

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT-II

C.P.(CAA) No. 29/MB/2023
IN
C.A (CAA) No. 208/MB/2022

In the matter of the Companies Act,
2013 (18 of 2013);

And

In the matter of Sections 230 to 232
of the Companies Act, 2013 and
Rules framed thereunder as in force
from time to time;

And

In the matter of Scheme of
Amalgamation of (1) Esencia
Technologies India Private Limited,
(2) Graphene Semiconductor
Services Private Limited and (3)
Seastar Labs Private Limited, the
Transferor Companies.

With

L&T Technology Services Limited,
the Transferee Company.



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Esencia Technologies India Private Limited)
a company incorporated under the)
Companies Act, 1956 having CIN No.)
U74140MH2011PTC378802 and its)
Registered Office at L&T House,)
N.M. Marg, Ballard Estate,)
Mumbai – 400 001.)

... First Petitioner/ Transferor Company

Graphene Semiconductor Services Private)
Limited a company incorporated under the)
Companies Act, 1956 having CIN No.)
U74900MH2013PTC378804 and its)
Registered Office at L&T House,)
N.M. Marg, Ballard Estate,)
Mumbai – 400 001.)

... Second Petitioner / Transferor Company

Seastar Labs Private Limited a company)
incorporated under the Companies Act, 2013)
having CIN No. U72900MH2015PTC374645)
and its Registered Office at L&T House,)
N.M. Marg, Ballard Estate,)
Mumbai – 400 001.)

... Third Petitioner / Transferor Company



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L&T Technology Services Limited a Company)
Incorporated under the Companies Act,1956)
having CIN No. L72900MH2012PLC232169)
and its Registered Office at L&T House,)
N.M Marg, Ballard Estate,)
Mumbai – 400 001.)

...Fourth Petitioner / Transferee Company

Ordered delivered on : 29.11.2023

Coram:

Anil Raj Chellan
Member (Technical)

Kuldip Kumar Kareer
Member (Judicial)

For the Petitioners:

Mr. Rashid Boatwalla a/w. Ms. Lipsa Unadkat i/b M/s. Manilal
Kher Ambalal & Co., Advocates for the Petitioner Companies.

For the Regional Director:

Mr. Tushar Wagh, Deputy Director, Office of the Regional Director,
MCA (WR), Mumbai.

ORDER

Per: Coram

1. Heard Learned Counsel for the Petitioner Companies and the



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Deputy Director, WR, MCA, Mumbai. No objector has come before this Hon'ble Tribunal to oppose the Scheme nor has any party controverted any averments made in the Petitions to the Scheme.

2. The sanction of this Hon'ble Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013, to a Scheme of Amalgamation of Esencia Technologies India Private Limited ("the First Petitioner/Transferor Company"), Graphene Semiconductor Services Private Limited ("the Second Petitioner/Transferor Company"), Seastar Labs Private Limited ("the Third Petitioner/Transferor Company"), with L&T Technology Services Limited ("the Fourth Petitioner/Transferee Company") ("Scheme"). This Scheme involves the amalgamation of three wholly owned subsidiaries, i.e., the Transferor Companies into the Transferee Company.
3. The Learned Counsel for the Petitioner Companies states that the Petitioner Company No. 1 is presently engaged in the business to provide, facilitate, develop, execute, design or otherwise deal with services in the field of video encoding, decoding and analytics, Digital signal processing and wireless communications, microprocessor, memory subsystems and other peripherals, security, surveillance & custom imaging



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solutions, compiling IC's and networking services and any other related services including internal product development focused on IP Cores, Fab-less semiconductor in the field of Video and communications. The Petitioner Company No. 2 is presently carrying on business of manufacturing, processing, converting, repairing, servicing, buying, selling, importing, exporting, trading and dealing in Semiconductors, electronic components including Capacitors of all types, inputs required for Semiconductors, Assemblies, Radios, Television sets, Tape recorders, Loud Speakers, Record players, Stereophonic Equipment's and Assemblies, Computers both Digitals and Analogues, Microwave Equipment's and Communication Equipment's and Components of all sorts. The Petitioner Company No. 3 is presently carrying on business of exporters, importers, servicing, consulting, developing, designing, sales and marketing, trading, selling, distributing and licensing computer software and hardware of any description, particularly those used in or in connections with electronic data processing equipment, computers, micro processor based systems and providing software, hardware, programmes, data processing and consultancy services, computer software and hardware programmes, data processing and consultancy services, computer time sharing and CAD/CAM services for preparing, collecting storing,



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processing and transmitting data of every kind in India as well as abroad and to carry on the computer education institution imparting software & hardware courses & data processing either in India or elsewhere independently or under franchise and to take any type of franchise related thereto from any other companies/institutions/universities & organizations in India or abroad and to impart education by providing teaching and training in the field of information & computer technology, data processing, development of computer hardware and software, data processing and telecommunication technology and to establish and run Computer Training Centre either in India or elsewhere independently or under franchise arrangement for imparting education in information Technology viz Hardware, Software data processing and to act as call centre, mass media, print media and film media and to carry on in India or elsewhere business, as sellers, buyers, distributors, rent out service, marketing, fabricators, assemblers, importers, exporters, agents, stockists, repair & maintenance or otherwise deal in all kinds of computer, computers systems, software, hardware, photo copies and data processing equipment including components, spares, accessories and peripherals and to establish bureaus for providing computer service, to process data and develop systems of all kinds by



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processing jobs and hiring out machine, time machines and to set up, operate and supervise the operation of the data processing divisions of other companies or organizations in India or elsewhere. The Petitioner Company No. 4 is presently carrying on business of providing a range of Engineering Services and related technologies in the areas of Embedded Systems, Mechanical, Plant & Manufacturing Engineering services such as, Design & Consulting, Prototyping, Valve engineering, Test and Validation, Engineering Process Services, Sourcing support, Maintenance, Sustenance & After Market Support, Electrical and Electronics hardware and software, Technical Publications, Detail Engineering and Asset Information Management.

4. The Petitioner Companies have approved the said Scheme by passing respective Board Resolutions at the First, Second and Third Petitioner Companies Board meetings held on 20th April 2022 respectively and the Fourth Petitioner Company's Board meeting held on 21st April 2022 and thereafter approached this Tribunal by the captioned Petition for sanction of the Scheme.
5. Counsel for the Petitioner Companies further submits that the Transferor Companies are wholly owned subsidiaries of the Transferee Company.
6. Counsel for the Petitioner Companies further submits that the



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proposed Scheme will be beneficial to the Transferor Companies and the Transferee Company and their respective shareholders, creditors, employees and other stakeholders. The proposed amalgamation encapsulated in the Scheme will have the following benefits:

- The Transferor Companies and the Transferee Company are collectively operating in the business of providing Engineering Research & Development solutions to its customers in same geographies with similar profiles and can be conveniently combined and managed by the Transferee Company for leveraging superior delivery to customers and financial capability of the Transferee Company for mutual benefit;
- One of the chief reasons necessitating the amalgamation is that the Transferor Companies are wholly owned subsidiaries of the Transferee Company. Resultantly, the management of the Transferor and Transferee Companies have evaluated the plan and strategy for all the four Companies and feel that amalgamating the entities will be effective in obtaining synergy in the operations of all the four Companies;
- The management has decided to consolidate the various business lines of the Transferor Companies and the Transferee Company to enable cost competitiveness;
- The Scheme is commercially and economically viable and



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feasible and is in fact fair and reasonable;

- The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, organizational efficiencies, reduction in overheads, personnel costs, costs of ERP, compliance cost and other administrative expenses. It will prevent cost duplication and will result in synergies in operations;
 - The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.
7. This Company Petition is filed in consonance with Sections 230 to 232 of the Companies Act 2013 along with the Order passed in the connected CA (CAA) No. 208 of 2022 by this Tribunal.
8. Counsel for the Petitioner Companies states that the Petitioner Companies have complied with all requirements as per the directions of the Tribunal and have filed necessary Affidavits of compliance before the Tribunal. Moreover, the Petitioner Companies undertake to comply with all the statutory/regulatory requirements if any, as required under the



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Companies Act, 2013 and the Rules made thereunder whichever is applicable. The undertakings given by the Petitioner Companies are hereby accepted.

9. The Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai, has filed his Representation dated 23rd February 2023 inter alia stating therein that, the statement made in paragraph 1 is true to the best of his knowledge and those made in paragraph 2 (a) to (k) are information derived from the records of the case for the consideration and disposal of the case as deemed fit and proper in the facts and merits of the case. The observations made by the Regional Director and the clarifications and undertakings given by the Petitioner Companies are summarized in the table below:

Sr. No. Para 2	RD Representation/Observations dated 23 rd February 2023	Response of Petitioner Companies
(a) 2	<i>That on examination of the report of the Registrar of Companies, Mumbai dated 22.02.2023 for Petitioner Companies (Annexed as Annexure A-1) that that the Petitioner Companies falls within the jurisdiction of ROC, Mumbai. It is submitted that no representation regarding the proposed scheme of Amalgamation has been received against the Petitioner Companies. Further, the Petitioner Companies has filed Financial Statements up to</i>	With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (a) (2), the Fourth Petitioner Company states that the fee paid by the Transferor Companies on its authorised share capital shall be set off against any fees payable by the Transferee Company on its authorised share capital subsequent to the amalgamation and dissolution of the Transferor Company.



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	<p>31.03.2022.</p> <p>....2. It is submitted that as per the provisions of Section 232(i) of the Companies Act,2013, where the transferor Company is dissolved, the fee, if any, paid by the transferor Company on its authorized capital shall be set-off against any fees payable by the Transferee company on its authorized capital subsequent³ to the amalgamation. Therefore, remaining fee, if any after setting-off the fees already paid by the transferee company on the increased authorized capital subsequent to the amalgamation.</p>	
(a) 3	<p>Interest of the Creditor should be protected.</p>	<p>With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (a) (3), the Fourth Petitioner Company states that as per the preamble of the Scheme, the Scheme is in the interest of the creditors of each of the respective companies and the present Scheme does not call for any compromise or sacrifice from any of the creditors of each of the Petitioner Companies and the interest of the creditors is protected.</p>
(c)	<p>Transferee company should undertake to comply with the provisions of section 232(3)(i) of the Companies Act,2013 through appropriate affirmation in respect of fees payable by Transferee Company for increase of share capital on account of merger of transfer of companies.</p>	<p>With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (c), the Fourth Petitioner Company undertakes to comply with the provisions of Section 232 (3) (i) of the Companies Act, 2013 insofar as it relates to the fees payable by the Transferee Company for increase of share capital on account of merger/amalgamation of the Transferor Companies.</p>
(d)	<p>In compliance of Accounting Standard-14 or IND-AS 103, as may</p>	<p>With regard to the observation of the Regional Director, Western Region,</p>



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	<i>be applicable, the resultant company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards including AS-5 or IND AS-8 etc.</i>	Mumbai as stated in paragraph 2 (d), it is stated that the Fourth Petitioner Company shall, in addition to complying with accounting treatment under AS-14 (IND AS-103), also pass such accounting entries as are necessary in connection with the Scheme to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 as may be applicable including AS-5 (IND AS-8).
(e)	<i>The Hon'ble Tribunal may kindly direct the Petitioner Companies to file an affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy, or no change is made.</i>	With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (e), the Fourth Petitioner Company hereby undertakes and confirms that the Scheme enclosed to the Company Application and the Company Scheme Petition are one and the same and there is no discrepancy or change made therein and has also filed an Affidavit in regard thereto.
(f)	<i>The Petitioner Companies under provisions of section 230(5) of the Companies Act 2013 have to serve notices to concerned authorities which are likely to be affected by the Amalgamation or arrangement. Further, the approval of the scheme by the Hon'ble Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme. The decision of such authorities shall be binding on the petitioner companies concerned.</i>	With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (f), the Fourth Petitioner Company states and confirms that it has served notices to all the concerned authorities and undertakes to address any issues that may arise after the Scheme is sanctioned.
(g)	<i>As per Definition of the Scheme, "Appointed Date" for the purposes of the Scheme means 1st April 2022 or such other date(s) as the National Company Law Tribunal at Mumbai, Maharashtra or the National</i>	With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (g), the Fourth Petitioner Company hereby states and confirms that the Appointed Date mentioned in the Scheme is 1 st April 2022 and that the Effective Date shall mean



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<p><i>Company Law Appellate Tribunal at New Delhi or such other Appropriate Authority may approve;</i></p> <p><i>“Effective Date” shall mean the latter of the dates on which certified copy of the order(s) sanctioning the Scheme passed by the National Company Law Tribunal at Mumbai, Maharashtra is filed with the Registrar of Companies, Mumbai, Maharashtra. Reference in the Scheme to the date of “coming into effect of this Scheme” or “effectiveness of this Scheme shall mean the Effective Date;</i></p> <p><i>It is submitted that the Petitioners may be asked to comply with the requirements as clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</i></p>	<p>latter of the dates on which the certified copy of the order(s) sanctioning the Scheme passed by the National Company Law Tribunal at Mumbai, Maharashtra is filed with the Registrar of Companies, Mumbai, Maharashtra. In this regard, the Fourth Petitioner Company further confirms that upon the Hon'ble National Company Law Tribunal, at Mumbai, Maharashtra approving the Scheme, the Scheme shall take effect from the Appointed Date i.e., 1st April 2022 in terms of provisions of Section 232(6) of the Companies Act, 2013. The Fourth Petitioner Company undertakes to comply with the provisions and requirements clarified vide Circular No. F. No. 7/12/2019/CL-I dated 21-08-2019 issued by the Ministry of Corporate Affairs.</p>
<p>(h) <i>Petitioner Companies shall undertake to comply with the directions of the concerned sectoral Regulatory, if so required.</i></p>	<p>With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (h), the First/Second/Third Petitioner Companies do not have any specific sectoral regulator.</p>
<p>(i) <i>Petitioner Companies shall undertake to comply with the directions of Income-tax department, if any.</i></p>	<p>With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (i), the Fourth Petitioner Company undertakes to comply with the directions of the Income Tax department, if any.</p>
<p>(j) <i>Petitioner Companies has foreign shareholders; hence Petitioner Companies shall undertake to submit acknowledged copy of notice served to RBI, FEMA, FERA u/s. 23.0(5) of</i></p>	<p>With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (j), the Transferee Company, i.e., the Petitioner Company states that the Scheme</p>



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	<i>CA, 2013 in form CAA-3.</i>	contemplates a merger of the wholly owned subsidiaries with their holding company (First, Second and Third Petitioner Companies shall merge with the Fourth Petitioner Company) and there is no share exchange ratio involved. In view thereof, all the shareholders (including the foreign shareholders) of the Fourth Petitioner Company shall not receive any shares from the First, Second and Third Petitioner Companies. Thus, no separate intimation has been given to the RBI and/or under FEMA u/s. 230(5) of the Companies Act 2013 in form CAA-3.
(k)	<i>Transferee Company is listed company, hence Petitioner Companies shall undertake to comply with listing/SEBI/LODR Regulations with observations of BSE & NSE, if any, in this regards.</i>	With regard to the observation of the Regional Director, Western Region, Mumbai as stated in paragraph 2 (k), the Fourth Petitioner Company states that considering that the First, Second and Third Petitioner Companies are wholly owned subsidiaries of the Fourth Petitioner Company, an intimation had to be filed with BSE Limited and National Stock Exchange of India Limited in accordance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000 000665 dated November 23, 2021. The Fourth Petitioner Company vide its letters dated 21 st April 2022 and 20 th October 2021 intimated BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") about the particulars of the Scheme. The Fourth Petitioner Company is exempted from obtaining a NOC from the Stock Exchanges considering that the First, Second and Third Petitioner Companies are wholly owned subsidiaries of the Fourth Petitioner Company.



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10. The observations made by the Regional Director and clarifications & undertakings given by the Petitioner Companies have been verified and accepted.
11. The Official Liquidator, High Court, Bombay has filed his report on 28th February 2023 stating therein that the affairs of the Petitioner Company Nos. 1, 2 and 3 have been conducted in a proper manner.
12. No objections were received from the Income Tax Department of the Petitioner Companies.
13. The Petitioner Companies through their Counsel submit that all tax queries will be met and answered in accordance with law.
14. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public interest.
15. As the entire Issued, Subscribed and Paid-up equity share capital and preference share capital of the Petitioner Company Nos. 1, 2 and 3 as the case may be is held by the Petitioner Company No. 4 and its nominees, upon the Scheme being effective,



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notwithstanding anything contrary in this Scheme, the said share capital of the Petitioner Company Nos. 1, 2 and 3 will stand automatically cancelled and there will be no issue and allotment of fresh shares to the Petitioner Company No. 4 as the Petitioner Company No. 4 and its nominees are the only shareholders of the Petitioner Company Nos. 1, 2 and 3.

16. Since all the requisite statutory compliances have been fulfilled, the Company Petition in CP (CAA) No. 29 of 2023 is made absolute in terms of the prayer clause of the Company Petition. Hence ordered.

ORDER

The Petition be and the same is allowed subject to the following:

- i. The Scheme is hereby sanctioned, and the Appointed Date is fixed as 1st April 2022 as defined in Clause 5.4 of the Scheme. It shall be binding on the Petitioner Companies and all the concerned including their respective shareholders, Creditors /Trade Creditors and Employees.
- ii. The Petitioner Company Nos. 1, 2 and 3 be dissolved without being wound up.



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- iii. The Registrar of this Tribunal shall issue certified copy of this Order along with the Scheme forthwith. Petitioner Companies are directed to file a copy of this order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically, along with E-Form INC-28, within 30 days from the date of receipt of the Order from the Registry.
- iv. The Petitioner Companies shall lodge a copy of this Order and the Scheme duly authenticated by the Registrar of this Tribunal within 30 working days from the date of receipt of the Order, with the concerned Superintendent of Stamps, if necessary for the purpose of adjudication of stamp duty payable, if any.
- v. All concerned regulatory/public authorities shall act on a copy of this Order along with the Scheme duly authenticated by the Registrar of this Tribunal.

Sd/-

Anil Raj Chellan
Member (Technical)

Sd/-

Kuldip Kumar Karcer
Member (Judicial)



Certified True Copy _____
Date of Application 30/11/2023
Number of Pages 17
Fee Paid Rs. 85/-
Applicant called for collection copy on 05/12/2023
Copy prepared on 05.12.2023
Copy issued on 05/12/2023



Deputy Registrar 05.12.2023
National Company Law Tribunal, Mumbai Bench

EXHIBIT "J"

574

SCHEME OF AMALGAMATION
(Under Sections 230-232 of the Companies Act, 2013)
OF
ESENCIA TECHNOLOGIES INDIA PRIVATE LIMITED
AND
GRAPHENE SEMICONDUCTOR SERVICES PRIVATE LIMITED
AND
SEASTAR LABS PRIVATE LIMITED
WITH
L&T TECHNOLOGY SERVICES LIMITED
UNDER SECTIONS 230 TO 232 READ WITH OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES
FRAMED THEREUNDER

PREAMBLE

1. This Scheme of Amalgamation ("Scheme") provides for the Amalgamation between Esencia Technologies India Private Limited ("Transferor Company - 1"), Graphene Semiconductor Services Private Limited. ("Transferor Company - 2"), Seastar Labs Private Limited ("Transferor Company - 3") (together referred to as the "Transferor Companies" and each individually as the "Transferor Company") and L&T Technology Services Limited ("Transferee Company") and the dissolution of the Transferor Companies without winding up. The Scheme is made pursuant to the provisions of Sections 230-232 and other relevant provisions of the Companies Act, 2013 ("the Act").
2. The Scheme is in the interest of the Transferor and Transferee Companies, their respective shareholders and creditors.



PARTS OF THE SCHEME

The Scheme is divided into the following four parts:

- i. Part A - deals with the Introduction, Rationale/Purpose and Definitions & Interpretations.



- ii. Part B – deals with the Capital Structure of the Transferor Companies and Transferee Company.
- iii. Part C – deals with Amalgamation of the Transferor Companies with the Transferee Company.
- iv. Part D – deals with the Accounting Treatment for the Amalgamation in the books of Transferee Company.
- v. Part E – deals with the General Terms and Conditions that would be applicable to the entire Scheme.

In addition to the above, the Scheme also provides for various other matters consequential or otherwise integral to it.

PART A - INTRODUCTION, RATIONALE/PURPOSE AND DEFINITIONS & INTERPRETATIONS.

3. INTRODUCTION

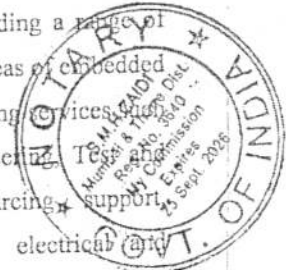
- 3.1 **ESENCIA TECHNOLOGIES INDIA PRIVATE LIMITED** ("Transferor Company-1"/ "Esencia") is a private limited company incorporated under the provisions of the Companies Act, 1956 on 3rd December 2011 having CIN U74140MH2011PTC378802 and having its Registered office at 3rd Floor, 26, 5th Block, 5th Cross, Koramangala, Bangalore- 560095. Subsequently, the Registered office has been shifted to L&T House, N.M Marg, Ballard Estate, Mumbai- 400 001, Maharashtra w.e.f. February 24, 2022. Esencia is *inter-alia* engaged in the business of all IT/telecom related technologies/solutions like software and hardware development, services, consultancy, implementation and maintenance, networking, Data Processing, Infrastructure Solutions, Storage solutions, E-Commerce solutions, internet related technologies, Enterprise Resource Planning (ERP) implementation and maintenance and Outsourcing activities like Business Processing Outsourcing (BPO), Knowledge Process Outsourcing (KPO), Information Technology Outsourcing (ITO) and other services outside India.

- 3.2 **GRAPHENE SEMICONDUCTOR SERVICES PRIVATE LIMITED** ("Transferor Company-2"/ "Graphene") is a private limited company incorporated under the provisions of the Companies



or abroad and To impart education by providing teaching and training in the field of information & computer technology, data processing, development of computer hardware and software, data processing and telecommunication technology and To establish and run Computer Training Centre either in India or elsewhere independently ,or under franchise arrangement for imparting education in information Technology viz Hardware, Software data processing and to act as call centre, mass media, print media and film media and To carry on in India or elsewhere business, as sellers, buyers, distributors, rent out service, Marketing, fabricators, assemblers, importers, exporters, agents, stockists, repair & maintenance or otherwise: deal in all kinds of computers, computer systems, software, hardware, photo copies and data processing equipment including components, spares, accessories and peripherals and To establish bureaus for providing computer service, to process data and develop systems of all kinds by processing jobs and hiring out machine, time machines and to set up, operate and supervise the operation of the data processing divisions of other companies or organizations in India or elsewhere.

3.4 **L&T TECHNOLOGY SERVICES LIMITED** ("Transferee Company"/ "LTTS") is a listed public limited company was originally incorporated on June 14, 2012 under the name and style of "L&T Technology and Engineering Services Company Limited" as a public limited company incorporated under the provisions of the Companies Act, 1956. However, its name was later changed to "L&T Technology Services Limited" w.e.f. from July 25, 2012 having CIN L72900MH2012PLC232169 and having its Registered office at L&T House, N.M Marg, Ballard Estate, Mumbai- 400001, Maharashtra. LTTS is *inter-alia* engaged in the business of providing a range of engineering services and related technologies in the areas of embedded systems, mechanical, plant & manufacturing engineering services, as Design & Consulting, Prototyping, Valve Engineering, Validation, Engineering Process Services, Sourcing, support maintenance, sustenance & after market support, electrical electronics hardware and software, Technical Publications, Detail Engineering and Asset Information Management..

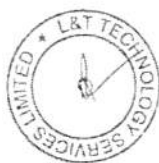


- 3.5 The Board of Directors of the Transferor Companies and the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the Act and in compliance with Section 2 (1B) of the Income Tax Act, 1961.

4. RATIONALE/PURPOSE OF THE SCHEME OF AMALGAMATION:

The reasons and circumstances leading to and justifying the proposed Scheme of Amalgamation, which make it beneficial for all concerned, including the members of all the Companies, are as follows:

- a) The Transferor Companies and the Transferee Company are collectively operating in the business of providing Engineering Research & Development solutions to its customers in same geographies with similar profiles and can be conveniently combined and managed by the Transferee Company for leveraging superior delivery to customers and financial capability of the Transferee Company for mutual benefit;
- b) One of the chief reasons necessitating the amalgamation is that the Transferor Companies are wholly owned subsidiaries of the Transferee Company. Resultantly, the management of the Transferor and Transferee Companies have evaluated the plan and strategy for all the four Companies and feel that amalgamating the entities will be effective in obtaining synergy in the operations of all the four Companies;
- c) The management has decided to consolidate the various business lines of the Transferor Companies and the Transferee Company to enable cost competitiveness;
- d) The Scheme is commercially and economically viable and feasible and is in fact fair and reasonable;
- e) The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to



focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, organizational efficiencies, reduction in overheads, personnel costs, costs of ERP, compliance cost and other administrative expenses. It will prevent cost duplication and will result in synergies in operations.

- f) The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.

5. **DEFINITIONS & INTERPRETATIONS:**

In this Scheme (as defined hereunder), unless inconsistent with the meaning or context thereof, the following expressions shall have the meanings respectively assigned against them:

- 5.1 “Act” means the Companies Act, 2013 and shall include any statutory modification(s), re-enactment(s) or amendment thereof from time to time;

- 5.2 “Amalgamation” means the amalgamation of Transferor Companies with the Transferee Company in terms of the Scheme in its present form or with any modification(s) as approved for sanction by the National Company Law Tribunal at Mumbai, Maharashtra or the National Company Law Appellate Tribunal at New Delhi or as such other Appropriate Authority may approve;

- 5.3 “Applicable Law” means any statute, notification, bylaws, rules, regulations, guidelines, rules of common law, policy, code of directives, ordinances, orders or instructions having force of law enacted or issued by any appropriate authority including any statutory modification or enactment thereof for the time being in force;

- 5.4 “Appointed Date” for the purposes of the Scheme means 1st April 2022 or such other date(s) as the National Company Law Tribunal at Mumbai, Maharashtra or the National Company Law Appellate Tribunal at New Delhi or such other Appropriate Authority may approve;



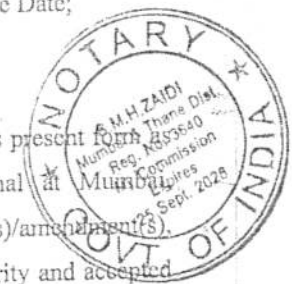
5.5 "Appropriate Authority" means any governmental, statutory, departmental or public body or authority, including the relevant Registrar of Companies and/or the Regional Director;

5.6 "Board of Directors of the Transferee Company" shall mean the Board of Directors of LTTS, and shall, unless it is repugnant to the context, includes any committee(s) constituted/to be constituted by the board of directors of LTTS or any other person authorized/to be authorized by the board of directors of the LTTS or any committee thereof to exercise its powers including the powers in terms of this Scheme;

5.7 "Board of Directors of the Transferor Companies" shall mean the Board of Directors of Esencia, Graphene and Seastar, and shall, unless it is repugnant to the context, include committee(s) constituted/to be constituted by the board of directors of Esencia, Graphene and Seastar or any other person authorized/to be authorized by the board of directors of Esencia, Graphene and Seastar or any committee thereof to exercise its powers including the powers in terms of this Scheme;

5.8 "Effective Date" shall mean the latter of the dates on which certified copy of the order(s) sanctioning the Scheme passed by the National Company Law Tribunal at Mumbai, Maharashtra is filed with the Registrar of Companies, Mumbai, Maharashtra. References in the Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date;

5.9 "Scheme" means the Scheme of Amalgamation in its present form submitted to the National Company Law Tribunal at Mumbai, Maharashtra or this Scheme with such modification(s)/amendment(s), if any, as may be directed by any Appropriate Authority and accepted by the respective Board of Directors of the Transferor Companies and/or Transferee Company and /or directed to be made by the National Company Law Tribunal at Mumbai, Maharashtra;

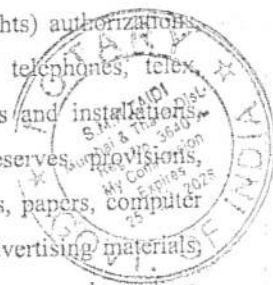


- 5.10 "Transferee Company" shall mean "L&T Technology Services Limited", a company incorporated under the Companies Act, 1956 and having its Registered office at L&T House, N.M Marg, Ballard Estate, Mumbai- 400001, Maharashtra;
- 5.11 "Transferor Company-1" shall mean Esencia Technologies India Private Limited, a private limited company incorporated under the provisions of the Companies Act, 1956, having its Registered office at L&T House, N.M Marg, Ballard Estate, Mumbai- 400001, Maharashtra;
- 5.12 "Transferor Company-2" shall mean Graphene Semiconductor Services Private Limited, a private limited company incorporated under the provisions of the Companies Act, 1956, having its Registered office at L&T House, N.M Marg, Ballard Estate, Mumbai- 400001, Maharashtra;
- 5.13 "Transferor Company-3" shall mean Seastar Labs Private Limited, a private limited company incorporated under the provisions of the Companies Act, 2013, having its Registered office at L&T House, N.M Marg, Ballard Estate, Mumbai- 400001, Maharashtra;
- 5.14 "Tribunal" means National Company Law Tribunal, Mumbai as constituted by the Central Government under the Companies Act 2013 as amended from time to time;
- 5.15 "Undertaking" means the entire business and all the undertaking of the Transferor Companies and shall include:

- a) All the tangible and intangible assets, properties, business and commercial rights or any other assets of the Transferor Companies, whether appearing in the financial statements or not, as on the Appointed Date (hereinafter referred to as "the Assets");
- b) All the debts, liabilities, duties and obligations of the Transferor Companies, whether appearing in the financial statements or not, as on the Appointed Date (hereinafter referred to as "the Liabilities");

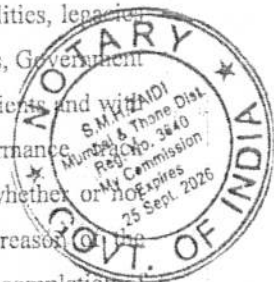


c) Without prejudice to the generality of sub-clause (a) above, the undertaking of the Transferor Companies shall include (without being limited to all the Transferor Companies reserves and the authorised/ paid-up share capital), movable or immovable, tangible or intangible properties, buildings and structures, offices, residential and other premises, capital work in progress, sundry debtors, furniture, fixtures, office equipment, vehicles, appliances, accessories, power lines, deposits, all stocks, assets, investments of all kinds including investments in subsidiaries and other affiliates (including shares, scrips, stocks, bonds, debenture stock, mutual funds), Cash & Bank balances, bank deposits, loans, advances, contingent rights or benefits, receivables (including tax refunds, tax credits), benefit of any deposits, financial assets, leases, powers, authorities, allotments, approvals, permits and consents, quotas, rights, entitlements, contracts, licenses, municipal permissions, tenancies in relation to the office and/or residential properties for the other persons, guest houses, godowns, warehouses, leases, licenses, fixed and other assets, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, and balances, loans, title, interests, other benefits (including tax benefits) and advantages of whatsoever nature and wheresoever 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 trade and service names and marks, patents, knowhow, copyrights, and other intellectual property rights of any nature whatsoever (including application for registration of the same and right to use such intellectual rights) authorization, permits, approvals, rights to use and avail of telephones, telex, facsimile, email, internet, leased line connections and installations, utilities, water, electricity and other services, reserves, provisions, funds, benefits of all agreements, all records, files, papers, computer programs, 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 in connection with or relating to the Transferor Companies and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or



granted in favour of or held for the benefit of or enjoyed by the Transferor Companies, whether in India or abroad;

- d) All records, files, papers, engineering and process information, computer programmes, software licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form; and;
- e) All present and future liabilities including contingent liabilities and shall further include any obligations under any licenses and/or permits;
- f) All agreements (including agreements for lease or license of the properties), rights, contracts (including customer contracts of every nature and revenue and receipts associated therewith), entitlements, pre-qualifications, permits, licenses, registrations, insurance policies, approvals, consents, engagements, arrangements, subsidies, concessions, exemptions and all other privileges and benefits of every kind, nature and description whatsoever (including but not limited to benefits of tax relief under the Income Tax Act, 1961;
- g) Security deposits, advances, earnest monies, advance lease rentals or other payments made to or received from the lessors or suppliers or service providers;
- h) Right to use the work experience, qualifications, capabilities, legal and track record with national & international companies, Government / Non – Government agencies / bodies, contracts with clients and vendors, (including technical parameters, past performance record, financials etc.) of the Transferor Companies, whether pertaining to the Transferor Companies, acquired by reason of completion of various projects and works, certificates of completion of projects or works issued by the clients and the right to use all these for qualifying for any tender or project that may be issued at any time.



**PART B - SHARE CAPITAL STRUCTURE OF THE TRANSFEROR
AND TRANSFEREE COMPANIES.**

6. The Authorized and the Issued, Subscribed and Paid-Up Share Capital of the Transferor Company-1 and Transferee Company as per their respective latest available Audited Balance Sheets as on 31st March 2022 are as under:

6.1 **ESENCIA TECHNOLOGIES INDIA PRIVATE LIMITED**

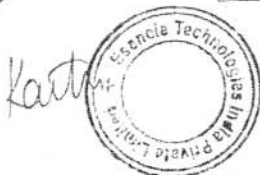
The Share Capital of Esencia Technologies India Private Limited, the Transferor Company-1 as of 31st March 2022 is as under:

Transferor Company-1	As at 31 st March, 2022	
	No. of shares	Amount in Rs.
SHARE CAPITAL		
AUTHORIZED – EQUITY		
Equity Shares of Rs. 10/- each	10,000	1,00,000
Total:	10,000	1,00,000
ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL		
Equity Shares of Rs. 10/- each	10,000	1,00,000
Total:	10,000	1,00,000

6.2 **GRAPHENE SEMICONDUCTOR SERVICES PRIVATE LIMITED**

The Share Capital of Graphene Semiconductor Services Private Limited, the Transferor Company-2 as of 31st March 2022 is as under:

Transferor Company-2	As at 31 st March, 2022	
	Nos.	Rs.
SHARE CAPITAL		
AUTHORIZED		
Equity Shares of Rs. 10/- each	70,00,000	700,00,000
Total:	70,00,000	700,00,000



ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL		
Equity Shares of Rs. 10/- each	14,31,736	1,43,17,360
Total:	14,31,736	1,43,17,360

6.3 SEASTAR LABS PRIVATE LIMITED

The Share Capital of Seastar Labs Private Limited, the Transferor Company-3 as of 31st March 2022 is as under:

Transferor Company-3	As at 31 st March, 2022	
	No. of shares	Amount in Rs.
SHARE CAPITAL		
AUTHORIZED – EQUITY		
Equity Shares of Rs. 10/- each	50,000	5,00,000
Total:	50,000	5,00,000
ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL		
Equity Shares of Rs. 10/- each	50,000	5,00,000
Total:	50,000	5,00,000

6.4 L&T TECHNOLOGY SERVICES LIMITED

The Share Capital of L&T Technology Services Limited, the Transferee Company as of 31st March 2022 is as under:

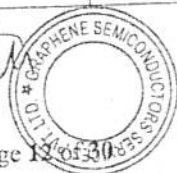
Transferee Company	As at 31 st March, 2022	
	No. of shares	Amount in Rs.
SHARE CAPITAL		
AUTHORIZED – EQUITY		
Equity Shares of Rs. 2/- each	525,00,00,000	1050,00,00,000
Total:	525,00,00,000	1050,00,00,000
ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL		



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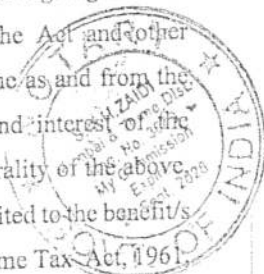
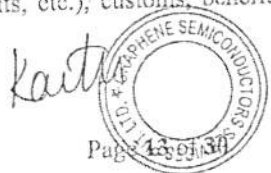


Equity Shares of Rs. 2/- each	10,55,32,167	21,10,64,334
Total:	10,55,32,167	21,10,64,334

Subsequent to the latest audited financial statements of the Transferor Companies there has been no change in the authorized, subscribed and paid-up share capital of any of the Transferor Companies. There has been a change in the Issued, Subscribed and Paid-up Share Capital of the Transferee Company on account of Allotment of shares under the ESOP scheme. Presently the Issued, Subscribed and Paid-Up Capital of the Transferee Company is 10553462 equity shares of Rs. 2 each aggregating to Rs. 211,106,924/-

**PART C – TRANSFER AND VESTING OF THE UNDERTAKING OF
THE TRANSFEROR COMPANIES INTO THE TRANSFEEE
COMPANY.**

7. Upon coming into effect of this Scheme and with effect from the Appointed Date:
- 7.1 Subject to the provisions of the Scheme, the entire Undertaking of the Transferor Companies including all the estate, assets, investments, rights, claims, title, interest and privileges, powers and authorities including accretions and appurtenances) shall, subject to the provisions of Clauses 7.2 and 7.3 in relation to the mode of vesting and pursuant to the provisions of the Act and without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company *as a going concern* pursuant to the provisions of Section 232(3) of the Act and other applicable provisions of the said Act so as to become as and from the Appointed Date, the assets, estates, rights, title and interest of the Transferee Company. Without prejudice to the generality of the above, all benefits, concessions, reliefs including but not limited to the benefit/s under income tax (including tax relief under the Income Tax Act, 1961 such as credit for advance tax, taxes deducted at source, carry forward of Minimum Alternate Tax Credit, carry forward of tax losses including unabsorbed depreciation, continuity of tax holiday/ deduction available, if any, etc.), service tax (including benefits of any unutilized CENVAT/ service tax credits, etc.), customs, benefits under EXIM and various



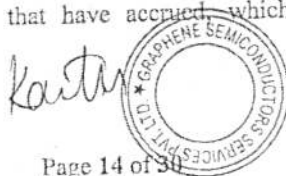
export incentives, credit for Goods and Services Tax, excise, value added tax, sales tax (including deferment of sales tax), such other tax or other benefits under any laws or any other registrations, etc., to which the Transferor Companies are entitled to in terms of various statutes and/or schemes of Union, State, and Local Governments/ bodies and/or otherwise, shall be available to and vest in the Transferee Company;

7.2 In respect of such of the assets of the Transferor Companies as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same may be so transferred by the Transferor Companies, and shall, upon such transfer, become the property of the Transferee Company;

7.3 In respect of such of the assets belonging to the Transferor Companies other than those referred to in Clause 7.2 above, the same shall, as more particularly provided in Clause 7.1 above, without any further act, instrument or deed be transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company with effect from the Appointed Date pursuant to the provisions of Section 232 of the Act. The mutation of the title to all such immovable assets belonging to the Transferor Companies shall be made and duly recorded by the appropriate authorities pursuant to the Scheme, in accordance with the terms hereof without any further act or deed whatsoever, in favour of the Transferee Company;

7.4 All debts, liabilities outstanding, reserves and receivables of the Transferor Companies shall, on and from the Appointed Date, stand transferred to and vested in the Transferee Company without any further notice, acts or deeds and pursuant to provisions of Sections 232 of the Act or intimation to the debtors and the debtors shall be obliged to make payments to the Transferee Company on and after the Appointed Date.

7.5 All the licenses (including hardware and software licenses), permits, quotas, approvals, permissions, incentives, loans, subsidies, concessions, grants, rights, no objection certificates claims, leases, liberties, rehabilitation schemes, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by and all rights and benefits that have accrued which may accrue to the



Transferor Companies shall, pursuant to the provisions of Section 232(3) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and/or be deemed to have been transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date, the licenses, permits, quotas, approvals, permissions, incentives, loans, subsidies, concessions, grants, rights, no objection certificates, claims, leases, liberties, rehabilitation schemes, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible under law. It is hereby clarified that all inter party transactions between the Transferor Companies and the Transferee Company shall be considered as intra party transactions for all purposes from the Appointed Date;

7.6 The benefit of all transferable statutory and regulatory permissions, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Transferor Companies shall vest in and become available to the Transferee Company pursuant to the Scheme;

7.7 Without prejudice to the generality of the clauses 7.5 and 7.6, the approvals, licenses etc. shall stand transferred to the Transferee Company pursuant to the Scheme without any further act, instrument or deed;

7.8 It is clarified that notwithstanding anything to the contrary contained herein, all rights relating to patents, designs and drawings, trademarks, service marks, logos, domain names and ~~copyrights~~ copyrights, inventions and brand names which are possessed and owned by the Transferor Companies including the right to use the ~~brand name~~ and business names and any similar rights and the benefit of any of the foregoing shall be available to Transferee Company;

7.9 All assets, estates, rights, title, interest, licenses and authorities acquired by or permits, quotas, approvals, permissions, incentives, loans or benefits, subsidies, concessions, grants, rights, claims, leases, liberties, rehabilitation schemes and other assets, special status and other benefits



or privileges enjoyed or conferred upon or held or availed of by and/or all rights and benefits that have accrued or which may accrue to the Transferor Companies after the Appointed Date and prior to the Effective Date in connection or in relation to the operation of the Undertaking shall upon coming into effect of this Scheme, pursuant to the applicable provisions of the Act, without any further act, instrument or deed, be and stand transferred to and vested or deemed to have been transferred to and vested in the Transferee Company;

7.10 Since each of the permissions, approvals, licenses, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations, if any, of the Transferor Companies shall stand transferred by the order of the Tribunal to the Transferee Company, the Transferee Company shall file relevant intimations, for the record of the statutory authorities so that the same can be taken on file, pursuant to the vesting of the orders of the Tribunal;

7.11 The technical qualifications, right to use the accreditations/pre-qualifications, work experience, track record with customers or other parties, contracts with clients and with vendors, of the Transferor Companies (acquired by reason of its operations in the past) in relation to or in connection with the Undertaking shall be deemed to be part of and belonging to the Transferee Company and shall for all purposes be regarded as the work experience and technical qualification, of the Transferee Company with effect from the Appointed Date;

7.12 On and from the Effective Date, all cheques and other negotiable instruments and payment orders received or presented for encashment which are in the name of the Transferor Companies shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. Similarly, the banker of the Transferee Company shall honour all cheques issued by the Transferor Companies for payment after the Effective Date. If required, the Transferor Companies may allow maintaining of bank accounts in the name of Transferor Companies by the Transferee Company for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the



Transferor Companies in connection with the business / tax refunds etc. of the Transferor Companies. It is hereby expressly clarified that any proceedings by or against the Transferor Companies in relation to cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies shall be instituted, or as the case may be, continued, by or against, the Transferee Companies after the coming into effect of the Scheme.

8. Upon the coming into effect of this Scheme and with effect from the Appointed Date:

8.1 All the secured and unsecured debts, (whether in rupees or in foreign currency), all liabilities, duties and obligations of the Transferor Companies along with any charge, encumbrance, lien or security thereon shall, pursuant to the applicable provisions of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to have been transferred to and vested in, so as to become the debts, liabilities, duties and 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. It is clarified that in so far as the Assets of the Transferor Companies are concerned, the security or charge over such Assets or any part thereof, relating to any loans, debentures or borrowing of the Transferor Companies, shall, without any further act or deed continue to relate to such Assets or any part thereof, after the Effective Date and shall not relate to or be available as security in relation to any part of the assets of the Transferee Company;

8.2 All debentures, bonds, notes or other debt securities of the Transferor Companies, whether convertible into equity or otherwise, as maybe applicable (hereinafter referred to as the "Transferor Companies Securities"), shall, pursuant to the applicable provisions of the Act, without any further act, instrument or deed become securities of the Transferee Company and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in, deemed



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to have been transferred to and vested and shall be exercised by or against the Transferee Company as if it were the Transferor Companies in respect of the Transferor Companies Securities so transferred;

8.3 Assets of the Transferee Company shall not relate to or be available as security in relation to the said borrowings of the Transferor Companies unless the Transferee Company otherwise agrees;

8.4 Where any of the liabilities and obligations of the Transferor Companies as on the Appointed Date transferred to the Transferee Company have been discharged by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company;

8.5 All loans raised and utilized and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Companies in relation to or in connection with the Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of Section 232(3) of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company which shall meet, discharge and satisfy the same;

8.6 For the removal of doubts it is clarified that to the extent that there are inter-company loans, deposits, obligations, balances or other outstanding(s) including any interest thereon, as between the Transferor Companies and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of such assets or liabilities as the case may be.

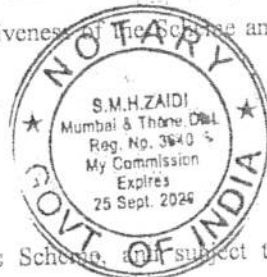


9. Legal Proceedings:

- 9.1 All proceedings of whatsoever nature (legal, taxation or otherwise and others, including any suits, actions, appeals, arbitrations, execution proceedings, revisions, writ petitions, proceedings in respect of registrations of any patent, copyright, trademark, service names or marks, or designs, or any other intellectual property right, if any) (hereinafter called the "Proceedings") by or against each of the Transferor Companies shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer and vesting of the Undertaking of the Transferor Companies or anything contained in this Scheme but the said Proceedings, shall, till the Effective Date be continued, prosecuted and enforced by or against each of the Transferor Companies, as if this Scheme had not been made;
- 9.2 Upon the coming into effect of this Scheme, the Proceedings by or against each of the Transferor Companies pending and/or arising before any judicial, quasi-judicial authority or tribunal on or before the Effective Date shall be continued and be enforced by or against the Transferee Company as effectually as if the same had been pending and/or had arisen by or against the Transferee Company;
- 9.3 The Transferee Company undertakes to have accepted on behalf of itself, all the Proceedings initiated by or against each of the Transferor Companies transferred to its name and to have the same continued, prosecuted and enforced by or against the Transferee Company and any payment and expenses made thereto shall be the liability of the Transferee Company only upon effectiveness of the Scheme and not otherwise.

10. Contracts:

- 10.1 Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all customer contracts, derivative contracts, hedging instruments, forward and option contracts, deeds, bonds, agreements, arrangements, incentives, licenses, engagements, approvals, registrations and assurances and other instruments of whatsoever nature ("Contracts") to which each of the Transferor

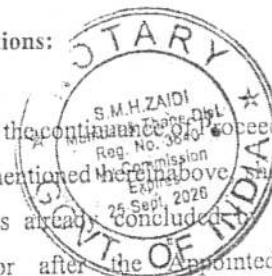


Companies are a party or to the benefit of which each of the Transferor Companies may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favour of the Transferee Company as the case may be and may be enforced as fully and effectually as if, instead of each of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto. The Transferee Company may if and wherever necessary, enter into and/or issue and/or execute deeds, writings or confirmations at any time, enter into any tripartite arrangements, confirmations or novations prior to the Effective Date to which each of the Transferor Companies will, if necessary, also be a party in order to give formal effect to the provisions of this Clause;

10.2 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, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which each of the Transferor Companies were 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 Part C of this Scheme, be deemed to be authorised to execute any such writings on behalf of each of the Transferor Companies to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of each of the Transferor Companies.

11. Saving of Concluded Transactions:

The transfer of the Undertaking, the continuance of proceedings and the effectiveness of Contracts as mentioned hereinabove shall not affect any transaction or Proceedings already concluded by each of the Transferor Companies on or after the Appointed Date for Amalgamation 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 each of the Transferor Companies in respect thereto, as if done and executed on behalf of the Transferee Company.



12. **Re-organization of Share Capital:**

As the entire Issued, Subscribed and Paid-up Equity Share Capital of each of the Transferor Companies is held by the Transferee Company and its nominees, upon the Scheme being effective, notwithstanding anything contrary in this Scheme, the said Share Capital of each of the Transferor Companies will stand automatically cancelled and there will be no issue and allotment of fresh shares to the Transferee Company as the Transferee Company and its nominees are the only shareholders of each of the Transferor Companies.

13. **Increase In Authorized Share Capital of Transferee Company**

13.1 Upon the Scheme coming into effect, the Authorized Capital of each of the Transferor Companies as on Effective Date, shall be deemed to be added to Authorized Share Capital of the Transferee Company as on such date without any further act, deed, procedures or formalities. The filing fees and stamp duty, if any, paid by each of the Transferor Companies on its Authorized Share Capital, shall be deemed to have been so paid by the Transferee Company on such increase in Authorized Share Capital and accordingly, the Transferee Company shall not be required to pay any fee/stamp duty for its increased Authorized Share Capital;

13.2 Upon coming into effect of the Scheme, Clause no. V (A) of the Memorandum of Association of the Transferee Company shall without any further act, deed or instrument, be substituted by the following clause:

"The Authorised Share Capital of the Company is Rs. 10,57,06,00,000 is divided into 5,28,53,00,000 Equity shares of Rs. 200/- (Rupees Two only) each."

13.3 It shall be deemed that the members of the Transferee Company have also resolved and accorded all relevant consents under Section 13 of the Act. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 13 of the Act for the amendment of Memorandum of Association of the Transferee Company as above.



14. **Treatment of the Scheme for the purposes of Income Tax Act, 1961**

The amalgamation of each of the Transferor Companies with the Transferee Company pursuant to this Scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2 (1B) of the Income Tax Act, 1961. If any of the terms or provisions of Part C of the Scheme is/are found or interpreted to be inconsistent with the provisions of Section 2 (1B) of the Income Tax Act, 1961 at a later date including resulting from an amendment of a law or for any other reason whatsoever, the provisions of Section 2 (1B) of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with the provisions of Section 2 (1B) of the Income Tax Act, 1961. Such modification/s will however not affect the other parts of the Scheme.

PART D – ACCOUNTING TREATMENT FOR THE AMALGAMATION IN THE BOOKS OF TRANSFEREE COMPANY

15. **General Accounting Treatment:**

15.1 With effect from the Appointed Date and upon the Scheme becoming effective, the Transferee Company shall follow pooling of interest method specified in Appendix C of Indian Accounting Standard 103 (Ind AS 103) (Business Combinations of entities under common control) for the purpose of accounting for the amalgamation read with clarifications issued by Institute of Chartered Accountants of India (“ICAI”);

15.2 All assets and liabilities, including reserves, of each of the Transferor Companies shall be recorded in the books of accounts of the Transferee Company at their existing carrying amounts and in the same form as appearing in the consolidated financial statements of the Transferee Company. The identity of the reserves shall be preserved and shall appear in the financial statements of the Transferee Company in the same form in which they appeared in the financial statements of each of the Transferor Companies;

15.3 In case of any difference in accounting policies of each of the Transferor Companies and the Transferee Company the accounting policies followed by the Transferee Company shall prevail;



investments or any part thereof except in the ordinary course of its business;

16.3 The Transferor Companies shall not undertake any new business or change the general character or nature of its business except with the concurrence of the Transferee Company.

17. **Dividend:**

17.1 The Transferor Companies and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective equity shareholders in respect of the accounting period after the Appointed Date and prior to the Effective Date;

17.2 The holders of the equity of each of the Transferor Companies and the Transferee Company shall, save as expressly provided otherwise in this Scheme continue to enjoy their existing rights under their respective Articles of Association including the right to receive dividends;

17.3 It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any member of any of the Transferor Companies and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective board of directors of the Transferor Companies and the Transferee Company and subject, wherever necessary, to the approval of the shareholders of each of the Transferor Companies and the Transferee Company, respectively;

18. **Resolutions:**

Upon the coming into effect of this Scheme, the resolutions of any of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the



said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.

19. **Dissolution of each of the Transferor Companies:**

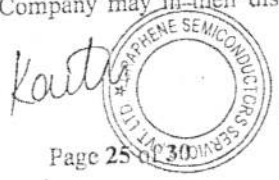
Pursuant to the Scheme becoming effective and with effect from the Effective Date, each of the Transferor Companies shall be dissolved without being wound up, without any further act, deed or instrument. On and from the Effective Date, the name of each of the Transferor Companies shall be removed from the records of the Registrar of Companies and records relating to each of the Transferor Companies shall be transferred and merged with the records of the Transferee Company.

20. **Application to the Central Government or Tribunal :**

The Transferor Companies and the Transferee Company shall with all reasonable dispatch, make all necessary applications and/or petitions under Section 232 and other applicable provisions of the Act (as maybe necessary) to the Tribunal, for sanctioning the Scheme and for dissolution of each of the Transferor Companies without winding up under the provisions of law and obtain all approvals as may be required under law.

21. **Modification or Amendments to the Scheme:**

21.1 The Transferor Companies and the Transferee Company shall from time to time on behalf of all persons concerned with the Scheme, make all modifications or amendments or additions to this Scheme or to any conditions or limitations which either the Boards of Directors or a committee or committees of the concerned Board or any Director authorised in that behalf by the concerned Board of Directors (hereinafter referred to as the "Delegates") of each of the Transferor Companies and the Transferee Company deem fit, subject to the approval of the Tribunal or any other authorities under law may deem fit to approve of or impose and which each of the Transferor Companies and the Transferee Company may in their discretion deem fit and to

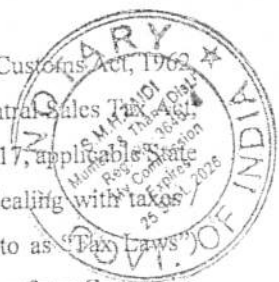


resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or to review the position relating to the satisfaction of the conditions to this Scheme and if necessary, to waive any of those (to the extent permissible under law) for bringing this Scheme into effect. In the event that any of the conditions that may be imposed by the Tribunal or other authorities which each of the Transferor Companies or the Transferee Company may find unacceptable for any reason, then each of the Transferor Companies and the Transferee Company are at liberty to modify or withdraw the Scheme. The aforesaid powers of each of the Transferor Companies and the Transferee Company may be exercised by the Delegates of the respective Companies;

21.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Delegate of each of the Transferor Companies and Transferee Company may give and are authorised to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

22. Taxes:

22.1 Any tax liabilities under the Income Tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Services Tax, Goods and Services Tax Act, 2017, applicable State VAT laws or other applicable laws / regulations dealing with taxes duties / levies (hereinafter in this Clause referred to as Tax Laws) allocable or related to the business of each of the Transferor Companies to the extent not provided for or covered by the provision for tax in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company. Any surplus in the provision for taxation / duties / levies account including advance tax and tax deducted at source (TDS) as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company;



22.2 With effect from the Appointed Date and upon the Scheme becoming effective, any tax credits, tax receivables, advance/prepaid taxes, taxes deducted at source, the unabsorbed depreciation and losses of each of the Transferor Companies shall be treated as the foreign tax credits, tax receivables, advance/prepaid taxes, benefits under custom duty draw backs, rebates and EXIM and various export incentives, taxes deducted at source, the unabsorbed depreciation and losses of the Transferee Company as on the Appointed Date and the Transferee Company shall be entitled to claim in its tax return or in the statutorily prescribed manner such foreign tax credits, tax receivables, advance /prepaid taxes, benefits under custom duty draw backs, rebates and under EXIM and various export incentives, taxes deducted at source, set-off /carry forward the loses and unabsorbed depreciation of each of the Transferor Companies and to revise its tax returns and including any loss, related tax deduction certificates and to claim refund, advance tax credits, tax receivables, etc., accordingly;

22.3 Any refund under the Tax Laws due to each of the Transferor Companies consequent to the assessment made on the Transferee Company 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;

22.4 All taxes (including income tax, customs duty, service tax, Goods and Services Tax etc.) paid or payable by each of the Transferor Companies in respect of the operations and/or the profits of the business before the Appointed Date, shall be on account of each of the Transferor Companies and, in so far as it relates to the tax payments including, without limitation, custom duty, income tax, service tax, Goods and Services Tax etc.), whether by way of deduction at source, advanced tax or otherwise howsoever, by each of the Transferor Companies in respect of the profits or activities or operation of the business after 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;



22.5 The Transferee Company shall be entitled to tax benefits under Section 72A or any other provision of the Income Tax Act, 1961 towards brought forward losses and unabsorbed depreciation of each of the Transferor Companies, if any from the taxable profits of the Transferee Company with effect from the Appointed Date and the Transferee Company shall be entitled to carry forward such losses and unabsorbed depreciation of each of the Transferor Companies and to revise its tax returns and including any loss, returns, related tax deduction certificates and to claim refund, advance tax credits, etc., accordingly. The Transferee Company shall continue to enjoy the tax benefits / concessions available to each of the Transferor Companies through notifications/Circulars issued by the concerned Authorities from time to time;

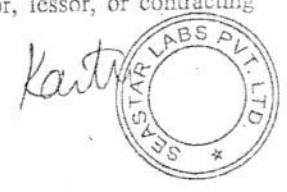
22.6 All compliances and returns filed with respect to advance tax, withholding taxes or tax deduction at source, Goods and Service tax, other indirect taxes (including Services tax, VAT Customs, etc.) or any other applicable Act, to be done or done by each of the Transferor Companies in relation to the Transferred Undertaking shall for all purposes be treated as compliances to be done or done by the Transferee Company;

22.7 Upon the coming into effect of the Scheme, the Transferee Company may, if it considers necessary or expedient, revise (with retrospective effect if applicable) its income tax returns, TDS returns, Goods and Service Tax returns, services tax returns, sales tax returns and other tax returns, and claim refunds and/or credits, etc. pertaining to the Transferred Undertaking pursuant to the provisions of the Scheme.

23. Scheme conditional on approval/sanctions:

This Scheme is conditional upon and subject to:

- 23.1 The requisite order/s of the Tribunal being obtained;
- 23.2 Such other sanctions and approvals, including sanctions of any governmental or regulatory authority, creditor, lessor, or contracting



party as may be required by law or by contract in respect of the Scheme, being obtained; and

23.3 The certified copy/copies of the order/s referred to in this Scheme being filed with the Registrar of Companies, Mumbai, Maharashtra as applicable.

24. **Effect of Non-Receipt of Approvals/Sanctions:**

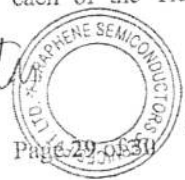
24.1 In the event this Scheme fails to take effect then it shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by each of the Transferor Companies and/or the Transferee Company or their shareholders or creditors or employees or any other person;

24.2 If any part of the Scheme hereof is ruled illegal or invalid by, or is not sanctioned by the NCLT, or is unenforceable under present or future laws, or which otherwise is considered unnecessary, undesirable or inappropriate at any stage by the Board of Directors of each of the Transferor Companies and the Transferee Company, then it is the intention of each of the Companies that such part shall be severable from the remainder of the Scheme, and the Scheme shall be affected thereby, unless the deletion of such part shall cause the Scheme to become materially adverse to any party, in which case each of the Companies shall attempt to bring about a modification or withdrawal in the Scheme, as will best preserve for the Companies the benefits and obligations of the Scheme, including but not limited to such part;

24.3 The Transferor Companies shall be dissolved without winding up with effect from the date on which the certified copy of the Order under Section 232 of the Act, of the Tribunal at Mumbai sanctioning the Scheme is filed with the Registrar of Companies, Mumbai.

25. **Severability:**

25.1 If any part or provision of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board of Directors of each of the Transferor Companies and the



Transferee Company, affect the validity or implementation of the other parts and/or provisions of this Scheme. The Transferor Companies (by its Board of Directors) and the Transferee Company (by its Board of Directors), (either by themselves or through a committee or authorized officers appointed by them in this behalf), may, in their full and absolute discretion, modify, vary or withdraw this Scheme prior to the Effective Date in any manner at any time;

25.2 In the event of non-fulfillment of any or all of the obligations under this Scheme by any party towards any other party inter-se or to third parties and non-performance of which will place the other party under any obligation, then such defaulting party will indemnify all costs and interest to such other affected party.

26. **Costs, Charges & Expenses:**

All costs, charges, levies and expenses including any taxes and duties of each of the Transferor Companies and the Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Companies in pursuance of this Scheme shall be borne and paid by the Transferee Company.



Certified True Copy _____
 Date of Application 30/11/2023
 Number of Pages 30
 Fee Paid Rs. 150/-
 Applicant called for collection copy on 05/12/2023
 Copy prepared on 05.12.2023
 Copy Issued on 05/12/2023

P. S. Sonawane
 Deputy Registrar 05.12.2023

