



LOHIA SECURITIES LTD.

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

DEPOSITORY PARTICIPANT : NSDL

CIN No L67120WB1995PLC067195

Brief particulars of the Transferee or Transferor Companies

Sr. No.	Particulars	Remarks
1	Name of the Company	Lohia Securities Ltd
2.	Exchange(s) Listed on	Calcutta Stock Exchange Limited
3.	Designated Stock	Bombay Stock Exchange
4.	Date of Incorporation & details of name change, if any.	DOI: 06/01/1995 Company was initially incorporated as Lohia Securities Private Limited and changed its name to Lohia Securities Ltd on 13th June, 2000.
5.	Nature of business and business activities currently carried out by the Company	Stock Broking and Depository Participant
6.	Brief detail about Scheme including rationale for scheme along with a graphical representation.	A scheme of amalgamation between Trade City Barter Private Limited, Daadi Stock Broking Private Limited, and Shiv Lalit Consultancy Private Limited (" Transferor Company ") with Lohia Securities Limited (" Transferee Company ").
7.	Date of Resolution passed by Board of Directors of the Company approving the scheme.	03.10.2025
8.	Appointed Date	01.07.2025

LOHIA SECURITIES LTD.

Sudhansu Kumar Das

Director

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 1310

Regd. Office :

4, Biplabi Trailokya Maharaj Sarani,
Brabourne Road, 5th Floor,
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9.	Consideration/ Exchange Ratio	<p><u>Share Exchange Ratio –Amalgamation of TCBPL with LSL</u> Since Lohia Securities Limited (LSL) is holding 100% Equity Shares of Trade City Barter Private Limited (TCBPL), LSL is not required to issue any Equity Share for shareholders of TCBPL for this amalgamation scheme. Based on the above and all relevant consideration and computation given above hereto, I do not recommend any exchange ratio of shares for shareholders of TCBPL.</p> <p><u>Share Exchange Ratio –Amalgamation of DSBPL with LSL</u> 13 (Thirteen) Equity Shares of Rs. 10/- each fully paid up of LSL for every 40 (Fourty) Equity Shares of Rs. 10/- each fully paid up of DSBPL</p> <p><u>Share Exchange Ratio –Amalgamation of SLCPPL with LSL</u> 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 SLCPPL</p>
10.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR),1957	No
11.	Report of Audit Committee	Audit Committee report dated 03.10.2025 has recommended the draft scheme for favorable consideration.
12.	Valuation Report from a Registered Valuer	The share entitlement ratio has been derived based on Valuation report dated 27.09.2025 issued by Mr. Anil Kumar Gupta .
13.	Fairness opinion by Merchant Banker	VC Corporate Advisors Private Limited , Merchant Banker, in its fairness opinion dated 29.09.2025 has opined that the share entitlement ratio as recommended by the valuer is fair.

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14.	Pre and post scheme Shareholding Pattern of the listed Company	<p>Pre-Scheme Shareholding Pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>36,97,417</td> <td>74.20</td> </tr> <tr> <td>Public</td> <td>12,85,517</td> <td>25.80</td> </tr> <tr> <td>Total</td> <td>49,83,000</td> <td>100</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>34,51,411</td> <td>72.59</td> </tr> <tr> <td>Public</td> <td>13,03,458</td> <td>27.41</td> </tr> <tr> <td>Total</td> <td>47,54,869</td> <td>100</td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	36,97,417	74.20	Public	12,85,517	25.80	Total	49,83,000	100	Category	No. of shares	%	Promoter	34,51,411	72.59	Public	13,03,458	27.41	Total	47,54,869	100
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16	Pre and post scheme Shareholding pattern of Unlisted Company 2: Daadi Stock Broking Private Limited	<p>Pre-amalgamation shareholding pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>9,95,000</td> <td>94.76</td> </tr> <tr> <td>Public</td> <td>5,50,000</td> <td>5.24</td> </tr> <tr> <td>Total</td> <td>10,50,000</td> <td>100</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>NA</td> <td></td> </tr> <tr> <td>Public</td> <td>NA</td> <td></td> </tr> <tr> <td>Total</td> <td></td> <td></td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	9,95,000	94.76	Public	5,50,000	5.24	Total	10,50,000	100	Category	No. of shares	%	Promoter	NA		Public	NA		Total		
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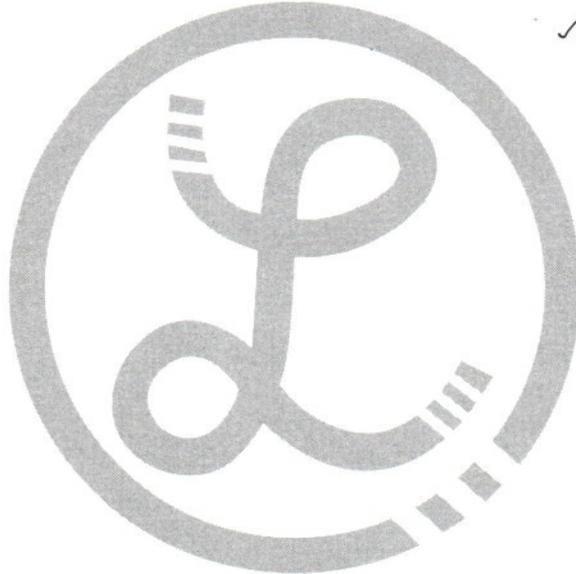
CIN No L67120WB1995PLC067195

17.	Pre and post scheme Shareholding pattern of Unlisted Company3: Shiv Lalit Consultancy Private Limited	Pre-amalgamation shareholding pattern:		
		Category	No. of shares	%
		Promoter	20,14,490	100
		Public	0	0
		Total	20,14,490	100
		Post-amalgamation shareholding pattern:		
		Category	No. of shares	%
		Promoter	NA	
		Public	NA	
		Total		

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18. Details of promoter's shareholding

Pre- scheme shareholding pattern:

Name	No. of shares	%	Promoter (Yes/No)
Abhishek Lohia	6500	0.130	Yes
Ankit Lohia	8431	0.169	Yes
Hari Kishan Lohia	431000	8.469	Yes
Mahesh Kumar Bajaj	505400	10.142	Yes
Mayank Bajaj	10000	0.201	Yes
Neena Jain	120000	2.408	Yes
Poonam Bajaj	250100	5.019	Yes
Rajesh Kumar Bajaj	501600	10.066	Yes
Sanjay Kumar Jain	90000	1.806	Yes
Sarla Lohia	205100	4.116	Yes
Satyanarayan Bajaj (HUF)	35000	0.702	Yes
Sudheer Kumar Jain	312000	6.261	Yes
Sunita Bajaj	140700	2.824	Yes
Daadi Stock Broking Pvt. Ltd	78436	1.574	Yes
Lohia Fiscal Markets Private Limited	160269	3.216	Yes
Madhusudhan Enclave Pvt. Ltd	60000	1.204	Yes
Ridhi Sidhi Distributor (P) Ltd.	312881	6.279	Yes
Shiv Lalit Consultancy Private Limited	265000	5.318	Yes
Trade City Barter Private Limited	205000	4.114	Yes

Post- scheme shareholding pattern:

Name	No. of shares	%	Promoter (Yes/No)
Abhishek Lohia	6500	0.137	Yes
Ankit Lohia	8431	0.177	Yes
Hari Kishan Lohia	431000	9.064	Yes
Mahesh Kumar Bajaj	505400	10.629	Yes
Mayank Bajaj	10000	0.210	Yes

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Neena Jain	120000	2.524	Yes
Poonam Bajaj	250100	5.260	Yes
Rajesh Kumar Bajaj	560523	11.788	Yes
Sanjay Kumar Jain	90000	1.893	Yes
Sarla Lohia	205100	4.313	Yes
Satyanarayan Bajaj (HUF)	35000	0.736	Yes
Sudheer Kumar Jain	312000	6.562	Yes
Sunita Bajaj	215978	4.542	Yes
Daadi Stock Broking Pvt. Ltd	0	0	No
Lohia Fiscal Markets Private Limited	175769	3.697	Yes
Madhusudhan Enclave Pvt. Ltd	60000	1.204	Yes
Ridhi Sidhi Distributor (P) Ltd.	334006	7.024	Yes
Shiv Lalit Consultancy Private Limited	0	0	No
Trade City Barter Private Limited	0	0	No
Luminant Commotrade Private Limited	27625	0.581	Yes
Analysys Software Private Limited	103980	2.187	Yes

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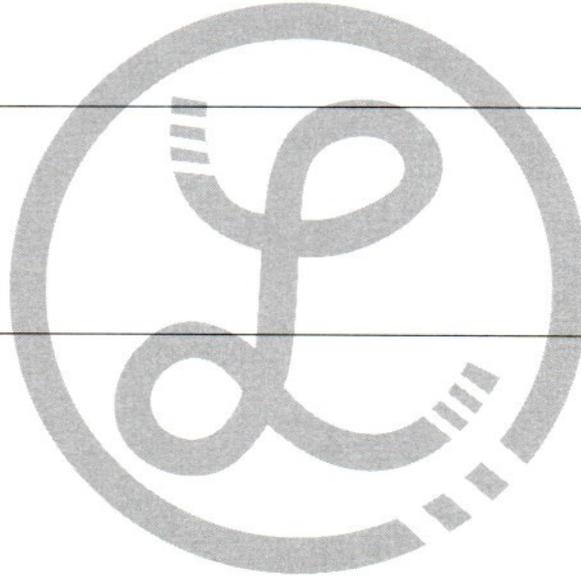
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19	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	Yes, the Minimum public shareholding in the Transferee company pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')
20	Approval of shareholders through postal ballot and e-voting	



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Director

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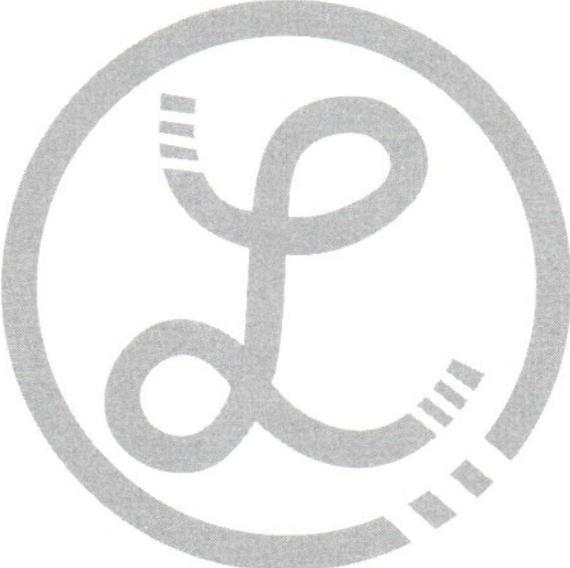


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	<p>Resolution for scheme approval (Ordinary/Special)</p> <p><i>Note: specifically state applicability of Clause 10(b) of SEBI Master Circular on Scheme of Arrangement i.e.</i></p> <p><i>"If the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it"</i></p>	
21	Treatment of Fractional Entitlement, if any	No fractional Treatment
22.	Compliance with Regulation 11 of the Listing Regulations	<p>The Company has vide letter dated <u>03-10-2025</u> confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.</p>

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23.	Statutory Auditor's certificate confirming the compliance of the accounting treatment as per SEBI Master Circular	Patni & Co., Statutory Auditors of <u>Lohia Securities</u> , have provided the certificate dated <u>21-11-2025</u> , confirming the accounting treatment as per SEBI circular.			
24.	Compliance Report as per SEBI circular	Compliance Report as per SEBI Master Circular has been submitted along with the application filed on <u>27-11-2025</u>			
25.	Net Worth (Rs. in crores)	Transferee Company:	Transferor Companies		
	Name of the Companies	Lohia Securities Ltd	1. Trade City Barter Private Limited (TCBPL)	2. Daadi Stock Broking Private Limited (DSBPL)	3. Shiv Lalit Consultancy Private Limited (SLCPL)
	Pre	114.8451	2.8004	3.9176	3.4262
	Post		NA	NA	NA
26.	Capital before the scheme (No. of equity shares as well as capital in rupees)	No. of Equity Shares-49,83,000 Paid up Capital-4,98,30,000	No. of Equity Shares-705200 Paid up Capital-70,52,200	No. of Equity Shares-1050000 Paid up Capital-1,05,00,000	No. of Equity Shares-2014490 Paid up Capital-2,01,44,900
	No. of shares to be issued	3,20,305	NA	NA	NA

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Cancellation of shares on account of cross holding, if any	(i) Lohia Securities holding 705600 shares in Trade city Barter Private Limited.
	(ii) Trade City Barter Private Limited holding 205000 shares in Lohia Securities Limited.
	(iii) Lohia Securities holding 515000 shares in Daadi Stock Broking Private Limited.
	(iv) Daadi Stock Broking Private Limited holding 78436 shares in Lohia Securities Limited
	(v) Lohia Securities holding 145000 shares in Shiv Lalit Consultancy Private Limited.
	(vi) Shiv Lalit Consultancy Private Limited holding 265000 shares in Lohia Securities Limited

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	Capital after the scheme (No. of equity shares as well as capital in rupees)	No. of Equity Shares-47,54,869 Paid up Capital-4,75,48,690	
27.	Please specify the relation among the companies involved in the scheme, if any.	Trade City Barter Private Limited is a wholly owned subsidiary of Lohia Securities Ltd and Daadi Stock Broking Private Limited & Shiv Lalit Consultancy Private Limited are the companies under the same promoter group	
28	Details regarding change in management control in listed or resulting company seeking listing, if any.	There is no change in management control in listed or resulting company.	
29.	Remarks, if any		

For and on behalf of the Board

LOHIA SECURITIES LTD.

Sudheer Kumar Jain

Director

Authorized Signatory

Name: Sudheer Kumar Jain

Designation: Whole-time Director

DIN: 00075103

Date: 03-10-2025

Place: Kolkata

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