

MIDKOT INVESTMENTS PVT. LTD.

(FORMERLY : MIDKOT TRADES PVT. LTD.)

Regd. Office :

687, Anandapur, E. M. Bypass, 2nd Floor
Kolkata - 700 107 Phone: 6613 6264
E-mail : panemamatics@emamigroup.com

Date: 10/12/2021

The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra - Kurla Complex
Bandra(E)
Mumbai - 400 051

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001

The Company Secretary
Emami Realty Limited
Acropolis 13th floor,
1858/1, Rajdanga Main Road,
Kolkata-700107

Dear Sirs,

Sub: Disclosure under regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed herewith disclosure in terms of Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information & record.

Thanking you,

Yours faithfully,

For and on behalf of Promoter and Promoter Group of Emami Realty Limited.
Midkot Investments Private Limited


Sankinath Paul
Authorised Signatory
Encl: a/a

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Emami Realty Limited (The "Company")			
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer- Midkot Investments Private Limited PACs- Please refer Table 1			
Whether the acquirer belongs to Promoter / Promoter group	The Acquirer is a part of the Promoter group of the Company			
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; National Stock Exchange of India Limited The Calcutta Stock Exchange Limited			
Details of the acquisition / disposal as follows	Number	% w.r.t. total Share / voting capital wherever applicable (%)	% w.r.t. total diluted share / voting capital of the TC (**)	
<u>Before the acquisition / disposal under consideration, holding of:</u>				
a) Shares carrying voting rights (Note: Refer Table 1)	2,40,14,150	63.4558%	63.4558%	
b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	-	-	-	
c) Voting rights (VR) otherwise than by equity shares	-	-	-	
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-	
e) Total (a+c+d)	2,40,14,150	63.4558%	63.4558%	
<u>Details of acquisition / sale</u>				
a) Shares carrying voting rights acquired / sold Midkot Investments Private Limited	36,143	0.10%	0.10%	
b) VRs acquired / sold otherwise than by shares	-	-	-	
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	-	
d) Shares encumbered / invoked / released by the acquirer	-	-	-	
e) Total (a+b+c)	36,143	0.10%	0.10%	

For MIDKOT INVESTMENTS PVT. LTD.

Director / Authorised Signatory

After the acquisition / sale, holding of:			
a) Shares carrying voting rights (Note: Refer Table 1)	2,40,14,150	63.4558%	63.4558%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by equity shares	-	-	-
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+c+d) (Note- Refer Table 1)	2,40,14,150	63.4558%	63.4558%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential issue / inter-se transfer etc.) Acquisition pursuant to Scheme of Arrangement approved by Hon'ble National Company Law Tribunal, Kolkata providing for amalgamation of Pan Emami Cosmed Limited, Emami Capital Markets Limited, TMT Viniyogan Limited, New Way Constructions Limited, Sundew Finance Private Limited, Ramshila Enterprises Private Limited, EFL Foods Limited, Meda Chemical & Research Works Limited, Karan Business Private Limited, ZEN Business Private Limited, Sneha Abasan Private Limited and Sucha Niketan Private Limited (hereinafter collectively referred to as 'Transferor Companies') with Midkot Investments Private Limited ('Transferee Company') vide its order No. C.P. (CAA) No. 89/KB/2021 connected with C.A. (CAA) No. 1237/KB/2020 dated 15/11/2021. All the shares of Emami Realty Ltd held by TMT Viniyogan Limited, PAN Emami Cosmed Limited and Emami Capital Markets Limited have been transferred to Midkot Investments Private Limited as per above scheme.			
Date of acquisition / sale of shares / VR or date of receipt of intimation of issue of shares, whichever is applicable	09/12/2021		
Equity share capital / total voting capital of the TC before the said acquisition / sale (*)	Number: 3,78,43,889 equity shares of Rs. 2 each Amount: Rs.75,68,77,78		
Equity share capital / total voting capital of the TC after the said acquisition / sale	Number: 3,78,43,889 equity shares of Rs. 2 each Amount: Rs.75,68,77,78		
Total diluted share / voting capital of the TC after the said acquisition / sale	Number: 3,78,43,889 equity shares of Rs. 2 each Amount: Rs.75,68,77,78		

For MIDKOT INVESTMENTS PVT. LTD.


Director / Authorised Signatory

Note:

(*) Total share capital / voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the listing Agreement [Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015].. – The paid-up share capital of the Company is Rs. Rs.75,68,77,78.

(**) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For and on behalf of Promoter and Promoter Group of Emami Realty Limited.
Midkot Investments Private Limited


Santinath Paul
Authorised Signatory



	Category & Name of the Shareholders	PAN	Before Merger			Post Merger		
			No. of fully paid up equity shares held	Shareholding % having voting rights (including shares encumbered)	Shareholding % encumbered	No. of fully paid up equity shares held	Shareholding % having voting rights (including shares encumbered)	Shareholding % encumbered
(1)	Indian							
	PACs							
(a)	Individuals/Hindu undivided Family		2680502	7.0831	-	2680502	7.0831	-
	PRITI A SUREKA		9,33,880	2.4677	-	9,33,880	2.4677	-
	PRASHANT GOENKA		40366	0.1067	-	40366	0.1067	-
	SUSHIL KUMAR GOENKA		40166	0.1061	-	40166	0.1061	-
	MANISH GOENKA		40122	0.1060	-	40122	0.1060	-
	ASHISH GOENKA		40000	0.1057	-	40000	0.1057	-
	ROHINI RAJ SUREKA		33333	0.0881	-	33333	0.0881	-
	VIDHISHREE AGARWAL		26666	0.0705	-	26666	0.0705	-
	VIDULA AGARWAL		26666	0.0705	-	26666	0.0705	-
	MOHAN GOENKA		25716	0.0680	-	25716	0.0680	-
	ADITYA VARDHAN AGARWAL		22099	0.0584	-	22099	0.0584	-
	SOBHNA AGARWAL		20000	0.0528	-	20000	0.0528	-
	DHIRAJ AGARWAL		14269	0.0377	-	14269	0.0377	-
	HARSHA VARDHAN AGARWAL		8685	0.0229	-	8685	0.0229	-
	USHA AGARWAL		3942	0.0104	-	3942	0.0104	-
	SANTOSH GOENKA		6,96,832	1.8413	-	6,96,832	1.8413	-
	MADAN LAL AGARWAL		3333	0.0088	-	3333	0.0088	-
	KUSUM AGARWAL		2266	0.0060	-	2266	0.0060	-
	ABHISHEK AGARWAL		1933	0.0051	-	1933	0.0051	-
	LAXMI DEVI BAJORIA		1666	0.0044	-	1666	0.0044	-
	RAJKUMAR GOENKA		397349	1.0500	-	397349	1.0500	-
	RADHESHYAM GOENKA		748	0.0020	-	748	0.0020	-
	AVISHI SUREKA		333	0.0009	-	333	0.0009	-
	INDU GOENKA		2,97,483	0.7861	-	2,97,483	0.7861	-
	JYOTI GOENKA		333	0.0009	-	333	0.0009	-
	MANSI AGARWAL		333	0.0009	-	333	0.0009	-
	SHANTI DEVI AGARWAL		237	0.0006	-	237	0.0006	-
	RADHESHYAM AGARWAL		166	0.0004	-	166	0.0004	-
	RICHA AGARWAL		166	0.0004	-	166	0.0004	-
	RASHMI GOENKA		166	0.0004	-	166	0.0004	-
	SASWAT GOENKA		166	0.0004	-	166	0.0004	-
	SAROJ GOENKA		166	0.0004	-	166	0.0004	-
	SHREYA GOENKA		166	0.0004	-	166	0.0004	-
	NIMISHA GOENKA		166	0.0004	-	166	0.0004	-
	YOGESH GOENKA		133	0.0004	-	133	0.0004	-
	SACHIN GOENKA		133	0.0004	-	133	0.0004	-
	PUJA GOENKA		111	0.0003	-	111	0.0003	-
	VIBHASH VARDHAN AGARWAL		104	0.0003	-	104	0.0003	-
	JAYANT GOENKA		103	0.0003	-	103	0.0003	-
	Sub Total		2680502	7.0831	-	2680502	7.0831	-
b)	Bodies Corporate		21333477	56.3723	-	21333477	56.3723	-
	TMT VINIYOGAN LIMITED		35303	0.0933	-	0.0000	0.0000	-
	EMAMI PAPER MILLS LTD		833	0.0022	-	833	0.0022	-
	EMAMI CAPITAL MARKETS LIMITED		452	0.0012	-	0.0000	0.0000	-
	PAN EMAMI COSMED LTD		388	0.0010	-	0.0000	0.0000	-
	EMAMI FRANK ROSS LIMITED		333	0.0009	-	333	0.0009	-
	SURAJ FINVEST PRIVATE LIMITED (Formerly known as SNEHA GARDENS PVT. LTD.)		10447850	27.6078	-	10447850	27.6078	-
	SNEHA ENCLAVE PVT. LTD.		10848318	28.6660	-	10848318	28.6660	-
	Acquirer							
	MIDKOT INVESTMENTS PVT. LTD. (Refer Note 1)		-	-	-	36143	0.0955	-
	Sub Total		21333477	56.3723	-	21333477	56.3723	-

For MIDKOT INVESTMENTS PVT. LTD.

Director / Authorised Signatory

(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		171	0.0005	-	171	0.0005	-
	PACs							
	AMITABH GOENKA		171	0.0005	-	171	0.0005	-
	Sub Total		171	0.0005	-	171	0.0005	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		24014150	63.4558	-	24014150	63.4558	-

Note 1

Acquired pursuant to Scheme of Arrangement approved by Hon'ble National Company Law Tribunal, Kolkata providing for amalgamation of Pan Emami Cosmed Limited, Emami Capital Markets Limited, TMT Viniyogan Limited, New Way Constructions Limited, Sundew Finance Private Limited, Ramshila Enterprises Private Limited, EFL Foods Limited, Meda Chemical & Research Works Limited, Karan Business Private Limited, ZEN Business Private Limited, Sneha Abasan Private Limited and Sneha Niketan Private Limited with Midkot Investments Private Limited vide its' order No.C.P. (CAA) No. 89/KB/2021 connected with C.A. (CAA) No. 1237/KB/2020 dated 15/11/2021.

All the shares of Emami Realty Ltd held by TMT Viniyogan Limited, PAN Emami Cosmed Limited and Emami Capital Markets Limited have been transferred to Midkot Investments Private Limited as per above scheme.

For MIDKOT INVESTMENTS PVT. LTD.

Director / Authorised Signatory

Form No. CAA.7

[Pursuant to Section 230 and rule 20]

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

C. P. (CAA) NO. 89/KB/2021

Connected with

C.A. (CAA) NO. 1237/KB/2020

In the Matter of the Companies Act,
2013 - Section 232(3) and Other
Applicable provisions

And

In the Matter of:

Midkot Investments Private
Limited, a company incorporated
under the Companies Act, 1956 and
being a Company within the
meaning of the Companies Act,
2013, having Corporate
Identification No.
U51398WB1993PTC057932 and its
registered office at 687, Anandapur,
E.M. Bypass 2nd Floor Kolkata-
70010 in the State of West Bengal.

.....Petitioner Company No. 1/
Transferee Company



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And

In the Matter of:

EFL Foods Ltd, a company
incorporated under the Companies
Act, 1956 and being a Company
within the meaning of the
Companies Act, 2013, having
Corporate Identification No.
U15419WB1988PLC044472 and its
registered office at Emami Tower,
687 Anandpur, E. M. Bypass
Kolkata- 700107 in the State of West
Bengal.

.....Petitioner Company No. 2/
Transferor Company No. 1

And

In the Matter of:

Emami Capital Markets Limited, a
company incorporated under the
Companies Act, 1956 and being a
Company within the meaning of the
Companies Act, 2013, having
Corporate Identification No.
U72200WB1994PLC065399 and its
registered office at 687, Anandapur,



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Em Bypass 2nd Floor Kolkata-
700107 in the State of West Bengal.

.....Petitioner Company No. 3/
Transferor Company No. 2

And

In the Matter of :

Karan Business Private Limited, a
company incorporated under the
Companies Act, 1956 and being a
Company within the meaning of the
Companies Act, 2013, having
Corporate Identification No.
U51909WB1996PTC078745 and its
registered office at 687, Anandapur,
Em Bypass 2nd Floor Kolkata-
700107 in the State of West Bengal.

.....Petitioner Company No. 4/
Transferor Company No. 3

And

In the Matter of :

Medal Chemical & Research Works
Limited., a company incorporated
under the Companies Act, 1956 and
being a Company within the
meaning of the Companies Act,

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2013, having Corporate
Identification No.
U24246WB1987PLC042395 and its
registered office at 687, Anandapur,
Em Bypass 2nd Floor Kolkata-
700107 in the State of West Bengal.

.....Petitioner Company No. 5/
Transferor Company No. 4

And

In the Matter of :

New Way Constructions Ltd, a
company incorporated under the
Companies Act, 1956 and being a
Company within the meaning of the
Companies Act, 2013, having
Corporate Identification No.
U70101WB1991PLC050757 and its
registered office at 687, Anandapur,
Em Bypass 2nd Floor Kolkata-
700107 in the State of West Bengal.

.....Petitioner Company No. 6/
Transferor Company No. 5

And

In the Matter of :

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Pan Enami Cosmed Limited, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U24246WB1994PLC061553 and its registered office at 687, Anandapur, Em Bypass 2nd Floor Kolkata-700107 in the State of West Bengal.

.....Petitioner Company No. 7/
Transferor Company No. 6

And

In the Matter of :

Ramshila Enterprises Pvt. Ltd., a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U72200WB1994PTC061382 and its registered office at Delux Centre, 157c Lenin Sarani 3rd Floor, Room No. 308 Kolkata -700013 in the State of West Bengal.

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.....Petitioner Company No. 8/
Transferor Company No. 7

And

In the Matter of :

Sneha Abasan Pvt Ltd, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U70101WB1996PTC081068 and its registered office at 687, Anandapur, Em Bypass 2nd Floor Kolkata-700107 in the State of West Bengal.

.....Petitioner Company No. 9/
Transferor Company No. 8

And

In the Matter of :

Sneha Niketan Pvt Ltd, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U70101WB1996PTC081003 and its

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registered office at 687, Anandapur,
Em Bypass 2nd Floor Kolkata-
700107 in the State of West Bengal.

.....Petitioner Company No. 10/
Transferor Company No. 9

And

In the Matter of :

Sundew Finance Private Limited, a
company incorporated under the
Companies Act, 1956 and being a
Company within the meaning of the
Companies Act, 2013, having
Corporate Identification No.
U65191WB1993PTC057930 and its
registered office at 687, Anandapur,
E.M. Bypass 2nd Floor , Kolkata-
70010 in the State of West Bengal.

.....Petitioner Company No. 11/
Transferor Company No. 10

And

In the Matter of :

TMT Vinnyogan Ltd., a company
incorporated under the Companies
Act, 1956 and being a Company
within the meaning of the

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Companies Act, 2013, having
Corporate Identification No.
U65921WB1994PLC063865 and its
registered office at 687, Anandapur,
Em Bypass 2nd Floor Kolkata-
700107 in the State of West Bengal.

.....Petitioner Company No. 12/
Transferor Company No. 11

And

In the Matter of :

Zen Business Pvt Ltd, a company
incorporated under the Companies
Act, 1956 and being a Company
within the meaning of the
Companies Act, 2013, having
Corporate Identification No.
U51909WB1996PTC078744 and its
registered office at 687, Anandapur,
Em Bypass 2nd Floor Kolkata-
700107 in the State of West Bengal.

.....Petitioner Company No. 13/
Transferor Company No. 12

And



And

In the matter of:

- 1) Midkot Investments Private Limited
 - 2) EFL Foods Ltd
 - 3) Emami Capital Markets Limited
 - 4) Karan Business Private Limited
 - 5) Meda! Chemical & Research Works Limited.
 - 6) New Way Constructions Ltd
 - 7) Pan Emami Cosmed Limited
 - 8) Ramshila Enterprises Pvt. Ltd.
 - 9) Sneha Abasan Pvt Ltd
 - 10) Sneha Niketan Pvt Ltd
 - 11) Sundew Finance Private Limited
 - 12) TMT Viniyogan Ltd.
 - 13) Zen Business Pvt Ltd
- Petitioner(s)

Order Under Section 230 to 232

1. The above Company Petition coming on for further hearing on the 02nd day of November 2021 and upon hearing the advocate appearing for the Petitioners and upon hearing Regional Director, Eastern

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Region representing the Central Government the final order was passed on 15th day of November 2021.

2. The court convened by video conference on 02.11.2021.
3. The instant petition has been filed under Section 232(3) and other applicable provisions of the Companies Act, 2013 ("Act") for sanction of the Scheme of Amalgamation of EFL Foods Ltd being the Petitioner No. 2 abovenamed ("Transferor Company No.1" or "Petitioner No. 2"), Emami Capital Markets Limited being the Petitioner No. 3 abovenamed ("Transferor Company No. 2" or "Petitioner No. 3"), Karan Business Private Limited being the Petitioner No. 4 abovenamed ("Transferor Company No. 3" or "Petitioner No. 4"), Meda! Chemical & Research Works Limited. being the Petitioner No. 5 abovenamed ("Transferor Company No. 4" or "Petitioner No. 5"), New Way Constructions Ltd being the Petitioner No. 6 abovenamed ("Transferor Company No. 5" or "Petitioner No. 6"), Pan Emami Cosmed Limited being the Petitioner No. 7 abovenamed ("Transferor Company No. 6" or "Petitioner No. 7"), Ramshila Enterprises Pvt. Ltd. being the Petitioner No. 8 abovenamed ("Transferor Company No. 7" or "Petitioner No. 8"), Sneha Abasan Pvt Ltd being the Petitioner No. 9 abovenamed ("Transferor Company No. 8" or "Petitioner No. 9"), Sneha Niketan Pvt Ltd being the Petitioner No. 10 abovenamed ("Transferor Company No. 9" or "Petitioner No. 10"), Sundew Finance Private Limited being the Petitioner No. 11 abovenamed ("Transferor Company No. 10" or "Petitioner No. 11"), TMT

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Viniyogan Ltd. being the Petitioner No. 12 abovenamed ("Transferor Company No. 11" or "Petitioner No. 12"), and Zen Business Pvt Ltd being the Petitioner No. 13 abovenamed ("Transferor Company No. 12" or "Petitioner No. 13") whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz closing hours of business of 31st March, 2020 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("Scheme").

4. The Petition has now come up for a final hearing. Counsel for the Petitioners submits as follows:-

- (a) The Scheme was approved unanimously by the respective Board of Directors of the Petitioner Companies at their meetings held on 15/01/2020 respectively.
- (b) The circumstances which justify and/or have necessitated the Scheme and the benefits of the same are, inter alia, as follows:-
 - (i) Consolidation of shareholding of group operating companies held by Transferor Companies and better control over group operating companies.
 - (ii) Consolidation of the businesses of the Transferor Companies and Transferee Company in the manner prescribed in the scheme

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will increase their capacity to lend and invest which are required for the effective functioning of the Transferor Companies.

(iii) Synergies arising out of the consolidation of alike and supporting businesses of the Transferor Companies will lead to reflection of the fair value of the assets and liabilities of the Transferor Companies, whether currently recorded in the books or not.

(iv) This Scheme also seeks to reduce number of Non Banking Finance Companies in a manner that it is in the best interest of and without prejudicial to the shareholders.

(v) Reduction of administrative costs, operative and overhead expenses, legal and regulatory compliances which would further lead to cost efficiency and optimum utilization of the available resources and avoidance of inter company transactions; and

(vi) The amalgamation will result not only in consolidating and improving the internal systems, procedures and controls but will also bring greater management and operational efficiency due to integration of various similar functions being carried out by all the Transferor Companies such as finance, regulatory, management, etc.

(vii) Amalgamation will lead to consolidation of business and simplification of group corporate structure.

(c) The Statutory Auditors of respective Petitioner Companies have by their certificates dated 30/01/2020 confirmed that the accounting

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treatment in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013.

(d) No proceedings are pending under Sections 210 to 227 of the Companies Act, 2013 against the Petitioner(s).

(e) The exchange ratio of shares in consideration of the Amalgamation has been fixed on a fair and reasonable basis and on the basis of the Report thereon of Mr Sandeep Agrawal, Registered Valuer.

(f) The shares of the all Petitioner Companies are not listed in any Stock exchange.

(g) By an order dated 7th January, 2021 in Company Application (CAA) No. 1237/KB/2020, this Tribunal made the following directions with regard to meeting(s) of shareholders and creditors under Section 230(1) :-

i) Meeting(s) dispensed: Meeting(s) of the Equity Shareholders and unsecured creditors of the Petitioner Companies (except equity shareholders meeting of EFL Limited and Pan Emami Cosmed Limited) for considering the Scheme were dispensed with in view of all such shareholders and unsecured creditors having given their consent to the Scheme by way of affidavits. And further, as all Petitioner Companies had no secured creditors, no meeting of secured creditors was required to be held.

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ii) Meeting(s) directed to be held: Meeting(s) of the Equity Shareholders, of the EFL Limited and Pan Emami Cosmed Limited for considering the Scheme were directed to be held on 05/03/2021. Such meeting(s) were directed to be held physically at Emami Tower, 687, Anandpur, E.M. Bypass, Kolkata - 700107.

iii) The said meeting(s) were duly held on 05/03/2021, as directed. The said meeting(s) duly approved the Scheme by requisite majority.

(h) Consequently, the Petitioner(s) presented the instant petition for sanction of the Scheme. By an order dated 26/07/2021 the instant petition was admitted by this Tribunal and fixed for hearing on 14/09/2021 upon issuance of notices to the Statutory / Sectoral Authorities and advertisement of date of hearing. In compliance with the said order dated 26/07/2021, the Petitioner(s) have duly served such notices on the Regional Director, MCA on 09/08/2021, Registrar of Companies on 09/08/2021, Official Liquidator on 09/08/2021 Income Tax officer on 09/08/2021, Reserve Bank of India on 09/08/2021. The Petitioner(s) have also published such advertisements once each in the Financial Express and Aajkaal in their respective issues dated 17/08/2021. An affidavit of compliance duly affirmed on 06/09/2021 in this regard has also been filed by them.

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(i) All statutory formalities requisite for obtaining the sanction of the Scheme have been duly complied with by the Petitioners. The Scheme has been made bona fide and is in the interest of all concerned.

5. Pursuant to the said advertisements and notices the Regional Director, Ministry of Corporate Affairs, Kolkata ("RD"), Official Liquidator, High Court, Calcutta have filed their representations before this Tribunal.

6. The Official Liquidator has filed his report dated 30th April, 2021 and concluded as under:-

That the Official Liquidator on the basis of information submitted by the Petitioner Companies is of the view that the affairs of the aforesaid Transferor Companies do not appear to have been conducted in a manner prejudicial to the interest of its members or to the public interest as per the provisions of the Companies Act, 1956/the Companies Act, 2013 whichever is applicable.

7. The RD has filed his reply affidavit dated 13th September, 2021 ("RD affidavit") which has been dealt with by the Petitioner(s). The observations of the RD and responses of the Petitioner(s) are summarized as under:-

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(i) Paragraph No. 2 of RD affidavit dated 13/09/2021 as follows:-

(a) That it is submitted that on examination of the report of the Registrar of Companies, West Bengal it appears that no complaint and/or representation has been received against the proposed Scheme of Amalgamation. The petitioner companies are also up-dated in filing their statutory returns.

(b) It is submitted that the Transferee Company and some Transferor Companies are carrying NBFC activities and registered with RBI as NBFC Companies. But no 'NOC' from the RBI has been provided in the matter.

(c) Petitioner company should undertake to comply with the provisions of section 232(3)(1) of the Companies Act, 2013 through appropriate affirmation.

(d) That the Transferee Company should be directed to pay applicable stamp duty on the transfer of the immovable properties from the Transferor Companies to it.

(e) In compliance of Accounting Standard-14 or IND-AS 103, as may be applicable, the Transferee Company shall pass such accounting entries.

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which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 or IND AS-8 etc.

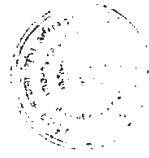
(f) The Hon'ble Tribunal may kindly seek the undertaking that this scheme is approved by the requisite majority of members and creditors as per section 230(6) of the Companies Act 2013 in meeting duly held in terms of section 230(1) read with sub-sections (3) to (5) of section 230 of the said Act and the Minutes thereof are duly placed on record.

(g) The Hon'ble Tribunal may kindly direct the Petitioners to file an affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy or no change is made.

(h) The Petitioners under provisions of section 230(5) of the Companies Act 2013 have to serve notices to concerned authorities which are likely to be affected by the Amalgamation or arrangement. Further, the approval of the scheme by the Hon'ble Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme. The decision of such authorities shall be binding on the Petitioner Company (s) concerned.

(i) It is submitted that M/s EFL Foods Limited, M/s Emami Capital Markets Limited, M/s Medal Chemical & Research Works Limited, M/s

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New Way constructions Limited, M/s. Pan Emami Cosmed Limited and M/s TMT Viniyogan Limited, all are Transferor companies in the proposed Scheme, did not file Form MGT-14 in respect of resolution passed in Board Meeting for approval of amalgamation, merger or reconstruction of companies as required under section 117(3)(g) read with section 179(3) (i) of the Companies Act, 2013. Once merged, the said Transferor Company will no longer be able to comply with any statutory requirement and the MCA portal, which is a public domain, shall continue to host the defective documents for public views and for issuance of certified copies for which the public have to bear cost (fees).

(j) It is submitted that the Transferor Company, M/s EFL Foods Limited did not file Form MGT-14 in respect of any resolution under section 179(3) of the Companies Act, 2013 for approval of the Financial Statement and Board's report for the financial year 2017-18 which is a serious omission in statutory duties of the company. Company should file The the said pending statutory documents with Registrar of Companies in prescribed manner before the merger, since once merged, the status of the company in MCA portal would no more be ACTIVE and hence the Company would become free from the responsibility of filing the pending statutory documents.

(k) It is submitted that the Transferor Company, M/s New Way Constructions Limited did not file Form MGT-14 in respect of any resolution under section 179(3) of the Companies Act, 2013 for approval

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of the Financial Statement and Board's report for the financial year 2014 15 to 2017-18 which is a serious omission in statutory duties of the company. The Company should file the said pending statutory documents with Registrar of Companies in prescribed manner before the merger, since once merged, the status of the company in MCA portal would become free would no more be ACTIVE and hence the Company would become free from the responsibility of filing the pending statutory documents.

(l) It is submitted that the Transferor Company, M/s Emami Capital Markets Limited did not file Form MGT-14 in respect of any resolution under section 179(3) of the Companies Act, 2013 for approval of the Financial Statement and Board's report for the financial year 2014 15 to 2017-18 which is a serious omission in statutory duties of the company. The Company should file the said pending statutory documents with Registrar of Companies in prescribed manner before the merger, since once merged, the status of the company in MCA portal would no more be ACTIVE and hence the Company would become free from the responsibility of filing the pending statutory documents.

(m) It is submitted that the Transferor Company, M/s PAN Emami Cosmed Limited did not file Form MGT-14 in respect of any resolution under section 179(3) of the Companies Act, 2013 for approval of the Financial Statement and Board's report for the financial year 2014 15 to 2017-18 which is a serious omission in statutory duties of the company. The Company should file the said pending statutory documents with

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Registrar of Companies in prescribed manner before the merger, since once merged, the status of the company in MCA portal would no more be ACTIVE and hence the Company would become free from the responsibility of filing the pending statutory documents.

(n) It is submitted that the Transferor Company, M/s Medial Chemical & Research Works Limited did not file Form MGT-14 in respect of any resolution under section 179(3) of the Companies Act, 2013 for approval of the Financial Statement and Board's report for the financial year 2014 15 to 2017-18 which is a serious omission in statutory duties of the company. The Company should file the said pending statutory documents with Registrar of Companies in prescribed manner before the merger, since once merged, the status of the company in MCA portal would no more be ACTIVE and hence the Company would become free from the responsibility of filing the pending statutory documents:

(o) It is submitted that the financial Statement of the Transferor Company, New Way Constructions Limited, attached with form AOC-4 filed in respect of financial year as at 31/03/2020 is not properly legible and readable. Hence this deponent is not in a position to give a proper reading on it and therefore, no representation can be made about the financial state of affairs of the said Company. Hon'ble Tribunal may direct the Petitioner company to file afresh the properly readable and legible copy of financial statement as at 31/03/2020 first and also direct the petitioner

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Company to submit a rejoinder in the matter so that supplementary rejoinder can be filed thereafter.

(p) It is submitted that the financial Statement of Sneha Abasan Private Limited (Transferor Company) for 2019-20 has not attached with Form AOC-4 filed vide SRN R70540299. Hence, nothing can be ascertainable about the financial state of affairs of the said company. Hon'ble Tribunal may direct the petitioner company to first file the correct set of Financial Statement for 2019-20 and also direct the petitioner Company to submit rejoinder in the matter so that supplementary rejoinder can be filed thereafter.

(q) It is submitted that the financial Statement of the Transferor Company, Sundew Finance Private Limited attached with form AOC-4 filed in respect of financial year as at 31/03/2020 is not properly legible and readable. Hence this deponent is not in a position to give a proper reading on it and therefore, no representation can be made about the financial state of affairs of the said Company. Hon'ble Tribunal may direct the Petitioner Company to file afresh the readable and legible copy of financial statement as at 31/03/2020 first and direct the petitioner Company to submit rejoinder in the matter so that a supplementary rejoinder can be filed on it thereafter.

(r) It is submitted that the financial Statement of the Transferor Company, TMT Vinnyogam Limited attached with form AOC-4 filed in respect of

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financial year as at 31/03/2020 is not properly legible and readable. Hence this deponent is not in a position to give a proper reading on it and therefore, no representation can be made about the financial state of affairs of the said Company. Hon'ble Tribunal may direct the Petitioner company to file afresh the readable and legible copy of financial statement as at 31/03/2020 first and direct the petitioner Company to submit rejoinder in the matter so that supplementary rejoinder may be submitted thereafter..

(s) It is submitted that the financial Statement attached with form AOC-4 filed in respect of financial year as at 31/03/2020 by the Transferor Company PAN Enami Cosmed Limited is not properly legible and readable. Hence this deponent is not in a position to give a proper reading on it and therefore, no representation can be made about the financial state of affairs of the said Company. Hon'ble Tribunal may direct the Petitioner company to file afresh the readable and legible copy of financial statement as at 31/03/2020 first and direct the petitioner Company to submit rejoinder in the matter so that supplementary rejoinder can be filed thereafter.

(t) In financial statement for 2019-20 of Sneha Niketan Private Limited (Transferor company), while in Note-4 of the financial statement for 2019-20, the short-term borrowing from related Parties is stated as Rs.1130 Lakhs, in the Note no.21 regarding disclosure of related party transactions, the outstanding balance of loans taken from related parties

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is stated as Rs. 1064.26 lakhs (deducting off the interest Rs.101,51,289). Therefore, it is not ascertainable which figures are correctly reported in the financial statement. Further, in the Note no.21 regarding disclosure of related party transactions was not made in accordance with paragraph nos. 23 and 26 of the Accounting Standard-18 and hence the company refrained from making the important disclosures which are statutorily mandated.

(u) In the matter of M/s Ramshila Enterprises Private Limited (Transferor Company), the figures of financial statement for 2018-19 were changed while reporting about the preceding year's figures in the financial statement for 2019-20, the details are as follows:-

- i. Short term borrowing Rs.263,490,733 became Rs.263,279,893/
- ii. Other current liabilities Rs.333,97,227 became Rs.336,08,067/
- iii. Short term loans and advances Rs 364,861,148 became Rs.329,708,858/
- iv. Other current assets Rs.128,57,130 became Rs.480,09,420/

No approval from the Hon'ble NCLT in terms of the provision of section 131 of the Companies Act 2013 appears to have been obtained in the matter. The Transferor Company may be directed to appropriately revise its financial statement, complying with the provisions of section 131 of the Companies Act 2013.

(v) In respect of the Emami Capital Markets Ltd, the following observation are made :

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(1) In financial Statement as at 31/03/2020, Long-Term Borrowing of Rs.11,750.00 lakhs has been stated. But no information disclosed regarding whether secured or unsecured, nature of security, terms of repayment (it was merely mentioned that the loan is repayable within more than one year which is a highly cryptic and ambiguous expression). The financial statement of the company hides the statutorily mandated disclosures.

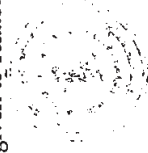
(2) In financial Statement as at 31/03/2020, Short-Term Borrowing Rs.600.00 lakhs from bodies corporate and Rs.827 lakhs from related parties. But no information disclosed regarding whether secured or unsecured, nature of security.. The financial statement of the company hides the statutorily mandated disclosures.

This is contrary to the requirements of schedule III to the Companies Act 2013 read with section 129 of the said Act.

(w) Further, in the financial statement as at 31/03/2020 of Emami Capital Markets Limited, while in Note No.7 of the financial statement for 2019-20 the short-term borrowing from related Parties is stated as Rs.827 Lakhs, in the Note no.27 regarding disclosure of related party transactions, the outstanding balance of loans taken from related parties is stated as Rs.839.19 lakhs. Similarly, while in Note No. 15 of the financial statement for 2019-20, the short term loans given to related parties is stated as Rs.121.74 lakhs, in the Note no.27 regarding disclosure of related party transactions the outstanding balance of loans given to related parties is

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stated as Rs.123.72 lakhs. Therefore, it is not ascertainable which figures are correctly reported in the financial statement.

Further, in the Note no. 18 regarding disclosure of related party transactions was not made in accordance with paragraph nos. 23 and 26 of the Accounting Standard-18 and hence the company refrained from making the important disclosures which are statutorily mandated.

(x) In the financial statement as at 31/03/2020 of Karan Business Private Limited, while in Note No.4 of the financial statement for 2019-20 the short-term borrowing from related Parties is stated as Rs.829 Lakhs, in the Note no.17 regarding disclosure of related party transactions the outstanding balance of loans taken from related parties is stated as Rs.879.04 lakhs. Therefore, it is not ascertainable which figures are correctly reported in the financial statement. Further, in the Note no.17 regarding disclosure of related party transactions was not made in accordance with paragraph nos. 23 and 26 of the Accounting Standard-18 and hence the company refrained from making the important disclosures which are statutorily mandated.

(y) In the Financial Statement of Zen Business Private Limited. (Transferor Company) as at 31/03/2020, while in Note-4 of the financial statement for 2019-20, the short-term borrowing from related Parties is stated as Rs. 179 Lakhs, in the Note no.18 regarding disclosure of related party transactions the outstanding balance of loans taken from related parties is stated as

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Rs.175.96 lakhs. Therefore, it is not ascertainable which figures are correctly reported in the financial statement.

Further, in the Note no. 18 regarding disclosure of related party transactions was not made in accordance with paragraph nos. 23 and 26 of the Accounting Standard-18 and hence the company refrained from making the important disclosures which are statutorily mandated.

(z) It is submitted that as per instructions to the Ministry of Corporate Affairs, New Delhi, a copy of the scheme was forwarded to the Income Tax Department on 12/03/2021 for their views/ observation in the matter. However the same is still awaited.

(ii) The averments made in the Petition and the submissions made by the Learned Counsel and the petitioners have also filed affidavit of rejoinder/undertaking dated 27-10-2021 to the reply filed by the RD are follows:-

(b) With reference to para 2 (b) of the affidavit of the Ld Regional Director, I say that RBI has issued 'NOC' and the same is annexed hereto and marked with letter 'A'.

(c) With reference to para 2 (c) of the affidavit of the Ld Regional Director, it is stated that the petitioners companies undertakes to comply with the

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provisions of section 232(3)(i) of the Companies Act 2013. Further I say that Part- II of Clause 8 of the Scheme is in accordance with section 232(3)(i) of the Companies Act 2013.

(d) With reference to para 2 (d) of the affidavit of the Ld Regional Director, it is stated that the petitioners' companies undertakes to pay applicable stamp duty on the transfer of the immovable properties from the Transferor Company to it. However, Petitioner Companies states that stamp duty will be paid only after sanction of scheme and the Scheme becomes effective.

(e) With reference to para 2 (e) of the affidavit of the Ld Regional Director, it is stated that Part-II of Clause 7 of the Scheme it is stated inter alia, that accounting entries by the Transferee Company shall be made in accordance with the applicable Accounting Standards/ Indian Accounting Standard-14 as notified under "Purchase Method". Further it is stated that the petitioners companies undertakes to comply with Accounting Standard- 14 and accordingly the Transferee Company shall make accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5.

(f) With reference to para 2 (f) of the affidavit of the Ld Regional Director, it is stated that meeting of shareholders (except the EFL Limited & PAN Emami Cosmed Limited) and unsecured creditors was dispensed by Hon'ble National Company Tribunal vide order dated 01.01.2021 as

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shareholders of respective petitioner companies and creditors as applicable, have given consent in writing by ways of affidavit. I say that the minutes of the said meeting were filed by the Chairman appointed by Hon'ble NCLT and the minutes are also annexed with the Company Petition.

(g) With reference to para 2 (g) of the affidavit of the Ld Regional Director, it is stated that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy and no change.

(h) With reference to para 2 (h) of the affidavit of the Ld Regional Director, it is stated that under provisions of section 230(3) of the Companies Act 2013 and in terms of the order of Hon'ble NCLT twice notices to all concerned statutory authorities which are likely to be affected by the Amalgamation has been served and till have received no communication. Further the Transferee Company undertakes that even after the sanction of scheme, the Transferee Company will be liable for all liabilities of Transferor Company. The Petitioner Companies undertakes that concerned statutory authorities decision shall be binding on the petitioner Company concerned.

(i) With reference to para 2 (i) of the affidavit of the Ld Regional Director, I say that M/s EFL Foods Limited, M/s Emami Capital Markets Limited, M/s Meda Chemical & Research Works Limited, M/s New Way

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constructions Limited, M/s. Pan Emami Cosmed Limited and M/s TMT Viniyogan Limited, all are Transferor companies in the proposed Scheme, have filed CG-1 for condonation of delay so that MGT-14 in respect of resolution passed in Board Meeting for approval of amalgamation, merger or reconstruction of companies as required under section 117(3)(g) read with section 179(3) (i) of the Companies Act, 2013 can be filed. Further the respective Petitioner Companies undertake to file said MGT-

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(j) With reference to para 2 (i) to 2(n) of the affidavit of the Ld Regional Director, it is submitted that CG-1 for condonation of delay has been filed so that Transferor Companies namely M/s EPL Foods Limited for the financial year 2017-18, New Way Constructions Limited for the financial year 2013 14 to 2017-18, Emami Capital Markets Limited for the financial year 2013 14 to 2017-18, M/s PAN Emami Cosmed Limited for the financial year 2013 14 to 2017-18, Medal Chemical & Research Works Limited for the financial year 2013 14 to 2017-18 can file MGT-14 for approval of resolution of Board Meeting relating to approval of Financial Statements.

(k) With reference to para 2 (o) to (s) of the affidavit of the Ld Regional Director, it is submitted that the Transferor Companies namely New Way Constructions Limited, Sneha Abasan Private Limited, Sundew Finance Private Limited, TMT Viniyogan Limited, PAN Emami Cosmed Limited has filed revised form AOC-4 filed in respect of financial year as at 31/03/2020 wherein financial statement scan are attached.

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(l) With reference to para 2 (t) of the affidavit of the Ld Regional Director, I state that save and except what are matters of record, allegations to the contrary contained in the said paragraphs of the said affidavit are denied and disputed. I say that there is no discrepancy as from the audited financial statements all facts and figure are stated in the said financial statement and details of which are as follows:-

Particulars	Principal as on 31-03-2020	Interest outstanding as on 31-03-2021	Closing Balance as on 31-03-2021
Midkot Investments Private Limited	11,30,00,000	30,95,374	11,60,95,374
Emami Capital Markets Ltd.	-	4,81,681	4,81,681
Total	11,30,00,000	35,77,055	11,65,77,055
As per Balance sheet	11,30,00,000		11,65,77,055
Shown Under	Short Term Borrowings Note No. 4		As per Related Party Note No. 21
Difference	Nil		Nil

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As per Schedule III division I the Principal amount of Loan taken has been shown under Short Term Borrowings and Interest outstanding there on has been shown under Other Current Liabilities.

Moreover Interest (Net of TDS) of Rs. 1,01,51,289 is not the closing interest balance outstanding as on 31-03-2020, rather the figure is interest charged net of TDS during the year. Consequently the closing balance of Rs. 11,65,77,055 is included with both of Principal amount as well as closing interest balance outstanding as on 31-03-2020.

Further, LD Counsel submitted that in the table above Interest outstanding as on 31/03/2021 and closing balance as on 31/03/2021 should be read as Interest outstanding as on 31/03/2020 and closing balance as on 31/03/2020.

ii) As per paragraph nos. 23 of the Accounting Standard-18 "Related Party Disclosures" the name, relationship, nature of transactions and volume of the transactions with related parties has been disclosed and as per Para 26 - Loan items of a similar nature i.e. loan taken has been disclosed in aggregate. Accordingly the company has complied all the disclosure requirements as per para 23 and para 26 of Accounting standard 18.

Accordingly, I say that financial statement has been prepared as per the applicable Accounting Standard read with Schedule-III of Companies Act, 2013.

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(m) With reference to para 2 (u) of the affidavit of the Ld Regional Director, I state that save and except what are matters of record, allegations to the contrary contained in the said paragraphs of the said affidavit are denied and disputed. I say that there is no discrepancy in the audited financial statements all facts and figure are stated in the said financial statement and details of which are as follows:-

i. The difference of Rs. 2,10,840/- is due to Axis Bank OD balance regrouped from Short Term Borrowings to Other Current Liabilities.

ii. The difference of Rs. 2,10,840/- is due to Axis Bank OD balance regrouped from Short Term Borrowings to Other Current Liabilities.

iii. As per Schedule III division I the Principal amount of Loans taken/Loans given is to be shown under Short Term (or Long Term) Borrowings/ Loans and Advances and Interest outstanding thereon is to be shown under Other Current Liabilities / Other Current Assets.

Therefore the difference of Rs. 3,51,52,290/- is due to Interest accrued and due on loans given have been regrouped from Short Term Loans and Advance to Other Current Assets as per Schedule III. FY 2018-19 interest component was included with Loan Given to Body Corporate i.e included with Rs. 34,60,52,290 (Principal Rs. 31,09,00,000 + Accrued Interest Rs. 3,51,52,290).

iv. In continuation of the above the difference of Rs. 3,51,52,290 is due to Interest accrued and due on loans given has been regrouped from Short Term Loans and Advance to Other Current Assets.

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v : As per Section 131. (1) of Companies Act 2013 If it appears to the directors of a company that -

- (a) the financial statement of the company; or
- (b) the report of the Board, do not comply with the provisions of section 129 or section 134 they may prepare revised financial statement or a revised report in respect of any of the three preceding financial years after obtaining approval of the Tribunal on an application made by the company in such form and manner as may be prescribed and a copy of the order passed by the Tribunal shall be filed with the Registrar:

Whereas the provision of section 129 of Companies Act 2013 states that The financial statements shall give a true and fair view of the state of affairs of the company or companies, comply with the accounting standards notified under section 133 and shall be in the form or forms as may be provided for different class or classes of companies in Schedule

III:

Regrouping of the previous year's figures in the current year's annual accounts where such a change is due to regrouping of various items to facilitate comparison, regrouping does not mean to non-compliance in terms of true and fair view of accounts.

Further as per section 134 (1) The financial statement, including consolidated financial statement, if any, shall be approved by the Board of Directors before they are signed on behalf of the Board by the chairperson of the company where he is authorised by the Board or by two directors out of which one shall be managing director, if any, and the

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Chief Executive Officer, the Chief Financial Officer and the company secretary of the company, wherever they are appointed, or in the case of One Person Company, only by one director, for submission to the auditor for his report thereon.]

As per Section 134(2) The auditors' report shall be attached to every financial statement.

As per Section 134 [(3) There shall be attached to statements laid before a company in general meeting, a report by its Board of Directors

The financial statement of Ramshila Enterprises Private Limited FY 2019-20 contains all the report as per section 134. So there was hardly any non-compliance occurred under section 134 of Companies Act 2013.

Therefore there was no non-compliance under section 129 and section 134 for which any revision in the financial statement is required under section 131 of Companies Act 2013.

(n) With reference to para 2 (v) of the affidavit of the Ld Regional Director, I state that save and except what are matters of record, allegations to the contrary contained in the said paragraphs of the said affidavit are denied and disputed. I say that in the said Balance Sheet, it is presented as given below:-

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		As at 31.03.2020 Rs.
5.Long - Term Borrowings Other Than Related Parties		
Unlisted Senior Secured Redeemable	1,00,00,00,000	
Non-Convertible Bonds (Ref Note 28)		
Less : Current Maturities of Long Term	1,00,00,00,000	117,00,00,000
Axis Finance Limited (Repayable within more than one year) (ROI @ 12.40. % p.a)		117,00,00,000

Further, LD Counsel submitted that Rs 117,00,00,000 should be read as Rs. 117,50,00,000.

As per the loan agreement third party secures the Loan i.e it is unsecured loan to the Company. The Terms and rate of interest has been duly mentioned.



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(2) The Unsecured loans has been appropriately As at mentioned in the balance sheet as given below : 31.03.2020

Rs.

7. Short-Term Borrowings

Unsecured Loan :

A) Other Than Related parties

i) From Banks

Corporation Bank

(Secured against placement of third party fixed deposit(s)

(Repayable within less than one year) (ROI @8.20% p.a)

ii) From Bodies Corporates 6,00,00,000

B) Related Parties

From Bodies Corporates

8,27,00,000

14,27,00,000

Accordingly, I say that financial statement has been prepared as per the applicant Accounting Standard read with Schedule-III of Companies Act,2013.

(o) With reference to para 2 (w) of the affidavit of the Ld Regional Director, I state that save and except what are matters of record, allegations to the contrary contained in the said paragraphs of the said affidavit are denied and disputed.

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I say that the details Loan Taken is stated herein below:

Particulars	Principal as on 31-03-2020	Interest outstanding	Closing Balance
Diwakar Vinlyog Private Limited	8,27,00,000	11,65,464	8,38,65,464
Emami Agrotech Limited	-	50,109	50,109
Midkot Investments Pvt Ltd		2,951	2,951
Total	8,27,00,000	12,18,524	8,39,18,524
As per BS	8,27,00,000		8,39,18,524
Shown Under	Short Term Borrowings Note No 7		As per Related Party Loan Taken Note No 27c
Difference	Nil		Nil

A. Loan Given

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Particulars	Principal as on 31-03-2020	Interest outstanding	Closing Balance
EFL Foods Limited	1,43,00,000	3,28,770	1,46,28,770
Medal Chemical & research Works Limited	-	7,79,015	7,79,015
Sneha Niketan Private Limited	-	4,81,681	4,81,681
Emami Private Limited	64,00,000	4,54,589	68,54,589
Emami Paper Mills Limited	70,50,00,000	62,31,148	71,12,31,148
AMRI Hospitals Limited	12,60,00,000	29,27,581	12,89,27,581
Premier Ferro Alloys & Securities Limited	-	97,377	97,377
New Way Constructions Limited	1,30,00,000	2,90,573	1,32,90,573
Bengal Emami Housing Limited	24,77,00,000	77,56,936	25,54,56,936
Emami Realty Limited	10,00,00,000	2,21,845	10,02,21,845

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Emami Cement Limited	50,00,000	1,86,475	51,86,475
		1,97,55,991	1,23,71,55,991
	1,21,74,00,000		
As per BS	1,21,74,00,000		1,23,71,55,991
Shown Under	Short- Term Loans and Advances Note No. 15	As per Related Party Loan Given Note no 27c	
Difference	Nil		Nil

ii) As per paragraph nos. 23 of the Accounting Standard-18 "Related Party Disclosures" the name , relationship , nature of transactions and volume of the transactions with related parties has been disclosed and as per Para 26 - Loan items of a similar nature i.e. loan taken has been disclosed in aggregate . Accordingly the company has complied all the disclosure requirements as per para 23 and para 26 of Accounting standard 18.

Accordingly, I say that financial statement has been prepared as per the applicant Accounting Standard read with Schedule-III of Companies Act, 2013.



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(p) With reference to para 2 (x) of the affidavit of the Ld Regional Director, I state that save and except what are matters of record, allegations to the contrary contained in the said paragraphs of the said affidavit are denied and disputed.. I say that there is no discrepancy as from the audited financial statements all facts and figure are stated in the said financial statement and details of which are as follows:-

Loans Taken

Particulars	Principal as on 31-03-2020	Interest outstanding	Closing Balance
Midkot Investments Pvt Ltd	7,20,00,000	43,89,796	7,63,89,796
Ramshila Enterprises Private Ltd	1,09,00,000	6,14,133	1,15,14,133
Total	8,29,00,000	50,03,928	8,79,03,929
As per Balance Sheet	8,29,00,000		8,79,03,929
Shown Under	Short Term Borrowings Note No. 4	As per Related Party Note no 17c	
Difference	Nil		Nil



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Accordingly, I say that financial statement has been prepared as per the applicant Accounting Standard read with Schedule-III of Companies Act, 2013.

(c) With reference to para 2 (y) of the affidavit of the Ld Regional Director, I state that save and except what are matters of record, allegations to the contrary contained in the said paragraphs of the said affidavit are denied and disputed. I say that there is no discrepancy as from the audited financial statements all facts and figure are stated in the said financial statement and details of which are as follows:-

Loan Taken

Particulars	Principal as on 31-03-2020	Interest outstanding	Closing Balance
Midkot Investments Private Limited	1,71,00,000	4,70,686	1,75,70,686
Sundew Finance Private Limited	-	25,270	25,270
Enami Group of Companies Private Limited	8,00,000	10,327	8,10,327
Total	1,79,00,000	5,06,283	1,84,06,283
As per Balance Sheet	1,79,00,000		1,75,95,956

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Shown Under	Shor Term Borrowings Note no 4	As per Related Party Note no. 18c
Difference	-	8,10,327

Reason of Difference - Loan Taken from Emami Group of Companies Private Limited has not been considered in Related Party Disclosure.

ii) As per paragraph nos. 23 of the Accounting Standard-18 "Related Party Disclosures" the name, relationship, nature of transactions and volume of the transactions with related parties has been disclosed and as per Para 26 - Loan items of a similar nature i.e. loan taken has been disclosed in aggregate. Accordingly the company has complied all the disclosure requirements as per para 23 and para 26 of Accounting standard 18.

Accordingly, I say that financial statement has been prepared as per the applicant Accounting Standard read with Schedule-III of Companies Act, 2013.

2(r) With reference to para 2 (z) of the affidavit of the Ld Regional Director, it is stated that twice notices was forwarded to the Income Tax Department by the petitioner's Companies. But the petitioner companies has not received any communication from the Income Tax Department.

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8. It is further submitted that the petitioners' companies undertakes that if there is any deficiencies found, or violation committed relating any enactment, statutory rules or regulation, the sanction granted by the Hon'ble Tribunal to the scheme will not come in the way of action being taken in accordance with law, against the concerned persons, directors and official of the petitioners and Transferee Company.

9. After hearing submissions made by the Ld Counsel appearing for the Petitioners, it is ordered that in case of any default including any Provisions of Income Tax Act in this respect of the Transferor Companies the Income Tax department, the ROC, West Bengal and all other Statutory Department shall be at liberty to initiate appropriate proceedings against the Transferee Company, which after the sanction of the scheme by this Tribunal is in any case responsible for the liabilities/non-compliance of the Transferor Companies also.

10. Further, heard submissions made by the Ld Counsel appearing for the Petitioner, Mr Harihar Sahoo, Joint Director for and on behalf of RD, who appeared and were heard. Upon perusing the records and documents in the instant proceedings and considering the submissions, we allow the petition and make the following orders:-

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THIS TRIBUNAL DOTH ORDER

- (a) the Scheme of Amalgamation mentioned in paragraph 1 of the petition, being Annexure "A" hereto, be and is hereby sanctioned by this Tribunal to be binding with effect from closing hours of business of 31st March, 2020 ("Appointed Date") on Transferor Companies and Transferee Company, their respective shareholders and creditors and all concerned;
- (b) all the property, rights and powers of the Transferor Companies, including those described in the Schedule of Assets herein, be transferred from the said Appointed Date, without further act or deed, to the Transferee Company and, accordingly, the same shall pursuant to Section 232(4) of the Companies Act, 2013, be transferred to and vest in the Transferee Company for all the estate and interest of the Transferor Companies therein but subject nevertheless to all charges now affecting the same, as provided in the Scheme;
- (c) all the debts, liabilities, duties and obligations of the Transferor Companies be transferred from the said Appointed Date, without further act or deed to the Transferee Company and, accordingly, the same shall pursuant to Section 232(4) of the Companies Act, 2013, be transferred to and become the debts, liabilities, duties and obligations of the Transferee Company;

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(d) the employees of the Transferor Companies shall be engaged by the Transferee Company, as provided in the Scheme;

(e) all proceedings and/or suits and/or appeals now pending by or against the Transferor Companies be continued by or against the Transferee Company, as provided in the Scheme;

(f) The Transferee Company do without further application issue and allot to the shareholders of the Transferor Companies, the shares in the Transferee Company to which they are entitled in terms of the Scheme;

(g) leave is granted to the Petitioner(s) to file the Schedule of Assets of the Transferor Companies in the form as prescribed in the Schedule to Form No.CAA7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within three weeks from the date of receiving a copy of this order;

(h) That any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.

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(i) The Transferor Companies and the Transferee Company shall each within thirty days of the date of the receipt of this order, cause a certified copy thereof to be delivered to the Registrar of Companies for registration and on such certified copies being so delivered, the Transferor Companies shall be dissolved with effect from the date or last of the dates of filing of the certified copies of the order, as aforesaid (Effective Date) and the Registrar of Companies shall place all documents relating to the Transferor Companies and registered with him on the file kept by him in relation to the Transferee Company and the files relating to the said companies shall be consolidated accordingly.

11. The Petitioner(s) shall supply legible print out of the scheme and schedule of assets in acceptable form to the Registry and the Registry will append such printout, upon verification to the certified copy of the order.

12. Company Petition (CAA) No. 89/KB/2021 is disposed accordingly.

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Witness:

Mr. Rajasekhar V.K., Hon'ble Member (Judicial) and Mr. Balraj Joshi, Hon'ble Member (Technical), at Kolkata aforesaid the 15th day of November 2021.

Mr. Shashi Agarwal, Pr. CA, on record for the petitioners.

Mr. Harihar Sahoo, J.D., C/o Regional Director, Eastern Region, Ministry of Corporate Affairs

SCHEDULE OF ASSETS

First Part - Part-I

(As per annexure)

Second Part - Part-II

(As per annexure)

Third Part - Part-III

(As per annexure)



Joint Registrar

National Company Law Tribunal

Kolkata Bench

Dated: the 15th day of December, 2021.

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SCHEME OF AMALGAMATION (UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013)

AMONGST

EFL Foods Ltd
("EFL" or "Transferor Company No. 1")
AND
Emami Capital Markets Limited
("Emami" or "Transferor Company No. 2")
AND
Karan Business Private Limited
("Karan" or "Transferor Company No. 3")
AND
Medal Chemical & Research Works Limited.
("Medal" or "Transferor Company No. 4")
AND
New Way Constructions Ltd
("New" or "Transferor Company No. 5")
AND
Pan Emami Cosmed Limited
("Pan" or "Transferor Company No. 6")
AND
Ramshila Enterprises Private Ltd
("Ramshila" or "Transferor Company No. 7")
AND

Sneha Abasan Private Ltd
("Abasan" or "Transferor Company No. 8")
AND
Sneha Niketan Private Ltd
("Niketan" or "Transferor Company No. 9")
AND
Sundew Finance Private Limited
("Sundew" or "Transferor Company No. 10")
AND
TMT Vinyogan Ltd.
("TMT" or "Transferor Company No. 11")
AND
Zen Business Private Ltd
("Zen" or "Transferor Company No. 12")
AND
Midkot Investments Private Limited
("Midkot" or "Transferee Company")
AND

THEIR RESPECTIVE SHAREHOLDERS
(UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013)

PREAMBLE



This Scheme (as defined hereinafter) is presented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 for the Scheme of Amalgamation of EFL Foods Ltd ("EFL" or "Transferor Company No. 1"), Emami Capital Markets Limited ("Emami" or "Transferor Company No. 2"), Karan Business Private Limited ("Karan" or "Transferor Company No. 3"), Medal Chemical & Research Works Limited ("Medal" or "Transferor Company No. 4"), New Way Constructions Ltd ("New" or "Transferor Company No. 5"), Pan Emami Cosmed Limited ("Pan" or "Transferor Company No. 6"), Ramshila Enterprises Private Ltd ("Ramshila" or "Transferor Company No. 7"), Sneha Abasan Private Ltd ("Abasan" or "Transferor Company No. 8"), Sneha Niketan Private Ltd ("Niketan" or "Transferor Company No. 9"), Sundew Finance Private Limited ("Sundew" or "Transferor Company No. 10"), TMT Vinayogan Ltd. ("TMT" or "Transferor Company No. 11"), Zen Business Private Ltd ("Zen" or "Transferor Company No. 12") with Midkot Investments Private Limited ("Midkot" or "Transferee Company") and their respective shareholders with effect from the Appointed Date (as defined hereinafter). In addition, this Scheme of Amalgamation also provides for various other matters consequential, supplemental and/or otherwise integrally connected therewith.

(A) BACKGROUND AND DESCRIPTION OF COMPANIES

1. "Midkot" or "Transferee Company" means Midkot Investments Private Limited having Corporate Identification Number U51398WB1993PTC057932, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata-70010, in the State of West Bengal;
2. "EFL" or "Transferor Company No. 1" means EFL Foods Ltd having Corporate Identification Number U15419WB1988PLC044472, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at Emami Tower, 687 Anandapur, E. M. Bypass Kolkata-700107, in the State of West Bengal;
3. "Emami" or "Transferor Company No. 2" means Emami Capital Markets Limited having Corporate Identification Number U72200WB1894PLC065399, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata-700107, in the State of West Bengal;
4. "Karan" or "Transferor Company No. 3" means Karan Business Private Limited having Corporate Identification Number U51909WB1998PTC078745, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata-700107, in the State of West Bengal;
5. "Medal" or "Transferor Company No. 4" means Medal Chemical & Research Works Limited, having Corporate Identification Number U24246WB1987PLC042395, a company incorporated under the



provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata-700107, in the State of West Bengal. Medal is subsidiary of EFL Foods Ltd/Transferor Company No. 1;

6. "New" or "Transferor Company No. 5" means New Way Constructions Ltd having Corporate Identification Number U70101WB1981PLC050757, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata-700107, in the State of West Bengal;

7. "Pan" or "Transferor Company No. 6" means Pan Emami Cosmed Limited having Corporate Identification Number U24246WB1994PLC061553, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata-700107, in the State of West Bengal;

8. "Ramshila" or "Transferor Company No. 7" means Ramshila Enterprises Private Ltd. having Corporate Identification Number U72200WB1994PTC061382, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at Delux Centre, 157C Lenin Sarani 3rd Floor, Room No. 308 Kolkata -700013, in the State of West Bengal;

9. "Abasan" or "Transferor Company No. 8" means Sneha Abasan Private Ltd having Corporate Identification Number U70101WB1986PTC081068, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata-700107, in the State of West Bengal;

10. "Niketan" or "Transferor Company No. 9" means Sneha Niketan Private Ltd having Corporate Identification Number U70101WB1986PTC081003, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata-700107, in the State of West Bengal;

11. "Sundew" or "Transferor Company No. 10" means Sundew Finance Private Limited having Corporate Identification Number U65191WB1993PTC057930, a company incorporated under the provisions of



the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor, Kolkata- 700107, in the State of West Bengal.

12. "TMT" or "Transferor Company No. 11" means TMT Viniyogan Ltd. having Corporate Identification Number U65021WB1994PLC063865, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata- 700107, in the State of West Bengal;

13. "Zen" or "Transferor Company No. 12" means Zen Business Private Ltd having Corporate Identification Number U51909WB1996PTC078744, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 687, Anandapur, E.M. Bypass 2nd Floor Kolkata- 700107, in the State of West Bengal;

The Transferor Company NO. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 & 12 are hereinafter collectively referred to as "Transferor Companies".

(B) RATIONALE FOR THE SCHEME OF AMALGAMATION IN THE MANNER PRESCRIBED IN THIS SCHEME

The Scheme of Amalgamation would result in consolidation of Transferor Companies into Transferee Company and interalia, help in achieving the following key objectives:

1. Consolidation of shareholding of group operating companies held by Transferor Companies and better control over group operating companies.
2. Consolidation of the businesses of the Transferor Companies and Transferee Company in the manner prescribed in the scheme will increase their capacity to lend and invest which are required for the effective functioning of the Transferor Companies.
3. Synergies arising out of the consolidation of alike and supporting businesses of the Transferor Companies will lead to reflection of the fair value of the assets and liabilities of the Transferor Companies, whether currently recorded in the books or not.
4. This Scheme also seeks to reduce number of Non Banking Finance Companies in the group in a manner that it is in the best interest of and without prejudicial to the interest of the shareholders.
5. Reduction of administrative costs, operative and overhead expenses, legal and regulatory compliances which would further lead to cost efficiency and optimum utilization of the available resources and avoidance of inter company transactions; and
6. The amalgamation will result not only in consolidating and improving the internal systems, procedures and controls but will also bring greater management and operational efficiency due to integration of

various similar functions being carried out by all the Transferor Companies such as finance, regulatory, management, etc.

7. Amalgamation will lead to consolidation of business and simplification of group corporate structure.

In consideration of the above-mentioned business rationale and related benefits, this Scheme of Amalgamation is being proposed in accordance with the terms set out hereunder.

PARTS OF THE COMPOSITE SCHEME OF AMALGAMATION:

This Scheme of Amalgamation ("Scheme") contemplates the amalgamation of the Transferor Company No. 1, Transferor Company No.2, Transferor Company No.3, Transferor Company No.4, Transferor Company No. 5, Transferor Company No.6, Transferor Company No.7, Transferor Company No.8, Transferor Company No.9, Transferor Company No. 10, Transferor Company No. 11 and Transferor Company No.12 into and with the Transferee Company in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013 read with Rules made thereunder and in compliance with the provisions of Section 2(1B) of the IT Act. (The proposed amalgamation as described above shall hereinafter be referred to as "the Arrangement").

This Scheme of Amalgamation is divided into the following parts:

1. PART I - Deals with the Definitions and Share Capital;
2. PART II - Deals with amalgamation of EFL Foods Ltd ("EFL" or "Transferor Company No. 1"), Emami Capital Markets Limited ("Emami" or "Transferor Company No. 2"), Karan Business Private Limited ("Karan" or "Transferor Company No. 3"), Meda Chemical & Research Works Limited ("Meda" or "Transferor Company No. 4"), New Way Constructions Ltd ("New" or "Transferor Company No. 5"), Pan Emami Cosmed Limited ("Pan" or "Transferor Company No. 6"), Ramshila Enterprises Private Ltd ("Ramshila" or "Transferor Company No. 7"), Sneha Abasan Private Ltd ("Abasan" or "Transferor Company No. 8"), Sneha Niketan Private Ltd ("Niketan" or "Transferor Company No. 9"), Sundew Finance Private Limited ("Sundew" or "Transferor Company No. 10"), TMT Viniyogan Ltd ("TMT" or "Transferor Company No. 11"), Zen Business Private Ltd ("Zen" or "Transferor Company No. 12") into and with Midkot Investments Private Limited ("Midkot" or "Transferee Company") in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013 read with Rules made thereunder and in compliance with the provisions of Section 2(1B) of the IT Act., consolidation of authorized share capital, issuance of consideration, the accounting treatment of the same and amendment in the main objects of the Transferee Company; and
3. PART III - Deals with General Terms and Conditions applicable to this Scheme.

PART - I



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DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme (as defined hereinafter), unless repugnant to the meaning or context thereof, the following expressions shall have the meaning mentioned herein below:

- 1.1 "Act" or "The Act" means the Companies Act, 2013 and the rules, regulations, circulars, notifications, any statutory modifications, re-enforcements or amendments thereof for the time being in force;
- 1.2 "Applicable Law(s)" shall mean any applicable statute, enactments, acts of parliament, state or provincial legislatures, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directives and orders of any government, statutory authority, tribunal, board or court;
- 1.3 "Appointed Date" for the purpose of this Scheme (as defined hereinafter) and the Income-tax Act, 1961 means closing hours of business on 31st March, 2020 or such other date as may be mutually agreed to by the Board of Directors of the Transferor Companies and the Transferee Company. Upon the Scheme coming into effect, it shall operate with effect from the appointed date;
- 1.4 "Appropriate Authority" means any government, statutory, regulatory, departmental or public body or authority of the Jurisdiction of West Bengal, including Registrar of Companies and Regional Director of Ministry of Corporate Affairs;
- 1.5 "Board of Directors" or "Board" means and includes the respective Boards of Directors of respective Transferor Companies and Transferee Company or any committees constituted by such Board of Directors of the aforesaid company(ies) for the purposes of the Scheme;
- 1.6 "Effective Date" has the meaning assigned to it in Clause 3 of this Scheme. Any reference in the Scheme to the "date of coming into effect of this Scheme" or "upon the Scheme becoming effective" or "effectiveness of this Scheme" shall mean the Effective Date;
- 1.7 "IT Act" means the Income-tax Act, 1961 and the rules, regulations, circulars, any statutory modifications, re-enforcements or amendments thereof for the time being in force;
- 1.8 "Optionally Convertible Redeemable Preference Shares" ("OCRPS") means the OCRPS of the Transferee Company issued pursuant to this scheme as per terms mentioned in Schedule I;
- 1.9 "Non Cumulative Redeemable Preference Shares" ("NCRPS") means the 8% NCRPS of the Transferee Company issued pursuant to this scheme redeemable at par any time within 20 years from the date of issue at the option of the board of the Transferee Company;



- 1.10 "NCLT" or "Tribunal" means the National Company Law Tribunal, Kolkata Bench and shall be deemed to include, if applicable, a reference to such other forum or authority which may be vested with any of the powers of a Tribunal to sanction the Scheme under the Act;
- 1.11 "RBI" means the Reserve Bank of India;
- 1.12 "Record Date" for the purpose of this Scheme shall mean the date to be fixed by the Board of Directors of the Transferee Company for the purpose of determining the shareholders of the Transferor Companies who are eligible to get the shares of the Transferee Company as per this Scheme;
- 1.13 "Registrar of Companies" means Registrar of Companies of State of West Bengal;
- 1.14 "Scheme" or "the Scheme" or "this Scheme" or "Scheme of Amalgamation" means this Scheme of Amalgamation, in its present form or with any modification(s) made under Clause 12 of this Scheme as approved or directed by the NCLT or such other competent authority, as may be applicable;
- 1.15 "Share Entitlement Ratio" means ratios for determining the issuance of shares by Transferee Company to the shareholders of Transferor Companies under Part II of this Scheme, as set out in the Share Entitlement Ratio Report issued by Sandeep Agrawal, Registered Valuer (Registration No. IBBI/RV/06/2019/11237), Kolkata, West Bengal;
- 1.16 "Share Entitlement Ratio Report" means the report stating share exchange ratio issued by Sandeep Agrawal, Registered Valuer (Registration No. IBBI/RV/06/2019/11237), Kolkata, West Bengal dated 11th February 2020;
- 1.17 "Share Issuance" means the issuance and allotment of shares contemplated in the Scheme;
- 1.18 "Undertaking Of The Transferor Companies" or "Undertaking" shall mean the entire business and the undertakings of the Transferor Companies as a going concern, all their assets, rights, licenses and powers, and all their debts, outstanding, liabilities, duties, obligations and employees as on the Appointed Date including, but not in any way limited to, the following:
 - (i) All the assets (including Land either Leasehold or Freehold) and properties (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) of the Transferor Companies including but not limited to all leases, leasehold improvement, used or possessed by the transferor Companies.



(ii) Without prejudice to the generality of the foregoing clause, the said undertaking shall include all rights, powers, interest, authorities, privileges, liberties and all properties and assets, movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, in possession or reversion, present or contingent or of whatsoever nature wherever situated, including without being limited to land, (including leasehold land), building, furniture and fittings, computers, inventories, investments, investment in shares, debentures & Mutual Funds, investment with/under Portfolio Management Scheme (PMS) or any under Scheme, demat accounts with or without lien, sundry debtors, cash and bank balance, loan and advances, leases, (including lease rights), tenancy and agency right and all other interest or right in or arising out of such properties, advance income tax, tax deducted at source, MAT credit, GST credit, other taxes, right to carry any specific business for which any transferor companies is having any registration, all other rights and benefits (including tax benefit), easements, privileges, liberties and advantages of whatsoever nature obtained hereinafter by the Transferor Companies or which the Transferor Companies is entitled to and all debts, liabilities, including without limiting to secured and unsecured debts, sundry creditors duties and obligation of the Transferor Companies of whatsoever kind and howsoever arising provided always that the scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available against the Transferor Companies which shall vest in the Transferee Companies by virtue of the Amalgamation and the Transferee Companies shall not be obliged to create any further or additional security therefore after the Amalgamation has become effective or otherwise.

(iii) Amounts claimed by the Transferor Companies whether or not so recorded in the books of account of the Transferor Companies from any Governmental Authority, under any law, act or rule in force, as refund of any tax, duty, cess or of any excess payment.

(iv) Right to any claim not preferred or made by the Transferor Companies in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Companies and any interest thereon, with regard to any law, act or rule or scheme made by the Governmental Authority, and in respect of self-off, carry forward of un-absorbed losses, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income-tax Act, 1961, or any other or like benefits under the said acts or under and in accordance with any law or act.

(v) All debts (secured and unsecured), liabilities including contingent liabilities, duties, leases of the Transferor Companies and all other obligations of whatsoever kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised. Provided that, any reference in the security



documents or arrangements entered into by the Transferor Companies and under which, the assets of the Transferor Companies stand offered as a security, for any financial assistance or obligation, the said reference shall be construed as a reference to the assets pertaining to the Transferor Companies only as are vested in the Transferee Companies by virtue of the Scheme.

(vi) All other obligations of whatsoever kind, including liabilities of the Transferor Companies with regard to their employees with respect to the payment of gratuity, pension benefits and the provident fund or compensation, if any, in the event of resignation, death, voluntary retirement or retrenchment.

1.19 In this Scheme, unless the context otherwise requires:

- a) References to persons shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;
- b) The headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- c) Words in the singular shall include the plural and vice versa; and
- d) The words "including", "include" or "includes" shall be interpreted in a manner as though the words "without limitation" immediately followed the same;
- e) Any document or agreement includes a reference to that document or agreement as varied, amended, supplemented, substituted, novated or assigned, from time to time, in accordance with the provisions of such a document or agreement;
- f) The words "other", or "otherwise" and "whatever" shall not be construed ejusdem generis or be construed as any limitation upon the generality of any preceding words or matters specifically referred to;
- g) The term "Clause" refers to the specified clause of this Scheme;
- h) In addition to the defined terms under Clause 1, certain terms are defined elsewhere in this Scheme and wherever such terms are used in this Scheme, they shall have the meaning so assigned to them;
- i) References to one gender include all genders; and
- j) All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. COMPLIANCE WITH LAWS:



2.1 This Scheme is presented and drawn up to comply with the provisions / requirements of sections 230 to 232 of the Companies Act, 2013 for the purpose of amalgamation of Transferor Companies with the Transferee Company.

2.2 This Scheme has been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) and any other relevant sections of the IT Act as prevalent on the date of filing of Scheme with NCLT. If any terms or provisions of this Scheme are found to be or interpreted to be inconsistent with any of the said provisions of IT Act at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. This Scheme shall stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of this Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors, which power can be exercised at any time and shall be exercised in the best interests of the companies and their shareholders.

2.3 Upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise its financial statements and file revised return of income under the IT Act if required.

3. DATE OF TAKING EFFECT

3.1 The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT shall be effective from the Appointed Date but shall be operative from the last of the following dates, namely:-

(a) That on which all consents, approvals, permissions, resolutions and orders as mentioned/referred to in Clause 13 hereof have been obtained or passed or fulfilled; or

(b) That on which all necessary certified copies of NCLT order sanctioning the Scheme under Sections 230-233 of the Act shall be duly filed with the Registrar of Companies, Kolkata by the Transferor Companies and the Transferee Company.

The last of such dates shall be the "Effective Date" for the purpose of this Scheme

3.2 Further, the Scheme is in no way, is a Scheme of compromise or arrangement with the creditors as all the creditors will be paid in full as and when their respective amounts fall due in the usual course of business and therefore, the Scheme is not affecting the rights of the creditors because the aggregate assets of the Transferor Companies and the Transferee Company are more than sufficient to meet the liabilities of all the creditors in full. The present Scheme is not a Scheme of



Corporate Debt Restructuring as envisaged under Section 230(2)(c) of the Act or a Scheme of compromise or arrangement under section 230 of the Act.

4. SHARE CAPITAL

1. The authorized, issued and paid-up share capital of "Midkot" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
20,00,000 Equity Shares of Rs. 10 each	2,00,00,000
TOTAL	2,00,00,000
Issued, Subscribed and Paid-up Share Capital	
17,29,269 Equity Shares of Rs. 10 each	1,72,92,690
TOTAL	1,72,92,690

2. The authorized, issued and paid-up share capital of "EFL" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
35,50,000 Equity Shares of Rs. 10 each	3,55,00,000
55,000 Preference Shares of Rs. 100 each	55,00,000
TOTAL	4,10,00,000
Issued, Subscribed and Paid-up Share Capital	
35,41,370 Equity Shares of Rs. 10 each	3,54,13,700
TOTAL	3,54,13,700

3. The authorized, issued and paid-up share capital of "Emami" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
40,00,000 Equity Shares of Rs. 10 each	4,00,00,000
TOTAL	4,00,00,000



Issued, Subscribed and Paid-up Share Capital	
24,40,760 Equity Shares of Rs. 10 each	2,44,07,600
TOTAL	2,44,07,600

4. The authorized, issued and paid-up share capital of "Karan" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
60,000 Equity Shares of Rs. 10 each	6,00,000
3,60,000 Preference Shares of Rs. 10 each	36,00,000
TOTAL	42,00,000
Issued, Subscribed and Paid-up Share Capital	
52,400 Equity Shares of Rs. 10 each	5,24,000
3,07,500 8.25% Non Cumulative Redeemable Preference Shares of Rs. 10 each	30,75,000
TOTAL	35,99,000

5. The authorized, issued and paid-up share capital of "Medal" as on 31st December 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
30,00,000 Equity Shares of Rs. 10 each	3,00,00,000
TOTAL	3,00,00,000
Issued, Subscribed and Paid-up Share Capital	
50,000 Equity Shares of Rs. 10 each	5,00,000
TOTAL	5,00,000

6. The authorized, issued and paid-up share capital of "New" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	



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2,00,00,000 Equity Shares of Rs. 10 each	
TOTAL	20,00,00,000
Issued, Subscribed and Paid-up Share Capital	
1,77,12,500 Equity Shares of Rs. 10 each	17,71,25,000
TOTAL	17,71,25,000

7. The authorized, issued and paid-up share capital of "Pan" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
74,99,000 Equity Shares of Rs. 10 each	7,49,90,000
1,000 Preference Shares of Rs. 10 each	10,000
1,51,000 Preference Shares of Rs. 100 each	1,51,00,000
TOTAL	9,01,00,000
Issued, Subscribed and Paid-up Share Capital	
58,30,050 Equity Shares of Rs. 10 each	5,83,00,500
TOTAL	5,83,00,500

8. The authorized, issued and paid-up share capital of "Ramshila" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
26,00,000 Equity Shares of Rs. 10 each	2,60,00,000
TOTAL	2,60,00,000
Issued, Subscribed and Paid-up Share Capital	
25,79,800 Equity Shares of Rs. 10 each	25,798,000
TOTAL	25,798,000

9. The authorized, issued and paid-up share capital of "Abasan" as on 31st December, 2019 is under:

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Share Capital	Amount in Rs.
Authorized Share Capital	
1,50,000 Equity Shares of Rs. 10 each	15,00,000
20,000 Preference Shares of Rs. 100 each	20,00,000
TOTAL	35,00,000
Issued, Subscribed and Paid-up Share Capital	
1,10,000 Equity Shares of Rs. 10 each	11,00,000
8,870 11% Non Cumulative Redeemable Preference Shares of Rs. 100 each	8,87,000
TOTAL	19,87,000

10. The authorized, issued and paid-up share capital of "Niketan" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
2,00,000 Equity Shares of Rs. 10 each	20,00,000
TOTAL	20,00,000
Issued, Subscribed and Paid-up Share Capital	
1,65,000 Equity Shares of Rs. 10 each	16,50,000
TOTAL	16,50,000

11. The authorized, issued and paid-up share capital of "Sundew" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
20,00,000 Equity Shares of Rs. 10 each	2,00,00,000
TOTAL	2,00,00,000
Issued, Subscribed and Paid-up Share Capital	



17,26,304 Equity Shares of Rs. 10 each	
TOTAL	1,72,63,040

12. The authorized, issued and paid-up share capital of "JMT" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
40,00,000 Equity Shares of Rs. 10 each	4,00,00,000
TOTAL	4,00,00,000
Issued, Subscribed and Paid-up Share Capital	
37,06,350 Equity Shares of Rs. 10 each	3,70,63,500
TOTAL	3,70,63,500

13. The authorized, issued and paid-up share capital of "Zen" as on 31st December, 2019 is under:

Share Capital	Amount in Rs.
Authorized Share Capital	
60,000 Equity Shares of Rs. 10 each	6,00,000
3,50,000 Preference Shares of Rs. 10 each	35,00,000
TOTAL	41,00,000
Issued, Subscribed and Paid-up Share Capital	
52,300 Equity Shares of Rs. 10 each	5,23,000
2,45,000 8.25% Non Cumulative Redeemable Preference Shares of Rs. 10 each	24,50,000
TOTAL	29,73,000

PART - II
AMALGAMATION OF TRANSFEROR COMPANIES WITH TRANSFEREE COMPANY

5. TRANSFER AND VESTING OF BUSINESS, UNDERTAKING, PROPERTIES, ASSETS, AND LIABILITIES OF TRANSFEROR COMPANIES WITH THE TRANSFEREE COMPANY



5.1 Subject to the provisions of the Scheme in relation to modalities of amalgamation, upon the coming into effect of this Part of the Scheme on the Effective Date, and with effect from the Appointed Date, the entire business and the whole of the undertaking, property, assets (whether movable or immovable, tangible or intangible), investments in shares, investments in debentures, investments in Alternative investments funds, investments in mutual funds, investments in Portfolio Management Schemes, other investments, financial assets, rights, benefits, properties, land, building, furniture, fixtures, DEMAT accounts with depositories, DEMAT accounts with depositories with lien, interest, liabilities, contingent liabilities, duties and obligations of Transferor Companies shall by operation of law pursuant to the orders of the NCLT sanctioning the Scheme and pursuant to provisions of section 230 to 232 and other applicable provisions of the Act, without any further act, deed, matter or thing, stand transferred and vested in and/or deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the properties and liabilities of the Transferee Company within the meaning of Section 2(1B) of the IT Act.

5.2 Transfer of Assets - Without prejudice to the generality of the Clause 5.1 above, upon coming into effect of this Scheme and with effect from the Appointed Date:

5.2.1 All immovable property including land, building and any other immovable property comprised in the Transferor Companies, and any other documents, title, rights, and easements in relation to such immovable property, shall stand vested in the Transferee Company, without any further act or deed done by the Transferor Companies or the Transferee Company, and without any approval or acknowledgement of any third party. With effect from the Appointed Date, the Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/substitution of the title to such immovable properties shall be made and duly recorded in the name of the Transferee Company by the appropriate authorities on the Scheme becoming effective in accordance with the terms hereof. The Transferor Companies shall take all step as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of the immovable properties comprised in the Transferor Companies to the Transferee Company.

5.2.2 All the assets and properties of the Transferor Companies, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall, without any further act, instrument, deed, matter or thing being made, done or executed, stand vested in the Transferee Company, and shall become the property and an integral part of the Transferee Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have transferred accordingly to the Transferee



Company. The investments, if any, held in the dematerialized form will be transferred to Transferee Company by issuing appropriate delivery instruction to the depository participant with whom the Transferor Companies have an account with. Such delivery or transfer shall be made on a date mutually agreed between the respective Board of Directors of the Transferor Companies and the Transferee Company, being a date after the sanction of the Scheme by the NCLT.

5.2.3 Any and all other movable property (except those specified elsewhere in this Clause 5.2.2) including all sundry debtors and receivables, outstanding loans and advances, investments, MAT Credit, GST credit, Tax Deducted at Source, assets recoverable in cash or in-kind or for value to be received, actionable claims, dematerialized accounts with depositories, bank balances and deposits, if any, with government, Semi-government, local and other authorities and bodies, customers and other persons of the Transferor Companies shall, without any further act, instrument, deed, matter or thing being made, without any notice or other intimation to the debtors, done or executed, become the property of the Transferee Company.

5.2.4 Any recommendations, permits, leases, PF registration, ESI registration, licensees, approvals, consents, quotas, rights, authorizations, entitlements, registrations, tax deferrals and benefits, subsidies, concessions, grants, tenancy rights, no-objection certificates and licenses, if any, to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be entitled or which may be required to carry on the operations of the Transferor Companies, and which are subsisting or in effect immediately prior to the Effective Date, shall be, and remain, in full force and effect in favour of or against the Transferee Company and may be enforced as fully and effectually as if, instead of the relevant Transferor Companies, the Transferee Company had been a party, a beneficiary or an obligee thereto without any further act, instrument, deed, matter or thing being made, done or executed.

5.2.5 All rights, entitlements, licensees, applications and registrations relating to copyrights, trademarks, service marks, brand names, logos and other intellectual property rights of every kind and description, if any, whether registered, unregistered or pending registration, arising therefrom, to which Transferor Companies are a party or to the benefit of which the Transferor Companies may be eligible or entitled, shall become the rights, entitlement or property of the Transferee Company and shall be enforceable by or against the Transferee Company, as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto or the holder or owner thereof, without any further act, instrument or deed required by the Transferor Companies.

5.2.6 The date of entitlement/ownership of the transferee company relating to all assets, properties, leasehold land, shares and securities, right, benefits, approvals, investments, ownership, title, powers, interests, authorities, licenses, privileges,



liabilities will be from the date to which the Transferor Companies were entitled and it will be treated that the same has been entered into with the transferee company and the transferee company will step into the shoes of the Transferor Companies.

5.3 Transfer of Liabilities - Without prejudice to the generality of the Clause 5.1 above, upon coming into effect of this Scheme and with effect from the Appointed Date

5.3.1 All secured or unsecured debts, liabilities (including contingent liabilities), guarantees, duties and obligations of every kind, nature and description, whether recorded in the books of accounts or not, arising, raised or incurred or utilized for the business activities or operations of the Transferor Companies shall be deemed to have been transferred to the Transferee Company and to the extent they are outstanding on the Effective Date shall, without any further act, instrument, deed, matter or thing being made, done or executed, stand transferred to the Transferee Company and shall become the liabilities and obligations of the Transferee Company which shall undertake to meet, discharge and satisfy the same. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or another person, who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause.

5.3.2 Where any of the debt, liabilities (including contingent liabilities), guarantees, duties and obligations of the Transferor Companies as on the Appointed Date, deemed to be transferred to the Transferee Company have been discharged by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company, and all loans raised and used and all liabilities and obligations incurred by the Transferor Companies after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date shall also, without any further act, instrument, deed, matter or thing being made, done or executed, stand transferred to the Transferee Company and become the liabilities and obligations of the Transferee Company, which shall undertake to meet, discharge and satisfy the same and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such loans and liabilities have arisen in order to give effect to the provisions of this sub-clause.

5.3.3 Upon Scheme coming into effect and till such time the names of the respective bank accounts, Demat accounts etc. of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts and Demat accounts of the Transferor Companies in their respective names, as the case may be, in so far as may be necessary.



5.3.4 The transfer and vesting as aforesaid shall be subject to the existing charge/ hypothecation/ mortgage, if any, as may be subsisting and agreed to be created over or in respect of the said assets or any part thereof, provided, any reference in any security documents or arrangements to which the Transferor Companies are a party wherein the assets of the Transferor Companies have been or are offered or agreed to be offered as security for any financial assistance or obligation shall be construed as references only to the assets pertaining to the respective Transferor Companies and vested in the Transferee Company by virtue of this Scheme to the end and intent that the charges shall not be extended and deemed to extend to any assets of the Transferee Company.

Provided that this Scheme shall not operate to enlarge the security for the said liabilities of the Transferor Companies which shall vest in the Transferee Company by virtue of this Scheme and the Transferee Company shall not be obliged to create any further, or additional security thereof after the amalgamation has become effective or otherwise. The transfer/ vesting of the assets of the Transferor Companies as aforesaid shall be subject to existing charge/ hypothecation/ mortgage over or in respect of the assets or any part thereof of the Transferor Companies.

5.3.5 Save as provided for by this Scheme, no other term or condition of the liabilities of the Transferor Companies shall be modified except to the extent that such amendment is required by necessary implications.

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

5.3.7 Without prejudice to the provisions of the above clauses and upon coming into effect of this Scheme, the Transferor Companies and the Transferee Company shall execute such instrument and/or document and to do such acts and/or deeds as may be required, including filing of necessary particulars and/or modification of charge with the respective Registrar of Companies/ Ministry of Corporate Affairs, to give formal effect to the above provisions, if required.

5.4 Transfer of Legal Proceedings - Without prejudice to the generality of the Clause 5.1 above, upon coming into effect of this Scheme and with effect from the Appointed Date:

5.4.1 All legal, tax, quasi-judicial, administrative, regulatory or other proceedings of whatsoever nature by or against the Transferor Companies pending and/or arising on or after the Appointed Date shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been continued and enforced by or against the



relevant Transferor Companies without any further act, instrument, deed, matter or thing is made, done or executed. The Transferee Company will have all legal or other proceedings initiated by or against the Transferor Companies referred to in this sub-clause, transferred in its name and to have the same continued, prosecuted and enforced by or against the Transferee Company, to the exclusion of the relevant Transferor Companies.

5.5 Transfer of Contracts and Deeds - Without prejudice to the generality of the Clause 5.1 a above, upon coming into effect of this Scheme and with effect from the Appointed Date

5.5.1 All letters of intent, memoranda of understanding, memoranda of agreements, contracts, deeds, bonds, agreements, insurance policies, guarantees and indemnities, schemes, arrangements, undertakings and other instruments of whatsoever nature or description, to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible, shall be in full force and effect against or in favour of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto, without any further act, instrument or deed required by the Transferor Companies or Transferee Company.

5.5.2 All lease or license or rent agreements, if any, entered into by the Transferor Companies with landlords, owners, licensors or lessors in connection with the assets being used by the Transferor Companies, together with security deposits, shall stand automatically transferred in favour of the Transferee Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The Transferee Company shall continue to pay lease/ rent amounts as provided for in such agreements and shall comply with the other terms, conditions and covenants thereunder and shall also be entitled to refund of security deposits paid under such agreements by the Transferor Companies.

5.5.3 All other agreements, if any, entered into by the Transferor Companies in connection with the assets being used by the Transferor Companies shall stand automatically transferred in favour of the Transferee Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.

5.5.4 The Transferor Companies may, at any time after the coming into effect of the Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds, writings, confirmations or notices with, or in favour of, any other party to any contract or arrangement to which the Transferee Company are a party or any writings as may be necessary to be executed in order to give formal effect to the provisions of the Scheme.



5.5.5 All cheques and other negotiable instruments, payment orders received in the name of the Transferor Companies after the Effective Date shall be accepted and honoured by the bankers of the Transferee Company and credited to the account of the Transferee Company.

5.5.6 It is hereby clarified that if any Contracts cannot be transferred to the Transferee Company for any reason whatsoever, the Transferor Company shall hold such Contracts, in trust for the benefit of the Transferee Company.

5.6 Transfer of Employees - Without prejudice to the generality of the Clause 5.1 above, upon coming into effect of this Scheme and with effect from the Appointed Date

5.6.1 All the employees of the Transferor Companies, if any in service on the Effective Date shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date without any break, discontinuance or interruption in their service on the basis of continuity of service without any further act, instrument, deed, matter or thing being made, done or executed. The terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to their respective Transferor Companies on the Effective Date.

5.6.2 The Transferee Company further agrees that for the purpose of payment of any retirement benefit/ compensation, such uninterrupted past services with the Transferor Companies shall also be taken into account. Further, upon the Scheme coming into effect on the Effective Date and with effect from the Appointed Date, any prosecution or disciplinary action initiated, pending or contemplated against and any penalty imposed in this regard on any employee by the Transferor Companies shall be continued/continue to operate against the relevant employee and shall be enforced effectively by the Transferee Company.

5.6.3 With regard to provident fund, gratuity fund, superannuation fund or any other special fund or obligation created or existing for the benefit of such employees of the Transferor Companies, upon occurrence of the Effective Date and with effect from the Appointed Date, of which the employees relating to the Transferor Companies are members or beneficiaries, along with all accumulated contributions therein till the Appointed Date, upon the Scheme becoming effective, shall, with the approval of the concerned authorities, if required, be transferred to and continued to be administered by the Transferee Company for the benefit of such employees on the same terms and conditions. Accordingly, the provident fund, superannuation fund and gratuity fund dues, if any, of the said employees of the Transferor Companies would be continued to be deposited in the transferred provident fund, superannuation fund and gratuity fund account by the Transferee Company. Further, upon the occurrence of the Effective



late and with effect from the Appointed Date, the name of the Transferee Company shall stand substituted for the relevant Transferor Company, for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continuous for the purpose of the said fund or funds or gratuity.

5.7 Transfer of taxes, duties, etc. - Without prejudice to the generality of the Clause 5.1 above, upon coming into effect of this Scheme and with effect from the Appointed Date

5.7.1 All the taxes of any nature, duties, cess or any other deduction or any other like payment made by each of the Transferor Companies to any statutory authorities such as income tax, advance tax, tax paid under Minimum Alternative Tax, Goods and Service Tax, Custom Duty etc. or any tax deduction/ collection at source, credits (including GST credit, MAT Credit), etc., if any, of the Transferor Companies shall be deemed to have been on account of or on behalf of or paid by the Transferee Company, without any further act, instrument, deed, matter or thing being made, done or executed, and the Transferee Company shall be entitled to claim credit for such taxes deducted (at source)/ paid against its tax/ duty liabilities/ minimum alternative tax credit, Goods and Service Tax, Custom Duty etc., upon the scheme becoming effective, notwithstanding that the certificates/challans or other documents for payment of such taxes/duties are in the name of the Transferor Companies. Further, upon the coming into effect of this scheme, all tax compliances under the applicable tax laws by the Transferor Companies on or after Appointed Date shall be deemed to be made by the Transferee Company.

5.7.2 All the deductions otherwise admissible to the Transferor Companies including payment admissible on actual payment or on deduction of appropriate taxes or on payment of tax deducted at source (such as section 43B, section 40, Section 40A etc. of the IT Act) will be eligible for deduction to Transferee Company, upon fulfilment of conditions, if any, required under the IT Act. Any refund, under the IT Act, Goods and Service Tax laws, custom duty law or other applicable laws, regulations dealing with taxes, duties, land levies, levies due to the Transferor Companies consequent to the assessment made on the Transferor Companies (including any refund for which no credit is taken in the books of accounts of the Transferor Companies on the Appointed Date) shall belong to and be received by the Transferee Company without any further act, instrument, deed, matter or thing being made, done or executed, become the property of the Transferee Company.

5.7.3 Upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns, withholding tax returns, goods and service tax returns, TDS returns, TDS certificates, and other statutory returns and filings under the tax laws notwithstanding that the period of filing/ revising such returns may have

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lapsed and to claim refunds, advance tax and withholding tax credits etc., pursuant to the provisions of this Scheme. The Transferee Company is expressly permitted to amend tax deduction at source certificate and other statutory certificates, and shall have the right to claim refunds, advance tax credits, set offs and adjustments relating to its incomes/ transactions from the Appointed Date.

5.8 Saving of Concluded Transactions -

5.8.1 The transfer of all the assets and liabilities of the Transferor Company under Clause 5.2 and 5.3 above, continuation of legal proceedings under Clause 5.4 above and the effectiveness of Contracts and Deeds under Clause 5.5 above, transfer of all employees of the Transferor Companies under Clause 5.6 above and transfer of all statutory liabilities such as duties, taxes under Clause 5.7 above, shall not affect any transaction or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date till the sanction of the Scheme, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereof, as if done and executed on its behalf.

5.9 Resolutions, limits and borrowing powers -

5.9.1 The resolutions, if any, of each of the Transferor Companies, which are valid and subsisting including the approvals that may have been obtained by the Transferor Companies from the shareholders under the provisions of Section 180, 185, 186 and 188 or other provisions of the Act, and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.

6. CONSIDERATION

6.1 Upon the Scheme becoming effective and in consideration for the amalgamation of respective Transferor Companies in the Transferee Company, the Transferee Company shall without any further act or deed, issue and allot to the shareholders of the respective Transferor Companies whose names appear in the Register of Members of the Transferor Companies as on the Record Date as determined in accordance with Clause 1.10 above, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferee Company, as provided in Share Exchange Ratio Report, the following:

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i. To every Equity shareholder of "EFL", 100 Class A 8% NCOORPS of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "EFL" or 571 fully paid up equity shares of Rs. 10 each of Transferee Company for every 100 fully paid-up equity shares of Rs. 10 each held in "EFL".

ii. To every Equity shareholder of "Emami", 2185 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "Emami".

iii. To every Equity shareholder of "Karan", 64,999 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "Karan".

iv. To every Preference shareholder of "Karan", 8% NCRPS of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 8.25% Non Cumulative Redeemable Preference Share of Rs. 10 each fully paid-up held by such Preference Shareholder in "Karan".

v. To every Equity shareholder of "Medal", 17,346 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "Medal".

vi. To every Equity shareholder of "New", 71 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "New".

vii. To every Equity shareholder of "PAN", 100 Class B 8% NCOORPS of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "PAN" or 2030 fully paid up equity shares of Rs. 10 each of Transferee Company for every 100 fully paid up equity shares of Rs. 10 each held in "PAN".

viii. To every Equity shareholder of "Ramshila", 1480 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "Ramshila".

ix. To every Equity shareholder of "Abasan", 23190 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "Abasan".

x. To every Preference shareholder of "Abasan", 1000 8% NCRPS of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 11% Non Cumulative Redeemable Preference Share of Rs. 100 each fully paid-up held by such Preference Shareholder in "Abasan".

xi. To every Equity shareholder of "Niketani", 16537 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "Niketani".

xii. To every Equity shareholder of "Sundew", 257 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "Sundew".

xiii. To every Equity shareholder of "TMT", 4252 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "TMT".

xiv. To every Equity shareholder of "Zen", 70885 Equity Shares of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 Equity Share of Rs. 10 each fully paid-up held by such Equity Shareholder in "Zen".

xv. To every Preference shareholder of "Zen", 100 8% NCRPS of Rs. 10/- credited as fully paid-up in the Transferee Company for every 100 8.25% Non Cumulative Redeemable Preference Share of Rs. 10 each fully paid-up held by such Preference Shareholder in "Zen".

6.2 The fractional entitlements, if any, to which shareholders of the Transferor Companies may become entitled to upon issue of Shares pursuant to Clause 6.1 above respectively, will be rounded off to the nearest integer.

6.3 Approval of this Scheme by the shareholders of the Transferee Company shall be deemed to be due compliance of the provisions of Section 62 read with Section 42 of the Companies Act, 2013, and other relevant and applicable provisions of the Act for the issue and allotment of Shares by the Transferee Company to the shareholders of the Transferor Companies, as provided in this Scheme.

6.4 In the event that the Transferor Companies and the Transferee Company restructure their share capital by way of share split / buy back / consolidation / issue of bonus shares / issue of right shares or issue of fresh shares during the pendency of the Scheme, the Share Entitlement Ratio shall be adjusted accordingly to take into account the effect of any such corporate actions.



6.5 The shares to be issued by the Transferee Company to the respective shareholders of the Transferor Companies shall be subject to the Memorandum of Association and Articles of Association of the Transferee Company and shall rank pari passu with the existing shares of the Transferee Company in all respects including dividend.

6.6 The shares of the Transferee Company shall be issued in physical form or dematerialized form as the case may be. The shareholders of the Transferor Companies need not surrender their existing share certificate to getting shares of the Transferee Company. Upon allotment of shares of the Transferee Company, the share scripts of the Transferor Companies shall be deemed to have been cancelled.

6.7 The share certificates, if any, in relation to the shares held by the shareholders of the Transferor Companies in Transferor Companies shall be of no effect, and be extinguished and be deemed to have been automatically cancelled, on and from issue and allotment of Shares in Transferee Company.

6.8 The New Shares to be allotted and issued in terms of Clause 6.1 hereinabove are subject to the Transferee Company obtaining the requisite approvals from all the relevant Governmental Authorities if any.

6.9 The Transferee Company shall dispatch a notice to each of the equity shareholders of PAN and EFL whose name appear in register of members as on the Record Date, within 15 days of Record Date, which shall allow equity shareholders of PAN and EFL the following options, and contain or require furnishing of such other information as may be necessary to give effect to such options.

- a) Issuance and allotment of OCRPS of the Transferee Company; or
- b) Issuance and Allotment of equity shares of the Transferee Company.

6.10 Equity shareholders of PAN and EFL shall be required to submit the duly filled-up Notice to the Transferee Company on and before the expiry of 25 (Twenty-Five) days from the date of dispatch of such Notice. The equity shareholders of PAN and EFL are mandatorily required to exercise either of the options which shall be provided to them in the notice in entirety and not in parts.

6.11 If any of such equity shareholders of PAN and EFL has not submitted the duly filled-up Notice to the Transferee Company within the stipulated time as mentioned above or has not provided requisite details as may be required in relation to the option or where such Notice has not been received by the Transferee Company or the Notice has returned undelivered or the ownership of the equity shares of PAN and EFL is in dispute, then in that event, such equity shareholder shall



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be allotted OCRPS of the Transferee Company (as consideration pursuant to Clause 6) in the ratio as stated in Clause 6.1 above.

7. ACCOUNTING TREATMENT

7.1 Accounting treatment in the books of the Transferee Company

7.1.1 Pursuant to this Scheme becoming effective with effect from the Appointed Date, the amalgamation of the Transferor Companies with the Transferee Company shall be accounted as per the 'Purchase Method', as described in Accounting Standard - 14 "Accounting for Amalgamations" issued by the Central Government in terms of Companies (Accounting Standard) Rules, 2006 as amended from time to time.

7.1.2 Upon the Scheme becoming effective but from the Appointed Date, the Transferee Company, the acquirer for the purpose of accounting treatment, shall record all the assets and liabilities pertaining to the Transferor Companies, by allocating the consideration to individual identifiable assets and liabilities of the Transferor Companies on the basis of their fair value.

7.1.3 Any inter-company deposits, loans, advances, balances, investments, guarantee, etc. between the Transferor Companies and the Transferee Company and/or in between Transferor Companies, as appearing in their respective book of accounts as on the Appointed Date shall stand cancelled and obligations in respect thereof shall come to an end.

7.1.4 Upon the Scheme being effective, the Transferee Company shall record the issued and allotted Equity Shares, and Optionally Convertible Redeemable Preference Shares at fair value as on Appointed Date. The face value of Equity Share on such issue shall be credited to the Equity Shares Capital Account, and the balance shall be credited to the securities premium account in the Transferee Company's books of accounts

7.1.5 Statutory reserves of the Transferor Companies if required, shall be recorded in the financial statements of Transferee Company. The difference between the fair value of assets, the fair values of the liabilities and statutory reserve, if any, of the Transferor Companies as on the Appointed Date taken over by the Transferee Company as per Clause 7.1.2 above and cancellation of inter-company deposits, loans, advances, balances, investments, guarantee, etc. in Clause 7.1.3 of the Scheme and the fair

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value of Shares to be issued and allotted by the Transferee Company as per Clause 7.1.4 of this Scheme, shall be, credited to Capital Reserve of Transferee Company, or debited to Goodwill account, as the case may be, of the Transferee Company.

- 7.2 Any matter not dealt with in this Clause 7.1 shall be dealt with in accordance with the applicable accounting standards and in accordance with the Indian Generally Accepted Accounting Principles followed by the Transferee Company.
- 7.3 In case of any difference in the accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in the balance of profit and loss account of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.
- 7.4 The accounting treatment specified in the Clause 7.1 to 7.3 shall prevail over any adjustment required by Accounting Standard followed by Transferee Company. Further, the Transferee Company shall not be obliged to reopen its books to modify the accounting treatment prescribed in the Scheme.
- 7.5 In the books of the Transferor Companies
- 7.5.1 There will be no accounting treatment in the books of the Transferor Companies as it shall cease to exist pursuant to the application of the Scheme.
- 7.5.2 All costs, charges, stamp duty incurred in connection with giving effect to this Scheme shall be debited by the Transferee Company to its statement of Profit and Loss.
8. REORGANISATION OF AUTHORISED SHARE CAPITAL OF TRANSFEE COMPANY
- 8.1 Upon the Scheme becoming effective, the Authorized Share Capital of the Transferee Company, in terms of its Memorandum of Association and Articles of Association, shall automatically stand enhanced without any further act, instrument or deed on the part of the Transferee Company, by the authorized share capital of the Transferor Companies, and the Memorandum of Association and Articles of Association of the Transferee Company, (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment and for this purpose the stamp duty and fee paid if any, paid by the Transferor Companies on its authorized share capital shall be set-off against any fees payable by



the Transferee Company (if any) on the increase in its authorized share capital subsequent to the amalgamation under the Act.

- 8.2 Pursuant to this Scheme, the Transferee Company shall file the requisite documents/ information (if any required) with the Registrar of Companies or any other Applicable Authority for such increase of the authorized share capital.
- 8.3 It is hereby clarified that upon the Scheme coming into effect, the provisions of Sections 13, 14, 61, 64 and other applicable provisions, if any, of the Act in relation to increase in the Authorized Share Capital of the Transferee Company shall be considered to be complied with, and it shall not be required to do any further act, deeds or things, unless specifically required under the Act.
9. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE
- With effect from the Appointed Date and up to and including the Effective Date:
- 9.1 The Transferor Companies shall be deemed to have been carrying on and shall carry on the business with reasonable diligence and business prudence. All such activities shall include without limitation, the ability to undertake actions in relation to their business and fulfil all past, existing and/or future commitments with respect to the businesses including the sale/disposal of any or all their assets and / or further investments of proceeds thereof.
- 9.2 The Transferor Companies shall carry on and be deemed to have carried on all business and activities and shall stand possessed of all the assets, rights, title and interest of the Transferor Companies for and on account of, and in trust for the Transferee Company.
- 9.3 All profits and cash accruing to or losses arising or incurred (including the effect of taxes, if any, thereon), by the Transferor Companies, shall for all purposes, be treated as the profits or cash or losses, of the Transferee Company. All accretions and depletions to the Transferor Companies shall be for and on account of the Transferee Company.
- 9.4 Any of the rights, powers, authorities, privileges attached, related or pertaining to or exercised by the Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Transferor Companies that have been undertaken or discharged by the Transferor Companies, shall be



deemed to have been undertaken for and on behalf of and as an agent for the Transferee Company.

10. Winding Up

10.1 From the Effective Date, the Transferor Companies, shall stand dissolved without being wound up in accordance with the provisions of Section 230-232 and other applicable provisions of the Act.

10.2 Conversion of MIDKOT Transferee Company and Change in Name Clause to give the effect of conversion:

10.2.1 Upon Scheme being effective and upon the issue of Equity Shares by MIDKOT, the Transferee Company to the shareholders of Transferor Companies pursuant to Clause 6.1 hereinabove, MIDKOT, the Transferee Company shall cease to be a private limited company. Consequently, the name of the Company would change from 'MIDKOT Investment Private Limited' to 'Pan Emami Cosmed Limited'. Alongwith the change of name, the word 'Private' shall be deleted from the name of the Company. The Transferee Company shall cease to be a private limited company. Since this is consequential change and proposed as an integral part of the Scheme, it is clarified that there will be no need to pass a separate resolution as required under Section 13, 14, 18 and other applicable provisions of the Act.

10.2.2 Clause 1 of the Memorandum of Association of MIDKOT, the Transferee Company shall be substituted with the following clause:

"1. The name of the Company is Pan Emami Cosmed Limited..

10.2.3 Pursuant to the provisions of Section 14 and other applicable of the Companies Act, 2013, the Articles of Association of the Transferee Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company. Further in the Articles of Association, wherever required, clauses as applicable to private limited shall be deleted or modified based on "Table-F" of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares. The Transferee Company shall file the said Memorandum of Association and Article of Association with the Registrar of Companies alongwith e-form as applicable.

10.3 PRINCIPLE OF SINGLE WINDOW CLEARANCE

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Under the accepted principle of single window clearance, it is hereby provided that the above-referred amendment in the Memorandum of Association of the Transferee Company and the Memorandum and Articles of Association of MIDKOT, the Transferee Company, viz. Change in the Capital Clause and change in name clause as mentioned in applicable Clause hereinabove, no separate approval will be required.

PART - III

GENERAL TERMS AND CONDITIONS

11. APPLICATION TO THE NCLT

The Transferor Companies and the Transferee Company, shall, with all reasonable efforts, make application or petition under Sections 230-232 and other applicable provisions of the Act to the NCLT of Kolkata or any other Appropriate Authority, for sanction of this Scheme and for dissolution of the Transferor Companies, without winding-up under the provisions of law.

12. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

Subject to approval of the NCLT, the Transferor Companies and the Transferee Company, acting through their respective Board of Directors may assent to any modifications / amendments to the Scheme or to any conditions or limitations that the Court and / or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors). The Transferor Companies and the Transferee Company, by their respective Board of Directors, be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions of law or otherwise, whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.

13. CONDITIONALITY OF THE SCHEME

This Scheme, although to come into operation from the Appointed Date, shall not be effective and shall be conditional upon and subject to:

13.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and / or creditors of the Transferor Companies and the

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Transferee Company as prescribed under the Act and as may be directed by the NCLT or any other Appropriate Authority as may be applicable.

13.2 The sanction of this Scheme by the NCLT or any other Appropriate Authority under Sections 230 to 232 and other applicable provisions, if any of the Act.

13.3 Certified or authenticated copy of the Order of the NCLT sanctioning the Scheme being filed with the Registrar of Companies.

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

14. EFFECT OF NON-RECEIPT OF APPROVALS

14.1 In the event of any of the said sanctions and approvals referred to in Clause 13 not being obtained and / or the Scheme not being sanctioned by the NCLT or such other Appropriate Authority, if any, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and agreed between the respective parties to this Scheme. Each party shall bear and pay its respective costs, charges and expenses for and or in connection with the Scheme unless otherwise mutually agreed.

14.2 It is further provided in a case if the Board of Directors of any of the companies as being part of this Scheme, at any stage prior to the Scheme coming into effect, decide not to proceed further with the Scheme and withdraw the consent of the respective company to the Scheme, in such a case, the Scheme in its entirety shall not be proceeded with by any party, and this Scheme shall stand revoked, cancelled and be of no effect.

15. COSTS, CHARGES AND EXPENSES

15.1 All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of Transferor Companies and Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by the Transferee Company and would be debited to statement of Profit and Loss.

16. FILING AMENDMENT OF RETURNS

16.1 Transferee Company is expressly permitted to file/ revise their respective income-tax, service tax, TDS return/ GST return and other statutory returns, consequent to the Scheme becoming effective, notwithstanding that the period for filing/ revising such returns may have lapsed. The Company is expressly permitted to amend tax deduction at source certificate and other statutory certificates, and shall have the right to claim refunds, advance tax credits, TDS credits, set-offs and adjustments, GST credits, relating to its incomes/ transactions from the Appointed Date.

17. SEVERABILITY

17.1 If any part of this Scheme is found invalid, unworkable for any reason whatsoever, ruled illegal by any court of competent jurisdiction or unenforceable under present future laws the same shall not, subject to the decision of Board of Directors, affect the validity or implementation of the other parts and/or provisions of this Scheme.

SCHEDULE I

TERMS AND CONDITIONS OF OCRPS

Issuer	Midkot Investments Private Limited
Instrument	Class A Optionally Convertible Redeemable Preference Shares (OCRPS)
Nominal Value	Rs. 10 (Ten) per OCRPS
Conversion/ Redemption terms	- Holder of OCRPS will have an option to convert the OCRPS into equity at any time after 1 (one) but before 2 (two) years of its' issue. - In an event, the holder of OCRPS does not convert it within a period of 2 years, the OCRPS shall be redeemed at face value at the end of 2 (two) years from the date of issue. 1 ('One') OCRPS of Midkot Investments Private Ltd will be convertible into 1 ('One') Equity share of Midkot Investments Private Ltd of Rs. 10 each
Redemption	To be redeemed at its face value
Coupon Rate	Non Cumulative, 8% becomes due and payable, as and when the dividend is declared on the equity shares



TERMS AND CONDITIONS OF OCRPS

Issuer	Midkot Investments Private Limited
Instrument	Class B Optionally Convertible Redeemable Preference Shares (OCRPS)
Nominal Value	Rs. 10 (Ten) per OCRPS
Conversion/Redemption terms	- Holder of OCRPS will have an option to convert the OCRPS into equity at any time after 1 (one) but before 2 (two) years of its issue. - In an event, the holder of OCRPS does not convert it within a period of 2 years, the OCRPS shall be redeemed at Rs. 175/- per OCRPS at the end of 2 (two) years from the date of issue. 1 ('One') OCRPS of Midkot Investments Private Ltd will be convertible into 1 ('One') Equity share of Midkot Investments Private Ltd of Rs. 10 each
Redemption	To be redeemed at Rs. 175/- per OCRPS
Coupon Rate	Non Cumulative, 8% becomes due and payable, as and when the dividend is declared on the equity shares



SCHEDULE OF ASSETS

Schedule of Assets of EFL Foods Ltd, the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I
(A short description of the Freehold Property of the Transferor Company)
Nil

PART - II
(A short description of the Lease-hold Property of the Transferor Company)
Nil

PART - III
(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - EFL Foods Ltd)

Schedule of Assets

Description of Assets	Amount (INR)
Right of use Assets	2,90,629
Financial Assets	
i) Investment	1,13,69,955
ii) Loans	16,548
Deferred Tax Assets	3,180
Cash and Cash equivalents	4,94,520
Other Current Assets	58,376
Total	1,22,33,208

PAN:- AABCE0982F
TAN:- CALE00338C
GST:- NA

Investments as at 31.03.2020

Annexure-I

Particulars	Face Value	No. of Share	Value
Non-Current (Unquoted)			
Investments in Equity Instruments In Subsidiaries			
Medal Chemical & Research Works Limited	10	28,010	2,80,801
Ramshila Enterprises Private Limited	10	11,06,150	1,10,89,154
		11,34,160	1,13,69,955



Loans as at 31.03.2020

Annexure - 2	
Sl. No	Accounts Heads
1	Security Deposit
	Against office rent payment to Emami Group of companies Private Limited
	Amount (Rs.)
	16,548
	Total
	16,548

Cash and Cash equivalents as at 31.03.2020

Annexure 3	
Sl. No	Particulars
1	Cash in Hand
	Amount (Rs.)
	14,338
2	Balances with Bank
	Name of Bank
	ICICI Bank
	Account No.
	694905036611
	Branch
	15, Portugues Church Street, New Howrah Bridge Appro Road, Kolkata - 700 001
	Amount (Rs.)
	4,80,182
	Total
	4,80,182
	Total of Cash and Cash Equivalent
	4,94,520

Other Current Assets as at 31-03-2020

Annexure - 4	
Sl. No	Accounts Heads
	Description
1	Advance Income Tax
	TDS AY 2011-12
	Amount (Rs.)
	4,434
2	Other Advances
	Excess payment of TDS u/s 194A for FY 19-20
	Amount (Rs.)
	44,579
3	Prepaid Rent
	Amount (Rs.)
	9,363
	Total
	58,376

SCHEDULE OF ASSETS

Schedule of Assets of Emami Capital Markets Limited, the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I

(A short description of the Freehold Property of the Transferor Company)

Particulars	Area	Amount	Details of Land
Land at Madurai address	59.66 Acre	10,86,392	See note 1 Below

Note 1 - Details of Madurai Land

Registration District	Sub-Registration District	Village	Land Type	Survey No.	ACRE
Thoothukudi	Vilathikulam	Kandasamypuram	Punja	268/1 & 268/3	6.50
Thoothukudi	Vilathikulam	Kandasamypuram	Punja	254/3	3.54
Thoothukudi	Vilathikulam	Kandasamypuram	Punja	261/4	1.77
Thoothukudi	Vilathikulam	Kandasamypuram	Punja	263/1A	1.30
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	197/1	2.42
Thoothukudi	Vilathikulam	Kandasamypuram	Punja	250/3A & 250/3B	1.50
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	270/1D	1.00
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	249/2C	2.15
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	252/1A	0.98
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	192/1	2.03
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	195/2	6.59
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	105/2	1.49
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	105/3	1.52
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	141/1A	0.67
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	214/2E	0.48
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	102	1.28
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	12/2C	0.21
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	53/4A	0.94



Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	174/1D	1.78
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	174/2D	1.83
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	252/1B	0.91
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	261/6B	0.68
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	216/4B	2.95
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	262/1A	4.67
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	167/3	2.15
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	180/1B	0.51
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	180/2	1.06
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	156/1B	4.16
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	145/3	0.74
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	232/1B	1.51
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	203/1B	0.17
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	203/5B	0.17
					59.66

PART - II
(A short description of the Lease-hold Property of the Transferor Company)
Nil

PART - III
(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - Emami Capital Markets Limited)
Schedule of Assets

Description of Assets	Amount (INR)
Non-Current Investment	12,40,19,299
Property, Plant & Machinery	10,93,010
Long Term Loans & Advances	1,74,78,886



Trade Receivables	2,12,662
Cash and Cash equivalents	46,48,003
Short terms Loans & Advances	2,45,37,97,679
Other Current Assets	5,65,12,610
Total	2,65,76,71,849

PAN:- AABCE2354D
TAN:- CALE01183A
GST:- 19AABCE2354D1ZZ

Non Current Investments as at 31.03.2020

Particulars	Face Value	No. of Share	Value (Rs)
Non -Trade Investments(Valued at cost unless stated otherwise)			
Quoted Equity Shares (Fully Paid Up)			
Emami Realty Limited	2	452	2,349
Deevec Commercial Limited	10	5,84,450	58,59,112
Emami Limited	1	84,000	29,573
Total	A		58,91,034
Unquoted Equity Shares (Fully Paid Up)			
AMRI Hospitals Limited	10	45,80,820	2,95,99,293
Medal Chemical & Research Works Limited	10	2,000	20,050
TMT Viniyogan Limited	10	1,10,000	2,81,903
Pan Emami Cosmed Limited	10	4,26,400	43,00,473
New Age Writing Instruments Limited	10	4,500	90,225
M.Bhattacharya & Co Pvt Ltd	500	109	36,08,960
Namo Edu Infrastructures Private Limited	10	26,31,579	2,81,95,489
Total	B		6,60,96,393
Unquoted Preference Shares (Fully Paid Up)			
Karan Business Private Limited	10	40,000	4,01,000
Sneha Enclave Private Limited	100	7,920	1,58,796
Sneha Gardens Private Limited	100	14,420	2,89,121
Zen Business Private Limited	10	2,15,000	4,31,075
Namo Edu Infrastructures Private Limited	10	47,36,842	5,07,51,880
Total	C		5,20,31,872
Aggregate Investments	A+B+C		12,40,19,299

Annexure-I



Property, Plant & Equipment as on 31.03.2020

Particulars	Area	Gross Block	Depreciation	Net Block	Details of Land
Computer	NA	1,32,369	1,25,751	6,618	
Land at Madurai	59.66 acre	10,86,392	-	10,86,392	See Part I
Total		12,18,761	1,25,751	10,93,010	

Annexure 2

Long Term Loans & Advances

Sl No.	Particulars	Description	Amount(Rs.)
1	Prepaid Expenses	Axis Finance-Processing fees	1,68,67,957
		Axis Finance-Processing fee	2,44,724
		JP Morgan-NCD arrangement fees	1,45,055
			1,72,57,736
2	Security Deposit	Deposit against Rent (Emami Group of Companies Pvt Ltd)	52,000
		Deposit to NSDL	10,000
3	Capital Advances	Advance for expenditure against Madurai Land	8,850
	Total		1,73,28,586

Annexure -3

Annexure - 4

Particulars	Amount(Rs.)
AMRI Hospitals Limited	1,55,845
Emami Cement Limited	56,817
Total	2,12,662

Annexure - 4

Cash and Cash equivalents as at 31.03.2020

Sl. No	Particulars	Amount(Rs.)
1	Cash in Hand	23,159
2	Balances with Bank	Amount(Rs.)
	AXIS BANK	253010200008402
		Ground Floor , The Chamber , 1865 , Rajdanga Main Road , Kolkata - 700107

Annexure 5

Axis Bank Limited	253010200007832	Ground Floor , The Chamber , 1865 , Rajdanga Main Road , Kolkata - 700107	1,91,581
ICICI Bank	000605020157	Rasoi Court, 20, Sir R.N.Mukerjee Road, Kolkata - 700 001	28,14,961
Kotak Mahindra Bank	03232010000238	Ground Floor,2, Brabourne Road, Kolkata - 700 001	4,61,663
Kotak Mahindra Bank	03232010000153	Ground Floor,2, Brabourne Road, Kolkata - 700 001	3,90,375
Total			46,24,844
Total Cash and Cash Equivalents			46,48,003

Short terms Loans & Advances

Annexure 6

A. Loan Given O/S

i) Standard Assets

Name of the Borrower	Amount
Related Parties	
EFL Foods Limited	1,43,00,000
Emami Constructions Private Limited	64,00,000
Emami Paper Mills Limited	70,50,00,000
AMRI Hospitals Limited	12,60,00,000
New Way Constructions Limited	1,30,00,000
Bengal Emami Housing Limited	24,77,00,000
Emami Realty Limited	10,00,00,000
Emami Cement Limited	50,00,000
Total	1,21,74,00,000

Other than Related Parties	Amount (Rs)
Name of the Borrower	
Anamika Kalam Sangam Trust	1,25,00,000
Rameshwara Developers LLP	10,00,00,000
RTL Logistics Limited	8,50,00,000
Rameshwara Infraspace LLP	7,70,00,000
Yashshvi Vyapaar & Vitt. Pvt Ltd	1,97,50,000



Sunita Impex Pvt Ltd.	50,00,000
Natural Plast Private Limited	1,74,45,000
Sneha Home Private Limited	1,39,55,000
Sri Harsha Vardhan Ruia	71,12,090
Paradise Agriculture Private Limited	44,00,000
Archana Promoters & Developers Ltd	44,10,000
Pacific Health Care Private Limited	7,30,000
M.Bhattacharyya & Co. Pvt Ltd	80,00,000
Abhisek Agarwal	34,27,000
CRI Limited	25,00,000
Orbit Realty Infrastructure Pvt Ltd	7,50,000
Enami Centre for Creativity Pvt Ltd	20,000
Ideal Dental Lab	32,50,000
Rosemary Dental N Beauty Studio LLP	7,15,00,000
Quantum Cultivation Private Limited	40,00,000
Ideal Dental Care Private Limited	1,32,00,000
Bellary Investments Private Limited	35,00,000
SKP Investments Private Limited	6,00,00,000
Dilip Kr. Poddar	55,00,000
Pawan Kumar Gupta	6,15,150
Total	52,35,64,242

iii) Substandard Assets

Name of the Borrower	Gross Amount (Rs)	Provision for NPA	Net Amount
Ideal Real Estate Pvt. Ltd.	50,00,00,000	5,00,00,000	45,00,00,000
Gumbi Software Private Limited	17,83,00,000	1,78,30,000	16,04,70,000



Edutel Technologies Pvt Ltd.	5,00,00,000	50,00,000	4,50,00,000
ABS Electropilers (I) Pvt Ltd	1,97,46,178	19,74,618	1,77,71,560
N. R. Industrial Corporation	40,00,000	4,00,000	36,00,000
Total	75,20,46,178	7,52,04,618	67,68,41,560

iii) Doubtful Assets

Name of the Borrower	Amount	Provision for Doubtful	Net amount
Gemini Shares & Stocks Private Limited	2,00,00,000	2,00,00,000	-
Tantia Constructions Ltd.	15,00,000	15,00,000	-
Total	2,15,00,000	2,15,00,000	-
Total Loans Recoverable on Demand ((i)+(ii)-(iii)) = A			2,41,78,05,802

B. Advance Income Tax

Asst Year	Tax Amount
2007-2008	2,327
2015-2016	18,28,337
2016-2017	883
2017-2018	1,05,691
2018-2019	63,848
2019-2020	51,95,655
2020-2021	31,77,503
Income Tax Refund Receivable AY 2018-19	53,93,093
Total	1,57,67,337

C. Prepaid Expenses

SI No.	Particulars	Description	Amount(Rs.)
1	Prepaid Expenses	Axis Finance Limited- Processing Fees	1,02,10,290
		Axis Finance Limited- Processing Fees	1,48,133
		JP Morgan-NCD arrangement fees	24,06,593



	Insurance Premium Charges	39,921
	Annual Membership Fees	451
	Total	1,28,05,388

D. Other Advances

Sl No.	Particulars	Description	Amount(Rs.)
	Advance Against Salary	Ranjit Singh	70,000

E. Input Tax Credit of GST

Sl No.	Particulars	Description	Amount(Rs.)
	Input Tax Credit of GST		73,49,153
	Total Short Term Loans and Advances (A+B+C+D+E)		2,45,37,97,679

Other Current Assets

Name of the Company	Gross Interest Receivable (Rs)	Provisioning for NPA	Net Interest Receivable
A. Interest Receivable			
Ideal Real Estate Pvt. Ltd.	9,15,75,000	9,15,75,000	-
Gumbi Software Private Limited	2,64,77,550	2,64,77,550	-
AMRI Hospitals Limited	29,27,581		29,27,581
Anamika Kalam Sangam Trust	3,14,823		3,14,823
Rameshwara Developers LLP	63,21,224		63,21,224
RTL Logistics Limited	53,72,382		53,72,382
Edutek Technologies Pvt. Ltd.	74,25,000	74,25,000	-
Rameshwara Infraspace LLP	48,62,154		48,62,154
Gemini Shares & Stocks Private Limited	54,85,595		-
Yashshvi Vyapar & Vitr. Pvt. Ltd	15,82,198		15,82,198
Sunita Impex Pvt. Ltd.	1,86,475		1,86,475
Natural Plast Private Limited	12,21,150		12,21,150
Sheha Home Private Limited	8,79,166		8,79,166
EFL Foods Limited	3,28,770		3,28,770
Sri Harsha Vardhan Ruia Limited	1,51,569		1,51,569
Medal Chemical & research Works Limited	7,79,015		7,79,015
Polpit Vincom Pvt. Ltd.	7,987		7,987
Eveningstar Vinmay Pvt. Ltd.	7,466		7,466
N. R. Industrial Corporation	5,51,858	5,51,858	-
Paradise Agriculture Private Limited	3,11,182		3,11,182
Archana Promoters & Developers Ltd	1,41,051		1,41,051

Annexure - 7

Pacific Health Care Private Limited	24,502	24,502
Sheha Niketan Private Limited	4,81,681	4,81,681
M. Bhattacharyya & Co. Pvt. Ltd	2,58,580	2,58,580
Enami Constructions Private Limited	4,54,589	4,54,589
Abhishek Agarwal CRJ Limited	2,42,926	2,42,926
Orbit Home Pvt. Ltd.	67,131	67,131
Orbit Realty Infrastructure Pvt. Ltd	18,610	18,610
Enami Centre for Creativity Pvt. Ltd	53,999	53,999
Ideal Dental Lab	55,399	55,399
Rosemary Dental N Beauty Studio LLP	2,04,750	2,04,750
Quantum Cultivation Private Limited	55,41,250	55,41,250
New Way Constructions Limited	3,04,499	3,04,499
Bengal Enami Housing Limited	2,90,573	2,90,573
Ideal Dental Care Private Limited	77,56,936	77,56,936
Enami Cement Limited	8,88,495	8,88,495
Bellary Investments Private Limited	1,86,475	1,86,475
Enami Realty Limited	1,30,533	1,30,533
SKP Investments Private Limited	2,21,845	2,21,845
Enami Paper Mills Limited	26,43,935	26,43,935
Premier Ferro Alloys & Securities Limited	62,31,148	62,31,148
Dilip K. Poddar	97,377	97,377
Pawan Kumar Gupta	2,254	2,254
Total	18,31,12,819	13,15,15,003
B. Other Receivable		
Pyrite Power Limited		49,74,794
Total		5,65,72,610

SCHEDULE OF ASSETS

Schedule of Assets of Karun Business Private Limited, the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I

(A short description of the Freehold Property of the Transferor Company)

Land at Madurai, Tamil Nadu

Particulars	Area	Amount	Details of Land
Land at Madurai	59.90 acre	19,68,341	See note 1 Below
Total		19,68,341	



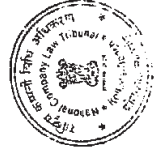
Note 1 - Details of Land at Madurai

Registration District	Sub-Registration District	Village	Land Type	Survey No.	ACRE
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	91/4A	1.74
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	199/1	2.89
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	180/2	1.80
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	08/2	1.12
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	171/3	2.06
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	175/4A	0.68
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	105/1A	3.17
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	13/4B	0.97
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	144/1B2	9.20
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	155/1	1.95
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	22/2A	4.15
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	242/3	0.84
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	38/3B	0.67
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	30/1B	0.97
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	54/2	1.60
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	55/2	2.70
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	63/4	0.70
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	63/5	1.64
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	199/1	3.01
Ramanathapuram	Sayalkudi	T. Valashubramaniapuram	Punja	199/1	2.89
Ramanathapuram	Kanathi	T. Kumarapuram	Punja	392/2	8.19
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	185/1D	0.46
Thoothukudi	Vilathikulam	P. Jagaveerapuram	Punja	185/3D	0.83
Thoothukudi	Vilathikulam	Kandasamyapuram	Punja	151/4B	0.95
Thoothukudi	Vilathikulam	Kandasamyapuram	Punja	271/B	0.75
Thoothukudi	Vilathikulam	Kandasamyapuram	Punja	249/1A1	0.27
Thoothukudi	Vilathikulam	Kandasamyapuram	Punja	249/1A2	2.63
Thoothukudi	Vilathikulam	Kandasamyapuram	Punja	257/3A	1.07
					59.90

PART - II
(A short description of the Lease-hold Property of the Transferor Company)

NH

PART - III



12

(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - Karan Business Private Limited)

Schedule of Assets

Description of Assets	Amount (INR)
Non-Current Investment	77,77,079
Property, Plant & Machinery	19,68,341
Long Term Loans & Advances	32,120
Cash and Cash equivalents	1,89,711
	99,67,251

PAN:- AABCK9055B
TAN:- CALK03365F
GST:- NA

Non-Current Investments as at 31.03.2020

Particulars	Face Value	No. of Share	Value (Rs)
Quoted Equity Shares (Fully Paid up)			
Enami Frank Ross Limited	10	3,50,800	17,54,000
Deevee Commercial Limited	10	5,85,145	58,66,079
Total	A		76,20,079
Unquoted Equity Shares (Fully Paid up)			
EFL Foods Limited	10	40,000	1,21,200
DTL Asiana Private Limited	10	1,980	19,800
Shopper City Maintenance Co. Private Limited	1	16,000	16,000
Total	B	57,980	1,57,000
Grand Total	A+B		77,77,079

Long Term Loans & Advances as at 31-03-2020

Sl.No.	Particulars	Description	Amount(Rs.)
1	Security Deposit	Against office Rent payment to Enami Group of companies Private Limited for 2nd floor	26,000
2	Capital Advances	Advance against Madurai Land	6120
	Total		32,120



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Cash and Cash equivalents as at 31.03.2020

Sl. No	Particulars	Amount (Rs.)	Annexure 4
1	Cash in Hand	42,449	
2	Balances with Bank		
	Name of Bank	Account No.	Branch
	AXIS BANK	(2530102000008464)	Kasba, Kolkata 700107
	Kotak Mahindra Bank	(032320100001176)	Ground Floor, 2 Brabourne Road Kolkata 700001
	Total		1,47,262
	Total Cash and Cash Equivalent		1,89,711

SCHEDULE OF ASSETS

Schedule of Assets of Metal Chemical & Research Works Limited., the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020.

(A short description of the Freehold Property of the Transferor Company)
Land at Madurai, Tamil Nadu

Particulars	Area	Net Block	Details of Land
Land at Madurai	59.99 acre	17,91,538	See note 1 Below
Total		17,91,538	

Note 1 - Details of Land at Madurai

Registration District	Sub-Registration District	Village	Land Type	Survey No.	ACRE
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	48/1	3.1
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	221/3	6.79
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	41/1A	0.67
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	91/2	1.7
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	51/2	1.24

Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	51/4C	0.16
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	51/4E	0.61
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	8/1B	0.43
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	180/1A	0.94
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	40/5	3.1
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	66/2	1.19
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	46/2B	0.47
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	46/3	2.19
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	57/5B	0.68
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	32/2A	1
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	44/1	2.7
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	4	5
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	53/1B	2.25
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	56/3	1.88
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	136/2	1.68
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	58/2B	0.82
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	58/2C	0.75
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	100/2B	1.48
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	101/2	1.65
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	129/2B	2.31
Ramanathapuram	Perunazhi	P. Muthuramalingapuram	Punja	05-Jan	2.79
Ramanathapuram	Perunazhi	P. Muthuramalingapuram	Punja	80/3	3.43
Ramanathapuram	Perunazhi	P. Muthuramalingapuram	Punja	06-Jun	3.24
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	31-Mar	0.35
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	38/5	1.3
Ramanathapuram	Perunazhi	T.Valashubramaniapuram	Punja	88/1	4.09
					59.99



PART - II
(A short description of the Lease-hold Property of the Transferor Company)

Nil

PART - III
(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - Medial Chemical & Research Works Limited.)

Schedule of Assets

Description of Assets	Amount (INR)
Property, Plant & Machinery	17,91,538
Right of use Assets	2,70,544
Financial Assets	
i) Investment	16,73,67,860
Other Non-Current Assets	48,813
Cash and Cash equivalents	2,37,669
Other Current Assets	26,969
	16,97,43,393

PAN:- AABCM7300B
TAN:- CALM04939E
GST:- NA

Non-Current Investments as at 31.03.2020

Particulars	Face Value	No. of Share	Annexure-1 Value (Rs)
Enami Capital Markets Limited	10	75000	2,39,16,750
Ramshila Enterprises Private Limited	10	490000	10,58,69,400
Midkot Investments Private Limited	10	259650	37,90,890
Sneha Niketan Private Limited	10	14000	3,37,90,320
			16,73,67,860

Other Non-Current Assets

Accounts Heads	Description	Annexure-2 Amount(Rs.)
Deposit with Sales Tax Authority		24,328
Security Deposit with NSDL		10,000
Enami Group of Companies Pvt Ltd	Against office Rent payment to Enami Group of companies for 2 nd Floor	14,485
		48,813

Cash and Cash equivalents as at 31.03.2020

Sl. No.	Particulars	Annexure 3 Amount(Rs.)



1	Cash in Hand				43,945
2	Balances with Bank				
		Name of Bank	Account No.	Branch	Amount(Rs.)
		Kotak Mahindra Bank	03232010001201	Ground Floor, 2 Brabourne Road, Kolkata - 700 001	22,642
		Axis Bank	253010200008495	The Chambers 1865 Rajdanga Main Road, R B Connector, Ground Floor, Kolkata 700 107	1,71,082
	Total				1,93,724
					2,37,669

Other Current Assets

Accounts Heads	Description	Annexure-4 Amount(Rs.)
Advance Income Tax	Income Tax Refundable A.Y. 2008-09	2,416
	Income Tax Refundable A.Y. 2012-13	13,176
		15,592
Prepaid Rent	Against Security Deposit payment for Rent of 2nd Floor, 687 Ariandapur, Kolkata 700107	11,377
		26,969

SCHEDULE OF ASSETS

Schedule of Assets of New Way Constructions Ltd, the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I

(A short description of the Freehold Property of the Transferor Company)
Land at Madurai, Tamil Nadu

Particulars	Area	Amount	Details of Land
Land at Madurai	59.52 Acre	14,13,315	See Note 1 Below
		14,13,315	



Note 1 - Details of Land at Madurai

District	Sub Registration District	VILLAGE	Land Type	SF.NO.	ACRE
Ramanathapuram	Perunazhi	P.Muthuramalingapuram	Punja	390-1A	2.28
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	204-7C	0.52
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	5-4	3.80
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	7-3	0.64
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	139-1	1.54
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	144-2A	0.98
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	58-4	1.36
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	130-1	1.08
Ramanathapuram	Perunazhi	T.V.S.Puram	Punja	229	3.60
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	134-9	0.60
Ramanathapuram	Perunazhi	P.Muthuramalingapuram	Punja	1-3	1.33
Ramanathapuram	Perunazhi	Thimmanadhapuram	Punja	33-1B	0.65
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	255-2	3.40
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	264-1	2.16
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	273-1B	1.30
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	242-2B	0.49
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	242-3	2.31
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	193-2B	2.07
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	145-1C	2.82
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	263-1C	0.00
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	266-1	0.00
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	266-4	3.49
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	266-2	0.00
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	266-5	2.14
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	198-2	4.75
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	199-1	3.56
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	249-2B	1.04
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	262-1B	1.57
Tuticorin	Vilathikulam	Kandaswamyapuram	Punja	150-2	1.67
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	219-2B	0.88
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	222-1	4.52
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	197-2A	0.49
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	203-1C	0.17
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	203-5C	0.15
Tuticorin	Vilathikulam	P.Jegaveerapuram	Punja	213-5	1.96
					59.52



PART - II
(A short description of the Lease-hold Property of the Transferor Company)

Nil

PART - III
(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - New Way Constructions Ltd)

Schedule of Assets

Description of Assets	Amount (INR)
Non-Current Investment	41,93,74,646
Property, Plant & Machinery	14,13,315
Long Term Loans & Advances	1,52,800
Inventories	5,92,10,371
Trade Receivables	1,20,961
Cash and Cash equivalents	14,17,017
Short terms Loans & Advances	38,30,25,535
Other Current Assets	20,39,330
Total	86,67,53,975

PAN:- AABCN2822P
TAN:- CALN04389A
GST:- 19AABCN2822P1Z4

Details of Non Current Investments as on 31.03.2020

Particulars	Face Value	No. of Share	Value
Non-Trade Investments (Valued at cost unless stated otherwise)			
Quoted Equity Shares			
Deegee Commercial Limited	10	5,57,000	56,83,930
Khatian Electricals Limited	10	2,48,267	18,59,520
Unitech Limited	10	2,00,000	2,32,000
HGI Industries Limited	10	7,086	10,913
Total	A	10,12,353	77,86,363
Unquoted Equity Shares			
AMTRI Hospitals Limited	10	26,05,000	1,10,50,000

Annexure-1



Archana Promoters & Developers Pvt Ltd	10	9,000	90,225
Deluxe Builders & Promoters Ltd	10	33,000	3,96,990
Sundew Finance Private Limited	10	2,91,724	1,03,91,038
Enami Agrotech Limited	10	16,88,000	11,82,91,860
Enita Limited	10	8,300	83,210
Essel Mining & Industries Limited	10	1	2,64,065
Indian Seamless Enterprises Limited	10	1,00,223	58,77,077
Partly paid Up			
Kosmos Healthcare Pvt Ltd	10	1,00,223	50,11,150
Kroda International Limited	10	32,000	96,240
Nayee Dishia Communication Pvt Ltd	10	1,000	10,000
New Age Writing Instruments Pvt Ltd	10	18,000	4,69,170
Namo Edu Infrastructures Pvt Ltd	10	10,169	5,09,721
Total	B	26,31,579	2,81,95,489
Compulsorily Convertible Debentures - Unquoted			18,07,36,235
AMRI Hospitals Limited - C	1000000	100	10,00,00,000
Preference Shares - Unquoted			
Enami Paper Mills Limited	400	1,25,000	5,00,00,000
Sireha Enclave Private Limited	100	1,000	1,00,250
YSG Cabs and Logistics Private Limited	10	87,591	2,99,99,918
Namo Edu Infrastructures Pvt Ltd	10	47,36,842	5,07,51,880
Total	D		13,08,52,048
Total	A+B+C+D		41,93,74,646

Long Term Loans & Advances as on 31st March 2020

Sl No.	Account Head	Description	Amount
1	Capital Advances	Advance against expenses of Madurai Land	10,800
		Sub Total	10,800
2	Advances & Deposits	Against office Rent payment Maintenance & Other Security Deposit for 2nd floor to Enami Group of companies.	52,000
		Deposit to NSDL	90,000
		Sub Total	1,42,000
		Grand Total	1,52,800



Inventories as on 31st March '2020 Annexure-3

A) Shares (Held in DP Ortem)			
Polo Queen		33,50,000	4,70,57,500
Usher Agro		3,39,000	4,30,530
Total (A)			4,74,98,030
B) Shares (Held in PMS Unifi Capital)			
Aarti Drugs Limited	2,774		14,03,089
APL Appolo Tubes Limited	745		9,28,605
Garwarre Wallropes Limited(Garware Technical Fibre)	1,275		11,34,157
Himadri Speciality Chemicals Limited	15,128		4,47,032
Intellect Design Arena Limited	6,750		3,69,225
Navin Flourin International Ltd	1,479		9,84,728
Mold Take Packaging Limited	3,225		5,58,893
Petronet Lng Limited	5,725		11,44,141
Mahindra CIE Automotive Limited	1,850		1,28,298
Muthoot Finance Limited	600		3,45,818
SBI Life Insurance Company Limited	600		3,67,634
KEC International Limited	3,400		6,30,700
Salasar Techno Engineering Limited	402		31,316
TCI Express Limited	1,829		10,02,841
Crompton	3,900		8,13,930
JB Chemicals & Pharma	804		3,09,917
GMR Infra	8,150		1,32,438
ISEC Limited	3,533		9,78,994
Total (B)			1,17,11,755
Accuracap Consultancy Services Pvt Ltd PMS			



Reliance ETF Liquid Bees (Mutual Fund)		586
Total (C)	1	586
Total (A+B+C)	37,51,170	5,92,10,371

Trade Receivables as on 31.03.2020 Annexure 4

Name of the Debtors	Amount(Rs.)
AMRI Hospitals Limited (towards Commission charges)	1,03,028
Edelweiss Mully Strategy Fund	17,933
Total	1,20,961

Cash and Cash equivalents as at 31.03.2020

Sl. No.	Particulars	Account No.	Branch	Amount(Rs.)
1	Cash in Hand			42,519
2	Balances with Bank			
	Axis Bank	910020008686862	Ground Floor, The Chamber, 1865, Rajdanga Main Road, Kolkata - 700107	1,38,857
	ICICI Bank	000603022742	Rasoi Court, 20, Sir R.N.Mukerjee Road, Kolkata - 700 001	5,37,447
	Kotak Mahindra Bank	03232010001331	Ground Floor, 2 Brabourne Road, Kolkata - 700 001	29,173
	HDFC Bank	50200028248628	(Sanctum PMS) Fort - Nanik Motwani Marg, Fort, Mumbai - 400 001	1,000
	HDFC Bank Ltd.	502000023054721	(IPO A/C with JMFI) Ground Floor, Jehangir Building, M.G.Road, Fort, Mumbai - 400 001	100
	HDFC Bank Ltd	502000025622434	Fort, Mumbai (PMS A/C with Unifi Capital)	6,67,374



IndusInd Bank	602001857761	Savitri Towers, 3A, Upper Wood Street, Kolkata, West Bengal 700016	547
Total			13,74,498
Total of Cash and Cash Equivalent			14,17,017

Short term Loans & Advances as on 31.03.2020 Annexure 6

a) Loans recoverable on demand

Sl. No.	Particulars	Gross Amount	Provision for NPA	Net Amount
1)	Loans recoverable on demand			
	Unsecured			
	Considered Good			
	Other than related parties			
	Ideal Dental Lab			82,50,000
	Clair Aesthetic Private Limited			52,00,000
	Rosemary Dental N Beauty Studio Pvt Ltd			1,39,00,000
	Substandard Assets			
	i) Related Party			
	Bodies Corporates			
	Ideal Dental Care Pvt Ltd	6,44,25,000	64,42,500	5,79,82,500
	ii) Other Than Related Parties			
	Gumbi Software Private Limited	18,49,00,000	1,84,90,000	16,64,10,000
	Edutech technologies Limited	13,35,00,000	1,33,50,000	12,01,50,000
	Doubtful Assets			
	Other than related party			
	Parakh Aluminex Limited	1,20,00,000	1,20,00,000	Nil
	Total Loans recoverable on demand			37,18,92,500



Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	12/2	2.00
Ramanathapuram	Perunazhi	T. Valasubramaniapuram	Punja	104/1	1.50
Ramanathapuram	Perunazhi	T. Valasubramaniapuram	Punja	247/1A	1.49
Ramanathapuram	Perunazhi	T. Valasubramaniapuram	Punja	247/1C	1.12
Ramanathapuram	Perunazhi	T. Valasubramaniapuram	Punja	23/3	1.28
Ramanathapuram	Perunazhi	T. Valasubramaniapuram	Punja	169/6A	1.15
Ramanathapuram	Perunazhi	P. Muthuramalingapuram	Punja	219/2	2.20
Ramanathapuram	Perunazhi	P. Muthuramalingapuram	Punja	74/3	1.45
Ramanathapuram	Perunazhi	M. Thimmanathapuram	Punja	294/3B	1.80
Ramanathapuram	Perunazhi	M. Thimmanathapuram	Punja	290/1A	5.45
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	296/1	1.68
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	296/2	4.24
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	290/1A	7.93
Ramanathapuram	Perunazhi	Thimmanathapuram	Punja	290/1A	13.86
Ramanathapuram	Perunazhi	P. Muthuramalingapuram	Punja	335/1	2.78
Ramanathapuram	Perunazhi	P. Muthuramalingapuram	Punja	382/5A	2.42
Ramanathapuram	Perunazhi	P. Muthuramalingapuram	Punja	382/3C	1.02
					55.50

Note 2 Details of Jhansi Land

Sl. No.	Name	Area	Land in Acres	Land No.
1	NANNU SINGH	BADANPUR	0.13	771-387
2	NARAYAN	BADANPUR	0.02	387
3	RAM SEWAK	BADANPUR	4.17	15-16
4	AJAB SINGH	BADANPUR	0.88	213-50
5	AJAB SINGH	BADANPUR	0.01	411
6	KAPOOR SINGH	BADANPUR	0.22	711-712-708-795
7	PREM NARAYAN etc.	JHALMAU	2.05	757-758



8	JASRATH	BADANPUR	4.83	12-393/1-393/2-385
9	SMT. PYARI RAJA	BADANPUR	4.02	717-720-719-702-73
10	RAM BHAROSI	JHALMAU	0.54	777-742-738-740
11	RAM BHAROSI ETC.	JHALMAU	1.11	572-575-625-626-700-723
12	NARENDRA	BAJNI	4.94	23/2-25/2
13	SANJAY etc.	JHALMAU	0.51	691-692-716-718
14	KOSA & TRIVENI	JHALMAU	0.41	775
15	MANIRAM OR CHENU	BADANPUR	0.14	683-695-696/966
16	CHENU OR MANIRAM	BADANPUR	0.62	684-695-696-697-698-701-696
17	BHAJU	JHALMAU	0.26	756
18	BABULAL	JHALMAU	0.79	754
19	SANJAY & RAJESH	JHALMAU	0.52	773
20	RAM BHAROSI & MUNNI DEVI	JHALMAU	0.49	773
21	LACHHO & LAXMI	JHALMAU	0.74	783
Total - A			27.41	

PART - II
(A short description of the Lease-hold Property of the Transferor Company)

NII

PART - III

(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - Pan Enami Cosmed Limited)



Schedule of Assets

Description of Assets	Amount (INR)
Non-Current Investment	44,09,98,450
Property, Plant & Machinery	1,06,86,795
Long Term Loans & Advances	58,35,842
Deferred Tax Assets	22,19,204
Inventories	24,73,67,511
Trade Receivables	9,55,814
Cash and Cash equivalents	16,05,563
Short term Loans & Advances	54,04,83,726
Other Current Assets	13,54,527
Total	1,25,15,07,432

PAN:- AABCP5150G
TAN:- CALP0342C
GST:- 19AABCP5150G1Z1

Non-Current Investment as at 31-03-2020 Annexure I

SL No	Particulars	Face Value	No. of Share	Value
1	Investment in Property			
	Golden Chambers - Mumbai			24,98,174
	Urbana Flat - Kolkata			99,39,784
	Urbana Flat - Kolkata			15,58,280
	Sub Total			1,39,96,237
2	Non-Trade Investments			
	Quoted Equity Shares (Fully Paid Up)			
	Emami Frank Ross Limited	10	52,500	52,50,000
	Emami Realty Limited	2	388	4,277
	Sub Total			52,54,277
3	Unquoted Equity Shares (Fully Paid Up)			
	AMRI Hospitals Limited	10	66,26,600	9,01,53,381
	Archana Promoters & Developers Private Limited	10	3,000	30,075
	Clair Aesthetic Private Limited	10	95,000	9,50,000
	Deluxe Builders & Promoters Limited	10	17,500	2,10,525
	BFL Foods Limited	10	1,24,050	7,79,048
	Kosmos Healthcare Private Limited	10	32,100	96,541
	Roseview Developers Private Limited	10	1,000	10,000
	South City Projects (Kolkata) Limited	10	2,54,225	63,53,094

	South City International School	10	1,019	1,095
	Sundew Finance Private Limited	10	2,33,598	75,94,015
	Emami Capital Markets Limited	10	1,20,560	14,00,495
	Emita Limited	10	8,300	83,210
	Midkot Investments Private Limited.	10	3,16,434	1,07,03,932
	Medal Chemical & Research Works Limited	10	2,170	21,755
	M. Bhattacharyya & Co. Private Limited	100	113	23,21,349
	New Age Writings Instrument Pvt Ltd.	10	10,000	5,01,250
	New Way Constructions Limited	10	33,60,500	3,87,75,000
	Sub Total			15,99,84,763
4	Unquoted Preference Shares (Fully Paid Up)			
	Karan Business Private Limited	10	2,67,500	5,36,338
	Sneha Abasan Private Limited	100	8,870	1,77,844
	Zen Business Private Limited	10	30,000	3,00,750
	M. Bhattacharyya & Co. Private Limited	100	35,000	35,08,750
	Sub Total			45,23,682
5	Zero Coupon Optionally Fully Convertible Bond (Unquoted)			
	Orbit Realty Infrastructure Ltd	100	4,00,000	4,27,12,500
6	Unsecured Compulsory Fully Convertible Debenture (Unquoted)			
	AMRI Hospitals Limited	10,00,000	100	10,00,00,000
7	Venture Capital Fund (Unquoted)			
	India Business Excellence Fund (Partly paid up)	10,00,000	25	42,66,793
	India Business Excellence Fund II	1,000	50,000	5,00,00,000
	India Business Excellence Fund III (Partly paid up)	1,000	50,000	2,85,00,000
	ASK Real Estate Special Opportunities Fund	1,00,000	54.06	58,59,988
	Kotak India Venture Fund	-	16,000	13,39,520
	Kotak Alternate Opportunities (I) Fund	-	2	9,72,654
	Anand Radhi Real Estate Opportunities Fund	-	235.89	2,35,88,037
	Sub Total			11,45,26,993
	Total			44,09,98,450

	Ortem Securities Ltd.	300
	Total B	7,62,580
	Total A+B	58,35,842

Inventories as at 31st March 2020

Annexure 4

Name of Script	As at 31.03.2020	
	Qty	Amount
<u>Equity Shares(Quoted)</u>		
Arvind Limited	2,950	58,263
Arvind Fashion Limited	590	86,140
Aurobindo Pharma Ltd	122	50,404
Bajaj Finance Limited.	17	37,669
Bharti Airtel Limited	181	59,199
Birla Corporation Ltd	101	41,920
CESC Limited	135	55,154
Coal India Limited	172	24,089
Dr. Reddy's Laboratories Limited	230	7,03,660
Federal Bank Limited	1,836	75,368
Future Retail Limited	150	11,745
HDFC Bank Limited	236	1,22,736
Huhtamaki PPL Limited	662	1,29,487
ICICI Bank Limited	559	1,54,956
Indian Oil Corporation Limited	314	25,638
Infosys Limited	160	35,076
IRB Infrastructure Developers Limited	613	32,642
ITC Limited	802	1,37,703
JK Paper Limited	878	65,411
JK Tyre Limited	803	32,602
Kiran Vyapar Limited	13,26,300	6,73,09,725
Kothari Petrochemicals Limited	2,90,594	31,09,356
Larsen & Turbo Limited	151	1,22,084
Mahendra & Mahendra Limited	194	55,280
Multibase India Limited	26,543	22,17,668
Parag Milk Foods Limited	488	31,159
Polo Queen Industrial and Fintech Limited	41,00,000	5,76,05,000
Reliance Industries Limited	169	19,224
Simplex Infrastructure Limited	1,60,982	29,37,922



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NOTIFIED TO BE TRUE COPY

Property, Plant & Equipment as at 31.03.2020						Annexure - 2
Sl No.	Name of the Property & Land	Area/ Other details	Gross Value	Depreciation up to 31.03.2020	Net Block	Property Reference/Details of Land
					(in Rs.)	
1	Motor Car		45,35,691	888034	36,47,657	WB06Q4441
2	Motor Car		4,51,002	3,92,034	58,968	WB02AB7857
3	Land at Madhurai	55.50	18,81,310	-	18,81,310	See Part I
4	Land at Jhansi	27.41	49,59,869	-	49,59,869	See Part I
5	Computer		3,68,384	2,29,395	1,38,989	-

Long Term Loans & Advances			Annexure 3
Sl No.	Account Head	Description	Amount
1	Capital Advances	Advance against Purchase of Land (Jhansi)	50,57,812
		Advance against Land Expenses (Madurai)	15,450
2	Security Deposit	Sub A	50,73,262
		Mr. Jyanti Goenka (9 Months Advance against Rent for 110A Southern Avenue)	1,57,500
		Mr. Sachin Goenka (9 Months Advance against Rent for 110A Southern Avenue)	1,57,500
		Smt. Indu Goenka (9 Months Advance against Rent for 110A Southern Avenue)	1,89,000
		CESC (Urbana)	31,950
		Urbana Facility Maintenance Pvt Ltd. (Maintenance Securities Deposit)	39,640
		Urbana Facility Maintenance Pvt Ltd. (Interest Free Securities Deposit)	49,550
		Urbana Facility Maintenance Pvt Ltd. (Corporation Tax/Deposit Securities Deposit)	39,640
		NSDL	45,000
		Enami Group Of Companies Pvt Ltd.	52,000
		K.B.Capital Markets Ltd.	500



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SML Isuzu Limited	36,000	1,08,05,400
Speciality Restaurants Limited	307	7,000
State Bank of India	385	75,787
Tata Motors Limited	223	15,844
Tata Motors Limited - DVR	406	12,566
Tata Steel Limited	78	21,029
The Mandhana Retail Venture Limited	91,000	5,41,450
The Anup Engineering Limited	109	3,181
UPL Limited	27	5,813
Va Tech Wabag Limited	367	30,222
Zee Entertainment Enterprises Limited	123	15,246
TOTAL A	60,45,957	14,68,80,819
8% Preference Shares(UnQuoted)		
Emami Paper Mills Limited	2,50,000	10,00,00,000
TOTAL B	2,50,000	10,00,00,000
Mutual Funds		
Goldman Sach Mutual Fund Liquid Bees	518	4,86,693
TOTAL C	518	4,86,693
Private Equity Fund		
Kotak India Growth Fund II	1,000	-
Less : Transferred to Non current Investments		
TOTAL D	1,000	-
TOTAL = A+B+C+D		24,73,67,511

Trade Receivable as at Annexure 5		
Sl No.	Name of the Debtors	Amount
1	IIFL National Development Agenda Fund	4,38,753
2	JM Financial Institutional Securities (ASK PMS)	48,479
3	AMRI Hospitals Ltd.	2,30,442
4	Emita Limited	2,38,140
	Total	9,55,814



Cash and Cash equivalents as at 31.03.2020

Annexure 6				
Sl. No.	Particulars	Account No.	Branch	Amount (Rs.)
1	Cash in Hand			3,19,82
2	Balances with Bank			
	Axis Bank	253010200007849	Ground Floor, The Chamber, 1865, Rajdanga Main Road, Kolkata - 700 107	1,20,269
	Canara Bank	0315201005262	Princep Street, Kolkata - 700 072	1,82,800
	Kotak Mahindra Bank	03232010000174	Ground Floor, 2 Brabourne Road, Kolkata - 700 001	1,95,895
	HDFC Bank	50200005913846	Ground Floor, Jehangir Building, M G Road, Mumbai - 400001	1106
	Kotak Mahindra Bank	03232010001381	Ground Floor, 2 Brabourne Road, Kolkata - 700 001	5021
	Standard Chartered Bank	321-0-501516-8	21, Old Court House Street,	17
	ICICI Bank	000605001235	Kolkata - 700 001	10,68,473
			20, Sri R. N. Mukherjee Road, Kolkata - 700 001	15,73,581
	Total of Cash and Cash Equivalent			16,05,563



Short-Term Loans and Advances

Sl No.	Account Head	Gross Amount	Provision for NPA	Net Amount
1	Loans and Advances			
	Unsecured, Standard Loans			
	To Related Parties			
	Enami Paper Mills Ltd	50,00,00,000		50,00,00,000
	Other than Related Parties			
	CRI Limited	1,10,00,000		1,10,00,000
	Abhishek Agarwal	15,70,000		15,70,000
	Rajesh Bansal	39,42,000		39,42,000
	Sneha Home (P) Ltd	24,47,000		24,47,000
	DTL Asiana Pvt. Ltd.	1,41,43,000		1,41,43,000
	Doubtful Loans			
	Related Parties			
	Herbo Foundation	48,95,788	48,95,788	Nil
2	Advance income-Tax			53,31,02,000
	TDS on Interest (A.Y. 10-11)		250816	
	TDS on interest (A.Y. 17-18)		56105	
	TDS on Commission (AY 19-20)		7283	
	TDS on Commission (AY 18-19)		7283	
	TDS on Commission (AY 20-21)		10197	
	TDS on interest (A.Y. 18-19)		766968	
	TDS on Rent (A.Y. 19-20)		139225	
	TDS on Rent (A.Y. 20-21)		210800	
	TCS on Purchase of Car (A.Y. 19-20)		42450	
	TDS on interest (A.Y. 19-		1183635	



20)	TDS on interest (A.Y. 20-21)			459675
	Tax paid as representative assessee on surplus from Venture Funds			
	ASK Real Estate - (A.Y. 18-19)	58145		
	ASK Real Estate - (A.Y. 19-20)	57950		
	ASK Real Estate - (A.Y. 20-21)	29161		
	TDS on Interest on account of Investment in IBPF		145256	
	India Business Excellence Fund III (A.Y. 2018-19)	2187		
	India Business Excellence Fund III (A.Y. 2019-20) (TDS on Income from PE Fund)	74309		
	India Business Excellence Fund III (A.Y. 2018-19) (TDS on Mutual Fund)	955		
	Income Tax Refundable (A.Y. 05-06)		77451	
	TDS on Interest (A.Y. 07-08 & A.Y. 08-09)		179016	
	TDS on Interest Receivable (SMU)		183677	
	Total Advance Income Tax		1259418	
3	Goods & Service Tax Input			49,79,255
				20,25,270
4	Prepaid expenses			
	Annual Membership to CRIF			
	AMC of IPRO			437
	Car Insurance			600
	Staff Mediclaim			37,601
	Office Insurance			67,472
				10,531
				1,16,641



5	Advances recoverable in cash or kind			
	Advance against Expenses	Car Consultants Limited (Professional Fees)	2,16,000	
		ICICI Prudential Asset Management Company Limited (ICICI PMS)	27,392	
		Total		2,43,392
	Advance against Repair & Maintenance Car (Rashmi Goenka)			14,000
	Advance against Repair & Maintenance Car (Rashmi Goenka)	Staff Advance		3,168
	Total (1+2+3+4+5)			2,60,560
				54,04,83,726

Other Current Assets

Sl No.	Account Head	Description	Amount
1	Interest Receivable	Abhishek Agarwal	1,19,435
		CRU Limited	2,95,378
		Rajesh Bansal	2,99,824
		Sneha Home (P) Ltd	1,65,173
		DTL Asiana Pvt. Ltd.	4,74,718
	Total		13,54,527

Annexure 8

SCHEDULE OF ASSETS

Schedule of Assets of Ramshila Enterprises Pvt. Ltd., the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I

(A short description of the Freehold Property of the Transferor Company)

Nil

PART - II

(A short description of the Lease-hold Property of the Transferor Company)

Nil

PART - III

(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - Ramshila Enterprises Pvt. Ltd.)

Schedule of Assets

Description of Assets	Amount (INR)
Non-Current Investment	43,99,91,705
Cash and Cash equivalents	15,06,984
Short term Loans & Advances	31,89,22,415
Other Current Assets	6,14,134
Total	76,10,35,238

PAN:- AABCR3063J

TAN:- CALR11781A

GST:- 19AABCR3063J2Z8

Details of Investments as on 31st March ' 2020

Sl. No.	Particulars	Face Value	No. of Share	Annexure I Value
	Non -Trade Investments(Valued at cost unless stated otherwise)			
	Non -Trade Investments (Fully Paid Up)			
	Unquoted Equity Shares (Fully Paid up)			
	AMRI Hospitals Ltd.	10	21,61,750	2,45,56,198
	Emami Agrotech Ltd.	10	11,24,857	6,78,57,130
	Somnath Agrotech Products India (P) Ltd.	10	15,000	15,00,000
	Midkot Investments Pvt. Ltd.	10	3,15,400	1,25,61,500
	Nayee Deesha Communications Private Limited	10	18,000	4,78,193
	Sundew Finance Private Limited	10	3,35,774	1,45,03,684
	Aggregate Value of Equity Investments			12,14,56,705
	Unquoted Non Cumulative Redeemable Preference Shares			
	Emami Paper Mills Limited	100	6,83,500	31,85,35,000
	Aggregate Value of Preference Shares			31,85,35,000
				43,99,91,705

Cash and Cash equivalents as at 31.03.2020

Sl. No.	Particulars	Amount(Rs.)	Annexure 2 Amount(Rs.)
1	Cash in Hand		Nil



Ramanathapuram	Perunazhi	Pammatteudhal	121-1	1.07
Ramanathapuram	Perunazhi	Pammanendhal	19-5A	0.79
Ramanathapuram	Perunazhi	Pammanendhal	104-7	0.54
Tuticorin	Vilathikulam	P.Jegaveerapuram	101-3	0.84
Tuticorin	Vilathikulam	Kandaswamyapuram	7-2B	4.71
Tuticorin	Vilathikulam	P.Jegaveerapuram	17-1	0.68
Tuticorin	Vilathikulam	P.Jegaveerapuram	187-1D	0.83
Tuticorin	Vilathikulam	P.Jegaveerapuram	89-1B	0.51
Tuticorin	Vilathikulam	P.Jegaveerapuram	183-1B	0.71
Ramanathapuram	Perunazhi	Mavilangal	55-1B	1.00
Total				61.91

Note 2- Details of Land at, Jhansi, Uttar Pradesh

Sl. No.	Name	Area	Land No.	Land in Acres
1	GYANI DEVI	SARMAU	627/2	5.24
2	SMT. PUSHPLATA	SARMAU	627/1-627/2	3.34
3	SMT. KOSA DEVI	BUDA - I	838	1
4	HARI RAM	BUDA - I	810-838	3.8
5	KASHI RAM	BUDA - I	795/3-797	2.01
6	DEVI PRASAD	BUDA - I	838/2	1
7	RAM DAS	BUDA - I	796-810/3-811/4	3.77
8	MANMOHAN	BUDA - I	795-811	3.49
Total				23.65

PART - II
(A short description of the Lease-hold Property of the Transferor Company)

Nil

PART - III



(A Short description of all Fixed Assets, Investment in Shares, Inventory and other choses in action of the Transferor Company - Sucha Abasan Pvt Ltd)

Schedule of Assets

Description of Assets	Amount (INR)
Non-Current Investment	1,25,47,647
Property, Plant & Machinery	3,18,43,385
Long Term Loans & Advances	30,867
Trade Receivables	1,34,275
Cash and Cash equivalents	75,626
Short terms Loans & Advances	1,54,304
Total	4,47,86,104

PAN:- AAGCS5292M
TAN:- CALS12491D
GST:- 19AAGCS5292M1ZM

Details of Investments as on 31st March '2020

Sl. No.	Particulars	Face Value	No. of Share	Value
	Non -Trade Investments(Valued at cost unless stated otherwise)			
	Quoted Equity Shares (Fully Paid up)			
	Devee Commercials Limited	10	5,53,650	55,50,342
	Unquoted Equity Shares (Fully Paid up)			
	Shopper City Maintenance Co. Private Limited	1	16,000	16,000
	Sundew Finance Private Limited	10	23,074	8,07,590
	Pan Enami Cosmed Limited	10	5,31,250	53,25,785
	Emami Capital Markets Limited	10	1,08,000	7,57,890
	Medal Chemical & Research Works Limited	10	1,500	15,040
	Preference Shares (Unquoted)			
	Sneha Gardens Private Limited			
	(11% Non Cumulative Redeemable)	100	750	75,000
				1,25,47,647

Property, Plant & Machinery

Annexure 2

Sl No.	Name of the Property &	Area/ Other details	Gross Value	Depreciation	Net Block	Details of Property
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Long Term Loans & Advances as on 31st March 2020				Annexure 3
Sl. No.	Account Head	Description	Amount	
1)	Land			
	Land at Madurai	61.91 Acres	32,19,229.00	See Part I Note 1
2)	Jhansi Land	23.65 Acres	2,86,24,156.00	See Part I Note 2
			3,18,43,385	

Long Term Loans & Advances as on 31st March 2020				Annexure 3
Sl. No.	Account Head	Description	Amount	
1	Capital Advances	Mr. P. Devaraj Advance against expenditure towards Madurai land	4,867	
2	Security Deposit	Deposit against Rent (Enami Group of Companies Pvt Ltd)	26,000	
		Total	30,867	

Trade Receivables (towards Commission Receivable) as on 31st March 2020 Annexure 4

Sl. No.	Account Head	Amount
	Enami Realty Limited	1,34,275
		1,34,275

Cash and Cash equivalents as at 31.03.2020

Annexure 5			
Sl. No.	Particulars	Amount(Rs.)	Amount(Rs.)
1	Cash in Hand		39,854
2	Balances with Bank		
	Kotak Mahindra Bank	03232010001277	35,762
		Ground Floor, 1865, The Chamber, Rajdanga Main Road, Kolkata - 700107	



	Yes Bank Limited	019081400000519	Stephen House, 56A, Hemanta Basu Sarani, Ground & Mezzanine Floor, Kolkata - 700001	10
	Total			35,772
	Total Cash and Cash Equivalent			75,626

Short Term Loans & Advances as on 31st March 2020

Annexure 6			
Sl. No.	Account Head	Description	Amount
	Advance Income Tax & TDS		
	Excess TDS Deposited FY 2016-17	1,94,4,73	
	Income Tax AY 2019-20 Refundable	25,762	
	Self Assessment Tax AY 2018-19	20,15,445	
	TDS on Commission Receivable	43,755	
	TDS on Interest Receivable	11,24,870	34,04,304
	Less Provision for Taxation AY 2018-19		
	Total		32,50,000
			1,54,304

SCHEDULE OF ASSETS

Schedule of Assets of Sueha Niketan Pvt Ltd, the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I

(A short description of the Freehold Property of the Transferor Company)

Sl. No.	Name of the Property & Land	Area/ Other details	Gross Value	Details of Property
1)	Land at Madurai	59.95 Acres	29,46,750	See Note 1
2)	Jhansi Land	16.83 Acres	2,25,95,400	See Note 2
			2,55,42,150	



Note 1 Details of Madurai Land

District	Sub District	Registration Districts	METACODE	SF.NO.	ACRE
Ramanathapuram	Perunazhi	Pannanendhal		46	9.24
Ramanathapuram	Perunazhi	Pannanendhal		49-2	2.58
Ramanathapuram	Perunazhi	Pannanendhal		27-3	1.07
Ramanathapuram	Perunazhi	Pannanendhal		28-5	0.88
Ramanathapuram	Perunazhi	Pannanendhal		28-4	1.86
Ramanathapuram	Perunazhi	Pannanendhal		62-3A	1.12
Ramanathapuram	Perunazhi	Pannanendhal		41-2	1.51
Ramanathapuram	Perunazhi	Pannanendhal		44-1	3.10
Ramanathapuram	Perunazhi	Pannanendhal		42	10.46
Ramanathapuram	Perunazhi	Pannanendhal		19-1	0.62
Ramanathapuram	Perunazhi	Pannanendhal		19-2	0.62
Ramanathapuram	Perunazhi	Pannanendhal		62-3D	1.58
Ramanathapuram	Perunazhi	Pannanendhal		19-3	0.24
Ramanathapuram	Perunazhi	Pannanendhal		19-4A	0.06
Ramanathapuram	Perunazhi	Pannanendhal		59-4A	1.16
Ramanathapuram	Perunazhi	Pannanendhal		59-4D	0.96
Ramanathapuram	Perunazhi	Pannanendhal		62-3E	0.94
Ramanathapuram	Perunazhi	Pannanendhal		26-2	4.98
Ramanathapuram	Perunazhi	T.V.S.Puram		74-3	1.44
Ramanathapuram	Perunazhi	T.V.S.Puram		187-1	3.28
Ramanathapuram	Perunazhi	T.V.S.Puram		80	3.21
Ramanathapuram	Perunazhi	T.V.S.Puram		51-1C	0.30
Ramanathapuram	Perunazhi	T.V.S.Puram		30-2	2.07
Ramanathapuram	Perunazhi	Thimmanadhapuram		87-2	3.68
Ramanathapuram	Perunazhi	T.V.S.Puram		162-3A	0.77
Ramanathapuram	Perunazhi	P.Muthuramalingapuram		220-4	0.78
Ramanathapuram	Perunazhi	P.Muthuramalingapuram		220-5	1.44
					59.95

Note 2- Details of Land of Jhansi

Sl. No.	Name	Area	Land No.	Land in Acres
1	CHANDAN SINGH	BUDA - I	639-744-745-746-747-749	2.83



2	KHOJ MOHMAD	BUDA - I	711-821-831	2.14
3	MUNNA LAL etc.	BUDA - I	707-674-689	1.7
4	PREM WATI	ORCHHA	262/1	3.8
5	DAMRU	BUDA - I	811-795/2	3.5
6	NARAYAN	BUDA - I	810-811/3	2.86
Total				16.83

PART - II

(A short description of the Lease-hold Property of the Transferor Company)

Nil

PART - III

(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - Sicha Niketan Pvt Ltd)

Schedule of Assets

Description of Assets	Amount (INR)
Non-Current Investment	1,79,67,825
Property, Plant & Machinery	2,55,42,150
ii) Loans	
Long Term Loans & Advances	43,370
Cash and Cash equivalents	2,69,471
Short term Loans & Advances	71,706
Other Current Assets	1,16,098
	4,40,10,620

PAN:- AAGCS5290K

TAN:- CALS09933A

GST:- 19AAGCS5290K1ZS

Details of Investments as on 31st March '2020

Sl. No.	Particulars	Face Value	No. of Share	Value
Annexure I				
Non -Trade Investments (Valued at cost unless stated otherwise)				



Quoted Equity Shares (Fully Paid up)			
	Devee Commercial Limited	10	565950
	Unquoted Equity Shares (Fully Paid up)		
	Pan Emami Cosmed Limited	10	531250
	Emami Capital Markets Limited	10	143000
			69,68,390
			1,79,67,825

Property, Plant & Machinery

Annexure 2				
Sl No.	Name of the Property & Land	Area/ Other details	Gross Value	Net Block
1)	Land at Madurai	59.95 Acres	29,46,750.00	29,46,750
2)	Jhansi Land	16.83 Acres	2,25,95,400	2,25,95,400
			2,55,42,150	2,55,42,150

Long Term Loans & Advances as on 31st March 2020

Annexure 3		
Sl No.	Account Head	Amount
1	Capital Advances	17,370
	Mr. P. Devaraj	
	Advance against expenditure towards Madurai land	
	Sub Total	17,370
2	Security Deposit	26,000
	Deposit against Rent (Emami Group of Companies Pvt Ltd)	
	Sub Total	26,000
	Grand Total	43,370

Cash and Cash equivalents as at 31.03.2020

Annexure 4		
Sl. No.	Particulars	Amount(Rs.)
1	Cash in Hand	42,044
2	Balances with Bank	
	Name of Bank	Branch
	Account No.	Amount(Rs.)



	Kotak Mahindra Bank	03232010001328	Ground Floor, The Chamber, 1865, Rajdanga Main Road, Kolkata - 700107	1,15,687
	Yes Bank Limited	019081400000507	Stephen House, 56A, Hemanta Basu Sarani, Ground & Mezzanine Floor, Kolkata - 700001	384
	Axis Bank	253010200008396	Ground Floor, The Chamber, 1865, Rajdanga Main Road, Kolkata - 700107	64,066
	ICICI Bank	000605023391	Rasoi Court, 20, Sir R.N. Mukerjee Road, Kolkata - 700 001	47,290
				2,27,427
	Total of Cash and Cash Equivalent			2,69,471

Short Term Loans & Advances as on 31st March 2020

Annexure 5		
Sl No.	Particulars	Amount
1	Input Tax of GST	66,569
2	Advance Income Tax and TDS	5,137
	Total	71,706

Other Current Assets as on 31st March 2020

Annexure 6		
Sl No.	Account Head	Amount
	Other Receivables	
	Emami Realty Limited	1,16,098



SCHEDULE OF ASSETS
Schedule of Assets of Sundew Finance Private Limited, the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I
(A short description of the Freehold Property of the Transferor Company)
Nil

PART - II
(A short description of the Lease-hold Property of the Transferor Company)
Nil

PART - III
(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - Sundew Finance Private Limited)

Schedule of Assets	
Description of Assets	Amount (INR)
Non-Current Investment	
Property, Plant & Machinery	2,10,16,12,321
Long Term Loans & Advances	
Other Non-Current Assets	40,000
Cash and Cash equivalents	5,95,30,492
Short terms Loans & Advances	13,31,752
Other Current Assets	1,36,20,38,209
Total	9,31,83,557
	3,61,79,56,331

PAN:- AADCS5511Q
TAN:- CALS30338A
GST:- NA

Non-Current Investment		
Name of Co	Face Value	No of Share
Unquoted Equity Shares Archana Promoters & Developers Private Limited	10	9200
Deluxe Builders & Promoters Limited	10	37500
Kosmos Health Care Private Limited	10	32000
		96,240



Nayee Disha Communication Private Limited	10	17000	4,43,105
New Age Writing Instrument Private Limited	10	10566	5,29,621
Unquoted Non Convertible Debentures			
TMT Viniyogan Limited	1000000	2100	2,10,00,00,000
Total			2,10,16,12,321

Long Term Loans & Advances		
Sl. No.	Account Head	Amount
	(Security Deposit agst Rent) (For 687, Anandapur 2nd Floor)	
	Aviro Vyapaar Private Limited	40,000
		40,000

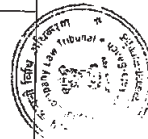
Details of Other Non Current Assets		
Sl. No	Account Head	Amount
	Interest Receivable on Investment in NCD	
	TMT Viniyogan Ltd	5,95,30,492
	Total	5,95,30,492

Cash and Cash equivalents as at 31.03.2020				
Sl. Particul No	ars			Amount(Rs.)
1	Cash in Hand			47,303
2	Balances with Bank			
		Name of Bank	Account No.	Branch
		Kotak Mahindra Bank	7511563406	Ground Floor , The Chamber , 1865 , Rajdanga Main Road , Kolkata - 700107
		Axis Bank	917020084793169	Ground Floor , The Chamber , 1865 , Rajdanga Main Road , Kolkata - 700107
		ICICI Bank	000605027168	Rasoi Court, 20, Sir R.N.Mukerjee Road, Kolkata - 700 001
		Total		12,84,449
		Total Cash and Cash Equivalent		13,31,752



Details of Short Term Loans & Advances

Sl. No	Account Head	Gross Amount	Provision for NNPA	Net Amount
1	Loans recoverable on demand			
	EMITA Ltd (Truessential FMCG Ltd)			2,45,00,000
	Lyfresh Private Limited			5,00,000
	M Bhattacharyya & Co Pvt Ltd			79,00,000
	Quantum Cultivation Pvt Ltd			10,00,000
	Jugal Kishore Khetawal			4,90,00,000
	Emami Cement Ltd			1,02,97,00,000
	Ideal Real Estates Pvt Ltd	17,64,00,000	1,76,40,000	15,87,60,000
	Govind Dham Natural Resources Pvt Ltd	2,37,70,000	23,77,000	2,13,93,000
	Total			1,29,27,53,000
2	Advance Income Tax & TDS			
	Income Tax Refund Receivable (AY 19-20)	2,87,890		
	TDS on NCD Receivable (AY 20-21)	1,15,97,049		
	TDS Receivable (AY 20-21)	1,65,23,461		
	Total		2,84,08,400	
	Less :			
	Income Tax Payable (AY 18-19)		11,53,130	
	Total			2,72,55,268
3	Prepaid Expenses			
	CRIF High Mark Credit Information Services Pvt Ltd			516
	IDBI Trusteeship Services Limited- Loan Processing Fees			2,05,384
	AZB & Partners (Advocate)			7,47,284



Loan processing fees- Credit Suisse Securities (India) Pvt. Ltd.			4,10,76,757
Total Prepaid Expenses			4,20,29,941
Total Short Term Loans and Advances (1+2+3)			1,36,20,38,209

Details of Other Current Assets Annexure 6

Sl. No	Particulars	Gross Amounts	Provision for NPA
1	Interest accrued & due on loans given		
	EMITA Ltd (Truessential FMCG Ltd)	9,61,881	
	Lyfresh Private Limited	16,558	
	Quantum Cultivation Pvt Ltd	27,147	
	Jugal Kishore Khetawal	32,131	
	Quantum Cultivation Pvt Ltd		
	AMRI Ltd	60,861	
	Emami Realty Ltd	55,77,344	
	Pan Emami Cosmed Ltd	6,50,361	
	Sneha Gardens Pvt Ltd	1,00,970	
	Zen Business Pvt Ltd	25,270	
	Total		74,52,523
2	Interest accrued but not due on loans given		
	EMITA Ltd	8,26,592	
	Emami Cement Ltd	3,85,46,077	
	Lyfresh Private Limited	16,782	
	M Bhattacharyya & Co Pvt Ltd	2,29,812	
	Quantum Cultivation Pvt Ltd	26,853	
	Jugal Kishore Khetawal	14,61,967	
	Total		4,11,08,083
3	Interest on Substandard Assets		
	Ideal Real Estates Pvt Ltd	32,1870	32,1870
4	Interest Receivable on		



Investment in NCD		
TMT Viniyogan Ltd - NCD		
Interest		4,48,22,951
Total		4,48,22,951
		9,33,83,557

SCHEDULE OF ASSETS

Schedule of Assets of TMT Viniyogan Ltd., the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I

(A short description of the Freehold Property of the Transferor Company)

Nil

PART - II

(A short description of the Lease-hold Property of the Transferor Company)

Nil

PART - III

(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - TMT Viniyogan Ltd.)

Schedule of Assets

Description of Assets	Amount (INR)
Non-Current Investment	31,83,81,082
Long Term Loans & Advances	3,10,48,18,393
Inventories	23,64,620
Trade Receivables	10,60,843
Cash and Cash equivalents	18,84,599
Short terms Loans & Advances	4,56,53,62,193
Other Current Assets	30,89,91,215
	8,30,28,62,945

PAN:-AAACT9455F

TAN:- CALT03299C

GST:- 19AAACT9455F1Z1



Details of Non Current Investments as on 31.03.2020

Sl. No	Particulars	Face Value	No. of Share	Value
	Non - Trade Investments (Value at cost unless stated otherwise)			
	Quoted Equity Shares (Fully Paid up)			
	Enami Frank Ross Limited	10	16,000	1,28,000
	Enami Limited	1	30,33,160	17,29,37,675
	Enami Realty Limited	2	35,303	14,69,561
	AMRI Hospitals Limited	10	35,88,332	1,98,79,641
	Archana Promoters & Developers Private Limited	10	9,200	92,230
	Anand Rathi Financial Services Limited	10	9,47,250	8,52,52,500
	Deluxe Builders & Promoters Private Limited	10	37,620	4,52,570
	Enami Agrotech Limited	10	2,49,142	1,76,40,520
	Enami Capital Markets Limited	10	8,000	1,00,250
	Kosmos Healthcare Private Limited	10	34,700	1,04,360
	Krodia International Limited	10	1,00,000	5,01,250
	Niranay Distributors Private Limited	10	2,000	20,000
	Roseview Developers Private Limited	10	1,000	10,000
	Sundew Finance Private Limited	10	2,69,806	1,29,83,065
	M. Bhattacharyya & Co. Private Limited	500	82	27,08,785
	CRI Limited	10	95,630	40,16,460
	Emita Limited	10	8,400	84,215
				31,83,81,082

Long Term Loans & Advances as on 31st March 2020

SI No.	Account Head	Description	Amount
1	Security Deposit	Deposit against Rent (Enami Group of Companies Pvt Ltd)	52,000
		Deposit to NSDL	18,000
	Total		70,000



2	Loans to Related Party	
	Body Corporate	
	Emami Agrotech Limited	3,09,99,99,999
3	Prepaid Expenses (Long Term)	26,59,940
	Upfront Subscription Charges for Black Rock NCD - Asia Pac Pr Cr Opp 1 Sing Pte Ltd	
	IDFC First Bank Limited - Arrangement Fees for Black Rock NCD	14,57,647
	JP Morgan- Arrangement Fees for NCD	6,30,807
	Total	47,48,394
	Total (1+2+3)	3,10,48,18,393

Inventories as on 31st March 2020

SL No	Equity Shares	Quantity	Value (Rs.)
2)	Inventories as on 31 st March 2020		
	Polo Queen Industrial and Fintech Limited	11,00,000	15,45,500
	Dr Reddys Laboratories Limited	220	6,74,033
	Arvind Limited	2900	57,275
	Arvind Fashions Limited	580	84,680
	Anup Engineering Limited	107	3,132
	Total of Inventories B		23,64,620

Annexure 4

Trade Receivable (towards Commission charges) as on 31.03.2020

SI No.	Description	Amount
1	Aditya Vincom Private Limited	7,978
2	Amarnath Barter Private Limited	7,995
3	Amarnath Vinimay Private Limited	7,995
4	Amaze Dealers Private Limited	961
5	Ambe Tie Up Private Limited	6,602
6	Aravali Barter Private Limited	7,988
7	Aravali Tie Up Private Limited	7,827
8	Barbrik Barter Private Limited	7,952

9	Benison Tieup Private Limited	7,871
10	Bhagwati Financial Advisory Services Pvt Ltd	6,645
11	Bhagwati Financial Consultants Private Limited	14,527
12	Biswanath Barter Private Limited	6,645
13	Biswanath Tie Up Private Limited	8,005
14	Bondhampuli Crops Private Limited	15,908
15	Candor Natural Resources Private Limited	668
16	Celerity Natural Resources Pvt Ltd	7,879
17	Dover Natural Resources Private Limited	504
18	Elysium Tradedeal Private Limited	916
19	Evergrow Biotech Private Limited	4,194
20	Gauri Mahesh Natural Resources Pvt Ltd	1,006
21	Gauri Shankar Barter Private Limited	7,965
22	Goodluck Barter Private Limited	7,952
23	Govind Dham Barter Private Limited	7,983
24	Govind Dham Natural Resources Pvt Ltd	7,941
25	Govinddham Tie Up Private Limited	7,456
26	Govinddham Vinimay Private Limited	7,442
27	Greenview Agriculture Private Limited	6,533
28	Gulab Barter Private Limited	7,955
29	Gulab Mercantile Private Limited	7,962
30	Gulab Tie Up Private Limited	5,024
31	Gulab Vinimay Pvt Ltd	6,343
32	Hare Krishna Barter Private Limited	613
33	Kailash Parvat Barter Pvt Ltd	318
34	Kailash Parvat Vinimay Pvt Ltd	7,407
35	Kalakari Agriculture Private Limited	14,535
36	Kalakari Biocrops Private Limited	10,008
37	Kalakari Cultivation Private Limited	14,513
38	Kalakari Farming Private Limited	10,008
39	Kedarnath Barter Private Limited	7,389
40	Kedarnath Mercantile Private Limited	7,496
41	Khatu Vinimay Private Limited	7,515
42	Khatu Vyapaar Private Limited	7,569

43	Khatunaresh Natural Resources Pvt Ltd	667
44	Kristadhi Biocrops Private Limited	14,549
45	Kristadhi Cultivation Private Limited	14,549
46	Ksetrajiva Cultivation Private Limited	14,527
47	Ksetrajiva Farming Private Limited	14,543
48	Landable Commotrade Private Limited	949
49	Madhusudan Tradelink Private Limited	4,693
50	Mahesh Barter Private Limited	7,481
51	Mahesh Vinimay Private Limited	7,451
52	Makhanchor Mercantile Private Limited	7,433
53	Makhanchor Tie Up Private Limited	7,429
54	Mansarovar Barter Private Limited	6,678
55	Mansarovar Tie Up Private Limited	7,464
56	Matrix Krishi Farming Private Limited	6,640
57	Moonlight Biocrop Private Limited	6,645
58	Muridhar Barter Private Limited	7,459
59	Muridhar Mercantile Private Limited	7,453
60	Muridhar Vinimay Private Limited	7,459
61	Narcissus Bio-Crops Private Limited	14,609
62	Natrise Biocrops Private Limited	10,040
63	Nutressa Biocrops Private Limited	10,040
64	Paleadin Commotrade Private Limited	899
65	Panthoon Tradecom Private Limited	920
66	Pawandoot Commotrade Private Limited	922
67	Pawandoot Mercantile Pvt Ltd	7,948
68	Prakash Barter Pvt Ltd	6,584
69	Prakash Mercantile Pvt Ltd	6,589
70	Purassalur Agriculture Private Limited	10,011
71	Purassalur Biotech Private Limited	10,011
72	Purassalur Cultivation Private Limited	10,011
73	Quantum Cultivation Private Limited	10,011
74	Rajinigandha Barter Private Limited	7,944
75	Rajinigandha Mercantile Pvt Ltd	7,437
76	Rama Tie Up Private Limited	8,008
77	Ramavitar Commotrade Pvt Ltd	7,964



78	Ranthambhor Barter Private Limited	964
79	Ranthambhor Vinimay Private Limited	7,456
80	Rose Mercantile Private Limited	660
81	Roshni Barter Pvt Ltd	666
82	Roshni Vyapaar Private Limited	7,429
83	Samwardhan Agriculture Private Limited	10,011
84	Samwardhan Biocrops Private Limited	10,011
85	Samwardhan Farming Private Limited	14,521
86	Sandip Mercantile Private Limited	898
87	Savera Vyapaar Private Limited	7,989
88	Sawariya Barter Private Limited	7,978
89	Sheesh Ke Danti Natural Resources Pvt Ltd	7,952
90	Sherevali Barter Private Limited	6,960
91	Sita Tie Up Private Limited	8,008
92	Skyview Sales Private Limited	7,989
93	Snow View Natural Resources Pvt Ltd	7,974
94	Sproutfully Agriculture Private Limited	14,507
95	Sproutfully Biocrops Private Limited	10,011
96	Sproutfully Cultivation Private Limited	10,011
97	Sproutfully Farming Private Limited	14,513
98	Tejomaya Natural Resources Pvt Ltd	6,449
99	Tiger Barter Pvt Ltd	7,355
100	Tiger Tie Up Private Limited	7,879
101	Tiger Tradelink Private Limited	7,918
102	Trimurti Barter Private Limited	7,930
103	Trinity Tie Up Pvt Ltd	7,937
104	Trueman Tradecom Private Limited	7,952
105	Vagyalakshmi Barter Private Limited	7,944
106	Vagyalakshmi Tie Up Pvt Ltd	7,904
107	Vitanomic Agriculture Private Limited	10,011
108	Vitanomic Biocrops Private Limited	10,011
109	Wistful Agriculture Private Limited	14,558
110	Wistful Biocrops Private Limited	14,543
111	Wistful Cultivation Private Limited	14,535



112	Yashomati Mercantile Private Limited	332
113	Yashomati Natural Resources Pvt Ltd	331
114	AMRI Hospitals Limited	1,41,919
115	Emami cement	56,817
	Total	10,60,843

Cash and Cash equivalents as at 31.03.2020

Sl. No.	Particulars	Name of Bank	Account No.	Branch	Amount (Rs.)
1	Cash in Hand				56,735
2	Balances with Bank				
		Axis Bank Ltd.	253010200008433	Ground Floor, The Chamber, 1865, Rajdanga Main Road, Kolkata - 700107	65,847
		Axis Bank Ltd.	910020030137664	Broadway Premises Co Op Society Ltd. Dr. Baba Saheb Ambedkar Road, Dadar (East) Mumbai 400014	7,881
		ICICI Bank Limited	000605022405	Rasoi Court, 20, Sir R.N. Mukerjee Road, Kolkata - 700 001	16,31,553
		HDFC Bank Limited	00140310006373	2/6 Sarat Bose Road, Central Plaza, Kolkata-700 020.	15,539
		Kotak Mahindra Bank	03232010001189	Ground Floor, 2, Brabourne Road, Kolkata - 700 001	1,07,044
	Total				18,27,864
	Total Cash and Cash Equivalent				18,84,599



Short term Loans & Advances as on 31st March 2020
Annexure 6

Sl. No.	Name of the Company (Unsecured, Considered good)	Gross Amount	Provision for NPA	Net Amount
i)	Related Parties			
	AMRI Hospitals Limited	9,40,00,000		9,40,00,000
	Emami Cement Limited	2,85,41,00,000		2,85,41,00,000
	New Way Constructions Limited	16,00,000		16,00,000
	Total			2,94,97,00,000
ii)	To Other Than Related Parties			
	Bodies Corporates			
	Everline Abasan LLP	18,75,000		18,75,000
	Everline Avas LLP	18,85,000		18,85,000
	Everline Buildcon LLP	18,75,000		18,75,000
	Everline Builders LLP	18,75,000		18,75,000
	Everline Conclave LLP	18,75,000		18,75,000
	Everline Constech LLP	18,75,000		18,75,000
	Everline Construction LLP	18,75,000		18,75,000
	Everline Highrise LLP	18,75,000		18,75,000
	Everline Towers LLP	18,85,000		18,85,000
	Snowline Abasan LLP	34,93,000		34,93,000
	Snowline Apartments LLP	19,35,000		19,35,000
	Snowline Brick LLP	37,27,000		37,27,000
	Snowline Buildcon LLP	36,08,000		36,08,000
	Snowline Conclave LLP	37,27,000		37,27,000
	Snowline Enclave LLP	16,85,000		16,85,000



Snowline Estates LLP	16,90,000	16,90,000	
Snowline Homes LLP	36,92,000	36,92,000	36,91,999
Snowline Highrise LLP	35,98,000	35,98,000	35,98,000
Snowline Housing LLP	18,75,000	18,75,000	18,75,000
Snowline Niketan LLP	34,98,000	34,98,000	34,98,000
Snowline Nivas LLP	36,67,000	36,67,000	36,67,000
Snowline Promoters LLP	19,08,000	19,08,000	19,08,000
Snowline Properties LLP	18,75,000	18,75,000	18,75,000
Snowline Realtors LLP	18,80,000	18,80,000	18,80,000
Snowline Residency LLP	37,27,000	37,27,000	37,27,000
Snowline Towers LLP	37,27,000	37,27,000	37,27,000
Snowline Villa LLP	34,98,000	34,98,000	34,98,000
Viewline Abasan LLP	18,86,000	18,86,000	18,86,000
Viewline Ashiana LLP	18,76,000	18,76,000	18,76,000
Viewline Buildcon LLP	19,08,000	19,08,000	19,08,000
Viewline Builders LLP	18,76,000	18,76,000	18,76,000
Viewline Constech LLP	16,90,000	16,90,000	16,90,000
Viewline Estates LLP	12,50,000	12,50,000	12,50,000
Viewline Heights LLP	19,08,000	19,08,000	19,08,000
Viewline Highrise LLP	18,76,000	18,76,000	18,76,000
Viewline Housing LLP	38,05,000	38,05,000	38,05,000
Viewline Niketan LLP	16,85,000	16,85,000	16,85,000
Viewline Projects LLP	16,85,000	16,85,000	16,85,000
Viewline Promoters LLP	18,80,000	18,80,000	18,80,000
Viewline Properties LLP	19,08,000	19,08,000	19,08,000

Viewline Residency LLP	18,76,000	18,76,000	19,08,000
Viewline Villa LLP	19,18,000	19,18,000	19,18,000
Orbit Projects Private Limited	47,41,00,000	47,41,00,000	47,41,00,000
Albatross Biocrop LLP	7,86,60,000	7,86,60,000	7,86,60,000
Aditya Vincome Private Limited	77,35,000	77,35,000	77,35,000
Amarnath Barter Private Limited- Loan Given	77,80,000	77,80,000	77,80,000
Amarnath Vinmay Private Limited	77,80,000	77,80,000	77,80,000
Ambe Tie Up Pvt Ltd- Loan Given	66,05,000	66,05,000	66,05,000
Aravali Barter Private Limited- Loan Given	77,15,000	77,15,000	77,15,000
Aravali Tie Up Pvt Ltd - Loan Given	76,00,000	76,00,000	76,00,000
Barbrik Barter Private Limited - Loan Given	77,45,000	77,45,000	77,45,000
Benison Tie Up Pvt Ltd- Loan Given	75,75,000	75,75,000	75,75,000
Bhagwati Financial Advisory Services Pvt Ltd - Loan	66,10,000	66,10,000	66,10,000
Bhagwati Financial Consultants Pvt Ltd - Loan Given	1,40,20,000	1,40,20,000	1,40,20,000
Bishwanath Barter Private Limited - Loan	64,84,000	64,84,000	64,84,000
Bishwanath Tieup Pvt Limited- Loan Given	77,60,000	77,60,000	77,60,000
Bondhampuli Crops Private Limited - Loan Given	1,40,35,000	1,40,35,000	1,40,35,000
Dreamland Harvest Pvt Ltd - Loan Given	50,10,000	50,10,000	50,10,000
Gauri Shankar Barter Pvt Ltd- Loan	76,90,000	76,90,000	76,90,000
Golden Biocrop Private Limited- Loan Given	50,15,000	50,15,000	50,15,000
Goodluck Barter Private Limited - Loan Given	77,40,000	77,40,000	77,40,000
Govinddham Barter Pvt Ltd - Loan Given	77,40,000	77,40,000	77,40,000
Govinddham Tie Up Pvt Ltd- Loan Given	71,97,000	71,97,000	71,97,000
Govinddham Vinmay Private Limited - Loan Given	72,32,000	72,32,000	72,32,000

Greenview Agriculture Private Limited - Loan	64,55,000	64,55,000
Gulab Barter Private Limited - Loan Given	77,55,000	77,55,000
Gulab Mercantile Private Limited - Loan Given	77,10,000	77,10,000
Gulab Vinimay Private Limited - Loan Given	63,40,000	63,40,000
Kadamangalam Agriculture Pvt Ltd - Loan	80,30,000	80,30,000
Kadamangalam Bio Crops Private Limited - Loan	80,25,000	80,25,000
Kadamangalam Crops Private Ltd - Loan	80,30,000	80,30,000
Kadamangalam Cultivation Private Limited - Loan Given	80,30,000	80,30,000
Kadamangalam Farming Private Limited	80,25,000	80,25,000
Kadamangal Biotech Private Limited - Loan	80,25,000	80,25,000
Kailash Parvat Vinimay Private Limited - Loan Given	71,97,000	71,97,000
Kalakari Agriculture Private Limited - Loan Given	1,40,27,000	1,40,27,000
Kalakari Biocrops Private Limited - Loan Given	90,40,000	90,40,000
Kalakari Cultivation Pvt Ltd - Loan Given	1,40,10,000	1,40,10,000
Kalakari Farming Private Ltd - Loan Given	90,40,000	90,40,000
Kamuthi Agriculture Private Limited - Loan Given	80,30,000	80,30,000
Kamuthi Biocrops Private Ltd - Loan Given	80,30,000	80,30,000
Kamuthi Biotech Private Limited - Loan Given	80,30,000	80,30,000
Kamuthi Cultivation Private Limited - Loan Given	80,25,000	80,25,000
Kedarnath Barter Private Limited - Loan Given	71,82,000	71,82,000
Kedarnath Mercantile Private Ltd - Loan Given	72,85,000	72,85,000
Khatu Vinimay Private Limited	73,35,000	73,35,000
Khatu Vyapaar Private Limited - Loan Given	73,85,000	73,85,000
Kilkudi Agriculture Private Limited	80,25,000	80,25,000
Kilkudi Biocrops Private Limited	80,20,000	80,20,000



Kilkudi Biotech Private Limited	80,30,000	80,20,000
Kilkudi Cultivation Private Limited	80,25,000	80,30,000
Kilkudi Farming Private Limited	80,30,000	80,25,000
Kristadhi Biocrops Private Limited	1,40,45,000	80,30,000
Krishardhi Cultivation Private Limited	1,40,45,000	1,40,45,000
Ksetrajiva Cultivation Private Limited	1,40,20,000	1,40,45,000
Ksetrajiva Farming Private Limited	1,40,35,000	1,40,20,000
Mallesh Barter Private Limited	72,37,000	1,40,35,000
Mallesh Vinimay Private Limited	72,52,000	72,37,000
Makhanchor Mercantile Private Limited	72,62,000	72,52,000
Makhanchor Tie Up Private Limited	72,57,000	72,62,000
Mansaravar Barter Private Limited	66,40,000	72,57,000
MAN SAROVAR TIE UP PVT LTD	71,82,000	66,40,000
Matrix Krishi Farming Private Limited	65,80,000	71,82,000
Moonlight Biocrop Private Limited	66,10,000	65,80,000
Murlidhar Barter Private Limited - Loan Given	72,47,000	66,10,000
Murlidhar Mercantile Private Limited	72,42,000	72,47,000
Murlidhar Vinimay Private Limited	72,42,000	72,42,000
Narcissus Bio Crops Private Limited	1,40,45,000	72,42,000
Natrise Biocrops Private Limited	90,40,000	1,40,45,000
Nutressa Biocrops Private Limited	90,40,000	90,40,000
Pawandoot Mercantile Pvt Ltd	77,30,000	90,40,000
Prakash Barter Private Ltd - Loan	65,74,000	77,30,000
Prakash Mercantile Private Limited	65,65,000	65,74,000
		65,65,000



Purasalur Agriculture Pvt Ltd - Loan	90,40,000	90,40,000
Purasalur Biocrops Private Limited	80,30,000	80,30,000
Purasalur Biotech Private Limited	90,40,000	90,40,000
Purasalur Cultivation Private Limited	90,40,000	90,40,000
Purasalur Farming Private Limited	80,30,000	80,30,000
Quantum Cultivation Private Limited	90,40,000	90,40,000
Rajnigandha Barter Private Limited	77,45,000	77,45,000
Rajnigandha Mercantile Private Limited	73,05,000	73,05,000
Rama Tie Up Private Limited	77,65,000	77,65,000
Ramavtar Commotrade Private Limited	77,30,000	77,30,000
Ranthambhor Vinimay Private Limited	72,80,000	72,80,000
Roshni Vyapaar Private Limited	73,00,000	73,00,000
Samwardhan Agriculture Private Limited	90,40,000	90,40,000
Samwardhan Biocrops Private Limited	90,40,000	90,40,000
Samwardhan Farming Private Limited	1,40,13,000	1,40,13,000
Savera Vyapaar Private Limited	77,05,000	77,05,000
Savariya Barter Private Limited	77,35,000	77,35,000
Shees Ke Dani Natural Resources Private Limited	77,40,000	77,40,000
Sherewali Barter Private Limited	67,75,000	67,75,000
Sita Tie Up Private Limited	77,20,000	77,20,000
Skyview Sales Private Limited	77,14,000	77,14,000
Sproutfully Agriculture Private Limited	1,40,00,000	1,40,00,000
Sproutfully Biocrops Private Limited	90,40,000	90,40,000
Sproutfully Cultivation Private Limited	90,40,000	90,40,000
Sproutfully Farming Private	1,40,10,000	1,40,10,000



Limited			
Tiger Barter Private Limited	72,27,000		1,40,10,000
Tiger Tie Up Private Limited	76,84,000		72,27,000
Tiger Tradelink Private Limited	77,20,000		76,84,000
Trimurti Barter Private Limited	77,20,000		77,20,000
Trinity Tie Up Private Limited	77,30,000		77,20,000
Trueman Tradecom Private Limited	77,00,000		77,30,000
Vagyalakshmi Barter Private Limited	77,05,000		77,00,000
Vagyalakshmi Tie Up Private Limited	76,94,000		77,05,000
Vitanomic Agriculture Private Limited	90,40,000		76,94,000
Vitanomic Biocrops Private Limited	90,40,000		90,40,000
Wistful Agriculture Private Limited	1,40,48,000		90,40,000
Wistful Biocrops Private Limited	1,40,34,999		1,40,48,000
Wistful Cultivation Private Limited	1,40,26,999		1,40,34,999
Total	1,56,89,27,998		1,56,89,27,998
Total (i+ii) = 1	4,51,86,27,998		4,51,86,27,998

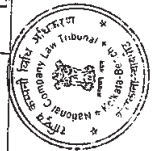
Sl. No	Account Head	Description	Amount
2)	Advance Income Tax & TDS		
	AY 2007-2008		17,623
	AY 2016-2017		5,45,557
	AY 2019-2020		1,29,30,160
	AY 2020-2021		8,46,33,223
	Income Tax Refund receivable for Asst Year 2006-07		21,730
	Income Tax Refund		54,988



receivable for Asst Year 2011-12		
Income Tax Refund receivable for Asst Year 2018-19		
Total (i)		1,29,98,513
Less :		11,12,01,794
Provision for Taxation AY 2019- 20		1,23,50,000
Provision for Taxation AY 2020- 21		9,00,00,000
Total (ii)		10,23,50,000
Net Advance tax (i-ii)		88,51,794
3) Prepaid Expenses		
	Upfront Subscription Charges for Black Rock NCD - Asia Pac Pr Cr Opp I Sing Pte Ltd	1,64,55,560
	IDFC First Bank Limited - Arrangement Fees for Black Rock NCD	90,17,647
	Arrangement Fees for JP Morgan NCD	53,54,523
	CRIF High Mark Credit Information Private Limited(Annual Membership Fees)	437
	Total	3,08,28,167
4) Input Tax Credit		
GST		70,54,234
	Grand Total (1+2+3+4)	4,56,53,62,193

Other Current Assets as on 31st March 2020

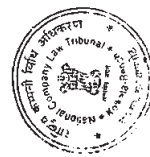
Sr No	Particular	Gross Amount	Provision for NPA	Net Amount
1)	Interest Receivable as on 31st March 2020			
	Emami Agrotech Ltd.	10,36,43,662		10,36,43,662
	New Way Constructions Limited	19,75,095		19,75,095
	Everline Abasan LLP	1,35,000		1,35,000



Everline Avas LLP	1,35,720	1,35,720
Everline Buildcon LLP	1,35,000	1,35,000
Everline Builders LLP	1,35,000	1,35,000
Everline Conclave LLP	1,35,000	1,35,000
Everline Constech LLP	1,35,000	1,35,000
Everline Construction LLP	1,35,000	1,35,000
Everline Highrise LLP	1,35,000	1,35,000
Everline Towers LLP	1,35,719	1,35,719
Snowline Abasan LLP	2,51,495	2,51,495
Snowline Apartments LLP	1,39,321	1,39,321
Snowline Brick LLP	2,68,343	2,68,343
Snowline Buildcon LLP	2,59,776	2,59,776
Snowline Conclave LLP	2,68,343	2,68,343
Snowline Enclave LLP	1,21,320	1,21,320
Snowline Estates LLP	1,21,680	1,21,680
Snowline Homes LLP	2,65,824	2,65,824
Snowline Highrise LLP	2,59,057	2,59,057
Snowline Housing LLP	1,35,000	1,35,000
Snowline Niketan LLP	2,51,855	2,51,855
Snowline Nivas LLP	2,64,023	2,64,023
Snowline Promoters LLP	1,37,376	1,37,376
Snowline Properties LLP	1,35,000	1,35,000
Snowline Realtors LLP	1,35,359	1,35,359
Snowline Residency LLP	2,68,343	2,68,343
Snowline Towers LLP	2,68,343	2,68,343
Snowline Vila LLP	2,51,855	2,51,855
Viewline Abasan LLP	1,35,792	1,35,792
Viewline Ashiana LLP	1,35,072	1,35,072
Viewline Buildcon LLP	1,37,376	1,37,376
Viewline Builders LLP	1,35,072	1,35,072
Viewline Constech LLP	1,21,680	1,21,680
Viewline Estates LLP	90,000	90,000
Viewline Heights LLP	1,37,376	1,37,376
Viewline Highrise LLP	1,35,071	1,35,071
Viewline Housing LLP	2,73,959	2,73,959
Viewline Niketan LLP	1,21,320	1,21,320
Viewline Projects LLP	1,21,320	1,21,320
Viewline Promoters LLP	1,35,361	1,35,361
Viewline Properties LLP	1,37,376	1,37,376
Viewline Residency LLP	1,35,072	1,35,072
Viewline Villa LLP	1,38,097	1,38,097
AMRI Hospitals Limited	78,55,143	78,55,143



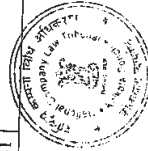
AMRI Hospitals Limited	1,32,01,183	1,32,01,183
Emami Cement Limited	15,80,164	15,80,164
Emami Cement Limited	10,96,47,534	10,96,47,534
Orbit Projects Private Limited	2,82,80,695	2,82,80,695
Senelia Enclave Private Limited	12,39,897	12,39,897
Super View Constructions Pvt Ltd	43,554	43,554
Albaross Biocrop LLP	56,51,717	56,51,717
Aditya Vincome Private Limited	2,42,511	2,42,511
Anamath Barter Private Limited	2,43,922	2,43,922
Anamath Vinimay Private Limited	2,43,922	2,43,922
Ambe Tie Up Pvt Ltd-	2,07,083	2,07,083
Aravali Barter Private Limited	2,41,884	2,41,884
Aravali Tie Up Pvt Ltd	2,38,279	2,38,279
Barbrik Barter Private Limited	2,42,824	2,42,824
Benison Tie Up Pvt Ltd- Loan Given	2,37,495	2,37,495
Bhagwati Financial Advisory Services Pvt Ltd - Loan	2,07,239	2,07,239
Bhagwati Financial Consultants Pvt Ltd - Loan Given	4,39,562	4,39,562
Bishwanath Barter Private Limited - Loan	2,03,289	2,03,289
Bishwanath Teup Pvt Limited- Loan Given	2,43,295	2,43,295
Bondhampuli Crops Private Limited - Loan Given	4,40,032	4,40,032
Dreamland Harvest Pvt Ltd - Loan Given	1,57,076	1,57,076
Gauri Shankar Barter Pvt Ltd- Loan	2,41,100	2,41,100
Golden Biocrop Private Limited- Loan Given	1,57,233	1,57,233
Goodluck Barter Private Limited - Loan Given	2,42,668	2,42,668
Govinddham Barter Pvt Ltd - Loan Given	2,42,668	2,42,668
Govinddham Tie Up Pvt Ltd- Loan Given	2,25,643	2,25,643
Govinddham Vinimay Private Limited - Loan Given	2,26,741	2,26,741
Greenview Agriculture Private Limited	2,02,380	2,02,380
Gulab Barter Private Limited - Given	2,43,139	2,43,139
Gulab Mercantile Private Limited - Given	2,41,727	2,41,727
Gulab Vinimay Private Limited - Given	1,98,775	1,98,775
Kadamangalam Agriculture Pvt Ltd -	2,51,761	2,51,761



Kadamangalam Bio Crops Private Limited-	2,51,603	2,51,603
Kadamangalam Crops Private Ltd -	2,51,761	2,51,761
Kadamangalam Cultivation Private Limited - Giv	2,51,761	2,51,761
Kadamangalam Farming Private Limited	2,51,603	2,51,603
Kadamangalam Biotech Private Limited -	2,51,603	2,51,603
Kailash Parvat Vinimay Private Limited - Given	2,25,643	2,25,643
Kalakari Agriculture Private Limited - Given	4,39,780	4,39,780
Kalakari Biocrops Private Limited- Given	2,83,426	2,83,426
Kalakari Cultivation Pvt Ltd - Given	4,39,248	4,39,248
Kalakari Farming Private Ltd - Loan Given	2,83,426	2,83,426
Kamuthi Agriculture Private Limited - Loan Given	2,51,761	2,51,761
Kamuthi Biocrops Private Ltd - Loan Given	2,51,761	2,51,761
Kamuthi Biotech Private Limited - Loan Given	2,51,761	2,51,761
Kamuthi Cultivation Private Limited- Loan Given	2,51,603	2,51,603
Kedamath Barter Private Limited - Loan Given	2,25,174	2,25,174
Kedamath Mercantile Private Ltd - Loan Given	2,28,403	2,28,403
Khatu Vinimay Private Limited	2,29,971	2,29,971
Khatu Vyapaar Private Limited - Loan Given	2,31,538	2,31,538
Kilkudi Agriculture Private Limited	2,51,603	2,51,603
Kilkudi Biocrops Private Limited	2,51,446	2,51,446
Kilkudi Biotech Private Limited	2,51,761	2,51,761
Kilkudi Cultivation Private Limited	2,51,603	2,51,603
Kilkudi Farming Private Limited	2,51,761	2,51,761
Kristardhi Biocrops Private Limited	4,40,346	4,40,346
Kristardhi Cultivation Private Limited	4,40,346	4,40,346
Ksetrajiva Cultivation Private Limited	4,39,562	4,39,562
Ksetrajiva Farming Private Limited	4,40,032	4,40,032
Mahesh Barter Private Limited	2,26,898	2,26,898
Mahesh Vinimay Private Limited	2,27,368	2,27,368
Makhanchor Mercantile Private Limited	2,27,682	2,27,682
Makhanchor Tie Up Private Limited	2,27,524	2,27,524
Mansaravar Barter Private Limited	2,08,180	2,08,180



MANSAROVAR TIE UP PVT LTD	2,25,174	2,25,174
Matrix Krishi Farming Private Limited	2,06,299	2,06,299
Moonlight Biocrop Private Limited	2,07,239	2,07,239
Murliidhar Barter Private Limited- Loan Given	2,27,211	2,27,211
Murliidhar Mercantile Private Limited	2,27,055	2,27,055
Murliidhar Vinimay Private Limited	2,27,055	2,27,055
Narcissus Bio Crops Private Limited	4,40,346	4,40,346
Narise Biocrops Private Limited	2,83,426	2,83,426
Nutressa Biocrops Private Limited	2,83,426	2,83,426
Pawandoot Mercantile Pvt Ltd	2,42,355	2,42,355
Prakash Barter Private Ltd - Loan	2,06,111	2,06,111
Prakash Mercantile Private Limited	2,05,829	2,05,829
Purasalur Agriculture Pvt Ltd - Loan	2,83,426	2,83,426
Purasalur Biocrops Private Limited	2,51,761	2,51,761
Purasalur Bioesh Private Limited	2,83,426	2,83,426
Purasalur Cultivation Private Limited	2,83,426	2,83,426
Purasalur Farming Private Limited	2,51,761	2,51,761
Quantum Cultivation Private Limited	2,83,426	2,83,426
Rajnigandha Barter Private Limited	2,42,824	2,42,824
Rajnigandha Mercantile Private Limited	2,29,029	2,29,029
Rama Tie Up Private Limited	2,43,452	2,43,452
Ramavtar Commotrade Private Limited	2,42,982	2,42,982
Ranthambhor Vinimay Private Limited	2,28,246	2,28,246
Roshni Vyapaar Private Limited	2,28,873	2,28,873
Samwardhan Agriculture Private Limited	2,83,426	2,83,426
Samwardhan Biocrops Private Limited	2,83,426	2,83,426
Samwardhan Farming Private Limited	4,39,342	4,39,342
Savera Vyapaar Private Limited	2,41,571	2,41,571
Sawariya Barter Private Limited	2,42,511	2,42,511
Shees Ke Dani Natural Resources Private Limited	2,42,668	2,42,668
Sherewali Barter Private Limited	2,12,413	2,12,413
Sita Tie Up Private Limited	2,42,041	2,42,041
Skyview Sales Private Limited	2,41,852	2,41,852
Sproutfully Agriculture Private Limited	4,38,934	4,38,934
Sproutfully Biocrops Private Limited	2,83,426	2,83,426
Sproutfully Cultivation Private Limited	2,83,426	2,83,426
Sproutfully Farming Private Limited	4,39,248	4,39,248
Tiger Barter Private Limited	2,26,584	2,26,584
Tiger Tie Up Private Limited	2,40,912	2,40,912
Tiger Tradelink Private Limited	2,42,041	2,42,041



Trimurti Barter Private Limited	2,42,041	2,42,041
Trinity Tie Up Private Limited	2,42,355	2,42,355
Trueman Tradecom Private Limited	2,41,414	2,41,414
Vagyalakshmi Barter Private Limited	2,41,571	2,41,571
Vagyalakshmi Tie Up Private Limited	2,41,226	2,41,226
Vitanomic Agriculture Private Limited	2,83,426	2,83,426
Vitanomic Biocrops Private Limited	2,83,426	2,83,426
Wisful Agriculture Private Limited	4,40,439	4,40,439
Wisful Biocrops Private Limited	4,40,032	4,40,032
Wisful Cultivation Private Limited	4,39,780	4,39,780
Total of Interest Receivable - A	30,89,91,215	30,89,91,215

SCHEDULE OF ASSETS

Schedule of Assets of Zen Business Pvt Ltd, the Transferor Company to be transferred to and vested in Midkot Investments Private Limited, Transferee Company as on Appointed Date - closing hours of business of 31st March, 2020

PART - I

(A short description of the Freehold Property of the Transferor Company)
Land at Madurai, Tamil Nadu

Sl No.	Name of the Property & Land	Area/ Other details	Amount	Details of Property
1)	Land at Madurai	58.48 Acres	19,96,728	See Note I Below

Note 1 - Details of Madurai Land

District	Sub Registration District	VILLAGE	SF.NO.	ACRE
Ramanathapuram	Perunazhi	T.V.S.Puram	187-2	2.03
Ramanathapuram	Perunazhi	T.V.S.Puram	197-4	1.58
Ramanathapuram	Perunazhi	T.V.S.Puram	195-3	0.52
Ramanathapuram	Perunazhi	T.V.S.Puram	198	13.52
Ramanathapuram	Perunazhi	T.V.S.Puram	195-4	4.38
Ramanathapuram	Perunazhi	T.V.S.Puram	185-2A	3.17
Ramanathapuram	Perunazhi	T.V.S.Puram	185-2B	0.94
Ramanathapuram	Perunazhi	Thimmanadhapuram	39-1A	1.16
Ramanathapuram	Perunazhi	Thimmanadhapuram	36-1	1.87
Ramanathapuram	Perunazhi	Thimmanadhapuram	40-2	0.83
Ramanathapuram	Perunazhi	T.V.S.Puram	1-2	1.72



Ramanathapuram	Perunazhi	T.V.S.Puram	3--1	2.56
Ramanathapuram	Perunazhi	T.V.S.Puram	3--3	2.05
Ramanathapuram	Perunazhi	T.V.S.Puram	186-3	2.27
Ramanathapuram	Perunazhi	T.V.S.Puram	9--1	6.05
Ramanathapuram	Perunazhi	T.V.S.Puram	10--4	1.48
Ramanathapuram	Perunazhi	T.V.S.Puram	184-2	1.88
Ramanathapuram	Perunazhi	T.V.S.Puram	229	7.05
Ramanathapuram	Perunazhi	Thimmanathapuram	297-1	3.42
				58.48

PART - II
(A short description of the Lease-hold Property of the Transferor Company)
Nil

PART - III
(A Short description of all Fixed Assets, Investment in Shares, Inventory and other chooses in action of the Transferor Company - Zen Business Pvt Ltd)
Schedule of Assets

Amount (INR)

Description of Assets	Amount (INR)
Non-Current Investment	76,56,297
Property, Plant & Machinery	20,35,722
Long Term Loans & Advances	12,00,47,150
Cash and Cash equivalents	2,28,599
	12,99,67,768

PAN:- AAACZ1886C
TAN:- CALZ00151E
GST:-

NA



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Details of Investments as on 31st March '2020

Sl. No	Particulars	Face Value	No. of Share	Value
	Non-Trade Investments (Valued at cost unless stated otherwise)			
	Quoted Equity Shares (Fully Paid up)			
	Emami Frank Ross Limited	10	3,48,021	17,42,210
	Deevee Commercial Limited	10	5,71,450	57,28,787
	Total			74,70,997
	Unquoted Equity Shares (Fully Paid up)			
	EFL Foods Limited	10	50,000	1,51,500
	DTL Asiana Private Limited	10	1,780	17,800
	Shopper City Maintenance Co. Private Limited	1	16,000	16,000
	Total			1,85,300
	Grand Total			76,56,297

Property, Plant & Equipment

Sl. No.	Name of the Property & Land	Area/ Other details	Gross Value	Depreciation up to 31.03.2020	Net Block	Details of Property
1)	Land at Madurai	58.48 Acres	19,96,728	-	19,96,728	See Part I
2)	Borewell at Madurai Land		7,79,899	7,40,905	38,994	
			27,76,627	7,40,905	20,35,722	

Long Term Loans & Advances as on 31st March 2020

Sl. No.	Account Head	Description	Amount
1	Capital Advances	Mr. P. Devaraj	21,150
		Advance against expenditure towards Madurai land	
2	Other Advances	Advance against purchase of Art Work	12,00,00,000
		Sub Total	12,00,21,150
3	Security Deposit	Deposit against Rent (Emami Group of Companies Pvt Ltd)	26,000
		Sub Total	26,000
		Grand Total	12,00,47,150



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Cash and Cash equivalents as at 31.03.2020

Sl. No.	Particulars	Annexure 4 Amount(Rs.)
1	Cash in Hand	43,018
2	Balances with Bank	
	Axis Bank Ltd.	1,29,916
	Kotak Mahindra Bank	55,665
	Total	1,85,581
	Total Cash and Cash Equivalent	2,28,599



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DD / Dr. AR Court Officer
 National Company Law Tribunal
 74 Kolkata Bench