

# SHANTNU INVESTMENTS (INDIA) LTD

Registered Office: DSC-319, DLF South Court, Saket, New Delhi-110017  
[CIN:L65993DL01973PLC006795]

E-mail:cs@greatvalueindia.com; Website:www.shantnuinvestments.com  
(Phone No.:-011-41349612-14)

## Extra Ordinary General Meeting of Shantnu Investments (India) Ltd


<b>Day</b>	Tuesday
<b>Date</b>	26 <sup>th</sup> February, 2019
<b>Time</b>	3:30 P.M.
<b>Venue</b>	DSC-319, DLF South Court, Saket, New Delhi-110017

### List of Documents

Sl. No.	Contents
1.	<b>Notice of Extra Ordinary General Meeting of Shantnu Investments (India) Ltd</b>
2.	<b>Proxy Form</b>
3.	<b>Attendance Slip</b>
4.	<b>Explanatory Statement</b> under sections 102 & 233 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any
5.	<b>Scheme of Amalgamation</b> of Ayushman Infratech Pvt Ltd (Transferor Company No. 1); Greatvalue Infrastructure India Ltd (Transferor Company No. 2); Shri Paras Nath Plastics Pvt Ltd (Transferor Company No. 3) and Shantnu Investments (India) Ltd (Transferee Company), under section 233 of the Companies Act, 2013, and other applicable provisions, if any
6.	<b>Declaration of Solvency</b>
7.	<b>Route map</b> for the venue of the meeting

For and on behalf of the Board of Directors  
Shantnu Investments (India) Ltd

For SHANTNU INVESTMENTS (INDIA) LTD.

  
**Preeti Sharma**  
Company Secretary  
M.No: A42173

## NOTICE

**Notice** is hereby given that an Extra-ordinary General Meeting of the Members of **Shantnu Investments (India) Ltd** will be held on **TUESDAY, 26<sup>th</sup> February, 2019, at 3:30 P.M.** at DSC-319, DLF South Court, Saket, New Delhi-110017, to transact the following business:

### **Special Business:**

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"Resolved that** pursuant to the provisions of section 233 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any and subject to the approval of the Central Government through the Hon'ble Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, approval of the members of the Company be and is hereby given for the proposed amalgamation of Ayushman Infratech Pvt Ltd, Greatvalue Infrastructure India Ltd and Shri Paras Nath Plastics Pvt Ltd (the Transferor Companies No. 1 to 3, respectively) with Shantnu Investments (India) Ltd (the Transferee Company) and other connected matters, if any.

**Resolved further that** the salient features/terms and conditions of the amalgamation as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies will be transferred to and vest in the Transferee Company.
- ii. All the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the concerned Transferor Company on the said date.
- iii. Appointed Date for Amalgamation will be 1<sup>st</sup> April, 2018 or such other date, as the Hon'ble Regional Director, Ministry of Corporate Affairs or any other competent authority, may approve.
- iv. Since all the Transferor Companies are wholly owned subsidiary of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation.

be and are hereby approved in specific.

**Resolved further that** subject to the approval of the Central Government through the Hon'ble Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, the updated Scheme of Amalgamation of Ayushman Infratech Pvt Ltd, Greatvalue Infrastructure India Ltd and Shri Paras Nath Plastics Pvt Ltd with Shantnu Investments (India) Ltd, as placed in the meeting, be and is hereby approved.

**Resolved further that** the Board of Directors of the Company be and is hereby authorized to agree to such conditions or modifications (including the appointed date(s), etc.,) that may be imposed, required or suggested by the Hon'ble Regional Director or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme of Amalgamation."

**For and on behalf of the Board of Directors**

**For Shantnu Investments (India) Ltd**

For SHANTNU INVESTMENTS (INDIA) LTD.



**Preeti Sharma**

**Company Secretary**

**M.No.: A42173**

**Date: 14.11.2018**

**Place: Delhi**

**Notes:**

1. The relevant Explanatory Statement pursuant to sections 102 & 233 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, in respect of Item No. 1 of the Notice, is annexed herewith.
2. **A Member of the Company, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The Form of Proxy duly completed should, however, be deposited at the Registered Office of the Company not later than 48 hours before the scheduled time of commencement of the Meeting.**
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. **Inspection of Documents:** Documents referred to in the Notice and Explanatory Statement, etc., are open for inspection at the registered office of the Company on all working days between 11 A.M. and 4 P.M. up to the date of the Meeting. The Register of Particulars of Directors' and Key Managerial Personnel & their Shareholding, etc., and the Register of Contracts & Arrangements in which Directors are interested shall be open for inspection.
5. Facility of remote e-voting is also available to the Shareholders. Accordingly, Shareholders can vote through electronic means instead of voting in the meeting. Central Depository Services (India) Ltd (CDSL) has been appointed to provide remote e-voting platform and to conduct e-voting in a secured manner. **Instructions for e-voting are given at the end of this notice.**

6. A person, whose name is recorded in the Register of Members/Beneficial Owners as on 19<sup>th</sup> February, 2019, being the cut-off date for voting, shall be entitled to avail the facility of remote e-voting or voting through ballot paper at the meeting.
7. Any, person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cutoff date may obtain the login id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
8. **The remote e-voting period begins on 23<sup>rd</sup> day, of February, 2019 at 10:00 A.M. and ends at 25<sup>th</sup> day, of February, 2019 at 05.00 P.M** During this period, members of the Company, holding shares in physical form or in dematerialized form, as on the **cut-off date** 19<sup>th</sup> February, 2019, may cast their vote electronically. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the aforesaid e-voting period. The e-voting module shall be disabled by CDSL for voting thereafter.
9. It may be noted that remote e-voting is optional. Member(s) can opt only for one mode of voting. If a Member has opted for remote e-voting, then he/she/it should not vote by ballot paper in the meeting, although the Member has a right to attend the meeting. The voting rights of Members shall be in proportion to their shareholding in the paid-up Equity Share Capital.
10. Notice of the meeting, Explanatory Statement, Proxy Form, Attendance Slip and other documents are also being placed on the website of the Transferee Company: [www.shantnuinvestments.com](http://www.shantnuinvestments.com).

Encl.: As above

#### **INSTRUCTIONS FOR REMOTE E-VOTING:**

- i. The voting period begins on Saturday 23<sup>RD</sup> of February, 2019 at 10:00 A.M. and ends at 25<sup>th</sup> February, 2019 at 05.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of Tuesday, 19<sup>th</sup> February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders/Members
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.



- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> i.e. Shantnu Investments (India) Limited on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xiv.** After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv.** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi.** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii.** If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii.** **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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(Phone No.:011-41349612-14)

## PROXY FORM

Name of the Member(s)	
Registered Address	
E-mail id	
Folio No./Reference No., if any	

I/We, being the **Member(s) of Shantnu Investments (India) Ltd**, hereby appoint the following person(s) as my/our proxy(ies):

1.	<b>Name of Proxy holder</b>	
	Address	
	E-mail id	

or failing him/her

2.	<b>Name of Proxy holder</b>	
	Address	
	E-mail id	

or failing him/her

3.	<b>Name of Proxy holder</b>	
	Address	
	E-mail id	

to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting of Shantnu Investments (India) Ltd** scheduled to be held on **Tuesday, 26<sup>th</sup> February, 2019, at 3:30 P.M. at DSC-319, DLF South Court, Saket, New Delhi-110017**, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of the Member(s):

Affix  1.00  
Revenue Stamp

<b>Signature of the Proxy holder(s)</b>	1.
	2.
	3.

**Notes:**

1. Please affix revenue stamp and cancel the Stamp by signing across the Stamp or otherwise.
2. **This Form of Proxy, in order to be effective, must be deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the Meeting.**
3. All the alterations, made in the Proxy Form, must be initialed.
4. Proxy need not be a member of the Company.
5. **All the persons attending the meeting are advised to carry their original photo identity proof for verification.**



# SHANTNU INVESTMENTS (INDIA) LTD

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(Phone No.:-011-41349612-14)

## Attendance Slip

Sl. No.		Folio No./ Ref. No.	
Name of Shareholder(s)			
Name of Proxy/ Authorized Rep., if any			
<b>I hereby record my presence at the Extra Ordinary General Meeting of Shantnu Investments (India) Ltd</b> being held on Tuesday, 26 <sup>th</sup> February, 2019, at 3:30 P.M.at DSC-319, DLF South Court, Saket, New Delhi-110 017.			

Signature

## Explanatory Statement

[Under sections 102 & 233 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any]

- Pursuant** to the provisions of section 233 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any and subject to the approval of the Central Government through the Hon'ble Regional Director, Ministry of Corporate Affairs and other competent authorities, separate General Body Meetings (Extra Ordinary General Meetings) of the Shareholders of Ayushman Infratech Pvt Ltd, Greatvalue Infrastructure India Ltd, Shri Paras Nath Plastics Pvt Ltd and Shantnu Investments (India) Ltd are scheduled to be convened for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed updated Scheme of Amalgamation of Ayushman Infratech Pvt Ltd, Greatvalue Infrastructure India Ltd and Shri Paras Nath Plastics Pvt Ltd (the Transferor Companies No. 1 to 3, respectively) with Shantnu Investments (India) Ltd (the Transferee Company) (hereinafter referred to as "this Scheme/the Scheme"), on **Tuesday, 26<sup>th</sup> February, 2019**, at DSC-319, DLF South Court, Saket, New Delhi-110017, as per the following schedule:

Meeting of	Time
Shareholders of Ayushman Infratech Pvt Ltd (Transferor Company No. 1)	10:30 A.M.
Shareholders of Greatvalue Infrastructure India Ltd (Transferor Company No. 2)	12:30 P.M.
Shareholders of Shri Paras Nath Plastics Pvt Ltd (Transferor Company No. 3)	2:00 P.M.
Shareholders of Shantnu Investments (India) Ltd (Transferee Company)	3:30 P.M.

- A copy of the Scheme of Amalgamation setting out the terms and conditions of the proposed amalgamation, inter alia, providing for Amalgamation of Ayushman Infratech Pvt Ltd, Greatvalue Infrastructure India Ltd and Shri Paras Nath Plastics Pvt Ltd with Shantnu Investments (India) Ltd; and other connected matters, is enclosed with this Explanatory Statement.

### 3. Companies to the Scheme and their Background

#### 3.1 The Applicant/the Transferor Company No. 1-Ayushman Infratech Pvt Ltd:

- The Transferor Company No. 1-Ayushman Infratech Pvt Ltd [Corporate Identification No. (CIN): U70100UP2010PTC054795; Income Tax Permanent Account No. (PAN): AAICA9412D] (hereinafter referred to as "the Transferor Company No. 1/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 29<sup>th</sup>

October, 2010 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Uttar Pradesh as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, Noida vide Order dated 31<sup>st</sup> December, 2012. The Registrar of Companies, Uttar Pradesh, registered the aforesaid order on 29<sup>th</sup> January, 2013 and allotted a new CIN to the Company.

- b. Presently, the Registered Office of the Transferor Company No. 1 is situated at A-3, House No. 66, Bihari Nagar, Navyug Market, Ghaziabad-201001, Uttar Pradesh; e-mail: [ayushmaninfra2010@gmail.com](mailto:ayushmaninfra2010@gmail.com).
- c. The detailed objects of the Transferor Company No. 1 are set out in the Memorandum of Association and are briefly stated as below:

**Main Objects:**

1. *To purchase, sale, hold, take on lease, renting and deal in any movable or immovable property including lands, buildings, houses, flats, bungalows, shops, offices, godowns, patents, licences and any rights, interest and privileges therein and to develop and tum them to account or let them out on rent.*
  2. *To carry on the business of promoters, builders, colonizers, architects, contractors, sub-contractors, constructional engineers, planners, designers, engineers and real estate agents in India or any part of the world.*
  3. *To erect, construct houses, buildings or civil works of every description on any land of the company or upon any other land or property and to pull down, rebuild, enlarge, alter end Improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and other conveniences end to deal with and improve the property of the company or any other property.*
  4. *To act as contractors for any person or governmental authorities for the construction of buildings of all description, roads, bridges, earth works, sewer tanks, drains, culvert, channels, sewage and allied civil works.*
  5. *To purchase and sell for any persons freehold or other property, buildings or any share or shares there in, and to transact on commission or otherwise the general business of a land agent.*
- d. The Transferor Company No. 1 is engaged in real estate construction and contracting business; and other related activities.

- e. The present Authorised Share Capital of the Transferor Company No. 1 is INR40,00,000 divided into 4,00,000 Equity Shares of INR10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR40,00,000 divided into 4,00,000 Equity Shares of INR 10 each.
- f. Detail of the present Board of Directors of the Transferor Company No. 1 is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr. Ashish Jain A-3, SF-66, Bihari Nagar, Ghaziabad-201001, Uttar Pradesh	03545666	Director
2.	Mrs. Rekha Jain A-3, SF-66, Bihari Nagar, Ghaziabad-201001, Uttar Pradesh	02905549	Director

### 3.2 The Applicant/the Transferor Company No. 2-Greatvalue Infrastructure India Ltd:

- a. The Transferor Company No. 2-Greatvalue Infrastructure India Ltd [Corporate Identification No. (CIN): U45203DL2004PLC130514; Income Tax Permanent Account No. (PAN): AACCK6764A] (hereinafter referred to as "the Transferor Company No. 2/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and Style as 'Kanha Projects Development India Ltd' vide Certificate of Incorporation dated 10<sup>th</sup> November, 2004 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 24<sup>th</sup> March, 2006 by the Registrar of Companies, Delhi & Haryana, New Delhi. Name of the Company was changed to its present name 'Greatvalue Infrastructure India Ltd' vide Fresh Certificate of Incorporation dated 5<sup>th</sup> September, 2008, issued by the Registrar of Companies, New Delhi.
- b. Presently, the Registered Office of the Transferor Company No. 2 is situated at DSC-319, DLF South Court, Saket, New Delhi-110017; e-mail: kuldeep.sharma@greatvalueindia.com.
- c. The detailed objects of the Transferor Company No. 2 are set out in the Memorandum of Association and are briefly stated as below:

#### Main Objects:

1. To carry on the business of developing, operating and maintaining of all sort of infrastructure facilities such as a



road including toll road, a bridge, highway projects, housing projects, water supply project, water treatment system, irrigation project, sanitation and sewage system or solid waste management system, port, airport, inland waterway or inland port, telecommunication service whether basis or cellular including radio paging, domestic satellite service or network interchange service, broadband network and generation distribution and transmission of power.

- d. The Transferor Company No. 2 is engaged in real estate business; and other related activities.
- e. The present Authorised Share Capital of the Transferor Company No. 2 is INR 2,50,00,000 divided into 25,00,000 Equity Shares of INR 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR 6,85,000 divided into 68,500 Equity Shares of INR 10 each.
- f. Detail of the present Board of Directors of the Transferor Company No. 2 is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr. Manoj Agarwal 58-A/4, Sainik Farms, New Delhi-110062	00093633	Director
2.	Mrs. Pragya Agarwal 58-A/4, Sainik Farms, New Delhi-110062	00093526	Director

### 3.3 The Applicant/the Transferor Company No. 3-Shri Paras Nath Plastics Pvt Ltd:

- a. The Transferor Company No. 3-**Shri Paras Nath Plastics Pvt Ltd** [Corporate Identification No. (CIN): U25209DL1996PTC 077971; Income Tax Permanent Account No. (PAN): AAGCS3169P] (hereinafter referred to as "the Transferor Company No. 3/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> April, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.
- b. Presently, the Registered Office of the Transferor Company No. 3 is situated at DSC-319, DLF South Court, Saket, New Delhi-110017; e-mail:[rajansiingh@gmail.com](mailto:rajansiingh@gmail.com).
- c. The detailed objects of the Transferor Company No. 3 are set out in the Memorandum of Association and are briefly stated as below:

#### Main Objects:



1. To manufacture, buy, sell, process, import, export or otherwise deal in all kind, of card board packing, paper packing, plastic packing, polythene packing, gunny bag, containers, bottles, hollow wares whether made of plastic, H.D.P., L.D.P., polypropoline, P.V.C and other manmade fibrous material.
  2. To carry on to be printing job for all kindly of packing material.
  3. To buy, sell, process, import, export or otherwise deal in the raw material required for above clause (1) and (2).
- d. The Transferor Company No. 3 was engaged in manufacturing of corrugated boxes. The said operations have since been closed. The Company has made investments in Bank FDR.
- e. The present Authorised Share Capital of the Transferor Company No. 3 is INR 15,00,000 divided into 1,50,000 Equity Shares of INR 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR 13,53,870 divided into 1,35,387 Equity Shares of INR 10 each.
- f. Detail of the present Board of Directors of the Transferor Company No. 3 is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr. Payas Agarwal 58/4, Sainik Farms, New Delhi-110062	07635788	Director
2.	Mrs. Pragya Agarwal 58-A/4, Sainik Farms, New Delhi-110062	00093526	Director

### 3.4 The Applicant/the Transferee Company-Shantnu Investments (India) Ltd:

- a. The Transferee Company-Shantnu Investments (India) Ltd [Corporate Identification No. (CIN): L65993DL1973PLC 006795; Income Tax Permanent Account No. (PAN): AABCS9909C] (hereinafter referred to as "the Transferee Company/the Company") was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 28<sup>th</sup> August, 1973 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.
- b. Presently, the Registered Office of the Transferee Company is situated at DSC-319, DLF South Court, Saket, New Delhi-110 017, e-mail: [cs@greatvalueindia.com](mailto:cs@greatvalueindia.com).

- c. The detailed objects of the Transferee Company are set out in the Memorandum of Association and are briefly stated as below:

**Main Objects:**

1. *To invest, buy, sell, transfer, hypothecate, deal in and dispose of any shares, stocks, debentures, whether perpetual or redeemable debentures, debenture stocks, securities, properties of any other company including securities of any Government Local Authority, bonds, Certificates etc.*
2. *To receive money, deposits on interest or otherwise and to lend money and negotiate loans with or without security to such companies firms or persons, and on such terms as may seem expedient, and to guarantee the performance of contracts by any person, companies or firms.*
3. *To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by the issue of bonds, debentures, or debenture stock, (perpetual or otherwise) charged upon all or any part of the company's property, both present and future, including its uncalled capital and purchase realise or pay off any such securities.*
4. *To undertake and carry on business of safe deposit companies and trust companies and guarantee business in all their respective branches.*
5. *To carry in all their respective branches the business of general finance, investment, trust, and legal trust.*
6. *To act brokers and underwriters and to give any guarantee for the payment of money or the performance of any obligation or underwriting.*
7. *To act as advisers and/or consultants on all matters and problems relating to administration, management, organisation, manufacture production, storage, processes, system and account, training of personnel, marketing, distributing and selling methods and principles, to develop procedures and principles of, and engage in research of all the problems relating to, the administration, business method, techniques, personnel for commercial, industrial and business purposes, distribution, marketing and selling, to collect, analyse, process, interpret, distribute, and circulate data, statistics and information relating to any type of business, trade or industry, to analyse, collate, examine, consider, formulate, report and recommend on the means and/or methods for extending and/or developing and/or improving and/or managing any*

*type of commerce, business or industry, organisation and methods techniques and procedures, to consider and evaluate problems relating to manufacture, production to storage, distribution, finance purchasing, marketing and sale and or relating to the rendering of any services, to render the above services to any person, firm, company, trust, association, institution, society, body corporate, Government Department, public or local authority, or any other organisation whatsoever, and to render all such other services as may be ancillary or incidental to any of the foregoing matters and problems.*

8. *To undertake, aid, promote and co-ordinate project studies, arrange collaboration, extend technical assistance and services, prepares schemes, project reports, market research and studies, to arrange technical, financial legal and management agreements, to make agreements and arrangements to provide management personnel; supervise, and set up production techniques, assist in finding markets for manufactured goods of Indian and foreign origin, secure sound investments of foreign Capital in Indian undertakings and enterprises and Indian Capital in foreign undertakings and enterprises and to act as agents or render assistance to any person, firm, company association, embassy or Government.*
  9. *To prepare complete schemes, drawing, place and estimates including layout of plants and machinery and establish and assist establishment of such concerns, also to act as consultants, supervisors and erection engineers for public, government or semi-government authorities to give advice to buy, sell, import, export to both Indian and foreign clients dealing in all or any kind of manufactured goods.*
  10. *To advise clients on the comparative merit or otherwise of equipment, required by them and pass on their indents to the approved suppliers and/or manufacturers in India and/or abroad and to import on behalf of the clients and for the Company necessary items of machinery, tools etc. needed for the works and to erect, test and run all machinery, equipment's etc., for clients and the Company and to employ experts from any part of the world to inspect the products on behalf of Company's clients in India and/or abroad.*
- d. The Transferee Company is engaged in real estate construction; purchase, sale and trading of building and construction material; and other related activities.
  - e. The present Authorised Share Capital of the Transferee Company is INR 1,15,00,000 divided into 11,50,000 Equity Shares of INR 10 each. The present Issued, Subscribed and

Paid-up Share Capital of the Company is INR 20,00,000 divided into 2,00,000 Equity Shares of INR 10 each.

- f. Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr. Manoj Agarwal 58-A/4, Sainik Farms, New Delhi-110062	00093633	Director
2.	Mr. Mayank Agarwal Sharanam B-2103, Block B Sector-107, Gautam Budh Nagar Noida 201301	00949052	Director & CFO
3.	Mrs. Pragya Agarwal 58-A/4, Sainik Farms, New Delhi-110062	00093526	Managing Director
4.	Mr. Bharat Bhushan Mithal D-157, Sector-40 Noida-201303	01451033	Independent Director
5.	Mr. Manoj Kumar Jain House No-95-B, 1st Floor MIG DDA Flats, Shivam Enclave, Vishwas Nagar, North East Delhi, Delhi-110032	01657817	Independent Director

4. All the Transferor Companies are 100% subsidiaries of the Transferee Company. Whereas the Transferee Company is a public listed company. All the Transferor and Transferee Companies are under common management and control. The present Scheme of Amalgamation will not result in change in management of the Transferee Company.
5. As mentioned above, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Detail of the Core Promoters of the Transferee Company is given below:

Sl. No.	Name, Address	DIN/PAN
1.	Mr. Manoj Agarwal	00093633
2.	Mrs. Pragya Agarwal	00093526

6. The proposed Amalgamation Ayushman Infratech Pvt Ltd, Greatvalue Infrastructure India Ltd and Shri Paras Nath Plastics Pvt Ltd with Shantnu Investments (India) Ltd, will be affected by the arrangement embodied in the Scheme of Amalgamation framed under sections 233 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any.



7. The draft Scheme of Amalgamation was unanimously approved by the respective Board of Directors of the Transferor Companies and the Transferee Company in their respective Board meetings held on 11<sup>th</sup> December, 2017. None of the Directors voted against or abstained from voting on the resolution for approving the Scheme of Amalgamation in the aforesaid meetings.
8. In terms of the provisions of section 233 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, the draft Scheme of Amalgamation was submitted to the Registrar of Companies, Uttar Pradesh, Kanpur; the Registrar of Companies, Delhi and Haryana, New Delhi; the Official Liquidator, Ministry of Corporate Affairs, Uttar Pradesh, Allahabad; the Official Liquidator, Ministry of Corporate Affairs, New Delhi, the Securities and Exchange Board India, Mumbai; Metropolitan Stock Exchange of India Ltd, Mumbai; the jurisdictional offices of the Income Tax Department and other competent authorities, if any.

Comments/suggestions made by some of the aforesaid authorities have been incorporated in the draft Scheme of Amalgamation. The updated/revised Scheme of Amalgamation has been approved, unanimously, by the respective Board of Directors of the Transferor Companies and the Transferee Company in their respective Board meetings held on 14<sup>th</sup> November, 2018. None of the Directors voted against or abstained from voting on the resolution for approving the revised/updated Scheme of Amalgamation in the aforesaid meetings.

Notices of the Extra Ordinary General Meetings of Shareholders of the Transferor Companies and the Transferee Company scheduled to be convened to approve the revised/updated Scheme of Amalgamation, the Explanatory Statement and other papers of these meetings have also been approved unanimously, by the respective Board of Directors of the Transferor Companies and the Transferee Company in the respective Board meetings held on 14<sup>th</sup> November, 2018.

#### **9. Rationale and Benefits of the Scheme:**

The circumstances which justify and/or necessitate the proposed Scheme of Amalgamation of the Transferor Companies with the Transferee Company; and benefits of the proposed amalgamation as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

- a. All the Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company. The proposed Scheme of Amalgamation would result in consolidation of these Wholly Owned Subsidiaries with their Parent/Holding Company.
- b. The proposed Scheme of Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.



- c. Post Scheme, the Transferee Company will enjoy better financial and physical resources. The Scheme of Amalgamation will provide financial stability to the listed Transferee Company which will be beneficial to the public shareholders.
- d. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- e. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- f. The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

## **10. Salient features of the Scheme of Amalgamation**

10.1 The Scheme of Amalgamation, inter alia, provides as under:

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies will be transferred to and vest in the Transferee Company.
- ii. All the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the concerned Transferor Company on the said date.
- iii. Appointed Date for Amalgamation will be 1<sup>st</sup> April, 2018 or such other date, as the Hon'ble Regional Director, Ministry of Corporate Affairs or any other competent authority, may approve.
- iv. Since all the Transferor Companies are wholly owned subsidiary of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation.

**11. Extracts of the Scheme:** Extracts of the selected clauses of the Scheme are given below (*points/clauses referred to in this part are of the Scheme of Amalgamation*):

### **11.1 DEFINITIONS**

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

- a. **"Act"** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other Rules made there under, as the case may be applicable; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.
- b. **"Appointed Date"** means commencement of business on 1<sup>st</sup> April, 2018, or such other date as the Central Government, through the Regional Director, Ministry of Corporate Affairs or any other competent authority, may approve.
- c. **"Board of Directors"** in relation to respective Transferor and Transferee Companies, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee so authorised by the Board, or any person authorised by the Board of Directors or such Committee.
- d. **"Effective Date"** means the date on which the transfer and vesting of the entire undertakings of these Transferor Companies shall take effect, i.e., the date as specified in Clause 5 of this Scheme.
- e. **Regional Director, Ministry of Corporate Affairs** means appropriate Office of the Regional Director, Ministry of Corporate Affairs having territorial jurisdiction to sanction the present Scheme and other connected matters. The Regional Director has been referred to as the RD.

## **11.2 TRANSFER OF UNDERTAKING**

- a. With effect from the commencement of business on 1<sup>st</sup> April, 2018, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, licenses granted by various government authorities for development of real estate projects, lease deeds, lease agreements, conveyance deed, registry, sale agreements, purchase agreements, memorandum of understanding (MOU), joint development agreement, joint venture agreements, award on successful bidding and/or auction, earnest money, deposits, approval/NOC given by various government and other competent authorities like environmental clearances, approval for land use change (CLU), completion

certificate, approval/NOC from fire department, approval/NOC for water, electricity and sewerage, clearance by airport authority, approval/NOC from irrigation department, approval/NOC from forest department, approval/NOC from underground water authority, approval/NOC from national highway authority, approval/NOC from high tension department, all permits and licenses like liquor license, license to run restaurant, lift/escalator license, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trademarks, brands, copy rights; 'Vendor Approvals, registrations with Customers, Pre-Qualifications, experience & credentials, benefits, certifications, quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, authorizations, certification, quality certification, utilities, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 233 of the Act, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.

- b.** Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.
- c.** On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for or not in the books of accounts of the Transferor Companies shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.
- d.** Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, credit of MAT, self-assessment tax paid by or on behalf of the Transferor Companies immediately before the



amalgamation shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes paid (including TDS) by the Transferor Companies from the appointed date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same. Further, upon the Scheme becoming effective, the Transferee Company shall be entitled to carry forward of CENVAT Credit, Value Added Tax Credits, Input Tax Credit under Goods and Service Tax of the Transferor Company.

- e. Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- f. On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns and other statutory filings and returns, filed by it or by the Transferor Companies, if required, and shall have the right to claim refunds, depreciation benefits, advance tax credits, etc., if any.
- g. All other assets & liabilities of the Transferor Companies, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the Appointed Date.

### **11.3 OPERATIVE DATE OF THE SCHEME**

- a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Regional Director under Sections 233 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.
- b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

### **11.4 Upon this Scheme becoming finally effective:**

- a. Entire Issued Share Capital and share certificates of the Transferor Companies shall automatically stand cancelled. Shareholders of the Transferor Companies will not be required to surrender the Share Certificates held in the Transferor Companies.
- b. Cross holding of shares between the Transferor Companies and the Transferee Company on the record date, if any, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor and the Transferee Companies, as the case may be, and sanction by the Regional Director under section

233 of the Companies Act, 2013, shall be sufficient compliance with the provisions of section 66 of the Companies Act, 2013, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any. Such reduction would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital.

- c. The name of the Transferee Company shall be replaced with the name of the Transferor Company No. 1-Ayushman Infratech Ltd. accordingly; name of the Transferee Company will be changed to Ayushman Infratech Ltd. The Transferee Company will make necessary application to the concerned Registrar of Companies and other competent authorities, if any, and will comply with the applicable provisions of the Companies Act, 2013, Rules made there under and other applicable provisions, if any, in this regard. It is, however, clarified that approval of this Scheme by the Shareholders of the Transferee Company shall be sufficient compliance with the provisions of section 13 of the Companies Act, 2013, Rules made there under and other applicable provisions, if any, relating to such change of name and other connected matters. Fresh approval of the members of the Transferee Company will not be required for such change of name.
- d. The authorised share capital of the Transferor Companies shall be added to and shall form part of the authorised share capital of the Transferee Company. Accordingly, the authorised share capital of the Transferee Company shall stand increased to the extent of the aggregate authorised share capital of the Transferor Companies as on the effective date. In terms of the provisions of section 233(11) of the Companies Act, 2013, and other applicable provisions, if any, the aggregate fees paid by the Transferor Companies on the authorised capital shall be set-off against the fees payable by the Transferee Company on the increase in the authorised share capital as mentioned above. It is hereby clarified that the Transferee Company will pay the balance fee and other charges, if any, on the aforesaid increase in the authorised share capital after deducting the aggregate fees and other charges, if any, paid by the Transferor Companies on their respective pre-merger authorised share capital.

Clause V/Capital Clause of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company shall stand modified to give effect to the aforesaid increase in the authorised share capital of the Transferee Company. Approval of the present Scheme of Amalgamation by the Shareholders of the Transferor/Transferee Companies will be sufficient for the aforesaid modification in Clause V of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company and no further approval will be required for the same.



- e. *Metropolitan Stock Exchange of India Ltd (MSEI) will act as the Designated Stock Exchange for the purposes of this Scheme, to the extent required.*

**The aforesaid are the salient features/selected extracts of the Scheme of Amalgamation. Please read the entire text of the Scheme of Amalgamation to get acquainted with the complete provisions of the Scheme.**

12. The proposed Scheme of Amalgamation is for the benefit of all the Companies, their Shareholders and other stakeholders. It is fair and reasonable and is not detrimental to the interest of the public. It is not prejudicial to any person.
13. As mentioned above, since all the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation. Accordingly, Report on Valuation of Shares and Share Exchange Ratio as well as Fairness Opinion are not required/applicable in the present case.
14. The present Scheme of Amalgamation, if approved by the members and creditors of the Transferor Companies No. 1 to 3 and the Transferee Company, to the extent required, accorded either by way of a resolution passed in duly convened meeting(s) or through written consent/NOC or otherwise, will be subject to the subsequent approval of the Central Government through the Hon'ble Regional Director, Ministry of Corporate Affairs. No specific approval is required to be obtained from any other government authority to the present Scheme of Amalgamation.
15. No proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013, or under the provisions of the Companies Act, 1956, are pending against the Transferor Companies or the Transferee Company.
16. Shareholding of the Directors and Key Managerial Personnel of the Transferor Company No. 1, in the Transferor Companies No. 1, 2 & 3 and in the Transferee Company either singly or jointly or as nominee, is as under:

Sl. No.	Name of Director/KMP and Designation	No. of Equity Shares held			
		Transferor Co. 1	Transferor Co. 2	Transferor Co. 3	Transferee Company
1.	Mr. Ashish Jain	1	-	-	5000
2.	Mrs. Rekha jain	-	-	-	2000

17. Shareholding of the Directors and Key Managerial Personnel of the Transferor Company No. 2, in the Transferor Companies No. 2, 1 & 3 and in the Transferee Company either singly or jointly or as nominee, is as under:

Sl.	Name	of	No. of Equity Shares held
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		Transferor Co. 2	Transferor Co. 1	Transferor Co. 3	Transferee Company
1.	Mr. Manoj Agarwal	1	-	0	36400
2.	Mrs Pragya Agarwal	1	-	1	5600
3.	Mr. Payas Agarwal	1	-	0	-

18. Shareholding of the Directors and Key Managerial Personnel of the Transferor Company No. 3, in the Transferor Companies No. 3, 1&2 and in the Transferee Company either singly or jointly or as nominee, is as under:

Sl. No.	Name of Director/KMP and Designation	No. of Equity Shares held			
		Transferor Co. 3	Transferor Co. 1	Transferor Co. 2	Transferee Company
1.	Mr. Payas Agarwal	-	-	1	-
2.	Mrs. Pragya Agarwal	1	-	1	5600

19. Shareholding of the Directors and Key Managerial Personnel of the Transferee Company, in the Transferee Company and in the Transferor Companies No. 1, 2 & 3 either singly or jointly or as nominee, is as under:

Sl. No.	Name of Director/KMP and Designation	No. of Equity Shares held			
		Transferee Company	Transferor Co. 1	Transferor Co. 2	Transferor Co. 3
1.	Mr Manoj Agarwal	36400	-	1	-
2.	Mrs Pragya Agarwal	5600	-	1	1
3.	Mr. Mayank Agarwal	20000	-	-	-
4.	Mr. Bharat Bhushan Mithal	-	-	-	-
5.	Manoj Kumar Jain	-	-	-	-

20. Pre-Amalgamation Capital Structure of the Transferor Companies No. 1 to 3 is given below:

- The present Authorised Share Capital of the Transferor Company No. 1 is INR 40,00,000 divided into 4,00,000 Equity Shares of INR 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR 40,00,000 divided into 4,00,000 Equity Shares of INR 10 each.
- The present Authorised Share Capital of the Transferor Company No. 2 is INR 2,50,00,000 divided into 25,00,000 Equity Shares of INR 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR 6,85,000 divided into 68,500 Equity Shares of INR 10 each.
- The present Authorised Share Capital of the Transferor Company No. 3 is INR 15,00,000 divided into 1,50,000 Equity Shares of INR 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR 13,53,870 divided into 1,35,387 Equity Shares of INR 10 each.

On the Scheme become effective, the Transferor Companies No. 1 to 3 shall be dissolved without the process of winding up.

- 21.** Pre-amalgamation Capital Structure of the Transferee Company: The present Authorised Share Capital of the Transferee Company is INR 1,15,00,000 divided into 11,50,000 Equity Shares of INR 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is INR 20,00,000 divided into 2,00,000 Equity Shares of INR 10 each.
- 22.** Pre-Scheme Equity Shareholding Pattern of the Transferee Company is given below:

Sl. No.	Category	Pre- Merger	
		No. of Shares	% of holding
1.	Promoter & Promoter Group	42000	21%
2.	Public	158000	79%
3.	Shares underlying DRs	-	-
4.	Shares held by Employee Trusts	-	-
5.	Non-Promoter Non Public	-	-
<b>TOTAL</b>		<b>2,00,000</b>	<b>100%</b>

Detailed pre-Scheme Equity Shareholding Pattern of the Transferee Company is enclosed herewith.

- 23.** Since all the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation. There will not be any change in post-merger Capital Structure of the Transferee Company.
- 24.** As mentioned above, all the Transferor Companies No. 1 to 3 are wholly owned subsidiaries of the Transferee Company. Entire issued and paid up share capital of the Transferor Companies No. 1 to 3 is held by the Transferee Company and its nominee shareholders. Hence, pre-Scheme Equity Shareholding Pattern of the Transferor Companies No. 1 to 3 is not relevant.
- 25. Effect of the Scheme on the Promoters, Directors, Shareholders, etc.:**
- 25.1** As mentioned above, since all the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation. Promoters and/or Directors of the Transferor Companies and of the Transferee Company are deemed to be interested in the proposed Scheme of Amalgamation to the extent of loan given to and remuneration drawn from, as the case may be, the respective Companies. Similarly, Key Managerial Personnel (KMP) of the Transferor Companies and of the Transferee Company may also be deemed to be interested in the proposed Scheme to the extent of loan given to and remuneration drawn from, as the case may be, the respective Companies.



- 25.2 The proposed Scheme of Amalgamation would not have any effect on the material interest of the Promoters, Directors and Key Managerial Personnel of the Transferor Companies and of the Transferee Company different from that of the interest of other shareholders, creditors and employees of these Companies.
- 25.3 The proposed Scheme of Amalgamation does not envisage any corporate debt restructuring. There is no proposal to restructure or vary the debt obligation of the Transferor Companies or the Transferee Company towards their respective creditors. The proposed Scheme of Amalgamation will not adversely affect the rights of any of the creditors of the Transferor Companies or of the Transferee Company in any manner whatsoever.
- 25.4 The proposed Scheme of Amalgamation will not have any adverse effect on the secured creditors, un-secured creditors, employees and other stakeholders, if any, of the Transferor Companies or of the Transferee Company.
26. Total amount due to Un-secured Creditors (including statutory and other dues, etc.), as per the un-audited Financial Statements (provisional) for the period ended 30<sup>th</sup> September, 2018, is given below:

<b>Sl. No.</b>	<b>Total amount due to Un-secured Creditors in</b>	<b>Amount In (Rs.)</b>
1.	Transferor Company No. 1- Ayushman Infratech Pvt Ltd	2,12,56,335/-
2.	Transferor Company No. 2- Greatvalue Infrastructure India Ltd	3,47,97,775/-
3.	Transferor Company No. 3- Shri Paras Nath Plastics Pvt Ltd	25,990/-
4.	Transferee Company- Shantnu Investments (India) Ltd	1,73,40,908/-

27. The following documents will be available for inspection or for obtaining extracts from or for making or obtaining copies of, by the members at the registered office of the Transferor Companies and of the Transferee Company on any working day from the date of this notice till the date of meeting between 11.00 A.M. to 4.00 P.M.:
- The Memorandum and Articles of Association of the Transferor Companies and of the Transferee Company.
  - The Audited Financial Statements of the Transferor Companies and of the Transferee Company for the last 3 years ended 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2017 and 31<sup>st</sup> March, 2018, as approved by the Members of these Companies in the respective Annual General Meeting.
  - Un-audited Financial Statements (provisional) of the Transferor Company and of the Transferee Company for the period ended 30<sup>th</sup> September, 2018.



- d. Registers of Particulars of Directors and KMP and their Shareholding of the Transferor Companies and the Transferee Company.
  - e. Copy of the Declaration of Solvency.
  - f. Copy of the proposed Scheme of Amalgamation.
  - g. Copy of the Certificate issued by the Statutory Auditors of the Transferor Companies and of the Transferee Company to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
28. A copy of the Scheme of Amalgamation, Declaration of Solvency, Explanatory Statement, Form of Proxy, Attendance Slip and other annexure may be obtained free of charge on any working day (except Saturday) prior to the date of meeting, from the registered office of the Transferor Companies and of the Transferee Company or from the office of their Legal Counsel- Mr. Rajeev K Goel, Advocate, M/s Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar-II, Delhi Meerut Expressway/ NH-24, Delhi-110 091, India, Mobile: 093124 09354, e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com); Website: [www.rgalegal.in](http://www.rgalegal.in). The aforesaid documents are also being placed on the web-site of the Transferee Company: [www.shantnuinvestments.com](http://www.shantnuinvestments.com).
29. Please note that Shareholders of the Transferor Companies and the Transferee Company may attend and vote in the respective meetings either in person or by proxies. Proxies need not be a Shareholder of the concerned Transferor Company and/or the Transferee Company. In addition to the above, Shareholders of the Transferee Company may also vote through electronic means. Instructions for voting through electronic means is being sent along with the notice of Extra Ordinary General Meeting of the Shareholders of the Transferee Company.

Dated this 14<sup>th</sup> November, 2018

**For and on behalf of the Board of  
Directors  
For Shantnu Investments (India)  
Ltd**

FOR SHANTNU INVESTMENTS (INDIA) LTD.



Company Secretary

**Preeti Sharma  
Company secretary  
M.No: A42173**

**SCHEME OF AMALGAMATION**  
**OF**  
**AYUSHMAN INFRATECH PVT LTD,**  
**GREATVALUE INFRASTRUCTURE INDIA LTD**  
**AND**  
**SHRI PARAS NATH PLASTICS PVT LTD**  
**WITH**  
**SHANTNU INVESTMENTS (INDIA) LTD**

**AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTION 233 OF THE COMPANIES ACT, 2013, AND OTHER APPLICABLE PROVISIONS, IF ANY**

**1.1 DEFINITIONS**

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

- a. **"Act"** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other Rules made there under, as the case may be applicable; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.
- b. **"Appointed Date"** means commencement of business on 1<sup>st</sup> April, 2018, or such other date as the Central Government, through the Regional Director, Ministry of Corporate Affairs or any other competent authority, may approve.
- c. **"Board of Directors"** in relation to respective Transferor and Transferee Companies, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee so authorised by the Board, or any person authorised by the Board of Directors or such Committee.
- d. **"Effective Date"** means the date on which the transfer and vesting of the entire undertakings of these Transferor Companies shall take effect, i.e., the date as specified in Clause 5 of this Scheme.

- e. **Regional Director**, Ministry of Corporate Affairs means appropriate Office of the Regional Director, Ministry of Corporate Affairs having territorial jurisdiction to sanction the present Scheme and other connected matters. The Regional Director has been referred to as the RD.
- f. **"Scheme"** means the present Scheme of Amalgamation framed under the provisions of section 233 of the Companies Act, 2013, and other applicable provisions, if any, where under the Transferor Companies are proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon'ble Regional Director or as may otherwise be deemed fit by the Board of Directors of these Companies.
- g. **"Transferor Company No. 1"** means **Ayushman Infratech Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at A-3, House No. 66, Bihari Nagar, Navyug Market, Ghaziabad-201001, Uttar Pradesh; e-mail: [ayushmaninfra2010@gmail.com](mailto:ayushmaninfra2010@gmail.com).

The Transferor Company No. 1-Ayushman Infratech Pvt Ltd [Corporate Identification No. (CIN): U70100UP2010PTC054795; Income Tax Permanent Account No. (PAN): AAICA9412D] was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 29<sup>th</sup> October, 2010 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Uttar Pradesh as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, Noida vide Order dated 31<sup>st</sup> December, 2012. The Registrar of Companies, Uttar Pradesh, registered the aforesaid order on 29<sup>th</sup> January, 2013 and allotted a new CIN to the Company.

- h. **"Transferor Company No. 2"** means **Greatvalue Infrastructure India Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at DSC-319, DLF South Court, Saket, New Delhi-110017; e-mail: [kuldeep.sharma@greatvalueindia.com](mailto:kuldeep.sharma@greatvalueindia.com).

The Transferor Company No. 2-Greatvalue Infrastructure India Ltd [Corporate Identification No. (CIN): U45203DL2004PLC130514; Income Tax Permanent Account No. (PAN): AACCK6764A] was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and Style as 'Kanha Projects Development India Ltd' vide Certificate of Incorporation dated 10<sup>th</sup> November, 2004 issued by the Registrar of Companies,

NCT of Delhi and Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 24<sup>th</sup> March, 2006 by the Registrar of Companies, Delhi & Haryana, New Delhi. Name of the Company was changed to its present name 'Greatvalue Infrastructure India Ltd' vide Fresh Certificate of Incorporation dated 5<sup>th</sup> September, 2008 issued by the Registrar of Companies, New Delhi.

- i. **"Transferor Company No. 3"** means **Shri Paras Nath Plastics Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at DSC-319, DLF South Court, Saket, New Delhi-110017; e-mail: [rajansiingh@gmail.com](mailto:rajansiingh@gmail.com).

The Transferor Company No. 3-Shri Paras Nath Plastics Pvt Ltd [Corporate Identification No. (CIN): U25209DL1996PTC077971; Income Tax Permanent Account No. (PAN): AAGCS3169P] (hereinafter referred to as "the Transferor Company No. 3/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> April, 1996 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

- j. **"Transferor Companies"** mean Ayushman Infratech Pvt Ltd, Greatvalue Infrastructure India Ltd and Shri Paras Nath Plastics Pvt Ltd, collectively or any one or more of them as the context requires.
- k. **"Transferee Company"** means **Shantnu Investments (India) Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at DSC-319, DLF South Court, Saket, New Delhi-110017; e-mail: [cs@greatvalueindia.com](mailto:cs@greatvalueindia.com).

The Transferee Company-Shantnu Investments (India) Ltd [Corporate Identification No. (CIN): L65993DL1973PLC006795; Income Tax Permanent Account No. (PAN): AABCS9909C] (hereinafter referred to as "the Transferee Company/the Company") was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 28<sup>th</sup> August, 1973 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 21<sup>st</sup> September, 1973 by the Registrar of Companies, Delhi & Haryana, New Delhi.

## 1.2 SHARE CAPITAL

- i. The present Authorised Share Capital of the Transferor Company No. 1 is ₹40,00,000 divided into 4,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the



Company is ₹40,00,000 divided into 4,00,000 Equity Shares of ₹10 each.

- ii. The present Authorised Share Capital of the Transferor Company No. 2 is 2,50,00,000 divided into 25,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is 6,85,000 divided into 68,500 Equity Shares of ₹10 each.
- iii. The present Authorised Share Capital of the Transferor Company No. 3 is ₹15,00,000 divided into 1,50,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹13,53,870 divided into 1,35,387 Equity Shares of ₹10 each.
- iv. The present Authorised Share Capital of the Transferee Company is ₹1,15,00,000 divided into 11,50,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹20,00,000 divided into 2,00,000 Equity Shares of ₹10 each.
- v. All the Transferor Companies No. 1 to 3 are wholly owned subsidiaries of the Transferee Company. Entire share capital of the Transferor Companies No. 1 to 3 is beneficially held by the Transferee Company. The Transferee Company is a public limited company listed on Metropolitan Stock Exchange of India Ltd.

### 1.3 Rationale and Benefits of the Scheme:

The circumstances which justify and/or necessitate the proposed Scheme of Amalgamation of the Transferor Companies with the Transferee Company; and benefits of the proposed amalgamation as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

- a. All the Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company. The proposed Scheme of Amalgamation would result in consolidation of these Wholly Owned Subsidiaries with their Parent/Holding Company.
- b. The proposed Scheme of Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.
- c. Post Scheme, the Transferee Company will enjoy better financial and physical resources. The Scheme of Amalgamation will provide

financial stability to the listed Transferee Company which will be beneficial to the public shareholders.

- d.** The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- e.** The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- f.** The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

## **2. TRANSFER OF UNDERTAKING**

- a.** With effect from the commencement of business on 1<sup>st</sup>April, 2018, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, licenses granted by various government authorities for development of real estate projects, lease deeds, lease agreements, conveyance deed, registry, sale agreements, purchase agreements, memorandum of understanding (MOU), joint development agreement, joint venture agreements, award on successful bidding and/or auction, earnest money, deposits, approval/NOC given by various government and other competent authorities like environmental clearances, approval for land use change (CLU), completion certificate, approval/NOC from fire department, approval/NOC for water, electricity and sewerage, clearance by airport authority, approval/NOC from irrigation department, approval/NOC from forest department, approval/NOC from underground water authority, approval/NOC from national

highway authority, approval/NOC from high tension department, all permits and licenses like liquor license, license to run restaurant, lift/escalator license, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trademarks, brands, copy rights; Vendor Approvals, registrations with Customers, Pre-Qualifications, experience & credentials, benefits, certifications, quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, authorizations, certification, quality certification, utilities, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Companies(hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 233 of the Act, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.

- b.** Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.
- c.** On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for or not in the books of accounts of the Transferor Companies shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.
- d.** Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, credit of MAT, self-assessment tax paid by or on behalf of the

Transferor Companies immediately before the amalgamation shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes paid (including TDS) by the Transferor Companies from the appointed date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same. Further, upon the Scheme becoming effective, the Transferee Company shall be entitled to carry forward of CENVAT Credit, Value Added Tax Credits, Input Tax Credit under Goods and Service Tax of the Transferor Company.

- e. Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- f. On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns and other statutory filings and returns, filed by it or by the Transferor Companies, if required, and shall have the right to claim refunds, depreciation benefits, advance tax credits, etc., if any.
- g. All other assets & liabilities of the Transferor Companies, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the Appointed Date.

### **3. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

- a. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which the Transferor Companies is a party, subsisting or having effect immediately before or after the Effective date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if instead of the Transferor Companies, the Transferee Company had been a party thereto.
- b. The transfer of the said assets and liabilities of the Transferor Companies to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Companies on or after the Appointed Date.



- c. The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Companies or in favour of any other party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and, to implement and carry out all such formalities or compliance referred to above on the part/benefit of the Transferor Companies to be carried out or performed.

#### **4. LEGAL PROCEEDINGS**

All legal proceedings of whatever nature by or against the Transferor Companies pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

#### **5. OPERATIVE DATE OF THE SCHEME**

- a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Regional Director under Sections 233 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.
- b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

#### **6. DISSOLUTION OF TRANSFEROR COMPANIES**

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Companies shall stand dissolved without the process of winding up.

#### **7. EMPLOYEES OF TRANSFEROR COMPANIES**

- a. All the employees of the Transferor Companies in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the

Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.

- b.** Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Companies, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continued for the purpose of the aforesaid funds or provisions.

## **8. CONDUCT OF BUSINESS BY TRANSFEROR & TRANSFEEE COMPANIES**

From the Appointed Date until the Effective Date, the Transferor Companies

- a.** Shall stand possessed of all its assets and properties referred to in Clause 2 above, in trust for the Transferee Company.
- b.** Shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee Company. Any income or profit accruing to the Transferor Companies and all costs, charges and expenses or loss arising or incurring by the Transferor Companies on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

## **9. ISSUE OF SHARES BY TRANSFEEE COMPANY**

Since all the Transferor Companies are wholly owned subsidiary of the Transferee Company, no new share will be issued by the Transferee Company pursuant to this Scheme.

## **10. Upon this Scheme becoming finally effective:**

- a.** Entire Issued Share Capital and share certificates of the Transferor Companies shall automatically stand cancelled. Shareholders of the

Transferor Companies will not be required to surrender the Share Certificates held in the Transferor Companies.

- b.** Cross holding of shares between the Transferor Companies; and between the Transferor Companies and the Transferee Company on the record date, if any, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor and the Transferee Companies, as the case may be, and sanction by the Regional Director under section 233 of the Companies Act, 2013, shall be sufficient compliance with the provisions of section 66 of the Companies Act, 2013, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any. Such reduction would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital.
- c.** The name of the Transferee Company shall be replaced with the name of the Transferor Company No. 1-Ayushman Infratech Ltd. Accordingly, name of the Transferee Company will be changed to Ayushman Infratech Pvt Ltd. The Transferee Company will make necessary application to the concerned Registrar of Companies and other competent authorities, if any, and will comply with the applicable provisions of the Companies Act, 2013, Rules made thereunder and other applicable provisions, if any, in this regard. It is, however, clarified that approval of this Scheme by the Shareholders of the Transferee Company shall be sufficient compliance with the provisions of section 13 of the Companies Act, 2013, Rules made thereunder and other applicable provisions, if any, relating to such change of name and other connected matters. Fresh approval of the members of the Transferee Company will not be required for such change of name.]
- d.** The authorised share capital of the Transferor Companies shall be added to and shall form part of the authorised share capital of the Transferee Company. Accordingly, the authorised share capital of the Transferee Company shall stand increased to the extent of the aggregate authorised share capital of the Transferor Companies as on the effective date. In terms of the provisions of section 233(11) of the Companies Act, 2013, and other applicable provisions, if any, the aggregate fees paid by the Transferor Companies on the authorised capital shall be set-off against the fees payable by the Transferee Company on the increase in the authorised share capital as mentioned above. It is hereby clarified that the Transferee Company will pay the balance fee and other charges, if any, on the aforesaid increase in the authorised share capital after deducting the aggregate fees and other charges, if any, paid by the Transferor Companies on their respective pre-merger authorised share capital.

Clause V/Capital Clause of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company shall stand modified to give effect to the aforesaid increase in the authorised share capital of the Transferee Company. Approval of the present Scheme of Amalgamation by the Shareholders of the Transferor/Transferee Companies will be sufficient for the aforesaid modification in Clause V of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company and no further approval will be required for the same.

- e. Metropolitan Stock Exchange of India Ltd (MSEI) will act as the Designated Stock Exchange for the purposes of this Scheme, to the extent required.

## **11. ACCOUNTING FOR AMALGAMATION**

Upon the Scheme becoming effective, amalgamation of the Transferor Companies with the Transferee Company will be accounted for in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under section 133 of the Companies Act, 2013, Rules made thereunder, and Generally Accepted Accounting Principles in India (Indian GAAP), as the case may be.

In terms of the Accounting Standard (AS) 14, amalgamation of the Transferor Companies with the Transferee Company will be accounted in the following manner:

- a. The amalgamation shall be an 'amalgamation in the nature of merger' as defined in the Accounting Standard (AS) 14 as prescribed under the Companies (Accounting Standards) Rules, 2006, and shall be accounted for under the 'pooling of interests' method in accordance with the said AS-14.
- b. Accordingly, all the assets and liabilities recorded in the books of the Transferor Companies shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at the respective book values as reflected in the books of the Transferor Companies as on the Appointed Date.
- c. Cross investments or other inter-company balances, if any, will stand cancelled.
- d. All the reserves of the Transferor Companies under different heads shall become the corresponding reserves of the Transferee Company. Similarly, balance in the Profit & Loss Accounts of the Transferor and Transferee Companies will also be clubbed together.



- e. In accordance with the Accounting Standard 14, any deficit arising out of amalgamation (including on account of cancellation of cross holdings or any other inter-company balances) shall be adjusted against reserves and surplus, if any, in the books of the Transferee Company. Whereas any surplus arising out of Amalgamation (including on account of cancelling of cross holdings or any other inter-company balances) shall be credited to capital reserve.
- f. Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation.

It is, however, clarified that in case of applicability of the Ind AS as prescribed under the Companies (Indian Accounting Standards) Rules, 2015, amalgamation of the Transferor Companies with the Transferee Company will be accounted for in the manner as provided in the applicable Ind AS.

## **12. APPLICATION TO REGIONAL DIRECTOR**

- a. The Transferor Companies shall make joint/separate applications/petitions under the provisions of sections 233 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, to the Hon'ble Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, for sanctioning of this Scheme, dissolution of the Transferor Companies without the process of winding up and other connected matters.
- b. The Transferee Company shall also make joint/separate application(s)/petition(s) under the provisions of sections 233 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, to the Hon'ble Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, for sanctioning of this Scheme and other connected matters.

## **13. COMPLIANCE WITH SEBI REGULATIONS**

- a. Since the present Scheme solely provides for amalgamation of wholly owned subsidiaries with their parent company, no formal approval, NOC or vetting is required from the Stock Exchange or SEBI for the Scheme, in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017, and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017, and applicable provisions, if any.

- b.** In terms of the SEBI Regulations, the present Scheme of Amalgamation is only required to be filed with Metropolitan Stock Exchange of India Ltd(MSEI) for the purpose of disclosure and dissemination on its website.
- c.** The Transferee Company will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in connection with this Scheme and other connected matters.

#### **14. MODIFICATIONS/AMENDMENTS TO THE SCHEME**

- a.** The Transferor Companies and the Transferee Company through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Regional Director and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.
- b.** In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.
- c.** The Transferor Companies and/or the Transferee Company shall be at liberty to withdraw from this Scheme in case any condition, alteration or modification, imposed or suggested by the Regional Director or any other competent authority, is not acceptable to them; or as may otherwise be deemed fit or proper by any of these Companies. The Transferor Companies and/or the Transferee Company will not be required to assign the reason for withdrawing from this Scheme.

#### **15. INTERPRETATION**

If any doubt or difference or issue arises between the Transferor Companies and the Transferee Company or any of their Shareholders or Creditors and/or any other person as to the construction hereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to Mr Rajeev K Goel, LLB, FCS, Advocate, 785, Pocket-E, Mayur Vihar II, Delhi Meerut Expressway/NH-24, Delhi 110091, Phone 9312409354, e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com), Web-site:

[www.rgalegal.in](http://www.rgalegal.in), whose decision shall be final and binding on all concerned.

## **16. EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges and expenses of the Transferor Companies and the Transferee Company incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

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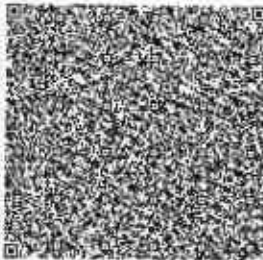
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# INDIA NON JUDICIAL

Government of National Capital Territory of Delhi

## e-Stamp

Certificate No.	: IN-DL84549121814710Q
Certificate Issued Date	: 05-Feb-2018 05:21 PM
Account Reference	: IMPACC (IV)/ dl732103/ DELHI/ DL-DLH
Unique Doc. Reference	: SUBIN-DL73210372421994150202Q
Purchased by	: SHANTNU INVESTMENTS INDIA LTD
Description of Document	: Article 4 Affidavit
Property Description	: Not Applicable
Consideration Price (Rs.)	: 0 (Zero)
First Party	: SHANTNU INVESTMENTS INDIA LTD
Second Party	: Not Applicable
Stamp Duty Paid By	: SHANTNU INVESTMENTS INDIA LTD
Stamp Duty Amount(Rs.)	: 100 (One Hundred only)



Please write or type below this line.

This stamp paper covers part & parcel of the attached form CA-10 (Declaration of solvency).

For Shantnu Investments (India) Ltd.

*Pragya Agarwal*  
Director

For Shantnu Investments (India) Ltd.

*Pragya*  
Director

Director

**FORM NO. CAA.10**

**[Pursuant to section 233(1)(c) and rule 25(2)]**

**Declaration of solvency**

**1. (a) Corporate identity number (CIN) of company:** L65993DL1973PLC006795

**(b) Global location number (GLN) of company:** Not Applicable

**2. (a) Name of the company:** Shantnu Investments (India) Ltd

**(b) Address of the registered office of the company:** DSC-319, DLF South Court, Saket, New Delhi- 110017.

**(c) E-mail ID of the company:** cs@greatvalueindia.com

**3. (a) Whether the company is listed:** yes

**(b) If listed, please specify the name(s) of the stock exchange(s) where listed:** Metropolitan Stock Exchange of India Limited ( in short "MSEI")

**4. Date of Board of Directors' resolution approving the scheme:** 11<sup>th</sup> December, 2017

For Shantnu Investments (India) Ltd.

*Rajendra Agarwal*  
Director

For Shantnu Investments (India) Ltd.

*Maya*  
Dire





### **Declaration of solvency**

We, the directors of **Shantnu Investments (India) Ltd** do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at **31<sup>st</sup> December 2017**, being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed upto date with the Registrar of Companies- Delhi.

### **Signed for and behalf of the board of directors**

For Shantnu Investments (India) Ltd. For Shantnu Investments (India) Ltd.

**Date: 14.02.2018**  
**Place: New Delhi**

*Pragya Agarwal*  
Director  
**Pragya Agarwal**  
Managing Director  
DIN: 00093526

*Mayank*  
Director  
**Mayank Agarwal**  
Director & CFO  
DIN:-00949052



## Verification

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the Scheme of Amalgamation of Ayushman Infratech Pvt Ltd, Greatvalue Infrastructure India Ltd and Shri Paras Nath Plastics Pvt Ltd with Shantnu Investments (India) Ltd is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

**Verified this day the 14<sup>th</sup> day of February, 2018**

For Shantnu Investments (India) Ltd. For Shantnu Investments (India) Ltd.

*Pragya Agarwal*  
Director  
**Pragya Agarwal**  
Managing Director  
DIN: 00093526

*Mayank*  
Director  
**Mayank Agarwal**  
Director & CFO  
DIN:-00949052

Solemnly affirmed and declared at New Delhi the 14th day of February, 2018 before me.

### Attachments:

- Copy of board resolution
- Statement of assets and liabilities
- Auditor's report on the statement of assets and liabilities as at 31.12.2017.



**M.K. SINGH**  
Delhi Notary

ATTESTED

*Map to the venue of the Extra-Ordinary General Meeting (AGM) of Shantnu Investments (India) Limited*



***\*DSC-319, DLF South Court, Saket, New Delhi-110017***