VIDEOCON

November 9, 2016

The Secretary Corporate Relations Department BSE Limited P. J. Towers, Dalal Street Mumbai – 400 001	The Secretary Corporate Relations Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra East, Mumbai – 400059

Dear Sir,

Sub.: Disclosure received under Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

We, Videocon Industries Limited (the "Company") refer to subject cited above and would like to inform you that the Company has received disclosure under Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 in the format prescribed under SEBI Circular No. CIR/ISD/02/2015 dated 16th September, 2015, from M/s. Roshi Appliances Private Limited informing that M/s. Roshi Appliances Private Limited has became Promoter Group of the Company w.e.f. 5th November, 2016, consequent to amalgamation of promoter group entities of the Company M/s. South West Electronics Private Limited, M/s. Tapti Appliances Private Limited, M/s. Elegance Appliances Private Limited, M/s. Neetu Appliances Private Limited and M/s. Yakme Electronics Private Limited (the Transferor Companies), wholly owned subsidiaries of M/s. Roshi Appliances Private Limited in terms of the Scheme of Amalgamation as approved by the Hon'ble High Court of Judicature at Bombay vide its order dated 6th October, 2016.

We are enclosing herewith copy of disclosure received from M/s. Roshi Appliances Private Limited and copy of the order dated 6th October, 2016 passed by the Hon'ble High Court of Judicature at Bombay approving Scheme of Amalgamation.

You are requested to take the same on record and do the needful.

Thanking you,

Yours truly,

For **VIDEOCON INDUSTRIES LIMITED**

V. N. DHOOT
CHAIRMAN & MANAGING DIRECTOR

Encl.: as above

VIDEOCON INDUSTRIES LIMITED
CIN : (L99999MH1986PLC103624)
Reg. Office : 14 K.M. Store, Aurangabad Paithan Road, Village Chittegaon, Taluka Paithan, Aurangabad-431105
Tel. 02431-251501/2, Fax: 02431-251551
www.videoconworld.com

ROSHI APPLIANCES PRIVATE LIMITED

(Formerly Known As: **ROSHI INVESTMENTS PRIVATE LIMITED**)
Regd. Off.: Unit No. 103, 1st Floor, Adeshwar Arcade, Building No. 4, Andheri Kurla Road, Chakala, Andheri East, Mumbai - 400093
CIN: U32201MH1991PTC256981 **Tel. No.**: +91 – 22 – 2823 0954

Videocon Industries Limited
14 KM Stone, Aurangabad-Paithan Road,
Village: Chittegaon, Taluka: Paithan,
Dist.: Aurangabad – 431 105

November 8, 2016

Dear Sir,

Sub.: Disclosure under Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

We, Roshi Appliances Private Limited (the "Company"), refer to subject cited above and would like to inform you that M/s. South West Electronics Private Limited, M/s. Tapti Appliances Private Limited, M/s. Elegance Appliances Private Limited, M/s. Neetu Appliances Private Limited and M/s. Yakme Electronics Private Limited (the Transferor Companies) are the Promoter Group Entities of Videocon Industries Limited.

All the above Transferor Companies were wholly-owned subsidiaries of the Company. In terms of the Scheme of Amalgamation as approved by the Hon'ble High Court of Judicature at Bombay vide its order dated 6th October, 2016, all the above Promoter Group Entities got amalgamated with the Company. We are enclosing herewith copy of the order dated 6th October, 2016 passed by the Hon'ble High Court of Judicature at Bombay. The Scheme became effective on 5th November, 2016. As on date of this reporting the Company holds nil Equity Shares of Videocon Industries Limited in its own name. The Company has initiated the process to transfer the shares held by all the above Transferor Companies in its own name. After such transfer, the Company will hold 3,71,725 equity shares constituting 0.11% in Videocon Industries Limited.

Please find enclosed herewith disclosure on becoming Promoter of Videocon Industries Limited by the Company in the format prescribed under SEBI Circular No. CIR/ISD/02/2015 dated 16th September, 2015 in terms of the provisions of Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

You are requested to take the same on record and do the needful.

Thanking you,
Yours truly,
For **ROSHI APPLIANCES PRIVATE LIMITED**

Patil

AUTHORISED SIGNATORY

ROSHI APPLIANCES PRIVATE LIMITED

Encl.:

1. Disclosure under Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015; and
2. Copy of the order dated 6th October, 2016 passed by the Hon'ble High Court of Judicature at Bombay approving Scheme of Amalgamation.

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the Company: **VIDEOCON INDUSTRIES LIMITED**
ISIN of the Company: **INE703A01011**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6
Roshi Appliances Private Limited # PAN: AAACR0210J CIN: U32201MH1991PTC256981 Address with Contact No.: Unit No. 103, 1st Floor, Adeshwar Arcade, Building No. 4, Andheri Kurla Road, Chakala, Andheri East Mumbai - 400093, Maharashtra, Contact No.: + 91 22 66113500	Promoter Group Entity	05/11/2016 #	Equity Shares	Nil #	Nil #

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

M/s. South West Electronics Private Limited, M/s. Tapti Appliances Private Limited, M/s. Elegance Appliances Private Limited, M/s. Neetu Appliances Private Limited and M/s. Yakme Electronics Private Limited (the Transferor Companies) are the Promoter Group Entities of Videocon Industries Limited. All the Transferor Companies were wholly-owned subsidiaries of Roshi Appliances Private Limited (the Transferee Company). In terms of the Scheme of Amalgamation as approved by the Hon'ble High Court of Judicature at Bombay vide its order dated 6th October, 2016, all the above Promoter Group Entities got amalgamated with their holding company M/s. Roshi Appliances Private Limited. The Scheme became effective on 5th November, 2016. As on date of this reporting M/s. Roshi Appliances Private Limited holds nil shares in its own name. M/s. Roshi Appliances Private Limited has initiated the process to transfer the shares held by all the Transferor Companies in its own name. After such transfer, Roshi Appliances Private Limited will hold 3,71,725 equity shares constituting 0.11% in Videocon Industries Limited.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

For ROSHI APPLIANCES PRIVATE LIMITED

Patil

Name & Signature:
Designation: AUTHORISED SIGNATORY

ROSHI APPLIANCES PRIVATE LIMITED

Date: 8th November, 2016
Place: Mumbai

MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R.7

SRN : G20066395 **Service Request Date :** 05/11/2016

Payment made into : Punjab National Bank

Received From :

Name : SURESH MARUTI PATIL

Address : KISHOR PLAZA FLAT NO. 701 M.P.RD.,
KALWA
MUMBAI, Maharashtra
India - 400605

Entity on whose behalf money is paid

CIN: U32201MH1991PTC256981

Name : ROSHI APPLIANCES PRIVATE LIMITED

Address : Unit No. 103, 1st Floor, Adeshwar Arcade, Building
No. 4, Andheri Kurla Road, Chakala, Andh eri East
Mumbai, Maharashtra
India - 400093

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form INC-28	Normal	400.00
	Total	400.00

Mode of Payment: Internet Banking - Punjab National Bank

Received Payment Rupees: Four Hundred Only

Note: The defects or incompleteness in any respect in this eForm as noticed shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form GNL-4(Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014) It is compulsory to file Form GNL-4 (Addendum) electronically within the due date whenever the document is put under PUCL, failing which the system will treat the document as invalid and will not be taken on record in accordance with Rule 10(4) of the Companies (Registration offices and Fees) Rules, 2014

FORM NO. INC-28

[Section 12(6), 13(7), 58(5),87, 111(5), others of the Companies Act, 2013 and section107(3), 81(4), 102(1), 167, 186, 391, 394,396,397, 398, 445, 481, 466, 518, 559 & 621A ,others of the Companies Act, 1956]

सत्यमेव जयते

Notice of Order of the Court or Tribunal or any other competent authority

Form Language (◉) English ( ) Hindi

Refer instruction kit for filing the form.

1.(a) *Corporate identity number (CIN) or foreign company registration number (FCRN) of the company: U32201MH1991PTC256981 [Pre - Fill]

(b) Global location number (GLN) of company:

2.(a) Name of the company: ROSHI APPLIANCES PRIVATE LIMITED

(b) Address of the registered office of the company or of the principal place of business in India of the company:
Unit No. 103, 1st Floor, Adeshwar Arcade, Building
No. 4, Andheri Kurla Road, Chakala, Andheri East
Mumbai
Mumbai City
Maharashtra
400093

(c) e-mail ID of the company: roshifinancepvtltd@rediffmail.com

3.(a) *Order passed by: Court

(b) *Name of the court or or Tribunal or any other competent authority:
High Court of Judicature at Bombay

(c) *Location: Mumbai

(d) *Petition or application number:
Company Scheme Petition No. 127 of 2016

(e) *Order number:
127 of 2016

4. *Date of passing the order: 06/10/2016 (DD/MM/YYYY)

5.(a) (i) Section of the Companies Act,2013 under which order passed:

(ii)Section of the Companies Act,1956 under which order passed: 394(1)- Amalgamation

6. *Number of days within which order is to be filed with Registrar (To be entered pursuant to aforesaid sections or in terms of court order or Tribunal order or order of the competent authority, as the case may be): 30

7. *Date of application to court or Tribunal or the competent authority for issue of certified copy of order: 06/10/2016 (DD/MM/YYYY)

8. *Date of issue of certified copy of order: 25/10/2016 (DD/MM/YYYY)

9. Due date by which order is to be filed with Registrar: 24/11/2016 (DD/MM/YYYY)

11. In case of amalgamation, mention whether company filing the form is transferor or transferee ◯ Transferor ◉ Transferee

(a) Details of transferee company

CIN	U32201MH1991PTC256981	Pre-fill
Name	ROSHI APPLIANCES PRIVATE LIMITED	
Appointed date of amalgamation	01/07/2015 (DD/MM/YYYY)	

(b) Details of transferor company(s)

Number of transferor company(s) 6

1.

Category of the transferor company	Company		
CIN or FCRN or any other registration number	U32204MH1993PTC256979	Pre-fill	
Name	SOUTH WEST ELECTRONICS PRIVATE LIMITED		
Appointed date of amalgamation	01/07/2015 (DD/MM/YYYY)	SRN of Form NO.INC-28	G20037677

2

Category of the transferor company	Company		
CIN or FCRN or any other registration number	U32109MH1993PTC256980	Pre-fill	
Name	TAPTI APPLIANCES PRIVATE LIMITED		
Appointed date of amalgamation	01/07/2015 (DD/MM/YYYY)	SRN of Form NO.INC-28	G20039418

3

Category of the transferor company	Company		
CIN or FCRN or any other registration number	U32204MH1993PTC256982	Pre-fill	
Name	ELEGANCE APPLIANCES PRIVATE LIMITED		
Appointed date of amalgamation	01/07/2015 (DD/MM/YYYY)	SRN of Form NO.INC-28	G20041414

4

Category of the transferor company	Company		
CIN or FCRN or any other registration number	U32109MH1993PTC256983	Pre-fill	
Name	NEETU APPLIANCES PRIVATE LIMITED		
Appointed date of amalgamation	01/07/2015 (DD/MM/YYYY)	SRN of Form NO.INC-28	G20043709

5

Category of the transferor company	Company		
CIN or FCRN or any other registration number	U32109MH1993PTC257405	Pre-fill	
Name	GANDAK ELECTRONICS PRIVATE LIMITED		
Appointed date of amalgamation	01/07/2015 (DD/MM/YYYY)	SRN of Form NO.INC-28	G20045126

6

Category of the transferor company	Company
CIN or FCRN or any other registration number	U32204MH1991PTC257734 Pre-fill
Name	YAKME ELECTRONICS PRIVATE LIMITED
Appointed date of amalgamation	01/07/2015 (DD/MM/YYYY) SRN of Form NO.INC-28 G20048724

13.(a) SRN of relevant form

(Mention the SRN of relevant Form INC-23, INC-28, CHG-1, CHG-4, CHG-9, MGT-14 or any other form; if applicable)

14. *Whether penalty involved or not ◯ Yes ◉ No

Attachments

1. *Copy of court order or NCLT or CLB or order by any other competent authority. Attach

2. Optional attachment(s) - if any Attach

Court Order_Roshi Appliances.pdf

Remove attachment

Declaration

I am authorized by the Board of Directors of the Company vide resolution no. * 1

Dated * 07/09/2015 to sign the form and declare that all the requirements of the companies Act,2013 and rules thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true ,correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company
2. All the required attachments have been completely and legibly attached to this form

***To be digitally signed by**

Particulars of the person signing and submitting the form

SURESH MARUTI PATIL

*Name SURESH MARUTI PATIL

Capacity

*Designation Director

DIN or Income-tax PAN or Membership number 03526373

Certificate by practicing professional

It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.

- ◯ Chartered accountant (in whole-time practice) or
- ◯ Cost accountant (in whole-time practice) or
- ◉ Company secretary (in whole-time practice)

KANCHA N AMIT KAKADE

*Whether associate or fellow ◉ Associate ◯ Fellow

*Membership number 18404 *Certificate of practice number 11999

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement/certificate and punishment for false evidence respectively.

Modify | Check Form | Prescrutiny | Submit

For office use only:

eForm Service request number (SRN) eForm filing date (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer Confirm submission

Date of signing (DD/MM/YYYY)

712112

HIGH COURT, BOMBAY

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 121 OF 2016.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 916 OF 2015.

SOUTH WEST ELECTRONICS PRIVATE LIMITED

....Petitioner/ the First Transferor Company

AND

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 122 OF 2016.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 917 OF 2015.

TAPTI APPLIANCES PRIVATE LIMITED

....Petitioner/ the Second Transferor Company

AND

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 123 OF 2016.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 918 OF 2015.

ELEGANCE APPLIANCES PRIVATE LIMITED

....Petitioner/ the Third Transferor Company

AND

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

712111

HIGH COURT, BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 124 OF 2015.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 919 OF 2015.

NEETU APPLIANCES PRIVATE LIMITED

....Petitioner/ the Fourth Transferor Company

AND

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 125 OF 2016.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 920 OF 2015.

GANDAK ELECTRONICS PRIVATE LIMITED

....Petitioner/ the Fifth Transferor Company

AND

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 126 OF 2016.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 921 OF 2015.

YAKME ELECTRONICS PRIVATE LIMITED

....Petitioner/ the Sixth Transferor Company

AND

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

HIGH COURT, BOMBAY

712110

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 127 OF 2016.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 922 OF 2015

ROSHI APPLIANCES PRIVATE LIMITED

....Petitioner/ the Transferee Company

In the matter of the Companies Act, 1 of 1956 and other relevant provision of the Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant provision of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of SOUTH WEST ELECTRONICS PRIVATE LIMITED, the First Transferor Company and TAPTI APPLIANCES PRIVATE LIMITED, the Second Transferor Company and ELEGANCE APPLIANCES PRIVATE LIMITED, the Third Transferor Company and NEETU APPLIANCES PRIVATE LIMITED, the Fourth Transferor Company and GANDAK ELECTRONICS PRIVATE LIMITED, the Fifth Transferor Company and YAKME ELECTRONICS PRIVATE LIMITED, the Sixth Transferor Company with ROSHI APPLIANCES PRIVATE LIMITED, the Transferee Company.

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

712169

HIGH COURT, BOMBAY

Called for hearing

Mr. Rajesh Shah i/b Rajesh Shah & Co., Advocate for the Petitioners.

Purnima Awasthi i/b Mr. Pankaj Kapoor for the Regional Director.

Yogini Chauhan, the Deputy Official Liquidator.

CORAM: A. K. Menon, J.

DATE: 6th October, 2016

PC:

1. Heard Learned Counsel for the parties. No objector has come before the court to oppose the Scheme and nor any party has controverted any averments made in the Petitions.

2. The sanction of the Court is sought to a Scheme of Amalgamation of SOUTH WEST ELECTRONICS PRIVATE LIMITED, the Petitioner / First Transferor Company and TAPTI APPLIANCES PRIVATE LIMITED, the Second Transferor Company and ELEGANCE APPLIANCES PRIVATE LIMITED, the Third Transferor Company and NEETU APPLIANCES PRIVATE LIMITED, the Fourth Transferor Company and GANDAK ELECTRONICS PRIVATE LIMITED, the Fifth Transferor Company and YAKME ELECTRONICS PRIVATE LIMITED, the Sixth Transferor Company with ROSHI APPLIANCES PRIVATE LIMITED, the Transferee Company, under Sections 391 to 394 and other relevant provisions of the Companies Act, 2013.

3. The Learned Counsel for the Petitioners states that all Transferor Companies is engaged in the business of manufacturing and

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

trading of electronic consumer durables and home appliances and the Transferee Company is engaged in the business of manufacturing and trading of electronic consumer durables and home appliances. The proposed scheme of Amalgamation will have the benefit as per the opinion of the management, that the Transferor Companies are wholly owned subsidiary companies of the Transferee Company and that the amalgamation will enable the Transferee Company to combine the strengths in order to bring about one single strong business mode and it would be advantageous to combine the activities and operations of all companies into a single Company for synergistic linkages and the benefit of combined financial resources and that the Amalgamation of the Transferor Companies with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business which specifically the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage assets, capabilities, experience, expertise and infrastructure of all the companies and that the Scheme of Amalgamation will result in cost saving for all the companies as they are capitalizing on each other's core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Transferee Company and that the Scheme of Amalgamation will result in reduction in multiplicity of legal and regulatory compliances required at present and elimination of administrative functions and multiple record-keeping thus leading to reduction in overall administrative costs

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

4. Learned Counsel for the Petitioners further states that the Board of Directors of the Petitioner Companies have approved the said Scheme of Amalgamation by passing Board Resolutions which are annexed to the respective Company Scheme Petitions.

5. The Learned Counsel for the Petitioners further states that Petitioner Companies have complied with all the directions passed in the respective Company Summons for Directions and that the respective Company Scheme Petitions have been filed in consonance with the orders passed in respective Company Summons for Directions.

6. The Learned Counsel appearing on behalf of the Petitioners have stated that the Petitioner Companies have complied with all requirements as per directions of this Court and they have filed necessary affidavit of compliance in the Court. Moreover, the Petitioner Companies undertake to comply with all statutory requirements if any, as required under the Companies Act, 1956 / 2013 and rules made there under whichever is applicable. The said undertaking is accepted.

7. The Official Liquidator has filed his report on 16th day of September, 2016 in Company Scheme Petition Nos. 121 to 126 of 2016 stating certain observation made by the Chartered Accountant viz., M/s V A Bapat & Co in respect of the Petitioner Company No. 4 and 6 and the Petitioner Company have filed the further Affidavit in reply to the Official Liquidator on 4th day of October, 2016 and stated therein that losses shown in the accounts is due to diminution in the value of the

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

investment. Further, the said Transferor Companies are wholly owned subsidiary of the Transferee Company and the said Accounts have been duly approved by the shareholders and the scheme is not detrimental to the interest of the shareholders.

8. The Regional Director has filed an Affidavit on 27th day of June, 2016 stating therein, save and except as stated in paragraph 6, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph 6 of the said Affidavit, the Regional Director has stated that:-

"6. . That the Deponent further submits that,

(a) *With reference to Clause 13 of the scheme, it is submitted that the surplus if any arising out of the scheme shall be credited to Capital Reserve Account of Transferee Company and deficit if any arising shall be debited to goodwill account of Transferee Company.*

(b) That the Deponent further submits that the tax issue, if any, arising out of this scheme shall be subject to final decision of Income Tax Authority and approval of the scheme by Hon'ble High court may not deter the Income Tax Authority to scrutinize the tax returns filed by the petitioner company after giving effect to the amalgamation. The decision of the Income Tax Authority is binding on the petitioner company.

9. So far as the observation in paragraph 6 (a) of the Affidavit of Regional Director is concerned, the Petitioner Company through its counsel

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

submitted that the surplus if any arising out of the scheme shall be credited to Capital Reserve Account of Transferee Company and deficit if any arising shall be debited to goodwill account of Transferee Company.

10. So far as the observation in paragraph 6(b) of the Affidavit of Regional Director is concerned, the Learned Counsel for the Petitioner Companies submit that the Petitioner Companies are bound to comply with all applicable provisions of Income Tax Act and all tax issues arising out of the Scheme will be met and answered in accordance with law.

11. The Learned Counsel for Regional Director on instructions of Mr. P Sheela, Joint Director Legal in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai states that they are satisfied with the undertakings given by the Petitioners. The above undertakings are accepted.

12. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.

13. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition Nos. 121 to 126 of 2016 are made absolute in terms of prayers clause (a) to (d) and 127 of 2016 is made absolute in terms of prayer clauses (a) to (c).

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

14. The Petitioner Companies to file a copy of this order and the Scheme duly authenticated by the Company Registrar, High Court (O.S.), Bombay, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of the Order.

15. The Petitioners are directed to file a certified copy of order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically, along with E Form INC- 28 in addition to physical copy as per the relevant provisions of the Companies Act, 1956/2013 whichever is applicable.

16. The Petitioner Companies to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai and the Petitioner in the Company Scheme Petition Nos. 121 to 126 of 2016 to pay costs of Rs.10,000/- to the Official Liquidator, High Court, Bombay. Cost to be paid within four weeks from the date of the Order.

17. Filing and issuance of the drawn up order is dispensed with.

18. All concerned regulatory authorities to act on a copy of this order along with Scheme duly authenticated by the Company Registrar, High Court (O. S.), Bombay.

(A. K. Menon, J.)

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

712103

HIGH COURT, BOMBAY

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

Uploaded by : Shankar Gawde, Stenographer.

TRUE-COPY
SSAgade 14-10-16
for (R. C. KALE)
COMPANY REGISTRAR
HIGH COURT (O.S.)
BOMBAY

TRUE COPY
SSJ
13/10/16
Section Officer
High Court, Appellate Side
Bombay

::: Uploaded on - 15/10/2016 ::: Downloaded on - 17/10/2016 15:06:59 :::CMIS-CC

"Disclaimer Clause : Authenticated copy is not a Certified Copy"

SCHEME OF AMALGAMATION

OF

SOUTH WEST ELECTRONICS PRIVATE LIMITED,

(The First Transferor Company)

AND

TAPTI APPLIANCES PRIVATE LIMITED,

(The Second Transferor Company)

AND

ELEGANCE APPLIANCES PRIVATE LIMITED,

(The Third Transferor Company)

AND

NEETU APPLIANCES PRIVATE LIMITED,

(The Fourth Transferor Company)

AND

GANDAK ELECTRONICS PRIVATE LIMITED,

(The Fifth Transferor Company)

AND

YAKME ELECTRONICS PRIVATE LIMITED,

(The Sixth Transferor Company)

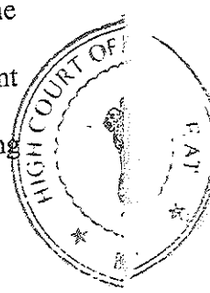
WITH

ROSHI APPLIANCES PRIVATE LIMITED,

(The Transferee Company)

1. PREAMBLE

This Scheme of Amalgamation is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 for the amalgamation of SOUTH WEST ELECTRONICS PRIVATE LIMITED, (hereinafter referred to as "The First Transferor Company") and TAPTI APPLIANCES PRIVATE LIMITED, (hereinafter referred to as "The Second Transferor Company") and ELEGANCE APPLIANCES PRIVATE LIMITED, (hereinafter referred to as "The Third Transferor Company") and NEETU APPLIANCES PRIVATE LIMITED, (hereinafter referred to as "The Fourth Transferor Company") and GANDAK ELECTRONICS PRIVATE LIMITED, (hereinafter referred to as "The Fifth Transferor Company") and YAKME ELECTRONICS PRIVATE LIMITED, (hereinafter referred to as "The Sixth Transferor Company") with ROSHI APPLIANCES PRIVATE LIMITED (hereinafter referred to as "The Transferee Company"), pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and the same is divided into the following Parts:



Part A - deals with Definitions and Share Capital;

Part B- deals with Amalgamation of Transferor Companies with Transferee Company.

Part C – deals with General Clauses, Terms and Conditions.

2. RATIONALE FOR THE SCHEME OF AMALGAMATION

2.1 The Transferor Companies are wholly owned subsidiary companies of the Transferee Company.

2.2 The amalgamation will enable the Transferee Company to combine the strengths in order to bring about one single strong business mode.

2.3 It would be advantageous to combine the activities and operations of all companies into a single Company for synergistic linkages and the benefit of combined financial resources.

2.4 The Amalgamation of the Transferor Companies with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage assets, capabilities, experience, expertise and infrastructure of all the companies.

2.5 The Scheme of Amalgamation will result in cost saving for all the companies as they are capitalizing on each other's core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Transferee Company.

2.6 The Scheme of Amalgamation will result in reduction in multiplicity of legal and regulatory compliances required at present and elimination of administrative functions and multiple record-keeping thus leading to reduction in overall administrative costs.

PART A – DEFINITIONS AND SHARE CAPITAL

3. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

3.1 "**The Act**" or "the said Act" means the Companies Act, 1956 to the extent not repealed and the Companies Act, 2013 where applicable and the rules

and regulations made thereunder as the case may be and shall include any statutory modifications, re–enactment or amendments thereof for the time being in force. It is being clarified that as on the date of approval of this Scheme by the Board of Directors of South West, Tapti, Elegance, Neetu, Gandak, Yakme and Roshi, Section 391 to 394 of the Companies Act, 1956 shall continue to be in force with the corresponding provisions of the Companies Act, 2013, not having been notified. Accordingly, reference in the Scheme to particular provisions of the Act are reference to the particular provisions of the Companies Act, 1956. Upon such provisions standing re-enacted by enforcement of the Companies Act, 2013 such reference shall, unless a different appears, be construed as reference to the provisions so re-enacted.

3.2 "**The Appointed Date**" means 1st July, 2015 or such other date as the High Court of Judicature at Mumbai or other competent authority may otherwise direct/ fix.

3.3 "**The Effective Date**" means the date on which certified copies of the Order(s) of the High Court at Mumbai vesting the assets, properties, liabilities, rights, duties, obligations and the like of all the Transferor Companies in the Transferee Company are filed with the Registrar of Companies, Maharashtra, after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard.

3.4 "**The High Court**" shall for the purpose of this Scheme, mean the High Court of Judicature at Mumbai and the expression shall include, all the powers of the High Court under the Chapter V of the Act being vested in the National Company Law Tribunal constituted under Section 10 FB of the Act, the National Company Law Tribunal and the provisions of the Act as applicable to the Scheme shall be construed accordingly.

3.5 "**The Scheme**" means this Scheme of Amalgamation in its present form or with any modification(s) approved or imposed or directed by the High Court at Mumbai.

3.6 "**The Transferor Companies**" collectively mean and include:

SOUTH WEST ELECTRONICS PRIVATE LIMITED, (hereinafter referred to as "The First Transferor Company" or "South West") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at Unit No. 103, 1st Floor, Adeshwar Arcade, Building No.4, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400 093.

TAPTI APPLIANCES PRIVATE LIMITED, (hereinafter referred to as "The Second Transferor Company" or "Tapti") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at Unit No. 103, 1st Floor, Adeshwar Arcade, Building No.4, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400 093.

ELEGANCE APPLIANCES PRIVATE LIMITED, (hereinafter referred to as "The Third Transferor Company" or "Elegance") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at Unit No. 103, 1st Floor, Adeshwar Arcade, Building No.4, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400 093.

NEETU APPLIANCES PRIVATE LIMITED, (hereinafter referred to as "The Fourth Transferor Company" or "Neetu") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at Unit No. 103, 1st Floor, Adeshwar Arcade, Building No.4, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400 093.

GANDAK ELECTRONICS PRIVATE LIMITED, (hereinafter referred to as "The Fifth Transferor Company" or "Gandak") means a company

incorporated under the Companies Act, 1956, and having its Registered Office situated at Unit No. 103, 1st Floor, Adeshwar Arcade, Building No.4, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400 093.

YAKME ELECTRONICS PRIVATE LIMITED, (hereinafter referred to as "The Sixth Transferor Company" or "Yakme") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at Unit No. 103, 1st Floor, Adeshwar Arcade, Building No.4, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400 093.

3.7 "**The Transferee Company**" means **ROSHI APPLIANCES PRIVATE LIMITED**, (hereinafter referred to as "The Transferee Company" or "Roshi") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at Unit No. 103, 1st Floor, Adeshwar Arcade, Building No.4, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400 093.

3.8 "**Undertakings**" shall mean and include:

(a) All the assets and properties and the entire business of the Transferor Companies as on the Appointed Date, (hereinafter referred to as "the said assets")

(b) All the debts, liabilities, contingent liabilities, duties, obligations and guarantees of the Transferor Companies as on the Appointed Date (hereinafter referred to as "the said liabilities")

(c) Without prejudice to the generality of sub-clause (a) above, the Undertakings of the Transferor Companies shall include all the Transferor Companies' reserves, movable and immovable and other properties, all other assets including investments in shares, debentures, bonds and other securities, statutory and other claims of whatsoever nature, amounts receivables, loans and advances, deposits, ownership rights, lease-hold rights, tenancy rights,

occupancy rights, hire purchase contracts, leased assets, lending contracts, revisions, powers, permits, authorities, licenses, consents, furniture & fittings, vehicles, telephones, facsimile, websites, e-mail connections, networking facilities and other communication facilities and equipments, investments, rights and benefits of all agreements and all other interests, rights and power of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals and all necessary records, files, papers, process information, data catalogues and all books of accounts, documents and records relating thereof.

4. SHARE CAPITAL

4.1 The Share Capital of the First Transferor Company as at 30th June, 2015 and as on date is as under:

Particulars	**Amount in (Rs.)**
Authorised Capital	
10,000 Equity shares of Rs.10/- each	1,00,000
Total	**1,00,000**
Issued, Subscribed and Paid-up	
10,000 Equity shares of Rs.10/- each	1,00,000

Total	**1,00,000**

4.2 The Share Capital of the Second Transferor Company as at 30th June, 2015 and as on date is as under:

Particulars	**Amount in (Rs.)**
Authorised Capital	
10,000 Equity shares of Rs.10/- each	1,00,000
Total	**1,00,000**
Issued, Subscribed and Paid-up	
10,000 Equity shares of Rs.10/- each	1,00,000
Total	**1,00,000**

4.3 The Share Capital of the Third Transferor Company as at 30th June, 2015 and as on date is as under:

Particulars	**Amount in (Rs.)**
Authorised Capital	
10,000 Equity shares of Rs.10/- each	1,00,000
Total	**1,00,000**

Issued, Subscribed and Paid-up	
10,000 Equity shares of Rs.10/- each	1,00,000
Total	**1,00,000**

4.4 The Share Capital of the Fourth Transferor Company as at 30th June, 2015 and as on date is as under:

Particulars	**Amount in (Rs.)**
Authorised Capital	
10,000 Equity shares of Rs.10/- each	1,00,000
Total	**1,00,000**
Issued, Subscribed and Paid-up	
10,000 Equity shares of Rs.10/- each	1,00,000
Total	**1,00,000**

4.5 The Share Capital of the Fifth Transferor Company as at 30th June, 2015 and as on date is as under:

Particulars	Amount in (Rs.)
Authorised Capital	
10,000 Equity shares of Rs.10/- each.	1,00,000
Total	**1,00,000**
Issued, Subscribed and Paid-up	
10,000 Equity Shares ordinary of Rs. 10/- each.	1,00,000
Total	1,00,000

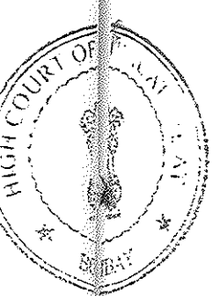
4.6 The Share Capital of the Sixth Transferor Company as at 30th June, 2015 and as on date is as under:

Particulars	Amount in (Rs.)
Authorised Capital	
20,000 Equity shares of Rs.10/- each	2,00,000
Total	**2,00,000**
Issued, Subscribed and Paid-up	
10,000 Equity shares of Rs.10/- each	1,00,000

Total	**1,00,000**

4.7 The Share Capital of the Transferee Company as at 30th June, 2015 and as on date is as under:

Particulars	**Amount in (Rs.)**
Authorised Capital	
10,000 Equity Shares of Rs.100/- each.	10,00,000
Total	**10,00,000**
Issued, Subscribed and Paid-up	
1,000 Equity shares of Rs.100/- each	1,00,000
Total	**1,00,000**



PART-B – AMALGAMATION OF TRANSFEROR COMPANIES WITH THE TRANSFEREE COMPANY

5. TRANSFER AND VESTING OF UNDERTAKINGS

5.1 With effect from the Appointed Date (i.e. 1st July, 2015) and upon the Scheme becoming effective and subject to the provisions of this Scheme, the entire Undertakings of the Transferor Companies including the assets and liabilities as on the Appointed Date, shall pursuant to Section 391 and 394 and other applicable provisions of the Act, without any further act, instrument or deed, be and shall stand transferred to and vested in and/or

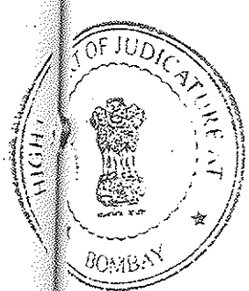
deemed to have been transferred to and vested in the Transferee Company as a going concern subject, however, to all charges, liens, mortgages, if any, then affecting the same or any part thereof.

PROVIDED ALWAYS that the Scheme shall not operate to enlarge the security charges, liens, claims if any created by the Transferor Companies for any loan, deposit or facility made available to the transferor companies and which shall vest in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be obliged to create any further or additional security or charge or lien or other impediments after the amalgamation has become effective.

5.2 The entire business of the Transferor Companies as going concerns and all the properties whether movable or immovable, real or personal, corporeal or incorporeal, present or contingent including but without being limited to all assets, authorized capital, fixed assets, capital work-in-progress, current assets and debtors, investments, rights, claims and powers, authorities, allotments, approvals and consents, reserves, provisions, permits, ownership rights, lease, tenancy rights, occupancy rights, hire purchase contracts, leased assets, lending contracts, revisions, powers, permits, authorities, licences, contracts, engagements, arrangements, all other intellectual property rights, other intangibles of the Transferor Companies whether registered or unregistered or any variation thereof as a part of its name or in a style of business, lease, tenancy rights, flats, telephones, facsimile connections, e-mail connections, internet connections, websites, installations and utilities, benefits of agreements and arrangements, that have accrued or which may accrue to the Transferor Companies on and from the Appointed Date and prior to the Effective Date in connection with or in relation to the operation of the undertaking and all the rights, titles, interests, benefits, facilities and advantages of whatsoever nature and where so ever situated belonging to

or in the possession of or granted in favour of or enjoyed by the Transferor Companies as on the Appointed Date and prior to the Effective Date shall, pursuant to the provisions of Section 394(2) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company.

a. With effect from the Appointed Date, all the equity shares, or other securities held by the Transferor Companies, whether convertible into equity or not and whether quoted or not shall, without any further act or deed, be and stand transferred to the Transferee Company as also all the movable assets including cash in hand, if any, of the Transferor Companies shall be capable of passing by manual delivery or by endorsement and delivery, as the case may be, to the Transferee Company to the end and intent that the property therein passes to the Transferee Company on such manual delivery or by endorsement and delivery.



b. In respect of all the movable properties of the Transferor Companies other than specified in Clause 5.2 (a) above, including sundry debtors, outstanding loans and advances, if any recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi government, local and other authorities and bodies, all and every person and other receivables, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, give notice in such form as it may deem fit and proper to each person, debtor or depositor, as the case may be, that pursuant to the High Court having sanctioned the Scheme, the said debts, loans, advances or deposits and

receivables be paid or made good or held on account of the Transferee Company as the person entitled thereto to the end and intent that the right of the Transferor Companies to recover or realize all such debts, deposits, receivables and advances (including the debts payable by such persons, debtor or deposit to the Transferor Companies) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes. The issuing of such notice by the Transferee Company shall be a conclusive proof of the debt having been transferred and assigned.

5.3 With effect from the Appointed Date, all the debts, secured and unsecured debts, liabilities, duties and obligations of the Transferor Companies shall under the provision of Sections 391 to 394 of the Act, be transferred to or be deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies.

5.4 It is further specifically clarified, admitted, assured and declared by the Transferee Company that on this Scheme becoming effective, it will take over, absorb and pay and discharge on due dates all the liabilities including liabilities for income tax, wealth tax, central sales tax, value-added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax, if any, of the Transferor Companies that have arisen upto the effective date of take over.

5.5 This Scheme has been drawn up to comply with the conditions relating to 'Amalgamation' as specified under Section 2(1B) of the Income Tax Act, 1961. If any terms or provisions of the Scheme is/are inconsistent with the provisions of Section 2 (1B) of the Income Tax Act, 1961, the provisions

of Section 2 (1B) of the Income Tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent necessary and such modification to not affect other parts of the Scheme.

5.6 It is clarified that any rights, benefits and interest held by the transferor companies including the right to get indemnified and/or get reimbursement of any debt, liabilities and obligations from its directors/promoters pursuant to any arrangement, understanding, agreement, by and between the transferor companies and its directors and/or its shareholders from time to time shall, upon the scheme becoming effective, vest with the transferee company in the same manner and the transferee company and its directors/promoters shall be entitled to proceed against the erstwhile directors and shareholders of the transferor companies in the same manner as it is entitled to before the amalgamation.

5.7 With effect from the Appointed Date all debts, liabilities, duties and obligations including income tax, wealth tax, central sales tax, value added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax and other Government and Semi-Government and Statutory liabilities of the Transferor Companies shall pursuant to the applicable provisions of the Act and without any further act or deed be also transferred or be deemed to be transferred to and vested in and be assumed by the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of Transferee Company on the same terms and conditions as were applicable to the Transferor Companies.

6. CONTRACTS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, bonds, indentures and other instruments to which the Transferor Companies are parties

subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and as effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto.

7. LEGAL PROCEEDINGS

If any suit, writ petition, appeal or revision (hereinafter called "the Proceedings") by or against any one or more or all of the Transferor Companies are pending before the appropriate authorities, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertakings of the Transferor Companies or of anything contained in the Scheme, but all such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against any one or more or all of the Transferor Companies as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may initiate any legal proceedings for and on behalf of the Transferor Companies in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

8. OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form with or without any modifications(s) approved or imposed or directed by the High Court or made as per Clause 17 of the Scheme, shall be effective from the Appointed Date but shall become operative from the Effective Date.

9. TRANSFEROR COMPANIES' STAFF, WORKMEN AND EMPLOYEES

All the staff, workmen and other employees in the service of the Transferor Companies immediately before the transfer of the Undertakings under the Scheme shall become the staff, workmen and employees of the Transferee Company on the basis that:

9.1 Their respective services shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertakings of the Transferor Companies;

9.2 The terms and conditions of service applicable to the said staff, workmen or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately before the transfer.

10. CONDUCT OF BUSINESS BY TRANSFEROR COMPANIES TILL EFFECTIVE DATE

With effect from the Appointed Date and upto the Effective Date, the Transferor Companies:

10.1 shall carry on and shall be deemed to be carrying on all their respective business activities and shall stand possessed of their respective properties and assets for and on account of and in trust for the Transferee Company and all the profits or income accruing or arising to the Transferor Companies and/or any cost, charges, expenditure or losses arising or incurred by them shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or cost, charges, expenditure or losses of the Transferee Company;

10.2 shall in the ordinary course of their respective business activities, assign, transfer or sell or exchange or dispose of or deal with all or any part of the rights vested with or title and interest in the property, assets, immovable or

movable properties including assignment, alienation, charge, mortgage, encumbrance or otherwise deal with the rights, title and interest in the actionable claims, debtors and other assets etc., with the consent of the Transferee Company and such acts or actions would be deemed to have been carried on by the Transferor Companies for and on behalf of the Transferee Company and such acts or actions would be enforceable against or in favour of the Transferee Company and all the profits or incomes or losses or expenditure accruing or arising or incurred by the Transferor Companies shall, for all purposes, be treated as the profits or incomes or expenditure or losses of the Transferee Company;

10.3 shall not vary the terms and conditions of the employment of their employees except in the ordinary course of business.

10.4 pay all statutory dues relating to their respective Undertakings for and on account of the Transferee Company.

11. CONSIDERATION FOR AMALGAMATION

The entire issued, subscribed and paid up equity share capital of each of the Transferor Companies, as the case may be, is held inter-se amongst the Transferor Companies and by the Transferee Company and / or its nominee/s such that the entire shareholding ultimately vests with the Transferee Company. Upon coming into effect of this scheme, the equity shares of the Transferor Companies, shall automatically stand cancelled and extinguished without any further act, deed, instrument, matter or thing and accordingly issuing of any Equity Shares of the Transferee Company or giving any other consideration to the shareholders of the respective Transferor companies by the Transferee Company does not arise.

12. PROFITS, DIVIDENDS, BONUS/ RIGHTS SHARES

12.1 With effect from the Appointed Date, the Transferor Companies shall not without the prior written consent of the Transferee Company, utilize the profits, if any, for declaring or paying of any dividend to its shareholders and shall also not utilize, adjust or claim adjustment of profits/reserves,as the case may be earned/ incurred or suffered after the Appointed Date.

12.2 The Transferor Companies shall not after the Appointed Date, issue or allot any further securities, by way of rights or bonus or otherwise in any manner without the prior written consent of the Board of Directors of the Transferee Company.

13. ACOUNTING TREATMENT

With effect from the Appointed Date, and subject to any corrections and adjustments as may, in the opinion of the Board of Directors of the Transferee Company be required the assets and liabilities of the Transferor Companies shall be accounted in the books of the Transferee Company in the following manner:

13.1 All the assets and liabilities of the Transferor Companies as on the Appointed Date shall be transferred to the Transferee Company and shall be accounted by the Transferee Company as per the pooling of interest method of accounting as prescribed by the Accounting Standard (AS) 14 as notified under Section 211 (3C) of the Companies Act, 1956 (corresponding to Section 133 of the Companies Act, 2013, which is effective in place of the erstwhile Section 211(3C) which stands repealed) or such other Accounting Standard or any addendum thereto as the Central Government may prescribe.

13.2 An amount equal to the balance lying to the credit of "Reserves and Surplus Account" in the books of the Transferor Companies shall be credited by the Transferee Company to its Reserves and Surplus Account as

effectively as if the same was earned by the Transferee Company and will be available for distribution.

13.3 In case of any differences in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same on the Appointed Date will be quantified and adjusted in the General Reserve of the Transferee Company.

13.4 All amounts outstanding including loans, deposits, balances as between the Transferor Companies and the Transferee Company as on Appointed Date shall stand automatically adjusted.

13.5 The difference between the amount recorded as share capital issued and the amount of share capital of the Transferor Companies shall be adjusted in reserves in the financial statements of the Transferee Company.

13.6 Upon coming into effect of this Scheme and with effect from the Appointed Date, for the purpose of accounting for and dealing with the value of the assets and liabilities of the Transferor Companies in the books of the Transferee Company, the book value of the assets and liabilities of the Transferor Companies shall be determined as of the Appointed Date, and accounted appropriately.

14 COMBINATION OF AUTHORISED CAPITAL

14.1 Upon sanction of this Scheme, the authorised share capital of the Transferee Company as on the date of sanction shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including therein the payment of stamp duty and filing and other fees payable to Registrar of Companies, by the authorised share capital of each of the Transferor Companies aggregating in all to Rs. 7,00,000/- (Rupees Seven Lakh Only) comprising of 70,000 (Seventy

Thousand) Equity Shares of Rs. 10/- each and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorised share capital) as on the date of sanction of the scheme shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Sections 13, 14, 61 of the Companies Act, 2013 and the rules made thereunder and also pursuant to Sections 16, 31, 94 and such other relevant provisions of the Companies Act, 1956 if and where applicable and Sections 391 to 395 and applicable provisions of the Companies Act, 1956 and relevant provisions of the Companies Act, 2013, as amended from time to time as the case may be and for this purpose the stamp duties and the fees paid on the authorised capital of the Transferor Companies shall be utilised and applied to the above referred increase in authorised share capital of the Transferee Company and no payment of any extra stamp duty and/or fee shall be due and or payable by the Transferee Company for increase in its authorised share capital to that extent. It is clarified that all the formalities for effecting increase in authorized capital to the aforesaid extent shall be deemed to have been duly completed.

14.2 Consequent upon the amalgamation, the authorised share capital of the Transferee Company as appearing in clause 4.7 of the scheme shall stand increased as under:

Authorised Capital	**Amount in Rs.**
17,000 Equity Shares of Rs. 100/- each	17,00,000
Total	**17,00,000**

It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the

alteration of the Memorandum and Articles of Association of the Transferee Company in this regard as may be required under the Act.

14.3 Clause V of the Memorandum of Association of the Transferee Company stands amended as follows:

The Authorised Share Capital of the Transferee Company is Rs. 17,00,000/- (Rupees Seventeen Lakhs Only) divided into 17,000 (Seventeen Thousand) Equity Shares of Rs. 100/- each.

15 DISSOLUTION OF THE TRANSFEROR COMPANIES

On the Scheme becoming effective, the Transferor Companies shall be dissolved without being wound up.

PART-C – GENERAL

16 APPLICATIONS TO HIGH COURT

The Transferor Companies and the Transferee Company herein shall, with all reasonable dispatch, make applications under Sections 391 to 394 of the said Act to the High Court of judicature at Mumbai for sanctioning the Scheme and for dissolution of the Transferor Companies without being wound up.

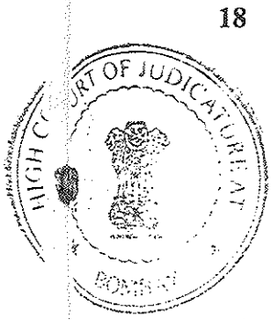
17 MODIFICATIONS/AMENDMENTS TO THE SCHEME

17.1 The Transferor Companies (by their respective Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to the Scheme or agree to any terms and/or conditions which the Courts and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for

settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect. All amendments/modification to the Scheme shall be subject to approval of High Court.

17.2 For the purpose of giving effect to the Scheme or to any modification thereof, the Directors of the Transferee Company are hereby authorised to give such directions and/or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

18 SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS



The Scheme is conditional on and subject to:

18.1 The approval to the Scheme by the requisite majorities of the members and creditors of the Transferor Companies and of the members and creditors of the Transferee Company.

18.2 The sanction of the High Court of Judicature at Mumbai under Sections 391 to 394 of the said Act, in favour of the Transferor Companies and the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.

18.3 Any other sanction or approval of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Boards of Directors of the Transferor Companies and the Transferee Company being obtained and granted in respect of any of the matters for which such sanction or approval is required.

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

19 EFFECT OF NON RECEIPT OF APPROVALS/ SANCTIONS

In the event of any approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the respective Transferor Companies shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme not being sanctioned by the Hon'ble High Court, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

20 EXPENSES CONNECTED WITH THE SCHEME

All costs, charges, taxes including duties, levies and all other expenses of the Transferor Companies and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing/completing the terms and provisions of the Scheme and/or incidental to the completion of Amalgamation of the said Undertakings of the Transferor Companies in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

TRUE-COPY
Signed 24-10-16
for (R. C. KALE)
COMPANY REGISTRAR
HIGH COURT (O.S.)
BOMBAY

Certified to be TRUE COPY
For RAJESH SHAH & CO.
Rajesh Shah
Advocate for the Petitioner/Applicant

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO. 127 OF 2016.
CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 922 OF 2015.

In the matter of the Companies Act, 1 of 1956 and other relevant provision of the Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant provision of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of SOUTH WEST ELECTRONICS PRIVATE LIMITED, the First Transferor Company and TAPTI APPLIANCES PRIVATE LIMITED, the Second Transferor Company and ELEGANCE APPLIANCES PRIVATE LIMITED, the Third Transferor Company and NEETU APPLIANCES PRIVATE LIMITED, the Fourth Transferor Company and GANDAK ELECTRONICS PRIVATE LIMITED, the Fifth Transferor Company and YAKME ELECTRONICS PRIVATE LIMITED, the Sixth Transferor Company with ROSHI APPLIANCES PRIVATE LIMITED, the Transferee Company

ROSHI APPLIANCES PRIVATE LIMITED,

..... Petitioner Company.

Authenticated copy of the Minutes of the Order dated 6th October, 2016 alongwith Scheme

Applied for authenticated copies on..06/10/16
Authenticated copies submitted on..17/10/16
Engrossed on ....21/10/16.....
Examined by .....
Compared with.....
Ready on.....24 OCT 2016
Delivered on.....25 OCT 2016

M/S.RAJESH SHAH & CO
Advocates for the Petitioner
16, Oriental Building,
30, Nagindas Master Road,
Flora Fountain,
Mumbai-400 001.