying net assets and liabilities of the company, either on a book value basis or fair value basis. This method is applicable when the company derives its value from fair value of underlying assets instead of its own cash flows.

B. Market Approach

Under the Market approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market approach generally reflects the investors' perception about the true worth of the company.

a. Market Price ("MP") Method

Under the "Market" Approach, the market price of an equity share as quoted on a recognized stock exchange is normally considered as the fair value of the equity share of that company where such quotations are arising from the shares being regularly and freely traded.

b. Comparable Companies Multiples ("CCM") Method

Under this method, one attempts to measure the value of the shares / business by applying an appropriate capitalisation rate/ multiple (the EV/Revenue multiple, the EV/EBITDA multiple, etc.) – for which one may also consider the market quotations of comparable public / listed companies possessing attributes similar to the business - to the future maintainable profits of the business (based on past and / or projected working results adjusted to reflect the future earnings potential) after making adjustments

to the capitalisation rate/ multiple on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued..

c. Comparable Transactions Multiples ("CTM") Method

The CTM Methodology involves applying derived transaction multiples of comparable transactions to the company's future maintainable revenues / profits (based on past and / or projected working results adjusted to reflect the future earnings potential) after making adjustments to the derived multiples on account of dissimilarities with the comparable transactions and the strengths, weaknesses and other factors peculiar to the proposed transaction for which the company is being valued.

C. Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash, Flow (DCF) Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

Under this technique,

1. the projected free cash flows from business operations available to all providers of capital are discounted at the weighted average cost of capital to such capital providers, from a market participant basis, and the sum of such discounted cash flows is the value of the business, from which value of debt and other capital is deducted, and other relevant adjustments made to arrive at the value of the equity – Free Cash Flows to Firm ("FCFF") technique; or
2. the projected free cash flows from business operations available to equity shareholders (after deducting cash flows attributable to the debt and other capital providers) are discounted at the cost of equity, from a market participant basis, and the sum of such discounted free cash flows, after making other relevant adjustments, is the value of the equity - Free Cash Flows to Equity ("FCFE") technique.

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8. VALUATION METHODOLOGY ADOPTED

Table Representing Section 1 of the report (Transferor and Transferee Companies)

S.No	Companies	Annexure Number	Reason for Adopting the Approach of Valuation
Transferee			<p>We have used Cost approach adjusted NAV method in order to derive the fair value of the companies as, transferee company is a real estate company, so its value is determined from its Balance Sheet rather than Profit and Loss as an accepted practice, which is L&B properties for which we have relied upon L&B RV report and taken into our adjusted NAV working at fair value. For detailed working refer the given Annexures</p>
1	Pacific Development Corporation Limited	1.1	
Transferor			
2	Pickup Tradelink Private Limited	1.2	
3	Mudrika Fiscal Services Private Limited	1.3	
4	Sukhsagar Vanijya Private Limited	1.4	
5	Urban Plast Private Limited	1.5	
6	Lakshya Commercial Private Limited	1.6	
7	CIPL Estates Private Limited	1.7	
8	Jai Hanuman Investment Consultants Private Limited	1.8	
9	Rajesh Corporation Private Limited	1.9	
10	Sudarshan Housing & Finance Private Limited	1.10	
11	Dishank Constructions Private Limited	1.11	
12	Pacific Motels Private Limited	1.12	
13	Passion Buildtech Private Limited	1.13	
14	Nandana Propbuild Private Limited	1.14	
15	MRG Developers Private Limited (Investment division)	1.15	
16	Pacific Buildcon Private Limited (Investment division)	1.16	

Table Representing Section 2 of the report (Non-Merger Participants companies)

S no.	Companies	Annexure Number	Reason for Adopting the approach
1	Pacific Maintenance Services Private Limited	2.1	<p>We have used Cost approach adjusted NAV method, as the companies referred in the annexure are real estate companies, so its value is determined from its Balance Sheet rather than Profit and Loss as an accepted practice.</p> <p>As for Pacific Maintenance Services Private Limited, the projection of the company were not available. However, the company is expected to grow at a stable potential hence, we have preferred using capitalization of earning method.</p>
2	Pacific Retail Centers Private Limited	2.2	
3	Pacific Development Retails Private Limited	2.3	
4	Saket Hosing Private Limited	2.4	
5	Pacific Estate Developers Private Limited	2.5	
6	Prem G Estate Private Limited	2.6	
7	Mars Cargo Private Limited	2.7	
8	Lander Developers Private Limited	2.8	
9	Edlin Developers Private Limited	2.9	
10	Caravan Impex Private Limited	2.10	
11	Bansal Corporation Private Limited	2.11	
12	Damyanti Agro Foods Private Limited	2.12	
13	Doon Containers Private Limited	2.13	
14	Hardwin Buildcon Private Limited	2.14	
15	Rickers Estate Private Limited	2.15	
16	Nainital Technobuild Private Limited	2.16	
17	Nirbhay Realtors Private Limited	2.17	
18	Bodhan Infrastructure Private Limited	2.18	

For Merger Participants, Investments and step down investments of merger participants, we have used different valuation methodologies based on their current operations and financial matrices.

1. For NAV Calculation:

Based on the NAV Method, the value of equity shares shall be the value, on the valuation date, of such unquoted equity shares as determined in the following manner, namely: -

The value of equity shares = $(A-L)/\text{No. of shares}$, where,

A = book value of all the assets in the balance sheet, but including fair value of the following items namely:

- (i) Immovable Property
- (ii) Investment in Shares and Securities
- (iii) Jewellery/Bullion and Artistic work

L = book value of liabilities shown in the balance sheet, but not including the following amounts, namely:

- (i) the paid up capital in respect of equity shares
- (ii) reserve and surplus, by whatever name called, even if the resulting figure is negative, other than those set apart towards depreciation
- (iii) Provision for income tax
- (iv) Deferred tax

2. For Capitalisation of Earning Calculation:

The method selected for valuation is - Capitalisation of Earning method, also coined as Income Approach to Valuation.

- (i) Under this approach, the value of a company or business or an asset is derived from the past operating profits of the company. The first step under this approach is to average the historical operating profits of the company.
- (ii) The Average profits are then used to calculate value of Firm by using Gordon's Growth Formula.
- (iii) The discount rate used on the date of valuation, should consider both the time value of money and the risk associated with the operations of the business.
- (iv) After calculating the value of business, adjustment for non-operating assets and Liabilities, surplus Cash and Cash Equivalents and other surplus assets and debt is made to arrive at the Enterprise value of the company.

Discount Rate and Terminal Growth rate

In order to determine discount rate, the cost of Capital (K_o) is derived using Capital Asset Pricing model (CAPM), as follows

$$K_e = R_f + \beta * (R_m - R_f) + \alpha$$

Where,

R_f = Risk Free rate of return

β = The Beta factor, being the measure of the systematic risk of particular asset relative to the risk of a portfolio of all risky assets. Based on the Sir Damodaran's Unlevered Beta of Real Estate (Operations & Services), we have computed the discount rate (WACC) to **11.50%** by using CAPM (Capital Asset Pricing Model).

$(R_m - R_f)$ = Equity Risk Premium of market above the risk-free rate

α = Company Specific Risk

9. ASSUMPTIONS

We have done valuation of investments Pacific Maintenance Services Private Limited basis on 50:50 weightage to Adjusted NAV and Capitalisation of Earning Method.

Wherever, the NAV of a company is negative, we have given a nominal value of INR 1 for total equity value of the company for the purpose of present assignment.

Jewellery is quoted at fair value in audited financials as on 31-Mar-2022, therefore taken at same value. As this scheme of arrangement is of real estate companies, we have got the valuations of all L&B properties done for the merger participants only and not for non-merger participants. Therefore, L&B of merger participants taken at fair values derived by L&B RV valuer and L&B of non-merger participants taken at book value in our working.

We have deducted ROU Asset and lease Liability from asset and Liability side as these represent lease accounting capitalized under IndAS and represent revaluation/adjustment entry from I-GAAP to IndAS.

10. CONCLUSION-VALUE PER SHARE

Summary of Fair Value of the merger participants are as under: **Section1 of the report (Transferor and Transferee Companies)** Refer **Annexure 1** for detailed working

Companies	Method Used	Per Share Value (INR)	Annexure Number
Transferee			
Pacific Development Corporation Limited	NAV	4,046.78	1.1
Transferor			
Pickup Tradelink Private Limited	NAV	834.92	1.2
Mudrika Fiscal Services Private Limited	NAV	1,487.77	1.3
SukhsagarVanijya Private Limited	NAV	3,657.76	1.4
Urban Plast Private Limited	NAV	2,107.81	1.5
Lakshya Commercial Private Limited	NAV	178.93	1.6
CIPL Estates Private Limited	NAV	2,136.75	1.7
Jai Hanuman Investment Consultants Private Limited	NAV	1,251.28	1.8
Rajesh Corporation Private Limited	NAV	12.85	1.9
Sudarshan Housing & Finance Private Limited	NAV	14.21	1.10
Dishank Constructions Private Limited	NAV	17.93	1.11
Pacific Motels Private Limited	NAV	1.00	1.12
Passion Buildtech Private Limited	NAV	91.39	1.13
Nandana Propbuild Private Limited	NAV	815.51	1.14
MRG Developers Private Limited (Investment division)	Fair Value of Investments	829.30	1.15
Pacific Buildcon Private Limited (Investment division)	Fair Value of Investments	598.00	1.16

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Section 2 of the report (Non-Merger Participants): For the Share Swap ratio determination following valuation of investments and step down investments has been done. Refer **Annexure 2** for detailed working

S no.	Companies	Per Share Value (INR)	Annexure Number
1	Pacific Maintenance Services Private Limited	43,629.71	2.1
2	Pacific Retail Centers Private Limited	1.00	2.2
3	Pacific Development Retails Private Limited	1.00	2.3
4	Saket Hosing Private Limited	12.60	2.4
5	Pacific Estate Developers Private Limited	32.44	2.5
6	Prem G Estate Private Limited	1,990.00	2.6
7	Mars Cargo Private Limited	3,309.54	2.7
8	Lander Developers Private Limited	1.00	2.8
9	Edlin Developers Private Limited	1.00	2.9
10	Caravan Impex Private Limited	4,135.97	2.10
11	Bansal Corporation Private Limited	90.42	2.11
12	Damyanti Agro Foods Private Limited	30.43	2.12
13	Doon Containers Private Limited	34.45	2.13
14	Hardwin Buildcon Private Limited	637.61	2.14
15	Rickers Estate Private Limited	1.00	2.15
16	Nainital Technobuild Private Limited	125.54	2.16
17	Nirbhay Realtors Private Limited	1.00	2.17
18	Bodhan Infrastructure Private Limited	20.94	2.18

11. CONCLUSION- SWAP RATIO

After taking into consideration all the factors and methodologies and valuation working, on the basis of Share Swap Ratio- shares of Pacific Development Corporation Limited will get issued to the shareholders of the Transferor companies (except the shareholders being merger participants) in the following manner:-

Companies	Swap Ratio
Transferee	
Pacific Development Corporation Limited	1,000
Transferor	
Pickup Tradelink Private Limited	206
Mudrika Fiscal Services Private Limited	368
SukhsagarVanijya Private Limited	904
Urban Plast Private Limited	521
Lakshya Commercial Private Limited	44
CIPL Estates Private Limited	528
Jai Hanuman Investment Consultants Private Limited	309
Rajesh Corporation Private Limited	3
Sudarshan Housing & Finance Private Limited	4
Dishank Constructions Private Limited	4
Pacific Motels Private Limited	0
Passion Buildtech Private Limited	23
Nandana Propbuild Private Limited	202
MRG Developers Private Limited	205
Pacific Buildcon Private Limited	148

Pickup Tradelink Private Limited (Transferor Company No 1)

Allot **206 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 1 whose name appear in the register of members of the Transferor Company No 1 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Mudrika Fiscal Services Private Limited (Transferor Company No 2)

Allot **368 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 2 whose name appear in the register of members of the Transferor Company No 2 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

SukhsagarVanijya Private Limited (Transferor Company No 3)

Allot **904 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 3 whose name appear in the register of members of the Transferor Company No 3 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Urban Plast Private Limited (Transferor Company No 4)

Allot **521 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 4 whose name appear in the register of members of the Transferor Company No 4 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Lakshya Commercial Private Limited (Transferor Company No 5)

Allot **44 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 5 whose name appear in the register of members of the Transferor Company No 5 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

CIPL Estates Private Limited (Transferor Company No 6)

Allot **528 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 6 whose name appear in the register of members of the Transferor Company No 6 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Jai Hanuman Investment Consultants Private Limited (Transferor Company No 7)

Allot **309 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 7 whose name appear in the register of members of the Transferor Company No 7 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Rajesh Corporation Private Limited (Transferor Company No 8)

Allot **3 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 8 whose name appear in the register of members of the Transferor Company No 8 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Sudarshan Housing & Finance Private Limited (Transferor Company No 9)

Allot **4 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 9 whose name appear in the register of members of the Transferor Company No 9 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Dishank Constructions Private Limited (Transferor Company No 10)

Allot **4 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 10 whose name appear in the register of members of the Transferor Company No 10 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Pacific Motels Private Limited (Transferor Company No 11)

Allot **1 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 11 whose name appear in the register of members of the Transferor Company No 11 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Passion Buildtech Private Limited (Transferor Company No 12)

Allot **23 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 12 whose name appear in the register of members of the Transferor Company No 12 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Nandana Propbuild Private Limited (Transferor Company No 13)

Allot **202 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 13 whose name appear in the register of members of the Transferor Company No 13 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

MRG Developers Private Limited (Investment division) (Transferor Company No 14)

Allot **205 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 14 whose name appear in the register of members of the Transferor Company No 14 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

Pacific Buildcon Private Limited (Investment division) (Transferor Company No 15)

Allot **148 Equity Shares** of Rs. 10/- each, credited as fully paid, in lieu of every 1000 Equity Shares of Rs. 10/- each held by such shareholders in the Transferor Company No 15 whose name appear in the register of members of the Transferor Company No 15 as on Record Date to be fixed by the Board of Directors of the Transferee Company.

12. OTHER INFORMATION/DISCLOSURES:

Mr. Sunil Aggarwal Registered Valuer (IBBI/RV/02/2018/10355) has been appointed by us for the valuation of immovable properties in PDCL as on 24-May-2022. **(Attached)**

The valuer is neither a related party of the company nor holds any interest or conflict with the company.

The valuation report is issued under the provisions of Companies Act, 2013 (and other Regulator where RV report is accepted) and thus, to be used only for the said Act.

Place: New Delhi
Date: 31-Oct-2022

Munish Aggarwal
DP- Tattvam Valuers LLP
IBBI:IBBI/RV-E/02/2021/156
VRN: IOVRVF/TATV/2022-2023/1350

12. ANNEXURE 1 – VALUATION OF MERGER PARTICIPANTS

Pacific Development Corporation Limited Annexure 1.1

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $(A-L)/\text{No. of Shares}$

Total Assets

Particular	Amount
Total Book value of Assets	26,41,21,77,000
Less: Jewellery/Bullion and Artistic work	(9,44,60,000)
Less: Investment in Shares and Securities	(6,86,32,000)
Less: Investment in Mutual Fund	(8,28,000)
Less: Immovable Property (Investment Property)	(2,37,87,45,811)
Less: Immovable Property (FAR)	(23,17,15,397)
Less: Immovable Property (Inventory)	(2,50,70,97,000)
Less: Tax	(1,48,59,04,000)
Less: Deferred tax asset	(58,78,74,000)
Less: Right Of Use Asset	(15,05,90,56,189)
Add: Jewellery/Bullion and Artistic Work (FMV)	9,44,60,000
Add: Investment in Mutual Fund	8,28,000
Add: Investment in Shares and Securities (FMV)	2,19,40,61,992
Add: Immovable Property (FMV)	19,85,81,00,000
A Total Assets	26,14,53,14,594

Total Liabilities

Particular	Amount
Total Book value of liabilities	26,41,21,77,000
Less: Paid-up capital in respect of equity shares	(5,33,72,310)
Less: Lease Liabilities	(17,87,37,78,000)
Less: Reserves and surplus	(2,61,45,57,000)
Less: Provision for income tax	(1,32,37,45,000)
Less: Deferred Tax liability	-
L Total Liabilities	4,54,67,24,690

Value per share

Particular	Amount
A Total Assets	26,14,53,14,594
L Total Liabilities	4,54,67,24,690
Net Assets	21,59,85,89,904
No. of Shares	53,37,231
Value per Share	4,046.78

Fair Value of Investments of Pacific Development Corporation Limited

Particulars	Number of Shares	Fair Value per share	Fair Value x number of shares
Investment in Shares and Securities			
Nirbhay Realtors Private Limited	10,000	(51.36)	1
Hardwin Buildcon Private Limited	10,000	637.61	63,76,140
Rickers Estate Private Limited	10,000	(9.32)	1
Damyanti Agro Foods Private Limited	80,000	30.43	24,34,591
Doon Containers Private Limited Private Limited	45,320	34.45	15,61,386
Nainital Technobuild Private Limited	14,950	125.54	18,76,778
Pacific Retails Center (India) Private Limited	10,000	(7,499.24)	1
Pacific Development Retails Private Limited	10,000	(597.60)	1
Bansal Corporation Private Limited	3,57,610	90.42	3,23,34,417
Pickup Tradelink Private Limited	23,60,000	834.92	1,97,04,05,762
Sudarshan Housing & Finance Pvt Ltd	5,03,538	14.21	71,56,623
Rajesh corporation Private Limited	1,20,000	12.85	15,42,276
Pacific Maintenance Services Private Limited	3,905	43,629.71	17,03,74,018
Investments in Jewellery/Bullion and Artistic Work			
Silver (gms)	6,250	3,78,000.00	3,78,000
Gold (gms)	19,900	9,40,82,000.00	9,40,82,000
Investments in Mutual Funds			
Sundaram Aggressive Hybrid Fund (MF)	7478.24	8,28,000.00	8,28,000
Total			2,28,93,49,996

Investment in Immovable Property	
Particulars	Draft Values
First Floor, Plot No. 32, Punjabi Bagh West, Delhi	6,37,00,000
20B Faridabad	23,00,000
Pacific Golf Estate	3,14,91,00,000
Pacific Hills	8,56,00,000
Pacific Tagore Garden (Khayala)	7,64,08,00,000
Pacific Mall, NSP	1,66,24,00,000
Pacific Mall, Sahibabad	56,49,00,000
Pacific D21-Dwarka	72,31,00,000
Pacific Mall Jasola	94,73,00,000
Pacific Business Park	14,55,00,000
Mohan Nagar	30,56,00,000
New Friends Colony	20,75,00,000
Pacific Star Homes	3,96,00,000
Dehradun Khasra No. 139 to 142, Dehradun, Uttarakhand	4,32,07,00,000
Total	19,85,81,00,000

Note: We have deducted ROU Asset and lease Liability from asset and Liability side as these represent lease accounting capitalized under IndAS and to be adjusted in P&L over the period of lease.

**Pickup Tradelink Private Limited
Annexure 1.2**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{\text{(A-L)}}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	5,41,83,493
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(2,34,77,893)
Less: Immovable Property	-
Less: Tax	-
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	3,69,06,64,837
Add: Immovable Property (FMV)	-
A Total Assets	3,72,13,70,437

Total Liabilities

Particular	Amount
Total Book value of liabilities	5,41,83,493
Less: Paid-up capital in respect of equity shares	(4,42,08,000)
Less: Reserves and surplus	2,03,90,794
Less: Provision for income tax	-
Less: Deferred Tax liability	-
L Total Liabilities	3,03,66,287

Value per share

Particular	Amount
A Total Assets	3,72,13,70,437
L Total Liabilities	3,03,66,287
Net Assets	3,69,10,04,150
No. of Shares	44,20,800
Value per Share	834.92

Fair Value of Investments of Pickup Tradelink Private Limited

Particulars	Number of shares	Fair Value	Fair Value x number of shares
Investments in Pacific Development Corporation Private	750000	4,046.78	3,03,50,83,628.26
Investments in Pacific Development Corporation Private Limited(PDCL)	9111	4,046.78	3,68,70,195.92
Investments in Pacific Buildcon Private Limited	677800	595.15	40,33,91,637.06
Investments in MRG Developers Private imited	263350	817.62	21,53,19,374.86
Total			3,69,06,64,836

Mudrika Fiscal Services Private Limited
Annexure 1.3

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	8,700
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(1)
Less: Immovable Property	-
Less: Tax	-
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	2,16,83,97,288
Add: Immovable Property (FMV)	-
A Total Assets	2,16,84,05,987

Total Liabilities

Particular	Amount
Total Book value of liabilities	8,700
Less: Paid-up capital in respect of equity shares	(1,45,72,750)
Less: Reserves and surplus	1,48,79,875
Less: Provision for income tax	-
Less: Deferred Tax liability	-
L Total Liabilities	3,15,825

Value per share

Particular	Amount
A Total Assets	2,16,84,05,987
L Total Liabilities	3,15,825
Net Assets	2,16,80,90,162
No. of Shares	14,57,275
Value per Share	1,487.77

Fair Value of Investments of Mudrika Fiscal Services Private Limited

Particulars	Number Of Shares	Fair Value	Fair Value x number of shares
Investments in Pacific Development Corporation Private	5,35,833	4,046.78	2,16,83,97,288
Total			2,16,83,97,288

Sukhsagar Vanijya Private Limited
Annexure 1.4

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	1,12,961
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(99,001)
Less: Immovable Property	-
Less: Tax	-
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	2,65,94,41,445
Add: Immovable Property (FMV)	-
A Total Assets	2,65,94,55,405

Total Liabilities

Particular	Amount
Total Book value of liabilities	1,12,961
Less: Paid-up capital in respect of equity shares	(72,70,000)
Less: Reserves and surplus	74,22,890
Less: Provision for income tax	-
Less: Deferred Tax liability	-
L Total Liabilities	2,65,851

Value per share

Particular	Amount
A Total Assets	2,65,94,55,405
L Total Liabilities	2,65,851
Net Assets	2,65,91,89,554
No. of Shares	7,27,000
Value per Share	3,657.76

Fair Value of Investments of Sukhsagar Vanijya Private Limited

Particulars	Number of Shares	Fair Value	Fair Value x number of shares
Investments in Pacific Development Corporation Private	6,56,875	4,046.78	2,65,82,27,411.63
Investments in Pacific Development Corporation Private Limited(PDCL)	300	4,046.78	12,14,033.45
Total			2,65,94,41,445

**Urban Plast Private Limited
Annexure 1.5**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	42,670
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	(1)
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	1,77,04,65,450
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	1,77,05,08,119

Total Liabilities

Particular	Amount
Total Book value of liabilities	42,670
<i>Less:</i> Paid-up capital in respect of equity shares	(83,97,700)
<i>Less:</i> Reserves and surplus	87,90,010
<i>Less:</i> Provision for income tax	
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	4,34,980

Value per share

Particular	Amount
A Total Assets	1,77,05,08,119
L Total Liabilities	4,34,980
Net Assets	1,77,00,73,139
No. of Shares	8,39,770
Value per Share	2,107.81

Fair Value of Investments of Urban Plast Private Limited

Particulars	Number of Shares	Fair Value	Fair Value x number of shares
Investments in Raiment Commercial Private Limited	3000	Striked off	-
Investments in Pacific Development Corporation Private Limited(PDCL)	437500	4,046.78	1,77,04,65,450
Total			1,77,04,65,450

Note: As Raiment Commercial Private Limited is strike off, Fair Valuation is assumed to be nil

Lakshya Commercial Private Limited
Annexure 1.6

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	83,99,957
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(1)
Less: Immovable Property	-
Less: Tax	(3,13,874)
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	50,58,47,271
Add: Immovable Property (FMV)	-
A Total Assets	51,39,33,353

Total Liabilities

Particular	Amount
Total Book value of liabilities	83,99,957
Less: Paid-up capital in respect of equity shares	(2,87,00,000)
Less: Reserves and surplus	2,07,07,152
Less: Provision for income tax	-
Less: Deferred Tax liability	-
L Total Liabilities	4,07,109

Value per share

Particular	Amount
A Total Assets	51,39,33,353
L Total Liabilities	4,07,109
Net Assets	51,35,26,244
No. of Shares	28,70,000
Value per Share	178.93

Fair Value of Investments of Lakshya Commercial Private Limited

Particulars	Number of shares	Fair Value	Fair Value x number of shares
Investments in Pacific Development Corporation Private	125000	4,046.78	50,58,47,271
Total			50,58,47,271

**CIPL Estates Private Limited
Annexure 1.7**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	3,644
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	(1)
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	1,51,75,41,814
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	1,51,75,45,457

Total Liabilities

Particular	Amount
Total Book value of liabilities	3,644
<i>Less:</i> Paid-up capital in respect of equity shares	(71,00,000)
<i>Less:</i> Reserves and surplus	75,49,636
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	4,53,280

Value per share

Particular	Amount
A Total Assets	1,51,75,45,457
L Total Liabilities	4,53,280
Net Assets	1,51,70,92,177
No. of Shares	7,10,000
Value per Share	2,136.75

Fair Value of Investments of CIPL Estates Private Limited

Particulars	Number of share	Fair Value	Fair Value x number of shares
Investments in Pacific Development Corporation Private	3,75,000	4,046.78	1,51,75,41,814
Total			1,51,75,41,814

Jai Hanuman Investment Consultants Private Limited
Annexure 1.8

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	52,12,562
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	(51,61,700)
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	61,41,63,093
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	61,42,13,955

Total Liabilities

Particular	Amount
Total Book value of liabilities	52,12,562
<i>Less:</i> Paid-up capital in respect of equity shares	(49,07,000)
<i>Less:</i> Reserves and surplus	(96,722)
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	2,08,840

Value per share

Particular	Amount
A Total Assets	61,42,13,955
L Total Liabilities	2,08,840
Net Assets	61,40,05,115
No. of Shares	4,90,700
Value per Share	1,251.28

Fair Value of Investments of Jai Hanuman Investment Consultants Private Limited

Particulars	Number Of Shares	Fair Value	Fair Value x number of shares
Investments in Rajesh Corporation Private Limited	50,000.00	12.85	6,42,615
Investments in Sudarshan Housing And Finance Private Limited	32,500.00	14.21	4,61,912
Investments in Pacific Development Corporation Private Limited(PDCL)	1,51,493.00	4,046.78	61,30,58,566
Total			61,41,63,093

Rajesh Corporation Private Limited
Annexure 1.9

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	3,39,66,115
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(3,17,83,605)
Less: Immovable Property	-
Less: Tax	-
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	6,35,64,227
Add: Immovable Property (FMV)	-
A Total Assets	6,57,46,737

Total Liabilities

Particular	Amount
Total Book value of liabilities	3,39,66,115
Less: Paid-up capital in respect of equity shares	(4,51,65,000)
Less: Reserves and surplus	1,88,98,204
Less: Provision for income tax	-
Less: Deferred Tax liability	-
L Total Liabilities	76,99,319

Value per share

Particular	Amount
A Total Assets	6,57,46,737
L Total Liabilities	76,99,319
Net Assets	5,80,47,418
No. of Shares	45,16,500
Value per Share	12.85

Fair Value of Investments of Rajesh Corporation Private Limited

Particulars	Number of Shares	Fair Value	Fair Value x number of shares
Investments in Bansal Corporation Private Limited	1,14,000	90.42	1,03,07,663.39
Investments in Dishank Constructions Private Limited	75,550	17.93	13,54,330.21
Investments in Sudarshan Housing and Finance Private Limited	16,59,000	14.21	2,35,78,832.94
Investments in Pacific Development Corporation Private Limited(PDCL)	6,999	4,046.78	2,83,23,400.42
Total			6,35,64,227

**Sudarshan Housing and Finance Private Limited
Annexure 1.10**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	3,58,04,481
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(3,32,28,500)
Less: Immovable Property	-
Less: Tax	(1,62,500)
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	8,90,92,156
Add: Immovable Property (FMV)	-
A Total Assets	9,15,05,637

Total Liabilities

Particular	Amount
Total Book value of liabilities	3,58,04,481
Less: Paid-up capital in respect of equity shares	(6,06,00,000)
Less: Reserves and surplus	3,01,97,317
Less: Provision for income tax	(24,990)
Less: Deferred Tax liability	-
L Total Liabilities	53,76,808

Value per share

Particular	Amount
A Total Assets	9,15,05,637
L Total Liabilities	53,76,808
Net Assets	8,61,28,829
No. of Shares	60,60,000
Value per Share	14.21

Fair Value of Investments of Sudarshan Housing and Finance Private Limited			
Particulars	Number of Shares	Fair Value	Fair Value x number of shares
Investments in Bansal Corporation Private Limited	276388	90.42	2,49,90,477.78
Investments in Raiment Commercial Private Limited	3000	strike off	-
Investments in Dishank Constructions Private Limited	175000	17.93	31,37,098.43
Investments in Rajesh Corporation Private Limited	5,00,000	12.85	64,26,150.55
Investments in Pacific Development Corporation Private Limited(PDCL)	13477	4,047	5,45,38,429.41
Total			8,90,92,156

Note: As Raiment Commercial Private Limited is strike off, Fair Valuation is assumed to be nil

Dishank Constructions Private Limited
Annexure 1.11

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	76,28,477
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	(49,56,101)
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	5,47,20,075
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	5,73,92,451

Total Liabilities

Particular	Amount
Total Book value of liabilities	76,28,477
<i>Less:</i> Paid-up capital in respect of equity shares	(3,20,02,000)
<i>Less:</i> Reserves and surplus	2,43,98,303
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	24,780

Value per share

Particular	Amount
A Total Assets	5,73,92,451
L Total Liabilities	24,780
Net Assets	5,73,67,671
No. of Shares	32,00,200
Value per Share	17.93

Fair Value of Investments of Dishank Constructions Private Limited

Particulars	Number of share	Fair Value	Fair Value x number of shares
Investments in Saket Hosing Private Limited	37,17,049	12.60	4,68,20,153
Investments in Rajesh Corporation Private Limited	3,200	12.85	41,127
Sudarshan Housing and Finance Private Limited	3,71,000	14.21	52,72,904
Pacific Development Corporation Limited	639	4,046.78	25,85,891
Total			5,47,20,075

Pacific Motels Private Limited
Annexure 1.12

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	46,14,490
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	(1,000)
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	
<i>Less:</i> Deferred tax asset	(16,660)
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	31,490
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	46,28,320

Total Liabilities

Particular	Amount
Total Book value of liabilities	46,14,490
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	1,98,08,360
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	2,43,22,850

Value per share

Particular	Amount
A Total Assets	46,28,320
L Total Liabilities	2,43,22,850
Net Assets	(1,96,94,530)
No. of Shares	10,000
Value per Share	(1,969.45)
Total Equity Value as per Limited Liability Clause	1

Fair Value of Investments of Pacific Motels Private Limited

Particulars	Number of shares	Fair Value	Fair Value x number of shares
Saket Housing Private Limited	2,500	12.60	31,490
Total			31,490

Passion Buildtech Private Limited
Annexure 1.13

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	10,12,357
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	(72,500)
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	9,39,857

Total Liabilities

Particular	Amount
Total Book value of liabilities	10,12,357
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	(6,34,885)
<i>Less:</i> Provision for income tax	(2,51,512)
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	25,960

Value per share

Particular	Amount
A Total Assets	9,39,857
L Total Liabilities	25,960
Net Assets	9,13,897
No. of Shares	10,000
Value per Share	91.39

**Nandana Propbuild Private Limited
Annexure 1.14**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	84,44,769
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	-
Less: Immovable Property	-
Less: Tax	(2,10,600)
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	-
Add: Immovable Property (FMV)	-
A Total Assets	82,34,169

Total Liabilities

Particular	Amount
Total Book value of liabilities	84,44,769
Less: Paid-up capital in respect of equity shares	(1,00,000)
Less: Reserves and surplus	(62,33,609)
Less: Provision for income tax	(20,32,050)
Less: Deferred Tax liability	-
L Total Liabilities	79,110

Value per share

Particular	Amount
A Total Assets	82,34,169
L Total Liabilities	79,110
Net Assets	81,55,059
No. of Shares	10,000
Value per Share	815.51

Annexure 1.15

Fair Value of Investment Division of MRG Developers Private Limited

Particulars	Number Of Shares	Fair Value	Fair Value x number of shares
Investments in CIPL Estates Private Limited	3,20,000.00	2,136.75	68,37,59,855
Investments in Pickup Tradelink Private Limited	4,88,000.00	834.92	40,74,39,836
Investments in Urban Plast Private Limited	3,29,750.00	2,107.81	69,50,49,380
Investments in Pacific Development Corporation Private Limited(PDCL)	1,224.00	4,046.78	49,53,256
Total			1,79,12,02,326
No. of Shares			2159900
Value per Share			829.30

Annexure 1.16			
Fair Value of Investments of Pacific Buildcon Private Limited			
Particulars	Number of shares	Fair Value	Fair Value x number of shares
Investments in Pacific Development Corporation Private	589284	4,046.78	2,38,47,01,628
Total			2,38,47,01,628
No. of Shares			39,87,800
Value per Share			598.00

13. ANNEXURE 2: VALUATION OF MERGER NON-PARTICIPANTS

Annexure 2.1 Valuation Of Pacific Maintenance Services Private Limited			
Method	Value	Weights	Amount
Net Asset Value (Annexure 2.1.1)	72,62,21,903	50%	36,31,10,951
Capitalisation of Earning Method (Annexure 2.1.2)	99,12,18,009	50%	49,56,09,005
		VALUE	85,87,19,956
		No. of Shares	19,682
		Value per Share	43,629.71

Pacific Maintenance Services Private Limited Annexure 2.1.1

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	1,01,45,99,297
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(3,50,84,921)
Less: Immovable Property	
Less: Tax	(11,10,48,900)
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	45,20,26,553
Add: Immovable Property (FMV)	-
A Total Assets	1,32,04,92,029

Total Liabilities

Particular	Amount
Total Book value of liabilities	1,01,45,99,297
Less: Paid-up capital in respect of equity shares	(1,96,820)
Less: Reserves and surplus	(32,19,57,778)
Less: Provision for income tax	(9,70,42,535)
Less: Deferred Tax liability	(11,32,038)
L Total Liabilities	59,42,70,126

Value per share

Particular	Amount
A Total Assets	1,32,04,92,029
L Total Liabilities	59,42,70,126
Net Assets	72,62,21,903
No. of Shares	19,682
Value per Share	36,897.77

Fair Value of Investments of Pacific Maintenance Services Private Limited			
Particulars	Number of shares	Fair Value	Fair Value x number of shares
Investments in Pacific Estate Developers Private Limited	10,00,000	32.44	3,24,39,961
Investments in Pacific Development Corporation Private Limited	98,731	4,046.78	39,95,42,456
Investments in Bansal Corporation Private Limited	24,560	90.42	22,20,669
Investments in Saket Hosing Private Limited	14,15,004	12.60	1,78,23,468
Total			45,20,26,553

Annexure 2.1.2

Capitalisation of Earning Method of Pacific Maintenance Services Private Limited

Pacific Maintenance Services Private Limited	
Valuation Date	31-Mar-22
Growth (g)	2.5%
WACC (ko)	11.5%

(INR)

	Capitalisation of Earning Method			
	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-19
Revenue from operations	67,62,89,728.00	52,52,62,462.00	57,70,34,641.39	52,48,41,123.94
Less: Expenses	(50,69,73,999.00)	(38,96,88,012.00)	(45,43,05,048.13)	(44,81,27,493.89)
EBITDA	16,93,15,729.00	13,55,74,450.00	12,27,29,593.26	7,67,13,630.05
Less: Depreciation	(73,45,830.00)	(77,61,731.00)	(79,20,590.00)	(34,09,570.00)
EBIT	16,19,69,899.00	12,78,12,719.00	11,48,09,003.26	7,33,04,060.05
Tax Rate	25.17%	25.17%	25.17%	25.17%
NOPAT	12,12,02,075.42	9,56,42,257.63	8,59,11,577.14	5,48,53,428.14
Average 4 year NOPAT	8,94,02,334.58			
Capitalization Rate (ko-g)	9.0%			
Capitalized Enterprise Value	99,73,38,215.55			
Add: Non-Current Investments	45,20,26,552.72			
Add: Cash and Cash Equivalent	1,79,48,531.00			
Less: Debt	(30,11,74,465.00)			
Value of Equity	1,16,61,38,834.26			
Less: DLOM @ 15% as per erstwhile CCI guidelines	(17,49,20,825.14)			
Adjusted Equity Value (Rounded Off)	99,12,18,009			

Annexure 2.1.3

Calculation of WACC for Pacific Maintenance Services Private Limited

Industry	Average Unlevered Beta
Real Estate (Operations & Services)	0.63
Average Unlevered beta	0.63

Cost Of Equity	
Risk free (10 year govt treasury security as per RBI)	6.81%
Market Risk Premium (Based on BSE-500 Market)	7.77%
Unlevered Beta for equity (Based on Sir Damodaran's estimates)	0.63
Levered Beta of company for equity	1.06
Base Cost Of Equity (Considering Beta)	15.1%
Company specific risks @ 10% (Alpha factors)	1.51%
Cost of Equity	16.6%

Cost of Debt	
COD pre tax	8.00%
Tax rate	25.17%
COD post tax	6.0%
Debt ratio	48.32%
Equity ratio	51.68%
Weighted Average Cost of Capital (WACC)	11.46%

S&P BSE 500	
01-Jan-99	1,000
31-Mar-22	23,695.01
Years	23
CAGR (Rm)	14.6%

Risk free rate >> 10 year govt treasury security as per RBI	
25-Feb-22	6.76%
04-Mar-22	6.82%
11-Mar-22	6.85%
18-Mar-22	6.79%
25-Mar-22	6.83%
Average	6.81%

Note:

Growth Rate of 2.5% has been taken as per Valuers professional judgement

In order to Re-Lever the Beta the debt equity ratio of the company as on the date of valuation has been used.

As the company is operational Income Approach(Capitalisation of Earning Method) is applied and given 50% of weightage and the rest 50% weightage is given to Net Asset Value Method in order to derive out the value of the company.

Pacific Retail Centers Private Limited
Annexure 2.2

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	73,29,81,270
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	
Less: Immovable Property	-
Less: Tax	(4,94,020)
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	
Add: Immovable Property (FMV)	-
A Total Assets	73,24,87,250

Total Liabilities

Particular	Amount
Total Book value of liabilities	73,29,81,270
Less: Paid-up capital in respect of equity shares	(1,00,000)
Less: Reserves and surplus	7,46,07,270
Less: Provision for income tax	-
Less: Deferred Tax liability	(8,890)
L Total Liabilities	80,74,79,650

Value per share

Particular	Amount
A Total Assets	73,24,87,250
L Total Liabilities	80,74,79,650
Net Assets	(7,49,92,400)
No. of Shares	10,000
Value per Share	(7,499.24)
Total Equity Value as per Limited Liability Clause	1

Pacific Development Retails Private Limited
Annexure 2.3

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	1,20,44,68,623
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	(1,57,055)
<i>Less:</i> Deferred tax asset	(249)
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	1,20,43,11,319

Total Liabilities

Particular	Amount
Total Book value of liabilities	1,20,44,68,623
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	59,18,724
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	1,21,02,87,347

Value per share

Particular	Amount
A Total Assets	1,20,43,11,319
L Total Liabilities	1,21,02,87,347
Net Assets	(59,76,028)
No. of Shares	10,000
Value per Share	(597.60)
Total Equity Value as per Limited Liability Clause	1

Saket Hosing Private Limited
Annexure 2.4

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	9,62,66,690
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(6,09,87,230)
Less: Immovable Property	-
Less: Tax	(19,39,350)
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	10,81,26,915
Add: Immovable Property (FMV)	-
A Total Assets	14,14,67,025

Total Liabilities

Particular	Amount
Total Book value of liabilities	9,62,66,690
Less: Paid-up capital in respect of equity shares	(8,31,72,110)
Less: Reserves and surplus	2,36,08,400
Less: Provision for income tax	-
Less: Deferred Tax liability	-
L Total Liabilities	3,67,02,980

Value per share

Particular	Amount
A Total Assets	14,14,67,025
L Total Liabilities	3,67,02,980
Net Assets	10,47,64,045
No. of Shares	83,17,211
Value per Share	12.60

Fair Value of Investments of Saket Hosing Private Limited

Particulars	Number of share	Fair Value	Fair Value x number of shares
Investments in Dishank Construction Private Limited	4,55,000	17.93	81,56,456
Investments in Bansal Corporation Private Limited	5,38,660	90.42	4,87,04,614
Investments in Sudarshan Housing Finance	62,562	14.21	8,89,174
Mutual Funds	2,063		5,03,76,672
Total			10,81,26,915

**Pacific Estate Developers Private Limited
Annexure 2.5**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	23,39,87,386
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(5,74,27,150)
Less: Immovable Property	
Less: Tax	-
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	9,06,87,920
Add: Immovable Property (FMV)	
A Total Assets	26,72,48,156

Total Liabilities

Particular	Amount
Total Book value of liabilities	23,39,87,386
Less: Paid-up capital in respect of equity shares	(1,00,00,000)
Less: Reserves and surplus	1,08,20,809
Less: Provision for income tax	
Less: Deferred Tax liability	-
L Total Liabilities	23,48,08,195

Value per share

Particular	Amount
A Total Assets	26,72,48,156
L Total Liabilities	23,48,08,195
Net Assets	3,24,39,961
No. of Shares	10,00,000
Value per Share	32.44

Fair Value of Investments of Pacific Estate Developers Private Limited

Particulars	Number of shares	Fair Value	Fair Value x number of shares
Bodhan Infrastructure Private Limited	10,000	20.94	2,09,393
Caravan Impex Private Limited	8,760	4,135.97	3,62,31,116
Edlin Developers Private Limited	10,000	(6.77)	1
Lander Developers Private Limited	10,000	(16.02)	1
Mars Cargo Private Limited	8,540	3,310	2,82,63,448
Nandana Propbuild Private Limited	10,000	816	81,55,059
Passion Buildtech Private Limited	10,000	91	9,13,897
Prem G Estate Private Limited	8,500	1,990	1,69,15,004
Total			9,06,87,920

**Prem G Estate Private Limited
Annexure 2.6**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	6,20,27,146
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	
A Total Assets	6,20,27,146

Total Liabilities

Particular	Amount
Total Book value of liabilities	6,20,27,146
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	(1,94,51,810)
<i>Less:</i> Provision for income tax	(3,48,195)
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	4,21,27,141

Value per share

Particular	Amount
A Total Assets	6,20,27,146
L Total Liabilities	4,21,27,141
Net Assets	1,99,00,005
No. of Shares	10,000
Value per Share	1,990.00

**Mars Cargo Private Limited
Annexure 2.7**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	6,41,15,905
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	
<i>Less:</i> Tax	(6,01,500)
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	
A Total Assets	6,35,14,405

Total Liabilities

Particular	Amount
Total Book value of liabilities	6,41,15,905
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,400)
<i>Less:</i> Reserves and surplus	(3,37,28,854)
<i>Less:</i> Provision for income tax	
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	3,02,86,651

Value per share

Particular	Amount
A Total Assets	6,35,14,405
L Total Liabilities	3,02,86,651
Net Assets	3,32,27,754
No. of Shares	10,040
Value per Share	3,309.54

**Lander Developers Private Limited
Annexure 2.8**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	71,45,160
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	
A Total Assets	71,45,160

Total Liabilities

Particular	Amount
Total Book value of liabilities	71,45,160
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	2,60,200
<i>Less:</i> Provision for income tax	
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	73,05,360

Value per share

Particular	Amount
A Total Assets	71,45,160
L Total Liabilities	73,05,360
Net Assets	(1,60,200)
No. of Shares	10,000
Value per Share	(16.02)
Total Equity Value as per Limited Liability Clause	1

Edlin Developers Private Limited
Annexure 2.9

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	55,16,709
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	
<i>Less:</i> Immovable Property	
<i>Less:</i> Tax	
<i>Less:</i> Deferred tax asset	
<i>Add:</i> Jewellery and Artistic Work (FMV)	
<i>Add:</i> Investment in Shares and Securities (FMV)	
<i>Add:</i> Immovable Property (FMV)	
A Total Assets	55,16,709

Total Liabilities

Particular	Amount
Total Book value of liabilities	55,16,709
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	1,67,699
<i>Less:</i> Provision for income tax	
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	55,84,408

Value per share

Particular	Amount
A Total Assets	55,16,709
L Total Liabilities	55,84,408
Net Assets	(67,699)
No. of Shares	10,000
Value per Share	(6.77)
Total Equity Value as per Limited Liability Clause	1

**Caravan Impex Private Limited
Annexure 2.10**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	10,56,14,610
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	
<i>Less:</i> Tax	(2,011)
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	
A Total Assets	10,56,12,599

Total Liabilities

Particular	Amount
Total Book value of liabilities	10,56,14,610
<i>Less:</i> Paid-up capital in respect of equity shares	(9,06,000)
<i>Less:</i> Reserves and surplus	(3,65,67,919)
<i>Less:</i> Provision for income tax	
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	6,81,40,691

Value per share

Particular	Amount
A Total Assets	10,56,12,599
L Total Liabilities	6,81,40,691
Net Assets	3,74,71,908
No. of Shares	9,060
Value per Share	4,135.97

Bansal Corporation Private Limited
Annexure 2.11

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	23,14,06,417
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(14,99,75,283)
Less: Immovable Property	-
Less: Tax	(62,91,467)
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	38,90,85,987
Add: Immovable Property (FMV)	-
A Total Assets	46,42,25,654

Total Liabilities

Particular	Amount
Total Book value of liabilities	23,14,06,417
Less: Paid-up capital in respect of equity shares	(4,53,11,000)
Less: Reserves and surplus	(10,90,10,823)
Less: Provision for income tax	-
Less: Deferred Tax liability	(2,25,52,392)
L Total Liabilities	5,45,32,202

Value per share

Particular	Amount
A Total Assets	46,42,25,654
L Total Liabilities	5,45,32,202
Net Assets	40,96,93,452
No. of Shares	45,31,100
Value per Share	90.42

Fair Value of Investments of Bansal Corporation Private Limited

Particulars	Number of shares	Fair Value	Fair Value x number of shares
Investments in Dishank Construction Private Limited	2,16,695	17.93	38,84,535
Investments in MRG Developers	1,18,150	817.62	9,66,01,421
Pacific Development Corporation Limited (PDCL)	71,316	4,046.78	28,86,00,032
Total			38,90,85,987

**Damyanti Agro Foods Private Limited
Annexure 2.12**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	24,71,171
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	24,71,171

Total Liabilities

Particular	Amount
Total Book value of liabilities	24,71,171
<i>Less:</i> Paid-up capital in respect of equity shares	(8,00,000)
<i>Less:</i> Reserves and surplus	(16,34,591)
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	36,580

Value per share

Particular	Amount
A Total Assets	24,71,171
L Total Liabilities	36,580
Net Assets	24,34,591
No. of Shares	80,000
Value per Share	30.43

Doon Containers Private Limited
Annexure 2.13

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	20,97,966
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	20,97,966

Total Liabilities

Particular	Amount
Total Book value of liabilities	20,97,966
<i>Less:</i> Paid-up capital in respect of equity shares	(4,53,200)
<i>Less:</i> Reserves and surplus	(11,08,186)
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	5,36,580

Value per share

Particular	Amount
A Total Assets	20,97,966
L Total Liabilities	5,36,580
Net Assets	15,61,386
No. of Shares	45,320
Value per Share	34.45

Hardwin Buildcon Private Limited
Annexure 2.14

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	42,37,316
Less: Jewellery and Artistic work	-
Less: Investment in Shares and Securities	(13,28,071)
Less: Immovable Property	-
Less: Tax	(25,500)
Less: Deferred tax asset	-
Add: Jewellery and Artistic Work (FMV)	-
Add: Investment in Shares and Securities (FMV)	35,25,763
Add: Immovable Property (FMV)	-
A Total Assets	64,09,508

Total Liabilities

Particular	Amount
Total Book value of liabilities	42,37,316
Less: Paid-up capital in respect of equity shares	(1,00,000)
Less: Reserves and surplus	(40,95,015)
Less: Provision for income tax	-
Less: Deferred Tax liability	(8,933)
L Total Liabilities	33,368

Value per share

Particular	Amount
A Total Assets	64,09,508
L Total Liabilities	33,368
Net Assets	63,76,140
No. of Shares	10,000
Value per Share	637.61

Fair Value of Investments of Hardwin Buildcon Private Limited

Particulars	Number of shares	Fair Value	Fair Value x number of shares
Investments in Bansal Corporation Private Limited	38994	90.42	35,25,763
Total			35,25,763

**Rickers Estate Private Limited
Annexure 2.15**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	1,61,88,145
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	1,61,88,145

Total Liabilities

Particular	Amount
Total Book value of liabilities	1,61,88,145
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	1,93,202
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	1,62,81,347

Value per share

Particular	Amount
A Total Assets	1,61,88,145
L Total Liabilities	1,62,81,347
Net Assets	(93,202)
No. of Shares	10,000
Value per Share	(9.32)
Total Equity Value as per Limited Liability Clause	1

**Nainital Technobuild Private Limited
Annexure 2.16**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	19,48,758
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	19,48,758

Total Liabilities

Particular	Amount
Total Book value of liabilities	19,48,758
<i>Less:</i> Paid-up capital in respect of equity shares	(14,95,000)
<i>Less:</i> Reserves and surplus	(3,81,778)
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	71,980

Value per share

Particular	Amount
A Total Assets	19,48,758
L Total Liabilities	71,980
Net Assets	18,76,778
No. of Shares	14,950
Value per Share	125.54

**Nirbhay Realtors Private Limited
Annexure 2.17**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	16,12,74,515
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	16,12,74,515

Total Liabilities

Particular	Amount
Total Book value of liabilities	16,12,74,515
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	6,13,582
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	16,17,88,097

Value per share

Particular	Amount
A Total Assets	16,12,74,515
L Total Liabilities	16,17,88,097
Net Assets	(5,13,582)
No. of Shares	10,000
Value per Share	(51.36)
Total Equity Value as per Limited Liability Clause	1

**Bodhan Infrastructure Private Limited
Annexure 2.18**

Valuation per Share:- NAV Valuation

As per NAV Method, Value per share
= $\frac{(A-L)}{\text{No. of Shares}}$

Total Assets

Particular	Amount
Total Book value of Assets	12,90,22,230
<i>Less:</i> Jewellery and Artistic work	-
<i>Less:</i> Investment in Shares and Securities	-
<i>Less:</i> Immovable Property	-
<i>Less:</i> Tax	-
<i>Less:</i> Deferred tax asset	-
<i>Add:</i> Jewellery and Artistic Work (FMV)	-
<i>Add:</i> Investment in Shares and Securities (FMV)	-
<i>Add:</i> Immovable Property (FMV)	-
A Total Assets	12,90,22,230

Total Liabilities

Particular	Amount
Total Book value of liabilities	12,90,22,230
<i>Less:</i> Paid-up capital in respect of equity shares	(1,00,000)
<i>Less:</i> Reserves and surplus	(1,09,393)
<i>Less:</i> Provision for income tax	-
<i>Less:</i> Deferred Tax liability	-
L Total Liabilities	12,88,12,837

Value per share

Particular	Amount
A Total Assets	12,90,22,230
L Total Liabilities	12,88,12,837
Net Assets	2,09,393
No. of Shares	10,000
Value per Share	20.94

