



# GRETEX INDUSTRIES LIMITED

90, Phears Lane, 5<sup>th</sup> Floor, Kolkata-700012

Phone: 033 2236 0083, Mob: 9830025765

Website: [www.gretexindustries.com](http://www.gretexindustries.com)

Email Id: [arvind@gretexgroup.com](mailto:arvind@gretexgroup.com), [info@gretexindustries.com](mailto:info@gretexindustries.com)

CIN: L17296WB2009PLC136911

Date: 05.04.2024

To,  
The Manager, Compliance Department,  
**The National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G-Block  
Bandra Kurla Complex, Bandra (East),  
Mumbai- 400051

Dear Sir/Madam,

**Scrip Symbol: GRETEX**

**Sub: Intimation regarding the receipt of Certified Order of Approval of Scheme of Merger by Hon'ble NCLT**

This is in furtherance to our letters dated June 09, 2020, March 02, 2024 and April 03, 2024 in connection with the Scheme of Amalgamation /Merger of Gretex Industries Limited (“Transferee Company”) with Apsara Selections Limited and Sankhu Merchandise Private Limited (“Transferor Companies”) and their respective shareholders ('the scheme').

In this regard, we wish to inform you that the Transferor Companies received the Certified True Copy of the aforesaid order on April 4, 2024. The said copy of the Order is enclosed herewith.

Further, the transferor companies shall file the said order with ROC, Mumbai.

The certified true copy of the Transferee company is awaited.

We, request you to take the above information on record and oblige us.

Thanking you,  
Yours faithfully,  
**For Gretex Industries Limited**

ARVIND   
HARLALKA Digitally signed by  
ARVIND HARLALKA  
Date: 2024.04.05  
19:26:48 +05'30'

**Arvind Harlalka**  
**Managing Director**  
**DIN: 00494136**  
**Place: Kolkata**

**Branch:** Century Apartment Ganesh Guri, GS Road 1<sup>st</sup> Floor, Guwahati – 781005

**Godown:** 176/1/B, Manicktalla Main Road, 1<sup>st</sup> Floor, Kolkata – 700 054

**Showroom:** Express Zone, Wing-A, G-82, Western Express Highway, Opp. Oberoi Mall,  
Panch Bawadi, Maald (East), Mumbai – 400097

IN THE NATIONAL COMPANY LAW TRIBUNAL,

**MUMBAI BENCH-V**

C.P.(CAA)/181 /MB/2022

Connected with

C.A.(CAA)/108/MB/2021

Application to sanction Agreement to  
Embody in the scheme of Under  
Section 230-232 of the Companies Act.2013

*In the matter of*

Companies Act, 2013

AND

*In the matter of*

Section 230-232 of the Companies Act,  
2013 and other applicable provisions of  
the Companies Act, 2013 read with the  
Companies (Compromises, Arrangements  
and Amalgamations) Rules, 2016;

*In the matter of*



**APSARA SELECTIONS LIMITED**

(CIN: U52190MH2011PLC269248),

A public **company**, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number U52190MH2011PLC269248 and having its registered office at Office No. 13, 1<sup>st</sup>Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort Mumbai - 400023, Maharashtra, India.

AND

IN THE MATTER OF:

**SANKHU MERCHANDISE PRIVATE  
LIMITED**

(CIN: U52190MH2011PTC269247),

A private company, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number U52190MH2011PTC269247 and having its registered office at Office No. 13, 1<sup>st</sup>Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort Mumbai - 400023, Maharashtra, India.



IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH-V

C.P.(CAA)/181 /MB/2022

Connected with

C.A.(CAA)/108/MB/2021

IN THE MATTER OF:

**GRETEX INDUSTRIES LIMITED**

(CIN L17296WB2009PLC136911)

A public company, limited by shares, incorporated under the Companies Act, 1956, and having its registered office at 90, Phears Lane, 5th Floor, Kolkata - 700012, West Bengal, India.

AND

IN THE MATTER OF:

- 1. APSARA SELECTIONS LIMITED**
- 2. SANKHU MERCHANDISE PRIVATE LIMITED**

.....TRANSFEROR  
COMPANIES

**PETITIONER**

**1. GRETEX INDUSTRIES LIMITED**

.....TRANSFeree COMPANY

Order dated on 01.03.2024



Coram :

**MS. REETA KOHLI, MEMBER (JUDICIAL)**  
**MS. MADHU SINHA, MEMBER (TECHNICAL)**

For the Petitioners: Mr. Ramesh Chandra Mishra PCS , I/b Adv Prabash  
Chandra Mishra

For RD and ROC : Altap Sheikh Representative of Regional  
Director

**ORDER**

1. Learned Counsel for the Petitioner Companies states that this Petition seeks sanction of this tribunal under Sections 230-232 of the Companies Act, 2013 (the Act) to the Scheme of Amalgamation by way of Merger by Absorption (the Scheme) of two group companies of the Promoters namely (1) APSARA SELECTIONS LIMITED (CLN U52190MH2011PLC269248) & (2) SANKHU MERCHANDISE PRIVATE LIMITED (CLN U52190MH201 'L PTC269247) as a going concern basis.
2. The Counsel for the Petitioner Companies further states that the Petitioner Companies have their respective registered offices in the state of Maharashtra and the subject matter of the Company Scheme Petition is within the jurisdiction of the Hon'ble Tribunal. The Transferee Company has its registered office in the state of West Bengal and the Transferee Company has thus filed its Company Petition before the National Company Law Tribunal, Kolkata Bench seeking sanction to the Scheme.



3. Heard the Learned Counsel for the Petitioner Companies and the representative of the Regional Director (Western Region, Mumbai) and Official Liquidator. No objector has appeared before this Tribunal to oppose the Scheme from any shareholders or Creditors.

4. The Learned Counsel for the Petitioner Company submits that the Transferor companies are a closely held Public Limited company and the promoter of the Transferee company also the promoter of the Transferor company. The Transferor Applicant Companies are the group Companies of the Transferee company.

5. The Scheme of Amalgamation, provides *inter alia* for the amalgamation of the Petitioner Companies into the Transferee Company, by way of merger by absorption and the dissolution of the Petitioner Companies without winding up and the consequent issuance of the shares of the Transferee Company to share holders of the Transferor Company as per the share exchange ratios in accordance with the Scheme and various other matters incidental, consequential or otherwise connected therewith pursuant to provisions of Sections 230 - 232 and other relevant provisions of the Act in the manner provided for and in compliance with the provisions of the Income Tax Act, 1961.

**APSARA SELECTIONS LIMITED** transferor company No.1 is a public company, limited by shares, incorporated, under the Companies Act, 1956, under corporate identification number U52190MH2011PLC269248 and having its registered office at Office No. 13, 1<sup>st</sup> Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400023,



Maharashtra, India) and is primarily engaged in the business of retailer of Fancy Sarees.

**SANKHU MERCHANDISE PRIVATE LIMITED - Transferor Company**  
No.2 is a private company, limited by shares, incorporated, under the Companies Act, 1956, under corporate identification number U52190 MH2011PTC269247 and having its registered office at Office No. 13, 1<sup>st</sup> Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Mumbai Maharashtra and is primarily engaged in the business of Trading of Sarees.

**GRETEX INDUSTRIES LIMITED the Transferee Company** is a public company Limited company by shares, incorporated under the Companies Act, 1956, under corporate identification number L17296WB2009PLC13 6911 and having its registered office at 90, Phears Lane, 5<sup>th</sup> Floor, Kolkata - 700012, West Bengal, India, India (hereinafter referred to as the "Transferee Company"). The equity shares of the Transferee Company are listed on the NSE Stock Exchange and is engaged, inter alia, in the business of Distribution of Musical Instrument and Crockeries.

6. Rationale and benefits of the Scheme as stated in the Scheme are as follows:

a) M/s. Gretex Industries Ltd, M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited are sister / Group concern and all of them are part of same promoter group companies.

The group had diversify business profile and different business activities were conducted in different companies such as M/s. Gretex Industries Ltd deals as Distributor of Musical Instrument - Eastern India, M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited deals in Wholesale/ Retail Sale of Garments.



The Capital of M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited, will provide an additional capital to M/s. Gretex Industries Limited as a whole to expand the businesses as due to capital crunch the company i.e. M/s. Gretex Industries Ltd could not able to scale up its businesses.

- b) M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited, are non-profit making / marginal profit making companies and hence the promoters decided to close down the business operation carried under this two companies and since at present the capital invested in the said two company are idle, hence, the merger of these two companies with M/s. Gretex Industries Limited will provide an additional capital as a whole to expand the business of the resulted company i.e. M/s. Gretex Industries Limited
- c) With the additional capital in M/s. Gretex Industries Limited, the company will be able to acquire new distributors' rights of Eastern India in musical instruments which the Company has already started. We are enclosing, the new distributors rights acquired and this will result in growth in turnover of the resulted company i.e. M/s. Gretex Industries Limited will yield higher return on net worth.
- d) With the merger, the promoter and directors of the Company will be able to concentrate on single line of business activity and thus will result in overall reduction in overhead and maintenance cost and optimize their productivity;



e) The following results will be achieved by the resultant company i.e M/s. Gretex Industries Limited merging with M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited: -

- i. Strengthen the Net worth of the Company
- ii. Exploring more business in single streamline business activity i.e. Distribution Rights of Musical Instruction - Eastern India
- iii. Overall reduction in fixed overhead and maintenance cost
- iv. Increasing in Turnover Sales and profit
- v. Yielding in Higher return on Capital Employed
- vi. Other operational benefits from merging the three promoter group companies.

7. NSE vide its letter bearing No. NSE/LIST/24011-III dated January 12, 2021 issued its observation letter for the Draft Scheme of Amalgamation to the Transferee Company.

The said NSE observation letter issued its observation is annexed to the Company application.

The Observation letter has following comments on the draft Scheme:

- a. The Company shall duly comply with various provisions of the Circular including matter related to shareholder's approvals.
- b. The company shall ensure that the financials of the company involved in the scheme is updated and are not more than 6 months old.
- c. The company shall ensure that the proposed scheme is acted upon only if approved by NCLT and if majority votes cast by the public shareholders are in favour of the proposal.



d. The company shall ensure that the additional information and undertakings, if any, submitted by the company after filing the scheme with the Stock Exchange, and from the date of the receipt of this letter, is displayed on the website of the listed company.

e. The company is advised that the observations of SEBI /Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the Notice of NCLT.

f. The company shall ensure that the scheme of amalgamation includes detailed rationale as submitted by the company.

g. It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments /observations on draft scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as per section 230(5) of the Companies Act, 2013 to SEBI again for its comments/observations/representation.

In the said observation letter, it was further stated that the company where applicable in the explanatory statement of the notice to be sent to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the SEBI circular dated March 10, 2017,

Further it was stated that the validity of the "Observation Letter" is six months from January 12, 2021 within which the scheme shall be submitted to NCLT.

The Counsel for the Transferee Company submitted that the Transferee company fully complied the same.



8. The Regional Director, Western Region, Mumbai ("RD") has filed its observations by the Report dated 23.02.2023 ("Report") before this Tribunal inter alia raising certain observations to the Scheme.

The observations made by the RD have been dealt with by the Petitioner Companies in their Affidavit in Reply, dated 13-04-2023 and additional Affidavit dated 12<sup>th</sup> September 2023. The Petitioner transferor companies have submitted/undertaken that:

- a) With reference to paragraph No. 2(a) of the said reply dated 23<sup>rd</sup> February 2023, the petitioner companies hereby undertake that they will pass such necessary accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting standard such as AS-5 or IND AS-8 etc. in compliance of accounting standard -14 or IND-AS 103, to the extent applicable.
- b) With reference to paragraph No. 2(a) of the said reply dated 23<sup>rd</sup> February 2023, the Appointed date as per the scheme was January 01,2020. The Petitioner Companies submit that as per the MCA No. F.No. 7/12/2019/CL-1 dated 21.08.2019 :  
"As per section 232(6) of the Act, the Appointed date is 01/01/2020 and is a specific calendar date and it precedes the filing date of the application with the Hon'ble Tribunal. The Appointed date identified under the scheme also deemed to be the Acquisition date and date of transfer of control for the purpose of confirming to accounting standard (Including Ind-AS-103 Business Combinations).

The Transferee Company is a Listed Company and the Stock Exchange bearing No. NSE/LIST/24011-III dated January 12, 2021 issued its observation letter for the Draft Scheme of Amalgamation to the Transferee Company with a direction to file the Scheme before the Hon'ble Tribunal within six months from the observation date.



Hence the Applicant Companies submitted before the Hon'ble Tribunal the Company Application under section 230-232 of the Companies Act, 2013 on 28/01/2021 and the Hon'ble NCLT has disposed off the Company Application CA(CAA)/108/MB/2021 ON 3<sup>rd</sup> June 2022.

Pursuant to the order of the Hon'ble Tribunal dated 3<sup>rd</sup> June 2022 company petition was presented before the Hon'ble Tribunal on 15

.09.2022. The matter was adjourned and could not reach before the Hon'ble Tribunal for multiple occasions. Hence there were a delay in sanction of the scheme by the Hon'ble NCLT and the same was beyond the control of the Petitioner.

Hence the appointed date mentioned in the Scheme is in compliance with the Circular no. F. No.7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs;

- c) With reference to paragraph No. 2(c) of the said reply dated 23<sup>rd</sup> February 2023, the Petitioner Companies Submit that the Hon'ble Tribunal vide its order dated 3<sup>rd</sup> June 2022 has waived the holding of the Shareholders meeting based on the affidavit of all the shareholders giving their consent for adoption of the scheme and the certificate of the Chartered accountant dated January 15, 2021 certifying that there were no creditors in the Company. The Petitioner Company also submitted that even today there were no creditors in the Company.
- d) With reference to paragraph No. 2(d) of the said reply dated 23<sup>rd</sup> February 2023 the petitioner companies submit that they will inform the transferee company to comply provisions of section 2(1B) of the Income Tax Act, 1961 and the petitioner companies will comply the same to the extent applicable.



e) With reference to paragraph No. 2(e) of the said reply dated 23<sup>rd</sup> February 2023 the petitioner companies submitted that they will comply all applicable provisions of Section 230(3)(i) of the Companies Act, 2013, where the transferor company is dissolved, the fee if any, paid by the transferee company on its authorized capital shall be set-off against any fees payable by the Transferee Company on its authorized capital subsequent to the amalgamation. Therefore, remaining fee, if any after setting-off the fees already paid by the transferor company on its authorized capital, must be by the transferee company on the amalgamation. And the Transferor Companies undertakes to inform the transferee company Accordingly.

f) With reference to paragraph No. 2(f) & 2(g) of the said reply dated 23<sup>rd</sup> February 2023 the petitioner companies submitted that no assessment U/s. 68 of the Income Tax Act, 1961 has been initiated in respect of such allotment and the matter is more than 7-year old and bar by limitation and the Income Tax Authorities shall be at liberty to examine the same in accordance with Law. The earlier allotment of the shares were more than 10-year old and the earlier transfers are also more than 7-year old.

Transfer of shares between two private parties / shareholders are outside the purview of the Company and under this scheme of arrangement and IT department is at liberty to proceed against any of the subscribers or transferee or transferor in accordance with section 56, section 66 or under any of the relevant provision of the Income Tax Act, 1961.

However, the Petitioner undertakes to comply any requirements of the Income Tax Act that may applicable to the them.

Without prejudice, all liabilities of the respective Transferor companies will be transferred and vested with the Petitioner Transferee Company



post-merger; and the transferee company will comply with Income Tax Provisions in relation to proceedings/claims under the Income Tax Act against the Transferor Companies.

g) With reference to paragraph No. 2(h) of the said reply dated 23<sup>rd</sup> February 2023 the petitioner companies submitted that the petitioner Companies already filed their Ben 2 where in the details of the beneficiary details were there. The Company also filed its Affidavit on 12<sup>th</sup> September 2023.

The Transferor Companies further undertakes based on any SCN issued by ROC relating to compliance of any BEN related matter under section 90 of the Companies Act, 2013 will comply the same and intimate about the said matter to the Transferee Company.

h) With reference to paragraph No. 2(i) of the said reply dated 23<sup>rd</sup> February 2023 the petitioner companies submitted that The Transferee Company is situated at Kolkata under the Jurisdiction of NCLT Kolkata. The Company petition bearing No. CP(CAA)NO.11/KB/2022 is pending for disposal.

i) With reference to paragraph No. 2(j) of the said reply dated 23<sup>rd</sup> February 2023 the petitioner companies submitted that they will comply all applicable provisions of Section 230(3)(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 subsequent to the amalgamation. Therefore, remaining fee, if any, after setting-off the fees already paid by the transferor company on its authorized capital, must be by the transferee company on the amalgamation and the Interest of the creditors should be protected. The Petitioner Companies submits that there were no creditors in the



petitioner companies. And all trade Creditors, if any, will be protected even after merger of the companies.

j) The Report dated 14<sup>th</sup> February 2023 was also read and explained by the Counsel of the Petitioner companies.

09. The observations made by the Regional Director have been explained by counsel of the Petitioner Company in Para 9 above. The observation made by the Regional Director and the clarification and undertakings given by the Petitioner Companies have been verified and accepted.

10. The Official Liquidator ("OL") has filed its observations by the Report dated 07.06.2023 ("Report") before this Tribunal inter alia raising certain observations to the Scheme.

With reference to paragraph No. 8 of the said reply the petitioner companies submitted that they are not NBFC Companies.

With reference to paragraph No. 9 of the said reply dated 23<sup>rd</sup> February 2023 the petitioner companies submitted that they will comply all applicable provisions of Section 230(3)(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 subsequent to the amalgamation. Therefore, remaining fee, if any after setting-off the fees already paid by the transferor company on its authorized capital, must be paid by the transferee company on the amalgamation.

confirming that the Petitioner Companies have provided reply to observations made by OL in its Report and that on basis thereon the Tribunal may decide the matter on merit inter alia stating therein that



the affairs of the transferor Companies have been conducted in a proper manner and the scheme is not prejudicial to the interest of public and shareholders of the Petitioner Companies. Accordingly, the Transferor Companies may be ordered to be amalgamated & dissolved without winding up.

11. Learned Counsel appearing on behalf of the Petitioner Company have stated that the Petitioner Company has complied with all requirements as per directions of this Tribunal and they have made requisite filings to demonstrate compliance with this Tribunal. Moreover, the Petitioner Companies undertake to comply with all the statutory requirements, if and to the extent applicable, as may be required under the Companies Act, 2013 and the rules made thereunder. The said undertaking is accepted.

12. From the material on record and after perusing the clarifications and submissions of the Petitioner Companies to the Report, the Report of the RD, additional Affidavit from the Petitioner Companies confirming that no objections were received from any of the secured and unsecured creditors in relation to the Scheme, OL Report and reply to the OL report, the Scheme appears to be fair and reasonable and does not violate any provisions of law and is not contrary to public policy.

13. The Income Tax Department will be at the liberty to examine the aspect of any tax payable because this scheme and it shall be open to the Income Tax authorities to take necessary action, if applicable, under the Income Tax Law, 1961.

14. Since all the requisite statutory compliances have been fulfilled, CP (CAA) 65 / MB-II/ 2021 is made absolute. In terms of prayer



clause of the petition.

**Order**

- i. The Scheme is hereby sanctioned, and the Appointed Date is fixed as 1<sup>st</sup> January 2020 as defined in Clause 6(d) of the Scheme and It shall be binding on the Petitioner Companies involved in the Scheme and all concerned including their respective Shareholders, Secured Creditors, Unsecured Creditors and Employees.
- ii. This order is subject to the sanction to the Scheme by the National Company Law Tribunal, Kolkata Bench.
- iii. The Petitioner Company is directed to file a certified copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically in e-Form INC-28 within 30 days from the date of receipt of order duly certified by the Joint Registrar of this tribunal.
- iv. The Petitioner Company is directed to lodge a certified copy of this order along with a copy of the Scheme, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt of the order.
- v. The Petitioner Companies shall comply with all the undertakings given by them.
- vi. The Petitioner Companies shall, within 15 days of receipt of this order, issue newspaper publications with respect to approval of the Scheme, in the same newspapers in which previous publications were issued.



C.P.(CAA)/181 /MB/2022

Connected with

C.A.(CAA)/108/MB/2021

vii. The Petitioner Companies shall take all consequential and statutory steps required under the provisions of the Act in pursuance of the Scheme.

viii. All concerned Regulatory authorities to act on a copy of this order duly certified by the Joint Registrar of this tribunal along with the copy of the Scheme.

ix. Any person or concerned authorities interested in the above matter shall be at liberty to apply to the tribunal for any directions or clarification that may be necessary.

15. Ordered accordingly. the Company Petition with C.P.(CAA)/181/MB/2022 in C.A.(CAA)/108/MB/2021 is allowed and disposed of.

**Sd/-**

**Sd/-**

**MADHU SINHA**  
Member(Technical)

**REETA KOHLI**  
Member(Judicial)

/Priyanka/



**Certified True Copy**  
Copy Issued "free of cost"  
On 22.3.2024 3.4.2024  
Deputy Registrar 22.3.2024 03.4.2024  
National Company Law Tribunal Mumbai Bench  
D - 3480 D - 15103/24

## SCHEME OF AMALGAMATION

By way of Merger Absorption

GRETEX INDUSTRIES LIMITED - Transferee Company

APSARA SELECTIONS LIMITED - Transferor Company

SANKHU MERCHANDISE PRIVATE LIMITED - Transferor Company

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

## A. Description of Parties

1. APSARA SELECTIONS LIMITED is a public company, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number U52190MH2011PLC269248 and having its registered office at Office No. 13, 1<sup>st</sup> Floor, New Bansi al Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400023, Maharashtra, India (hereinafter referred to as the "Transferor Company no. 1").

The Transferor Company no. 1 is primarily engaged in the business of retailer of Fancy Sarees.

SANKHU MERCHANDISE PRIVATE LIMITED is a private company, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number U52190MH2011PTC269247 and having its registered office at Office No. 13, 1<sup>st</sup> Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400023, Maharashtra, India (hereinafter referred to as the "Transferor Company No. 2").

The Transferor Company No. 2 is primarily engaged in the business of Trading of Sarees.

GRETEX INDUSTRIES LIMITED is a public company, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number L17295WB2009PLC136911 and having its registered office at 90, Phears Lane, 5<sup>th</sup> Floor, Kolkata - 700012, West Bengal, India, India (hereinafter referred to as the "Transferee Company"). The equity shares of the Transferee Company are listed on the Stock Exchange.

The Transferee Company is engaged, inter alia, in the business of Distribution of Musical Instrument and Crockeries.

## B. Description of Scheme

2. This Scheme (as defined hereunder) provides, inter alia, for:

- the amalgamation of the Transferor Company into the Transferee Company, by way of merger by absorption and dissolution of the Transferor Company without winding up and the consequent issuance of the Transferee Company Shares (as defined hereunder) in accordance with the Share Exchange Ratio (as defined hereunder) to the Eligible Members (as defined hereunder), in respect of each Transferor Company Share (as defined hereunder) held by them in accordance with this Scheme ("Amalgamation");
- various other matters incidental, consequential or otherwise integrally connected therewith, including the increase in the share capital of the Transferee Company,

For APSARA SELECTIONS LIMITED

R. K. Haralkar

DIRECTOR



c. pursuant to Sections 230 to 232 and other relevant provisions of the Act in the manner provided for in this Scheme and in compliance with the provisions of the IT Act (as defined hereunder).

3. The Amalgamation of the Transferor Companies into the Transferee Company shall be in full compliance with the conditions relating to "amalgamation" as provided under Section 2(1B) and other related provisions of the IT Act such that, *inter alia*:

- (i) all the properties of the Transferor Companies, immediately before the Amalgamation, shall become the properties of the Transferee Company, by virtue of the Amalgamation;
- (ii) all the liabilities of the Transferor Companies, immediately before the Amalgamation, shall become the liabilities of the Transferee Company, by virtue of the Amalgamation; and
- (iii) shareholders holding at least three fourths in value of the shares in the Transferor Company(ies), will become shareholders of the Transferee Company by virtue of the Amalgamation

#### C. Rationale for the Scheme

4. The Amalgamation pursuant to this Scheme would, *inter alia*, have the following benefits:

a) M/s. Gretex Industries Ltd, M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited are sister concern and all of them are part of same promoter group companies

The group had diversified business profile and different business activities were conducted in different companies such as M/s. Gretex Industries Ltd deals as Distributor of Musical Instrument – Eastern India, M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited deals in Wholesale/Retail Sale of Garments.

The Capital of M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited, will provide an additional capital to M/s. Gretex Industries Limited as a whole to expand the businesses as due to capital crunch the company i.e. M/s. Gretex Industries Ltd could not able to scale up its businesses.

b) M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited, are non-profit making / marginal profit making companies and hence the promoters decided to close down the business operation carried under these two companies and since at present the capital invested in the said two companies are idle, hence, the merger of these two companies with M/s. Gretex Industries Limited will provide an additional capital as a whole to expand the business of the resulted company i.e. M/s. Gretex Industries Limited

c) With the additional capital in M/s. Gretex Industries Limited, the company will be able to acquire new distributors' rights of Eastern India in musical instruments which the Company has already started. We are enclosing, the new distributors rights acquired as Annexure I and this will result in growth in turnover of the resulted company i.e. M/s. Gretex Industries Limited will yield higher return on net worth.

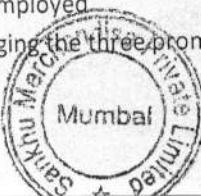
d) With the merger, the promoter and directors of the Company will be able to concentrate on single line of business activity and thus will result in overall reduction in overhead and maintenance cost and optimize their productivity;

e) The following results will be achieved by the resultant company i.e M/s. Gretex Industries Limited merging with M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited:

- i. Strengthen the Net worth of the Company
- ii. Exploring more business in single streamline business activity i.e. Distribution Rights of Musical Instruction – Eastern India
- iii. Overall reduction in fixed overhead and maintenance cost
- iv. Increasing in Turnover Sales and profit
- v. Yielding in Higher return on Capital Employed
- vi. Other operational benefits from merging the three promoter group companies

For APSARA SELECTIONS LIMITED  
R. K. Haslakha

DIRECTOR



5. This Scheme is divided into the following parts:

- a. Part I, which deals with the introduction and definitions, and sets out the share capital of the Transferor Companies and the Transferee Company;
- b. Part II, which deals with the Amalgamation;
- c. Part III, which deals with the changes to share capital of the Transferor Companies and the Transferee Company; and
- d. Part IV, which deals with the general terms and conditions applicable to the Scheme.

D. Definitions

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

- a. "Act" shall mean the Companies Act, 2013 as amended from time to time, and shall include any other statutory re-enactment thereof, read with all surviving and applicable provisions of the Companies Act, 1956 and shall include all rules, regulations, circulars, notifications, guidelines made or issued in relation thereto, from time to time;
- b. "Amalgamation" shall have the meaning ascribed to it in Clause 3(a) above;
- c. "Applicable Law" shall mean any applicable law, statute, ordinance, rule, regulation, guideline or policy having the force of law, of any Governmental Authority;
- d. "Appointed Date" shall mean January 01, 2020;
- e. "Board" in relation to any company, means the board of directors of such company and shall, where applicable, include a duly authorised committee of the Board;
- f. "CCI" means the Competition Commission of India, as established under the Competition Act, 2002;
- g. "Effective Date" means the date of the Board meetings of the Transferor Company and the Transferee Company held to declare this Scheme effective, which will be no later than 15 (Fifteen) days (unless extended by mutual written agreement between the Transferor Company and the Transferee Company), following satisfaction or waiver (to the extent possible under Applicable Law) of the conditions set out in Clause 26 (other than those conditions that by their nature are to be satisfied on the Effective Date);

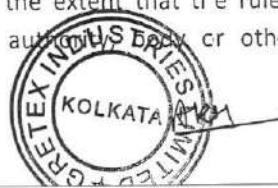
References in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date;

- h. "Eligible Member" shall mean each person whose name appears in the register of members of the Transferor Company and/ or whose name appears as the beneficial owner of the Transferor Companies Shares in the record of depositories or the registered of members or on the Record Date;
- i. "Encumbrance" or "Encumber" means any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention or any other agreement or arrangement the effect of which is the creation of security, or any other right to acquire or option, any right of first refusal or any right of pre-emption, or any agreement or arrangement to create any of the same;
- j. "Governmental Authority" means: (a) any national, federal, provincial, state, city, municipal, county or local government, governmental authority or political subdivision thereof; (b) any agency or instrumentality of any of the authorities referred to in clause 7(j)(a); (c) any non-governmental regulatory or administrative authority, body or other organization, to the extent that the rules, regulations, standards, requirements, procedures or orders of such authority or other

For APSARA SELECTIONS LIMITED

R. K. Harlalka

DIRECTOR

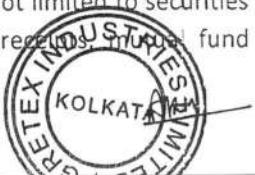


organization have the force of law; or (d) any court or tribunal having jurisdiction and including, without limitation or prejudice to the generality of the foregoing, SEBI, the RBI, the NCLT and any Tax authority;

- k. "**Governmental Order**" means any judgment, order, writ, injunction, decree, decision or other requirement of any Governmental Authority (or, as the context requires, any Governmental Authority specified) other than any competition or anti-trust authority other than the Competition Commission of India;
- l. "**IT Act**" shall mean the Income Tax Act, 1961 or any modifications or re-enactments or amendments thereof from time to time;
- m. "**NCLT**" shall mean the National Company Law Tribunal at Mumbai, Maharashtra or Kolkata, West Bengal, as the context may require;
- n. "**Record Date**" shall mean the date fixed by the respective Board of the Transferor Companies and Transferee Company for the purpose of determining the shareholders of the Transferor Companies to whom the Transferee Company Shares shall be allotted under this Scheme;
- o. "**Scheme**" means this scheme of amalgamation by way of merger by absorption including any modification or amendment hereto, made in accordance with the terms hereof;
- p. "**SEBI**" means the Securities and Exchange Board of India;
- q. "**SEBI Listing Regulations**" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall include any statutory modification, amendment, and re-enactment thereof for the time being in force or any act, regulations, rules, guidelines etc., that may replace such regulations;
- r. "**SEBI Scheme Circular**" means the SEBI Circular dated March 10, 2017, bearing reference number CFD/DIL3/CIR/2017/21, as amended or replaced from time to time;
- s. "**Share Exchange Ratio**" shall have the meaning ascribed to it in Clause 18.1;
- t. "**Stock Exchange**" shall mean the National Stock Exchange of India Limited;
- u. "**Tax**" or "**Taxes**" means any and all taxes (direct or indirect), surcharges, fees, levies, duties, tariffs, imposts and other charges of any kind in each case in the nature of a tax, imposed by any Governmental Authority (whether payable directly or by withholding), including taxes based upon or measured by income, windfall or other profits, gross receipts, property, sales, severance, branch profits, customs duties, excise, CENVAT, withholding tax, self-assessment tax, advance tax, service tax, goods and services tax, stamp duty, transfer tax, value-added tax, minimum alternate tax, banking cash transaction tax, securities transaction tax, taxes withheld or paid in a foreign country, customs duty and registration fees (together with any and all interest, penalties, additions to tax and additional amounts imposed with respect thereto).
- v. "**Transferee Company**" shall have the meaning ascribed to it in Clause 2 above;
- w. "**Transferee Company Shares**" means fully paid up equity shares of the Transferee Company, each having a face value of INR 10 (Rupee Ten only) and one vote per equity share;
- x. "**Transferor Companies**" shall have the meaning ascribed to it in Clause 1 above;
- y. "**Undertaking**" means all the undertakings and entire business of the Transferor Companies as a going concern, and shall include (without limitation):
  - (i) all assets and properties (whether movable or immovable, tangible or intangible, present or future, in possession or reversion, of whatsoever nature and wherever situate) of the Transferor Companies and investments of all kinds including but not limited to securities (marketable or not), securitized asset receivables and security receipts, mutual fund

For APSARA SELECTIONS LIMITED

R. K. Harlalka



investments, all cash and bank balances (including cash and bank balances deposited with any banks or entities), money at call and short notice, loans, advances, contingent rights or benefits, reserves, provisions, funds, benefits of all agreements, lands, buildings, structures and premises, whether leasehold or freehold (including offices, warehouses, sales and / or marketing offices, liaison offices, branches, factories), work-in-progress, current assets (including sundry debtors, bills of exchange, loans and advances), fixed assets, vehicles, furniture, fixtures share of any joint assets, and other facilities;

- (ii) all permits, registrations, rights, entitlements, licenses, permissions, approvals, subsidies, concessions, clearances, credits, awards, sanctions, allotments, quotas, no objection certificates, subsidies, Tax deferrals, Tax credits, (including any credits arising from advance Tax, self-assessment Tax, other income Tax credits, withholding Tax credits, minimum alternate Tax credits, CENVAT credits, goods and services Tax credits, other indirect Tax credits and other Tax receivables), other claims under Tax laws, incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, custom duties and goods and services Tax), benefits, Tax exemptions, Tax refunds (including those pending with any Tax authority), advantages, benefits and all other rights and facilities of every kind, nature and description whatsoever; authorities, consents, deposits, privileges, exemptions available to the Transferor Companies, receivables, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, email, internet, leased line connections and installations, electricity and other services, provisions and benefits of all engagements, agreements, contracts, letters of intent, memorandum of understanding, cheques and other negotiable instruments (including post-dated cheques), benefit of assets or properties or other interest held in trust, benefit of any security arrangements, expressions of interest whether under agreement or otherwise, and arrangements and all other interests of every kind, nature and description whatsoever enjoyed or conferred upon or held or availed of by and all rights and benefits;
- (iii) all contracts, agreements, memorandum of undertakings, memoranda of agreements, arrangements, undertakings, whether written or otherwise, deeds, service agreements, or other instruments (including all tenancies, leases, and other assurances in favour of the Transferor Companies or powers or authorities granted by or to it) of whatsoever nature along with any contractual rights and obligations, 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;
- (iv) all intellectual property rights including patents, copyrights, trade and service names, service marks, trademarks, domain names and other intellectual property of any nature whatsoever, goodwill, receivables, belonging to or utilized for the business and activities of the Transferor Companies;
- (v) all records, files, papers, computer programs, software licenses, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers, suppliers and employees, customer credit information, customer pricing information, and other records whether in physical or electronic form belonging to or held by the Transferor Companies;
- (vi) all present, and contingent future liabilities of the Transferor Companies including all debts, loans (whether denominated in rupees or a foreign currency), term deposits, time and demand liabilities, borrowings, bills payable, interest accrued and all other duties, liabilities, undertakings and obligations (including any post-dated cheques or guarantees, letters of credit, letters of comfort or other instruments which may give rise to a contingent liability in whatever form); and
- (vii) the Transferor Companies Employees and the Employee Benefit Funds of the Transferor Companies.

#### 7. Share Capital

For APSARA SELECTIONS LIMITED  
*R. K. Harlalka*  
 DIRECTOR



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7.1. The share capital structure of the Transferee Company as June 05, 2020 is as follows:

Particulars	Amount (Rs.)
<u>Authorised</u>	4,50,00,000
45,00,000 equity shares of face value of Rs.10/- each	
<u>Issued and Subscribed Share Capital</u>	4,21,16,000
42,11,600 equity shares of face value of Rs.10/- each.	
<u>Fully Paid-up Share Capital</u>	4,21,16,000
42,11,600 equity shares of face value of Rs.10/- each.	

The equity shares of the Transferee Company are listed on Stock Exchange.

7.2. The share capital structure of the Transferor Company no. 1 as on June 05, 2020 is as follows:

Particulars	Amount (Rs.)
<u>Authorised</u>	42,80,000
4,28,000 equity shares of face value of Rs.10/- each.	
<u>Issued and Subscribed Share Capital</u>	42,79,200
4,27,920 equity shares of face value of Rs.10/- each.	
<u>Fully Paid-up Share Capital</u>	42,79,200
4,27,920 equity shares of face value of Rs.10/- each.	

7.3. The share capital structure of the Transferor Company no. 2 as on June 05, 2020 is as follows:

Particulars	Amount (Rs.)
<u>Authorised</u>	24,00,000
2,40,000 equity shares of face value of Rs.10/- each	
<u>Issued and Subscribed Share Capital</u>	24,00,000
2,40,000 equity shares of face value of Rs.10/- each	
<u>Fully Paid-up Share Capital</u>	24,00,000
2,40,000 equity shares of face value of Rs.10/- each	

## PART II

### AMALGAMATION OF THE TRANSFEROR COMPANIES INTO THE TRANSFEREE COMPANY

#### 8. Transfer

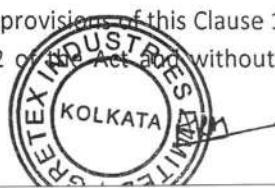
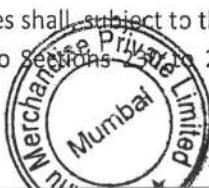
With effect from the Appointed Date, the Transferor Companies shall stand amalgamated into the Transferee Company and its Undertaking shall, pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, the undertaking of the Transferee Company by virtue of and in the manner provided in the Scheme.

#### 9. Transfer of Assets

- Without prejudice to the generality of Clause 9 above, with effect from the Appointed Date, all the estate, assets, properties, rights, claims, title, interest and authorities including accretions and appurtenances of the Undertaking, of whatsoever nature and wherever situate, whether or not included in the books of the Transferor Companies shall, subject to the provisions of this Clause 10 in relation to the mode of vesting and pursuant to Sections 230 to 232 of the Act and without any

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R. K. Harsalkar



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any further act, deed, matter or thing, be and stand transferred to and vested in or shall be deemed to have been transferred to and vested in the Transferee Company as a going concern so as to become as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Transferee Company.

- ii. In respect of such of the assets of the Transferor Companies as are movable in nature or are otherwise capable of transfer by delivery of possession, payment or by endorsement and delivery, the same may be so transferred by the Transferor Companies, and shall become the property of the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act without requiring any deed or instrument of conveyance for transfer of the same.
- iii. In respect of such of the assets belonging to the Transferor Companies other than those referred to in sub-clause (ii) above, the same shall, as more particularly provided in sub-clause (i) above, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act.

#### 10. Contracts, Deeds, Licenses etc.

- i. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, 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 or for the obligations of which the Transferor Companies may be liable, and which are subsisting or have effect immediately before the Appointed Date, shall continue in full force and effect on or against or in favour, as the case may be, of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or oblige thereto.
- ii. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, 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, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with 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 Part II of this Scheme, be deemed to be authorised to execute any such writings as a successor of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Companies to be carried out or performed.
- iii. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme and subject to Applicable Law, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall make applications to any Governmental Authority as may be necessary in this behalf.
- iv. Without prejudice to the provisions of Clauses 12 to 15, with effect from the Appointed Date, all transactions between the Transferor Companies and the Transferee Company, if any, that have not been completed, shall stand cancelled.

#### 11. Transfer of Liabilities

- i. With effect from the Appointed Date, all debts, liabilities, loans raised and used, ~~duties and~~ obligations of the Transferor Companies, whether or not recorded in its books and records shall, under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be and stand transferred to and vested in and be deemed to be transferred to and vested in the Transferee Company to the extent that they

For APSARA SELECTIONS LIMITED

R. K. Harsikka

DIRECTOR



are outstanding on the Appointed Date so as to become as and from the Appointed Date the debts, liabilities, loans, obligations and duties of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies and the Transferee Company shall meet, discharge and satisfy the same and further 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 or liabilities have arisen in order to give effect to the provisions of this Clause 12.

- ii. All Encumbrances, if any, existing prior to the Appointed Date over the assets of the Transferor Companies shall, after the Appointed Date, without any further act, instrument or deed, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Appointed Date.
- iii. Without prejudice to the provisions of the foregoing Clauses the Transferee Company shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the jurisdictional registrar of companies to give formal effect to the above provisions, if required.
- iv. It is hereby clarified that, unless expressly provided for, 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 and liabilities, have arisen, in order to give effect to the provisions of this Clause 12.
- v. Subject to the necessary consents being obtained, if required, in accordance with the terms of this Scheme, the provisions of this Clause 12 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

#### 12. Legal, Taxation and other proceedings

- i. Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal or courts), by or against the Transferor Companies, under any statute, pending on the Appointed Date, shall be continued and enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been instituted by or against, as the case may be, the Transferee Company.
- ii. The Transferee Company shall have all legal, taxation or other proceedings initiated by or against the Transferor Companies referred to in Clause 13(i) above transferred to its name as soon as is reasonably possible after the Appointed Date and to have the same continued, prosecuted and enforced by or against the Transferee Company, as a successor of the Transferor Companies.

#### 13. Employees

- i. Upon the coming into effect of this Scheme, all Transferor Companies Employees shall become the employees of the Transferee Company, subject to the provisions hereof without any break in their service and on the basis of continuity of service and, on terms and conditions no less favourable than those on which they are engaged by the Transferor Companies and without any interruption of service as a result of the Amalgamation. For the purpose of payment of any compensation, gratuity and other termina benefits, the uninterrupted past services of such Transferor Companies Employees with the Transferor Companies shall also be taken into account and paid (as and when payable) by the Transferee Company.
- ii. In so far as the Employee Benefit Funds created by the Transferor Companies or in respect of which the Transferor Companies makes contributions, for the Transferor Companies Employees, all amounts standing to the credit of the Transferor Companies Employees in such Employee Benefit Funds and investments made by such Employee Benefit Funds shall be transferred to such Employee Benefit Funds nominated by the Transferee Company and/or such new Employee Benefit Funds to be established and caused to be recognized by appropriate Governmental Authorities, by the Transferee Company.

For APSARA SELECTIONS LIMITED

R. K. Halska  
DIRECTOR



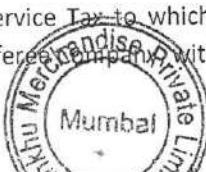
- iii. In relation to those Transferor Companies Employees who are not covered under the provident fund trust of the Transferor Companies or who do not enjoy the benefit of any other provident fund trust, and for whom the Transferor Companies is making contributions to the government provident fund, the Transferee Company shall stand substituted for the Transferor Companies, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions of such fund, bye laws, etc. in respect of such employees, such that all the rights, duties, powers and obligations of the Transferor Companies in relation to such provident fund trust shall become those of the Transferee Company.
- iv. Pending the transfer as aforesaid, the Employee Benefit Fund dues of the Transferor Companies Employees would be continued to be deposited in the existing Employee Benefit Funds of the Transferor Companies. It is clarified that upon transfer of the aforesaid funds to the respective funds of the Transferee Company, the existing trusts created for such funds by the Transferor Companies shall stand dissolved.
- v. Notwithstanding the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Law, shall be entitled to:
  - a. retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Companies; or
  - b. merge the pre-existing funds of the Transferor Companies with other similar funds of the Transferee Company.

#### 14. Treatment of Taxes

- (i) Upon the scheme becoming effective:
  - a. To the extent required, the Transferor Companies and the Transferee Company shall be permitted to revise and file their respective income Tax returns, withholding Tax returns (including Tax deducted at source certificates), sales Tax, value added Tax, service Tax, central sales Tax, entry Tax, goods and services Tax returns and any other Tax returns: and
  - b. The Transferee Company shall be entitled to: (a) claim deduction with respect to items such as provisions, expenses, etc. disallowed in earlier years in the hands of the Transferor Company(ies), which may be allowable in accordance with the provisions of the IT Act on or after the Appointed Date: and (b) exclude items such as provisions, reversals, etc. for which no deduction or Tax benefit has been claimed by the Transferor Companies prior to the Appointed Date.
- (ii) Upon the Scheme becoming effective, notwithstanding anything to the contrary contained in the provisions of this Scheme, unabsorbed Tax depreciation, minimum alternate Tax credit, if any, of the Transferor Company(ies) as on the Effective Date, shall, for all purposes, be treated as unabsorbed Tax depreciation, minimum alternate Tax credit of the Transferee Company. It is further clarified that any unabsorbed depreciation of the Transferor Companies as specified in their respective books of accounts shall be included as unabsorbed depreciation of the Transferee Company for the purposes of computation of minimum alternate Tax.
- (iii) Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds (including refunds or claims pending with the Tax authorities) or credits, with respect to Taxes paid by, for, or on behalf of, the Transferor Company(ies) under Applicable Law (including Tax laws).
- (iv) Upon the Scheme becoming effective, all Taxes, cess, duties and liabilities (direct and indirect), payable by or on behalf of the Transferor Companies, shall, for all purposes, be treated as Taxes, cess, duties and liabilities, as the case may be, payable by the Transferee Company.
- (v) Upon the Scheme becoming effective, all unavailed credits and exemptions and other statutory benefits, including in respect of income Tax, CENVAT, customs, value added Tax, sales Tax, service tax, entry Tax and goods and service Tax to which the Transferor Companies is entitled shall be available to and vest in the Transferee Company without any further act or deed.

For APSARA SELECTIONS LIMITED

R. K. Hazleka



A.K.

(vi) Any Tax liability under the IT Act, or any other applicable Tax laws or regulations allocable to the Transferor Companies whether or not provided for or covered by any Tax provisions in the accounts of the Transferor Companies made as on the date immediately preceding the Effective Date, shall be transferred to the Transferee Company. Any surplus in the provision for Taxation or duties or levies in the accounts of the Transferor Companies, including advance Tax and Tax deducted at source as on the close of business in India on the date immediately preceding the Effective Date will also be transferred to the account of the Transferee Company.

(vii) All Tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Companies, pending or arising as at the Effective Date, shall be continued and/or enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies. Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in this Scheme.

(viii) Any refund under the IT Act or any other Tax laws related to or due to the Transferor Companies, including those for which no credit is taken as on the date immediately preceding the Effective Date, shall also belong to and be received by the Transferee Company.

(ix) Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including income Tax, service Tax, excise duty, goods and service Tax and applicable state value added Tax) to which the Transferor Companies is entitled to in terms of applicable Tax laws, shall be available to and vest in the Transferee Company from the Effective Date.

(x) All the expenses incurred by the Transferor Companies and the Transferee Company in relation to the amalgamation of the Company with the Transferee Company in accordance with this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company in accordance with section 35DD of the IT Act over a period of five (5) years beginning with the financial year in which this Scheme becomes effective.

#### 15. Conduct

During the period between the approval of the Scheme by the Board of the Transferor Companies and the Board of the Transferee Company and the Effective Date, the business of the Transferor Companies shall be carried out with diligence and business prudence in the ordinary course consistent with past practice in good faith and in accordance with Applicable Law.

#### 16. Saving of concluded transactions

Subject to Clause 15 above, the transfer of assets and liabilities to, and the continuance of proceedings by or against, the Transferee Company as envisaged in this Scheme shall not affect any transaction or proceedings already concluded by the Transferor Companies on or before the Appointed Date (subject to the terms of any agreement with the Transferee Company) 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.

#### 17. ISSUE OF SHARES, CANCELLATION OF SHARE CAPITAL OF TRANSFEROR COMPANIES:

The Paid-up capital of the Transferee company consist of 42,11,600 equity shares of face value of RS.10/- each.

Shareholding Pattern as on June 05, 2020:

Particulars	No of Shareholders -	Share Holdings (Rs.) FV Rs.10/- each	%
I. Promoters	8	2,23,08,000	52.99
Individual and HUF promoters	4	48,20,000	

For APSARA SELECTIONS LIMITED

R. K. Haralka  
DIRECTOR



Bodies Corporate	4	1,74,88,000	41.53
II. Public Shareholding	39	1,98,00,000	47.01
<b>TOTAL EQUITY SHARES (I+II)</b>	<b>47</b>	<b>4,21,16,000</b>	<b>100.00</b>

#### 17.1. CONSIDERATION/EXCHANGE (SWAP RATIO)

Based on the valuation report dated June 05, 2020 prepared by Registered valuer Ankush Garg registration no. IBBI/RV/02/2018/10010. The Swap ratio was prepared considering the fact that both the Shareholders and Directors of the Companies and the public holdings in the Transferee Listed Company. The swap ratio is determined based on the audited financials for the period ended on December 31, 2019.

- i. The Transferee Company shall allot its 13 (Thirteen) equity shares of Rs.10/- each fully paid-up for every 1 (One) equity share of Transferor Company No. 1 of Rs.10/- each fully paid-up.
- ii. The Transferee Company shall allot its 21 (Twenty-one) equity shares of Rs.10/- each fully paid-up for every 1 (One) equity share of Transferor Company No. 2 of Rs.10/- each fully paid-up.

17.2. As per the ICDR Regulation, 2018 and amendment thereto any increase of promoter holding beyond the 5% of the creeping acquisition of shares under SAST Regulation is not applicable to this scheme. In the Present case the promoter holding will be Increased from 52.99% to 64.48%. The promoters are not required to give any open offer under Regulation 10 of SEBI SAST, 2011.

#### 17.3. NETWORTH OF THE TRASFEREE COMPANY

- (a) The net worth of the transferee company based on the valuation report of the Registered Valuer dated June 05, 2020 based on the Balance Sheet as on December 31, 2019 is Rs. 3,77,41,554/- (Rupees Three Crore Seventy-Seven Lakh Forty-One Thousand Five Hundred Fifty-Four Only).
- (b) The paid-up value per share of the Transferee Company is of Rs. 4,21,16,000/- (Rupees Four Crore Twenty-One Lakh Sixteen Thousand Only) each fully paid up.

#### 17.4. NETWORTH OF THE TRASFEROR COMPANY NO. 1 & 2

- (a) The net worth of the Transferor Companies individually as per the valuation report of Registered Valuer based on the Balance Sheet dated December 31, 2019 are of:
  - i. Transferor Company No. 1 is Rs. 3,62,95,854/- (Rupees Three Crore Sixty-Two Lakh Ninety-Five Thousand Eight Hundred Fifty-Four Only).
  - ii. Transferor Company No. 2 is Rs. 3,21,13,322/- (Rupees Three Crore Twenty-One Lakh Thirteen Thousand Three Hundred Twenty-Two Only).
- (b) The Aggregate net wrth of the Transferor Companies as per the valuation report of Registered Valuer based on the Balance Sheet dated December 31, 2019 is in aggregate of Rs.6,33,43,676/- (Rupees Six Crore Thirty-Three Lakh Forty-Three Thousand Six Hundred Seventy-Six Only) after giving effect to the cross holdings.
- (c) For the purpose of swap ratio, the paid-up value per share of the Transferor Companies to be considered of Rs. 10/- each, ful y paid up.
- (d) There will be cancellation of shares and mutual entries on account of cross holdings while deriving the swap ration. In the present case there is no cross holdings.

#### 17.5. SWAP RATIO:

Considering parameters like options of single control point, clsure of multiple companies, better governance, cost reduction, meeting single statutory obligations and Liabilities, market accessibility,

For APSARA SELECTIONS LIMITED

R. K. Harlalka

DIRECTOR



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easy liquidity; etc., the shareholders of the Transferor Companies have agreed to accept the shares in the following ratio:

(a) the shares at par of the Transferee company and based on an entitlement and of net worth basis and mutual agreement as most of the shareholders and Directors are same.

The Board of Transferee Company considering the above factors and the shares to be issued post sanction from the Hon'ble NCLT and other statutory authorities by the transferee company as mentioned herein below. The details of the New shares to be issued to the shareholders of Transferor companies are calculated as under:

To the Shareholders of Transferor Companies)	No. of shares before merger	Swap Ratio	No. of shares to be issued by the Transferee company of face value of Rs.10/- each
APSARA SELECTIONS LIMITED	4,27,920	(13:1) 13 equity shares for every 1 equity share	55,62,960
SANKHU MERCHANDISE PRIVATE LIMITED	2,40,000	(21:1) 21 equity shares for every 1 equity share	50,40,000

#### 18. Issuance of Transferee Company Shares for Amalgamation

- Upon the effectiveness of the Scheme and in consideration of the Amalgamation including the transfer and vesting of the Undertaking in the Transferee Company pursuant to this Scheme, the Transferee Company shall, as soon as possible after the Record Date and in any event no later than 15 (fifteen) days from the Record Date, or such other date as may be required by the Stock Exchange, complete allotment of the Transferee Companies to the Eligible Member (the "Share Exchange Ratio") as per Share Exchange Ratio.
- If any Eligible Member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Transferee Company in accordance with this Scheme, and at sole discretion of the Board who will decide proportion to the respective fractional entitlements which is final and binding upon every shareholder.
- In the event of there being any pending share transfers, whether lodged or outstanding, of any member of the Transferor Companies, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Companies and in relation to the shares issued by the Transferee Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company on account of difficulties faced in the transaction period.
- The issue and allotment of the Transferee Company Shares by the Transferee Company to Eligible Members as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 read with Section 42 of the Act and any other applicable provisions of the Act were duly complied with.
- Where Transferee Company Shares are to be allotted to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of the Transferor Companies, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of the Transferee Company.

For APSARA SELECTIONS LIMITED

R. K. Haslakar  
DIRECTOR



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vi. Promptly upon the issuance of the Transferee Company Shares pursuant to this Clause 18, the Transferee Company shall prepare and file applications, along with all supporting documents, to obtain approval from SEBI and the Stock Exchange, for listing of such Transferee Company Shares.

vii. Immediately upon receipt of such approval, the Transferee Company shall take all necessary steps to obtain trading approval for the Transferee Company Shares. The Transferee Company shall ensure that steps for listing of the Transferee Company Shares are completed and trading of the Transferee Company Shares commences within the period prescribed under the SEBI Scheme Circular. The Transferee Company Shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are given by the relevant Stock Exchange.

viii. The Transferee Company Shares to be issued and allotted by the Transferee Company in terms of this Scheme shall be subject to the provisions of the memorandum and articles of association of the Transferee Company and shall rank *pari passu* in all respects and shall have the same rights attached to the then existing equity shares of the Transferee Company.

ix. If any consolidation, stock split, sub division, reorganization, reclassification or other similar action in relation to the share capital of the Transferor Companies or the Transferee Company, that occurs after the date of approval of the Scheme by the Board of Transferor Companies and the Board of Transferee Company, and on or before the Effective Date, the Share Exchange Ratio shall be subject to equitable adjustments by the directors of the relevant company to reflect such corporate action in such a manner as the relevant company's auditors may determine to be appropriate to reflect such corporate action.

x. The Transferee Company Shares shall be issued in dematerialized form to all Eligible Members holding the Transferor Companies Shares, in accordance with the Applicable Laws.

xi. The Transferee Company Shares to be issued by the Transferee Company in respect of the Transferor Company (ies) Shares, the allotment or transfer of which is held in abeyance under Applicable Law shall, pending allotment or settlement of dispute by order of the appropriate court or otherwise, also be kept in abeyance in like manner by the Transferee Company.

xii. Pending convertible warrants into equity shares

There were no convertible warrants into equity shares pending for allotment in transferee or transferor companies.

xiii. Partly paid up shares

The Transferee or Transferor Companies does/do not have any partly paid up shares as on date.

19. Consequential changes in Shareholding Pattern of Gretex Industries Limited:

Particulars	No of Shareholders - Pre	Pre-Share Holdings (Rs.) FV Rs.10/- each	%	No of Share Holders- Post	Post-Share Holdings (Rs.) FV Rs.10/- each	%
I. Promoters	8	22,31,600	52.99	12	9552430	64.48
Individual & HUF promoters	4	4,82,800	11.46	6	8,22,800	5.55
Bodies Corporate	4	17,48,800	41.52	6	87,29,630	58.93
II. Public Shareholding	39	19,80,000	47.01	42	52,62,130	35.52
<b>TOTAL EQUITY SHARES (I+II)</b>	<b>47</b>	<b>42,11,600</b>	<b>100.00</b>	<b>54</b>	<b>1,48,14,560</b>	<b>100.00</b>

PART III

CHANGES TO THE SHARE CAPITAL OF THE TRANSFEROR COMPANIES AND THE TRANSFeree COMPANY

20. Consolidation of the authorised share capital of the Transferor Companies with the authorised capital of the Transferee Company

For APSARA SELECTIONS LIMITED

R. K. Kapoor  
DIRECTOR



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Upon this Scheme becoming effective and pursuant to the reclassification/ reorganization of the resultant authorized share capital of the Transferor Companies as set out in this Scheme but prior to the issuance and allotment of Transferee Company Shares under Clause 18 above, the resultant authorized share capital of the Transferor Companies, shall be deemed to be added to the authorized share capital of the Transferee Company without any requirement of a further act or deed on the part of the Transferee Company (including payment of stamp duty and / or fees payable to the relevant registrar of companies), such that upon the effectiveness of the Scheme, the authorised share capital of the Transferee Company shall be Rs.15,00,00,000/- (Rupees Fifteen Crore only) comprising of 1,50,00,000 equity shares of Rs.10/- (Rupees Ten one) each without any further act, deed, resolution or writing.

**21. Amendment of the memorandum of association of the Transferee Company**

- i. Pursuant to the consolidation and increase of authorized capital pursuant to Clause 21 above, the memorandum of association and articles of association of the Transferee Company (relating to the authorized share capital) shall, without any requirement of a further act, instrument or deed, be and stand altered, modified and amended, such that Clause 5 of the memorandum of association shall be replaced by the following:

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v. The Authorised Share Capital of the Company Rs.15,00,00,000/- (Rupees Fifteen Crore only) consisting of 1,50,00,000 equity shares of Rs.10/- each. The Company has power from time to time to increase or reduce its capital and to divide the shares in such capital for the time being into secured classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf.

**AOA**

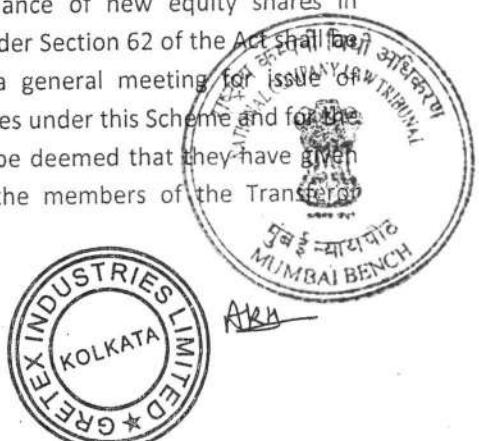
3(a) The Authorised Share Capital of the Company is as per Clause V of the Memorandum of Association of the Company."

- ii. It is clarified that the consent of the shareholders of the Transferee Company to this Scheme shall be deemed to be sufficient for the purposes of effecting the aforementioned amendments and the increase of authorised capital of the Transferee Company pursuant to Clauses 20 and 21, and no further resolution(s) under Sections 4, 13, 14 and 61 and all other applicable provisions of the Act, if any, would be required to be separately passed.
- iii. In accordance with Section 232 (3)(i) of the Act and Applicable Law, the stamp duties and / or fees (including registration fee) paid on the authorised share capital of the Transferor Companies shall be utilized and applied to the increased authorised share capital of the Transferee Company pursuant to Clause 20 above and no stamp duties and/or fees would be payable for the increase in the authorised share capital of the Transferee Company to the extent of the authorised share capital of the Transferor Companies.
- iv. Upon the Scheme becoming effective, the issued, subscribed and paid-up share capital of the Transferee Company shall stand suitably increased consequent upon the issuance of new equity shares in accordance with the Scheme. It is clarified that no special resolution under Section 62 of the Act shall be required to be passed by the Transferee Company separately in a general meeting for issue of Transferee Company Shares to the members of the Transferor Companies under this Scheme and for the members of the Transferee Company approving this Scheme, it shall be deemed that they have given their consent to the issue of the Transferee Company Shares to the members of the Transferor Companies in terms of the Scheme.
- v. Object of the Transferee company

The transferee company will continue with its main object.

For APSARA SELECTIONS- INVITED

R. K. Haralka  
DIRECTOR



vi. Object: There will be no change of management of the Transferee company. (vii) Management of the company is vested with the present Board and Promoter and the same will continue even after merger.

This is a consolidation of promoters holding only. The Promoters of the Transferor and Transferee companies are the same. The Transferor companies are the main shareholders of the Transferee Company.

## 22. Accounting Treatment

The Amalgamation will be accounted in accordance with the "acquisition method" prescribed under the Accounting Standard 14 (Accounting for Amalgamation) as notified under Section 133 of the Companies Act, read together with Rule 7 of The Companies (Accounts) Rules, 2014.

## 23. Dissolution

Upon the coming into effect of the Scheme, the Transferor Companies shall stand dissolved without winding up.

## PART IV

### GENERAL TERMS AND CONDITIONS

*The provisions of this Part shall be applicable to Part II and Part III of the Scheme.*

24. The Transferor Companies and the Transferee Company shall make necessary applications before the NCLT for the sanction of this Scheme under Sections 230 and 232 of the Act.

25. No modifications shall be made to the Scheme unless made in accordance with a written agreement between the Transferor Companies and the Transferee Company to do so. This Scheme shall not be modified, revoked or withdrawn, other than in accordance with a written agreement between the Transferor Companies and the Transferee Company to do so.

26. The coming into effect of this Scheme is conditional upon and subject to:

- pursuant to the provisions of the Competition Act, 2002 (including any statutory modification or re-enactment thereof) and the rules and regulations thereunder, the first of the CCI (or any appellate authority in India having appropriate jurisdiction) having either:
  - granted approval to the Scheme; or
  - been deemed to have granted approval to the Scheme through the expiration of time periods available for their investigation;
- the Stock Exchange having issued their observation/ no-objection letters as required under the SEBI Listing Regulations read with the SEBI Scheme Circular;
- this Scheme being approved by the respective requisite majorities of the various classes of members (passed through postal ballot/ e-voting, as applicable) and creditors (where applicable) of the Transferor Companies and the Transferee Company, as required under the Act and the SEBI Scheme Circular, subject to any dispensation that may be granted by the NCLT;
- sanctions and orders under the provisions of Sections 230 to 232 of the Act being obtained from the benches of the NCLT at Mumbai, Maharashtra and Kolkata, West Bengal;
- the certified copies of the orders of the NCLT approving this Scheme having been filed with the registrar of companies in Maharashtra and Kolkata;

For APSARA SELECTIONS LIMITED

R. R. Halska  
DIRECTOR



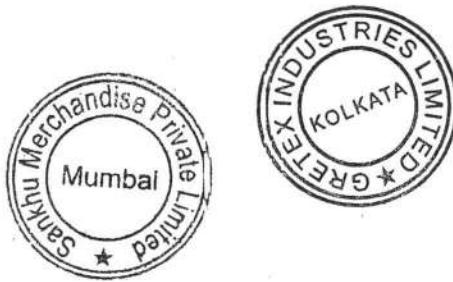
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- vi. there not being any Governmental Order from any Governmental Authority (other than a competition and/or anti-trust authority) that has the effect of making the Amalgamation illegal or otherwise restraining or preventing its consummation; and
- vii. there not being any Governmental Order from any Governmental Authority (other than a competition and/or anti-trust authority) that has the effect of making the transfer of the intellectual property being used in relation to the Transferor Company's business illegal or otherwise restraining or preventing its transfer.

#### 27. Dissolution

- i. Each of the Transferor Companies and the Transferee Company agree that it shall bear by itself all own costs, charges, levies and expenses in relation to or in connection with or incidental to this Scheme until the date of sanction of this Scheme by the NCLT, including without limitation costs and expenses associated with retention of financial, legal, Tax and other professional advisers, and in connection with the valuation report and the fairness opinion issued by their respective valuers and merchant bankers.
- ii. Save as otherwise agreed, all stamp, transfer, registration, and other similar Taxes, duties, charges and fees (including in relation to the registration and the stamping of the sanction orders) payable or assessed in connection with this Scheme, the issuance of Transferee Company Shares and the transfers contemplated by the Scheme shall be borne by Transferee Company.

For APSARA SELECTIONS LIMITED  
R. K. Harlalka  
DIRECTOR



Certified True Copy  
Copy Issued "free of cost"  
On 03.6.2016  
B. S. D. 03.6.2016,  
Deputy Registrar  
National Company Law Tribunal Mumbai Bench