

SCHEME OF AMALGAMATION

(Under Sections 230 and 232 of the Companies Act, 2013)

OF

Trade City Barter Private Limited
Daadi Stock Broking Private Limited
Shiv Lalit Consultancy Pvt.Ltd.

WITH**Lohia Securities Limited****A. PREAMBLE**

The Scheme of Amalgamation is presented under Chapter XV of the Companies Act, 2013 for amalgamation of Trade City Barter Private Limited, Daadi Stock Broking Private Limited, Shiv Lalit Consultancy Private Limited with Lohia Securities Limited. This scheme also provides for various other matters consequential to amalgamation or otherwise integrally connected herewith.

B. OVERVIEW AND OPERATION OF THIS SCHEME

This Scheme (defined hereinafter) provides for the amalgamation of the Transferor Company with the Transferee Company with effect from 01stJuly, 2025 ("Appointed Date"), under the provisions of Sections 230 and 232 of the Companies Act, 2013.

Daadi Stock Broking Pvt. Ltd.
 Sudhansu Kumar Verma
 Director

TRADE CITY BARTER PVT LTD
 Sudhansu Kumar Verma

DIRECTOR

LOHIA SECURITIES LTD
 Sudhansu Kumar Verma

DIRECTOR

SHIV LALIT CONSULTANCY PVT. LTD.
 Sudhansu Kumar Verma
 Director

C.PARTS OF THIS SCHEME

This Scheme is divided into the following parts:

- (a) **Part I**, which deals with the background and rationale of the Scheme;
- (b) **Part II**, which deals with the definitions and Share Capital of the Transferor Company Nos. 1 to 3 and the Transferee Company;
- (c) **Part III**, which deals with the merger of the Transferor Company Nos. 1 to 3 with the Transferee Company;
- (d) **Part IV**, which deals with the accounting treatment under this Scheme.
- (e) **Part V**, which deals with the general terms and conditions as applicable to this Scheme.

PART I

BACKGROUND AND RATIONALE OF THE SCHEME

A. Trade City Barter Private Limited (U51909WB1995PTC074970) (hereinafter referred to as "TCBPL" or the "Transferor Company No. 1") a private limited company incorporated under the provisions of Companies Act, 1956 on 18th October, 1995 and having its registered office at 4, Biplapi Trailokya Maharaj Sarani (Brabourne Road), 5th Floor, Kolkata - 700001. The Company is a registered Non-Banking Financial Company (NBFC) having Certificate of Registration (COR) B.05.06080 under Section 45-IA of the RBI Act, 1934.

SHIV LALIT CONSULTANCY PVT. LTD.

Director

The main objects of the Transferor Company No. 1 is as follows: Daadi Stock Broking Pvt. Ltd.

TRADE CITY BARTER PVT LTD

DIRECTOR



Director

1. "To carry on the business of an investment company and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, stocks, bonds obligation and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued, guaranteed by any Government, State Dominion, Sovereign Ruler, Commissioner, Public Body or authority, Supreme, Municipal, local or otherwise or firm or person whether in India or elsewhere and to deal with and turn to account the same.
2. To carry on the business as financiers to industrials, trading, enterprises and financing the public by way of deposits, bill of exchange, hundies, promissory notes, advances and carry on business of financing and advancing short term and long term loan and credits to individuals or corporate bodies, either on securities such as lands, buildings or part thereof, machinery, plant, chattels, stock, certificates, shares, debentures, government securities, Life Insurance Policies and units stock-in trade or on guarantee or clean without securities on such terms as may seem expedient.
3. To carry on in India or elsewhere the business of and act as insurance broker, agent, representative, surveyor, sub-insurance agent, franchiser, consultants, advisor or otherwise for any and all insurance companies."

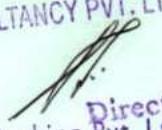
B. Daadi Stock Broking Private Limited (hereinafter referred to as "DSBPL" or the "Transferor Company No. 2") (U67200WB2003PTC095825), a private limited company incorporated under the provisions of Companies Act, 1956 on 21st February, 2003 and having its registered office at 4, Biplapi Trailokya Maharaj Sarani (Brabourne Road), 5th Floor, Kolkata - 700001.

TRADE CITY BARTER PVT LTD


DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.


Daadi Stock Broking Pvt. Ltd.
Director

The main objects of the Transferor Company No. 2 is as follows:

1. "To subscribe, to become a member of any one or more stock exchanges, whether in India or outside, subsidize and co-operate with any other association whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association such information as may be likely to forward the objects of the Company.
2. To carry on business as shares and stock brokers, underwriters, agents and brokers for subscribing to and for the sale and purchase of securities, stocks, shares, debenture stock, bonds, units or certificates of Mutual Funds, Saving Certificates, Commercial Paper, Government Securities or other financial instruments or obligations of anybody corporate, authority whether Central, State or Local undertaking whether public or private and provisional documents relating thereto, to act as managers to the issue of any of the securities aforesaid and to promote the formation and mobilization of capital.
3. To provide financial services, advisory and counseling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, investment fund managers and to arrange and sponser public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues."

Daadi Stock Broking Pvt. Ltd.

Director

C. Shiv Lalit Consultancy Pvt. Ltd. (hereinafter referred to as "SLCPL" or the "Transferor Company No. 3") (U51909WB1995PTC074973), a private limited company incorporated under the provisions of Companies Act, 1956 on

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DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.

Director

18thOctober, 1995 and having its registered office at 4, Biplapi Trailokya Maharaj Sarani (Brabourne Road), 5thFloor, Kolkata – 700001. The Company is a registered Non-Banking Financial Company (NBFC) having Certificate of Registration (COR) B.05.03274 under Section 45-IA of the RBI Act, 1934.

The main objects of the Transferor Company No. 3 is as follows:

1. *"To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, packers, stockists, distributors, advisors, hire purchasers of & in all kinds of rubberised cloth food grains, dairy products, soap detergents, biscuits, surgical, diagnostics, medical pulses, leather & finished leather goods, leather garments, leather products, all related items in leather, electric & electronics components and goods, iron & steel, aluminium, mineral, ferrous and non-ferrous, metal, stainless steel, jute and jute products, textile, cotton, synthetic, fibre, silk, yam, wool and woollen goods, handicrafts & silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, wood & wood products, timber cosmetics, stationery, tools & hardware, plastics & plastic goods, sugar, tea, coffee, paper, packaging material, chemicals, cement, spices, grain, factory materials, house equipments, rubber & rubber products, coal, coal products & coaltar, fertilizers, agriculture fruit products, industrial products, computer date materials, software, paints, Industrial & other gases, alcohol, liquor, edible & non-edible oils & fats, marine products, drugs, plants & machinery goods, engineering goods & equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobile parts, building construction & materials, fur & fur made items, toys, building plans, consumer products, consumer durables, dry flowers and plants, printing, transportation and*

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SHIV LALIT CONSULTANCY PVT. LTD.


DIRECTOR

Daadi Stock Broking Pvt. Ltd.

Director

all other kinds of goods and merchandise, commodities and articles of consumption of all kinds in India.

- 2. To carry on business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and article of all kinds including clearing agent, freight contractors, forwarding agents, licensing agents, general brokers and to carry on any kind of commercial business."*

D. Lohia Securities Limited(hereinafter referred to as "LSL" or the "Transferee Company) (L67120WB1995PLC067195), a public limited company incorporated under the Companies Act, 1956 on 06th January, 1995 and having its registered office 4, Biplapi Trailokya Maharaj Sarani (Brabourne Road), 5th Floor, Kolkata - 700001.

The main objects of the Transferee Company is as follows:

- 1. "To subscribe to, become a member of any one or more stock exchanges, whether in India or outside, subsidize and co-operate with any other association whether incorporated or not, whose objects are altogether or in part similar to those of the company, and to procure from and communicate to any such association such information as may be likely to forward the objects of the company.*
- 2. To carry on business as shares and stock brokers, underwriters, agents and brokers for subscribing to and for the sole and purchase of securities, stocks, shares, debentures, debenture stock, bonds, units or certificates of mutual funds, savings certificates, commercial papers, Government Securities or other financial Instruments or obligation of anybody corporate, authority whether central, state or local, undertaking whether public or private and provisional documents relating thereto, to act as*

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DIRECTOR



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Daadi Stock Broking Pvt. Ltd.

Director

managers to the issue of any of the securities aforesaid and to promote the formation and mobilization of capital.

3. To provide financial services, advisory and counseling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, Investment fund managers and to arrange and sponsor public and private Issues or placement of shares and loan capital and to negotiate and underwrite such issues.
4. To undertake Depository Participant activities, functions and responsibilities and such other activities which are incidental or ancillary to the same."

RATIONALE

This Scheme (as defined hereinafter) envisages the amalgamation of TCBPL, DSBPL, & SLCPL into LSL, resulting in the consolidation of the business in one entity and strengthening the position of the merged entity, by enabling it to harness and optimize the synergies of the companies. Accordingly, it would be in the best interests of TCBPL, DSBPL, SLCPL & LSL and their respective shareholders. The proposed amalgamation of TCBPL, DSBPL, & SLCPL into LSL is in line with the global trends to achieve size, scale, integration, and greater financial strength and flexibility and in the interests of maximizing shareholder value. The merged entity is likely to achieve higher long-term financial returns than could be achieved by the companies individually. TCBPL, DSBPL, & SLCPL believe that the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies TCBPL, DSBPL, & SLCPL pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies, productivity gains, and logistic advantages, thereby significantly contributing to future growth. Therefore, the management of TCBPL, DSBPL, & SLCPL believe that the

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Scheme of Amalgamation would benefit the respective companies and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- (a) Enable Transferee Company to use the resources of Transferor Company No. 1 to 3 in development of business.
- (b) Increase in net worth of the Transferee Company, which will facilitate effective and better mobilization of financial resources.
- (c) Reduction of overheads and other expenses facilitate administrative convenience and ensure optimum utilization of available services and resources;
- (d) The proposed amalgamation and vesting of TCBPL, DSBPL, & SLCPL into LSL with effect from the Appointed Date, is in the interest of the shareholders, creditors, stakeholders, and employees, as it would enable a focused business approach for the maximization of benefits to all stakeholders and for the purposes of synergies of business.

PART II

1. DEFINITIONS

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

- 1.1 "Act" means the Companies Act, 2013, including any statutory modifications, re-enactment or amendments thereof.
- 1.2 "Appointed Date" means 01st July, 2025 or such other date as the Hon'ble National Company Law Tribunal, Kolkata Bench may direct.

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DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.


Daadi Stock Broking Pvt. Ltd. Director

- 1.3 **"Board of Directors"** in relation to respective Transferor Company and/or transferee Company nos. 1 to 4, as the case may be, shall, include a committee of directors or any person authorized by the board of directors or such committee of directors.
- 1.4 **"NCLT"** means the National Company Law Tribunal and the National Company Law Appellate Tribunal as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of the arrangement, compromise, or reconstruction of companies under Chapter XV of the Companies Act, 2013;
- 1.5 **"Effective Date"** means the date on which the certified copy of the order sanctioning this Scheme of Amalgamation, passed by the NCLT or such other competent authority, as may be applicable, is filed by TCBPL, DSBPL, SLCPL, & LSL with the Registrar of Companies, Kolkata.
- 1.6 **"Transferor Company"** means the companies defined in PART I of the Scheme under (A) to (C).
- 1.7 **"Transferee Company"** means **Lohia Securities Limited** (L67120WB1995PLC067195), a public limited company incorporated under the Companies Act, 1956 on 06th January, 1995 and having its registered office 4, Biplapi Trailokya Maharaj Sarani (Brabourne Road), 5th Floor, Kolkata - 700001.
- 1.8 **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of Amalgamation in its present with any modification(s) made as approved or directed by the NCLT or such other competent authority, as may be applicable;

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Daadi Stock Broking Pvt. Ltd.

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All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to thereunder the Companies Act, 2013 and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

1.9 "Undertaking" means and includes:

- (a) all assets and properties of the Transferor Company nos. 1 to 3 as on the Appointed Date i.e. all the undertakings, the entire business, all the properties movable, or intangible, offices, residential and other premises, capital work in progress, furniture, fixture, office equipment, investments of all kinds and in all forms, cash balances with banks, loans, advances, contingent rights or benefits, receivables, benefit of any deposits, financial assets, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, permissions, permits, rights, entitlements, guarantees, authorizations, approvals, agreements, contracts, licenses, registrations, tenancies, benefits of all taxes right to carry forward and set off unabsorbed losses and depreciation, privileges and rights under State tariff regulations and under various laws; avail of telephones, telexes, facsimile, email, interest, electricity and other services, reserves, provisions, funds, benefits of all agreements, all records, files, papers, computer programmes, manuals, data, and other records, and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company or which have accrued to the Transferor Company nos. 1 to 3 as on the Appointed Date, whether in India or abroad, of whatsoever nature and wherever situated (hereinafter referred to as the "Assets");

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Director

(b) all debts, liabilities, duties and obligations of the Transferor Company nos. 1 to 3 as on the Appointed Date (hereinafter referred to as the "Liabilities");

(c) all earnest monies and/or security or other deposits paid by the transferor company no. 1 to 3.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the act.

2. DATE OF TAKING EFFECT

The amalgamation of TCBPL, DSBPL, SLCPL, & LSL pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income Tax Act, 1961, but shall be operative from the Effective Date.

3. SHARE CAPITAL

3.1 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 1 as on June 30, 2025 was as under: -

TCBPL (Transferor Company No. 1)

Particulars	Amount in Rupees
Authorised	
30,00,000 Equity shares of Rs. 10/- each.	3,00,00,000
Issued, subscribed and paid-up	
7,05,200 Equity Shares of Rs.10/- each fully paid-up	70,52,000

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SHIV LALIT CONSULTANCY PVT. LTD.

Daadi Stock Broking Pvt. Ltd.

| Page 11

Director

3.2 The Transferor Company No. 1 holds 2,05,000 Equity shares in the Transferee Company.

3.3 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 2 as on June 30, 2025 was as under: -

DSBPL (Transferor Company No. 2)

Particulars	Amount in Rupees
Authorised	
20,00,000 Equity shares of Rs. 10/- each.	2,00,00,000
Issued, subscribed and paid-up	
10,50,000 Equity Shares of Rs.10/- each fully paid-up	1,05,00,000

3.4 The Transferor Company No. 2 holds 78,436 Equity shares in the Transferee Company.

3.5 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 3 as on June 30, 2025 was as under: -

SLCPL (Transferor Company No. 3)

Particulars	Amount in Rupees
Authorised	
22,00,000 Equity shares of Rs. 10/- each.	2,20,00,000
Issued, subscribed and paid-up	
20,14,490 Equity Shares of Rs.10/- each fully paid-up	2,01,44,900

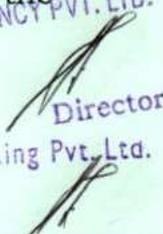
3.6 The Transferor Company No. 3 holds 2,65,000 Equity shares in the Transferee Company.

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DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.
Daadi Stock Broking Pvt. Ltd.


| Page 10 | Director

3.7 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company No. 4 as on June 30, 2025 was as under: -

LSL (Transferee Company)

Particulars	Amount in Rupees
Authorised	
170,00,000 Equity shares of Rs. 10/- each.	1,70,000,000
Issued, subscribed and paid-up	
49,83,000 Equity Shares of Rs.10/- each fully paid-up	4,98,30,000

3.8 The Transferee Company holds 7,05,200 and 4,60,000 Equity shares in the Transferor Company No. 1 and Transferor Company No.2 respectively.

If any shareholder becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of the New Equity Shares by the Transferee Company, the Board of the Transferee Company shall consolidate all such fractional entitlements and shall round up the aggregate of such fractions to the next whole number.

The Transferee Company shall, without any further application, act or deed, issue and allot the following shares held by such shareholders in the Transferor Companies. The Transferee Company shall issue:

13 (Thirteen) Equity Shares of Rs. 10/- each fully paid up of LSL for every 40 (Forty) Equity Shares of Rs. 10/- each fully paid up of DSBPL.

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DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.

Director

Daadi Stock Broking Pvt. Ltd.

Director

1 (One) Equity Shares of Rs. 10/- each fully paid up of LSL for every 5 (Five) Equity Shares of Rs. 10/- each fully paid up of SLCPL.

Note: Trade City Barter Private Limited being a wholly-owned subsidiary of Lohia Securities Limited, the exchange ratio of shares is not required.

PART III

4. TRANSFER AND VESTING

4.1 With effect from the Appointed Date and upon this Scheme coming into effect, the Transferor Company Nos. 1 to 3 shall stand merged with and be vested in the Transferee Company, as a going concern, without any further act or instrument and pursuant to the provisions of Sections 230 to 232 of the Act, together with all the properties, assets, rights, liabilities, benefits and interest therein, as more specifically described in the subsequent clauses of this Scheme.

4.2 With effect from the Appointed Date, the entire business and the whole of the Undertaking of the Transferor Company Nos. 1 to 3 shall, without any further act or deed, be and stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company as a going concern, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Transferor Company Nos. 1 to 3 which shall vest in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be obliged to create any further or additional security after the amalgamation has become effective or otherwise. The transfer/vesting as aforesaid shall be subject to the

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DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.

Daadi Stock Broking Pvt. Ltd. Director

Page 14

Director

existing charges/hypothecation over or in respect of the Assets or any part thereof of the Transferor Company Nos. 1 to 3. Further, the Transferee Company shall not be required to create any additional security over assets acquired by it under the scheme for any loans, deposits, or other financial assistance availed/to be availed by the Transferor Company.

4.3 With effect from the Appointed Date, and subject to any corrections and adjustments as may be required, in the opinion of the Board of Directors of the transferee Company, the Reserves and Surplus if any, of the Transferor Company will be merged with those of the Transferee Company in the same form and nomenclature as they appeared in the financial statements of the transferor Company.

4.4 Any legal or other proceedings by or against Transferor Company Nos. 1 to 3 pending on the Effective Date and relating to the Undertaking (including property rights, powers, liabilities, obligations, and duties) of Transferor Company Nos. 1 to 3 shall be continued and enforced by or against the Transferee Company, in the same manner, and to the same extent as it would or might have been continued and enforced by or against Transferor Company Nos. 1 to 3.

4.5 It is expressly provided that in respect of such of the assets of the Transferor Company Nos. 1 to 3 as are moveable in nature or are otherwise capable of being transferred by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company Nos. 1 to 3 by physical delivery and shall become the property of the Transferee Company pursuant to the provisions of sections 230 to 232 of the Act.

TRADE CITY BARTER PVT LTD

DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.

Director
Daadi Stock Broking Pvt. Ltd.

4.6 With effect from the Appointed Date, all liabilities, debts, duties and obligations of the Transferor Company Nos. 1 to 3 shall, without any further act or deed, also stand transferred to the Transferee Company, pursuant to the applicable provisions of the Act, so as to become as from the Appointed Date, the liabilities, debts, duties and obligations of the Transferee Company.

4.7 All inter-party transactions between the Transferor Company Nos. 1 to 3 and the Transferee Company as may be outstanding on the Appointed Date or which may take place subsequent to the Appointed Date and prior to the Effective Date, shall be considered as intraparty transactions for all purposes from the Appointed Date. Any loans or other obligations, if any, due inter-se i.e. between the Transferor Company Nos. 1 to 3 and the Transferee Company as on the appointed Date and thereafter till the Effective Date, shall stand automatically extinguished.

5. ISSUE OF SHARES BY THE TRANSFEREE COMPANY

5.1 Transferor Company No. 1 holds 2,05,000 Equity Shares in the Transferee Company. Transferor Company No. 2 holds 78,436 Equity Shares in the Transferee Company. Transferor Company No. 3 holds 2,65,000 Equity Shares in the Transferee Company. While the Transferee Company holds 100% of share capital in Transferor Company No. 1, and 43.81% of share capital in Transferor Company No. 2.

6. TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

6.1 With effect from the Appointed Date and upto and including the Effective Date;

TRADE CITY BARTER PVT LTD

DIRECTOR



Daadi Stock Broking Pvt. Ltd.

Director

i. the Transferor Company Nos. 1 to 3 shall be deemed to have been carrying on and shall carry on all business and activities relating to the Undertaking and stand possessed of the properties so to be transferred, for and on account of and in trust for the Transferee Company, including but without limitation, payment of advance income tax and subsequent instalments of income tax, sales tax, excise and other statutory levies, etc.

ii. all incomes, profits, benefits and incentives accruing to the Transferor Company Nos. 1 to 3 or losses arising or incurred by it relating to the Undertaking shall, for all purposes, be treated as the incomes, profits, benefits, and incentives or losses, as the case may be, of the Transferee Company;

6.2 The Transferor Company Nos. 1 to 3 hereby undertakes, from the Appointed Date up to and including the Effective Date –

i. to carry on the business of the Undertaking with reasonable diligence and business prudence and not borrow, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking or any part thereof, nor to undertake any new business or a substantial expansion of its existing business except with prior written consent of the Transferee Company.

ii. not to utilise the profits, if any, relating to the Undertaking for the purposes of declaring or paying any dividend in respect of the period falling on and after the Appointed Day without obtaining prior approval of the Transferee Company.

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DIRECTOR



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Director

6.3 The Transferee Company shall be entitled, pending the sanction of Scheme, to apply to the Central or State Government and all other agencies departments and regulatory or other authorities concerned as are necessary under any law, for such registrations, consents, approvals, licenses, and sanctions which the transferee Company may require to own and operate the Undertaking.

7. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions of this Scheme, all contracts, deeds, bonds, agreements, leases, insurance policies and other instruments of whatsoever nature relating to the Undertaking to which the Transferor Company Nos. 1 to 3 are a party and subsisting or having an effect on or before the Effective date shall be in full force and effect against or in favor of the Transferee Company and may be enforced as fully and effectually, as if, instead of the Transferor Company, the Transferee Company had at all material times been a party thereto.

8. STAFF, WORKMEN AND EMPLOYEES

8.1 On the Scheme becoming effective, permanent staff and employees, if any of the Transferor Company Nos. 1 to 3 in service on the Effective Date, shall be deemed to have become staff and employees of Transferee Company on such date without any break or interruption in their service and on the terms and conditions of their employment not less favorable than those subsisting as on the said date.

9. DIRECTORS

Upon the Scheme finally coming into effect, the Directors of the Transferor Company Nos. 1 to 3 shall cease to be Directors of the Transferor Company Nos. 1 to 3, without any further approvals, resolutions, filings etc.

TRADE CITY BARTER PVT LTD

DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.
Daadi Stock Broking Pvt. Ltd.

Director

Director

10. LEGAL PROCEEDINGS

If any suit, writ petition, appeal, revision or other proceedings of whatever nature before any court or tribunal or any other forum (hereinafter called the "Proceedings") by or against the Transferor Company Nos. 1 to 3 be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company or of anything contained in the Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the transferee Company Nos. 1 to 3 in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the transferor company Nos. 1 to 3 as if the Scheme had not been made.

PART IV

11. ACCOUNTING TREATMENT

Upon the Scheme becoming effective:

11.1 The Transferee Company shall account for the assets and liabilities of the transferor Company Nos. 1 to 3 vested in it in terms of the Scheme at book value appearing in the books of the Transferor Company Nos. 1 to 3. The Transferee Company shall record in its books of account, all transactions of the Transferor Company Nos. 1 to 3 in respect of assets, liabilities, income and expenses at its book value from the Appointed Date to the Effective Date.

11.2 The inter-company balances, if any, shall stand cancelled.

TRADE CITY BARTER PVT LTD

DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.

Director

Daadi Stock Broking Pvt. Ltd.

Director

11.3 Subject to provisions of this Scheme, the Transferee Company shall abide by the Indian Accounting Standards (Ind-AS) issued by the Institute of Chartered Accountants of India.

11.4 Pursuant to the Scheme coming into effect, investments made by the Transferee Company in the Transferor Company Nos. 1 to 3 in the equity shares shall automatically stand cancelled.

PART V

GENERAL TERMS AND CONDITIONS

12. APPLICATION TO THE NCLT OR SUCH OTHER COMPETENT AUTHORITY

LSL hereto shall, with all reasonable dispatch, make applications/petitions to the Hon'ble National Company law Tribunal, Kolkata Bench for order(s) under Section 232 of the Companies Act, 2013 for getting sanction of the scheme of amalgamation/merger for carrying out the scheme into effect and dissolution of TCBPL, DSBPL, & SLCPL without winding up and for order(s) under Section 230 of Companies Act, 2013 for holding separate meetings of creditors if any and shareholders of TCBPL, DSBPL, SLCPL, & LSL or alternatively for grant of exemption of holding meeting thereof.

13. REQUIREMENTS UNDER SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As per Regulation 37(1) of Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, listed entity desirous of undertaking a scheme of arrangement, shall prior to filing draft

TRADE CITY BARTER PVT LTD

DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.

Director

Daadi Stock Broking Pvt. Ltd.

scheme of arrangement before any Court/ Tribunal shall file the same with Stock Exchange for obtaining No-objection Letter.

Therefore, prior approval of the Stock Exchange is required in this regard and this scheme will be filed with the Stock Exchange for obtaining No-objection Letter.

14. MODIFICATION/ AMENDMENT TO THE SCHEME AND GENERAL POWER TO THE BOARD

TCBPL, DSBPL, SLCPL, & LSL with approval of their respective Board of Directors may consent, from time to time on behalf of all persons concerned, to any modifications/amendments or additions/deletions to the Scheme which may otherwise be considered necessary, desirable or appropriate by the said Board of Directors to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters, and things necessary for bringing this Scheme into effect or agree to any terms and/or conditions or limitations that the NCLT or any other authorities under law may deem fit to approve of, to direct and or impose. The aforesaid powers of TCBPL, DSBPL, SLCPL, & LSL to give effect to the modification/amendments to the Scheme may be exercised by their respective Board of Directors or any person authorised in that behalf by the concerned Board of Directors subject to approval of the NCLT or any other authorities under the applicable law to such modification/amendments to the Scheme. In the event that any conditions are imposed or directions given by the said NCLT which the TCBPL, DSBPL, SLCPL, & LSL find unacceptable for any reason whatsoever then the TCBPL, DSBPL, SLCPL, & LSL shall be entitled to withdraw from the Scheme in which event no rights and liabilities whatsoever shall accrue to or be incurred inter set or by the parties or any of them.

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15. CONDITIONALITY OF THE SCHEME

The Scheme is conditional upon and subject to:

- (a) The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme;
- (b) The Scheme being approved by the respective requisite majorities of the shareholders and/or creditors of Transferor Company and Transferee Company as may be directed by the NCLT and/or any other competent authority and it being sanctioned by the NCLT and/or any other competent authority, as may be applicable;
- (c) The certified copy of the order of NCLT under the provisions of the Act sanctioning the Scheme is filed with the Registrar of Companies, Kolkata, West Bengal.

16. SCHEME RENDERED NULL AND VOID

- 16.1** In the event to any of the said sanction and approvals referred to in the preceding Clause 12 not being obtained and/or the Scheme not being sanctioned by the NCLT or such other competent authority, if applicable and/or the order not being passed as aforesaid before June 30, 2025, or such other date as the Board of Directors of Transferor Company Nos. 1 to 3 and Transferee Company may determine, the Scheme shall become null and void, and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability, or obligations which have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and Transferee Company shall bear the charges and expenses in connection with the Scheme unless otherwise mutually agreed.

TRADE CITY BARTER PVT. LTD
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16.2 In the event of this Scheme failing to take effect finally within such period or periods as may be decided by the Transferor Company nos. 1 to 3 (by its Directors) and the Transferee Company (by its Directors), this Scheme shall become null and void and, in that event, no rights and liabilities whatsoever shall accrue to or by incurred inter se to or by the Parties or any one of them.

17. OPERATIVE DATE OF THE SCHEME

The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

18. DISSOLUTION OF THE TRANSFEROR COMPANY

On the Scheme becoming effective, the Transferor Company Nos. 1 to 3 shall be dissolved without winding up.

19. EXPENSES CONNECTED WITH THE SCHEME:

19.1 Save and except as provided elsewhere in the Scheme, all costs, charges taxes, levies and other expenses including registration fee of any deed, in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of the Scheme shall be borne and paid by the Transferee Company.

19.2 In the event that this Scheme fails to take effect within such period or periods as may be decided by the Transferor Company Nos. 1 to 3 (by its Board of Directors) and the Transferee Company (by its Board of Directors), or the scheme is rendered null and void in terms of Clause 15 of this Scheme then, the Transferor Company Nos. 1 to 3 and Transferee

TRADE CITY BARTER PVT LTD

DIRECTOR



SHIV LALIT CONSULTANCY PVT. LTD.

Daadi Stock Broking Pvt. Ltd. Director

| Page 23

Company shall bear their own costs and expenses incurred by them, in relation to or in connection with the Scheme.

20. GENERAL TERMS AND CONDITIONS

- 20.1** The Transferor Company nos. 1 to 3 and the Transferee Company shall, with all reasonable dispatch, make all applications/ petitions under Section 230 and 232 and other applicable provisions of the Act to the National Company Law Tribunal, Bench at Kolkata for the sanctioning of the Scheme and obtain all approvals and consents as may be required under law or any agreement.
- 20.2** The respective Board of Directors of the Transferor Company nos. 1 to 3 and the Transferee Company may empower any Committee of Directors or Officer(s) or any individual director, officer or other person to discharge all or any of the powers and functions, which the said Board of Directors are entitled to exercise and perform under the Scheme.
- 20.3** In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Transferor Company nos. 1 to 3 and the Transferee Company and their respective shareholders and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.
- 20.4** If any part of this Scheme is invalid, ruled illegal by any court or authority of competent jurisdiction or unenforceable under the present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the

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parties shall attempt to bring about a modification in this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part.

LOHIA SECURITIES LTD

Sudhakar Kumar Verma

DIRECTOR

TRADE CITY BARIER PVT LTD

Sudhakar Kumar Verma

DIRECTOR

Daadi Stock Broking Pvt. Ltd.

Sudhakar Kumar Verma

Director

SHIV LALIT CONSULTANCY PVT. LTD.

Sudhakar Kumar Verma

Director