

The Manager,
Listing Department,
BSE Limited Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building,
P J Tower, Dalal Street, Fort,
Mumbai - 400 001.

02, June 2022

Script Code: 538942

Sub: Submission of Notice of Equity shareholders ordered by Hon'ble NCLT, Chennai Bench on 3rd July at 11.00 AM in connection with Scheme of merger with Wholly Owned Subsidiaries (WOS)-Reg 37(6) of SEBI (Listing Obligation and Disclosure Requirements), 2015

Ref: Our Letter dated 12 November 2021, 26th November and 19th May 2022 intimating outcome of Board Meeting about merger of 3 WOS with the Company

In this regard we would like inform that order dated April 13, 2022 read along with a supplementary order dated May 13, 2022 in Company Scheme Application CA(CAA) NO. CA (CAA)/4(CHE) 2022 ("NCLT Order"), the Chennai Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed that a meeting of equity shareholders of the Transferee Company, be convened and held on 3rd July 2022 at 11.00 AM IST through Video-conferencing ("VC")/ Other Audio Visual Means ("OAVM") for approving the Scheme of Amalgamation of (1) Cuningham Ventures Private Limited (Transferor Company 1), Sahoj Ventures Private Limited (Transferor Company 2), Willingdon Ventures Private Limited (Transferor Company 3) with Mercantile Ventures Limited (Transferee Company) .

We would like to further inform that the facility of remote e-voting and e-voting shall commence on Thursday, June 30, 2022 at 09:00 a.m. IST and end on Saturday, July 02, 2022 at 05:00 p.m. IST. The voting rights of the shareholders shall be in proportion to their share in the paid-up share capital of the Transferee Company as on June 27, 2022, being the cut-off date .



The copy of notice sent to shareholders on 1st June 2022 is being annexed . Please find the weblink of the notice.

[https://www.mercantileventures.co.in/wp-content/uploads/2022/06/Notice Court Convened Meeting of Equity Shareholders.pdf](https://www.mercantileventures.co.in/wp-content/uploads/2022/06/Notice_Court_Convened_Meeting_of_Equity_Shareholders.pdf)

Thanking you.

Yours faithfully,
For **Mercantile Ventures Limited**

RANGASWAMI
E N

E N Rangaswami
DIN - 06463753
Whole-time Director





T : +91 (44) 40432205
E : admin@mercantileventures.co.in
W : www.mercantileventures.co.in

MERCANTILE VENTURES LIMITED

88, Mount Road Guindy
Chennai Tamilnadu 600032
CIN L65191TN1985PLC037309

**NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF
EQUITY SHAREHOLDERS OF MERCANTILE VENTURES LIMITED**

Day	Sunday
Date	July 03, 2022
Time	11 00 am IST
Mode of Meeting	Video-conferencing ("VC")/ Other Audio Visual Means ("OAVM")

REMOTE E- VOTING	
Commencing on	Thursday, June 30, 2022 at 09:00 a.m. IST
Ending on	Saturday, July 02, 2022 at 05:00 p.m. IST

Sr. No.	Contents	Page No.
1.	Notice of National Company Law Tribunal Convened Meeting of the Equity Shareholders of Mercantile Ventures Limited under the provisions of Sections 230-232 and other relevant provisions of the Companies Act, 2013, read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any amendments thereto or re-enactments thereof.	3
2.	Explanatory Statement under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 and rules made thereunder, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	20
3.	Annexure 1: Scheme of Amalgamation of (1) Cuningham Ventures Private Limited (Transferor Company 1, Sahoj Ventures Private Limited (Transferor Company 2), Willingdon Ventures Private Limited (Transferor Company 3) with Mercantile Ventures Limited (Transferee Company) , and their respective	34

	members and creditors.	
4.	Annexure 2: Report adopted by the Board of Directors of Mercantile Ventures Limited (Transferee Company) pursuant to the provisions of Section 232(2)(c) read with 232(8)(ii) of the Companies Act, 2013.	60
5.	Annexure 3: Copy of the Intimations submitted to BSE Limited on 29-11-2021	
6.	Annexure 4: Provisional Financial Statements of Mercantile Ventures Limited for the period ended September 30, 2021.	
7.	Annexure 5: Provisional Financial Statements of the transferor Companies	

FORM CAA 2
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

CHENNAI BENCH
CA (CAA) NO. CA (CAA)/4(CHE) 2022

In the matter of the Companies Act, 2013;
AND
SECTIONS 230 TO 232 OF THE ACT

SCHEME OF AMALGAMATION OF

Cunningham Ventures Private Limited (Transferor Company 1)

Sahoj Ventures Private Limited (Transferor Company 2)

AND

Willingdon Ventures Private Limited (Transferor Company 3)

WITH

Mercantile Ventures Limited (Transferee Company)

Mercantile Ventures Limited
(CIN: L65191TN1985PLC037309), a Company
Incorporated under the provisions of the Companies
Act, 1956 and having its registered office at
88 Mount Road Guindy, Chennai 600032
in the State of Tamil Nadu, India.

..... Applicant Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF MERCANTILE VENTURES LIMITED, THE TRANSFEE COMPANY

To

The Equity Shareholders of Mercantile Ventures Limited ("Applicant"/"Transferee Company").

Notice is hereby given that by an order dated April 13, 2022 read along with a supplementary order dated May 13, 2022 in Company Scheme Application CA(CAA) NO. CA (CAA)/4(CHE) 2022

("NCLT Order"), the Chennai Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed that a meeting of equity shareholders of the Transferee Company, be convened and held for the purpose of considering and if thought fit, approving with or without modification Scheme of Amalgamation of (1) Cuningham Ventures Private Limited (Transferor Company 1), Sahoj Ventures Private Limited (Transferor Company 2), Willingdon Ventures Private Limited (Transferor Company 3) with Mercantile Ventures Limited (Transferee Company) ("Scheme of Amalgamation") for merger of the Transferor Companies with the Transferee Company and their respective shareholders and creditors under the provisions of section 230 to 232 and any other applicable provisions of the Companies Act, 2013.

In pursuance of the said NCLT Order and as directed therein, further notice is hereby given that a meeting of equity shareholders of the Transferee Company will be held on Sunday, July 03, 2022 at 11.00 am. by way of Video Conferencing / Other Audio Visual Means ("VC"/ "OAVM") ("Meeting") following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 39/2020 dated December 31, 2020 and any further circulars issued in this behalf issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and any further circulars issued in this behalf by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"). All the equity shareholders are requested to attend. At the Meeting, the following resolution will be considered and if thought fit, be passed under section 230 to 232 and other applicable provisions of the Companies Act, 2013 by requisite majority:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association and subject to the approval of the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be

constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the equity shareholders be and is hereby accorded to the Scheme of Amalgamation.

RESOLVED FURTHER THAT the Whole-time Director of the Transferee Company, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as the Whole-time Director may deem fit and proper without being required to seek any further approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

TAKE FURTHER NOTICE that in compliance with the NCLT Order and the provisions of (a) Section 230(4) read with Section 108 of the Companies Act, 2013 and the rules made thereunder; (b) Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (c) Secretarial Standards – 2 issued by the Institute of Company Secretaries of India, the Transferee Company has provided the facility of voting by remote e-voting (“Remote e-voting”) as well as electronic voting system (“e-voting”) during the Meeting, so as to enable the equity shareholders to consider and approve the Scheme of Amalgamation by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Transferee Company to the Scheme of Amalgamation shall be carried out through (i) remote e-voting and (ii) e-voting during the Meeting to be held on Sunday, July 03, 2022.

TAKE FURTHER NOTICE that Central Depository Services (India) Limited (“CDSL”) shall be providing the facility of remote e-voting and e-voting during the Meeting, and participation in the Meeting through VC/ OAVM.

TAKE FURTHER NOTICE that in terms of the said NCLT Order, in addition to e-voting during the Meeting through VC/ OAVM, the persons entitled to attend and vote at the Meeting shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through Remote e-voting during the period commencing on Thursday, June 30, 2022 at 09:00 a.m. (IST) on and ending on Saturday, July 02, 2022 at 05.00 p.m. (IST) (both days inclusive), arranged by CDSL. The voting rights of the shareholders shall be in proportion to

their share in the paid-up share capital of the Transferee Company as on June 27, 2022, being the cut-off date ("Cut-off Date"). The equity shareholders opting to cast their votes by Remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully.

It is clarified that votes may be cast by the equity shareholders by remote e-voting in terms of this Notice and casting of votes by remote e-voting does not disentitle them or their authorized representatives from attending the Meeting. However, the members or their authorized representatives who have cast their votes by remote e-voting will not be eligible to cast their votes by e-voting during the Meeting.

TAKE FURTHER NOTICE that since the physical attendance of members has been dispensed with in pursuance to NCLT Order, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Companies Act, 2013 will not be available for the Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Companies Act, 2013 authorized representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation in the meeting through VC/ OAVM facility and e-voting during the Meeting provided an authority letter/ power of attorney by the Board of Directors or a certified copy of the resolution passed by its Board of Directors or other governing body authorizing such representative to attend and vote at the Meeting through VC/ OAVM on its behalf along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at rohini@svjs.in with a copy marked to cs@mercantileventures.co.in before the commencement of the Meeting.

A copy of the Scheme, the Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, are enclosed herewith. A copy of this Notice and the accompanying documents will be placed on the website of the Company viz. <https://www.mercantileventures.co.in/> and will also be available on the website of BSE Limited (BSE) at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.

Copies of this Notice which include Scheme of Amalgamation and Explanatory Statement under Section 230, 232 and 102 of the Companies Act, 2013 can be obtained free of charge from the Registered Office of the Transferee Company and/or from the office of the Company Secretary, Mercantile ventures limited, 88, Mount Road Guindy, Chennai Tamilnadu 600032 -Email

cs@mercantileventures.co.in .

NCLT has appointed Mr. Manickavasagam, and failing him, Mr. E N Rangaswami, Whole Time Director of the Company to act as the Chairman of the said Meeting including any adjournment(s) thereof.

The Scheme of Amalgamation, if approved at the Meeting, will be subject to the subsequent approval of the NCLT and any other approvals as may be required.

The voting results of the meeting shall be announced by the Chairperson within 3 days of the conclusion of the Meeting upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company <https://www.mercantileventures.co.in/> and on the website of CDSL www.evotingindia.com, being the agency appointed by the Company to provide the voting facility to the shareholders, as aforesaid, as well as on the notice board of the Transferee Company at its Registered Office and Corporate Office besides being notified BSE, where shares of the Transferee Company are listed.

In accordance with the provisions of Sections 230-232 of the Act, the Scheme of Amalgamation shall be considered approved by the Equity Shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the members, of the Transferee Company, voting in person through VC/OAVM or by remote e-voting.

Dated : -31 May 2022

Place : Chennai

S Manickavasagam
The Chairman appointed for the Meeting

Registered Office:
88, Mount Road, Guindy, Chennai
Tamilnadu 600032

Notes:

1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to MCA Circulars and SEBI Circulars, and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 read with the NCLT Order, this Meeting is being held by VC/ OAVM without physical presence of the shareholders at a common venue, as per applicable procedures mentioned in the MCA Circulars, for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation under the provisions of sections 230 to 232 and of the Companies Act, 2013 and rules made thereunder.

2. Explanatory Statement under sections 230, 232 and 102 of the Companies Act, 2013 read with the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 to the Notice, is annexed hereto.

Shareholders are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.

3. The Shareholders can join the Meeting in the VC/ OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below. The facility of participation at the Meeting through VC/ OAVM will be made available for 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Meeting without restriction what so ever.
4. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders as on the cut off date i.e Monday, June 27, 2022. Persons who are not equity shareholders of the Transferee Company as on the cut-off date, should treat this notice for information purposes only. Any person who becomes a shareholder of the Transferee Company after dispatch of this Notice and whose names appear in the records of the Transferee Company as on the cut-off date for e-voting may cast his vote by following the instructions of remote e-voting and e-voting during the Meeting provided in this Notice.
5. In compliance with the NCLT Order, the attendance of the Members participating through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. The voting period for remote e-voting shall commence on and from Thursday, June 30, 2022 at 09:00 a.m. IST and shall end on Saturday, July 02, 2022 at 05:00 p.m. IST (Inclusive of both the days).
7. Ms Rohini Verma K, Practicing Company Secretary, Chennai, has been appointed by the NCLT, as the Scrutinizer to scrutinize the votes cast through voting by remote e-voting and e-voting during the Meeting.

The relevant documents referred in the Notice and the Explanatory Statement are open for inspection by the shareholders electronically upto the conclusion of the Meeting and physically at the Registered Office of the Transferee Company on all working days, except Saturdays and Sundays, between 11:00 a.m. IST and 1:00 p.m. IST upto the date of the Meeting. Those shareholders who wish to inspect such documents electronically may write an e-mail to cs@mercantileventures.co.in mentioning their name, mobile number, PAN, folio number/ DP ID.

8. Members who would like to express their views at the Meeting may register themselves as a speaker by sending their request, mentioning their name, demat account number/folio number, email id, mobile number, at cs@mercantileventures.co.in between June 27, 2022 to June 29, 2022. The shareholders who do not wish to speak during the Meeting but have queries may send their queries, mentioning their name, demat account number/folio number, email id, mobile number, to cs@mercantileventures.co.in. These queries will be replied to by the Company suitably by email.
9. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the Meeting.
10. Pursuant to Section 101 of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), the Notice is being sent by electronic mode to those shareholders whose e-mail address are registered with the Depositories

or the Transferee Company's Registrar and Transfer Agent. However, in case a shareholder wishes to receive a physical copy of the Notice, he/ she is requested to send an e-mail from their registered email ID to cs@mercantileventures.co.in or to Transferee Company's Registrar and Transfer Agent, Cameo Corporate Services Limited, Chennai, India -Email: investor@cameoindia.com duly quoting his/her DP ID and Client ID or the Folio number, as the case may be. For shareholders whose e-mail address is registered but who have requested for physical copy of the Notice or whose e-mail address is not registered, the physical copy of the Notice is being sent by permitted mode.

11. In compliance with the NCLT Order, the Notice is being sent to all the Members whose names appear in the Register of Members/Beneficial Owners as per the details furnished by the Depositories as on June 27, 2022, i.e. cut-off date for dispatch of Notice. This Notice of the Meeting is also displayed / posted on the website of the Transferee Company at www.mercantileventures.co.in and on the website of CDSL at www.evotingindia.com.
12. The Meeting has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars, SEBI Circulars and NCLT Order.
13. Any queries/ grievances pertaining to voting by remote e-voting process can be addressed to the Company Secretary, of the Applicant Company, at the Registered office of the Company or by sending an e-mail at cs@mercantileventures.co.in or to CDSL at helpdesk.evoting@cdslindia.com and address to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
14. Voting through Remote E-voting and E-voting during the Meeting
 1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming meeting will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing meeting through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the meeting will be provided by CDSL.
3. The attendance of the Members attending the meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the meeting through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the meeting has been uploaded on the website of the Company at <https://www.mercantileventures.co.in/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The meeting Notice is also disseminated on the website of CDSL -agency for providing the Remote e-Voting facility and e-voting system during the meeting- www.evotingindia.com.
6. The meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. The voting period begins on < Thursday, June 30, 2022 at 09:00 a.m. IST and shall end on Saturday, July 02, 2022 at 05:00 p.m. IST (Inclusive of both the days). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized

form, as on the cut-off date -June 27, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
----------------------	--------------

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
--	---

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected</p>

Depository Participants	to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--------------------------------	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mercantileventures.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the meeting is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views at the Meeting may register themselves as a speaker by sending their request, mentioning their name, demat account number/folio number, email id, mobile number, at cs@mercantileventures.co.in between June 27, 2022 to June 29, 2022. The shareholders who do not wish to speak during the Meeting but have queries may send their queries, mentioning their name, demat account number/folio number, email id, mobile number, to cs@mercantileventures.co.in. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then

the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending the meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Enclosures: As above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

CHENNAI BENCH

CA(CAA) NO. CA (CAA)/4(CHE) 2022

In the matter of the Companies Act, 2013;
AND
SECTIONS 230 TO 232 OF THE ACT

SCHEME OF AMALGAMATION OF

Cunningham Ventures Private Limited (Transferor Company 1)

Sahoj Ventures Private Limited (Transferor Company 2)

AND

Willingdon Ventures Private Limited (Transferor Company 3)

WITH

Mercantile Ventures Limited (Transferee Company)

Mercantile Ventures Limited
(CIN: L65191TN1985PLC037309), a Company
Incorporated under the provisions of the Companies
Act, 1956 and having its registered office at
88 Mount Road Guindy, Chennai 600032
in the State of Tamil Nadu, India.

**EXPLANATORY STATEMENT UNDER SECTION 230(3) AND SECTION 102 OF THE COMPANIES ACT, 2013
READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS)
RULES, 2016 TO THE NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF
THE EQUITY SHAREHOLDERS OF MERCANTILE VENTURES LIMITED, TRANSFEE COMPANY.**

in Company Scheme Application CA(CAA) NO. CA (CAA)/4(CHE) 2022 ("**NCLT Order**"), the Chennai Bench of the Hon'ble National Company Law Tribunal ("**NCLT**") has directed that a meeting of equity shareholders of the Transferee Company, be convened and held for the purpose of considering and if thought fit, approving with or without modification Scheme of Amalgamation of (1)Cunningham Ventures Private Limited (Transferor Company 1), Sahoj Ventures Private Limited (Transferor Company 2), Willingdon Ventures Private Limited (Transferor Company 3) with Mercantile Ventures Limited (Transferee Company) ("**Scheme of Amalgamation**") for merger of the Transferor

Companies with the Transferee Company under the provisions of section 230 to 232 and any other applicable provisions of the Companies Act, 2013.

The aforesaid Scheme of Amalgamation is enclosed as **Annexure 1**.

The Company had no secured or unsecured creditors. However, the Company has collected rental deposits from certain parties, all of whom had given consent for the Scheme of amalgamation and dispensation for the rental depositors' meeting has been received vide NCLT Order cited.

This statement explaining the terms of the Scheme of Amalgamation is being furnished, *inter alia*, as required under section 230(3) of the Companies Act, 2013 along with the Notice dated May 31, 2022 of the Meeting.

1. The draft Scheme of Amalgamation was placed before the Board of Directors of the Transferee Company at the meeting held on November 12, 2021, which was approved.
2. **List of the companies/parties involved in the Scheme of Amalgamation:**
 - A. Mercantile Ventures Limited
 - B. Cuningham Ventures Private Limited (Transferor 1) , Sahoj Ventures Private Limited (Transferor 2) and Willingdon Ventures Private Limited (Transferor 3)
3. **Details of the companies/parties to the Scheme of Amalgamation:**
 - A. **Mercantile Ventures Limited**
 - a) Mercantile Ventures Limited (hereinafter referred to as "the Transferee Company"), CIN: L65191TN1985PLC037309 was incorporated as a Public Limited Company, on 23rd day of December, 1985 under the name and style of "Excel Finance Limited" with Registration No. 4375 of 1985, in the State of Kerala under the Companies Act, 1956. The Registered office of the Company was shifted to the State of Tamilnadu by following due process of law. The Company later changed its name to MCC Finance Limited by May 1997 and later to its present name in 2013.
 - b) The Registered Office of the Transferee Company is situated at 88 Mount Road Guindy, Chennai 600032.
 - c) PAN of the company AAICM6095N
 - d) The email address of the Transferee Company is cs@mercantileventures.co.in.
 - e) The main objects of the Transferee Company are set out in the Memorandum of Association and the Transferee Company inter-alia is engaged in the business of dealing in immovable property, rendering of business consultancy as well as to render custodial and allied services.

- f) Details of change of name, registered office and objects during the last 5 years- No change
- g) The Authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31st March 2021 & 30th September 2021 are as under:

Particulars	Rupees in lakhs
SHARE CAPITAL AS ON 30-09-2021	
Authorised:	
11,50,00,000 Equity Shares of Rs.10/- each	11,500.00
1,50,00,000 Preference Shares of Rs.10/- each	1500
Total	13,000
Issued, Subscribed and Paid –up: 11,19,18,195 Equity Shares of Rs.10/- each fully paid up	11,191.82

There is no change in the authorised, issued, subscribed and paid-up share capital of the Transferee Company subsequent to March 31, 2021.

- h) capital/debt restructuring – not applicable
- i) Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others, amount due to unsecured creditors- mentioned elsewhere in the document.
- j) The details of the present promoter(s) and directors of the Transferee Company along with their addresses are as follows:

i. Promoter(s) and Promoter Group

Sr. No.	Name	Address
1	Jawahar Vadivelu	9, First Main Road Kotturpuram Chennai 600085
2	Muthiah A C Huf	1, Adyar Villa 28, Gandhi Mandapam Road Kotturpuram Chennai 600085
3	Vadivelu Al	Flat No 10, MAC Sunny Side, No 5, Dr Alagappa road Chennai 600 084
4	Trinity Auto Points Ltd	NO 88 ,MOUNT ROAD GUINDY CHENNAI TN 600032 IN
5	South India Travels Pvt Ltd	88, Mount Road Guindy Chennai TN 600032 IN

6	Golden Star Assets Consultants Pvt Ltd	NO.15, 6TH MAIN ROAD DHANDEESWARAM, VELACHERY CHENNAI TN 600042 IN
7	Sicagen India Limited	4TH FLOOR, SPIC HOUSE No.88, MOUNT ROAD, GUINDY CHENNAI Chennai TN 600032 IN
8	First Leasing Co Of India Ltd	749, ANNA SALAI, CHENNAI TN 600002 IN
9	Navia Markets Limited	GANGA GRIHA 4 & 5 FLOOR 9 NUNGAMABKKAM CHENNAI TN 600034 IN
10	Ashwin C Muthiah	18, Mount Echo park, Singapore 24878
11	Ranford Investments Ltd	8 Temasek Boulevard, 22-03, Suntec tower, 3, Singapore 038988
12	Darnolly Investments Ltd	8 Temasek Boulevard, 22-03, Suntec tower, 3, Singapore 038988
13	Twinshield Consultants Private Limited	No 88, Mount Road Guindy Chennai Chennai TN 600032 IN

ii. Directors

DIN/PAN	Name & Designation	Address
00621061	Kuppuswamy Gopalakrishnan/ Director	Jade Apartment, 3 rd Floor 5/7, 15 th Cross Street, New Colony, Chrompet, Chennai - 600 044
01159394	Bhimsingh Narendran / Director	No 2/4, 1 st Floor, Venus Colony 1 st Street, Teynampet, Chennai - 600 018
01678374	Sashikala Srikanth / Director	No 12, Raja street, VGP Golden Beach South Part 1, Shollinganallur, Chennai - 600 119,
02299091	Alagappan Chandramouli / Director	Ahuja Regency, Flat No.7, II Floor, 1 Temple Street, Kilpauk, Chennai - 600010
06463753	Rangaswami Natarajan Edayathumangalam / Whole Time Director	No. 184/12, V M Street, Royapettah, Chennai- 600014
08060285	Govindarajan Dattatreyan Sharma / Director	1A, Arihant Vedant 42, Malony Road, T Nagar, Chennai – 600 017

B. Details of the Transferor Companies

- (1) Cuningham Ventures Private Limited (hereinafter referred to as ("the Transferor Companies1"), CIN U70109TN2021PTC146353 is a Company registered under the Companies Act, 2013 pursuant to Part I Chapter XXI of the Companies Act within the jurisdiction of Registrar of Companies, Chennai on 21st September, 2021 and currently having its registered office at 88 Mount Road Guindy, Chennai 600032, in the State of Tamil Nadu, India.

The Company is a wholly owned subsidiary of the Transferee Company.

The main objects of the Transferor 1, is to purchase otherwise acquire all forms of immovable properties and to lease or otherwise deal with them.

- (2) Sahoj Ventures Private Limited (hereinafter referred to as ("the Transferor Companies2"), CIN U70109TN2021PTC146355 is a Company registered under the Companies Act, 2013 pursuant to Part I Chapter XXI of the Companies Act within the jurisdiction of Registrar of Companies, Chennai on 21st September, 2021 and currently having its registered office at 88 Mount Road Guindy, Chennai 600032, in the State of Tamil Nadu, India.

The Company is a wholly owned subsidiary of the Transferee Company.

The main objects of the Transferor 2, is to purchase otherwise acquire all forms of immovable properties and to lease or otherwise deal with them.

- (3) Willingdon Ventures Private Limited (hereinafter referred to as ("the Transferor Companies3"), CIN U70100TN2021PTC146402 is a Company registered under the Companies Act, 2013 pursuant to Part I Chapter XXI of the Companies Act within the jurisdiction of Registrar of Companies, Chennai on 22nd September, 2021 and currently having its registered office at 88 Mount Road Guindy, Chennai 600032, in the State of Tamil Nadu, India.

The Company is a wholly owned subsidiary of the Transferee Company.

The main objects of the Transferor 3, is to purchase otherwise acquire all forms of immovable properties and to lease or otherwise deal with them.

The Authorised, issued, subscribed and paid-up share capital of the Transferor Companies as on 30th September 2021 are as under:

Company name	Authorised Capital	Issued, subscribed & paid-up Capital
Cunningham ventures Private Limited	Rs 3,00,000/- comprising of 30,000 Equity Shares of Rs.10/- each	Rs 3,00,000/- comprising of 30,000 Equity Shares of Rs.10/- each
Sahoj Ventures Private Limited	Rs 3,00,000/- comprising of 30,000 Equity Shares of Rs.10/- each	Rs 3,00,000/- comprising of 30,000 Equity Shares of Rs.10/- each
Willingdon Ventures Private Limited	Rs 3,00,000/- comprising of 30,000 Equity Shares of Rs.10/- each	Rs 3,00,000/- comprising of 30,000 Equity Shares of Rs.10/- each

There has been no change in the above capital structure of the Transferor Companies as on the date of this Notice. The Transferee Company along with its wholly owned subsidiary, as a nominal shareholder, holds 100% of the issued, subscribed and paid up capital of all the transferor Companies.

The details of the present promoter(s) and directors of Transferor Companies along with their addresses are as follows:

i. Promoter(s) of the Transferor Companies

As on the appointed date all the three transferor Companies are wholly owned subsidiaries of the Transferee Company, which is holding 29700 Equity shares of Rs 10/- each in its name and 300 shares held in the name of i3 Securities Private Limited, yet another subsidiary of the transferee Company, with the beneficial interest in favor of the transferee Company. Necessary declaration of beneficial ownership of the Transferee Company is filed with the jurisdictional Registrar of Companies.

ii. Directors of the Transferor Companies

Name of the Company	Din Name of the Director / Designation	Address
Cunningham ventures Private Limited	06463753/ E N RANGASWAMI/ Director	No. 184/12, V M Street, Royapettah, Chennai- 600014
	07975664/ UMASANKAR/ Director	No. 5, Ganapathi Street, Puzhuthivakkam, Ullagaram, Madipakkam, Chennai - 600091
Sahoj Ventures Private Limited	06463753/ E N RANGASWAMI/ Director	No. 184/12, V M Street, Royapettah, Chennai- 600014
	07975664/ UMASANKAR/ Director	No. 5, Ganapathi Street, Puzhuthivakkam, Ullagaram, Madipakkam, Chennai - 600091
Willingdon Ventures Private Limited Mr. Rajesh Shah	06463753/ E N RANGASWAMI/ Director	No. 184/12, V M Street, Royapettah, Chennai- 600014
	07975664/ UMASANKAR/ Director	No. 5, Ganapathi Street, Puzhuthivakkam, Ullagaram, Madipakkam, Chennai - 600091

4. Relationship subsisting between the companies who are parties to the Scheme of Amalgamation/nature of Interest or concern :

All the Transferor Companies are wholly owned subsidiaries of the Transferee Company. Yet another subsidiary of the Transferee Company i.e i3 Securites Private Limited is the nominal shareholder of all the transferor Companies. None of the Directors hold any shares .

Mr. E N Rangaswami is common Director in the Transferor Companies and the Transferee Company.

5. **Details of the Board meeting at which the Scheme of Amalgamation was approved by the Board of Directors of the Transferor Company, and Transferee Company respectively, including the names of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.**

- All Directors of the Transferee Company who attended the Board meeting held on 12-11-2021 had unanimously approved the Scheme of Amalgamation. All the Directors of the Company were present at the aforesaid Board meeting.
- All Directors of the Transferor Companies had attended the Board meeting held on 12-11-2021 had unanimously approved the Scheme of Amalgamation.

6. **Salient features / details / extract of the Scheme of Amalgamation & Consideration for the amalgamation**

The salient features / details / extract of the Scheme of Amalgamation are, *interalia*, as under:

- (i) The proposed Scheme of Amalgamation is amongst Cuningham Ventures Private Limited (Transferor Companies¹) Sahoj Ventures Private Limited (Transferor Companies²) and Willingdon Ventures Private Limited (Transferor Companies³) with Mercantile Ventures Limited (Transferee Company) and their respective members and Creditors pursuant to the provisions of Section read with Sections 230 to 232 of Companies Act, 2013 and other relevant provisions of the Companies Act, 2013).
- (ii) The Appointed Date for the proposed Scheme of Amalgamation shall be October 01, 2021 or such date as may be approved by the National Company Law Tribunal Chennai Bench or such other appropriate date as the Appropriate Authority may decide, and is the date with effect from which this Scheme of Amalgamation shall upon receipt of requisite approvals, be deemed to be operative.
- (iii) With effect from the Appointed Date, whole of the undertaking of the Transferor Companies, as a going concern, including all its assets, all liabilities, employees, all statutory licences, permissions, approvals or consents to carry on the operations of the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of whole of the undertaking of the Transferor Companies pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents or other licenses and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.
- (iv) Upon the Scheme becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Company.
- (v) The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The entire share capital of the Transferor Companies is held by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Company. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished. The Transferee Company will carry on the Transferor Businesses along with Transferee business with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Businesses are protected and enhanced.
- (vi) The details relating to effective date, share exchange ratio(not applicable as the

transferor Companies are wholly owned subsidiaries), capital/debt restructuring, benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others, amount due to unsecured creditors are available in the Scheme and in this statement.

7. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFeree COMPANY

- (i) Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation as under:
- (ii) The Transferee Company shall account for the Amalgamation of the Transferor companies as per the Accounting Standard 14 – Accounting for Amalgamations (AS14)- Pooling of interest method as stated in the Companies (Accounting Standards) Rules, 2006 and any amendments thereto.
- (iii) The Transferee Company shall record all the assets and liabilities of the Transferor companies at their respective book values as appearing in the books of Transferor companies subject to such corrections and adjustments if any, as may be necessary or required and to the extent permissible by law.
- (iv) Upon coming into effect of this Scheme, to the extent that there are inter-corporate loans or balances between the Transferor companies and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Transferor companies and the Transferee Company for the reduction of any assets or liabilities, as the case may be.
- (v) All the transactions related to the Transferor companies, between Amalgamation Appointed Date and Effective Date, will be recorded in the books of the Transferee Company in the same way as if the transactions would have been executed by the Transferee Company itself. However consolidated entries can be recorded instead of individual transactions within the gambit of applicable accounting standards and other legal provisions.
- (vi) The debit balance in Profit & Loss account of Transferor companies, if any, after the appointed date and before the effective date will be merged with balance in Profit & Loss of the Transferee Company and to the extent the debit balance in Profit & Loss account of the Transferor companies exceeds balance in profit & loss account of the Transferee Company, the same will be carried forward as the debit balance in Profit & Loss Account.
- (vii) The Reserves and Surplus of the Transferor companies will be merged with those of the Transferee Company or carried forward and designated in the same manner as they appeared in the financial statements of the Transferor companies.
- (viii) The excess or deficit, as the case may be, of the book value of the assets over the value

of the liabilities of the Transferor companies transferred to and vested in the Transferee Company pursuant to this Scheme shall, after adjusting the aggregate face value of the shares issued by the Transferee Company to the members of the Transferor companies pursuant to this Scheme, be credited/debited by the Transferee Company in accordance with the Indian Generally Accepted Accounting Principles relating to a scheme of amalgamation.

- (ix) Adjustment for differences in accounting policies
- (x) In case of any differences in the accounting policy between the Transferor companies and the Transferee Company, the impact of the same till the Effective Date of Amalgamation, will be quantified and adjusted in Free Reserve/General Reserve(s) of the Transferee Company to ensure that the financial statements of the Transferee Company reflects the financial position on the basis of consistent accounting policy.

(xi) Rationale and Benefits of the Scheme of Amalgamation

The Transferor Companies have been in existence earlier as partnership firms but had not undertaken substantial business in the past few years. Considering that the Transferee Company is already in the business of development of and dealing in real estate, the management envisages synergy and efficiency if all the Transferor Companies are merged into Transferee Company and the real estate business of the Transferor Companies can be carried on more efficiently by the Transferee Company.

The amalgamation of the Transferor Company with the Transferee Company will result in various benefits for both parties including:

All the transferee companies are wholly owned subsidiaries of the transferee Company and for ease of operations, they propose the scheme of amalgamation.

- i. Integrate, rationalize and streamline the management structure of the merged business.
- ii. Combined resources would strengthen the position of the merged entity and result in increasing leveraging capacity of the merged entity
- iii. The amalgamation will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximizing overall shareholder value.
- iv. Pooling of available infrastructure, management, administration and marketing which would result in savings of costs.

- v. Amalgamation of the companies would eliminate duplication of work, compliance cost, administrative services and will result in cost savings.
- vi. Facilitate inter se transfer of resources and costs and optimum utilization of Assets.
- vii. Synchronizing of efforts to achieve uniform corporate policy.
- viii. Ease in decision making.

(xii) Applicability of Valuation Report

Not applicable as the Transferor Companies are wholly owned subsidiaries and the rights and liabilities of any of the members or Creditors or any class of them are not affected by the Scheme of merger

(xiii) Effect of the Scheme of Amalgamation

A. Directors, Key Managerial Personnel and their Relatives

The Board of Directors (or any committee/ sub-committee thereof) of the Transferor companies, upon the Scheme becoming effective, shall without any further act, instrument and deed stand dissolved. All the Directors of the Transferor companies shall cease to be Directors of the Transferor companies on coming into effect of this Scheme. However, if any such Director is a Director of the Transferee Company he would continue to hold his office in the Transferee Company.

B. Promoter and Non-Promoter Members

The Scheme of Amalgamation will not have any effect on the promoter and non-promoter members of the Transferee Company as there will be no change in their shareholding in the Transferee Company pursuant to the terms of the Scheme of Amalgamation.

C. Creditors

The rights and interests of creditors (secured and unsecured) of the Transferee Company are not likely to be prejudicially affected as the Transferee Company is a company with a huge Net Worth and sound financial background. Further no compromise is offered to any of the creditors of the Transferee Company nor their rights are sought to be modified in any manner and the Transferee Company undertakes to meet with all such liabilities in the regular course of business.

D. Employees

The rights and interest of the Employees of the Transferor Companies will not be prejudicially affected by the Scheme of Amalgamation. The employees of the Transferor Companies shall become the employees of the Transferee Company

upon the Scheme becoming effective.

E. Depositors, Debenture Holders, Deposit Trustee or Debenture Trustee

Neither the Transferor Companies nor the Transferee Company have any depositors, debenture holders, deposit trustee or debenture trustee. Hence, no rights and interests will be affected on effectiveness of Scheme of Amalgamation.

Report of the Directors of the Transferee Company

Further a report of the Directors of the Transferee Company, explaining effect of the Scheme of Amalgamation on each class of shareholders, KMP, promoters and non-promoter shareholders, forms part of this Notice and is annexed herewith as **Annexure 2**.

(xiv) No investigation proceedings have been instituted or are pending in relation to the Transferee Company under the Companies Act, 2013 or erstwhile Companies Act, 1956.

(xv) Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:

The Transferee Company may be required to seek approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme of Amalgamation such as the concerned Registrar of Companies, Regional Director and will obtain the same at the relevant time.

All the three transferor Companies (details of which are given supra) have obtained consent for the Scheme from all their shareholders and creditors and the Hon'ble National Company law Tribunal Chennai Bench have dispensed meeting of the shareholders and creditors. The Transferor Companies would seek approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme of Amalgamation such as the concerned Registrar of Companies, Regional Director and will obtain the same at the relevant time.

(xvi) Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the detailed pre scheme and post scheme (expected) capital structure and shareholding pattern of Transferee Company and Transferor Companies are given elsewhere in this notice.

- a) As there will be no issue of shares by the Transferee Company upon the Scheme of Amalgamation being effective, there will be no change in the pre scheme and post scheme capital structure and shareholding pattern of the Transferee Company.
- b) The Post-scheme capital structure and shareholding pattern of the

Transferor Companies are not applicable, as the Transferor Companies shall be dissolved upon the Scheme becoming effective.

- (xvii) The copy of Scheme of Amalgamation is being filed with the Registrar of Companies, Chennai, Tamilnadu.
- (xviii) No winding up proceedings or proceedings under the Insolvency and Bankruptcy Code are pending against the Transferor Companies and Transferee Company as on date.
- (xix) In accordance with the Paragraph 7 of SEBI circular bearing No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Transferee Company has filed the draft of the Scheme of Amalgamation with BSE Limited for the purpose of disclosures and BSE Limited has disseminated the scheme documents on their respective websites. The copies of intimations filed with BSE is enclosed as **Annexure 3**.
- (xx) The certificate is issued by the Statutory Auditor of the Transferee Company to the effect that the accounting treatment, proposed in the Scheme of Amalgamation is in conformity with the applicable Accounting Standards/Indian Accounting Standards prescribed under the Companies Act, 2013 read with relevant rules thereto. The auditor's certificate stated above is available for inspection.
- (xxi) The Provisional Financial Statements of Mercantile Ventures Limited for the period ended September 30, 2021 and that of the Transferor Companies for the period ended as on September 30, 2021 are enclosed as **Annexure 4** and **Annexure 5** respectively.
- (xxii) The following documents will be open for inspection by the shareholders electronically up to the date of the ensuing Meeting and during the Meeting hours and physically at the Registered Office of Applicant Company situated at the registered office of the Company on all working days except Saturdays and Sundays between 11:00 a.m. IST and 1:00 p.m. IST up to the date of the ensuing Meeting.

The Board of Directors recommend passing of the above resolution pursuant to the applicable provisions of the Act.

(I) Annexures to this Notice:-

- a) Scheme of Amalgamation (Annexure 1);
- b) Report adopted by the Board of Directors of Transferee Company pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 (Annexure 2);
- c) Copy of the Intimations submitted to the BSE Limited on November 29, 2011 (Annexure 3);

- d) The Provisional Financial Statements of Mercantile Ventures Limited for the period ended September 30, 2021 and that of the Transferor Companies for the period ended as on September 30, 2021 are enclosed as **Annexure 4** and **Annexure 5**.

(II) Other Documents:-

- a) Copy of the Statutory Auditors' certificate dated December 10, 2021 to the effect that the accounting treatment in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- b) Copy of the NCLT Order dated April 14, 2022 & May 13, 2022 directing inter alia convening the meeting of equity shareholders.
- c) Copies of the Memorandum of Association, Articles of Association and Certificate of Incorporation of the Transferor Companies and Transferee Company.;
- d) Pre and post amalgamation shareholding pattern of the Applicant Company;
- e) Copies of the resolutions passed by the respective Board of Directors of the Transferor Companies and Transferee Company approving the Scheme of Amalgamation;
- f) Copy of Annual Audited Accounts of the Transferee Company for the year ended March 31, 2021.

A copy of the Scheme of Amalgamation, Explanatory Statement, may also be obtained from the Registered Office of the Applicant Company from the office of the Company Secretary of the Company. .

Dated : 31.05.2022

Place : Chennai

S Manickavasagam

The Chairman appointed for the Meeting

Registered Office:

88 MOUNT ROAD GUINDY

Chennai 600032

Enclosures: As above

SCHEME OF AMALGAMATION

OF

Cuningham Ventures Private Limited (Transferor Company 1)

Sahoj Ventures Private Limited (Transferor Company 2)

AND

Willingdon Ventures Private Limited (Transferor Company 3)

WITH

Mercantile Ventures Limited (Transferee Company)

(Under Section 230 to 232 of the Companies Act, 2013)

1. PRELIMINARY

- a. This Scheme of Amalgamation is presented for the Amalgamation of Cuningham Ventures Private Limited (Transferor Company 1) Sahoj Ventures Private Limited (Transferor Company 2) and Willingdon Ventures Private Limited (Transferor Company 3) with Mercantile Ventures Limited (Transferee Company), the corporate information of the Companies is as below:
- b. Cuningham Ventures Private Limited (hereinafter referred to as "the Transferor Company 1"), CIN U70109TN2021PTC146353 registered under the Companies Act, 2013 pursuant to Chapter XXI of the Companies Act by registering a partnership firm within the jurisdiction of Registrar of Companies, Chennai on 21st September, 2021, currently having its registered office at 88 Mount Road Guindy, Chennai 600032, in the State of Tamil Nadu, India
- c. Sahoj Ventures Private Limited (hereinafter referred to as "the Transferor Company 2"), CIN U70109TN2021PTC146355 registered under the Companies Act, 2013 pursuant to Chapter XXI of the Companies Act by registering a partnership firm

within the jurisdiction of Registrar of Companies, Chennai on 21st September, 2021, currently having its registered office at 88 Mount Road Guindy, Chennai 600032, in the State of Tamil Nadu, India.

- d. Willingdon Ventures Private Limited (hereinafter referred to as "the Transferor Company 2"), CIN U70100TN2021PTC146402 registered under the Companies Act, 2013 pursuant to Chapter XXI of the Companies Act by registering a partnership firm within the jurisdiction of Registrar of Companies, Chennai on 23rd September, 2021, currently having its registered office at 88 Mount Road Guindy, Chennai 600032, in the State of Tamil Nadu, India.

WITH

- e. Mercantile Ventures Limited (hereinafter referred to as "the Transferee Company"), CIN: L65191TN1985PLC037309 was incorporated, as a Public Limited Company, on 23rd day of December, 1985 under the name and style of "Excel Finance Limited" with Registration No. 4375 of 1985, in the State of Kerala under the Companies Act, 1956. The Transferor Company obtained certificate of commencement of business on 27-12-1985. The Company passed a special resolution for shifting of its Registered Office from the State of Kerala to the State of Tamil Nadu, which was confirmed by the order of the Hon 'Ble Company Law Board vide its order dated 20th Dec 1996 and was duly registered by the Registrar of Companies Tamil Nadu Chennai vide certificate dated 10th January 1997. The Transferor Company later changed its name to MCC Finance Limited approved by the Registrar of Companies, Tamil Nadu, Chennai vide Certificate dated 13-05-1997. The Transferor Company amended objects clause of the Memorandum of Association as well as changed the Name of the Company to Mercantile Ventures

Limited vide Certificate dated 27th March 2013. The registered office of the Transferee Company is situated at 88, Mount Road Guindy Chennai 600032.

- 1.1 The main objects of the Transferor Companies, is to purchase otherwise acquire all forms of immovable properties and to lease or otherwise deal with them.
- 1.2 The Transferee Company inter-alia is engaged in the business of dealing in immovable property, rendering of business consultancy as well as to render custodial and allied services.

2. RATIONALE FOR THE SCHEME

- 2.1 The Transferor Companies have been in existence earlier as partnership firms but had not undertaken substantial business in the past few years. Considering that the Transferee Company is already in the business of development of and dealing in real estate, the management envisages synergy and efficiency if all the Transferor Companies are merged into Transferee Company and the real estate business of the Transferor Companies can be carried on more efficiently by the Transferee Company.
- 2.2 The amalgamation of the Transferor Company with the Transferee Company will result in various benefits for both parties including:
 - 2.2.1 All the transferee companies are wholly owned subsidiaries of the transferee Company and for ease of operations, they propose the scheme of amalgamation.
 - 2.2.2 Integrate, rationalize and streamline the management structure of the merged business.
 - 2.2.3 Combined resources would strengthen the position of the merged entity and result in increasing leveraging capacity of the merged entity

- 2.2.4 The amalgamation will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximizing overall shareholder value.
- 2.2.5 Pooling of available infrastructure, management, administration and marketing which would result in savings of costs.
- 2.2.6 Amalgamation of the companies would eliminate duplication of work, compliance cost, administrative services and will result in cost savings.
- 2.2.7 Facilitate inter se transfer of resources and costs and optimum utilization of Assets.
- 2.2.8 Synchronizing of efforts to achieve uniform corporate policy.
- 2.2.9 Ease in decision making.

3. DEFINITIONS

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

- 3.1 "**Act**" means the Companies Act, 2013, as specified therein or as the context may mean including any statutory modifications, re-enactments or amendments thereof from time to time.
- 3.2 "**Appointed Date**" (For the purpose of this Scheme and the Income Tax Act, 1961) the "Appointed Date" means 1st October 2021.
- 3.3 "**Effective Date**" means the dates on which all the conditions and matters referred to in Clauses 16 & 17 occur or have been fulfilled or waived in accordance with the Scheme. References in this Scheme to "upon the Scheme becoming effective" or "upon the Scheme coming into effect" shall mean the "Effective Date".

- 3.4 **"Scheme of Amalgamation"** or **"this Scheme"** or **"the Scheme"** means this Scheme of Amalgamation of Transferor Company with the Transferee Company in its present form or as may be modified from time to time or as may be approved or directed by the National Company Law Tribunal at Chennai.
- 3.5 **"Transferee Company"** Mercantile Ventures Limited incorporated under the Companies Act, 1956 the details of which were given supra.
- 3.6 **"Transferor Companies"** means Cuningham Ventures Private Limited (Transferor Company 1) Sahoj Ventures Private Limited (Transferor Company 2) and Willingdon Ventures Private Limited (Transferor Company 3) the details of which were given supra.
- 3.7 **"Tribunal"** shall mean the Hon'ble Chennai Bench of National Company Law Tribunal at Chennai.
- 3.8 **"Undertaking of Transferor Companies" or "Undertaking"** shall mean the entire business and the whole of the undertaking of the Transferor Companies and without prejudice to the generality of the foregoing clause, the said undertaking includes:
- a. All the assets, properties and all movable assets of the Companies, profits, including but not limited to the insurance commission, tangible and intangible, corporeal or incorporeal, intellectual property, whether in possession or reversion, present or contingent, fixed assets, capital work-in-progress including expenses incurred to be capitalized and advances for assets, inventories, stock in trade, debtors, current assets, investments, loans and advances, all bank accounts, Deposits, Security Deposits, Earnest Money Deposits, All Central & State Government Licenses, Permits, powers, authorities, allotments, approvals and consents, licenses, domain

name, tenancy rights, tenancy licenses, municipal permissions in relation to the offices and/ or residential properties for the employees, permits, quotas, subsidies and incentives, registrations, contracts, engagements, arrangements, rights, titles, interests, all employee welfare schemes not limited to EPF, ESI and gratuity, benefits and advantages of whatsoever nature and where so ever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to all product patents, process patents, trademarks, copy rights, and other industrial, commercial and intellectual properties, trade names, and other commercial rights of any nature whatsoever including any applications filed for securing of any such intellectual property whether in India or abroad, rights and licenses in respect thereof, privileges, liberties, easements, advantages, benefits, leases, authorizations, right to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and electronic, email, internet, leased line connections and installations, and other services, reserves, provisions, funds, benefits of all agreements, also, power or possession or in the control of or vested in or granted in favour of or enjoyed by the Transferor Company. Additionally, all plants, machinery, vehicles whether motor vehicles or otherwise, equipment, including without limitation, measuring devices, boats and other such vessels, whether used for surveying or otherwise, furniture, fixtures, whether used in the buildings, ships, boats, vessels, or otherwise as owned, leased or in possession of the Transferor Companies (hereinafter collectively referred to as “**Assets**”).

- b. All debts, liabilities, borrowings, bills payable, interest accrued, contingent liabilities and all other liabilities, duties, undertakings, contractual obligations, guarantees given and obligations of the Transferor Companies of every kind, nature and description whatsoever and howsoever (hereinafter referred to as "**Liabilities**")
- c. Without prejudice to the generality of Sub-clause a & b above, the Undertaking of Transferor Companies shall include all Transferor Companies' Assets including claims or obligation, certifications/permissions of whatsoever nature directly or indirectly pertaining to the business of export of the past, present or future products, including those relating to employees and Technical Know-how agreement, if any, or otherwise with any person/institution/company or any association anywhere in the world, enactments, lease-hold rights and, systems of any kind whatsoever, rights and benefits of all agreements and other interests including rights and benefits under various schemes of different Taxation and other Laws may belong to or be available to Transferor companies, rights and powers of every kind, nature and description of whatsoever probabilities, liberties, and approval of, whatsoever nature and wherever situated, belonging to or in ownership, power or possession or control or entitlement of Transferor Companies without being limited to buildings and structures, offices, residential and other premises, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, power lines, depots, deposits, all assets, cash balances with banks, contingent rights or benefits, receivables, earnest moneys, advances or deposits paid by the Transferor companies,

financial assets, hire purchase contracts and assets, if any, marketing tie-ups or marketing networks or marketing rights, benefit of any security arrangements or under any guarantees, reversions, exemptions, incentives, deferrals, tenancies in relation to the offices and/or residential properties for the employees or other persons, all records, files, papers, computer programmed, manuals, data, catalogues, sales and advertising materials, lists and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and other records, benefits of assets or properties or other interest held in trust, registrations and all other interests of whatsoever nature.

- 3.9 The 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 are found or interpreted to be inconsistent with the provisions of the said Section at a later date including resulting from an amendment of law or for any other reason whatsoever upto the Effective Date, the provisions of the said Section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(1B) of the Income-tax Act, 1961. Such modification will however not affect the other parts of the Scheme.
- 3.10 The words importing the singular include the plural; words importing any gender include every gender.

Any word or expression used and not defined in the Scheme but defined in the Act shall have meaning respectively assigned to them in the Act.

4. SHARE CAPITAL

4.1 The authorized, issued, subscribed and paid-up share capital of the Transferor Companies as per the provisional financials of the Companies as on 30th September 2021 is as under:

4.2 Transferor Company 1- Cuningham Ventures Private Limited

<i>Particulars</i>	<i>Rs</i>
SHARE CAPITAL AS ON 30th September 2021	
Authorised:	
30,000 Equity Shares of Rs.10/- each	3,00,000/-
Issued, Subscribed and Paid –up: 30,000 Equity Shares of Rs.10/- each	3,00,000/-

4.3 Transferor Company 2- Sahoj Ventures Private Limited

Particulars	Rs
SHARE CAPITAL AS ON 30th September 2021	
Authorised:	
30,000 Equity Shares of Rs.10/- each	3,00,000/-
Issued, Subscribed and Paid –up: 30,000 Equity Shares of Rs.10/- each	3,00,000/-

4.4 Transferor Company 3- Willingdon Ventures Private Limited

Particulars	<i>Rs</i>
SHARE CAPITAL AS ON 30th September 2021	
Authorised:	
30,000 Equity Shares of Rs.10/- each	3,00,000/-
Issued, Subscribed and Paid –up: 30,000 Equity Shares of Rs.10/- each	3,00,000/-

As on the appointed date all the three transferor Companies are wholly owned subsidiaries of the Transferee Company holding 29700 Equity shares of Rs 10/-

each in its name and 300 shares held in the name of i3 Securities Private Limited yet another subsidiary of the transferee Company, with the beneficial interest in favour of the transferee Company.

- 4.5 The authorized, issued, subscribed and paid-up share capital of the Transferee Company as per the audited accounts as on 31.3.2021 and as on 30-09-2021 is as under:

The Authorised share capital as on 31st March, 2021 & 30th September 2021 and as on date is as under:

<u>Particulars</u>	Rupees in Lakhs
<u>SHARE CAPITAL AS ON 30-09-2021</u>	
<u>Authorised:</u>	
11,50,00,000 Equity Shares of Rs.10/- each	11,500.00
1,50,00,000 Preference Shares of Rs.10/- each	1500.00
Total	13,000.00
<u>Issued, Subscribed and Paid –up:</u>	
11,19,18,195 Equity Shares of Rs.10/- each fully paid up	11,191.82

The transferee Company is a listed Company with a wide shareholding pattern.

5. TRANSFER AND VESTING OF UNDERTAKING

- 5.1 On and from the Appointed Date and subject to the provisions of the Scheme in relation to the mode of transfer and vesting, the Undertaking of the Transferor Companies, shall without a further act or deed be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company as a going concern, pursuant to Section 230 to 232 of the Act.
- 5.2 Without prejudice to the generality of Clause 5.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date:

- 5.2.1 all the Assets of the Transferor Companies immediately before the amalgamation vest and become the property of the Transferee Company by virtue of the amalgamation;
- 5.2.2 all the Liabilities of the Transferor Companies immediately before the amalgamation become the liabilities of the Transferee company by virtue of the amalgamation;
- 5.2.3 In respect of such of the assets and properties of the Undertaking of Transferor Companies as are immovable in nature, whether held as fixed assets and/or inventory, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become as and from the Appointed Date, the immovable assets of Transferee Company, and it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this clause. The Transferee Company shall under the provisions of this Scheme be deemed to be authorized to execute any such instruments, deeds and writings on behalf of the Transferor companies and to implement or carry out all such formalities or compliances on the part of Transferor Companies to be carried out or performed in order to give effect to the provisions of this clause.
- 5.2.4 All movable properties of the Transferor Companies other than those dealt with in Clause 5.2.3 above including sundry debtors, receivables, bills, credits, loans and advances, recoverable in cash or in kind or for value to be received, bank balances and deposits with government, semi-government authorities, local and other authorities and bodies or with any company or other person, refund of IT, EMD, Security Deposits from any establishment or any government authorities or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company

and 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 of such person, debtor or depositor, as the case may be, that pursuant to the Tribunal having sanctioned the Scheme, such debt, loan, advance, bank balance, or deposit be paid or made good or held on account of the Transferor companies as the person entitled thereto to the end and intent that the right of the Transferor companies to recover or realize all such debts (including the debts payable by such person or depositor to the Transferor Companies stands without any further act or deed, transferred and assigned to the Transferee Company and that appropriate entries should be passed in its books to record the aforesaid change.

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

5.2.6 All debts, Liabilities, duties, obligations of every kind, nature and description of the Transferor Companies shall, under the provisions of sections 230 to 232 of the Act without any further act or deed be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed

Date the debts, Liabilities, duties, obligations of the Transferee Company and further that 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 debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Clause.

5.3 If and to the extent there are inter-corporate loans, deposits, receivables, short term borrowings or balances between the Transferor Companies and the Transferee Company, the obligations in respect thereof shall, on and from the Appointed Date, come to an end and suitable effect shall be given in the books of accounts and records of the Transferee Company if required, for such adjustments of debts or liabilities, as the case may be. For removal of doubts, it is hereby clarified that from the Appointed Date, there would be no accrual of interest or other charges in respect of any such inter -corporate loans, deposits, receivables or balances between the Transferor Companies and the Transferee Company.

5.4 The transfer and/ or vesting of the properties as aforesaid shall be subject to the existing charges, hypothecation and mortgages, if any, over or in respect of all the aforesaid Assets or any part thereof of the Transferor Companies.

Provided however, that any reference in any security documents or arrangements, to which any of the Transferor Companies is a party to the Assets of the said Transferor company which it has offered or agreed to be offered as security for any financial assistance or obligations, to any secured creditors of the Transferor companies, shall be construed as reference only to the Assets of the Transferor companies as are vested in the Transferee Company by virtue of the aforesaid Clause, to the end and intent that such security, mortgage and charge shall not extend or be deemed to extend, to any of the

Assets or to any of the other units or divisions of the Transferee Company, unless specifically agreed to by the Transferee Company with such secured creditors.

Provided that the Scheme shall not operate to enlarge the security of any loan, deposit or facility created by or available to the Transferor companies which shall vest in the Transferee Company by virtue of the Scheme and the Transferee Company shall not be obliged to create any further or additional security thereof after the Scheme has become effective or otherwise.

- 5.5 With effect from the Effective Date, the Transferee Company shall commence and carry on and shall be authorized to carry on the business carried on by the Transferor Companies in addition to the business of the Transferee Company.
- 5.6 All licenses, approvals, permits, registration and membership of the Transferor companies, of any governmental or regulatory agencies including Reserve Bank of India, any trade associations, chambers of commerce or any charitable or other trusts as trustee or beneficiary shall be transferred to and vested in and become the licenses, approvals, permits and registration and membership of the Transferee Company and the Transferee Company shall continue to enjoy the benefits, rights and be liable for all obligations and liabilities as are available to or binding upon the Transferor companies in whose favour such licenses, etc. have been issued or granted and the name of the Transferor Companies shall be deemed to have been substituted by the name of the Transferee Company. The transfer and/ or vesting of all the Assets and Liabilities of the Transferor Companies to the Transferee Company and the continuance of all the contracts or proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the Assets or the Liabilities, tenancy rights,

licenses already concluded by the Transferor Companies on or after the Appointed Date.

6. BUSINESS AND PROPERTY OF THE TRANSFEROR COMPANIES TO BE HELD IN TRUST FOR THE TRANSFeree COMPANY

For the period beginning on and from the Appointed Date and ending on the Effective Date:

- 6.1 The Transferor Companies shall carry on and be deemed to have carried on all its business and activities and shall be deemed to have held and possessed of and shall continue to hold and stand possessed of all the Assets, properties and Liabilities for and on account of and in trust for the Transferee Company. The Transferor Companies hereby undertake to hold the Assets, properties and Liabilities with utmost prudence until the Effective Date.
- 6.2 All the profits or income accruing or arising to the Transferor Companies and all costs, charges, expenditure, taxes or losses arising or incurred by the Transferor companies shall, for all purposes, be treated and be deemed to be and accrue as the profits, income, costs, charges, expenditure, taxes or losses as the case may be of the Transferee Company.
- 6.3 The Transferor Companies shall carry on its business activities until the Effective Date with reasonable diligence, and business prudence and shall not, without the prior consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose off the Assets or any part thereof, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken by the Transferor Companies.

Provided however, the Transferor Companies shall in the ordinary course of business be entitled to borrow in the form of loans if deemed necessary by it and

further consent for this purpose will not be required from the Transferee Company in that behalf.

- 6.4 The Transferor Companies shall not vary the terms and conditions of the employment of its employees except in the ordinary course of business.
- 6.5 The Transferor Companies shall not, without the prior written consent of the Board of Directors of the Transferee Company, undertake any new business or substantial expansion of their existing business.
- 6.6 The Transferor companies shall not make any change in their capital structure, either by an increase (by issue of rights shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or re-organisation or in any other manner whatsoever or declare dividend other than the changes pursuant to any prior commitments, obligations or arrangements or acts and deeds already made except by mutual consent of the Board of Directors of the Transferee Company and the Transferor companies.

7. LEGAL PROCEEDINGS

- 7.1 All suits, actions, appeal, writ petitions, revisions or other proceedings of whatever nature (hereinafter called "the Proceedings") by or against the Transferor companies pending and/or arising on or before the Effective Date shall not abate, not be discontinued or not be in any way prejudicially affected by reason of the transfer of the business of the Transferor companies pursuant to this Scheme but the Proceedings be continued, prosecuted and enforced by or against the Transferee Company as effectually and 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. On and from the

Effective Date, the Transferee Company shall initiate, continue and defend any Proceedings which were earlier in the name of the Transferor companies.

7.2 On and from the Appointed Date but on or before the Effective Date, if any Proceedings are taken against or initiated by the Transferor companies, the same shall be defended by the Transferor companies for and on behalf of the Transferee Company.

8. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

The Transfer and vesting of the properties and liabilities under Clause 5 above and the continuance of the proceedings mentioned in Clause 7 above shall not in any manner affect the transaction or proceedings already concluded by or against the Transferor companies.

- 8.1 All acts, contracts, agreements, deeds, bonds or any other instruments executed by the Transferor companies on or before the Appointed Date; shall be in full force and effect against or in favor of the Transferee Company as the case may be and may be enforced as fully and effectually as if, instead of the Transferor companies, the Transferee Company had been a party or beneficiary thereto.
- 8.2 All acts, contracts, agreements deeds, bonds or any other instruments executed by the Transferor companies after the Appointed Date but before the Effective Date shall be in full force and effect against or in favor of the Transferee Company as the case may be and may be enforced as fully and effectually as if, instead of the Transferor companies, the Transferee Company had been a party or beneficiary thereto.
- 8.3 Upon the Scheme coming into effect and subject to the provisions of this Scheme all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which the Transferor companies is a party or to the benefit of

which the Transferor companies may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favor of the Transferee Company as the case may be and may be enforced as fully and effectually as if, instead of the Transferor companies, the Transferee Company had been a party or beneficiary thereto. The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any multipartite agreements, arrangements, confirmations or novations to which the Transferor companies will, if necessary, also be a party in order to give formal effect to the provisions of this Clause, if so required or becomes necessary.

- 8.4 As a consequence of the amalgamation of the Transferor companies with the Transferee Company in accordance with this Scheme, the recording of change of name from the Transferor companies to the Transferee Company, whether for the purposes of any licence, permit, approval or any other reason, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority.
- 8.5 The Transferee Company may, at any time, after the coming into the effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor companies is a party or any writings, as may be necessary, to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor companies, implement or carry out all such formalities or compliances referred to above on the part of the Transferor companies, as the case may be, to be carried out or performed.

8.6 For the removal of doubts, it is expressly made clear that the dissolution of the Transferor companies without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any instrument or beneficial interest to which the Transferor companies is a party thereto and shall not affect any right, privilege, obligations or liability, acquired, or deemed to be acquired prior to Appointed Date and all such references in such agreements, contracts and instruments to the Transferor companies shall be construed as reference only to the Transferee Company with effect from the Appointed Date.

9 TREATMENT OF TAXES

9.1 Any tax liabilities under the Income Tax Act, 1961, Goods and Services Act, 2017, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Tamil Nadu Vat Act 2006, Central Sales Tax Act, 1956, any other state Sales Tax / Value Added Tax laws, Service Tax, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "**Tax Laws**") dealing with taxes/ duties/ levies allocable or related to the business of the Transferor companies to the extent not provided for or covered by tax provision in the Accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.

9.2 All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, GST, VAT, etc.) paid or payable by the Transferor companies in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, insofar as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, excise duty, customs duty, service tax, GST, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor companies in

respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.

9.3 Any refund under the Tax Laws due to Transferor companies consequent to the assessments made on Transferor companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

9.4 Without prejudice to the generality of the above, all benefits including under the income tax, sales tax, excise duty, customs duty, service tax, VAT, etc., to which the Transferor companies is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.

10 SAVING OF CONCLUDED TRANSACTIONS

The transfer of all the Assets and Liabilities and the licenses and permits and membership etc. under Clause 5 above and the continuance of proceedings by or against the Transferee Company under Clause 7 above shall not affect any transaction or proceedings already concluded by the Transferor companies on or before the Appointed Date, and after the Appointed Date till the Effective Date, 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 thereto as done and executed on behalf of itself.

11 CONSIDERATION

The Transferor Companies are wholly owned subsidiaries of the Transferee Company and their entire equity share capital is held by the Transferee Company in its own name and/or jointly with its nominees. Accordingly, there would be

no issue of equity shares of the Transferee Company to the shareholders (including those holding the shares as nominees of the Transferee Company) of the Transferor companies. Pursuant to the merger of the Transferor companies with the Transferee Company, the investment in the equity shares of the Transferor companies, appearing in the books of account of the Transferee Company will stand cancelled.

12 STAFF, WORKMEN AND EMPLOYEES OF THE TRANSFEROR COMPANIES

- 12.1 All staff, workmen and employees of the Transferor companies in permanent service on the Effective Date shall become the staff, workmen and employees of the Transferee Company on such date without any break or interruption in service and on the terms and conditions not in any way less favourable to them than those subsisting with reference to the Transferor companies as the case may be on the said date.
- 12.2 It is expressly provided that as far as the Provident Fund, Employees State Insurance, Gratuity Fund, Superannuation Fund or any other Special Fund or Schemes created or existing for the benefit of the staff, workmen and employees of the Transferor companies is concerned, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor companies for all purposes whatsoever related to the administration or operation of such schemes or Funds or in relation to the obligation to make contributions to the said Funds in accordance with provisions of such schemes and Funds as per the terms provided in the respective Trust Deeds/ other documents. It is the end and intent that all the rights, duties, powers and obligations of the Transferor companies in relation to such Funds/ Schemes shall become those of the Transferee Company. It is clarified that the services of the staff, workmen and

employees of the Transferor companies will be treated as having been continuous for the purpose of the aforesaid Funds or provisions.

- 12.3 The Transferor companies shall not vary the terms and conditions of the employment of its employees except in the ordinary course of business.

13 ACCOUNTING TREATMENT

- 13.1 Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation as under:

- i) The Transferee Company shall account for the Amalgamation of the Transferor companies as per the Accounting Standard 14 – Accounting for Amalgamations (AS14)-Pooling of interest method as stated in the Companies (Accounting Standards) Rules, 2006 and any amendments thereto.
- ii) The Transferee Company shall record all the assets and liabilities of the Transferor companies at their respective book values as appearing in the books of Transferor companies subject to such corrections and adjustments if any, as may be necessary or required and to the extent permissible by law.
- iii) Upon coming into effect of this Scheme, to the extent that there are inter-corporate loans or balances between the Transferor companies and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Transferor companies and the Transferee Company for the reduction of any assets or liabilities, as the case may be.
- iv) All the transactions related to the Transferor companies, between Amalgamation Appointed Date and Effective Date, will be recorded in the books of the Transferee Company in the same way as if the transactions

would have been executed by the Transferee Company itself. However consolidated entries can be recorded instead of individual transactions within the gambit of applicable accounting standards and other legal provisions.

- v) The debit balance in Profit & Loss account of Transferor companies, if any, after the appointed date and before the effective date will be merged with balance in Profit & Loss of the Transferee Company and to the extent the debit balance in Profit & Loss account of the Transferor companies exceeds balance in profit & loss account of the Transferee Company, the same will be carried forward as the debit balance in Profit & Loss Account.
- vi) The Reserves and Surplus of the Transferor companies will be merged with those of the Transferee Company or carried forward and designated in the same manner as they appeared in the financial statements of the Transferor companies.
- vii) The excess or deficit, as the case may be, of the book value of the assets over the value of the liabilities of the Transferor companies transferred to and vested in the Transferee Company pursuant to this Scheme shall, after adjusting the aggregate face value of the shares issued by the Transferee Company to the members of the Transferor companies pursuant to this Scheme, be credited/debited by the Transferee Company in accordance with the Indian Generally Accepted Accounting Principles relating to a scheme of amalgamation.

13.2 Adjustment for differences in accounting policies

In case of any differences in the accounting policy between the Transferor companies and the Transferee Company, the impact of the same till the Effective Date of Amalgamation, will be quantified and adjusted in Free

Reserve/General Reserve(s) of the Transferee Company to ensure that the financial statements of the Transferee Company reflects the financial position on the basis of consistent accounting policy.

14 BOARD OF DIRECTORS OF THE TRANSFEROR COMPANIES

The Board of Directors (or any committee/ sub-committee thereof) of the Transferor companies, upon the Scheme becoming effective, shall without any further act, instrument and deed stand dissolved. All the Directors of the Transferor companies shall cease to be Directors of the Transferor companies on coming into effect of this Scheme. However, if any such Director is a Director of the Transferee Company he would continue to hold his office in the Transferee Company.

15 APPLICATIONS TO THE NATIONAL COMPANY LAW TRIBUNAL

- 15.1 The Transferor companies and the Transferee Company shall, with all reasonable dispatch, make applications to the National Company Law Tribunal under section 232 of the Companies Act 2013, seeking orders for dispensing with or convening, holding and conducting of the meetings of the members and/or creditors of the Transferor companies and the Transferee Company as may be directed by the National Company Law Tribunal.
- 15.2 On the Scheme being agreed to by the requisite majorities of the members and/or creditors of the Transferee Company and the Transferor companies as directed by the National Company Law Tribunal, Chennai, the Transferee Company and the Transferor companies shall, with all reasonable dispatch, apply to the National Company Law Tribunal for sanctioning the Scheme of Amalgamation under Sections 230 and 232 of the Act and for such other order

or orders, as the said Tribunal may deem fit for carrying this Scheme into effect and for dissolution of the Transferor companies without winding-up.

16 SCHEME CONDITIONAL ON APPROVAL/SANCTIONS

This Scheme is specifically conditional upon and subject to:

- 16.1 The sanction or approval under any law or of the Central Government or any other Agency, Department or Authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.
- 16.2 The approval of and agreement to the Scheme by the requisite majorities of members and creditors of the Transferor companies and the Transferee Company as may be directed by the Chennai Bench of National Company Law Tribunal on the Applications made for directions under Section 230 of the Act for dispensing/calling meetings and necessary resolutions being passed under the Act for the purpose.
- 16.3 The sanctions of the National Company Law Tribunal, Chennai bench being obtained by the Transferor companies and the Transferee Company under Sections 230 and 232 and other applicable provisions of the Act.
- 16.4 The authenticated /certified copies of order of the Tribunal sanctioning the Scheme being filed with the concerned Registrar of Companies, Chennai.

17 EFFECT OF NON-APPROVALS

In the event of any of the approvals or conditions enumerated in clause 16 and 17 above not being obtained or complied or for any reasons this Scheme cannot be implemented then the Board of Directors of the Transferor companies and the Transferee Company shall waive such conditions as they consider appropriate to give effect appropriately and, as far as possible, to this Scheme

and failing such agreement or in case this Scheme is not sanctioned by the Tribunal at Chennai, then the Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se between the Transferor companies and the Transferee Company or their shareholders or creditors or any other person.

18 DISSOLUTION OF TRANSFEROR COMPANIES

On the Scheme coming into effect, the Transferor companies shall, without any further act or deed, stand dissolved without winding up.

19 MODIFICATION OR AMENDMENT TO THE SCHEME

19.1 The Transferor companies and the Transferee Company through its respective Board of Directors/ its authorized officers are hereby empowered and authorized to assent from time to time to any modifications or amendments or substitution of this Scheme or to any conditions or limitations which the National Company Law Tribunal at Chennai or any other statutory authorities may impose and to settle all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as may be necessary for putting the Scheme into effect.

19.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof, the Directors of the Transferee Company or such other person who are so authorised may give and is/ are authorized to give all such directions as are necessary including directions for settling any question of doubt or difficulty that may arise after the dissolution of the Transferor companies.

20 COSTS, CHARGES & EXPENSES

Except for the event mentioned in Clause 18 above, all costs, charges and

expenses of the Transferor companies and the Transferee Company in relation to or in connection with this Scheme and for carrying out and implementing/ completing the terms and provision of the Scheme and/ or incidental to the completion of the Amalgamation of the undertaking of the Transferor companies in pursuance of this Scheme shall, except as specifically provided herein, be borne and paid solely by the Transferee Company.

In the event mentioned in Clause 18 above, each party shall bear their respective costs, charges and expenses in connection with the Scheme. If the cost cannot be identified, the same shall be share equally between the Transferor companies and the Transferee Company.

Annexure 2

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF MERCANTILE VENTURES LIMITED AT ITS MEETING HELD ON NOVEMBER 12, 2021, EXPLAINING THE EFFECT OF SCHEME OF AMALGAMATION IS AMONGST CUNINGHAM VENTURES PRIVATE LIMITED (TRANSFEROR COMPANIES1) SAHOJ VENTURES PRIVATE LIMITED (TRANSFEROR COMPANIES2) AND WILLINGDON VENTURES PRIVATE LIMITED (TRANSFEROR COMPANIES3) WITH MERCANTILE VENTURES LIMITED (TRANSFEE COMPANY) AND THEIR RESPECTIVE MEMBERS AND CREDITORS ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTERSHAREHOLDERS,

Background:

1. The proposed Scheme of Amalgamation is amongst Cuningham Ventures Private Limited (Transferor Company 1) Sahoj Ventures Private Limited (Transferor Company 2) and Willingdon Ventures Private Limited (Transferor Company 3) with Mercantile Ventures Limited (Transferee Company) and their respective members and Creditors pursuant to the provisions of Section

read with Sections 230 to 232 of Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 .

- 1.1 In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Scheme of Amalgamation and Merger on each class of shareholders, key managerial personnel ("KMP"), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio, if any. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
2. **Effect of Scheme of Amalgamation and Merger on each class of shareholders, KMP, promoters and non-promoter shareholders:**

The Appointed Date for the proposed Scheme of Amalgamation shall be October 01, 2021 or such date as may be approved by the National Company Law Tribunal Chennai Bench or such other appropriate date as the Appropriate Authority may decide, and is the date with effect from which this Scheme of Amalgamation shall upon receipt of requisite approvals, be deemed to be operative.

The Transferor Companies have been in existence earlier as partnership firms but had not undertaken substantial business in the past few years. Considering that the Transferee Company is already in the business of development of and dealing in real estate, the management envisages synergy and efficiency if all the Transferor Companies are merged into Transferee Company and the real estate business of the Transferor Companies can be carried on more efficiently by the Transferee Company. The amalgamation of the Transferor Companies with the Transferee Company will result in various benefits for both parties.

The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The entire share capital of the Transferor Companies is held by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the

shares of the Transferor Company. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished. The Transferee Company will carry on the Transferor Businesses along with Transferee business with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Businesses are protected and enhanced.

Further, there will be no change in the KMP(s) of the Transferee Company pursuant to Scheme of Amalgamation neither any KMP(s) has/have any material interest, concern or any other interest in the Scheme of Amalgamation except to the extent of their shareholding in the Transferee Company, if any, or to the extent the KMP(s) is/are the partner(s), director(s), member(s) and/or beneficiary(ies) of the companies, firms, association of persons, bodies corporate and/or trust, as the case may be, that hold shares in the Transferee Company. There is no adverse effect of the Scheme of Amalgamation on the KMP(s) of the Transferee Company.

As far as the Equity Shareholders (Promoter Shareholders as well as Non-Promoter Shareholders) of the Transferee Company are concerned there will be no dilution in their shareholding in the Company as there will be no issuance of shares by the Company pursuant to the Scheme.

By order of the Board

For Mercantile Ventures Limited

E N Rangaswami
Whole Time Director
DIN No. 06463753



Annexure 3

T : +91 (44) 40432205
E : admin@mercantileventures.co.in
W : www.mercantileventures.co.in
26 November 2021

BSE Limited
PJ Towers
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir,

Sub: Scheme of merger with Wholly Owned Subsidiaries (WOS)-Reg 37(6) of SEBI (Listing Obligation and Disclosure Requirements), 2015

Ref: Our Letter dated 12 November 2021 intimating outcome of Board Meeting about merger of 3 WOS with the Company

Further to our letter dated 12 November 2021 and as required by you we confirm that the approved scheme of amalgamation involves merger of 3 wholly owned subsidiaries namely Cuningham Ventures Private Limited, Willingdon Ventures Private Limited and Sahaj Ventures Private Limited with the Company (Mercantile Ventures Limited). Pursuant to Reg 37 (6) of SEBI (Listing Obligation and Disclosure Requirements), 2015, we are hereby enclosing the following:

a) Certified True Copy of Board resolution approving the scheme of amalgamation from Cuningham Ventures Private Limited, Willingdon Ventures Private Limited and Sahaj Ventures Private Limited (transferor Companies) and Mercantile Ventures Limited (transferee company)

b) Certified copy of Draft Scheme of Amalgamation

c) Payment details towards processing fees is as under:

(Amount in Rs)

Processing fees	25000
GST	4500
Net Amount	29500
Less TDS	2500
NEFT details	26-11-2021/INB/NEFT/AXIC213301819839

Kindly take this on your record

Yours Truly,
For Mercantile Ventures Limited

E N Rangaswami
Whole-Time Director



Mercantile Ventures Limited

(LIN-L65191TN1985PI C037309)

Registered Office : 68 Mount Road, Guindy, Chennai - 600 032 India

Mercantile Ventures Limited
CIN: L65191TN1985PLC037309

Regd. Office: No.88, Mount Road, Guindy, Chennai - 600 032.

Provisional Standalone Balance Sheet as at 30 September 2021

(Rs. in lakhs)

Particulars	Note No.	As at 30 September 2021	As at 31 March 2021
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	6,221.59	6,252.38
(b) Capital work-in progress	2	-	4,401.62
(c) Financial assets- Investments	3	11,175.60	9,250.60
(d) Deferred tax assets (Net)	4	1,380.84	1,371.91
		18,778.03	21,276.51
(2) Current assets			
(a) Financial Assets			
(i) Investments	5	1,835.09	-
(ii) Trade receivables	6	392.00	357.10
(iii) Cash and cash equivalents	7	27.70	1,946.74
(iv) Other current financial assets	8	10,129.17	5,148.90
(b) Current Tax Assets	9	1,012.73	889.22
(c) Other Current Assets	10	203.90	354.03
		13,600.59	8,695.99
Total Assets		32,378.62	29,972.50
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11	11,191.82	11,191.82
(b) Other Equity	12	19,741.74	17,512.44
		30,933.56	28,704.26
LIABILITIES			
(1) Non-current Liabilities			
Financial Liabilities			
(i) Borrowings		-	-
(ii) Other financial liabilities	13	263.59	247.11
		263.59	247.11
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables	14	-	19.20
(ii) Other financial liabilities	15	153.91	96.20
(iii) Other Current liabilities	16	-	-
(b) Provisions	17	1,027.56	905.73
		1,181.47	1,021.13
Total Equity and Liabilities		32,378.62	29,972.50

The accompanying notes are an integral part of the standalone financial statements

For DPV & Associates
Chartered Accountants
F.R.No: 0116885

CA K. Vairamuthu
Membership No: 218791
Partner
UDIN No. 21218791A4AADD9323



For Mercantile Ventures Limited


E N Rangaswami
Whole-time Director
DIN: 06463753


B Narendran
Director
DIN: 01159394

Place : Chennai
Date : 30-11-2021

Mercantile Ventures Limited

CIN: L65191TN1985PLC037309

Regd. Office: No.88, Mount Road, Guindy, Chennai - 600 032.

Standalone Statement of Provisional Profit and Loss for the period ended 30 September 2021

(Rs. in lakhs)

Particulars	Note No.	Half Year ended 30 Sep 2021	Year ended 31 March 2020
I Revenue from operations	18	732.17	1,547.56
II Other income	19	335.80	746.81
Total Revenue		1,067.97	2,294.37
III Expenses			
a). Cost of Services	20	436.68	908.15
b). Employee benefits expense	21	53.43	105.18
c). Finance costs	22	10.60	19.17
d). Depreciation and amortisation expense	1	47.61	97.41
e). Other expenses	23	109.39	219.66
Total expenses		657.71	1,349.57
IV Profit/(loss) before exceptional items and tax		410.26	944.80
V Exceptional items		-	-
VI Profit/(loss) before tax		410.26	944.80
VII Tax expense			
Current tax		121.83	272.72
Deferred tax		(8.94)	(27.76)
VIII Profit/(loss) for the period		297.37	699.84
IX Share of Profit/(loss) from LLP/Partnership Firms		(5.57)	28.35
X Profit/(loss) for the period		291.80	728.19
XI Other Comprehensive Income		1,937.50	2,037.37
Total Comprehensive Income for the period (VIII+IX)(Comprising Profit/(loss) and other comprehensive income)		2,229.30	2,765.56
X Earnings per equity share			
(1) Basic		0.27	0.63
(2) Diluted		0.27	0.63

The accompanying notes are an integral part of the standalone financial statements

For DPV & Associates
Chartered Accountants
F.R.No: 0116885

CA K. Valramuthu
Membership No: 218791
Partner
UDIN No. 21218791AAAADD9323



For Mercantile Ventures Limited

E N Rangaswami
Whole-time Director
DIN: 06463753

B Narendran
Director
DIN: 01159394

Place : Chennai
Date : 30-11-2021

Mercantile Ventures Limited
CIN: L65191TN1985PLC037309
Regd. Office: No.88, Mount Road, Guindy, Chennai - 600 032.

Provisional Standalone Cash Flow Statement for the period ended 30 September 2021

(Rs. in lakhs)

	Particulars		Half Year Ended 30 September 2021		Year ended 31 March 2021
A	Cash Flow from Operating Activities				
	Profit for the year before tax and after Exceptional items OCI, share of loss		2,342.19		3,010.52
	Adjustments for:				
	Depreciation	47.61		97.41	
	Dividend Income	(0.02)		(258.52)	
	Interest income	(272.13)		(424.26)	
	Profit on sale of investments	(6.65)		(4.01)	
			(231.19)		(589.38)
	Operating Profit before Working Capital changes		2,111.00		2,421.14
	Adjustments for:				
	Other Financial Liabilities	16.48		(34.33)	
	Current liabilities & Provisions	38.51		(6.32)	
	Trade Receivables	(34.90)		(27.69)	
	Current tax assets	(2.05)		(13.49)	
	Other current assets	150.13	168.17	377.68	295.85
			2,279.17		2,716.99
	Tax paid		(121.47)		(262.58)
	Net Cash from Operating activities (A)		2,157.70		2,454.41
B	Cash Flow from Investing activities				
	Proceeds from sale of shares/investments	6.72		33.66	
	Addition to Fixed assets	(16.82)		(8.68)	
	Transfer of capital work-in-progress	4,401.62			
	Non Current Investments	(1,925.04)		(1,965.27)	
	Current Investments	(1,835.09)		-	
	Income from Investments	272.15		682.78	
	Loans and Advances	(4,980.28)	(4,076.74)	(178.40)	(1,435.92)
	Cash Flow from Investing activities (B)		(4,076.74)		(1,435.92)
	Long term Borrowings		-		
	Net Cash used in Financing Activities (C)		-		-
	Net Cash Flows during the year (A) + (B) + (C)		(1,919.04)		1,018.49
	Cash & Cash Equivalents at the beginning of the period		1,946.74		928.25
	Cash & Cash Equivalents at the end of the period		27.70		1,946.74

The accompanying notes are an integral part of the standalone financial statements

For DPV & Associates
Chartered Accountants
F.R.No: 0116885

CA K. Valiramuthu
Membership No: 218791
Partner
UDIN No. 21218791AAAA209323

Place : Chennai
Date : 30-11-2021

For Mercantile Ventures Limited

E N Rangaswami
Whole-time Director
DIN: 06463753

B Narendran
Director
DIN: 01159394

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 SEPTEMBER 2021

1 Overview

1.1. Company Overview

Mercantile Ventures Limited (MVL) is a public limited company incorporated and domiciled in India and has its registered office at Chennai, Tamilnadu India. The Company has its primary listings on the BSE Limited in India.

1.2. Basis of Preparation of Financial Statements:-

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The year end figures are taken from the source and rounded to the nearest digits.

1.3. Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4. Cash Flow Statement

Cash Flows are reported using the indirect method whereby profit/loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating investing and financing activities of the company are segregated based on the available information.

1.5. Critical accounting estimates

A) Revenue recognition

Revenue is recognised on accrual method on rendering of services when the significant terms of the arrangement are enforceable, services have been delivered and collectability is reasonably assured.

- Revenue recognition from rent is recognised based on the agreement entered with the customers
- Reimbursement of expenses in respect of Repairs & Maintenance, Electricity Charges & Fuel charges were accounted on accrual basis.
- Interest income is recognised based on accrual basis
- Other income were accounted on accrual basis
- Dividend income shall be recognised when the share holder's right to receive payments is established. In respect of the investment in Preference Shares, dividend income is recognised based on the right to receive based on contractual obligations.

B) Expenditure

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities

C) Income taxes

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Also refer to note no.26.

1.6. Property, Plant and Equipment

The land and properties of the company are stated at fair value and depreciation provided on straight line method over the estimated useful lives of the assets. Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The Company depreciates property, plant and equipment over their estimated useful lives using the Straight line method.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Amounts paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date and cost of property, plant, and equipment not ready for intended use before such date are disclosed under capital work-in-progress. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.



1.7. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU (Cash Generating Unit) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is adjusted to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.8. Financial Instruments

1. Initial recognition

a. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Loans, borrowings and payables are recognised net of directly attributable transaction costs.

2. (i) Financial assets carried at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) They are presented as current assets except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method less any impairment loss.

(iii) Financial assets at amortized cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

(iv) Cash and cash equivalents comprise cash on hand and in banks.

3. Financial assets at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

4. Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

5. Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.9. Employee benefit

Gratuity: In accordance with the Payment of Gratuity Act, 1972, the company provides payment to eligible employees through group gratuity policy taken from M/s. Life Insurance Corporation of India, on retirement or termination of employment based on the last drawn salary and years of employment with the company.

Compensated absences: The employees of the company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at the end of each financial year.

1.10. Foreign Currency Transactions

There are no such transactions in the current financial year.

1.11. Segment Reporting

The business of the company comprises leasing of immovable properties, manpower services and investment activities.



1.12. Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(a) **Current income tax:** Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

(b) **Deferred income tax:** Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

1.13. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.



2 Property Plant and Equipment

(Rs. in lakhs)

PARTICULARS	GROSS BLOCK				DEPREICATION					
	AS AT 01-04-2021	ADDITIONS	DELETIONS	TOTAL 30-09-2021	AS AT 01-04-2021	DELETIONS	FOR THE YEAR	TOTAL 30-09-2021	AS AT 30-09-2021	AS AT 31-03-2021
Tangible Assets										
Freehold Land	4,601.17	16.82	-	4,617.99	-	-	-	-	4,617.99	4,601.17
Buildings **	1,954.40	-	-	1,954.40	422.08	-	37.13	459.21	1,495.19	1,532.32
Computers	4.55	-	-	4.55	4.41	-	-	4.41	0.14	0.14
Airconditioners,etc	124.63	-	-	124.63	46.28	-	3.94	50.22	74.41	78.35
Furniture and Fixtures	137.49	-	-	137.49	97.17	-	6.53	103.70	33.79	40.32
Office Equipments	4.09	-	-	4.09	4.01	-	-	4.01	0.08	0.08
Total	6,826.33	16.82	-	6,843.15	573.95	-	47.61	621.56	6,221.59	6,252.38
Capital work-in Progress	4,401.62		4,401.62	-	-	-	-	-	-	4,401.62
Total	11,227.95	16.82	4,401.62	6,843.15	573.95	-	47.61	621.56	6,221.59	10,654.00
Previous year	11,219.27	-	-	11,227.94	476.54	-	97.41	573.95	10,654.00	10,742.73

** One of the properties of the company has been offered as security to Housing Development Finance Corporation Limited for a loan availed by a Third party which has provided a counter security for an equivalent value



3. Investments

2015, 10, 1

Investments							(Rs. in Lakhs)
S.No.	Particulars	Subsidiary/ Associates/ Joint Ventures/ Others	Face Value (Rs.)	No. of Shares	As at 30 September 2021	No. of Shares	As at 31 March 2021
	Investments in Equity Instruments-fully paid up at fair value through Other Comprehensive Income						
	Quoted						
1	Chitra Durga Spintex Ltd	Others	30	-	-	3,650	0.06
2	Sival Logistics Ltd	Others	30	12,600	1.54	12,600	1.2
3	Skogan India Ltd	Others	30	7,29,510	189.31	7,19,510	308.34
4	Southern Petrochemical Industries Corporation Ltd	Others	30	8,53,810	451.67	8,53,810	247.81
5	Taxil Nadu Petroproducts Ltd	Others	10	2,01,000	256.88	2,01,000	97.18
6	Narail Petrochemicals	Others	5	24,97,810	3,142.24	24,97,810	1,493.69
7	Sterite Technologies Ltd	Others	2	225	-	225	0.45
8	Carrier Airconditioning & Refrigeration Ltd	Others	10	132	-	132	-
9	Integrated Digital Info Services Ltd	Others	10	200	-	200	-
10	Kumbhat Financial Services Ltd	Others	10	10,100	-	10,100	-
11	Rainbow Foundations Ltd	Others	10	20,000	-	20,000	-
12	Rhesh International Ltd	Others	10	12,900	-	12,900	-
13	S&S Power Switchgear Ltd/industries Ltd	Others	10	77	-	77	-
14	SV Industries Ltd	Others	10	850	-	850	-
15	Crescent Faststock Ltd	Others	10	14	-	14	-
16	Sharp Industries Ltd	Others	10	40	-	40	-
17	Tambo Shipyards Ltd	Others	10	2,000	-	2,000	-
18	TN Jayabharat Mills Ltd	Others	10	2,000	-	2,000	-
19	Triology India Ltd	Others	10	2,150	-	2,150	-
Sub Total - (A)					4,047.64		1,916.28
	Unquoted						
1	National Trust Housing Finance Ltd	Associates	10	73,49,890	3,454.45	73,49,890	3,454.45
2	AM Foundation	Others	10	1,200	-	1,200	-
3	IS Security private Ltd	Subsidiary	10	19,07,800	701.06	19,07,800	701.06
4	Coringham Ventures Private Limited	Subsidiary	10	10,000	3.00		
5	Sahaj Ventures Private Limited	Subsidiary	10	10,000	3.00		
6	Willington Ventures Private Limited	Subsidiary	10	10,000	3.00		
Sub Total - (B)					4,164.51		4,155.51
Total (C) : (A) + (B)					8,206.15		6,101.89
Investments in Preference Shares							
1	EOAC Engineering Ltd	Others	10	2,00,00,000	1,694.82	2,00,00,000	1,697.11
2	India Rollators Ltd	Subsidiary	10	1,05,46,000	988.63	1,05,46,000	938.60
Sub Total - (D)					2,673.45		2,645.71
Investment in capital of Partnership Firm/LLP at cost							
1	Chithirajan Developers LLP *	Subsidiary			294.00		294.00
2	Cunningham Ventures**	Subsidiary					3.00
3	Willington Ventures**	Subsidiary					3.00
4	Sahaj Ventures**	Subsidiary					3.00
Sub Total - (E)					294.00		302.00
Net Value of Investments (C)+(D)+(E)					11,175.60		9,250.60

*Details of investment in LIP:

40-94-3621

Names of partners	Capital	Share of Profit
Mercantile Ventures Limited	294.00	58%
R.Narayananam	3.00	1%
V.Rajagopal	3.00	1%
Total	300.00	100%

⁴⁴Details of investment in Partnership Firms:

20-09-2521

Names of partners	Capital	Share of Profit
Cunningham Ventures***		
Mercantile Ventures Limited	3.00	99%
13 Security Private Limited (Nominee of Mercantile V	-	1%
Willingdon Ventures***		
Mercantile Ventures Limited	3.00	99%
13 Security Private Limited (Nominee of Mercantile V	-	1%
Saha Ventures***		
Mercantile Ventures Limited	3.00	99%
13 Security Private Limited (Nominee of Mercantile V	-	1%

*** Mercantile ventures Limited became partner w.e.f 01-March-2021



4 Deferred Tax Asset (Net)

Particulars	(Rs. in lakhs)	
	As at 30 September 2021	As at 31 March 2021
opening balance	1,371.91	1,344.15
Deferred tax asset	8.94	27.76
Total	1,380.84	1,371.91

5 Current Investments:

Investments in Mutual Funds	1,835.09	-
Total	1,835.09	-

6 Trade Receivables:

<u>Unsecured-considered good:</u>		
Outstanding for more than 6 months	51.97	27.09
Others	340.03	330.01
Total	392.00	357.10

7 Cash & Cash Equivalents

Cash on Hand	0.39	0.07
Balance with Banks in Current Accounts	27.31	96.67
Fixed deposits with banks	-	1,850.00
Total	27.70	1,946.74

8 Other current financial assets:

Loans and Advances-Inter Corporate Deposits	6,192.25	3,698.09
Other unsecured Loans	-	-
Other Advances	3,931.05	1,439.48
Security Deposit	5.86	5.86
Interest accrued on Fixed deposits	-	5.47
Total	10,129.17	5,148.90

Details of Inter corporate deposits/loans disclosed pursuant to section 185(4) of the companies Act 2013

Edac Engineering Limited	3,086.99	2,960.65
India Radiators Limited	767.90	737.44
Greenstar Fertilizers Limited	1,817.68	-
SPIC Ltd	519.68	-

The above inter corporate deposits/loans are given for the business purposes of the recipient entities

9 Current Tax assets

Advance income tax	1,012.73	889.22
Total	1,012.73	889.22

10 Other Current assets

Share of Profit from LLP/Partnership Firms	203.90	354.03
Total	203.90	354.03



Particulars	As at 30 September 2021	As at 31 March 2021
Authorized Capital		
11,50,00,000 Equity Shares of Rs. 10/- each	11,500.00	11,500.00
1,50,00,000 Preference Shares of Rs. 10/- each	1,500.00	1,500.00
Total	13,000.00	13,000.00
Issued, Subscribed & Paid-up Capital		
11,19,18,195 Equity Shares of Rs. 10/- each fully paid up	11,191.82	11,191.82
(Of the total issued Capital, 9,16,69,000 Equity Shares of Rs. 10/- each were issued at a premium of Rs. 15/- per share in pursuance of the Scheme of Arrangement with the Creditors approved by the Hon'ble Madras High Court)		
Total	11,191.82	11,191.82

Number of Equity Shares at the beginning and end of the reporting year

Particulars	As at 30-09-2021		As at 31-03-2021	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	11,19,18,195	11,191.82	11,19,18,195	11,191.82
Shares issued during the year	-	-	-	-
Shares outstanding at the close of the year	11,19,18,195	11,191.82	11,19,18,195	11,191.82

Details of Shareholders holding more than 5% shares in the company

Name of Shareholder	As at 30-09-2021		As at 31-03-2021	
	No. of shares	% of Holding	No. of shares	% of Holding
Tirety Auto Parts Limited	2,09,56,000	18.72%	2,09,56,000	18.72%
South India Finance Private Limited	1,85,82,056	16.60%	1,85,82,056	16.60%
Golden Star Assets Consultants Private Limited	1,48,98,000	12.80%	1,48,98,000	12.80%
Southern Petrochemical Industries Corporation Limited	1,50,28,000	13.43%	1,50,28,000	13.43%
Ranford Investments Limited	78,07,355	6.98%	78,07,355	6.98%
Domolly Investments Limited	64,37,000	5.75%	64,37,000	5.75%



12 Standalone Statement of changes in equity for the Quarter ended 30 September 2021

(A) Equity share capital

Equity shares of Rs.10 each issued, subscribed and fully paid up

	No. of shares	Rs. in lakhs
As at 31 March 2021	11,19,18,195	11,191.82
As at 30 September 2021	11,19,18,195	11,191.82

(B) Other equity

(Rs. in Lakhs)

Particulars	Reserves and surplus					Items of other comprehensive		Total
	Equity component of compound financial instruments	Capital Reserve	Securities Premium Account	General Reserve	Retained earnings	Effect of measuring investments at fair value	Other items of other comprehensive income	
Balance as at 1 April 2019	-	361.27	12,250.20	375.60	169.84	1,158.06	582.65	14,877.62
Profit for the year	-	-	-	-	853.74	-	-	853.74
Share of profit from LLP	-	-	-	-	731.71	-	-	731.71
Other comprehensive income	-	-	-	-	-	44.83	(1,773.01)	(1,728.18)
Total comprehensive income for the year	-	-	-	-	1,585.45	44.83	(1,773.01)	(142.73)
Any other change	-	-	-	-	11.99	-	-	11.99
Balance as at 31 March 2020	-	361.27	12,250.20	375.60	1,767.28	1,202.89	(1,210.36)	14,746.88
Profit for the year	-	-	-	-	699.83	-	-	699.83
Share of profit from LLP	-	-	-	-	28.35	-	-	28.35
Other comprehensive income	-	-	-	-	-	2,054.82	(17.45)	2,037.37
Total comprehensive income for the year	-	-	-	-	728.18	2,054.82	(17.45)	2,765.55
Any other change	-	-	-	-	-	-	-	-
Balance as at 31 March 2021	-	361.27	12,250.20	375.60	2,495.47	3,257.70	(1,227.81)	17,512.44
Balance as at 1 April 2021	-	361.27	12,250.20	375.60	2,495.47	3,257.70	(1,227.81)	17,512.44
Profit for the year	-	-	-	-	297.37	-	-	297.37
Share of profit from LLP	-	-	-	-	-5.57	-	-	(5.57)
Other comprehensive income	-	-	-	-	-	1,937.50	-	1,937.50
Total comprehensive income for the year	-	-	-	-	291.80	1,937.50	-	2,229.30
Any other change	-	-	-	-	-	-	-	-
Balance as at 30 September 2021	-	361.27	12,250.20	375.60	2,787.27	5,195.20	(1,227.81)	19,741.74



13	Other Financial Liabilities (Non Current)	(Rs. in lakhs)	
	Particulars	As at 30 September 2021	As at 31 March 2021
	Rent Deposit	263.59	247.11
	Total	263.59	247.11
14	Trade Payables		
	Trade payables		
	Due to Micro, Small and Medium Enterprises	-	-
	Due to others	-	19.20
	Total	-	19.20
15	Other Current Financial Liabilities		
	Duties & Taxes	20.10	21.76
	Other Payables	133.81	74.44
	Total	153.91	96.20
16	Other Current Liabilities		
	Other Liabilities	-	-
	Total	-	-
17	Current Provisions		
	Provision for Taxation	1,027.56	905.73
	Total	1,027.56	905.73
18	Income from Operations		
	Particulars	Half year ended 30 September 2021	Year ended 31 March 2021
	a. Rent of immovable properties	266.99	561.92
	b. Maintenance Charges	43.69	103.62
	c. Manpower Supply services	422.09	882.02
	Total	732.17	1,547.56
19	Other Income		
	Dividend received	0.02	158.52
	Guarantee commission	-	60.00
	Interest Received	272.13	424.26
	Profit on sale of investments	6.65	4.01
	Reimbursement expenses	39.00	-
	Miscellaneous income	18.00	0.02
	Total	335.80	746.81
20	Cost of Services		
	Cost of manpower supply services	399.60	833.80
	Cost of maintenance services	57.08	74.35
	Total	456.68	908.15
21	Employment Benefit expenses		
	Salaries	91.16	100.42
	Contribution to PF	0.88	1.65
	Staff Welfare	1.39	3.11
	Total	93.43	105.18
22	Finance Cost		
	Notional interest on Rent Deposit	10.60	19.17
	Total	10.60	19.17
23	Other Expenses		
	Fees & Taxes	24.14	37.27
	Repairs & Maintenance	28.15	122.45
	Postage, Telephone & Courier charges	0.00	1.31
	Travelling Expenses	0.37	0.50
	Professional & Consultancy charges	4.53	6.18
	Auditors Remuneration	2.25	4.50
	Advertisement Charges	0.99	1.80
	Director Sitting Fees	3.75	8.25
	Electricity and Fuel charges	15.05	20.69
	Filing Fees	0.13	0.15
	Printing & Stationery	0.49	1.35
	Insurance Expenses	2.38	2.85
	Legal Expenses	0.25	-
	Donation	25.00	-
	Contribution to CSR activities	-	9.73
	Miscellaneous Expenses	1.31	2.63
	Total	109.39	219.66
24	Exceptional Items	NIL	NIL
25	Expenditure in foreign currency during the current period	NIL	NIL
26	Earnings in Foreign Exchange received during the current period	NIL	NIL



- 27 As per IND AS 24- "Related party disclosures", the disclosures of transactions with the related parties are given below:

Related Parties:

Subsidiary:

IS Security Private Limited

India Radiators Limited

Chitaranjan Developers LLP

Cunningham Ventures private Limited

Willingdon Ventures private Limited

Sahoj Ventures private Limited

Associates:

National Trust Housing Finance Limited

Key Managerial Personnel:

Mr. E. N. Rangaswami, Whole-time Director

The following are transactions and Closing Balances with the related parties during current year

(Rs. in lakhs)

Particulars of transaction	Half year ended 30 September 2021	Year ended 31 March 2021
Transaction with related parties :		
IS Security Private Limited		
Security charges	16.38	32.11
India Radiators Limited		
Inter corporate deposit & advances given	43.62	45.89
Interest Accrued/received on Inter corporate deposit	99.46	62.43
Chitaranjan Developers LLP:		
Loans & Advances	1.00	5.39
Recovery from loans & advances	-	40.39
Interest Accrued/received on loan	-	2.40
Cunningham Ventures:		
Capital Contribution	-	3.00
Willingdon Ventures		
Capital Contribution	-	3.00
Sahoj Ventures		
Capital Contribution	-	3.00
National Trust Housing Finance Limited:		
Dividend Received	-	33.07
Mr. E. N. Rangaswami		
Remuneration	26.50	53.00
Closing Balances:		
IS Security Private Limited		
Investments in Equity shares	701.06	701.06
India Radiators Limited		
Investment in preference shares	980.63	938.60
Inter Corporate Deposit & Advances	764.64	721.02
Interest accrued on Inter corporate deposit	92.89	62.43
Chitaranjan Developers LLP:		
Investment in capital	294.00	294.00
Loans and advances	1.00	0.00
Cunningham Ventures Private Limited - Capital	3.00	3.00
Willingdon Ventures Private Limited - Capital	3.00	3.00
Sahoj Ventures private Limited - Capital	3.00	3.00
National Trust Housing Finance Limited - Equity Shares	3,454.45	3454.45

- 28 Contingent liabilities and commitments (to the extent not provided for):

i) Contingent liabilities :		
a) Claims against the company not acknowledged as debt:	Nil	Nil
b) Guarantees-charge created on company's asset for third party loan	23500.00	23500.00
c) Other money for which the company is contingently liable.	Nil	Nil
Disputed tax demand in respect of Assessment Year 2015-16	35.39	35.39
Disputed tax demand in respect of Assessment Year 2016-17 .Appeal filed by the company is pending before CIT(A)	28.58	28.58
ii) Commitments:		
a) Estimated amount of contracts remaining to be executed on capital account, and not provided for	406.92	406.92
b) Uncalled liability on shares and other investments partly paid;	Nil	Nil
c) Other commitments (specify nature)	Nil	Nil

- 29 The figures for the previous year have been regrouped / reclassified wherever necessary.



CUNINGHAM VENTURES PRIVATE LIMITED

CIN: U70109TN2021PTC146353

Regd Office: No.88, Mount Road, Guindy, Chennai - 600 032.

PROVISIONAL BALANCE SHEET AS AT 30 September 2021

(In Rupees)

Particulars	Note No.	As at 30 September 2021
ASSETS		
Non- Current Assets		
Property Plant and Equipment		-
Financial Assets		
(i) Investments		-
(ii) Loans and advances		-
Deferred Tax Assets(net)		-
Other Non- current assets		-
		-
Current Assets		
Financial Assets		
(i) Investments		-
(ii) Cash and Cash equivalents	2	2,77,191
(iii) Loans and advances	3	4,04,72,030
Other Current Assets	4	18,42,920
		4,25,92,141
Total Assets		4,25,92,141
EQUITY & LIABILITIES		
Equity		
Equity Share Capital	5	3,00,000
Other Equity	6	(16,91,46,452)
		(16,88,46,452)
LIABILITIES		
Non- Current Liabilities		
Financial Liabilities		
(i) Borrowings		
(ii) Other financial liabilities	7	21,14,28,563
Deferred tax liabilities (Net)		-
Other Non-current liabilities		-
		21,14,28,563
Current Liabilities		
Financial Liabilities		
(i) Trade Payables		-
(ii) Other Financial Liabilities		-
Other current Liabilities	8	10,030
Provisions		-
		10,030
Total Equity & Liabilities		4,25,92,141

The accompanying notes are an integral part of the financial statements

For Venkatesh & Co
Chartered Accountants

F.R.No.0046365

CA Durgajy V
Partner

M.No. 026336

UDIN No. 21026336 AAAAKX1P58



For Cuningham Ventures Private Limited

E N Rangaswami
Director
DIN: 06463753Umasankar
Director
DIN:07975664

Place : Chennai

Date : 30-11-2021

CUNINGHAM VENTURES PRIVATE LIMITED
CIN: U70109TN2021PTC146353
Regd Office: No.88, Mount Road, Guindy, Chennai - 600 032.

Statement of provisional profit & loss for the period ended 30-Sep-2021

(In Rupees)

S.No.	Particulars	Note No.	Period Ended 30 September 2021
I	Revenue from operations		-
II	Other income		-
III	Total Income (I+II)		-
IV	Expenses		-
	Employee benefits expense		-
	Finance costs		-
	Depreciation and amortisation expense		-
	Other expenses		-
	Total expenses (IV)		-
V	Profit/(loss) before exceptional items and tax (III- IV)		-
VI	Exceptional Items		-
VII	Profit/(loss) before tax (V-VI)		-
VIII	Tax expense		-
	1) Current tax		-
	2) Deferred tax (net)		-
IX	Profit/(loss) for the period (VII-VIII)		-
X	Other Comprehensive Income		(16,91,46,452)
XI	Total Comprehensive Income for the period (IX+X)(Comprising Profit/(Loss) and Other Comprehensive Income for the period)		(16,91,46,452)
XII	Earnings per equity share		-
	(1) Basic		-
	(2) Diluted		-

The accompanying notes are an integral part of the Financial Statements.

For Venkatesh & Co
Chartered Accountants
F.R.No.0046365

CA Basaraty V
Partner

M.No. 026336

UDIN No. 21026336A9A9A9K1858



For Cuningham Ventures Private Limited

(Signature)

E N Rangaswami

Director

DIN: 06463753

(Signature)

Umasankar

Director

DIN:07975664

Place : Chennai

Date : 30-11-2021

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 SEPTEMBER 2021

1. Overview

1.1. Company Overview

Sahaj Ventures Private Limited is a private limited company incorporated and domiciled in India and has its registered office at Chennai, Tamilnadu India.

1.2. Basis of Preparation of Financial Statements:-

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The year end figures are taken from the source and they are rounded to the nearest digits.

1.3. Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4. Cash Flow Statement

Cash flows are reported using the indirect method whereby profit/loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating investing and financing activities of the company are segregated based on the available information.

1.5. Critical accounting estimates

A) Revenue recognition

Revenue is recognised on accrual method on rendering of services when the significant terms of the arrangement are enforceable, services have been delivered and collectability is reasonably assured.

a. Revenue is recognised based on the contract with customers.

b. Interest income is recognised based on accrual basis

c. Other income were accounted on accrual basis

B) Expenditure

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities

1.6. Property, Plant and Equipment

The land and properties of the company are stated at fair value and depreciation provided on straight line method over the estimated useful lives of the assets. Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The Company depreciates property, plant and equipment over their estimated useful lives using the Straight line method.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Amounts paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date and cost of property, plant, and equipment not ready for intended use before such date are disclosed under capital work-in-progress. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.7. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU (Cash Generating Unit) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is adjusted to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.



1.8. Financial Instruments

1. Initial recognition

a. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Loans, borrowings and payables are recognised net of directly attributable to the transaction costs.

2. (i) Financial assets carried at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) They are presented as current assets except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method less any impairment loss.

(iii) Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

(iv) Cash and cash equivalents comprise cash on hand and in banks.

3. Financial assets at fair value through other comprehensive income :

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

5. Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.9. Employee benefit

Compensated absences: The employees of the company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at the end of each financial year.

1.10. Foreign Currency Transactions

There are no such transactions in the current financial year.

1.11. Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(a) **Current income tax:** Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realise the asset and liability simultaneously.

(b) **Deferred income tax:** Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or losses at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.



2 Cash & Cash Equivalents**(In Rupees)**

Particulars	As at 30.09.2021
Cash on Hand	-
Balance with Bank in Current Account	2,77,191
Total	2,77,191

3 Loans & Advances

Unsecured Other Advances	20,96,18,482
Less: provision for doubtful advances	(16,91,46,452)
Total	4,04,72,030

4 Other Current Assets

TDS receivable	18,28,906
Mercantile Ventures Limited	14,014
Total	18,42,920



5 Share Capital

(In Rupees)

Particulars	As at 30.09.2021
Authorised Capital	
30,000 Equity Shares of Rs.10/- each	3,00,000
Total	3,00,000
Issued, Subscribed & Paid-up Capital	
30,000 Equity Shares of Rs.10/- each	3,00,000
Total	3,00,000

Number of Equity Shares at the beginning and end of the reporting year

Particulars	As at 30-09-2021	
	No. of shares	Amount
Shares outstanding at the beginning of the year		
Shares issued during the year	30,000	3,00,000
Shares outstanding at the close of the year	30,000	3,00,000

Details of Shareholders holding more than 5% shares in the company

Name of Shareholder	As at 30-09-2021	
	No. of shares	% of Holding
Mercantile Ventures Limited*	30,000	100.00%

* Out of 30,000 shares 300 shares were held by IS security private limited as a nominee of Mercantile Ventures Limited

6 Other Equity

(In Rupees)

Particulars	Reserves and surplus				Equity Component of compound financial instruments	Items of other comprehensive income Effect of measuring fixed Assets at fair value	Total
	Share application money pending allotment	Capital Reserve	Dividend Equalisation Reserve	Retained earnings (*)			
Balance as at 1 April 2020	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-	-
Balance as at 31 March 2021	-	-	-	-	-	-	-
Balance as at 1 April 2021	-	-	-	-	-	-	-
Profit for the year	-	-	-	(16,91,46,452)	-	-	(16,91,46,452)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(16,91,46,452)	-	-	(16,91,46,452)
Any other changes	-	-	-	-	-	-	-
Balance as at 30-Sep-2021	-	-	-	(16,91,46,452)	-	-	(16,91,46,452)

*Notes: Retained Earnings include other comprehensive income



7 Other Financial Liabilities (Non Current)**(In Rupees)**

Particulars	As at 30.09.2021
Loans and advances	21,14,28,563
Total	21,14,28,563

8 Other Current Liabilities

Other Payables	10,030
Total	10,030



SAHOJ VENTURES PRIVATE LIMITED
CIN: U70109TN2021PTC146355
Regd Office: No.88, Mount Road, Guindy, Chennai - 600 032.

PROVISIONAL BALANCE SHEET AS AT 30 September 2021

(In Rupees)

Particulars	Note No.	As at 30 September 2021
ASSETS		
Non- Current Assets		
Property Plant and Equipment		-
Financial Assets		-
(i) Investments		-
(ii) Loans and advances		-
Deferred Tax Assets(net)		-
Other Non- current assets		-
Current Assets		
Financial Assets		-
(i) Investments		-
(ii) Cash and Cash equivalents	2	2,66,992
(iii) Loans and advances	3	1,71,21,332
Other Current Assets	4	17,74,138
Total Assets		1,91,62,462
		1,91,62,462
EQUITY & LIABILITIES		
Equity		
Equity Share Capital	5	3,00,000
Other Equity	6	(29,11,04,285)
		(29,08,04,285)
LIABILITIES		
Non- Current Liabilities		
Financial Liabilities		
(i) Borrowings		
(ii) Other financial liabilities	7	30,99,56,717
Deferred tax liabilities (Net)		-
Other Non-current liabilities		-
		30,99,56,717
Current Liabilities		
Financial Liabilities		
(i) Trade Payables		-
(ii) Other Financial Liabilities		-
Other current Liabilities	8	10,030
Provisions		-
		10,030
Total Equity & Liabilities		1,91,62,462

The accompanying notes are an integral part of the Financial Statements.

For Venkatesh & Co

Chartered Accountants

F.R.No.0046365

CA Dasarthy V

Partner

M.No. 026336

UDIN No. 21026336AAAAKWH 23



For Sahoj Ventures Private Limited

E N Rangaswami
Director

DIN: 06463753

Umasankar
Director

DIN:07975664

Place : Chennai

Date : 30-11-2021

SAHOJ VENTURES PRIVATE LIMITED
CIN: U70109TN2021PTC146355
Regd Office: No.88, Mount Road, Guindy, Chennai - 600 032.

Statement of provisional Profit & Loss for the period ended 30 September 2021

			(In Rupees)
S.No.	Particulars	Note No.	Period Ended 30 September 2021
I	Revenue from operations		
II	Other income		-
III	Total Income (I+II)		-
IV	Expenses		
	Employee benefits expense		-
	Finance costs		-
	Depreciation and amortisation expense		-
	Other expenses		-
	Total expenses (IV)		-
V	Profit/(loss) before exceptional items and tax (III- IV)		-
VI	Exceptional Items		-
VII	Profit/(loss) before tax (V-VI)		-
VIII	Tax expense		-
	1) Current tax		-
	2) Deferred tax (net)		-
IX	Profit/(loss) for the period (VII-VIII)		-
X	Other Comprehensive Income		(29,11,04,285)
XI	Total Comprehensive Income for the period (IX+X)(Comprising Profit/(Loss) and Other Comprehensive Income for the period)		(29,11,04,285)
XII	Earnings per equity share		
	(1) Basic		-
	(2) Diluted		-

The accompanying notes are an integral part of the Financial Statements.

For Venkatesh & Co
Chartered Accountants
F.R.No.0046365

CA Venkatesh V
Partner

M.No. 026336

UDIN No. 21026336AAAAW6923

Place : Chennai

Date : 30-11-2021

For Sahoj Ventures Private Limited

E N Rangaswami
Director
DIN: 06463753

Umasankar
Director
DIN: 07975664

SAHOJ VENTURES PRIVATE LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 SEPTEMBER 2021

1. Overview

1.1. Company Overview

Sahoj Ventures Private Limited is a private limited company incorporated and domiciled in India and has its registered office at Chennai, Tamil Nadu India.

1.2. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (the Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The year end figures are taken from the source and they are rounded to the nearest digits.

1.3. Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4. Cash Flow Statement

Cash flows are reported using the indirect method whereby profit/loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating investing and financing activities of the company are segregated based on the available information.

1.5. Critical accounting estimates

A) Revenue recognition

Revenue is recognised on accrual method on rendering of services when the significant terms of the arrangement are enforceable, services have been delivered and collectability is reasonably assured.

a. Revenue is recognised based on the contract with customers.

b. Interest income is recognised based on accrual basis

c. Other income were accounted on accrual basis

B) Expenditure

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities

1.6. Property, Plant and Equipment

The land and properties of the company are stated at fair value and depreciation provided on straight line method over the estimated useful lives of the assets. Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The Company depreciates property, plant and equipment over their estimated useful lives using the Straight line method.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Amounts paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date and cost of property, plant, and equipment not ready for intended use before such date are disclosed under capital work-in-progress. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.7. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU (Cash Generating Unit) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying amount of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is adjusted to its revised recoverable amount provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.



1.8. Financial Instruments

1. Initial recognition

a. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Loans, borrowings and payables are recognised net of directly attributable to the transaction costs.

2. (i) Financial assets carried at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) They are presented as current assets except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method less any impairment loss.

(iii) Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

(iv) Cash and cash equivalents comprise cash on hand and in banks.

3. Financial assets at fair value through other comprehensive income :

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

5. Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.9. Employee benefit

Compensated absences: The employees of the company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at the end of each financial year.

1.10. Foreign Currency Transactions

There are no such transactions in the current financial year.

1.11. Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(a) **Current income tax:** Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

(b) **Deferred income tax:** Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.



2 Cash & Cash Equivalents**(In Rupees)**

Particulars	As at 30.09.2021
Cash on Hand	-
Balance with Bank in Current Account	2,66,992
Total	2,66,992

3 Loans & Advances

Unsecured Other Advances	30,82,25,617
Less: provision for doubtful advances	(29,11,04,285)
Total	1,71,21,332

4 Other Current Assets

TDS receivable	17,56,126
Mercantile Ventures Limited	18,012
Total	17,74,138



5 Share Capital

(In Rupees)

Particulars	As at 30-09-2021
Authorized Capital	
30,000 Equity Shares of Rs.10/- each	3,00,000
Total	3,00,000
Issued, Subscribed & Paid-up Capital	
30,000 Equity Shares of Rs.10/- each	3,00,000
Total	3,00,000

Number of Equity Shares at the beginning and end of the reporting year

Particulars	As at 30-09-2021	
	No. of shares	Amount
Shares outstanding at the beginning of the year		
Shares issued during the year	30,000	3,00,000
Shares outstanding at the close of the year	30,000	3,00,000

Details of Shareholders holding more than 5% shares in the company

Name of Shareholder	As at 30-09-2021	
	No. of shares	% of Holding
Mercantile Ventures Limited	30,000	100.00%

* out of 30,000 shares 300 are held in the name of IS security private Limited as a nominee of Mercantile Ventures Limited

6 Other Equity

(In Rupees)

Particulars	Reserves and surplus				Equity Component of compound financial instruments	Items of other comprehensive income Effect of measuring Fixed Assets at fair value	Total
	Share application money pending allotment	Capital Reserve	Dividend Equalisation Reserve	Retained earnings (*)			
Balance as at 1 April 2020	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-	-
Balance as at 31 March 2021	-	-	-	-	-	-	-
Balance as at 1 April 2021	-	-	-	-	-	-	-
Profit for the year	-	-	-	(29,11,04,285)	-	-	(29,11,04,285)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(29,11,04,285)	-	-	(29,11,04,285)
Any other changes	-	-	-	-	-	-	-
Balance as at 30-Sep-2021	-	-	-	(29,11,04,285)	-	-	(29,11,04,285)

*Note: Retained Earnings include other comprehensive income



7 Other Financial Liabilities (Non Current)

(In Rupees)

Particulars	As at 30-09-2021
Loans and advances	30,99,56,717
Total	30,99,56,717

8 Other Current Liabilities

Other Payables	10,030
Total	10,030



WILLINGDON VENTURES PRIVATE LIMITED
CIN: U70109TN2021PTC146355
Regd Office: No.88, Mount Road, Guindy, Chennai - 600 032.

Statement of provisional Balance Sheet for the period ended 30 September 2021

(In Rupees)

Particulars	Note No.	As at 30 September 2021
ASSETS		
Non- Current Assets		
Property Plant and Equipment		-
Financial Assets		-
(i) Investments		-
(ii) Loans and advances		-
Deferred Tax Assets(net)		-
Other Non- current assets		-
Current Assets		
Financial Assets		
(i) Investments		-
(ii) Cash and Cash equivalents	2	2,72,268
(iii) Loans and advances	3	2,56,25,872
Other Current Assets	4	25,62,835
Total Assets		2,84,60,975
EQUITY & LIABILITIES		
Equity		
Equity Share Capital	5	3,00,000
Other Equity	6	(20,25,20,488)
		(20,22,20,488)
LIABILITIES		
Financial Liabilities		
(i) Borrowings		
(ii) Other financial liabilities	7	23,06,71,434
Deferred tax liabilities (Net)		-
Other Non-current liabilities		-
		23,06,71,434
Current Liabilities		
(i) Trade Payables		-
(ii) Other Financial Liabilities		-
	8	10,030
Provisions		-
		10,030
Total Equity & Liabilities		2,84,60,976

The accompanying notes are an integral part of the Financial Statements.

For Venkatesh & Co
Chartered Accountants
F.R.No.0046366

CA Dasarthy V
Partner

M.No. 026336

UDIN No. 21026336 AAAAAKY3995

Place : Chennai

Date : 30-11-2021



For Willingdon Ventured Private Limited

E N Rangaswami
Director
DIN: 06463753

Umasankar
Director
DIN:07975664

WILLINGDON VENTURES PRIVATE LIMITED
CIN: U70109TN2021PTC146355
Regd Office: No.88, Mount Road, Guindy, Chennai - 600 032.

Statement of provisional profit & loss for the period ended 30 September 2021

(In Rupees)

S.No.	Particulars	Note No.	Period Ended 30 September 2021
I	Revenue from operations		-
II	Other income		-
III	Total Income (I+II)		-
IV	Expenses		-
	Employee benefits expense		-
	Finance costs		-
	Depreciation and amortisation expense		-
	Other expenses		-
	Total expenses (IV)		-
V	Profit/(loss) before exceptional items and tax (III- IV)		-
VII	Profit/(loss) before tax (V-VI)		-
VIII	Tax expense		-
	1) Current tax		-
	2) Deferred tax (net)		-
IX	Profit/(loss) for the period (VII-VIII)		-
X	Other Comprehensive Income		(20,25,20,488)
XI	Total Comprehensive Income for the period (IX+X)(Comprising Profit/(Loss) and Other Comprehensive Income for the period)		(20,25,20,488)
XII	Earnings per equity share		-
	(1) Basic		-
	(2) Diluted		-

The accompanying notes are an integral part of the Financial Statements.

For Venkatesh & Co.
Chartered Accountants
F.R.No.0046365

CA. Basaraty V
Partner

M.No. 026336

UDIN No. 21026336 AAAA KY8895



For Willingdon Ventured Private Limited

E N Rangaswami
Director
DIN: 06463753

Umasankar
Director
DIN:07975664

Place : Chennai
Date : 30-11-2021

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 SEPTEMBER 2021

1 Overview

1.1 Company Overview

WILLINGDON VENTURES PRIVATE LIMITED is a private limited company incorporated and domiciled in India and has its registered office at Chennai, Tamil Nadu India.

1.2 Basis of Preparation of Financial Statements:-

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (the Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The year and figures are taken from the source and they are rounded to the nearest digits.

1.3 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4 Cash Flow Statement

Cash flows are reported using the indirect method whereby profit/loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating investing and financing activities of the company are segregated based on the available information.

1.5 Critical accounting estimates

A) Revenue recognition

Revenue is recognised on accrual method on rendering of services when the significant terms of the arrangement are enforceable, services have been delivered and collectability is reasonably assured.

a. Revenue is recognised based on the contract with customers.

b. Interest income is recognised based on accrual basis

c. Other income were accounted on accrual basis

B) Expenditure

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities

1.6 Property, Plant and Equipment

The land and properties of the company are stated at fair value and depreciation provided on straight line method over the estimated useful lives of the assets. Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The Company depreciates property, plant and equipment over their estimated useful lives using the Straight line method.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Amounts paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date and cost of property, plant, and equipment not ready for intended use before such date are disclosed under capital work-in-progress. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.7 Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU (Cash Generating Unit) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is adjusted to its revised recoverable amount provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.



1.8. Financial Instruments

1. Initial recognition

a. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Loans, borrowings and payables are recognised net of directly attributable to the transaction costs.

2. (i) Financial assets carried at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) They are presented as current assets except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method less any impairment loss.

(iii) Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

(iv) Cash and cash equivalents comprise cash on hand and in banks.

3. Financial assets at fair value through other comprehensive income :

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

5. Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.9. Employee benefit

Compensated absences: The employees of the company are entitled to compensated absences. The employees can carry forward a portion of the unused accumulated compensated absences and utilize it in future periods or receive cash at the end of each financial year.

1.10. Foreign Currency Transactions

There are no such transactions in the current financial year.

1.11. Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(a) Current income tax: Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

(b) Deferred income tax: Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.



2 Cash & Cash Equivalents**(In Rupees)**

Cash on Hand	-
Balance with Bank in Current Account	2,72,268
Total	2,72,268

3 Loans & Advances

Unsecured	
Other Advances	22,81,46,360
Less: Provision for doubtful balances	(20,25,20,488)
Total	2,56,25,872

4 Other Current Assets

TDS receivable	25,51,433
Mercantile Ventures Limited	11,402
Total	25,62,835



5 Share Capital

(In Rupees)

Particulars	As at 30-09-2021
Authorised Capital	
30,000 Equity Shares of Rs.10/- each	3,00,000
Total	3,00,000
Issued, Subscribed & Paid-up Capital	
30,000 Equity Shares of Rs.10/- each	3,00,000
Total	3,00,000

Number of Equity Shares at the beginning and end of the reporting year

Particulars	As at 30-09-2021	
	No. of shares	Amount
Shares outstanding at the beginning of the year		
Shares issued during the year	30,000	3,00,000
Shares outstanding at the close of the year	30,000	3,00,000

Details of Shareholders holding more than 5% shares in the company

Name of Shareholder	As at 30-09-2021	
	No. of shares	% of Holding
Mercantile Ventures Limited	30,000	100.00%

* out of 30,000 shares 300 shares are held in the name of i3 security private limited as a nominee of Mercantile Ventures

6 Other Equity

Particulars	Reserves and surplus				Equity Component of compound financial instruments	Items of other comprehensive income Effect of measuring Fixed Assets at fair value	Total
	Share application money pending allotment	Capital Reserve	Dividend Equalisation Reserve	Retained earnings (*)			
Balance as at 1 April 2020	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-	-
Balance as at 31 March 2021	-	-	-	-	-	-	-
Balance as at 1 April 2021	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	(20,25,20,488)	-	-	(20,25,20,488)
Total comprehensive income for the year	-	-	-	(20,25,20,488)	-	-	(20,25,20,488)
Any other changes	-	-	-	-	-	-	-
Balance as at 30-Sep-2021	-	-	-	(20,25,20,488)	-	-	(20,25,20,488)

* Note: Retained Earnings include other comprehensive income



7 Other Financial Liabilities (Non Current)

(In Rupees)

Particulars	As at 30.09.2021
Loans and advances	23,06,71,434
Total	23,06,71,434

8 Other Current Liabilities

Other Payables	10,030
Total	10,030

