

SARA TEXTILES LIMITED
CIN - U18101DL2003PLC123708
Registered Office: A-31, Hauz Khas, New Delhi-110016
Email: cfo@sara-textiles.com

NOTICE OF TRIBUNAL CONVENED MEETING OF THE SECURED CREDITORS OF
SARA TEXTILES LIMITED
(Being convened pursuant to an order dated 01st June 2023 read with order dated 3rd March 2023
passed by National Company Law Tribunal, New Delhi Bench)

DETAILS OF NCLT CONVENED MEETING OF SECURED CREDITORS:

Day	: Tuesday
Date	: 29 th August 2023
Time	: 3:00 PM (IST)
Venue	: The deemed venue for the aforesaid Meeting shall be the Office of Sara Textiles Limited ("Company"), i.e., B-8, Sector-4, Noida - 201301 .
Mode	: As per the directions of the Hon'ble National Company Law Tribunal, New Delhi Bench, and as per the discretion exercised by the Chairperson appointed for the meeting, the meeting shall be conducted through Video Conferencing ("VC") with the facility of remote e-voting.

REMOTE E-VOTING

Start Date and Time	: Friday, 25th August 2023; 10:00 AM (IST)
End Date and Time	: Monday, 28th August 2023, 5:00 PM (IST)

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI
COMPANY APPLICATION NO. C.A. (CAA) No. 04/ND/2023
And CA No. 189/2023

In the matter of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read
with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of Scheme of Amalgamation

Amongst

SARA UNIVERSAL PRIVATE LIMITED
(Applicant Company-1 / Transferor Company-1)

AND

APPRICIATED EXIM PRIVATE LIMITED
(Applicant Company-2 / Transferor Company-2)

AND

IN STYLE INFRASTRUCTURES PRIVATE LIMITED
(Applicant Company-3 / Transferor Company-3)

AND

CELEBRATION INFRABUILD PRIVATE LIMITED
(Applicant Company-4 / Transferor Company-4)

AND

SARTHI INFRABUILD PRIVATE LIMITED
(Applicant Company-5 / Transferor Company-5)

AND

SARA TEXTILES LIMITED
(Applicant Company-6 / Transferee Company)

AND

Their respective Shareholders and Creditors

FORM NO. CAA 2

*[Pursuant to Section 230(3) and Rule 6 and 7 of Companies (Compromises, Arrangements
and Amalgamations) Rules, 2016]*

**NOTICE OF TRIBUNAL CONVENED MEETING OF THE SECURED CREDITORS OF SARA TEXTILES
LIMITED (APPLICANT COMPANY-6 / TRANSFEE COMPANY)**

To,
The Secured Creditors of Sara Textiles Limited
("Applicant Company-6" or "Transferee Company" or "Company")

NOTICE is hereby given that by an order dated 1st June 2023 read with order dated 3rd March 2023 ("Order(s)"), the New Delhi Bench of the National Company Law Tribunal ("Tribunal" or "NCLT") has directed a meeting of the Secured Creditors of the Company be convened and held on **Tuesday, the 29th day of August 2023 at 3:00 PM (IST)** through Video Conferencing ("VC") for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between Sara Universal Private Limited ("Applicant Company-1" / "Transferor Company-1"), Appriciated Exim Private Limited ("Applicant Company-2" / "Transferor Company-2"), In Style Infrastructure Private Limited ("Applicant Company-3" / "Transferor Company-3"), Celebration Infrabuild Private Limited ("Applicant Company-4" / "Transferor Company-4"), Sarthi Infrabuild Private Limited ("Applicant Company-5" / "Transferor Company-5"), and Sara Textiles Limited ("Applicant Company-6" / "Transferee Company") *hereinafter together referred to as "Applicant Companies" or "Participating Companies"* and their respective shareholders and creditors ("Scheme").

In pursuance of the NCLT Order, a meeting of the Secured Creditors of the Company will be held on **Tuesday, the 29th day of August 2023 at 3:00 PM (IST) ("Meeting")** through Video Conferencing ("VC") with facility of remote e-voting and voting during the meeting through e-voting system as per the details provided herein in "Annexure A" to this Notice. Accordingly, you are requested to attend the Meeting via VC.

Copy of the Scheme and of the Explanatory Statement, under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Company at A-31, Hauz Khas, New Delhi-110016, India during business hours.

Facility of remote e-voting will be available during the prescribed time period before the meeting and facility to vote through e-voting system will be available during the meeting. Accordingly, secured creditors can vote through remote electronic means or e-voting system during the meeting. A body corporate which is a secured creditor is entitled to appoint a representative for the purposes of participating and / or vote through remote e-voting or e-voting during the meeting.

The Tribunal has appointed Mr. Sanjay Kumar Singh, IAS (Retd.), as the Chairperson, Ms. Suruchi Suri, Advocate, as the Alternate Chairperson and CA Pranshu Singhal, as the Scrutinizer for the meeting of secured creditors including any adjournment or adjournments thereof. The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Tribunal.

TAKE NOTICE that the following resolution is proposed under Sections 230(3) and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Transferee Company, for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation between Sara Universal Private Limited, Appriciated Exim Private Limited, In Style Infrastructure Private Limited, Celebration Infrabuild Private Limited, Sarthi Infrabuild Private Limited, and Sara Textiles Limited:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at New Delhi ("NCLT" or "Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other

authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the secured creditors of the Company, be and is hereby accorded to the Scheme of Amalgamation between Sara Universal Private Limited ("**Transferor Company-1**"), Appriciated Exim Private Limited ("**Transferor Company-2**"), In Style Infrastructure Private Limited ("**Transferor Company-3**"), Celebration Infrabuild Private Limited ("**Transferor Company-4**"), Sarthi Infrabuild Private Limited ("**Transferor Company-5**"), and Sara Textiles Limited ("**Transferee Company**") and their respective shareholders & creditors ("**Scheme**")."

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

A copy of the Explanatory Statement, under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Date: 24th July 2023
Place: New Delhi
Registered Office:
SARA TEXTILES LIMITED
A-31, Hauz Khas,
New Delhi-110016
CIN - U18101DL2003PLC123708

For Sara Textiles Limited
Sd/-
Sanjay Kumar Singh
Chairperson

Notes:

- (1) In terms of the order dated 1st June 2023 read with order dated 3rd March 2023 of the NCLT, New Delhi Bench, the Applicant Company-6 is convening the meeting of secured creditors of Applicant Company-6 through Video Conferencing in compliance of the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013 and Rules made thereunder. Facility of remote e-voting will be available during the prescribed time-period before the meeting and e-voting will also be available during the meeting. The proceedings of the meeting shall however be deemed to be conducted at the registered office of Applicant Company-6 which shall be the deemed venue of the meeting.
- (2) Only secured creditors of the Applicant Company-6 existing as on cut-off date i.e., 31st August 2022 ("**Cut-off Date**") may attend the Meeting to be held through VC and vote using remote e-voting system before the meeting or e-voting system during the meeting.
- (3) Where in case a secured creditor is a Corporate/ Body Corporate/ Institution, then pursuant to Section 113 of the Act, they are entitled to participate in the Meeting through their Authorised Representatives. Such Corporate Creditor is required to send either through email to cfo@sara-textiles.com or deposit at the Registered Office of the Company, a duly certified copy of the Board Resolution/ Power of Attorney authorizing such Authorized Representative along with the ID of Authorized Representative, to attend and vote at the Meeting on its behalf, not later than 48 hours before the time fixed for the aforesaid Meeting.
- (4) The remote e-voting for the secured creditors shall commence on **Friday, 25th August 2023 (10:00 AM - IST) and shall end on Monday, 28th August 2023 (5:00 PM - IST).**

- (5) **Link Intime India Private Limited ('Linkintime')** has been appointed to provide platform for convening the meeting through video conferencing, remote e-voting and voting during the meeting in a secured and transparent manner. Detailed instructions and operational manual for participation and remote e-voting during the prescribed time-period before the meeting and e-voting during the meeting is enclosed as **Annexure A** to the Notice. The secured creditors desiring to vote through remote e-voting, attend the meeting through VC and vote during the meeting, are requested to carefully follow the instructions set out in **Annexure A** to this Notice.
- (6) **Please take note that as per the directions of the Tribunal, the meeting is proposed to be held through VC with facility of remote e-voting, accordingly, option of attending the meeting physically at venue is not available.**
- (7) Secured creditors who have voted through remote e-voting during the available window as aforementioned in point (4) above will be eligible to attend/participate in the meeting through Linkintime platform. However, they will not be entitled to vote again during the meeting. Only those secured creditors who have not participated in remote e-voting system, may cast their e-vote during the meeting through Linkintime platform.
- (8) The quorum of the meeting of the secured creditors of the Applicant Company-6 shall be 2 (Two only) in number of the total secured creditors of the Applicant Company-6 as on 31st August 2022. It is also directed that if the required Quorum is not present at the commencement of meeting, then the meeting will be adjourned for 30 minutes, and thereafter the persons present, and voting shall be deemed to constitute the quorum.
- (9) The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the secured creditors at the registered office of the Applicant Company-6 between 10.00 A.M. and 12.00 Noon on all days (except Saturdays, Sundays, and public holidays) up to the date of the meeting. However, the same shall be open for inspection during the aforesaid meeting.
- (10) The Notice, together with the documents accompanying the same, is being sent to all the secured creditors of the Applicant Company-6 as on 31st August 2022, either *via* email or by registered post at their registered address available with the company. The notice, copies of Scheme of Amalgamation, Explanatory Statement and annexures to the aforementioned documents may also be accessed on the website of the Applicant Company-6 viz. www.saratextiles.com and on the website of Link Intime India Private Limited viz. <https://instavote.linkintime.co.in>.
- (11) The notice convening the meeting will be published through advertisement in (i) "Financial Express" (English, Delhi NCR edition) (ii) "Jansatta" (Hindi, Delhi NCR edition).
- (12) In accordance with the provisions of Sections 230-232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the secured creditors, of the Applicant Company-6, voting through remote e-voting or by e-voting system agree to the Scheme.
- (13) The voting rights as well as the value of the secured creditors shall be in proportion to the outstanding amount due to them by the Applicant Company-6 as on cut-off date i.e., 31st August 2022.
- (14) It is clarified that cast of votes by remote e-voting (prior to the meeting) does not disentitle a secured creditor from attending the meeting. However, a secured creditor who has voted through remote e-voting prior to the meeting cannot vote through e-voting during the Meeting.
- (15) As directed by the Tribunal, CA Pranshu Singhal, has been appointed as Scrutinizer for the said meeting of the secured creditors of the Applicant Company-6 to scrutinize the voting during the meeting in a fair and transparent manner. Post the meeting, the Scrutinizer will submit the report to the Chairperson after completion of scrutiny of the Voting Process. As per Order of the

Tribunal, the Chairperson shall report the result of the said NCLT convened meeting to the Tribunal within 7 days from the date of the conclusion of the meeting with regard to the proposed Scheme.

Encl.: As above

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI**

COMPANY APPLICATION NO. C.A. (CAA) No. 04/ND/2023

And CA No. 189/2023

**In the matter of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read
with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016**

And

In the matter of Scheme of Amalgamation

Amongst

**SARA UNIVERSAL PRIVATE LIMITED
(Applicant Company-1 / Transferor Company-1)**

AND

**APPRICIATED EXIM PRIVATE LIMITED
(Applicant Company-2 / Transferor Company-2)**

AND

**IN STYLE INFRASTRUCTURES PRIVATE LIMITED
(Applicant Company-3 / Transferor Company-3)**

AND

**CELEBRATION INFRABUILD PRIVATE LIMITED
(Applicant Company-4 / Transferor Company-4)**

AND

**SARTHI INFRABUILD PRIVATE LIMITED
(Applicant Company-5 / Transferor Company-5)**

AND

**SARA TEXTILES LIMITED
(Applicant Company-6 / Transferee Company)**

AND

Their respective Shareholders and Creditors

**EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES
ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016**

1. Pursuant to the order dated 1st June 2023, read with order dated 3rd March 2023 ("**Order(s)**"), passed by the Hon'ble National Company Law Tribunal, New Delhi Bench ("**Tribunal**" or "**NCLT**"),

in the Company Application Number (CAA) No. 04/ND/2023 and CA No. 189/2023, a meeting of the secured creditors of Sara Textiles Limited (*hereinafter referred to as the "Applicant Company-6" or "Transferee Company" or "Company" as the context may admit*) is being convened and held through Video Conferencing ("VC") with facility of remote e-voting and voting during the meeting through e-voting system on **Tuesday, the 29th day of August 2023 at 3:00 PM (IST) ("Meeting")**, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between Sara Universal Private Limited, Appriciated Exim Private Limited, In Style Infrastructure Private Limited, Celebration Infrabuild Private Limited, Sarthi Infrabuild Private Limited and Sara Textiles Limited and their respective Shareholders and creditors under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").

2. In terms of the said Order, the quorum for the said meeting shall be 2 (Two only) in number of the total secured creditors of the Applicant Company-6 as on 31st August 2022. It is also directed that if the required Quorum is not present at the commencement of meeting, then the meeting will be adjourned for 30 minutes, and thereafter the persons present and voting, shall be deemed to constitute the quorum.
3. In terms of the said Order, NCLT, has appointed Mr. Sanjay Kumar Singh, IAS (Retd.), as the Chairperson, Ms. Suruchi Suri, Advocate, as the Alternate Chairperson and CA Pranshu Singhal as the Scrutinizer for the Meeting of secured creditors of the Applicant Company-6 including for any adjournment or adjournments thereof.
4. This statement is being furnished as required under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 ("**Act**") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**").
5. In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be acted upon only if a majority in persons representing three-fourths in value of the secured creditors, of the Applicant Company-6, voting through remote e-voting or by e-voting system agree to the Scheme.

Particulars of SARA UNIVERSAL PRIVATE LIMITED ("Applicant Company-1" or "Transferor Company-1"):

6. Sara Universal Private Limited ("**Applicant Company-1**" or "**Transferor Company-1**") is a private limited company incorporated under the Companies Act, 1956 on 6th January 2000, and its registered office is situated at A-31, Hauz Khas, New Delhi-110016, India. Its Corporate Identity Number ("CIN") is U51399DL2000PTC103130, and Permanent Account Number ("PAN") is AAEC51164J.
7. The main objects of Transferor Company-1 as set out in its Memorandum of Association are as follows:

"(2) To carry on the business of Importers and Exporters in all kinds of goods and materials either in form of manufactured, semi-manufactured or raw materials.

(3) To transact and carry on all kinds of traders, selling and buying agents and distribution agents of any goods, materials or services produced or rendered by any company or person or firm or corporation or Central or State Government or Corporation or authorities or bodies whether incorporated or not or authorities whether municipal or otherwise in India or abroad.

(4) To act as an export house in connection with the business referred to in sub-clause (1) above.

(5) To act as a broker of or dealer in securities and/or commodities, to carry on all or any part of the business of acquiring, holding, selling, trading and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, futures, derivatives, commodities, commodities contracts,

precious or non-precious metals and / or any combination thereof, and/or to become / act as a member of any stock and/or commodity exchange, whether in India or outside India, and to form subsidiaries, joint ventures or collaborations and to cooperate with any other association or company, whether incorporated or not in India or outside India, whose objects are altogether or in part similar to those of the company.

8. The core business activity of Transferor Company-1 includes the business of business of dealing in securities.
9. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-1 as on 31st March 2023 is as under:

Particulars	Amount in INR
Authorised Share Capital	
5,00,000 Equity Shares of Rs.10/- each	50,00,000
Total	50,00,000
Issued, Subscribed and Paid-Up Share Capital	
5,00,000 Equity Shares of Rs.10/- each	50,00,000
Total	50,00,000

Subsequent to 31st March 2023, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-1.

10. The securities of the Transferor Company-1 are not listed on any stock exchange.
11. The details of the Directors of the Transferor Company-1 as on 31st March 2023, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Devinder Pal Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	100	0.02%
2.	Mr. Deepit Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	0	0%
3.	Mr. Tushar Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	0	0%
4.	Mrs. Abha Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	0	0%
Total				100	0.02%

Subsequent to 31st March 2023, there has been no change in the details of Directors of Applicant Company-1.

Particulars of APPRICIATED EXIM PRIVATE LIMITED (“Applicant Company-2” or “Transferor Company-2”):

12. Appriciated Exim Private Limited (“Applicant Company-2” or “Transferor Company-2”) is a private limited company incorporated under the Companies Act, 1956 on 19th March 2007, and its registered office is situated at 201A, Krishna Plaza, 2nd Floor, Sector-8, Rohini, Delhi-110085, India. Its Corporate Identity Number (“CIN”) is U51909DL2007PTC160756, and Permanent Account Number (“PAN”) is AAGCA3432M.

13. The main objects of Transferor Company-2 as set out in its Memorandum of Association are as follows:

"(1) To carry on the business as buyers, sellers, importers, exporters, consultants, stockists, dealers, distributors agents, brokers, commission agents, trading, marketing, forwarding and clearing agents, sales organiser of:

Perfumes, medicines, drugs, pharmaceuticals, Nutra-ceuticals, dietary supplements Biological foods, natural vitamins, insecticides, fumigates, vitamin products, hospital equipment like surgical equipment and X-ray machines, Engineering goods, machine tools, hand tools, small tools, metals, alloys, iron pipe, fittings, nuts and bolts, bicycles and accessories, automobile parts steel, and stainless steel and iron products, ores, and scraps, metallurgical residues, hides, skins, Leather goods, furs, bristles, tobacco hemp, seeds, oils and cakes, vanaspati, textile, fibre and wastes/coir and jute and products thereof wood and timber, bones, crushed and uncrushed, industrial diamonds, coal and charcoal, glue, gums and resins, ivory lac, shellac, manures, pulp rags, rubber, tanning substances, wax, quartz, crystal, chemicals and chemical preparations, plastic and linoleum articles, glass ware, brassware, antiques, handicrafts, handloom, decorative toys, liquid gold, precious and semi-precious stones, ornaments, jewelleries, pearls, boutiques, soaps, paints, instruments, apparatus and appliances, machinery and millwork and parts thereof, paper and stationery, sport goods, textile including, decorative hand and machine made readymade garments, carpets, rugs, druggets, artificial silk fabrics, cotton woollen, cloth and all sorts of apparels, dressing materials cosmetics, wigs, belts, cinematograph films exposed, gramophone records, rubber, plastic goods, strach, umbrellas, crown croks, batteries, surgical and musical instruments marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitaryware, and fittings, wooden table, natural fibre products, cellulise and cellulosic products mixed blended products, nylon polyester, fibre, yam hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, fooder bran, fruits nuts, cashewnuts, kernels, grains, pulses, flour, confectionery, provisions, alcohol, beverages, perfumes, spirits, spices and tea, coffee, sugar and molasses, vegetable, and vegetable products processed foods and packaged food. Computer Hardware & Software & all allied item in India & abroad.

(2) To act as an export house.

(3) To act as export agents and purchase and sale representatives to stockists, products processing, food processing units and units engaged in village industries, home industries, cottage industries, small and medium scale industries.

(4) To carry on the business of manufacturers, importers and exporters, wholesale and retail dealers of and in men's women's and children's clothing and wearing apparel of every kind, nature and description including shirts, bush shirts, pyjama suits, vests, underwear, suits, pants, workmen's clothes, uniforms for the Army, Navy, Air Force and other personnel, foundation garments for ladies dresses, brasseries, maternity belts, knee caps, coats, Panties, nighties etc."

14. The core business activity of Transferor Company-2 includes the business of dealing as an export house for various categories of products.
15. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-2 as on 31st March 2023 is as under:

Particulars	Amount in INR
Authorised Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	1,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
8,46,000 Equity Shares of Rs.10/- each	84,60,000

Total	84,60,000
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Subsequent to 31st March 2023, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-2.

16. The securities of the Transferor Company-2 are not listed on any stock exchange.
17. The details of the Directors of the Transferor Company-2 as on 31st March 2023, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Sandeep Kumar	Director	201 A, Krishna Plaza, 2nd Floor, Sector-8, Rohini Delhi 110085	0	0%
2.	Mr. Shyamvir Singh	Director	582-B, Street 5, Near Chetan Market Surya Colony Sector-91, Faridabad Haryana 121013	0	0%
Total				0	0%

Subsequent to 31st March 2023, there has been no change in the details of Directors of Applicant Company-2.

Particulars of IN STYLE INFRASTRUCTURE PRIVATE LIMITED (“Applicant Company-3” or “Transferor Company-3”):

18. In Style Infrastructures Private Limited (“**Applicant Company-3**” or “**Transferor Company-3**”) is a private limited company incorporated under the Companies Act, 1956 on 19th March 2007, and its registered office is situated at C-8 Kh. No 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi-110068, India. Its Corporate Identity Number (“CIN”) is U45200DL2007PTC160753, and Permanent Account Number (“PAN”) is AABCI6893B.
19. The main objects of Transferor Company-3 as set out in its Memorandum of Association are as follows:

“(1) To carry on the business of infrastructural works, civil mechanical electrical projects & engineering & construction works and developers and to carry on the business of Infrastructural works, Civil, Electricals, Mechanicals & Process, Engineering, Construction, Trading of Engineering goods, and Project Management Consultancy.

(2) To purchase, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.

(3) To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.

(4) To purchase land for sale, and to develop into farm land plots, construct buildings and flats for sale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings, houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.

(5) To sell, let, mortgage, or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.

(6) To carry on the business of fabricators, architects, consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society Central or State Government, Cantonment board or any local authority and to Design Detail and develop and detail all sorts of Consultancy Services related to Architecture and Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts."

20. The core business activity of Transferor Company-3 includes the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy.
21. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-3 as on 31st March 2023 is as under:

Particulars	Amount in INR
Authorised Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	1,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
9,30,000 Equity Shares of Rs.10/- each	93,00,000
Total	93,00,000

Subsequent to 31st March 2023, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-3.

22. The securities of the Transferor Company-3 are not listed on any stock exchange.
23. The details of the Directors of the Transferor Company-3 as on 31st March 2023, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Sandeep Kumar	Director	201 A, Krishna Plaza, 2nd Floor, Sector-8, Rohini Delhi 110085	0	0%
2.	Mr. Shyambir Singh	Director	B2-201, Custom Road, Near School Chala, Pardi Vapi, Valsad Gujrat 396191	0	0%
Total				0	0%

Subsequent to 31st March 2023, there has been no change in the details of Directors of Applicant Company-3.

Particulars of CELEBRATION INFRABUILD PRIVATE LIMITED ("Applicant Company-4" or "Transferor Company-4"):

24. Celebration Infrabuild Private Limited ("**Applicant Company-4**" or "**Transferor Company-4**") is a private limited company incorporated under the Companies Act, 1956 on 18th September 2007, and its registered office is situated at C-8 Kh. No 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi-110068, India. Its Corporate Identity Number ("CIN") is U45400DL2007PTC168386, and Permanent Account Number ("PAN") is AADCC2557J.

25. The main objects of Transferor Company-4 as set out in its Memorandum of Association are as follows:

"(1) To carry on the business of infrastructural works, civil mechanical electrical projects & engineering & construction works and developers and to carry on the business of Infrastructural works, Civil, Electricals, Mechanicals & Process, Engineering, Construction, Trading of Engineering goods, and Project Management Consultancy.

(2) To purchase, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.

(3) To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.

(4) To purchase land for sale, and to develop into farm land plots, construct buildings and flats for sale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings, houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.

(5) To sell, let, mortgage, or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.

(6) To carry on the business of fabricators, architects, consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society Central or State Government, Cantonment board or any local authority and to Design Detail and develop and detail all sorts of Consultancy Services related to Architecture and Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts."

26. The core business activity of Transferor Company-4 includes the business of carrying on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy.

27. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-4 as on 31st March 2023 is as under:

Particulars	Amount in INR
Authorised Share Capital	
12,50,000 Equity Shares of Rs.10/- each	1,25,00,000
Total	1,25,00,000
Issued, Subscribed and Paid-Up Share Capital	
10,60,000 Equity Shares of Rs.10/- each	1,06,00,000
Total	1,06,00,000

Subsequent to 31st March 2023, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-4.

28. The securities of the Transferor Company-4 are not listed on any stock exchange.
29. The details of the Directors of the Transferor Company-4 as on 31st March 2023, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Rakesh Kumar	Director	H. No. 738, Khasra 105/3 street No. 5 Block B Baba Colony Burari, North Delhi 110084	5,000	0.47%
2.	Mr. Shyambir Singh	Director	B2-201, Custom Road, Near School Chala, Pardi Vapi, Valsad Gujrat 396191	0	0%
Total				5,000	0.47%

Subsequent to 31st March 2023, there has been no change in the details of Directors of Applicant Company-4.

Particulars of SARTHI INFRABUILD PRIVATE LIMITED ("Applicant Company-5" or "Transferor Company-5"):

30. Sarthi Infrabuild Private Limited ("**Applicant Company-5**" or "**Transferor Company-5**") is a private limited company incorporated under the Companies Act, 1956 on 11th September 2007, and its registered office is situated at C-8 Kh. No 67.66/2,63, Ground Floor, Hargovind Enclave, Rajpur Khurd, Chattarpur, Delhi-110068, India. Its Corporate Identity Number ("CIN") is U45400DL2007PTC168033, and Permanent Account Number ("PAN") is AALCS4092G.
31. The main objects of Transferor Company-5 as set out in its Memorandum of Association are as follows:

"(1) To carry on the business of infrastructural works, civil mechanical electrical projects & engineering & construction works and developers and to carry on the business of Infrastructural works, Civil, Electricals, Mechanicals & Process, Engineering, Construction, Trading of Engineering goods, and Project Management Consultancy.

(2) To purchase, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.

(3) To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.

(4) To purchase land for sale, and to develop into farm land plots, construct buildings and flats for sale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings, houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.

(5) To sell, let, mortgage or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.

(6) To carry on the business of fabricators, architects, consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society Central or State Government, Cantonment board or any local authority and to Design Detail and develop and detail all sorts of Consultancy Services related to Architecture and Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts."

32. The core business activity of Transferor Company-5 includes the business of carrying on the business of infrastructural works, civil, mechanical electrical & process engineering, construction, trading of engineering goods and project management consultancy.
33. The authorized, issued, subscribed and paid-up share capital of the Transferor Company-5 as on 31st March 2023 is as under:

Particulars	Amount in INR
Authorised Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	50,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
7,97,000 Equity Shares of Rs.10/- each	79,70,000
Total	79,70,000

Subsequent to 31st March 2023, there has been no change in the issued, subscribed, and paid-up share capital of the Transferor Company-5.

34. The securities of the Transferor Company-5 are not listed on any stock exchange.
35. The details of the Directors of the Transferor Company-5 as on 31st March 2023, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Rakesh Kumar	Director	H. No. 738, Khasra 105/3 street No. 5 Block B Baba Colony Burari, North Delhi 110084	5,000	0.63%
2.	Mr. Shyamvir Singh	Director	582-B, Street 5, Near Chetan Market Surya Colony Sector-91, Faridabad Haryana 121013	0	0%
Total				5,000	0.63%

Subsequent to 31st March 2023, there has been no change in the details of Directors of Applicant Company-5.

Particulars of SARA TEXTILES LIMITED (“Applicant Company-6” or “Transferee Company”):

36. Sara Textiles Limited (“**Applicant Company-6**” or “**Transferee Company**”) is a public limited company incorporated under the Companies Act, 1956 on 26th December 2003, and its registered office is situated at A-31, Hauz Khas, New Delhi-110016, India. Its Corporate Identity Number (“CIN”) is U18101DL2003PLC123708, and Permanent Account Number (“PAN”) is AAHCS9602C.

37. The main objects of Transferee Company as set out in its Memorandum of Association are as follows:

“(1) To carry on the business of manufacturers of Textiles, yams, spinners, weavers, twistors, doublers, crimping, combers, Ginners, processors, curing, packers, balers of cotton. Jute, silks, Rayon, Nylon, Man-made synthetic fibers, staple waste droppings, combine greasy wool, preparing, processing, dyeing and blending wool and wool tops with man-made fibers and synthetic and any other fibrous materials and the cultivation thereof and the business of weaving or otherwise bleaching, printing and processing yam, shoddy yarn, cotton yam, worsted yarn. Nylon yarn, polyester yam, cloth, blankets carpets, shawls, linen, wool blended hosiery and other fabrics whether textile, felted, natted or looped and of cotton staples, silk, rayons, wool and other man made or natural fibers.

(2) To manufacture, buy, sell, trade, distribute, import, export, fabricate, process, deal and to carry on the business as buying agents selling agents, commission agents, principals, representatives, brokers, stockiest, indenting agents of goods and merchandise of all kinds and descriptions such as towels, terry-towels, apparels. Scarves, ready to wear garments, hand printed textiles, dress materials and accessories, home furnishing materials such as bed spreads, table covers, napkins. Kitchen towels, furnishing fabrics, toweling fabrics, uniforms, underwears, denims, trousers, hosiery items, carpets and rugs of all types, garments made of mill-made! Hand-loom cloth, cotton, silk, synthetic, myon, woolen, leather and leather products, zan embroidered garments and jute products.

(3) To export and otherwise sell all the above items manufactured, purchased, produced fabricated, stored and dealt in by the company.

(4) To engage in the business of buying, selling, exchanging importing, exporting manufacturing and dealing in wholesale and in retail in men’s, women’s and children’s clothing and wearing apparel of every kind.

(5) To carry on the business as manufacturers and dealers in all kind of equipment, machineries and accessories required to manufacture all kinds of yarns, fabrics. Made-ups and Terry-Towels.”

38. The core business activity of Transferee includes the business of manufacturing of terry towels and export of textiles and cotton yarns.`
39. The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31st March 2023 is as under:

Particulars	Amount in INR
Authorised Share Capital	
5,00,00,000 Equity Shares of Rs.10/- each	50,00,00,000
Total	50,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
4,59,11,644 Equity Shares of Rs.10/- each	45,91,16,440
Total	45,91,16,440

Subsequent to 31st March 2023, there has been no change in the issued, subscribed, and paid-up share capital of the Transferee Company.

40. The securities of the Transferee Company are not listed on any stock exchange.
41. The details of the Directors of the Transferee Company as on 31st March 2023, along with their addresses are as follows:

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Devinder Pal Singh	Director	S-99, Panchsheel Park, New Delhi – 110017	7,70,000	1.68%
2.	Mr. Deepit Singh	Managing Director	S-99, Panchsheel Park, New Delhi – 110017	8,10,000	1.76%
3.	Mr. Shyam Mohan Dwivedi	Director	I-4 First Floor, Jungpura-B, New Delhi-110014	2,500	0.01%
4.	Mr. Rahul Jain	Director	C-802 Express Green Apartment Vaishali Sector – 1, Ghaziabad 201010	0	0%
5.	Mr. Narayan Das Daga	Director	Daga Chowk, Nearby Narsing Mandir, Bikaner Rajasthan - 334001	0	0%
Total				5,27,500	3.45%

Subsequent to 31st March 2023, there has been no change in the details of Directors of Applicant Compan-6.

42. **Board Meeting approving the Scheme of Amalgamation.**

The Board of Directors of the Applicant Companies have unanimously approved the proposed Scheme of Amalgamation, vide their respective Board Resolutions dated 27th September 2022 in case of Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4, Transferor Company-5, and 14th September 2022 in case of Transferee Company,

after taking on record the Share Entitlement Ratio report dated 14th September 2022, issued by registered valuer, Mr. Niranjana Kumar. (IBBI Registration No.-IBBI/RV/06/2018/10137).

Names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolutions:

A. SARA UNIVERSAL PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Devinder Pal Singh	Favour
2.	Mr. Deepit Singh	Favour
3.	Mr. Tushar Singh	Favour
4.	Mrs. Abha Singh	Favour

B. APPRICIATED EXIM PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Sandeep Kumar	Favour
2.	Mr. Shyamvir Singh	Favour

C. IN STYLE INFRASTRUCTURES PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Sandeep Kumar	Favour
2.	Mr. Arvind Damodar Kate	Favour

D. CELEBRATION INFRABUILD PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Rakesh Kumar	Favour
2.	Mr. Arvind Damodar Kate	Favour

E. SARTHI INFRABUILD PRIVATE LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Rakesh Kumar	Favour
2.	Mr. Shyamvir Singh	Favour

F. SARA TEXTILES LIMITED:

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
1.	Mr. Devinder Pal Singh	Favour
2.	Mr. Deepit Singh	Favour
3.	Mr. Shyam Mohan Dwivedi	Favour
4.	Mr. Rahul Jain	Favour
5.	Mr. Narayan Das Daga	Favour

43. **Brief details of the Scheme**

S.No.	Particulars	Particulars
i.	Parties involved in the Scheme	<ul style="list-style-type: none"> Sara Universal Private Limited ("SUPL" or "Transferor Company-1") Appriciated Exim Private Limited ("AEPL" or "Transferor Company-2") In Style Infrastructures Private Limited ("ISIPL" or "Transferor Company-3") Celebration Infrabuild Private Limited ("CIPL" or "Transferor Company-4") Sarathi Infrabuid Private Limited ("Sarathi" or "Transferor Company-5") Sara Textiles Limited ("Sarathi" or "Transferee Company") <p>Hereinafter, Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, and Transferor Company 5 together referred to as the "Transferor Companies".</p> <p>Hereinafter, all the companies are collectively referred to as "Participating Companies" or "Applicant Companies".</p>
ii.	Relationship between the Companies	<ul style="list-style-type: none"> STL and SUPL each hold 49.41% Equity stake in AEPL; STL and SUPL each hold 47.85% Equity stake in ISIPL; STL and SUPL each hold 49.53% Equity stake in CIPL; STL holds 49.18% Equity stake in Sarathi, and SUPL holds 49.56% Equity stake in Sarathi.
iii.	Scheme of Amalgamation	The scheme provides for amalgamation of Transferor Companies into the Transferee Company pursuant to and under the provisions of Sections 230 to 232 of the Companies Act, 2013 and the relevant provisions made thereunder and/or any other applicable provisions of the Companies Act, 2013, in the manner provided for in the Scheme.
iv.	Appointed Date	Means 1st April 2022 or such other date as may be fixed or approved by the NCLT or such other competent authority / Appropriate Authority;
v.	Effective Date	The date or last of the dates on which certified copies of the order of the NCLT sanctioning the Scheme are filed by the Applicant Companies with the registrar of companies. Any references in this Scheme to "upon this Scheme

		becoming effective" or "effectiveness of this Scheme" shall refer to the Effective Date;
vi.	Summary of Share Entitlement Ratio Report	<p>The report on recommendation of fair value dated 14th September 2022 issued by Mr. Niranjan Kumar, Registered Valuer, in relation to the Scheme, has recommended following Share Entitlement Ratios –</p> <ul style="list-style-type: none"> • "1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e., SIPL." • "12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up." • "35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up." • "33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up." • "18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up." <p>The Share Entitlement Ratio Report is available for inspection at the registered office of the Transferee Company.</p>
vii.	Rationale of the Scheme or the benefits of the Scheme as perceived by the Board of Directors of the Company to the Company, Shareholders, Creditors and Others	<p>The management of the Companies believe that the business existing in the Transferor Companies should be consolidated with the Transferee Company for the following primary reasons:</p> <ol style="list-style-type: none"> (i) The proposed amalgamation of the Transferor Companies with and into Transferee Company, would inter-alia result in the simplification of the Group structure and alignment of group businesses and consolidation of the group companies in one entity thereby resulting in rationalization and standardization of the business processes, economies of scale, reduction in overheads, administrative, managerial and other expenditure, organizational efficiency, and optimal utilization of resources which would be beneficial for all members and other stakeholders. (ii) The combined entity will have a bigger pool of managerial and financial resources ultimately leading to expansion of business, faster execution of large and sophisticated projects ultimately resulting in maximisation of shareholders' wealth. Unification will

		also lead to economies of scale resulting in saving of general and administrative costs.
		(iii) The amalgamation among the Applicant Companies will lead to elimination of inter-company transactions and balances between the Applicant Companies.

44. Key salient features of the Scheme

1.4 DEFINITIONS

In this Scheme, unless repugnant to the subject, context or meaning thereof, the following capitalized words and expressions shall have the meanings as set out herein below:

- 1.4.3. **"Appointed Date"** means 1st April 2022, or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority / Appropriate Authority;
- 1.4.6. **"Effective Date"** means the date or last of the dates on which certified copies of the order of the NCLT sanctioning the Scheme are filed by the Applicant Companies with the registrar of companies. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" shall refer to the Effective Date;
- 1.4.9. **"Record Date"** means a mutually agreed date to be fixed by the Board of Directors of the Transferee Company for the purposes of determining the shareholders of the Transferor Companies to whom shares would be issued and allotted in accordance with Clause 3.6 of this Scheme.
- 1.4.11. **"Scheme"** means this Scheme of Amalgamation of the Transferor Companies with and into Transferee Company, and their respective shareholders and creditors, pursuant to the provisions of Sections 230 – 232 and other applicable provisions of the Act, and rules made thereunder with such modifications and amendments as may be made from time to time, with the appropriate approvals and sanctions of the Tribunal and other relevant regulatory authorities, as may be required under the Act and under all other applicable laws;
- 1.4.13. **"Transferee Company"** or **"STL"** means Sara Textiles Limited, a public limited company incorporated under Companies Act, 1956 having its registered office at A-31, Hauz Khas, New Delhi-110016 with Corporate Identity Number U18101DL2003PLC123708, and Permanent Account Number (**"PAN"**) AAHCS9602C.
- 1.4.14. **"Transferor Company 1"** or **"SUPL"** means Sara Universal Private Limited, a company incorporated under Companies Act 1956, having its registered office at A-31, Hauz Khas, New Delhi-110016, with Corporate Identity Number U51399DL2000PTC103130 and shall include without limitation:
- (i) all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 1 in such assets;
 - (ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 1;
 - (iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 1;

- (iv) *all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 1;*
- (v) *all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 1;*
- (vi) *all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 1;*
- (vii) *insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 1 is a party, or to the benefit of which the Transferor Company 1 is eligible;*
- (viii) *all employees of the Transferor Company 1;*
- (ix) *all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 1;*
- (x) *all legal, tax, regulatory, quasi-judicial, administrative, or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 1; and*
- (xi) *all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 1.*

1.4.15. **“Transferor Company 2” or “AEPL”** means Appriciated Exim Private Limited, a company incorporated under Companies Act 1956, having its registered office at 201A, Krishna Plaza, 2nd Floor, Sector-8, Rohini, Delhi-110085, with Corporate Identity Number U51909DL2007PTC160756 and Permanent Account Number AAGCA3432M and shall include without limitation:

- (i) *all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 2 in such assets;*
- (ii) *all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 2;*
- (iii) *all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 2;*

- (iv) *all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 2;*
- (v) *all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 2;*
- (vi) *all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 2;*
- (vii) *insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 2 is a party, or to the benefit of which the Transferor Company 2 is eligible;*
- (viii) *all employees of the Transferor Company 2;*
- (ix) *all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 2;*
- (x) *all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 2; and*
- (xi) *all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 2.*

1.4.16. **“Transferor Company 3” or “ISIPL”** means In Style Infrastructures Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-67.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45200DL2007PTC160753 and Permanent Account Number AABC16893B and shall include without limitation:

- (i) *all assets (whether moveable or immovable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 3 in such assets;*
- (ii) *all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 3;*
- (iii) *all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 3;*

- (iv) all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 3;
- (v) all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 3;
- (vi) all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 3;
- (vii) insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 3 is a party, or to the benefit of which the Transferor Company 3 is eligible;
- (viii) all employees of the Transferor Company 3;
- (ix) all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 3;
- (x) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 3; and
- (xi) all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 3.

1.4.17. **“Transferor Company 4” or “CIPL”** means Celebration Infrabuild Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-7.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45400DL2007PTC168386 and Permanent Account Number AADCC2557J and shall include without limitation:

- (i) all assets (whether moveable or immoveable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 4 in such assets;
- (ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 4;
- (iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 4;

- (iv) all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 4;
- (v) all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 4;
- (vi) all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 4;
- (vii) insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 4 is a party, or to the benefit of which the Transferor Company 4 is eligible;
- (viii) all employees of the Transferor Company 4;
- (ix) all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 4;
- (x) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 4; and
- (xi) all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 4.

1.4.18. **“Transferor Company 5” or “Sarathi”** means Sarathi Infrabuild Private Limited, a company incorporated under Companies Act 1956, having its registered office at C-8 Kh. No-7.66/2,63, Ground Floor Hargovind Enclave, Rajpur Khurd, Chhatarpur, Southwest Delhi-110068, with Corporate Identity Number U45400DL2007PTC168033, and its Permanent Account Number (**“PAN”**) is AALCS4092G and shall include without limitation:

- (i) all assets (whether moveable or immovable, tangible or intangible, in possession, or in reversion) stocks and inventory, deferred tax assets, letters of interest, including benefit or obligations of agreements, contracts and arrangements, powers, authorities, privileges, liberties, advantages, easements and all rights, title, interests, claims, covenants, undertakings, of the Transferor Company 5 in such assets;
- (ii) all investments, receivables, loans, security deposits and advances extended, including accrued interest thereon, of the Transferor Company 5;
- (iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, availed by the Transferor Company 5;

- (iv) *all permits, rights, entitlements, licenses, approvals, grants, allotments, recommendations, clearances, tenancies, offices, taxes, tax deferrals and benefits, subsidies, concessions, refund of any tax, duty, cess or of any excess payment, tax credits (including, without limitation, all amounts claimed as refund, whether or not so recorded in the books of accounts and credits in respect of income tax, such as carry forward tax losses comprising of unabsorbed depreciation), tax deducted at source, CENVAT, Input Tax Credit, sales tax, value added tax, central sales tax, turnover tax, excise duty, service tax, goods and services tax and minimum alternate tax credit, of the Transferor Company 5;*
- (v) *all trademarks, service marks, domain names, patents and other intellectual property rights of every kind and description whatsoever, of the Transferor Company 5;*
- (vi) *all privileges and benefits of, or under, all contracts, agreements, purchase and sale orders, memorandum of understanding, bids, tenders, expressions of interest, letters of intent, commitments, undertakings, deeds, bonds, investments undertaken by or arrangements of any kind, and all other rights including lease rights, licenses, powers and facilities of every kind and description whatsoever, of the Transferor Company 5;*
- (vii) *insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company 5 is a party, or to the benefit of which the Transferor Company 5 is eligible;*
- (viii) *all employees of the Transferor Company 5;*
- (ix) *all advance payments, earnest monies, security deposits, advance rentals, payment against warrants, refund arising out of any order if any, or other rights or entitlements of the Transferor Company 5;*
- (x) *all legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature, initiated by or against the Transferor Company 5; and*
- (xi) *all books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plants, catalogues, quotations, websites sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, in connection with or relating to the Transferor Company 5.*

3.4. CHANGES IN AUTHORISED SHARE CAPITAL OF THE TRANSFeree COMPANY

- 3.4.1 *Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised share capital of Transferor Companies shall stand transferred to and be merged/amalgamated with the authorised share capital of the Transferee Company, and the fee, if any, paid by the Transferor Companies on its authorised share capital shall be set off against any fee payable by the Transferee Company on its authorised capital, subsequent to the amalgamation.*
- 3.4.2 *Upon this Scheme coming into effect and with effect from the Appointed Date (and consequent to transfer of the existing authorised share capital of Transferor Companies in accordance with Clause 3.4.1 of this Scheme), the authorised share capital of the Transferee Company of Rs. 50,00,00,000 (divided into 50,00,000 equity shares of Rs. 10 each) shall stand enhanced by Rs. 4,75,00,000 (divided into 47,50,000 equity shares of Rs. 10 each).*
- 3.4.3 *Accordingly, Clause V of the Memorandum of Association of the Transferee Company shall stand modified and be substituted by the following:
"The Authorised Share Capital of the Company is Rs.54,75,00,000 /- divided into 5,47,50,000 equity shares of Rs 10 each."*
- 3.4.4 *It is hereby clarified that for the purposes of this Clause, the consent of the shareholders*

of the Transferee Company to the Scheme shall be deemed to be sufficient for the purposes of effecting the above amendment and increase in authorised share capital of the Transferee Company, and no further act, instrument or deed by the Transferee Company or resolutions or actions under Sections 13, 61 and any other applicable provisions of the Act would be required to be separately passed or taken and pursuant to Section 232(3)(i) of the Act and the fee paid by the Transferor Companies on its authorized share capital shall be set off against any fee payable by the Transferee Company on its authorized share capital subsequent to the amalgamation. Balance fees if any payable, after the aforesaid adjustment, by the Transferee Company shall be duly paid upon the sanctioning of the Scheme. Upon this Scheme coming into effect, the Transferee Company shall, if required, file the necessary documents/ intimations as per the provisions of the Act with the ROC or any other applicable authority to record the aforesaid change in its authorised share capital.

3.6. CONSIDERATION

- 3.6.1. Upon the Scheme coming into effect and in consideration of the transfer and vesting of Transferor Companies in the Transferee Company pursuant to Part III of this Scheme and subject to the provisions of this Scheme, the Transferee Company shall, without any further application, act, consent, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Companies, whose name is recorded in the register of members as member of the Transferor Companies as on the Record Date, as follows:

"1 (One) equity share of STL having a face value of INR 10/- each fully paid-up shall be issued to the shareholder of SUPL i.e., SIPL."

"12 (Twelve) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in AEPL having a face value of INR 10/- each fully paid-up."

"35 (Thirty-Five) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in ISIPL having a face value of INR 10/- each fully paid-up."

"33 (Thirty-Three) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 20 (Twenty) equity shares held in CIPL having a face value of INR 10/- each fully paid-up."

"18 (Eighteen) equity shares of STL having a face value of INR 10/- each fully paid-up shall be issued for every 10 (Ten) equity shares held in Sarthi having a face value of INR 10/- each fully paid-up."

- 3.6.2. The aforesaid ratio for the issue of equity shares by the Transferee Company is based on the recommendations made in the Share Entitlement Report dated 14th September 2022 issued by Mr. Niranjana Kumar, Registered valuer, having IBBI registration No – IBBI/RV/06/2018/10137.
- 3.6.3. In the event that the equity shares entitled to be issued result in fractional entitlements, the Transferee Company shall be empowered to consolidate and/or round off such fractional entitlements to nearest integer number of respective equity shares.
- 3.6.4. Equity shares to be issued and allotted in terms hereof will be subject to the Memorandum of Association and Articles of Association of the Transferee Company and shall be deemed to be in compliance with the provisions of the Act or any law for the time being in force.

- 3.6.5. *Issue and allotment of equity shares, pursuant to Clause 3.6 of this Scheme is an integral part of this Scheme. The approval of this Scheme by shareholders of the Transferee Company shall be deemed to be in due compliance with all applicable provisions of the Act including but not limited to Sections 42 or 55 or 61 or 62 and other applicable provisions of the Act.*
- 3.6.6. *Upon equity shares being issued and allotted by the Transferee Company in accordance with this Clause 3.6, the share certificates in relation to the shares held by all the members of the Transferor Companies shall stand cancelled and extinguished and be of no effect from the date of such issue and allotment.*
- 3.6.7. *For the avoidance of doubt, it is clarified that, in case, the issued and paid-up share capital of the Transferee Company and/ or the Transferor Companies, as the case may be, undergoes any change, prior to this Scheme becoming effective, then Clause 3.6.1 shall automatically stand modified/ adjusted accordingly to take into account the effect of such change.*

3.7. ACCOUNTING TREATMENT

- 3.7.1. *Upon the Scheme becoming effective and with effect from Appointed Date, Amalgamation shall be accounted as per "The Pooling of Interest Method" prescribed under the Accounting Standard 14 - "Accounting for Amalgamations" specified by the Companies (Accounting Standards) Rules, 2006 notified by the Central Government and as amended from time to time and issued by the Institute of Chartered Accountants of India.*
- 3.7.2. *Transferee Company shall record all assets and liabilities of Transferor Companies, as appearing in the books of Transferor Companies at the close of business of the day immediately preceding the Appointed Date, vested in it pursuant to this Scheme, at their respective carrying amounts.*
- 3.7.3. *Face value of equity shares issued pursuant to Clause 3.6. of this Scheme will be recorded as Share capital of the Transferee Company and the premium, if any, on issuance of such equity shares shall be credited to the Securities Premium Account.*
- 3.7.4. *If and to the extent there are investments, loans and advances, deposits, or any other balances between the Transferor Companies and Transferee Company, if any, shall stand cancelled.*
- 3.7.5. *Difference between the consideration discharged by the Transferee Company pursuant to Clause 3.6. above and the carrying amount of net assets of Transferor Companies transferred and recorded by the Transferee Company as aforesaid after taking into consideration the cancellation of inter-company investments and/or balances as per Clause 3.7.4 above shall be recorded as Capital Reserve in the books of the Transferee Company.*
- 3.7.6. *The Transferee Company, by its Board of Directors, may alter or modify the accounting treatment specified in this Scheme, in consultation with its auditors, as it may deem fit and consider necessary, to settle any question / difficulty out of the Scheme, to comply with the applicable laws and applicable accounting standards.*
- 3.7.7. *In case of any differences in accounting policies between the Transferee Company and any of the Transferor Companies, the accounting policies followed by the Transferee Company will prevail and impact of the same till the Appointed Date will be quantified and the same shall be appropriately adjusted and reported in accordance with applicable accounting rules and principles, so as to ensure that the financial statements of*

Transferee Company reflect the financial position on the basis of consistent accounting policies.

YOU ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE AFORESAID ARE ONLY SOME OF THE SALIENT EXTRACTS THEREOF.

45. The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder. The certificates issued by the respective Statutory Auditors of the Applicant Companies are open for inspection at the registered office of the Transferee Company.
46. **Details of the Directors and Key Managerial Personnel (KMP) and their respective relatives and their respective equity shareholding in each entity as on date of this notice are as follows:**

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the abovementioned resolution except to the extent of shareholding of the Directors/ KMP given below:

A. Sara Universal Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Devinder Pal Singh	0.02%	0%	0%	0%	0%	1.68%
2.	Mr. Deepit Singh	0%	0%	0%	0%	0%	1.76%
3.	Mr. Tushar Singh	0%	0%	0%	0%	0%	11.10%
4.	Mrs. Abha Singh	0%	0%	0%	0%	0%	2.49%

B. Appriciated Exim Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appriciated Exim Private Limited	In Style Infrastructures Private Limited	Celebration Infrabuild Private Limited	Sarthi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Sandeep Kumar	0%	0%	0%	0%	0%	0%
2.	Mr. Shyamvir Singh	0%	0%	0%	0%	0%	0%

C. In Style Infrastructures Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appropriate Exim Private Limited	In Style Infrastructure Private Limited	Celebration Infrabuild Private Limited	Sarathi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Sandeep Kumar	0%	0%	0%	0%	0%	0%
2.	Mr. Shyamvir Singh	0%	0%	0%	0%	0%	0%

D. Celebration Infrabuild Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appropriate Exim Private Limited	In Style Infrastructure Private Limited	Celebration Infrabuild Private Limited	Sarathi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Rakesh Kumar	0%	0%	0%	0.47%	0.63%	0%
2.	Mr. Shyamvir Singh	0%	0%	0%	0%	0%	0%

E. Sarathi Infrabuild Private Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appropriate Exim Private Limited	In Style Infrastructure Private Limited	Celebration Infrabuild Private Limited	Sarathi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Rakesh Kumar	0%	0%	0%	0.47%	0.63%	0%
2.	Mr. Shyamvir Singh	0%	0%	0%	0%	0%	0%

F. Sara Textiles Limited:

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appropriate Exim Private Limited	In Style Infrastructure Private Limited	Celebration Infrabuild Private Limited	Sarathi Infrabuild Private Limited	Sara Textiles Limited
1.	Mr. Devinder Pal Singh	0.02%	0%	0%	0%	0%	1.68%
2.	Mr. Deepit Singh	0%	0%	0%	0%	0%	1.76%
3.	Mr. Shyam Mohan Dwivedi	0%	0.59%	0.54%	0%	0%	0.01%
4.	Mr. Rahul Jain	0%	0%	0%	0%	0%	0%

S.No.	Name of the Directors / KMP	Shares (%) held in					
		Sara Universal Private Limited	Appropriate Exim Private Limited	In Style Infrastructure Private Limited	Celebration Infrabuild Private Limited	Sarathi Infrabuild Private Limited	Sara Textiles Limited
5.	Mr. Narayan Das Daga	0%	0%	0%	0%	0%	0%

47. Statement disclosing details of Amalgamation as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

S.No.	Particulars	Sara Universal Private Limited	Appropriate Exim Private Limited	In Style Infrastructure Private Limited	Celebration Infrabuild Private Limited	Sarathi Infrabuild Private Limited	Sara Textiles Limited
i.	Details of capital or debt restructuring, if any	Not applicable					
ii.	Benefits of the Amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable)	Refer Para 43(vii) of the Explanatory Statement					
iii.	Amounts due to secured and unsecured creditors as on 31 st August 2022	<u>Secured Creditors</u> NIL <u>Unsecured Creditors</u> INR 970.55 lakhs	<u>Secured Creditors</u> NIL <u>Unsecured Creditors</u> INR 111.03 lakhs	<u>Secured Creditors</u> NIL <u>Unsecured Creditors</u> NIL	<u>Secured Creditors</u> NIL <u>Unsecured Creditors</u> INR 39.67 lakhs	<u>Secured Creditors</u> NIL <u>Unsecured Creditors</u> NIL	<u>Secured Creditors</u> INR 70.23 lakhs <u>Unsecured Creditors</u> INR 2,238.59 lakhs
iv.	If the Scheme of Amalgamation relates to more than one company,	<ul style="list-style-type: none"> STL and SUPL each hold 49.41% Equity stake in AEPL; STL and SUPL each hold 47.85% Equity stake in ISIPL; STL and SUPL each hold 49.53% Equity stake in CIPL; 					

	the fact and details of any relationship subsisting between such companies who are parties to such Scheme of Amalgamation, including holding, subsidiary or associate companies	<ul style="list-style-type: none"> STL holds 49.18% Equity stake in Sarthi, and SUPL holds 49.56% Equity stake in Sarthi.
v.	Disclosure about effect of the Amalgamation on:	
a.	Key Managerial Personnel	There will be no impact of the Scheme on the KMPs of the Applicant Companies. Further, none of the KMPs have any interest in the Scheme except to the extent of shares held by them, if any, in the Applicant Companies.
b.	Directors	The proposed Scheme of Amalgamation would not affect any Director of the Applicant Companies.
c.	Promoters / Non-Promoters members	<ul style="list-style-type: none"> The Applicant Companies have only one class of shareholders, i.e., equity shareholders. The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of the Applicant Companies prejudicially.
d.	Creditors	All the liabilities and dues payable pertaining to the Transferor Companies shall become the liabilities and dues payable of/ by Transferee Company (subject to inter-company cancellations).
e.	Depositors	As on date, the Applicant Companies do not have any outstanding public deposits or outstanding debentures and therefore, the effect of the Scheme on any such public deposit holders or deposit trustee(s) or debenture holders does not arise.
f.	Debenture Holders	
g.	Deposit trustee and debenture trustee	
h.	Employees of the Company	All the staff, workmen and other employees pertaining the Transferor Companies immediately before the Scheme of Amalgamation shall become the staff, workmen and employees of the Transferee Company as per the details mentioned in the Scheme of Amalgamation.
vi.	Disclosure about effect of Amalgamation on material interest of Directors, Key Managerial Personnel and Debenture Trustee	
a.	Directors	The proposed Scheme of Amalgamation would not affect any Director of the Applicant Companies.
b.	Key Managerial Personnel	No material effect of Amalgamation.
c.	Debenture Trustee	Not applicable

vii.	Details of approvals, sanctions, or no-objection(s), if any, from regulatory or any other governmental authorities required, received, or pending for the proposed Scheme Amalgamation	The Scheme is subject to approval from jurisdictional NCLT. Further, notice under Section 230(5) of Companies Act, 2013 is submitted with the Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs, Registrar of Companies (NCT of Delhi & Haryana), Ministry of Corporate Affairs, Official Liquidator, attached to the Delhi High Court, Jurisdictional Income Tax Authorities, in respect of the Applicant Companies.
viii.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	<p>As per the directions of the Tribunal, and as per the discretion exercised by the Chairperson appointed for the meeting, the meeting of Secured Creditors of Applicant Company-6, is proposed to be held through VC with facility of remote e-voting, accordingly, option of attending the meeting physically at venue is not available.</p> <p>Secured Creditors of the Transferee Company to whom the Notice is sent may either vote using remote e-voting system or vote during the meeting via VC through e-voting system.</p>

General:

48. The copy of draft scheme has been filed with the Registrar of Companies.
49. The National Company Law Tribunal, New Delhi Bench by its Order dated 1st June 2023, read with Order dated 3rd March 2023, has dispensed with the requirement of convening the meeting(s) of the Equity Shareholders of the Applicant Companies.
50. The National Company Law Tribunal, New Delhi Bench by its Order dated 1st June 2023, read with Order dated 3rd March 2023, has dispensed with the requirement of convening the meeting of the secured creditors and unsecured creditors of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4 and Transferor Company 5.

51. The National Company Law Tribunal, New Delhi Bench by its Order dated 1st June 2023, read with Order dated 3rd March 2023, has directed for convening of the meeting of the secured and unsecured creditors of the Transferee Company. Further, as per the discretion exercised by the Chairperson appointed for the meeting, the meeting of secured creditors of Applicant Company-6/Transferee Company shall be conducted via Video Conferencing with facility of remote e-voting. Also, the National Company Law Tribunal, New Delhi Bench by its Order dated 1st June 2023, read with Order dated 3rd March 2023, has directed for publication of notice of the said meeting in newspaper(s).
52. No investigation or proceedings have been instituted or are pending under applicable provisions of Companies Act, 2013 or erstwhile provisions of Companies Act, 1956 against the Applicant Companies.
53. No winding up petition has been admitted against any of the Applicant Companies.
54. Copy of the notice(s) issued to the secured creditors of Transferee Company, the Scheme of Amalgamation and Explanatory Statement under Section 230 of the Companies Act, 2013 have been placed on the website of the Transferee Company at <https://www.saratextiles.com>
55. The detailed procedure for participation in the meeting through VC, remote e-voting and voting during the meeting through e-voting system is enclosed with this notice as **Annexure A**. The secured creditors desiring to attend the meeting convened through VC and to vote during the meeting or before the meeting, using remote e-voting system, are requested to carefully follow the instructions set out in **Annexure A** to this Notice.
56. The following documents will be open for obtaining extracts from or for making or obtaining copies or inspection by the secured creditors of Transferee Company at A-31, Hauz Khas, New Delhi-110016, India between 10:00 AM to 12:00 Noon on all working days, except Saturdays, Sundays and Public Holidays:
 - a) Copy of the Order dated 3rd March 2023, of the NCLT passed in Company Application No. C.A. (CAA) 04/ND/2023 directing the convening of meeting of the Secured Creditors of Transferee Company;
 - b) Copy of the Order dated 1st June 2023 of the NCLT passed in Company Application No. C.A. CA No. 189/2023 directing the convening of meeting of the Secured Creditors of Transferee Company;
 - c) Copy of the Company Application No. C.A. (CAA) 04/ND/2022 and CA No. 189/2023;
 - d) Copy of Scheme of Amalgamation;
 - e) Memorandum and Articles of Association of all Applicant Companies;
 - f) Copy of audited financial statements of Sara Universal Private Limited, Appriciated Exim Private Limited, In Style Infrastructures Private Limited, Celebration Infrabuild Private Limited, Sarthi Infrabuild Private Limited and Sara Textiles Limited for the year ended 31st March 2022;
 - g) Copy of unaudited provisional financial statements of Sara Universal Private Limited, Appriciated Exim Private Limited, In Style Infrastructures Private Limited, Celebration Infrabuild Private Limited, Sarthi Infrabuild Private Limited and Sara Textiles Limited for the period ended 30th September 2022;
 - h) Copies of the fair Share Entitlement Ratio Report dated 14th July 2022 issued by Mr. Niranjan Kumar (Registered Valuer) (IBBI Registration No.-IBBI/RV/06/2018/10137);
 - i) Certificates issued by Statutory Auditors of the Applicant Companies in relation to the accounting treatment prescribed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued thereunder;
 - j) List of secured creditors of the Transferee Company as on 31st August 2022;
 - k) Any other information, contracts or agreements material to the amalgamation.
57. A copy of the Scheme and Explanatory Statement shall be furnished to the secured creditors, free of charge, within 1 (one) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the secured creditors.

Date: 24th July 2023
Place: New Delhi
Registered Office:
SARA TEXTILES LIMITED
A-31, Hauz Khas,
New Delhi-110016
CIN - U18101DL2003PLC123708

For Sara Textiles Limited
Sd/-
Sanjay Kumar Singh
Chairperson

Remote e-Voting Instructions for Creditors:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

- A. **User ID:** Enter your User ID.
Your User ID is Event No + Reference Number provided to you.
- B. **PAN:**
Enter your 10-digit Permanent Account Number (PAN) (Creditors who have not updated their PAN with the Company shall use the sequence number provided to you, if applicable).
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with the Company - in DD/MM/YYYY format)
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with the Company.
 - Creditors who have not recorded ‘C’ and ‘D’, shall provide their Reference Number in ‘D’ above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

If you have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.

• In case Creditors is having valid email address, Password will be sent to his / her registered e-mail address.

• Creditors can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

• The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

During the voting period, Creditors can login any number of time till they have voted on the resolution(s) for a particular “Event”.

In case Creditors have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk

Link Intime India Private Limited

Process and manner for attending the General Meeting through InstaMeet for Creditors:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “**Company**” and “**Event Date**” and register with your following details: -

- A. **Demat Account No. or Folio No.:** Enter your Folio No. (Reference Number) provided to you on your registered email address.
- B. **Certificate No.:** Enter your Certificate No. provided to you on your registered email address. (non- mandatory)
- C. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Creditors who have not updated their PAN with the Company shall use the sequence number provided to you, if applicable.)
- D. **Mobile No.:** Enter your mobile number.
- E. **Email ID:** Enter your email id, as recorded with the Company.

► Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

Instructions for Creditors to Speak during the General Meeting through InstaMeet:

1. Creditors who would like to speak during the meeting must register their request 3 days in advance with the company on the e-mail id provided in the Notice.
2. Creditors will get confirmation on first cum first basis depending upon the provision made by the client.
3. Creditors will receive “speaking serial number” once they mark attendance for the meeting.
4. Creditors may also ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Instructions for Creditors to Vote during the General Meeting through InstaMeet:

During the voting session **Creditors** may click the voting button which is appearing on the right-hand side of your VC meeting screen. Once the electronic voting is activated by the scrutinizer during the meeting, **Creditors** can cast the vote as under:

1. On the VC page, click on the link for e-Voting “Cast your vote”
2. Enter your Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Creditors, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Creditors who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Creditors are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Creditors are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Creditors connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case Creditors have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

Link Intime India Private Limited

Document Classification: Public

e-Voting Instruction_V1.2

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