

- as the "New Equity Shares") for 1 (One) Equity Shares of Rs. 10/- each fully paid-up held by such Equity Shareholder in TRANSFEROR COMPANY NO. 5.
- (vi) To every Equity Shareholder of TRANSFEROR COMPANY NO. 6, 1869 (One thousand eight hundred and sixty nine) Equity Shares of Rs. 10/- each credited as fully paid-up in the TRANSFEREE COMPANY (hereinafter referred to as the "New Equity Shares") for 15 (Fifteen) Equity Shares of Rs. 10/- each fully paid-up held by such Equity Shareholder in TRANSFEROR COMPANY NO. 6.
- (vii) To every Equity Shareholder of TRANSFEROR COMPANY NO. 7, 7 (Seven) Equity Shares of Rs. 10/- each credited as fully paid-up in the TRANSFEREE COMPANY (hereinafter referred to as the "New Equity Shares") for 8 (Eight) Equity Shares of Rs. 10/- each fully paid-up held by such Equity Shareholder in TRANSFEROR COMPANY NO. 7.
- (viii) To every Equity Shareholder of TRANSFEROR COMPANY NO. 8, 4 (Four) Equity Shares of Rs. 10/- each credited as fully paid-up in the TRANSFEREE COMPANY (hereinafter referred to as the "New Equity Shares") for 1 (One) Equity Shares of Rs. 10/- each fully paid-up

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Director / Authorised Signatory

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held by such Equity Shareholder in
TRANSFEROR COMPANY NO. B.

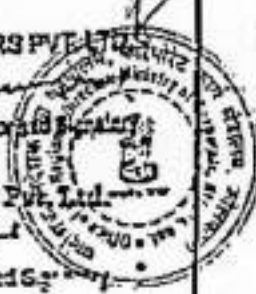
(b) To every Equity Shareholder of **TRANSFEROR COMPANY NO. 9, 147** (One hundred and forty seven) Equity Shares of Rs. 10/- each credited as fully paid-up in the **TRANSFEEEE COMPANY** (hereinafter referred to as the "New Equity Shares") for 5 (Five) Equity Shares of Rs. 10/- each fully paid-up held by such Equity Shareholder in **TRANSFEROR COMPANY NO. 9**

b) The new equity shares issued and allotted by the Transferee Company in terms of this Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company and shall *inter se rank pari passu* in all respects with the then existing equity shares of the Transferee Company, including in respect of dividend, if any, that may be declared by the Transferee Company on or after the Effective Date.

c) **FRACTIONAL ENTITLEMENTS**

Fractional shares, if any, resulting in the process of allotment of shares by the Transferee Company to the Shareholders of the Transferor Companies involved in the Amalgamation based on the Swap Ratio, such fractional shares shall be rounded off to the next higher integer and the Transferee Company shall accordingly allot shares to

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<i>[Signature]</i>	<i>[Signature]</i>	
Director / Authorized Signatory	Director / Authorized Signatory	
VINAYAK CONCLAVE PVT. LTD.	EVERGLINGS TRADING PVT. LD.	KYAL DEVELOPERS PVT. LTD.
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Director / Authorized Signatory	Director / Authorized Signatory	Director / Authorized Signatory
ALLWORTH TRADECOM PVT. LTD.	EXALTED TRADING PVT. LTD.	For Zircon Dealers Pvt. Ltd.
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Director / Authorized Signatory	Director / Authorized Signatory	Director / Authorized Signatory



- those shareholders who become entitled to fractional shares.
- d) Upon this Scheme becoming finally effective, the existing Share Certificates held by the Shareholders of the **TRANSFEROR COMPANIES** shall automatically stand cancelled. The **TRANSFeree COMPANY** shall directly issue and dispatch the new Share Certificates to the Shareholders of the **TRANSFEROR COMPANIES** with respect to their entitlement of Shares in the **TRANSFeree COMPANY** in terms and in accordance with the provisions of the Scheme;
- e) All the shareholders of the **TRANSFEROR COMPANIES** shall accept the Share(s) of the **TRANSFeree COMPANY** to be allotted in terms of this Scheme as sanctioned Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs in lieu of their existing shareholdings in the **TRANSFEROR COMPANIES**;
- f) All the shares held by the **TRANSFeree COMPANY** in the **TRANSFEROR COMPANIES** or by the **TRANSFEROR COMPANIES** in the **TRANSFeree COMPANY** or the **TRANSFEROR COMPANIES** inter-se shall stand cancelled;
- g) Upon the Scheme becoming effective, the Equity Shares held by the **TRANSFEROR COMPANIES** in the Transferee Company shall stand cancelled and accordingly, the Paid-up Equity Share Capital of the Transferee Company shall stand adjusted to that extent by virtue of operation of law.

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h) The cancellation and the consequent reduction of the share capital of the TRANSFEREE COMPANY shall be done as an integral part of the Scheme and not in accordance with Section 66 of the Companies Act, 2013 as the same does not involve either diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital and the order of the National Company Law Tribunal or order of Regional Director sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

1) IN THE EVENT OF DESSENTING BY SHAREHOLDERS

If the shareholders of any of the Companies involved dissent to the scheme of amalgamation, in such event the TRANSFEREE COMPANY shall identify a Promoter/ Director or such person who it may think fit to buy all the shares of the Dissenting shareholder.

11. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE TRANSFEROR COMPANY NO.8 IN LINE WITH TRANSFEREE COMPANY

Upon the Scheme coming into effect and after allotment of shares to the erstwhile equity shareholders of the TRANSFEROR COMPANIES, the Preference share capital of the TRANSFEROR COMPANY NO.8 will be reclassified and converted into Equity share capital in line with TRANSFEREE COMPANY and upon such reclassification the Authorized Share Capital of the Transferor Company No. 8 will be:

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KAJIPUR BARTER PVT. LTD.

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"The Authorized Share Capital of the Transferor Company No. B is Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lac) Equity Shares of Rs. 10/- (Ten) each."

The approval by the members of the Transferee Company and Transferor Companies to the Scheme will be sufficient to such reclassification and further approval will not be required.

12. AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE TRANSFEEE COMPANY

Upon the Scheme coming into effect, the authorised share capital of the TRANSFEEE COMPANY in terms of its Memorandum of Association and Articles of Association shall automatically stand enhanced without any further act, instrument or deed on the part of the TRANSFEEE COMPANY, including payment of stamp duty and fees payable to Registrar of Companies, by an amount of Rs. 6,75,00,000/- (Rupees Six crore and seventy five lacs only), and the Memorandum of Association and Articles of Association of the TRANSFEEE COMPANY (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61, 64 and any other applicable provisions of the

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Companies Act 2013 would be required to be separately passed. For this purpose, the filing fees and stamp duty already paid by the TRANSFEROR COMPANIES on their respective authorised share capital shall be adjusted with total fees payable by the TRANSFEREE COMPANY, on such increase of authorized capital in accordance with section 232(3)(i) of the Companies Act, 2013. Balance fees if required to be paid after adjusting such fees already paid by the Transferor Companies shall be paid by the Transferee Company.

Accordingly, in terms of this Scheme, the authorised share capital of the TRANSFEREE COMPANY shall stand enhanced to an amount of Rs. 11,75,00,000/- (Rupees Eleven Crores Seventy five Lacs only) divided into 1,17,50,000 equity shares of Rs. 10/- each. The capital clause being Clause V of the Memorandum of Association shall on the Effective Date stand substituted accordingly taking effect of the above.

"The Authorised Share Capital of the Company is Rs. 11,75,00,000/- (Rupees Eleven Crores Seventy five Lacs only) divided into 1,17,50,000 equity shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce the same in accordance with the provisions of the Companies Act, 1956 and to classify or reclassify the share capital."

13. INCREASE IN AUTHORISED CAPITAL BY TRANSFEREE COMPANY :

Upon the Scheme coming into effect and upon amalgamation of Authorized Capital of the TRANSFEROR COMPANIES , if the

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post amalgamated authorized capital of the TRANSFEREE COMPANY falls short, in such a event the TRANSFEREE COMPANY shall increase the authorized capital to the extent required so as to allot shares for implementing the terms of the scheme, if any.

14. REDUCTION OF SHARE CAPITAL

The Scheme does not contain any reduction in the share capital of the TRANSFEREE COMPANY as per Sec. 66 of the Companies Act, 2013 except cancellation of shares of TRANSFEREE COMPANY due to inter /cross holding of shares resulting from this amalgamation, if any.

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Director / Authorized Signatory

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PART V

ACCOUNTING TREATMENT

15. ACCOUNTING TREATMENT :

- a) Upon the Scheme becoming effective and with effect from the Appointed Date, for the purpose of accounting for and dealing with the value of the assets and liabilities in the books of the TRANSFEREE COMPANY, the TRANSFEREE COMPANY shall record all the assets and liabilities including reserves of the TRANSFEROR COMPANIES transferred to and vested in the TRANSFEREE COMPANY pursuant to this Scheme, in accordance with POOLING OF INTEREST METHOD at their respective book values as appearing in the books of the TRANSFEROR COMPANIES.
- b) The TRANSFEREE COMPANY shall credit to its share capital account the aggregate face value of the new equity shares issued and allotted pursuant to Clause (a) of Point No. 10 of part IV.
- c) After giving effects to Clause (a) & (b) above, the difference between the value of New Equity Shares issued by the TRANSFEREE COMPANY to the members of the TRANSFEROR COMPANIES and the value of Share Capital of the TRANSFEROR COMPANIES before the Scheme, shall be debited/credited to Capital Reserve

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Account in the books of the TRANSFEREE COMPANY as the case may be.

- d) After giving effects above Clauses, the difference in the book value of Investments of the TRANSFEROR COMPANIES held in the shares of the TRANSFEREE COMPANY, and the face value of shares pursuant to Clause (g) of point no. 10 of part IV, of the Scheme shall be adjusted against Capital Reserve of the TRANSFEREE COMPANY as the case may be.
- e) Upon coming into effect of this Scheme, to the extent that there are inter-corporate loans or balances between the TRANSFEROR COMPANIES and the TRANSFEREE COMPANY, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the TRANSFEROR COMPANIES and the TRANSFEREE COMPANY for the reduction of any assets or liabilities, as the case may be.
- f) In order to ensure that consistent Accounting Policies of the TRANSFEREE COMPANY are reflected in the financial statements, differences, if any, in the Accounting Policies between the TRANSFEROR COMPANIES and the TRANSFEREE COMPANY, shall be ascertained and the impact of the same till the Amalgamation

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EMPIRE BARTER PVT. LTD.

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Director / Authorized Signatory

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Director / Authorized Signatory

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LECON DEALERS PVT. LTD.

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Director / Authorized Signatory

ALLWORTH TRADECOM PVT. LTD.

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Director / Authorized Signatory

EVERBLOOMING TRADING PVT. LTD.

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Director / Authorized Signatory



will be quantified and adjusted in the reserves of
the TRANSFEREE COMPANY.

Subject to provisions of this Scheme, the Transferee Company
shall abide by Accounting Standard AS-14 issued by The
Institute of the Chartered Accountants of India (ICAI) and as
per Section 133 of the Act and all entries shall be passed as
per AS-14 in the Books of the Transferee Company.

D.VYA JYOTI PROPERTIES PVT. LTD.

Green Singh
Director / Authorized Signatory

Ungtal Overseas Pvt. Ltd.

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A *[Signature]*
Director / Authorized Signatory

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Director / Authorized Signatory

EVERGLOWING LEADING PVT. LTD.

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Green Singh
Director / Authorized Signatory



PART VI

DISSOLUTION OF THE TRANSFEROR COMPANIES
AND GENERAL TERMS AND CONDITIONS

16. DISSOLUTION OF THE TRANSFEROR COMPANIES

On the coming into effect of this Scheme, the TRANSFEROR COMPANIES shall stand dissolved without winding-up, and the Board of Directors and any committees thereof of the TRANSFEROR COMPANIES shall without any further act, instrument or deed be and stand dissolved.

17. VALIDITY OF EXISTING RESOLUTIONS, ETC.

Upon the coming into effect of this Scheme, the resolutions, if any, of the TRANSFEROR 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 any 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 the aggregate of the said limits in the TRANSFEREE COMPANY.

18. MODIFICATION OF SCHEME

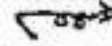
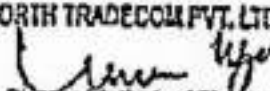
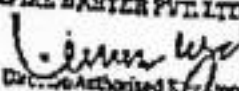
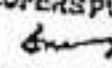
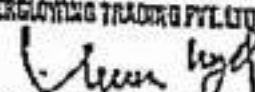
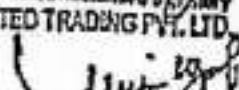
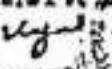
L. The Board of Directors of the TRANSFEROR COMPANIES and the TRANSFEREE COMPANY

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EMPIRE BAZAR PVT. LTD. *[Signature]* Director / Authorized Signatory
KYN DEVELOPERS PVT. LTD. *[Signature]* Director / Authorized Signatory
VENAYAK CONCLAVE PVT. LTD. *[Signature]* Director / Authorized Signatory
EVERGLORIOUS TRADING PVT. LTD. *[Signature]* Director / Authorized Signatory
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or any person authorized by them may assent on behalf of all concerned to any modification to this Scheme, of Amalgamation or to any condition which the "THE CENTRAL GOVERNMENT" or any other authorities may impose. The TRANSFEROR COMPANIES and the TRANSFEREE COMPANY by their respective Boards of Directors are authorized to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible in law) for bringing this Scheme into effect, and/or give such consents as may be required in terms of this Scheme. In the event that any conditions are imposed by the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs any Governmental Authorities, which the Board of Directors of the TRANSFEROR COMPANIES or the TRANSFEREE COMPANY find unacceptable for any reason, then the TRANSFEROR COMPANIES and the TRANSFEREE COMPANY shall be at liberty to withdraw the Scheme.

11. For the purpose of giving effect to this Scheme or to any modification(s) thereof or addition(s) thereto, the Board of Directors of the

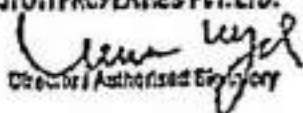
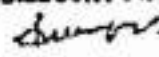
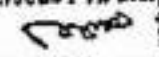
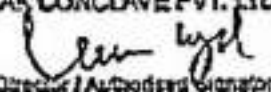
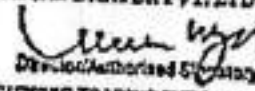
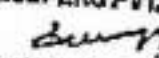
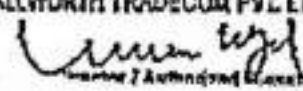
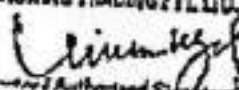
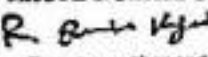
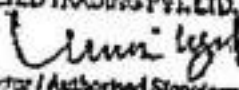
<p>DIVYA JYOTI PROPERTIES PVT. LTD.  Director / Authorized Signatory</p>	<p>INTERFACE BUILDCON PVT. LTD.</p>	<p>Lingraj Overseas Pvt. Ltd.  Director / Authorized Signatory</p>
<p>VINAYAK CONCLAVE PVT. LTD.  Director / Authorized Signatory</p>	<p>A  Director / Authorized Signatory</p>	<p>B  Director / Authorized Signatory</p>
<p>ALLYORTH TRADECOM PVT. LTD.  Director / Authorized Signatory</p>	<p>EMPIRE BASTER PVT. LTD.  Director / Authorized Signatory</p>	<p>KYAL DEVELOPERS PVT. LTD.  Director / Authorized Signatory</p>
<p>EVERGLORYING TRADE PVT. LTD.  Director / Authorized Signatory</p>	<p>EXALTED TRADING PVT. LTD.  Director / Authorized Signatory</p>	<p>Aircon Dealers Pvt. Ltd.  Director / Authorized Signatory</p>



TRANSFEROR COMPANIES and TRANSFEREE COMPANY may give and are authorized to determine and give all such directions as are necessary for settling or removing any question of doubt or difficulty that may arise under this Scheme or in regard to the meaning or interpretation of any provision of this Scheme or implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholders or depositors, if any, of the **TRANSFEROR COMPANIES**) or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any such conditions (to the extent permissible in law) and such determination or directions or waiver, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

19. FILING OF APPLICATIONS

The **TRANSFEROR COMPANIES** and the **TRANSFEREE COMPANY** shall use their best efforts to make and file all applications and petitions under Sections 233 and other applicable provisions of the Act, before the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs having jurisdiction for sanction of this

<p>DAYA JYOTI PROPERTIES PVT. LTD.  Director / Authorized Signatory</p>	<p>INTERFACE BUILD CON PVT. LTD. A  Director / Authorized Signatory</p>	<p>Lingraj Overseas Pvt. Ltd. B  Director / Authorized Signatory</p>
<p>VINAYAK CONCLAVE PVT. LTD.  Director / Authorized Signatory</p>	<p>EMPIRE BARTER PVT. LTD.  Director / Authorized Signatory</p>	<p>ROYAL DEVELOPERS PVT. LTD. A  Director / Authorized Signatory</p>
<p>ALLWORTH TRADECOM PVT. LTD.  Director / Authorized Signatory</p>	<p>EVERGLIND TRADING PVT. LTD.  Director / Authorized Signatory</p>	<p>Lison Dealers Pvt. Ltd. R  Director / Authorized Signatory</p>
	<p>EXALTED TRADING PVT. LTD.  Director / Authorized Signatory</p>	



Scheme under the provisions of law, and shall apply for such approvals as may be required under law.

20. APPROVALS

The TRANSFEREE COMPANY shall be entitled, pending the sanction of the Scheme, to apply to any Governmental Authority, if required, under any law for such consents and approvals which the TRANSFEREE COMPANY may require to own the Undertaking and to carry on the business of the TRANSFEROR COMPANIES.

21. SCHEME CONDITIONAL UPON SANCTIONS, ETC.

This Scheme is conditional upon and subject to:

(i) The Scheme being agreed to by the requisite majority of the respective classes of members of the TRANSFEROR COMPANIES and of the TRANSFEREE COMPANY as required under the Act and the requisite orders of the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs being obtained; and

(ii) The authenticated/certified copies of the orders of the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs sanctioning this Scheme being filed with the concerned Registrar of Companies.

INTERFACE BUILDCON PVT. LTD

[Signature]
Director / Authorized Signatory

Illograj Overseas Pvt. Ltd.

[Signature]
Director / Authorized Signatory

EMPIRE BARTER PVT. LTD.

[Signature]
Director / Authorized Signatory

KYAL DEVELOPERS PVT. LTD.

[Signature]
Director / Authorized Signatory

DIVYA JYOTI PROPERTIES PVT. LTD.

[Signature]
Director / Authorized Signatory

EXALTED TRADING PVT. LTD. A

[Signature]
Director / Authorized Signatory

VINAYAK CONCLAVE PVT. LTD.

[Signature]
Director / Authorized Signatory

EVERGLOWNS TRADING PVT. LTD.

[Signature]
Director / Authorized Signatory

ALLWORTH TRADECOM PVT. LTD.

[Signature]
Director / Authorized Signatory

Merchant Dealer
[Signature]
Director / Authorized Signatory



Accordingly, this Scheme although operative from the Appointed Date shall become effective on the Effective Date, being the last of the dates on which the conditions referred to above have been fulfilled.

22. COSTS, CHARGES, EXPENSES AND STAMP DUTY

All costs, charges and expenses (including any taxes and duties) incurred or payable by the TRANSFEROR COMPANIES and the TRANSFEREE COMPANY in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the TRANSFEROR COMPANIES with the TRANSFEREE COMPANY in pursuance of this Scheme, including stamp duty on the orders of the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs, if any and to the extent applicable and payable, shall be paid by the TRANSFEREE COMPANY.

23. MISCELLANEOUS

The Scheme does not contain or provide for any compromise with the creditors of the TRANSFEREE COMPANY and the TRANSFEROR COMPANIES. Further the Scheme has not been drawn to accommodate any corporate debt restructuring. The Scheme also does not come under the purview of the Competition Commission of India.

VINAYAK CONCLAVE PVT. LTD.

[Signature]
Director / Authorised Signatory

Magraj Overseas Pvt. Ltd.

[Signature]
Director / Authorised Signatory

EMPIRE BARKER PVT. LTD.

[Signature]
Director / Authorised Signatory

KYAL DEVELOPERS PVT. LTD

[Signature]
Director / Authorised Signatory

ALLWORTH TRADECOM PVT. LTD.

[Signature]
Director / Authorised Signatory

DIVYA JYOTI PROPERTIES PVT. LTD.

[Signature]
Director / Authorised Signatory

EYEGLOWING TRADING PVT. LTD.

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Director / Authorised Signatory

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[Signature]
Director / Authorised Signatory

EXALTED TRADING PVT. LTD.

[Signature]
Director / Authorised Signatory

INTERFACE EUROCON PVT. LTD.

[Signature]
Director / Authorised Signatory



FORM NO. CAA. 12

[Pursuant to Section 233 Companies Act, 2013 and Rule 25(5) of Companies
(Compromise, Arrangement & Amalgamations) Rules, 2016]

CONFIRMATION ORDER OF SCHEME OF AMALGAMATION BETWEEN ALLWORTH TRADECOM PRIVATE LIMITED AND DIVYAJYOTI PROPERTIES PRIVATE LIMITED AND EMPIRE BARTER PRIVATE LIMITED AND EVER GLOWING TRADING PRIVATE LIMITED AND EXALTED TRADING PRIVATE LIMITED AND INTERFACE BUILDCON PRIVATE LIMITED AND LINGRAJ OVERSEAS PRIVATE LIMITED AND VINAYAK CONCLAVE PRIVATE LIMITED AND ZIRCON DEALERS PRIVATE LIMITED WITH KYAL DEVELOPERS PRIVATE LIMITED.

Pursuant to the provision of Section 233 of the Companies Act, 2013, the Scheme of compromise, arrangement or merger for transfer of Allworth Tradecom Private Limited (Transferor Company) and Divyajyoti Properties Private Limited (Transferor Company) and Empire Barter Private Limited (Transferor Company) and Ever Glowing Trading Private Limited (Transferor Company) and Exalted Trading Private Limited (Transferor Company) and Interface Buildcon Private Limited (Transferor Company) and Lingraj Overseas Private Limited (Transferor Company) and Vinayak Conclave Private Limited (Transferor Company) and Zircon Dealers Private Limited (Transferor Company) with Kyal Developers Private Limited (Transferee Company) approved by their respective members and creditors as required under section 233(1)(b) and (d) of the Companies Act, 2013 is hereby confirmed with Appointed date as 01/04/2021 and subject to condition that :

- (i) Applicant Company has to comply with the provision of section 232(3)(i) read with proviso to section 233(1) of the Companies Act, 2013, if applicable.
- (ii) Notwithstanding anything contained in the Scheme, the employees of the Transferor Companies shall be entitled to all facilities, benefits etc. to which the employees of the Transferee Company is entitled,
- (iii) The Income Tax Department or any other authorities retaining its recourse for recovery against Transferee Company in respect of any existing or future tax/other liability of the Transferor Companies, and.
- (iv) Payment of Stamp Duty, if any, on transfer of immovable properties of Transferor Companies to Transferee Company.
- (v) All legal proceedings and/or suits, appeal, prosecution, inquiry, inspection, investigation and other non-compliances of Statutory laws, if any, now pending by or against the Transferor Companies shall be continued by or against the Kyal Developers Private Limited (Transferee Company).

and the scheme shall be effective from the date of this confirmation.

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

Date: This 8th July, 2022

Place: Kolkata

No.: RD/T/35086/S-233/22/ 3984

(D BANDOPADHYAY)
Regional Director(ER)

Date: 22 JUL 2022



To

- 1) **Kyal Developers Private Limited**(Transferee Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026 .
- 2) **Allworth TRadecom Private Limited**.....(Transferor Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026
- 3) **Divyajyoti Properties Private Limited**.....(Transferor Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026
- 4) **Empire Barter Private Limited**.....(Transferor Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026
- 5) **Ever Glowing Trading Private Limited**.....(Transferor Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026
- 6) **Exalted Trading Private Limited**.....(Transferor Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026
- 7) **Interface Buildcon Private Limited**.....(Transferor Company)
30C, South End Part
Kolkata - 700029
- 8) **Lingraj Overseas Private Limited**.....(Transferor Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026
- 9) **Vinayak Conclave Private Limited**(Transferor Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026
- 10) **Zircon Dealers Private Limited**.....(Transferor Company)
122/1R, Satyendranath Majumder Sarani, 4th Floor
Kolkata - 700026 -
- 11) The ROC, WB, Kolkatafor information and necessary action, if any.
- 12) The OL, High Court, Calcutta.....for information and necessary action, if any.



**SCHEME OF AMALGAMATION
UNDER SECTION 233 OF THE COMPANIES ACT, 2013**

BETWEEN

**ALLWORTH TRADECOM PRIVATE LIMITED
(TRANSFEROR COMPANY NO. 1)**

AND

**DIVYAJYOTI PROPERTIES PRIVATE LIMITED
(TRANSFEROR COMPANY NO. 2)**

AND

**EMPIRE BARTER PRIVATE LIMITED
(TRANSFEROR COMPANY NO. 3)**

AND

**EVER GLOWING TRADING PRIVATE LIMITED
(TRANSFEROR COMPANY NO. 4)**

AND

**EXALTED TRADING PRIVATE LIMITED
(TRANSFEROR COMPANY NO. 5)**

AND

**INTERFACE BUILDCON PRIVATE LIMITED
(TRANSFEROR COMPANY NO. 6)**

AND

**LINGRAJ OVERSEAS PRIVATE LIMITED
(TRANSFEROR COMPANY NO. 7)**

AND

**VINAYAK CONCLAVE PRIVATE LIMITED
(TRANSFEROR COMPANY NO. 8)**

AND

ALLWORTH TRADECOM PVT. LTD. INTERFACE BUILDCON PVT. LTD.

Union Ujwal
Director / Authorized Signatory

Union Ujwal
Director / Authorized Signatory

Lingraj Overseas Pvt. Ltd.

Union Ujwal
Director / Authorized Signatory



EVERGLOWING TRADING PVT. LTD.

Union Ujwal
Director / Authorized Signatory

EMPIRE BARTER PVT. LTD.

Union Ujwal
Director / Authorized Signatory

KYAL DEVELOPERS PVT. LTD.

Union Ujwal
Director / Authorized Signatory

For Zircon Dealers Pvt. Ltd.

Union Ujwal
Director / Authorized Signatory

DIVYAJYOTI PROPERTIES PVT. LTD.

Union Ujwal
Director / Authorized Signatory

VINAYAK CONCLAVE PVT. LTD.

Union Ujwal
Director / Authorized Signatory

EXALTED TRADING PVT. LTD.

Union Ujwal
Director / Authorized Signatory



ZIRCON DEALERS PRIVATE LIMITED,
(TRANSFEROR COMPANY NO. 9)
WITH
KYAL DEVELOPERS PRIVATE LIMITED
(TRANSFeree COMPANY)

PREAMBLE

The Scheme has been drawn as applicable to "SMALL COMPANIES" as all the Companies involved fall within the definition of small companies as defined under section 2(85) of the Companies Act, 2013.

CONTENTS OF THE SCHEME

SL. NO.	PARTS	PARTICULARS
1	PART I	GENERAL
2	PART II	DEFINITION AND SHARE CAPITAL
3	PART III	TRANSFER AND VESTING OF UNDERTAKING
4	PART IV	ISSUE OF EQUITY SHARES BY THE TRANSFEREE COMPANY
5	PART V	ACCOUNTING TREATMENT
6	PART VI	DISSOLUTION OF TRANSFEROR COMPANIES AND GENERAL TERMS AND CONDITIONS

<p>DIYGA NOTI PROPERTIES PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory</p> <p>VINAYAK CONCLAVE PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory</p> <p>EMPIRE BARTER PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory</p>	<p>INTERFACE BUILDCON PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory</p> <p>ALLWORTH TRADECON PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory</p> <p>EVERGLORING TRADING PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory</p> <p>EXALTED TRADING PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory</p>	<p>Lingraj Overseas Pvt. Ltd. <i>[Signature]</i> Director / Authorized Signatory</p> <p>KYAL DEVELOPERS PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory</p>
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PART-I

GENERAL

A. DESCRIPTION OF COMPANIES AND BACKGROUND:

1. **ALLWORTH TRADECOM PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: US1109WB2008PTC124712) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 1" or "THE AMALGAMATING COMPANY"). TRANSFEROR COMPANY NO. 1 is presently engaged in real-estate business and has also made deployment of its surplus fund into immovable properties and other financial instruments. The shares of the TRANSFEROR COMPANY NO. 1 are not listed in any stock exchange.

2. **DIVYAJYOTI PROPERTIES PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45201WB1996PTC081827) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 2" or "THE AMALGAMATING COMPANY"). Apart from pursuing its main object, the TRANSFEROR COMPANY NO. 2 have made deployment of its surplus fund in real estate business and other financial instruments. The shares of the TRANSFEROR COMPANY NO. 2 are not listed in any stock exchange.

	INTERFACE BUILDCON PVT. LTD. A <i>[Signature]</i> Director / Authorized Signatory	Ungraj Overseas Pvt. Ltd. B <i>[Signature]</i> Director / Authorized Signatory
DIVYAJYOTI PROPERTIES PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory	EXALTED TRADING PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory	KYAL DEVELOPERS PVT. LTD. A <i>[Signature]</i> Director / Authorized Signatory
VINAYAK CONCLAVE PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory	ALLWORTH TRADECOM PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory	
EMPIRE BARTER PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory	EVERGLONING TRADING PVT. LTD. <i>[Signature]</i> Director / Authorized Signatory	



3. **EMPIRE BARTER PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: US1909WB2009PTC133792) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 3" or "THE AMALGAMATING COMPANY"). The TRANSFEROR COMPANY NO. 3 is presently engaged in investing and trading activities and has deployed its surplus fund in real estate business and other financial instruments. The shares of the TRANSFEROR COMPANY NO. 3 are not listed in any stock exchange.

4. **EVER GLOWING TRADING PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: US1909WB2011FTC171119) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 4" or "THE AMALGAMATING COMPANY"). Apart from pursuing its main object, the TRANSFEROR COMPANY NO. 4 have made deployment of its surplus fund in real estate business and other financial instruments. The shares of the TRANSFEROR COMPANY NO. 4 are not listed in any stock exchange.

5. **EXALTED TRADING PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: US1909WB2011PTC171365) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI,

DIVYA JYOTI PROPERTIES PVT. LTD.
 Director / Authorized Signatory

VINAYAK CONCLAVE PVT. LTD.
 Director / Authorized Signatory

R. Bhatnagar
 Director / Authorized Signatory
 INTERFACE BUILDCON PVT. LTD.

Ugraj Overseas Pvt. Ltd.
 Director / Authorized Signatory

EMPIRE BARTER PVT. LTD.
 Director / Authorized Signatory

Director / Authorized Signatory
 KYAL DEVELOPERS PVT. LTD.
 EXALTED TRADING PVT. LTD.

ALLWORTH TRADECOM PVT. LTD.
 Director / Authorized Signatory

Director / Authorized Signatory

Director / Authorized Signatory
 EVERGLORING TRADING PVT. LTD.
 Director / Authorized Signatory



KOLKATA-700026 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 5" or "THE AMALGAMATING COMPANY"). Apart from pursuing its main object, the TRANSFEROR COMPANY NO. 5 have made deployment of its surplus fund in real estate business and other financial instruments. The shares of the TRANSFEROR COMPANY NO. 5 are not listed in any stock exchange.

6. INTERFACE BUILDCON PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45400WB2011PTC170339) and having its Registered Office at 30C, SOUTH END PARK, KOLKATA-700029 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 6" or "THE AMALGAMATING COMPANY"). Apart from pursuing its main object, the TRANSFEROR COMPANY NO. 6 have deployed its surplus fund in other investable instruments by way of loans and advances. The shares of the TRANSFEROR COMPANY NO. 6 are not listed in any stock exchange.

7. LINGRAJ OVERSEAS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51909WB2008PTC131222) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 7" or "THE AMALGAMATING COMPANY"). The TRANSFEROR COMPANY NO. 7 is presently engaged in development and investment in real estate and has also made deployment of its surplus fund in other



VINAYAK CONCLAVE PVT. LTD.
[Signature]
 Director / Authorized Signatory

INTERFACE BUILDCON PVT. LTD.
[Signature]
 Director / Authorized Signatory

Lingraj Overseas Pvt. Ltd.
[Signature]
 Director / Authorized Signatory

DVYA JYOTI PROPERTIES P. LTD.
[Signature]
 Director / Authorized Signatory

ALLWORTH TRADECOM PVT. LTD.
[Signature]
 Director / Authorized Signatory

KVAI DEVELOPERS PVT. LTD.
[Signature]
 Director / Authorized Signatory

EMPIRE BARTER PVT. LTD.
[Signature]
 Director / Authorized Signatory

EXALTED TRADING PVT. LTD.
[Signature]
 Director / Authorized Signatory

EVERGLADES TRADING PVT. LTD.
[Signature]
 Director / Authorized Signatory

[Signature]



Investable Instruments. The shares of the TRANSFEROR COMPANY NO. 7 are not listed in any stock exchange.

8. VINAYAK CONCLAVE PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U70109WB1993PTC037362) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 8" or "THE AMALGAMATING COMPANY"). Apart from pursuing its main object, the TRANSFEROR COMPANY NO. 8 have made deployment of its surplus fund in real estate business and other financial instruments. The shares of the TRANSFEROR COMPANY NO. 8 are not listed in any stock exchange.

9. ZIRCON DEALERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51109WB1995PTC081950) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 9" or "THE AMALGAMATING COMPANY"). The TRANSFEROR COMPANY NO. 9 is presently engaged in development and investment in real estate business and have made deployment of its surplus fund in real estate business. The shares of the TRANSFEROR COMPANY NO. 9 are not listed in any stock exchange.

INTERFACE BUILDCON PVT. LTD. Lingraj Overseas Pvt. Ltd.
[Signature] *[Signature]*
Director / Authorized Signatory Director / Authorized Signatory

DIVYA JYOTI PROPERTIES PVT. LTD.
[Signature]
Director / Authorized Signatory

EMPIRE PARTER PVT. LTD.
[Signature]
Director / Authorized Signatory

KYAL DEVELOPERS PVT. LTD.
[Signature]
Director / Authorized Signatory

EVERGLIND TRADING PVT. LTD.
[Signature]
Director / Authorized Signatory

ALLWORTH TRADECOM PVT. LTD.
[Signature]
Director / Authorized Signatory

VINAYAK CONCLAVE PVT. LTD.
[Signature]
Director / Authorized Signatory

EXALTED TRADING PVT. LTD.
[Signature]
Director / Authorized Signatory



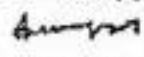
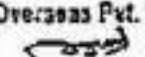
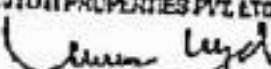
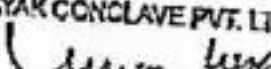
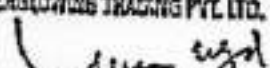
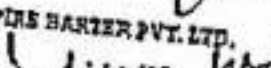
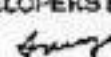
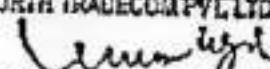
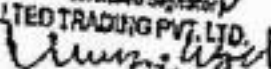
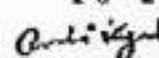
10. KYAL DEVELOPERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1936 (CIN: U70109WB1995PTC076151) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, 4TH FLOOR, KOLKATA- 700026 in the State of West Bengal (herein after referred to as "TRANSFEREE COMPANY" or "THE AMALGAMATED COMPANY"). The TRANSFEREE COMPANY is presently engaged in development and investment in real estate business and have made deployment of its surplus fund in real estate business and other financial instruments. The shares of the TRANSFEREE COMPANY are not listed in any stock exchange.

This Scheme of Amalgamation provides for the amalgamation of the TRANSFEROR COMPANIES with the TRANSFEREE COMPANY pursuant to Sections 233 and other relevant provisions of the Companies Act, 2013 and read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 that is applicable in the case of amalgamation of small company.

B. RATIONALE FOR THE SCHEME:

The amalgamation of the TRANSFEROR COMPANIES with the Transferee Company would *Inter alia* have the following benefits:

- a) The amalgamation will enable the TRANSFEREE COMPANY to consolidate its line of business by restructuring and re-organizing its business activities;
- b) In view of the insignificant business operations of the Transferor Companies, the proposed merger will result in

	INTERFACE BUILDCON PVT. LTD. A  Director / Authorized Signatory	Lingraj Overseas Pvt. Ltd. B  Director / Authorized Signatory
DIVYA JYOTI PROPERTIES PVT. LTD.  Director / Authorized Signatory	VINAYAK CONCLAVE PVT. LTD.  Director / Authorized Signatory	
EVERGLOWING TRADING PVT. LTD.  Director / Authorized Signatory	EMPIRE BARTER PVT. LTD.  Director / Authorized Signatory	KYAL DEVELOPERS PVT. LTD. A  Director / Authorized Signatory
ALLWORTH TRADECON PVT. LTD.  Director / Authorized Signatory	EXALTED TRADING PVT. LTD.  Director / Authorized Signatory	R  Director / Authorized Signatory



consolidation of the entire investments in the hands of the Transferee Company.

- c) It is believed that this Scheme will create an enhanced value for shareholders and allow a focused growth strategy which would be in the best interest of all stakeholders and afford the advantages of synergies of their business.
- d) The said scheme will contribute in furthering and fulfilling the objects of the Company concerned and, in the growth, and development of these businesses;
- e) The proposed merger will further lead to reduction in the number of entity and thereby cause reduction in overheads and costs.
- f) The merger will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and the Transferee Company.
- g) The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be Prejudiced.

In view of the aforesaid, the Board of Directors of the TRANSFEROR COMPANIES and the TRANSFEE COMPANY have considered and proposed the amalgamation of the entire undertaking and business of the TRANSFEROR COMPANIES with the TRANSFEE COMPANY in order to benefit the stakeholders of all companies. Accordingly, the Board of Directors of the TRANSFEROR COMPANIES and the TRANSFEE COMPANY

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have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of the TRANSFEROR COMPANIES with and into the TRANSFEREE COMPANY pursuant to the provisions of Section 233 of the Companies Act, 2013 and other relevant provisions of the Act.

C. The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with the relevant provisions of the Income Tax Act, 1961 including but not limited to Section 2(18) and Section 47 thereof. If any of the terms or provisions of this Scheme are found or interpreted to be inconsistent with the provisions of the said sections and other related provisions at a later date including due to result from an amendment of law or for any other reason whatsoever up to the Effective Date, the provisions of the said sections and other related provisions of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(18) and other relevant provisions of the Income Tax Act, 1961.

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PART II

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- a) "THE ACT" means the Companies Act, 2013 including any statutory modifications, re-enactments or amendments thereof.
- b) "APPOINTED DATE" For the purpose of this Scheme means 1st April, 2021.
- c) "BOARD OF DIRECTORS" or "BOARD" means the board of directors of the TRANSFEROR COMPANIES or the TRANSFEREE COMPANY, as the case may be, and shall include a duly constituted committee thereof;
- d) "EFFECTIVE DATE" means the last of the dates on which the certified or authenticated copy of the orders of the Regional Director, Ministry Of Corporate Affairs or by the Hon'ble National Company Law Tribunal, in the event the scheme is referred by the Central Government to the National Company Law Tribunal, sanctioning the Scheme are filed with the Registrar of Companies by the TRANSFEROR COMPANIES and by the TRANSFEREE COMPANY. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date.
- e) "GOVERNMENTAL AUTHORITY" means any applicable central, state or local Government, legislative body,

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regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction over the territory of India;

- f) "RECORD DATE" means the date to be fixed by the Board of Directors of the TRANSFEREE COMPANY for the purpose of determining the names of the equity shareholders of the TRANSFEROR COMPANIES as applicable, who shall be entitled to shares of the TRANSFEREE COMPANY upon coming into effect of this Scheme;
- g) "SCHEME" or "THE SCHEME" or "THIS SCHEME" means this Scheme of Amalgamation drawn pursuant to Section 233 of the Companies Act, 2013, in its present form submitted to the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs at Kolkata with or without any modification(s) made under clause no. 17 of Part-VI of this Scheme.
- h) "TRANSFEROR COMPANY NO. 1" means ALLWORTH TRADECOM PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51109WB2008PTC124712) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal.
- i) "TRANSFEROR COMPANY NO. 2" means DIVYAJYOTI PROPERTIES PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45201WB1996PTC081827) and having its Registered Office

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at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal.

- j) "TRANSFEROR COMPANY NO. 3" means EMPIRE BARTER PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51909WB2009PTC133792) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal.
- k) "TRANSFEROR COMPANY NO. 4" means EVER GLOWING TRADING PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51909WB2011PTC171119) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal.
- l) "TRANSFEROR COMPANY NO. 5" means EXALTED TRADING PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51909WB2011PTC171365) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal.

m) "TRANSFEROR COMPANY NO. 6" means INTERFACE BUILDCON PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45400WB2011PTC170339) and having its Registered Office at 30C, SOUTH END PARK, KOLKATA-700029 in the State of West Bengal.

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n) "TRANSFEROR COMPANY NO. 7" means LINGRAJ OVERSEAS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51909WB2008PTC131222) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal.

o) "TRANSFEROR COMPANY NO. 8" means VINAYAK CONCLAVE PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U70109WB1993PTC057362) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal.

p) "TRANSFEROR COMPANY NO. 9" means ZIRCON DEALERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51109WB1996PTC081950) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, KOLKATA-700026 in the State of West Bengal.

q) "TRANSFEREE COMPANY" means KYAL DEVELOPERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U70109WB1995PTC076151) and having its Registered Office at 122/1R, SATYENDRA NATH MAJUMDER SARANI, 4th FLOOR, KOLKATA-700026 in the State of West Bengal.

r) "THE CENTRAL GOVERNMENT" means the "REGIONAL DIRECTOR, EASTERN REGION, MINISTRY OF CORPORATE AFFAIRS" or such authority as may be

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prescribed under section 233 of the Companies Act, 2013 or Rules therein.

- s) "THE TRIBUNAL" or "THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL" shall mean the Hon'ble National Company Law Tribunal, Kolkata Bench.
- t) "UNDERTAKING" means the whole of the undertaking and entire business of the TRANSFEROR COMPANIES as a going concern, including (without limitation):

i) All the assets and properties (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) of the Transferor Companies, including but not limited to, plant and machinery, equipment, buildings and structures, offices, residential and other premises, vehicles, sundry debtors, furniture, fixtures, office equipment including computers, laptops, printers and servers, appliances, accessories, depots, deposits, all stocks, assets, investments of all kinds (including shares, scrips, stocks, bonds, debenture stocks, units), and interests in its subsidiaries, cash in hand, balances and deposits with banks, loans, advances, disbursements, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits paid by the Transferor Companies, financial assets, leases (including lease rights), hire purchase contracts and assets, leasing contracts and assets lending contracts, rights and benefits under any agreement, benefit of

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any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, licenses, fixed and other assets, trade and service names and marks, patents, copyrights, and other intellectual property rights of any nature whatsoever, know how, good will, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, websites, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including, title, interests, other benefits (including tax benefits), easements, privileges, liberties, mortgages, hypothecations, pledges or other security interests created in favour of the **TRANSFEROR COMPANIES** and advantages of whatsoever nature and where so ever situated in India or abroad, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the **TRANSFEROR COMPANIES** or in connection with or relating to the **TRANSFEROR COMPANIES** and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of

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or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies,

- ii) All liabilities including, without being limited to, secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations of the Transferor Companies, of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized;
- iii) All agreements, rights, contracts, entitlements, permits, licenses, approvals, authorizations, concessions, consents, quota rights, engagements, arrangements, assignments, authorities, allotments, security arrangements (to the extent provided herein), benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Companies;
- iv) All records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the business activities and operations of the Transferor Companies;
- v) All employees engaged by the TRANSFEROR COMPANIES as on the Effective Date.
- vi) All capitalized terms not defined but used in this Scheme shall, unless repugnant or contrary to the context or

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meaning thereof, have the same meaning ascribed to them under the Act, and other applicable laws, rules, regulations and byelaws, as the case may be, or any statutory amendment(s) or re-enactment thereof, for the time being in force.

- v) The words importing the singular shall include the plural and words importing any gender shall include every gender.

2. SHARE CAPITAL

A. TRANSFEROR COMPANY NO. 1

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO. 1 as on March 31st, 2021 was as under:

Particulars	Rs.
AUTHORISED SHARE CAPITAL	
20,000 Equity Shares of Rs. 10/- each	2,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
10,000 Equity Shares of Rs. 10/- each fully paid-up	1,00,000/-

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B. TRANSFEROR COMPANY NO. 2

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO. 2 as on March 31st, 2021 was as under:

Particulars	Rs.
AUTHORISED SHARE CAPITAL	
30,00,000 Equity Shares of Rs. 10/- each	3,00,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
10,400 Equity Shares of Rs. 10/- each fully paid-up	1,04,000/-

C. TRANSFEROR COMPANY NO. 3

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO. 3 as on March 31st, 2021 was as under:

Particulars	Rs.
AUTHORISED SHARE CAPITAL	
2,50,000 Equity Shares of Rs. 10/- each	25,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
93,500 Equity Shares of Rs. 10/- each fully paid-up	9,35,000/-

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D. TRANSFEROR COMPANY NO. 4

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO. 4 as on March 31st, 2021 was as under:

Particulars	Rs.
AUTHORISED SHARE CAPITAL	.
50,000 Equity Shares of Rs. 10/- each	5,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
50,000 Equity Shares of Rs. 10/- each fully paid-up	5,00,000/-

E. TRANSFEROR COMPANY NO. 5

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO. 5 as on March 31st, 2021 was as under:

Particulars	Rs.
AUTHORISED SHARE CAPITAL	.
50,000 Equity Shares of Rs. 10/- each	5,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
50,000 Equity Shares of Rs. 10/- each fully paid-up	5,00,000/-

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F. TRANSFEROR COMPANY NO. 6

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO. 6 as on March 31st, 2021 was as under:

Particulars	Rs.
AUTHORISED SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each	1,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
10,000 Equity Shares of Rs. 10/- each fully paid-up	1,00,000/-

G. TRANSFEROR COMPANY NO. 7

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO. 7 as on March 31st, 2021 was as under:

Particulars	Rs.
AUTHORISED SHARE CAPITAL	
3,20,000 Equity Shares of Rs. 10/- each	32,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
25,256 Equity Shares of Rs. 10/- each fully paid-up	2,52,560/-

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H. TRANSFEROR COMPANY NO. 8

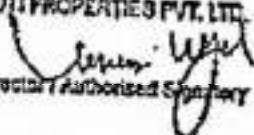
The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO. 8 as on March 31st, 2021 was as under;

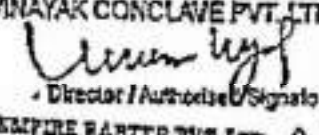
Particulars	Rs.
AUTHORISED SHARE CAPITAL	
26,50,000 Equity Shares of Rs. 10/- each	2,65,00,000/-
43,750 1% Non-Cumulative Redeemable Preference Shares of Rs. 80/- each	35,00,000/-
TOTAL	3,00,00,000
ISSUED, SUBSCRIBED AND PAID-UP	
49,860 Equity Shares of Rs. 10/- each fully paid-up	4,98,600/-

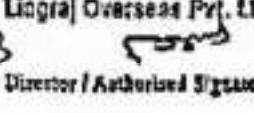
I. TRANSFEROR COMPANY NO. 9

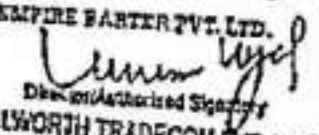
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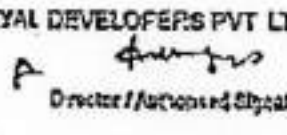
Particulars	Rs.
AUTHORISED SHARE CAPITAL	
50,000 Equity Shares of Rs. 10/- each	5,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
11,800 Equity Shares of Rs. 10/- each fully paid-up	1,18,000/-

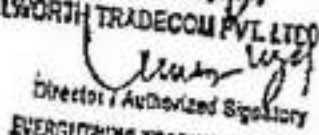
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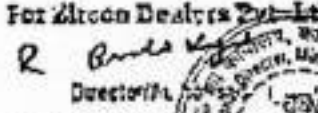
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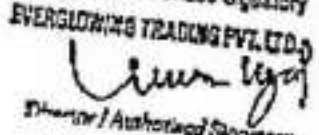
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KYAL DEVELOPERS PVT. LTD.

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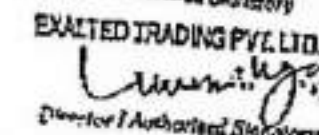
ALLWORTH TRADECOM PVT. LTD.

 Director / Authorized Signatory

For Alticon Dealers Pvt. Ltd.

 Director / Authorized Signatory

EVERGLORING TRADING PVT. LTD.

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3) TRANSFEREE COMPANY

The authorized, subscribed and paid-up share capital of the TRANSFEREE COMPANY as on March 31st, 2021 was as under:

Particulars	Rs.
AUTHORISED SHARE CAPITAL	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000/-
ISSUED, SUBSCRIBED AND PAID-UP	
17,72,285 Equity Shares of Rs. 10/- each fully paid-up	1,77,22,850/-

The Scheme of Amalgamation has been drawn pursuant to Sec 233 of the Act as the paid up Share Capital of all the Private Limited Companies are less than Rs. 2,00,00,000/- and have turnover less than Rs. 20,00,00,000/- as mentioned above and therefore all are falling under the categories of small company.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modifications approved or imposed or directed by the Central Government, Regional Director, Eastern Region, and Ministry of Corporate Affairs shall be operative from the Appointed Date but shall be effective from the Effective Date.

DIVYA JYOTI PROPERTIES PVT. LTD.

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Director / Authorized Signatory

VINAYAK CONCLAVE PVT. LTD.

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Director / Authorized Signatory

Ungraj Overseas Pvt. Ltd.

[Signature]
Director / Authorized Signatory

EMPIRE BARTER PVT. LTD.

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Director / Authorized Signatory

ROYAL DEVELOPER'S PVT. LTD

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Director / Authorized Signatory

ALLWORTH TRADECOM PVT. LTD.

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EVERGLORING TRADING PVT. LTD.

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PART - III
TRANSFER AND VESTING OF UNDERTAKING
OF TRANSFEROR COMPANIES

1. TRANSFER OF UNDERTAKING

Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Undertaking, pursuant to the sanction of this Scheme by the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs, in accordance with the provisions of Sections 233 and other applicable provisions, if any, of the Act and read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 shall stand transferred to and be vested in or be deemed to have been transferred to and vested in the TRANSFEREE COMPANY, as a going concern without any further act, instrument, deed, matter or thing to be made, done or executed so as to become, as and from the Appointed Date, the Undertaking of the TRANSFEREE COMPANY by virtue of and in the manner provided in this Scheme.

VINAYAK CONCLAVE PVT. LTD.

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 Director / Authorized Signatory

Lingraj Overseas Pvt. Ltd.

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 Director / Authorized Signatory

EMPIRE BARTER PVT. LTD.

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 Director / Authorized Signatory

KVAL DEVELOPERS PVT. LTD.

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 Director / Authorized Signatory

DIVA JYOTI PROPERTIES PVT. LTD.

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 Director / Authorized Signatory

Ex. 2.1/2016. D.O. dt. 13.12.16

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ALLWORTH TRADECOM PVT. LTD.

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 Director / Authorized Signatory

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 Director / Authorized Signatory

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 Director / Authorized Signatory

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[Signature]
 Director / Authorized Signatory



1.1 TRANSFER OF ASSETS

Without prejudice to the generality, upon the coming into effect of this Scheme and with effect from the Appointed Date:

- a) All the assets and properties comprised in the Undertaking of whatsoever nature and where so ever situated, shall, under the provisions of Section 233 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets and properties of the Transferee Company.
- b) Without prejudice to the provisions of Clause (a) above, in respect of such of the assets and properties of the Undertaking as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the TRANSFEROR COMPANIES and shall, upon such transfer, become the assets and properties of the TRANSFEREE COMPANY as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance for the same.

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DIWYA JYOTI PROPERTIES PVT. LTD.
[Signature]
Director / Authorised Signatory

ALI WORTH TRADECOM PVT. LTD.
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Director / Authorised Signatory

ZEPHYRUS BARTER PVT. LTD.
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Director / Authorised Signatory

EVERGLOWING TRADING PVT. LTD.
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Director / Authorised Signatory

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Director / Authorised Signatory

VINAYAK CONCLAVE PVT. LTD.
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Director / Authorised Signatory



- c) In respect of movables other than those dealt with in Clause (b) above including sundry debts, receivables, bills, credits, loans and advances of the Undertaking, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the **TRANSFeree COMPANY**.
- d) All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the **TRANSFEROR COMPANIES** and all rights and benefits that have accrued or which may accrue to the **TRANSFEROR COMPANIES**, whether before or after the Appointed Date, shall, under the provisions of Sections 233 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the **TRANSFeree COMPANY** so as to become as and from the Appointed Date licenses, permits,

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Chaman Singh
 Director / Authorized Signatory

VINAYAK CONCLAVE PVT. LTD.
Chaman Singh
 Director / Authorized Signatory

For Director
R. Anand Singh
 Director

ALLWORTH TRADECON PVT. LTD.
Chaman Singh
 Director / Authorized Signatory

EXALTED TRADING PVT. LTD.
Chaman Singh
 Director / Authorized Signatory

Lingraj Overseas Pvt. Ltd.,
B. Singh
 Director / Authorized Signatory

KYAL DEVELOPERS PVT. LTD.
A. Anand
 Director / Authorized Signatory

INTERFACE BUILDCON PVT. LTD.
A. Anand
 Director / Authorized Signatory



quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the TRANSFEREE COMPANY and shall remain valid, effective and enforceable on the same terms and conditions.

- e) The TRANSFEROR COMPANIES shall, if so required, also give notice in such form as it may deem fit and proper to the debtors, that pursuant to the sanction of this Scheme by the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs, in accordance with Sections 233 and all other applicable provisions, if any, of the Act, the said debtors should pay to the TRANSFEREE COMPANY the debt, loan or advance or make the same on account of the TRANSFEROR COMPANIES and the right of the TRANSFEROR COMPANIES to recover or realize the same stands vested in the TRANSFEREE COMPANY.
- f) All assets and properties of the TRANSFEROR COMPANIES as on the Appointed Date, whether or not included in the books of the respective TRANSFEROR COMPANIES, and all assets and properties which are acquired by the TRANSFEROR COMPANIES on or after the Appointed Date but prior to the Effective Date,

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 Director / Authorized Signatory

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NAYAK CONCLAVE PVT. LTD.

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EVERGLOWING TRADERS PVT. LTD.

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EMPIRE BARTER PVT. LTD.

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KYAL DEVELOPERS PVT. LTD.

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 Director / Authorized Signatory



shall be deemed to be and shall become the assets and properties of the TRANSFEREE COMPANY, and shall under the provisions of Sections 233 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the TRANSFEREE COMPANY upon the coming into effect of this Scheme. Provided however that no onerous assets shall have been acquired by the TRANSFEROR COMPANIES after the Appointed Date without the consent of the TRANSFEREE COMPANY as provided for in this Scheme.

1.2 TRANSFER OF LIABILITIES :

(i) Upon the coming into effect of this Scheme and with effect from the Appointed Date all liabilities relating to and comprised in the Undertaking including all secured and unsecured debts, sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the TRANSFEROR COMPANIES of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations (herein referred to as the "Liabilities"),

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Director / Authorized Signatory

For Zircon Dwellers Pvt. Ltd.

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Ungraj Overseas Pvt. Ltd.

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Director / Authorized Signatory

ALLWORTH TRADECOM PVT. LTD.

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Director / Authorized Signatory

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Director / Authorized Signatory

KYAL DEVELOPERS PVT. LTD.

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Director / Authorized Signatory

EMPIRE BARTER PVT. LTD.

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Director / Authorized Signatory

VINAYAK CONCLAVE PVT. LTD.

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Director / Authorized Signatory

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Director / Authorized Signatory



shall, pursuant to the sanction of this Scheme by the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs, under and in accordance with the provisions of Sections 233 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the TRANSFEREE COMPANY, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the TRANSFEREE COMPANY to the extent they are outstanding as on the Effective Date so as to become as and from the Appointed Date the liabilities of the TRANSFEREE COMPANY on the same terms and conditions as were applicable to the TRANSFEROR COMPANIES, and the TRANSFEREE COMPANY shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause.

(ii) All debts, liabilities, duties and obligations of the Undertaking as on the Appointed Date, whether or not provided in the books of the respective TRANSFEROR COMPANIES, and all debts and

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Date: 1-

INTERFACE BUILDCON PVT. LTD.

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Director / Authorized Signatory

ALLWORTH TRADECOM PVT. LTD.

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Ungraj Overseas Pvt. Ltd.

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Director / Authorized Signatory

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Director / Authorized Signatory

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Director / Authorized Signatory



loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Undertaking on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the TRANSFEREE COMPANY by virtue of this Scheme.

(iii) Where any such debts, loans raised, liabilities, duties and obligations of the Undertaking as on the Appointed Date have been discharged or satisfied by the TRANSFEROR COMPANIES after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the TRANSFEREE COMPANY.

(iv) Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Undertaking and the TRANSFEREE COMPANY shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the TRANSFEREE COMPANY.

INTERFACE BUILDCON PVT. LTD. Unraj Overseas Pvt. Ltd.,

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Director / Authorized Signatory Director / Authorized Signatory

DIVA JYOTI PROPERTIES PVT. LTD.

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Director / Authorized Signatory

VINAYAK CONCLAVE PVT. LTD.

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Director / Authorized Signatory

KYAL DEVELOPERS PVT. LTD.

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Director / Authorized Signatory

EVERGREENS TRADING PVT. LTD.

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EMPIRE BARTER PVT. LTD.

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