

Application to CSE

3/24/25 2:45 PM

From: "narendra rai" <narendra.rai@lohiasecurities.com>

To: karun@cskarun.com

Please find attached our application to CSE Listing Department in two volumes.



PDF Multy Page_10049-VOL-1.pdf



PDF Multy Page_10048-VOL-2.pdf

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Thanks

Lohia Securities Limited

Narendra Kumar Rai

Company Secretary

033-40026600/ Exten- 690 / 693

9836607441

Fax no. 033-40026800

Approval under Reg. 37 of the SEBI (LODR) Regulations 2015, for the Scheme of Amalgamation under Section 230 and 232 of the Companies Act, 2013.

3/27/25 12:33 PM

From: "karun@Cskarun.com" <karun@cskarun.com>

To: <listingcompliance_2@cse-india.com>, <listingcompliance_3@cse-india.com>, <listingsupport@cse-india.com>

Cc: "narendra rai" <narendra.rai@lohiasecurities.com>, "sujit2001@lohiasecurities.com" <sujit2001@lohiasecurities.com>, <chandranidatta@cse-india.com>

Bcc: "cskarunco@gmail.com" <cskarunco@gmail.com>

Dear Kanchan Ma'am,

M/s. Lohia Securities Ltd. has submitted an application for approval under Regulation 37 of the SEBI (LODR) Regulation, 2015, for the Scheme of Amalgamation under Section 230 and 232 of the Companies Act, 2013. The said application was handed over physically at your office vide serial number 14 on 17th March, 2025.

We request you to kindly provide us the status of the application.

Thanks & Regards,

Ishita Chatterjee

Executive

K. Arun & Co.

'Shantiniketan' 8, Camac Street,

8th Floor, Suite: 807, Kolkata-700017.

Contact - +91 9830944882

Attachments:

- CSE Receiving.pdf

Fwd: Lohia Securities Ltd- for approval under Regulation 37 (LODR), regulations, 2015

3/28/25 11:05 AM

From: "narendra rai" <narendra.rai@lohiasecurities.com>

To: karun@cskarun.com

----- Forwarded message -----

From: **Kanchan Mala Saha** <kanchansaha@cse-india.com>

Date: Thu, Mar 27, 2025 at 1:40 PM

Subject: Lohia Securities Ltd- for approval under Regulation 37 (LODR), regulations, 2015

To: <info@lohiasecurities.com>, <narendra.rai@lohiasecurities.com>

Cc: Chandrani Datta <chandranidatta@cse-india.com>, PRASENJIT DUTTA <p Dutta@cse-india.com>

Dear Madam /Sir,

With reference to your letter dated 17/03/2025 on the subject cited above.

In this connection you are requested to share the name of your Designated Stock Exchange and specify which is your **Nation wide Stock Exchange, BSE /NSE / MSEI.**

Kindly do the needful at your end on an urgent basis.

However your set of documents as submitted by you is under scrutiny and the feed back will be send you shortly.

Regards

Kanchan Mala

Listing Dept.

--

Thanks

Lohia Securities Limited

Narendra Kumar Rai

Company Secretary

033-40026600/ Exten- 690 / 693

9836607441

Fax no. 033-40026800

Fwd: Lohia Securities Ltd- for approval under Regulation 37 (LODR), regulations, 2015

4/2/25 12:41 PM

From: "narendra rai" <narendra.rai@lohiasecurities.com>

To: karun@cskarun.com

----- Forwarded message -----

From: **Kanchan Mala Saha** <kanchansaha@cse-india.com>

Date: Wed, Apr 2, 2025 at 12:33 PM

Subject: Re: Lohia Securities Ltd- for approval under Regulation 37 (LODR), regulations, 2015

To: narendra rai <narendra.rai@lohiasecurities.com>

Cc: <info@lohiasecurities.com>, Chandrani Datta <chandranidatta@cse-india.com>, PRASENJIT DUTTA <p Dutta@cse-india.com>

Dear Madam /Sir,

With reference to your trail mail,

You are requested to refer to SEBI MASTER CIRCULAR SEBI/HO/CFD/POD-2/P/CIR/2023/93J dated June 20, 2023 which reads as under:

PART -I: Requirements before the Scheme of arrangements submitted for sanction by the National Company Law Tribunal (NCLT)

A. Requirements to be fulfilled by Listed Entity 1.Designated Stock Exchanges) Listed entities shall choose one of the Stock Exchanges having nationwide trading terminals as the designated Stock Exchange for the purpose of coordinating with SEBI.

Kindly do the needful at your end on an urgent basis.

However your set of documents as submitted by you is under scrutiny and the feed back will be send you shortly.

Regards

Kanchan Mala

Listing Dept

On 3/28/2025 2:01 PM, narendra rai wrote:

Lohia Securities Ltd. is listed only on CSE Ltd. and not with any other National Stock Exchange. Our submission is attached to this email.

On Thu, Mar 27, 2025 at 1:40 PM Kanchan Mala Saha <kanchansaha@cse-india.com> wrote:

Dear Madam /Sir,

With reference to your letter dated 17/03/2025 on the subject cited above.

In this connection you are requested to share the name of your Designated Stock Exchange and specify which is your **Nation wide Stock Exchange, BSE /NSE / MSEI.**

Kindly do the needful at your end on an urgent basis.

However your set of documents as submitted by you is under scrutiny and the feed back will be send you shortly.

Regards

Kanchan Mala

Listing Dept.

--

Thanks

Lohia Securities Limited

Narendra Kumar Rai

Company Secretary

033-40026600/ Exten- 690 / 693

9836607441

Fax no. 033-40026800

--

Thanks

Lohia Securities Limited

Narendra Kumar Rai

Company Secretary

033-40026600/ Exten- 690 / 693

9836607441

Fax no. 033-40026800

RE: Approval under Reg. 37 of the SEBI (LODR) Regulations 2015, for the Scheme of Amalgamation under Section 230 and 232 of the Companies Act, 2013.

4/11/25 3:31 PM

From: "Tanmayi Lele" <tanmayi.lele@bseindia.com>

To: "'karun@cskarun.com'" <karun@cskarun.com>

Cc: narendra rai <narendra.raai@lohiasecurities.com>, "sujit2001@lohiasecurities.com" <sujit2001@lohiasecurities.com>, Listing Compliance <listing.compliance@bseindia.com>, BSE Schemes <bse.schemes@bseindia.com>

Dear Sir,

PFA the checklists.

Regards,

Tanmayi Lele

Assistant Manager

Listing Operations

BSE Limited, MUMBAI

Mobile : 9833654806

www.bseindia.com



This mail is classified as 'PUBLIC' by tanmayi.lele on April 11, 2025 at 15:31:07.

From: karun@Cskarun.com <karun@cskarun.com>

Sent: 11 April 2025 13:44

To: Tanmayi Lele <tanmayi.lele@bseindia.com>; Listing Compliance <listing.compliance@bseindia.com>

Cc: narendra rai <narendra.raai@lohiasecurities.com>; sujit2001@lohiasecurities.com

Subject: Approval under Reg. 37 of the SEBI (LODR) Regulations 2015, for the Scheme of Amalgamation under Section 230 and 232 of the Companies Act, 2013.

***CAUTION*:** This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Dear Tanmayi Ma'am,

M/s. Lohia Securities Ltd. (having CSE Scrip Code: 022123), being the Transferee Company, has submitted an application to the Calcutta Stock Exchange (CSE) for approval under Regulation 37 of the SEBI (LODR) Regulation, 2015, for the Scheme of Amalgamation under Section 230 and 232 of the Companies Act, 2013, with few unlisted private companies.

The draft Scheme was approved by the Board of Directors on 06th March, 2025. Further, the Appointed Date for the merger is 01st April, 2024 and the Valuation Report dated 05th March, 2025 is based on the last Audited Financial Statement, that is, on 31st March, 2024.

Upon filing the application to the Calcutta Stock Exchange, a query was raised and it stated that as per SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023,

the companies listed solely on Regional Stock Exchange is required to choose one of the Stock Exchanges having nationwide terminal as the Designated Stock Exchange for dissemination of information to SEBI.

The Company is desirous of appointing BSE (Bombay Stock Exchange) as the Designated Stock Exchange for providing the platform for dissemination of such information to SEBI. We request you to kindly share with us the required checklist for the mentioned matter.

Feel free to contact us at: 85838 54527.

Thanks & Regards,

Dipak Tibrewal

Senior Associate

K. Arun & Co.

'Shantiniketan' 8, Camac Street,

8th Floor, Suite: 807, Kolkata - 700017.

Contact - 8583854527

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Attachments:

- image001.png
- Revised Checklist for Schemes filed under Reg 59A of LODR.docx
- Pre Check before filing the schemes under Regulation 37 of LODR.docx
- Revised Checklist for Schemes filed under Reg 37 of LODR.docx
- Revised SOP 29.09.2023.pdf

Re: Lohia Securities Ltd- for approval under Regulation 37 (LODR), regulations, 2015

4/16/25 6:13 PM

From: "narendra rai" <narendra.rai@lohiasecurities.com>

To: Kanchan Mala Saha <kanchansaha@cse-india.com>

Cc: info@lohiasecurities.com, Chandrani Datta <chandranidatta@cse-india.com>, PRASENJIT DUTTA <pductta@cse-india.com>

"Dear Ma'am,

As per our interpretation, the Company, M/s. Lohia Securities Limited (Scrip Code: 02212) is listed solely on the Calcutta Stock Exchange (CSE) and as per the SEBI Master Circular mentioned by you, CSE being a 'Regional Stock Exchange', we are required to choose one of the Stock Exchanges having Nationwide Trading Terminal as platform for dissemination of information in relation to the draft Merger Scheme and other documents as mentioned in the circular.

Therefore, we request you to kindly guide us on the same."

--

Thanks

Lohia Securities Limited

Narendra Kumar Rai

Company Secretary

033-40026600/ Exten- 690 / 693

9836607441

Fax no. 033-40026800

On Thu, Mar 27, 2025 at 1:40 PM Kanchan Mala Saha <kanchansaha@cse-india.com> wrote:

Dear Madam /Sir,

With reference to your letter dated 17/03/2025 on the subject cited above.

In this connection you are requested to share the name of your Designated Stock Exchange and specify which is your **Nation wide Stock Exchange, BSE /NSE / MSEI.**

Kindly do the needful at your end on an urgent basis.

However your set of documents as submitted by you is under scrutiny and the feed back will be send you shortly.

Regards

Kanchan Mala

Listing Dept.

--

Thanks

Lohia Securities Limited

Narendra Kumar Rai

Company Secretary

033-40026600/ Exten- 690 / 693

9836607441

Fax no. 033-40026800



LOHIA SECURITIES LTD.

MEMBER : NSE, BSE, MSEI, CSE, MCX, NCDEX

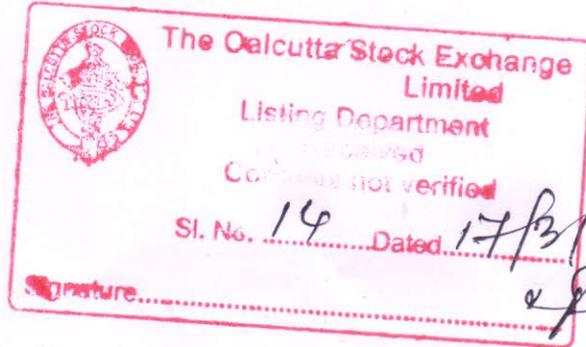
DEPOSITORY PARTICIPANT : NSDL

CIN No L67120WB1995PLC067195

Vol-1 of

March 17, 2025

To,
The Listing Manager,
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700001



Scrip Code: 022123

Dear Sir/ Ma'am,

Subject: Documents for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation under Section 230 and 232 of Companies Act, 2013.

In relation to approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation under Section 230 and 232 of Companies Act, 2013, please find enclosed documents along with our reply/ response for providing the No-Objection Certificate (NOC).

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Reply/ Response	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	Certified true copy of Board Resolution passed by all the Companies is attached as "Annexure - A."	1-8
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	Certified copy of the draft Scheme of Amalgamation proposed to be filed before the NCLT is attached as "Annexure - B."	9-39
3.	Valuation report from Independent Chartered Accountant and Independent SEBI registered Merchant Banker as applicable as per Para I (A)(2A) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2018/2 dated	Copy of the Valuation Report is attached as "Annexure - C."	40-56

Institutional Dealing Office : 1602-B, Lady Ratan Tower, 72, Dainik Shivner Marg, Gandhinagar, Worli, Mumbai - 400018

Phone : +91 22 2261 0552/0562, 2492 4449/4462, 2490 1308, Fax : +91 22 2490 1308

LOHIA SECURITIES LTD.

Regd. Office :

4, Biplabi Trailokya Maharaj Sarani,
Brabourne Road, 5th Floor,
Kolkata - 700 001



+91 33 4002 6600 / 6700
Fax : +91 33 4002 6800



www.lohiasecurities.com



info@lohiasecurities.com
Complaint : grievance@lohiasecurities.com
Company Secretary

Handwritten signature



LOHIA SECURITIES LTD.

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DEPOSITORY PARTICIPANT : NSDL

CIN No L67120WB1995PLC067195

	January 3, 2018. The Chartered Accountant and the Merchant Banker referred herein shall not be treated as Independent in case of existence of any material conflict of interest among themselves or with the company, including that of common directorships or partnerships.		
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report is attached as "Annexure - D."	57-62
5.	Fairness opinion by Merchant Banker	Not Applicable	
6.	Shareholding pattern of all the companies including unlisted entities pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	Shareholding pattern as on 31-12-2024, of all the companies is attached as "Annexure - E."	63-74
7.	The percentage of shareholding of pre scheme public shareholders of the listed entity & the QIBs of the unlisted entity, in the post scheme shareholding pattern of the "merged" company on a fully diluted basis shall not be less than 25%.	The percentage of shareholding is not less than 25%.	
8.	In case of a scheme involving merger of a listed company or its division into an unlisted entity, the entire pre scheme share capital of the unlisted issuer seeking listing shall be locked in as per provisions of Para (III) (A) (3) of Annexure I of SEBI Circular dated January 3, 2018.	Not Applicable	

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Complaint : grievance@lohiasecurities.com

[Handwritten Signature]

Company Secretary



LOHIA SECURITIES LTD.

MEMBER : NSE, BSE, MSEI, CSE, MCX, NCDEX

DEPOSITORY PARTICIPANT : NSDL

CIN No L67120WB1995PLC067195

9.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I, is attached as " Annexure - F. "	75-81
10.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure II	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. is attached as " Annexure - G. "	82-84
11.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards (format attached as Annexure III).	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017, is attached as " Annexure - H. "	85
12.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is attached as " Annexure - I. "	86

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Complaint : grievance@lohiasecurities.com

Company Secretary

(Handwritten signature)



LOHIA SECURITIES LTD.

MEMBER : NSE, BSE, MSEI, CSE, MCX, NCDEX

DEPOSITORY PARTICIPANT : NSDL

CIN No L67120WB1995PLC067195

	related documents on Exchange's website). Format given in Annexure IV		
13.	<p>If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following:</p> <p>a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a)</p> <p>b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.</p>	Approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 will be applicable as per the direction form the NCLT.	
14.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	Allotment of Shares will be done based on the Valuation Report provided by the Registered Valuer.	
15.	a) In case of scheme of arrangement between listed and unlisted entities, information pertaining to the unlisted entity/ies involved in the scheme as per the format specified for abridged prospectus as provided in Part	Not Applicable.	

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LOHIA SECURITIES LTD

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[Handwritten Signature]

Company Secretary



LOHIA SECURITIES LTD.

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DEPOSITORY PARTICIPANT : NSDL

CIN No L67120WB1995PLC067195

	D of Schedule VII of the ICDR Regulations. b) A Certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017. This is also to be uploaded on the BSE's website	Not Applicable.	
16.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Calcutta Stock Exchange.	
17.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V, is attached as " Annexure - J. "	87-92
18.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Net-worth certificate (excluding Revaluation Reserve) is attached as " Annexure - K. "	93-94
19.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI.	Not Applicable.	
20.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII.	Confirmation by the Managing Director/ Company Secretary is attached as " Annexure - L. "	95-96
21.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited	Annual Reports of all the listed transferee companies involved and audited financial of all the	97-458

Institutional Dealing Office : 1602-B, Lady Ratan Tower, 72, Dainik Shivner Marg, Gandhinagar, Worli, Mumbai - 400018

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Complaint : grievance@lohiasecurities.com

[Handwritten Signature]

Company Secretary



LOHIA SECURITIES LTD.

MEMBER : NSE, BSE, MSEI, CSE, MCX, NCDEX

DEPOSITORY PARTICIPANT : NSDL

CIN No L67120WB1995PLC067195

	financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	unlisted transferor companies for the last financial year is attached as "Annexure - M."	
22.	Immediately upon filing of the draft scheme of arrangement with the stock exchanges, the listed entity shall disclose the draft scheme of arrangement & all the documents specified under Para (2) of the SEBI Circular dated January 3, 2018.	Done.	
23.	The provisions of the SEBI Circular dated January 3, 2018 shall not apply to the scheme which solely provides for merger of a wholly owned subsidiary or its division with the parent company. However, such draft schemes shall be filed with the stock exchanges for the purpose of disclosures & the stock exchanges shall disseminate the scheme documents on their web-site.	Done.	
24.	Processing fee (non-refundable) payable to CSE		
25.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Narendra Kumar Rai, Company Secretary +91 98366 07441 narendra.rai@lohiasecurities.com	

Kindly take the same on your record and oblige.

Yours Faithfully,
For Lohia Securities Limited
For **LOHIA SECURITIES LTD.**

Narendra Kumar Rai
Company Secretary
F5879

Institutional Dealing Office : 1602-B, Lady Ratan Tower, 72, Dainik Shivner Marg, Gandhinagar, Worli, Mumbai - 400018

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Complaint : grievance@lohiasecurities.com

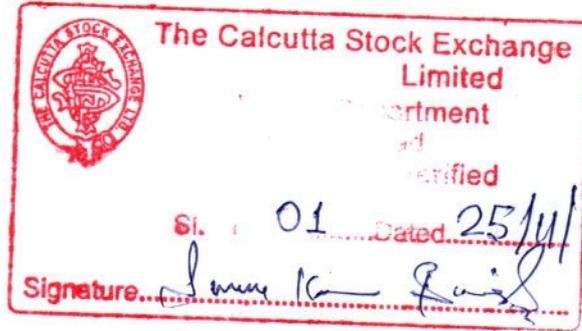


LOHIA SECURITIES LTD.

MEMBER : NSE, BSE, MSEI, CSE, MCX, NCDEX
DEPOSITORY PARTICIPANT : NSDL
CIN No L67120WB1995PLC067195

October 24, 2025

To,
The Listing Manager,
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700001



Scrip Code: 022123

Dear Sir/Madam,

Subject: Submission of Application for approval / obtaining No-Objection Letter under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, ("SEBI LODR Regulations") for the Scheme of Arrangement proposed to be filled under sections 230-232 of the companies Act, 2013

With reference to the captioned subject, we are hereby submitting an application for obtaining No-objection letter of the Stock Exchange under Regulation 37 of the SEBI LODR Regulations read with master circular in relation to scheme of arrangement issued by SEBI having No. SEBI/HO/CFD/POD-2/ P/CIR/2023/93 dated June 20, 2023 covering all circulars issued by SEBI in relation to scheme of arrangement including any amendments or modifications thereof, and any other circular issued pursuant to Regulations 11, 37 and 94 of SEBI LODR Regulations ("SEBI Scheme Circular") in connection with the proposed Scheme of Arrangement involving (I) Amalgamation of Trade City Barter Private Limited ("TCBPL" / "Transferor Company 1"), Daadi Stock Broking Private Limited ("DSBPL" / "Transferor Company 2"), Shiv Lalit Consultancy Private Limited ("SLCPL" / "Transferor Company 3"), into and with Lohia Securities Ltd ("ISL" / "Transferee Company").

We hereby enclose the duly filled-up Checklist for the captioned application for your perusal and processing of the application. We have endeavoured to address all the requirements as required under the SEBI Scheme Circular and the standard checklist available on the BSE website. However, if any details / documents are missing, we would request you to kindly let us know and we would be obliged to provide the same at the earliest.

For LOHIA SECURITIES LTD.

Company Secretary

Institutional Dealing Office : 1602-B, Lady Ratan Tower, 72, Dainik Shivner Marg, Gandhinagar, Worli, Mumbai - 400018
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www.lohiasecurities.com



info@lohiasecurities.com

Complaint : grievance@lohiasecurities.com

Kindly take this on record.

Thanking you.
Yours Faithfully,

For Lohia Securities Ltd
For LOHIA SECURITIES LTD.



Company Secretary
Narendra Kumar Rai
Company Secretary
F5879

Enclosure: Filled-up Checklist

BSE Checklist on submission of documents in relation to Scheme of Arrangement

Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234 and Section 66 of Companies Act, 2013,

Sr. No.	Documents to be submitted along with application under Regulation 37 of the LODR Regulations	Annexure Number
1.	Certified true copy of the resolution passed by the Board of Directors of the Company approving the scheme and taking into account the Audit Committee Report, Independent Report and all the relevant documents related to scheme. The same needs to be submitted by all the entities involved in the Scheme of arrangement	Annexure-1
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT	Annexure-2
3.	Valuation report from Registered Valuer, along with workings, as applicable, as per Para (A)(4) of Part I of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ["SEBI Master Circular"]. The valuation report shall be as per the format given in Annexure I Confirmation from the listed entity signed by Company Secretary/ Compliance Officer stating that: a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation. b) Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme	Annexure-3-Valuation Report Annexure-3A-Confirmation Letter
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above. As per Para (A)(2)(c)	Annexure-4

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	<p>of Part I of SEBI Master Circular. The Audit Committee report shall also comment on the following:</p> <ul style="list-style-type: none"> • Need for the merger/demerger/amalgamation/arrangement • Rationale of the scheme • Synergies of business of the entities involved in the scheme • Impact of the scheme on the shareholders. • Cost benefit analysis of the scheme. 	
5.	Fairness opinion by Independent SEBI Registered Merchant Banker as per Para (A)(2)(d) of Part I of SEBI Master Circular.	Annexure-5
6.	<p>Shareholding pattern of equity shares and/or preference shares or any other type of security involved in the scheme of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the LODR Regulations.</p> <p>Kindly submit shareholding pattern on fully diluted basis as well</p>	Annexure-6
7.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement in Word Format as given in Annexure II	Annexure-7
8.	Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies in the format as provided in Annexure III	Annexure-8
9.	<p>Audited Standalone and Consolidated financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old of unlisted company) as per Annexure IV.</p> <p>Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.</p>	Annexure-9
10.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (A)(5) of Part I of SEBI Master Circular,	Annexure-10

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	as per the format given in Annexure III of said SEBI Master Circular. Format given in Annexure V.	
11.	Detailed Compliance Report as per the format specified in Annexure III of SEBI Master Circular duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with each regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(h) of Part I of SEBI Master Circular (format attached as Annexure VI).	Annexure-11
12.	Report from the Committee of Independent Directors recommending the draft scheme taking into consideration, inter alia, that the scheme is not detrimental to the shareholders of the listed entity, as per Para (A)(2)(i) of Part I of SEBI Master Circular	Annexure-12
13.	Complaint report as per Annexure IV of SEBI Master Circular (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure VII)	Annexure-13
14.	If as per the company, approval from the Public shareholders through e-voting, as required under Para (A)(10)(a) of Part I of SEBI Master Circular, is not applicable then as required under Part I (A) (10)(c) of said SEBI circular, submit the following: <ul style="list-style-type: none"> a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 10(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate. 	Since the requirement of obtaining approval from the Public Shareholders through e-voting, as required under Para (A)(10)(a) of Part I of SEBI Master Circular is applicable, undertaking certified by the auditor and board resolution approving the said certificate is not applicable.
15.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor / Practicing CA / Practicing CS of the listed company as per Provisions of SEBI (ICDR) Regulations is to be provided.	Not Applicable

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	[Kindly refer Reg.158 of SEBI (ICDR) Regulations. The relevant date for determining the price shall be the date of approval of the scheme by the BOD of the company.]	
16.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Annexure-14
17.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VIII.	Annexure-15
18.	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format enclosed at Annexure IX	Annexure-16
19.	Net-worth certificate from Auditor / PCA/ PCS (excluding Revaluation Reserve) together with related workings pre and post scheme for all the entities involved in the Scheme.	Annexure-17-Post-Merger Net Worth of Transferee Company is to be provided within 10 days
20.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure X.	Annexure-18
21.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI.	Annexure-19
22.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	Annexure-20
23.	a) Processing fee (non-refundable) will be payable to BSE as below, through <u>Online Payment Gateway (via Net Banking Facility) in Listing Centre portal</u> - Details given in Annexure XII. Kindly submit the details of UTRN, TDS and GST paid wrt the payment made as per the following format:.	Annexure-21-To be provided upon payment

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Complete Name of the remitter entity / person	
Address of the entity / person	
Date of remittance of fee	
Fee remitted (Rs.)	
Transaction Reference no.	
Date of remittance of GST	
GST Amount	
Transaction Reference no.	
GST Registration No.	
Name as appearing in GST Registration	

Rs.4,00,000/- plus GST as applicable for Main Board Companies.

Rs.2,00,000/- plus GST as applicable for SME Companies.

- b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure XII or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai'

As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.

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	<p>Additionally, Kindly provide the calculation of SEBI Fees and the details of payment as per the format prescribed in Annexure XII</p> <p>Further, The company is advised not to deduct TDS on SEBI Fees. Wherever TDS is deducted, the Company is advised to pay the same immediately.</p>	
24.	In case of scheme of demerger, additional documents as per Annexure XIII are to be submitted	Not Applicable
25.	In case NCDs and/or NCRPS are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in Annexure XIV confirming compliance with the requirements Para (A)(12)(A) of Part I of SEBI Master Circular.	Not Applicable
26.	In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the Proviso to Para (A)(1)(b) of Part II of SEBI Mater Circular by CS/MD and statutory auditor of the company.	Not Applicable
27.	<p>If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a 'Report on the Unpaid Dues' which shall contain the details of such unpaid dues in the format given in Annexure IV of SEBI Master circular which is also attached as Annexure XV</p> <p>[Note: In case there are no pending dues as mentioned above, please confirm the same]</p>	Annexure-22
28.	No objection certificate (NOC) from lending scheduled commercial banks/ financial institutions/ debenture trustees (not less than 75% of the secured creditors in value).	Annexure-23

For LOHIA SECURITIES LTD.



Company Secretary

	<p>OR</p> <p>An undertaking from the listed entity signed by Managing Director/ Company Secretary/ Compliance Officer stating that:</p> <p>We hereby confirm that we have initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees as required under Para A (2) (k) of Part I of SEBI Master Circular dated June 20, 2023 and we shall submit the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	
29.	<p>Undertaking to be confirmed by the listed company/resulting company that:</p> <p>(i) The transferee entity/resulting company will not issue/reissue shares not covered under the draft scheme.</p> <p>(ii) As on date of application there are no outstanding Warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date. In case there are such outstanding instrument, kindly provide details and also provide the shareholding pattern of the listed entity/resulting company on fully diluted basis</p>	Annexure-24
30.	<p>Details to be submitted by the company in case of demerger where there is no change in shareholding pattern of Demerged company and the Resulting company:</p> <p>In case of scheme of demerger wherein mirror image is created in the resulting company, following standard information to be submitted by the listed company:</p>	Not Applicable

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	<p>1) Details of assets, liability, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement</p> <p>2) Assets, liability, revenue, PAT and net worth of the demerged undertaking along with a write up on the history of the demerged undertaking</p> <p>3) Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed/demerged entity in last three financial years.</p> <p>4) Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement.</p> <p>Such information to be certified by Auditor of the company / PCA/PCS.</p>	
31.	Annual Report for the last 3 financial years for all unlisted companies involved in the scheme.	Annexure-25
32.	NOC/Clearance from the respective sectorial regulators, if any sectorial regulators approval is applicable to the any of the company involved in the scheme. Also confirm status of the approval. If not applicable, all the companies involved in the Scheme are requested to provide an undertaking confirming the same.	Not Required
33.	Prior history of any scheme of arrangement concerning the Company	Annexure-26
34.	Please confirm that the proposed Scheme of Arrangement is in accordance with the MoA & AoA of the Companies involved in the scheme of arrangement.	Annexure-27
35.	Kindly submit non- applicability certificate of the requirements of the corporate governance, if required.	Since, the requirements of the corporate governance are applicable to the listed Transferee Company, the non-applicability certificate is not

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		applicable.
36.	Name & Designation of the Contact Person: Narendra Kumar Rai, Company Secretary Telephone Nos. (landline & mobile): 033 4002 6600 & 9836607441 Email ID: narendra.rai@lohiasecurities.com	Annexure-28
37.	In cases of Demerger, apportionment of losses of the listed company among the companies involved in the scheme.	Not Applicable
38.	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking/Transferor Company certified by Chartered Accountant (CA).	Annexure-29-Post Meger Details of Transferee company is to be provided within 10 days
39.	Any type of arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	There is no such arrangement or agreements exists which may have any implications on the scheme of arrangement as well as on the shareholders of the listed Transferee Company. Only the Board of all the companies have approved the scheme of amalgamation, copies of which has been attached.
40.	In the cases of capital reduction/ reorganization of capital of the Company, Reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.	Not Applicable
41.	In the cases of capital reduction/ reorganization of capital of the Company, Built up for reserves viz. Capital	Not Applicable

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	Reserve, Capital Redemption Reserve, Securities premium, certified by CA.	
42.	In the cases of capital reduction/ reorganization of capital of the Company, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.	Not Applicable
43.	In the cases of capital reduction/ reorganization of capital of the Company, the built up of the accumulated losses over the years, certified by CA.	Not Applicable
44.	Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	Annexure-30
45.	In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage	Not Applicable
46.	Whether the Board of unlisted Company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof.	Not Applicable
47.	List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.	Not Applicable
48.	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	Annexure-31
49.	Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years.	Not Applicable
50.	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.	Not Applicable
51.	Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.	Kindly refer the valuation report (Refer Annexure 3) which includes the rationale for arriving at the swap ratio for issuance of shares.

Dr. LOHIA SECURITIES LTD.


Company Secretary

52.	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.	Not Applicable
53.	How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.	The Scheme provides for merger / amalgamation of the Transferor Companies which is engaged in the similar line of business activity as that of the Transferee Company. The Scheme is proposed with intended objectives as more particularly stated in 'Page 8 of the Scheme'. Hence, the Scheme is in the interest of the public shareholders of the listed entity.
54.	Tax/other liability/benefit arising to the entities involved in the scheme, if any.	No specific tax / other liability / benefit is intended to be arisen to the entities involved in the Scheme.
55.	Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards.	The accounting treatment specified in the Scheme is in compliance with the Accounting Standards / Indian Accounting Standards and a certificate confirming the same, issued by the statutory auditor of the Transferee Company is enclosed as Annexure 10.
56.	If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons	Not Applicable

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Company Secretary

	justifying the EBIDTA/PAT margin considered in the valuation report.	
57.	Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.	Annexure-32
58.	Confirmation that the scheme is in compliance with the applicable securities laws.	Annexure-33
59.	Confirmation that the arrangement proposed in the scheme is yet to be executed.	Annexure-34

For Lohia Securities Ltd

For LOHIA SECURITIES LTD.



Company Secretary

Narendra Kumar Rai

Company Secretary

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