

**Registered Office:** 1, Mittal Chambers, 228 Nariman Point, Mumbai –  
400021, Maharashtra

**Tel. No.:** 022-67444200

**CIN:** U17120MH1933PLC002031

**E-mail:** [cs@modernindia.co.in](mailto:cs@modernindia.co.in)/[info@modernindia.co.in](mailto:info@modernindia.co.in).

**Website:** <https://modernindia.co.in/>

## MEETING OF SECURED CREDITORS OF MODERN INDIA LIMITED

*(Convened pursuant to an order dated 4<sup>th</sup> day of February 2026 passed by the National Company Law Tribunal,  
Mumbai Bench)*

Day	Date	Time	Venue
Monday	23 <sup>rd</sup> March 2026	11:30 AM	1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra

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**FORM NO. CAA.2**  
**[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of Companies**  
**(Compromises, Arrangements and Amalgamations) Rules, 2016]**

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**  
**MUMBAI BENCH**

C.A. (CAA)/156/MB/2025

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016;

AND

In the matter of Scheme of Amalgamation between Modern Derivatives and Commodities Private Limited (“Transferor Company 1” or “MDCPL”) and Sarat Leasing and Finance Private Limited (“Transferor Company 2” or “SLFPL”) and F Pudumjee Investment Company Private Limited (“Transferor Company 3” or “FPICPL”) and Shree Rani Sati Investment and Finance Private Limited (“Transferee Company 1” or “Transferor Company 4” or “SRSIFPL”) and Western India Distributing Company Private Limited (“Transferor Company 5” or “WIDCPL”) and Millennium Commercial Private Limited (“Transferor Company 6” or “MCPL”) and Modern India Limited (“Transferee Company 2” or “MIL”) and their respective shareholders.

**Modern India Limited** )  
 having its registered office at )  
 1, Mittal Chambers, )  
 228 Nariman Point, )  
 Mumbai – 400021, Maharashtra )  
 CIN U17120MH1933PLC002031 ) ..... Seventh Applicant Company/ Transferee  
 Company 2

**NOTICE CONVENING MEETING OF THE SECURED CREDITORS OF MODERN INDIA LIMITED**

To,  
 All the Secured Creditors of Modern India Limited (“**Seventh Applicant Company**”),

**NOTICE** is hereby given that by an order dated 4<sup>th</sup> February 2026 (the “Order”), the Hon’ble National Company Law Tribunal, Mumbai Bench (“Tribunal” or “NCLT”) has directed a meeting to be held of the Secured Creditors of the Seventh Applicant Company, for the purpose of considering, and if thought fit, approving, with or without modification(s), Scheme of Amalgamation between Modern Derivatives and Commodities Private Limited (“Transferor Company 1” or “MDCPL”) and Sarat Leasing and Finance Private Limited (“Transferor Company 2” or “SLFPL”) and F Pudumjee Investment Company Private Limited (“Transferor Company 3” or “FPICPL”) and Shree Rani Sati Investment and Finance Private Limited (“Transferee Company 1” or “Transferor Company 4” or “SRSIFPL”) and Western India Distributing Company Private Limited (“Transferor Company 5” or “WIDCPL”) and Millennium Commercial Private Limited (“Transferor Company 6” or “MCPL”) and Modern India Limited (“Transferee Company 2” or “MIL”) and their respective shareholders (“Scheme”).

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Secured Creditors of the Seventh Applicant Company will be held at 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra on Monday, 23<sup>rd</sup> March 2026 at 11:30 am at which time and place you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

**“RESOLVED THAT** pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and in accordance with the relevant clauses of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT” or “Tribunal”) and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the approval of the Secured Creditors of the Company be and is hereby accorded to the Scheme of Amalgamation between Modern Derivatives and Commodities Private Limited (“Transferor Company 1” or “MDCPL”) and Sarat Leasing and Finance Private Limited (“Transferor Company 2” or “SLFPL”) and F Pudumjee Investment Company Private Limited (“Transferor Company 3” or “FPICPL”) and Shree Rani Sati Investment and Finance Private Limited (“Transferee Company 1” or “Transferor Company 4” or “SRSIFPL”) and Western India Distributing Company Private Limited (“Transferor Company 5” or “WIDCPL”) and Millennium Commercial Private Limited (“Transferor Company 6” or “MCPL”) and Modern India Limited (“Transferee Company 2” or “MIL”) and their respective shareholders (“Scheme”) placed before this meeting and initiated by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized (directly or through any committee or any authorized person) to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

**TAKE FURTHER NOTICE** that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorised representative, is deposited at the registered office of the Seventh Applicant Company at 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. The form of proxy is annexed to this Notice or can be obtained free of charge from the registered office of the Seventh Applicant Company or can be downloaded from the website of the Seventh Applicant Company.

Copies of the Scheme and of the Explanatory Statement, under Sections 230(3), 232(1) and (2), 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Seventh Applicant Company at 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra.

NCLT has appointed **Shri Virendrasingh Gyansingh Bisht**, to be the Chairperson of the said meeting including for any adjournment or adjournments thereof.

The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Tribunal.

A copy of the Explanatory Statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Sd/-

Shri Virendrasingh Gyansingh Bisht  
Chairperson appointed for the meeting

Dated this 19<sup>th</sup> February 2026

Registered office: 1, Mittal Chambers, 228 Nariman Point,  
Mumbai – 400021, Maharashtra

## NOTES

1. ONLY SECURED CREDITORS OF THE SEVENTH APPLICANT COMPANY MAY ATTEND AND VOTE EITHER IN PERSON OR BY PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF (AND A PROXY NEED NOT BE A SECURED CREDITOR OF THE SEVENTH APPLICANT COMPANY) or in the case of a body corporate, by a representative authorised under Section 113 of the Companies Act, 2013 at the meeting of the Secured Creditors of the Seventh Applicant Company. The authorised representative of a body corporate which is a Secured Creditor of the Seventh Applicant Company may attend and vote at the meeting of the Secured Creditors of the Seventh Applicant Company provided a copy of the resolution of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the meeting of the Secured Creditors of the Seventh Applicant Company, duly certified to be a true copy by a director, the manager, the secretary or other authorised officer of such body corporate, is deposited at the registered office of the Seventh Applicant Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the Secured Creditors of the Seventh Applicant Company.
1. The instrument appointing proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. A secured creditor or his/ her proxy, attending the meeting, is requested to bring and submit to the Seventh Applicant Company the Attendance Slip duly completed and signed.
3. The form of proxy can be obtained free of charge from the registered office of the Seventh Applicant Company or can be downloaded from the website of the Seventh Applicant Company.
4. All alterations made in the form of proxy should be initialled.
5. Every Secured Creditor entitled to vote at a meeting of the Seventh Applicant Company, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Seventh Applicant Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Seventh Applicant Company.
6. NCLT by its Order dated 4<sup>th</sup> February 2026 has directed that a meeting of the Secured Creditors of the Seventh Applicant Company shall be convened and held at 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra within 60 days from the date of uploading of the order at a date and time as may be decided by the Chairperson for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Secured Creditors would be entitled to vote in the said meeting either in person or through proxy.
7. The quorum for the meeting of the Secured Creditors of the Seventh Applicant Company shall be as fixed by the Hon'ble National Company Law Tribunal, Bench at Mumbai vide its order dated 4<sup>th</sup> February 2026, to be 50% of the total number of Secured Creditors plus one.
8. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Secured Creditors at the registered office of the Seventh Applicant Company between 9.00 a.m. and 5.45 p.m. on all working days (except Saturdays, Sundays and public holidays) up to the date of the meeting.
9. Secured Creditors whose names appear in the books of accounts of the Seventh Applicant Company as Secured Creditors as on 31<sup>st</sup> January, 2026 being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
10. The Notice, together with the documents accompanying the same, is being sent to all the Secured Creditors either by courier or by registered post or by hand delivery, or electronically by e-mail to those Secured Creditors who have registered their e-mail ids with the Seventh Applicant Company as on 31<sup>st</sup> January, 2026 (Cut-off date). The Notice will be displayed on the website of the Seventh Applicant Company i.e., <https://modernindia.co.in/>
11. A person, whose name is not appearing in the books of the Seventh Applicant Company as on the Cut-off Date shall not be entitled to vote at the meeting to be held on 23<sup>rd</sup> March 2026. Persons, who are not Secured

Creditors of the Seventh Applicant Company as on the Cut-off Date should treat this notice for information purposes only.

12. The notice convening the meeting will be published through advertisement in (i) Business Standard in the English language; and (ii) translation thereof in Loksatta in Marathi language.
13. In accordance with the provisions of Sections 230-232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the Secured Creditors of the Seventh Applicant Company, voting in person or by proxy, agree to the Scheme.
14. Mr. Siddharth Doshi, has been appointed as the scrutinizer to scrutinize the voting and to conduct the voting at the venue of the meeting in a fair and transparent manner.
15. The scrutinizer will submit his combined report to the Chairperson of the meeting after completion of the scrutiny of the votes cast by the Secured Creditors of the Seventh Applicant Company. The scrutinizer's decision on the validity of the vote shall be final.
16. The persons to whom the notice is sent may vote in the meeting either themselves or through proxies.

**FORM NO. CAA.2**  
**[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of Companies**  
**(Compromises, Arrangements and Amalgamations) Rules, 2016]**

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**  
**MUMBAI BENCH**

C.A. (CAA)/156/MB/2025

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016;

AND

In the matter of Scheme of Amalgamation between Modern Derivatives and Commodities Private Limited (“Transferor Company 1” or “MDCPL”) and Sarat Leasing and Finance Private Limited (“Transferor Company 2” or “SLFPL”) and F Pudumjee Investment Company Private Limited (“Transferor Company 3” or “FPICPL”) and Shree Rani Sati Investment and Finance Private Limited (“Transferee Company 1” or “Transferor Company 4” or “SRSIFPL”) and Western India Distributing Company Private Limited (“Transferor Company 5” or “WIDCPL”) and Millennium Commercial Private Limited (“Transferor Company 6” or “MCPL”) and Modern India Limited (“Transferee Company 2” or “MIL”) and their respective shareholders.

**Modern India Limited** )  
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 1, Mittal Chambers, )  
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 CIN U17120MH1933PLC002031 ) ..... Seventh Applicant Company/ Transferee  
 Company 2

**EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232 (1) AND (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 (“EXPLANATORY STATEMENT”)**

- Pursuant to the order dated 4<sup>th</sup> day of February 2026, passed by the Hon’ble National Company Law Tribunal, Mumbai Bench (the “NCLT”), in Company Scheme Application No. 156 of 2025 (“Order”), a meeting of the Secured Creditors of Modern India Limited (hereinafter referred to as the “Seventh Applicant Company” as the context may admit) is being convened at 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra on Monday, 23<sup>rd</sup> March 2026 at 11:30 am, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between Modern Derivatives and Commodities Private Limited (“**Transferor Company 1**” or “**MDCPL**”) and Sarat Leasing and Finance Private Limited (“**Transferor Company 2**” or “**SLFPL**”) and F Pudumjee Investment Company Private Limited (“**Transferor Company 3**” or “**FPICPL**”) and Shree Rani Sati Investment and Finance Private Limited (“**Transferee Company 1**” or “**Transferor Company 4**” or “**SRSIFPL**”) and Western India Distributing Company Private Limited (“**Transferor Company 5**” or “**WIDCPL**”) and Millennium Commercial Private Limited (“**Transferor Company 6**” or “**MCPL**”) and Modern India Limited (“**Transferee Company 2**” or “**MIL**”) and their respective shareholders (“**Scheme**”) (All the companies collectively referred to as the “**Companies**” or “**Applicant Companies**”). A copy of the Scheme, which has been, inter alia, approved by the Board of Directors of the Seventh Applicant Company at its meeting held on 21<sup>st</sup> October 2024, is enclosed as **Annexure 1**. The Board Resolutions of the Applicant Companies approving the Scheme of Amalgamation is enclosed as **Annexure 2A-2G**. The modifications to the Scheme of Amalgamation amongst the Applicant Companies have been duly approved by the respective Boards of Directors of the Applicant Companies. The First Applicant Company, Second Applicant Company, Third Applicant Company and Fourth Applicant Company have approved the said modifications vide their respective Board Resolutions dated 13<sup>th</sup> February 2025. The Fifth Applicant Company and Sixth Applicant Company have approved the modifications vide their respective Board Resolutions dated 12<sup>th</sup> February 2025, and the Seventh Applicant Company has approved the modifications vide its Board Resolution dated 31<sup>st</sup> January 2025. Copies of the said Board Resolutions approving the modifications to the Scheme are annexed hereto as **Annexure 3A-3G**. Capitalized terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.
- In terms of the said Order, the quorum for the aforesaid meeting of the Secured Creditors of the Applicant Company shall be 50% of the total number of Secured Creditors plus one. In terms of the said Order, NCLT has appointed Shri Virendrasingh Gyansingh Bisht, to be the Chairperson of the said meeting including for any adjournment or adjournments thereof.

3. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 (the “Act”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “Rules”).
4. As stated earlier, NCLT by its said Order has, inter alia, directed that a meeting of the Secured Creditors of the Seventh Applicant Company shall be convened and held at 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra within 60 days from the date of uploading of the order at a date and time as may be decided by the Chairperson, for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Secured Creditors would be entitled to vote in the said meeting either in person or through proxy.
5. In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the Secured Creditors of the Seventh Applicant Company, voting in person or by proxy, agree to the Scheme.
6. In terms of the Order dated 4<sup>th</sup> day of February, 2026, passed by the NCLT, in Company Scheme Application No. 156 of 2025, the value of each Secured Creditor of the Seventh Applicant Company shall be in accordance with the books/registers of the Seventh Applicant Company and in the event of any procedural questions the Chairperson of the meeting shall determine the value of such Secured Creditors of the Seventh Applicant Company, as the case may be, for the purposes of the said meeting and his decision in that behalf would be final.

## **7. PARTICULARS OF THE COMPANIES WHO ARE PARTIES TO THE SCHEME**

### **1. Modern Derivatives and Commodities Private Limited**

- a) Modern Derivatives and Commodities Private Limited (hereinafter referred to as the “Transferor Company 1” or “MDCPL”), is a private company limited by shares, incorporated under the Companies Act, 1956 on 26<sup>th</sup> December 2006, under the Corporate Identity Number U51219MH2006PTC166507. The Transferor Company 1 holds PAN AAECM8949H and has its registered office at Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011.
- b) The Main Objects of Transferor Company 1 as set out in its Memorandum of Association are, inter alia, as follows:

*“III(A) The main objects to be pursued by the company on its incorporation are:*

1. *To carry on in India and abroad, on behalf of the company as well as for others, the business of commodities including commodity derivatives, broking, and hedging, business of commodity, warehousing, processing and consumption, trading in agricultural products, metals including precious metals, precious stones, diamonds, petroleum and energy products and all other commodities and securities, in spot markets and in future and in all kinds of derivatives of all the above commodities and securities.*
2. *To carry on business to buy, sell, take, hold, deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives and for this purpose to apply for and obtain registration as Commodities Brokers or Member of any Commodities Exchange anywhere in India and abroad and also to become members and participate in trading, settlement and other activities of commodity exchanges including national multi- commodity*

*exchanges facilitating, for itself or for clients, trades and clearing/settlement of trades in spots, in futures and in derivatives of all the above commodities permitted under the laws of India.*

3. *To carry on business as brokers, finance brokers, sub brokers, market makers, arbitrageurs, investors, hedgers, traders, underwriters, sub underwriters, advisers, and providers of service for commodity related activities including commodity derivatives, options, derivatives, spot markets, currency swaps bonds, portfolio of securities and other financial instruments, rendering management and corporate advisory services, relating to share and securities of all kinds and to apply for membership of any recognized stock exchange in India and abroad.”*

- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 1 as on 31<sup>st</sup> January 2026 is as follows:

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
25,00,000 Equity Shares of Rs. 10/- each	2,50,00,000
<b>TOTAL</b>	<b>2,50,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
13,10,000 Equity Shares of Rs. 10/- each	1,31,00,000
<b>TOTAL</b>	<b>1,31,00,000</b>

- d) As on 31<sup>st</sup> January 2026, the list of Directors of the Transferor Company 1 is as under:

Sr. No.	Name	DIN	Address
1.	MUDIT VIJAY KUMAR JATIA	00192012	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011
2.	GAURI JATIA	00096766	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
3.	VIJAYKUMAR MAHABIRPRASAD JATIA	00096977	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
4.	SIDHANT VIJAYKUMAR JATIA	00097177	E 3201, 32nd Floor, Raheja Vivarea, E-Wing, Mahalaxmi, Mumbai 400011

- e) As on 31<sup>st</sup> January 2026, the list of promoters of the Transferor Company 1 are as under:

Sr. No.	Name of Promoter	Address
1.	Shree Rani Sati Investment and Finance Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011

- f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office - There has been no change in the registered office of the company.
- Details of change of objects – There has been no change in objects of the company in the last five years.

## 2. Sarat Leasing and Finance Private Limited

- a) Sarat Leasing and Finance Private Limited (hereinafter referred to as “Transferor Company 2” or “SLFPL”), is a private company limited by shares, incorporated under the Companies Act, 1956 on 18<sup>th</sup> April 1994, under Corporate Identity Number U65920MH1994PTC077781. The Transferor Company 2 holds PAN AAACS7856H and has its registered office at Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai - 40001. The Transferor Company 2 was incorporated on April 18, 1994 under the name of ‘Sarat Leasing and Finance Private Limited’. The Transferor Company 2 was converted into a public company and the name of the Transferor Company 2 was changed to ‘Sarat Leasing and Finance Limited’ with effect from May 11, 1994. Further, the name of the Transferor Company 2 Page 3 of 54 was changed to ‘Sarat Derivatives & Futures Limited’ with effect from April 17, 2009. Further, the name of the Transferor Company 2 was changed to ‘Sarat Leasing and Finance Limited’ with effect from November 19, 2009. Further, the Transferor Company 2 was converted into a private limited company and the name of the Transferor Company 2 was changed to ‘Sarat Leasing and Finance Private Limited’ with effect from February 20, 2015
- b) The Main Objects of Transferor Company 2 as set out in its Memorandum of Association are, inter alia, as follows:  
*“III(A)The main objects of the Second Applicant Company as Memorandum of Association is reproduced:*
1. *To finance industrial enterprises or persons by way of lending or advancing money, machinery, land, building or such other things as may be required by such other enterprises or persons either with or without security and upon such terms and conditions as the company deem fit and negotiate loans in any form or manner, and to assist/finance trading and manufacturing activities or business transactions and to subscribing to the capital of private industrial enterprises.*
  2. *To carry on and undertake the business of hire-purchase company, leasing company and to finance company lease operations of all kinds, purchasing, selling, hiring, letting or subletting on hire all kinds of lands, buildings, plants and machinery and equipment and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidies, finance or assist in subsidizing commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property and to lease or otherwise deal with them in any manner whatsoever regardless of whether the property purchased or leased be new and/or used to undertake real estate business to buy, sell, rent lease or finance and buying, land building and trading immovable property, land building, real estate and undertaking.*
- 2A *To carry on in India and abroad, on behalf of the company as well as for others, the business of commodity (including Commodity derivatives) broking, trading and hedging business of commodity warehousing processing and consumption, business as brokers and traders in all commodities and commodity derivatives, business as market makers, finance brokers, sub-brokers, underwriters, sub-underwriters providers of service for commodity related activities, business to buy, sell, take, hold, deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives and for this purpose to apply for and obtain registration as Commodities Brokers or Member of any Commodities Exchange anywhere in India and abroad*
- 2B *To carry on the business as brokers, traders, finance brokers, sub-brokers, market makers, arbitrageurs, investors, hedgers, traders, underwriters, sub-underwriters, advisors, service-providers, agents, sub-agents, business, financial and management consultants dealing in, buying, selling, taking, holding, managing, converting, transferring, modifying, adding value, or otherwise deal in or dispose of all kinds of shares and securities, derivatives, commodities,*

*commodity derivatives, spot market, currency swaps, bonds, portfolio securities and other financial instruments, sensex futures, currency futures, interest futures; derivatives, options and futures of all types, and all other segments, sectors, groups, etc. in which dealing or trading is allowed, from time to time by any recognized Exchange of any kind anywhere in India or abroad and apply for membership and obtain registration as member, broker, dealer, agent or so, of any such recognized Exchange.”*

- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 2 as on 31<sup>st</sup> January 2026 is as follows:

Particulars	Amount (Rs.)
<b>Authorised Share Capital</b>	
30,00,000 Equity Shares of Rs. 10/- each	3,00,00,000
<b>TOTAL</b>	<b><u>3,00,00,000</u></b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
12,50,000 Equity Shares of Rs. 10/- each	1,25,00,000
<b>TOTAL</b>	<b><u>1,25,00,000</u></b>

- d) As on 31<sup>st</sup> January 2026, the list of Directors of the Transferor Company 2 is as under:

Sr. No.	Name	DIN	Address
1.	NAWALKISHORE DEORA	00009443	705 Grandeur Tower, Vasant Marvel Complex, Western Express Highway, Near Magathane Telephone Exchange, Mumbai 400066
2.	GAURI JATIA	00096766	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
3.	ASHOKRAJ RAMCHANDRA BIRLA	00049517	802 SBI Priya CHS Ltd, Azad Nagar Road3, CST 207 and 213 Veera Desai Rd, Andheri Wes, Greater Mumbai, Mumbai Suburban 400058
4.	VIJAYKUMAR MAHABIRPRASAD JATIA	00096977	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
5.	MUDIT VIJAY KUMAR JATIA	00192012	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011

- e) As on 31<sup>st</sup> January 2026, the list of promoters of the Transferor Company 2 is as under:

Sr. No.	Name of Promoter	Address
1.	Shree Rani Sati Investment and Finance Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
2.	F Pudumjee Investment Company Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle,

		Mumbai – 400011
3.	Camellia Mercantile Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
4.	Ignatius Trading Company Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
5.	Candescent Traders Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
6.	Alcyone Trading Company Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
7.	Vijaykumar Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
8.	Gauri Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
9.	Sidhant Vijaykumar Jatia	E 3201, 32nd Floor, Raheja Vivarea, E-Wing, Mahalaxmi, Mumbai 400011
10.	Mudit Vijaykumar Jatia	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office – There has been no change in the registered office of the company
- Details of change of objects – There has been no change in objects of the company in the last five years.

### 3. F Pudumjee Investment Company Private Limited

- a) F Pudumjee Investment Company Private Limited (hereinafter referred to as the “Transferor Company 3” or “FPICPL”), is a private company limited by shares, incorporated under the Companies Act, 1956 on 13<sup>th</sup> May 1993, under the Corporate Identity Number U67120MH1993PTC131541. The Transferor Company 3 holds PAN AAACF6546P, and has its registered office at Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011.
- b) The Main Objects of Transferor Company 3 as set out in its Memorandum of Association are, inter alia, as follows:

*“III(A) The main objects to be pursued by the company on its incorporation are:*

1. *To carry on the business of an Investment Company, to buy, underwrite, invest in and acquire and hold shares, stocks, debentures, debentures stocks, bonds, mortgages, obligations and securities issued or guaranteed by any Company of whatsoever nature carrying on business in India and elsewhere, or by any Government, trust, municipal, local or other authority, firm, person or body whatsoever.*
2. *To carry on the business of financing industrial enterprises within the meaning of Section 370 of the Companies Act, 1956 and to carry on the business of a finance company and to finance, lend and advance moneys to industrial enterprises, companies, firms, individual and all other*

*entitles, either upon security of any property moveable or immovable or without any security and to promote and assist in the establishment and growth of industries and industrial undertakings and to make loans, give guarantees and provide securities to or on behalf of any body corporate or other person whether promoted and/or managed by this Company or not.”*

- c) c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 3 as on 31<sup>st</sup> January 2026 is as follows:

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
<b>TOTAL</b>	<b><u>5,00,00,000</u></b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000
<b>TOTAL</b>	<b>50,00,000</b>

- d) As on 31<sup>st</sup> January 2026, the list of Directors of the Transferor Company 3 is as under:

Sr. No.	Name	DIN	Address
1.	NAWALKISHORE DEORA	00009443	705 Grandeur Tower, Vasant Marvel Complex, Western Express Highway, Near Magathane Telephone Exchange, Mumbai 400066
2.	GAURI JATIA	00096766	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
3.	ASHOKRAJ RAMCHANDRA BIRLA	00049517	802 SBI Priya CHS Ltd, Azad Nagar Road3, CST 207 and 213 Veera Desai Rd, Andheri Wes, Greater Mumbai, Mumbai Suburban 400058
4.	VIJAYKUMAR MAHABIRPRASAD JATIA	00096977	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
5.	MUDIT VIJAY KUMAR JATIA	00192012	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011
6.	SIDHANT VIJAYKUMAR JATIA	00097177	E 3201, 32nd Floor, Raheja Vivarea, E-Wing, Mahalaxmi, Mumbai 400011

- e) As on 31<sup>st</sup> January 2026, the list of promoters of the Transferor Company 3 are as under:

Sr. No.	Name of Promoter	Address
1.	Vijaykumar Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
2.	Gauri Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
3.	Sidhant Jatia	E 3201, 32nd Floor, Raheja Vivarea, E-Wing, Mahalaxmi, Mumbai 400011
4.	Mudit Jatia	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011
5.	Shree Rani Sati Investment and Finance Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai - 400011

- f) Details of change of name, registered office and objects of the company during the last five years:
- Details of change of name – There has been no change in name of the company in the last five years.
  - Details of change of registered office - There has been no change in the registered office of the company
  - Details of change of objects – There has been no change in objects of the company in the last five years.

**4. Shree Rani Sati Investment and Finance Private Limited**

- a) Shree Rani Sati Investment and Finance Private Limited (hereinafter referred to as the “Transferee Company 1” or “Transferor Company 4” or “SRSIFPL”), is a private company limited by shares, incorporated under the Companies Act, 1956 on 3<sup>rd</sup> July 1978, under the Corporate Identity Number U67120MH1978PTC020461. The Transferor Company 4 holds PAN AAACS9382G, and has its registered office at Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011.
- b) The Main Objects of Transferor Company 4 as set out in its Memorandum of Association are, inter alia, as follows:

*“III(A) The main objects to be pursued by the company on its incorporation are:*

1. *To acquire and hold and otherwise deal in shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler commissioners, public body, or authority supreme, Municipal local or otherwise, landed property, whether in India or elsewhere and to undertake and carry on execute all kinds of financial operations.*
  2. *To underwrite, sub-underwrite, subscribe, conditionally or unconditionally, purchase or otherwise acquire and to hold, dispose of and deal in the stocks, shares, and securities of any other company or to act as underwriters therefore and to receive commissions in cash or kind for such services.*
  3. *To finance, facilitate, encourage, promote and assist in the establishment and growth of industries and industrial undertakings and to carry on the business of a company established with the objects of financing industrial enterprises within the meaning of Section 370 of the Companies Act, 1956 and to make loans, give guarantees and provide securities to or on behalf of any body corporate or other person whether promoted and / or managed by this Company or not.”*
- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 4 as on 31<sup>st</sup> January 2026 is as follows:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorized Share Capital</b>	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000
<b>TOTAL</b>	<b>50,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
2,00,000 Equity Shares of Rs. 10/- each	20,00,000
<b>TOTAL</b>	<b>20,00,000</b>

d) As on 31<sup>st</sup> January 2026, the list of Directors of the Transferor Company 4 is as under:

Sr. No.	Name	DIN	Address
1.	PRADIP KUMAR BUBNA	00135014	137, Jyoti Sadan, Netaji Subhash Road, Mumbai-400020
2.	GAURI JATIA	00096766	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
3.	SUBHASH CHANDRA KEDIA	00134208	C-601, Lakshachandi Apartment, Gokuldham, Goregaon (E), Mumbai 400 063
4.	VIJAYKUMAR MAHABIRPRASAD JATIA	00096977	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
5.	ASHOKRAJ RAMCHANDRA BIRLA	00049517	802 SBI Priya CHS Ltd, Azad Nagar Road3, CST 207 and 213 Veera Desai Rd, Andheri Wes, Greater Mumbai, Mumbai Suburban 400058
6.	MUDIT VIJAY KUMAR JATIA	00192012	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011

e) As on 31<sup>st</sup> January 2026, the list of promoters of the Transferor Company 4 are as under:

Sr. No.	Name of Promoter	Address
1.	Vijaykumar Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
2.	Gauri Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
3.	Sidhant Jatia	E 3201, 32nd Floor, Raheja Vivarea, E-Wing, Mahalaxmi, Mumbai 400011
4.	Mudit Jatia	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011
5.	Camellia Mercantile Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
6.	Ignatius Trading Company Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
7.	Candescent Traders Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
8.	Alcyone Trading Company Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office - There has been no change in the registered office of the company
- Details of change of objects – There has been no change in objects of the company in the last five years.

## 5. Western India Distributing Company Private Limited

- a) Western India Distributing Company Private Limited (hereinafter referred to as the “Transferor Company 5” or “WIDCPL”), is a private company limited by shares, incorporated under the Companies Act, 1956 on 30<sup>th</sup> August 1989, under the Corporate Identity Number U51900MH1989PTC053254. The Transferor Company 5 holds PAN AAACW0329D, and has its registered office at 3rd Floor, Mustafa Building 7, Sir P M Road, Mumbai - 400001.
- b) The Main Objects of Transferor Company 5 as set out in its Memorandum of Association are, inter alia, as follows:

“III(A) The main objects to be pursued by the company on its incorporation are:

- To purchase or otherwise acquire as a going concern “WESTERN INDIA DISTRIBUTING COMPANY” at Bombay together moveable and immoveable properties belonging thereto.*
  - To carry on the business of and act as dealers, distributors, agents, sub-agents, representatives, importers, exporters, merchants, sellers, contractors, stockists, buyers, sellers, brokers, commission agents, ware house-men, transporters, carriers, traders, entitlement negotiators, and for that purpose buy, sell, exchange, store, market, pledge, distribute, or otherwise deal in commodities, goods, articles, materials and things of every description and kind including pulp, paper, chemicals, cotton, jute, tea, coffee, beverages, electronic goods, fertilisers, food (processed, canned, raw, or otherwise), textiles, yarn, garments, synthetics, packing materials, plastics, petro-chemicals, PVC and resins, timber, forest produces, raw materials for paper, PVC and any other materials, and substances of all types and varieties and their products and by-products, and compounds of any and every kind and description.”*
- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 5 as on 31<sup>st</sup> January 2026 is as follows:

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares of Rs. 10/- each	5,00,000
<b>TOTAL</b>	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
10,110 Equity Shares of Rs. 10/- each	1,01,100
<b>TOTAL</b>	<b>1,01,100</b>

- d) As on 31<sup>st</sup> January 2026, the list of Directors of the Transferor Company 5 is as under:

Sr. No.	Name	DIN	Address
1.	GAURI JATIA	00096766	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
2.	MUDIT VIJAY KUMAR JATIA	00192012	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011

- e) As on 31<sup>st</sup> January 2026, the list of promoters of the Transferor Company 5 are as under:

Sr. No.	Name of Promoter	Address
1.	Gauri Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
2.	Mudit Jatia	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi,

		Mumbai, 400011
3.	Sidhant Jatia	E 3201, 32nd Floor, Raheja Vivarea, E-Wing, Mahalaxmi, Mumbai 400011

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office - There has been no change in the registered office of the company
- Details of change of objects – There has been no change in objects of the company in the last five years.

#### 6. Millennium Commercial Private Limited

- a) Millennium Commercial Private Limited (hereinafter referred to as the “Transferor Company 6” or “MCPL”), is a private company limited by shares, incorporated under the Companies Act, 1956 on 26<sup>th</sup> October 1999, under the Corporate Identity Number U70100MH1999PTC122377. The Transferor Company 6 holds PAN AACCM4629C, and has its registered office at Jaferbhoy Industrial Premises Co-op Society, Makwana Road, Marol, Andheri (East), Mumbai - 400059.
- b) The Main Objects of Transferor Company 6 as set out in its Memorandum of Association are, inter alia, as follows:

*“III(A) The main objects to be pursued by the company on its incorporation are:*

1. *To carry on the business as general merchants, traders, dealers, importers and exporters in goods, commodities and merchandise on ready and forward basis and to carry on the business as developers and/or real estate agents and for that purpose to purchase, acquire, own, buy, sell, re-sell and to deal in land structures and estates other immovable properties as well as to operate and manage various immovable properties and other real estate assets, and to develop, acquire and invest, either directly or indirectly, in income producing immovable properties in India.*
2. *To carry on business in all the branches of the activities mentioned above as agents, brokers, stockiest and distributors.”*

- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 6 as on 31<sup>st</sup> January 2026 is as follows:

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares of Rs. 100/- each	50,00,000
<b>TOTAL</b>	<b>50,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
49,952 Equity Shares of Rs. 100/- each	49,95,200
<b>TOTAL</b>	<b>49,95,200</b>

- d) As on 31<sup>st</sup> January 2026, the list of Directors of the Transferor Company 6 is as under:

Sr. No.	Name	DIN	Address
1.	NARAYAN HARI MAHABIR PRASAD	00021479	C-4201/4202, DB Woods, C.H.S Ltd, Krishna Vatika Marg, Gokuldham,

	HALAN		Goregaon (East), Mumbai 400063
2.	AJAY KUMAR MAHABIR PRASAD HALAN	00012668	C-4201/4202, DB Woods, C.H.S Ltd, Krishna Vatika Marg, Gokuldham, Goregaon (East), Mumbai 400063
3.	OMHARI MAHABIR PRASAD HALAN	00994214	B/ 4504, DB Woods, C.H.S Ltd, Krishna Vatika Marg, Gokuldham, Goregaon East, Mumbai 400063

e) As on 31<sup>st</sup> January 2026, the list of promoters of the Transferor Company 6 are as under:

Sr. No.	Name of Promoter	Address
1.	Om Hari Halan	B/ 4504, DB Woods, C.H.S Ltd, Krishna Vatika Marg, Gokuldham, Goregaon East, Mumbai 400063
2.	Narayan Hari Halan	C-4201/4202, DB Woods, C.H.S Ltd, Krishna Vatika Marg, Gokuldham, Goregaon (East), Mumbai 400063

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office - There has been no change in the registered office of the company
- Details of change of objects – There has been no change in objects of the company in the last five years.

## 7. Modern India Limited

- a) Modern India Limited (hereinafter referred to as the “Transferee Company 2” or “MIL”), is a public company limited by shares, incorporated under the Companies Act, 1913 on 24<sup>th</sup> October 1933, under the Corporate Identity Number U17120MH1933PLC002031. The Transferee Company 2 holds PAN AAAC4121E, and has its registered office at 1, Mittal Chambers, 228 Nariman Point, Mumbai - 400021.
- b) The Main Objects of Transferee Company 2 as set out in its Memorandum of Association are, inter alia, as follows:

*“III(A) The main objects to be pursued by the company on its incorporation are:*

1. *To carry on the business of manufacturing, bleaching, dyeing, printing and selling, yarn cloth and other fabrics made from raw or waste cotton, jute, wool and other suitable materials and generally to carry on the business of cotton and spinning and Weaving Mill proprietors in all their branches.*
2. *To carry on or be interested in all or any of the business of cotton spinners and doublers, flax, hemp and jute spinners, linen manufacturers, cotton, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers and makers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances and to weave or otherwise manufacture, buy and sell and deal in linen, cloth and other goods and fabrics, whether textile, frebled, netted or looped and to carry on the business of manufacturing*

*and extracting oils, candles, soaps, paper pulp and other cellulose products including artificial silk or rayon and other allied products and to supply power.*

3. *To carry on or be interested in all or any of the business of Pressing and Ginning Mill proprietors, Oil Mill proprietors, Paper Mill proprietors, Ice manufacturers, manufacturers of chemicals and manners, distillers, dye makers, gas makers, metallurgists and chemical engineers, shipowners and charrers, and carriers by land and sea, wharfingers, warehousemen, barge owners, planters, and farmers.*
4. *To search for and to purchase or otherwise acquire from any Government, State or authority, any concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, and to work, develop, carry out exercise and turn to account the same.*
5. *To acquire in India or elsewhere by purchase, lease or otherwise, for the purposes of the Company any real or personal, immoveable or moveable property, rights or privileges, including any land, buildings, rights of way, easements, licenses, concessions and privileges, patents, patent rights, trade marks, machinery, rolling stock, plant, utensils, accessories and stock-in-trade.*
6. *To build, alter, construct and maintain any mills, factories, warehouses, chawls, dwellings, reservoirs, tanks, roads, tramways, railways, or other buildings or works necessary for the purposes of the Company or which can be conveniently used in connection therewith.*
7. *To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, brevet d'invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licenses or privileges in respect of the same, and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.*
8. *To transact and carry on all kinds of Agency business.*
9. *Generally to carry on in any place or places in the world any other trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, or which can be conveniently carried on in connection with any of the Company's objects; and to establish and maintain any Agencies in any part of the world for the conduct of the business of the Company, or for the sale of any materials or things for the time being at the disposal of the Company for sale and to advertise and adopt means of making known, all or any of the manufactures, products or goods of the Company, or any articles or goods traded or dealt in by the Company, in any way that may be thought advisable, including the posting of bills in relation thereto, and the issue of circulars, books, pamphlets and price lists, and the conducting of competitions, and giving of prizes, rewards and donations.*
10. *To be interested in, promote, and undertake the formation and establishment of such institutions, businesses or companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company, and to carry on any other business (industrial, agricultural, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated, directly or indirectly, to render any of the Company's property or rights for the time being profitable; and also to acquire, promote, aid, foster, subsidise or acquire interests in any industry or undertaking in any country or countries whatsoever.*
11. *To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company, and to purchase, acquire, sell and deal in property, shares, stock, debentures or debenture stock of any such person, firm or company and to conduct, make or carry into effect any arrangements, in regard to the winding-up of the business of any such person, firm or company.*
12. *To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm*

*or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to lend money to, guarantee the contracts of or otherwise assist any such person, firm or company and to place, take, or otherwise acquire and hold shares or securities of any such person or company, and to sell, hold, re-issued with or without guarantee of otherwise deal with the same.*

13. *To amalgamate with any other company whose objects are altogether or in part similar to those of this Company.*
14. *To promote and form, and to be interested in, and take, hold and dispose of shares in other companies for all or any of the objects mentioned in this Memorandum and to transfer to any such company any property of this Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities, in or of any such company, and to subsidise or otherwise assist any such company.*
15. *To assist any company, financially or otherwise, by issuing or subscribing for or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture stock or other securities, and to take, hold and deal in shares, stock and securities of any company, notwithstanding there may be any liability thereon.*
16. *To acquire and hold shares in any other company, and to pay for any properties, rights or privileges acquired by this Company, either in shares of this Company, or partly in share and partly in cash, or otherwise, and to give shares or stock of this Company in exchange for shares or stock of any other company.*
17. *To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company, and the issue of its capital, including any underwriting or other commissions, broker's fees and charges in connection therewith, and to remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture stock or securities of this or any other company, or in any other manner, whether out of the Company's capital or profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing or assisting to place or guaranteeing the subscription shares, debentures, debenture stock, or other securities of the Company, or for any other reason which the Company may think proper.*
18. *To procure the incorporation, registration, or other recognition of the Company in any Country, State or place, and to establish and regulate agencies for the purpose of the Company's business and to apply, or join in applying, to any Parliament, Government, Local, Municipal or other authority or body, British, Colonial or foreign, for any Acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects, or any of them, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.*
19. *To open and keep a register or registers in any Country or Countries where it may be deemed advisable to do so, and to allocate any number of the shares in the Company to such register or registers.*
20. *To draw, accept and make, and to endorse, discount and negotiate promissory notes, bundles, bills of exchange, bill of lading and other negotiable instruments connected with the business of the Company.*
21. *To borrow or raise money, or to receive money on deposit at interest, or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock convertible into shares of this or any other company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge, or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital, by special assignment or otherwise, or to transfer or convey the same absolutely or in*

- trust and to give the lenders power of sale and other powers as may seem expedient; and to purchase redeem or payoff any such securities.*
22. *To accumulate funds and to lend, invest or otherwise employ moneys belonging to or entrusted to the Company upon securities and shares, or without security, upon such terms as may be thought proper, and from time to time to vary such transactions in such manner as the Company may think fit.*
  23. *To sell and in any other manner deal with or dispose of the undertaking or property of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.*
  24. *To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.*
  25. *To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other special fund, whether for depreciation, or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purposes conducive to the interests of the Company.*
  26. *To provide for the welfare of employees or ex-employees of the Company and the wives, widows, and families or dependants or connections of such persons, by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or any other institutions, objects or purposes or for any exhibition.*
  27. *To place to reserve or to distribute as dividend or bonus among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.*
  28. *To distribute any of the property of the Company amongst the members in specie or kind.*
  29. *To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others, and so that the word "company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in India or elsewhere, and the intention is that the objects set forth in each of the several paragraphs of this clause shall have the widest possible construction, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph of this clause or the name of the Company.*
  30. *To carry on in India or elsewhere any of the business in the field of Information Technology and Technology related, Internet Service Providers (ISP), telecommunications in all its ramifications, satellite and satellite related, media and entertainment related products and to provide services related to the said businesses and also related to E- Commerce and E-Commerce related, Wireless Application Protocol (WAP), Electronic Data Interchange, Data Warehousing, Networking and Communication solutions, High End Voice, Data and Image Transfer Solutions, Web T.V., On line Shopping, creation of Web Sites, Web Development and Web based solutions, Internet Applications, Domain Name Registration and Routing, Web hosting, Domain Parking, Sub Domains, CGI Interface, FTP Access, Usenet and Tabela Internet, Relay Chat, Computer Storage Space Solutions, Database servers, Mobile computing, Application Rental, Software Resale, Development portals and Enterprise portal on various platforms whether interactive or otherwise,*

*Online payment processing and to setup customer related call centers or any other teleological advances in this field and to deal in any manner whatsoever in such products and to develop, design, produce, maintain and deal in any manner whatsoever with information technology and communication- based products and services through the Internet, world wide computer network or otherwise and to provide services of Consultancy and training, designing, coding and integrating systems in all these fields and to develop, configure, manufacturer or deal in computer hardware and systems and accessories, peripherals thereof, digital products, and the development and marketing of software and all types of products and services relating to the computer industry, now known or which may hereafter be invented and to carry on such other business as may be conveniently or advantageously combined with these businesses.*

31. *To establish, promote, purchase, setup or connect with and/or lease any database, network, data and information processing centres for dissemination of knowledge and information related to the computer, communication and information technology industry in all its ramifications.*
32. *To carry on the business of distributors, importers, exporters, assemblers, installers, hirers, maintainers, repairers of and dealers in computer hardware, computer peripherals and storage media currently in use or to be invented/developed/utilised at any time in the future and also to purchase, develop, sell, export or otherwise deal in related goods, products, articles, spare parts, components or things and computer software including electronic equipments, programmes, systems, data and other facilities relating to computers, operations and processing equipments.*
33. *To establish, found, run, manage, conduct, assist, or otherwise subsidize all types of educational institutions, management colleges, technical schools and colleges, management colleges and institutions, for imparting education, training and skills in all streams of arts, science, commerce, engineering, computer engineering, telecommunication, information technology, marine engineering, electrical and electronic engineering, mechanical engineering, civil engineering, environmental engineering, shipping, aeronautics engineering, space engineering, aircraft engineering, aviation engineering, digital technology, acting and sound recording, fashion designing, hotel management, catering, tours and travels management, hospital management, medicines, pharmacy, veterinary science, biotechnology, genetic engineering, food technology, health science and for that purpose to give loans, scholarships, salaries, fees and honoraria and to enter into joint venture, franchise agreement and/ or Memorandum of Understanding with any other entity.*
34. *To carry on the business of manufacturing, importing, exporting, selling, distributing, marketing all types of food products, convenient food and food products, formulated food products dairy based products, milk and milk products, skimmed milk powder, ghee, artificial ghee, vegetable ghee, ice cream, mix powder, complete instant coffee, complete instant tea, instant mixes and other food preparations, vegetable and vegetable products, cereal products, fruits, fruit pulps, fruit products, canned fruits, tinned fruits and food, dehydrated products, cold, canned products, meat and meat products, fish and fish products, poultry and poultry products, animal products, cattle feeds, see food products, marine products, cashews and cashew products, cordials, condiments, aerated and mineral waters, baby foods, spices, cardamom, tea, coffee, plantation crops canned food products, starch, soya products, protein foods, malts and malted foods, beverages and other edible, products, confectionery, chocolates, protein hydrolysets, concentrates and isolates and products based on them, health foods, sports foods, coproducts and oils, therapeutic foods, diabetic foods, medicinal foods, foods, soft drinks including concentrates, syrups, sherbets, ketch- ups, squashes, crushes, jams, jellies, custard, caramel, fruit juices, pickles, synthetic foods and sausages, table delicacies, loaves, breads, bakery products and carbohydrates products, snacks, wafers, sandwiches, desserts, mixes, com syrups, soups.*
35. *To commence, carry on and undertake crushing, grinding, milling, treating, preparing, cold storing, freezing, drying, sterilizations, evaporation, concentration, irradiation, radio sterilization, conditioning, ripening, pickling, distillation, fractionation, centrifugation, aseptic packing, defatting, extruding, deodorizing, frying, deep fat frying, autolysing, hydrolyzing, treating with enzymes for conversion, dehydrating, drying, pouring, hydrogenating, shortenings,*

- separating, fermenting, extracting, refining, preserving, storing, warehousing, baking, tinning, deriving creating, flavouring, confectioning, hvatting, bottling, feeding, fattening, refilling, farming, growing, cultivating, nurseries plants transplantation agronomy, boiling, blending, labeling, researching, marketing, developing, stockist, wholesaling, retailing, representing, commission agent, brokering, and deal with all kind of food products, manufacture, produce, resulting or derived in whole or in part, whether in glass, tin, polythene bags, or other sanitary packages for human or animal consumption and for these purposes to acquire, take over, purchase, own, hold, take or hire, use, start, run, rent, erect, maintain, manage, administer, buy, sell, dispose off, assign, sublet, lease, mortgage, develop, exchange, or transfer, land, building, factories, workshops, industrial shed, foundries, mills, equipments, undertaking moveable and immoveable properties, business, absolutely either in whole or in part.*
36. *To carry on the business of exploring, importing, exporting, prospecting and boring, for extracting, pumping, drawing, transporting, refining and dealing in natural gases, petroleum and other mineral oils and fuels and of manufacturing petroleum products, and by-products and construct, lay down and maintain pipelines, pumping stations and other appliances for the generation, accumulation, distribution and transportation of oil, natural gases, petroleum and other products.*
37. *To carry on the business of establishing, running, maintaining, providing, letting, hiring, operating, leasing, servicing, malls, hotels, motels, restaurants, cafeterias, lodgings, inn house keepers, taverns, refreshment rooms, resorts, club houses, canteens, buffets services, holiday houses, guest houses, beer bars, permit rooms, night clubs, discotheques, music halls, convention halls, meeting halls, other halls, concert halls, ball rooms, health clubs, gymnasiums, yoga centres, exhibition centres, art galleries, cinematographic centres and theatres, video parlors, video game centres, studios, recording rooms, recreation rooms, public amusement centres, amusement parks, theme parks, sound recording centres, performance centres, game show centres, play schools, radio service providers, T.V. Channel owners and operators, T.V. Show producers, T.V. Serial producers, golf courses, bowling greens skating rings, swimming pools, boating and padding pools, car parks, marquees, stages.*
38. *To plant, cultivate, grow, produce, farm, buy, sell, lease, raise, fell, cut, market, gather, extract, manufacture, purchase or otherwise in any manner, handle and deal in, grass, timber, wood, bamboo, straw, paints, creepers, flowers, forest products, vegetable and vegetable products, fibre and fibre products, cotton, jute, flex, hemp, sugarcane, Leather, asbestos, water, hyacinth, jute stock, rags, waste, waste- paper pulp, board, food grains, cereals, tea, fruits, nuts, in their raw form, products, by-products and/or processed form and to own, lease, hire, maintain & manage, lands, plantations, farms, nurseries, fields, packaging units.*
39. *To acquire, build, construct, alter, setting-up, manufacture, sell. supply, maintain and manage, deal in all kinds of power generation systems including wind mills and turbines, hydro-turbines, thermal turbines, solar modules, in all its branches and to undertake commercial generation of electric power connected to the grid system through the development of wind farms and to carry on the business of a General Electric Power and Gas Company and to construct, lay down, establish, fix and carry out all necessary power stations, cables Wires, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity to light cities, towns streets, docks, markets, theatres, buildings and places, both public and private.*
40. *To establish and run hospitals, health centres, nature cure centres, diagnostic centres, dispensaries, clinics, poly-clinics, blood bank service centres, nursing homes, maternity homes, circles, child welfare and family planning centres, and to supply or provide utility articles and service to the patients, invalids and other and to air medical personnel for medical relief.*
41. *To carry on the business as manufacturers, makers, processors, purchasers, sellers, dealers, traders, retailers, agents, broker, contractors, stockists, distributors, suppliers, importers and exporters of all kinds of jewellery, utensils, ornaments, decorative and art materials made wholly or partly from gold, silver, platinum, diamond, sapphire, ruby, topaz, garnet, emerald, pearl and other precious or semi-precious metals and stones and machinery and instruments used in*

*jewellery and gems industry and for this purpose to enter into any partnership, alliance, joint venture or any other arrangement for sharing of profit.*

42. *To establish, run, manage, conduct, assist or otherwise subsidize all types of schools, colleges, educational institutions, training centres for conducting courses on jewellery designing and manufacturing, diamond and other precious and semi-precious stones grading and other jewellery course related to jewellery and gems industry and for this purpose to enter into any partnership, alliance, joint venture or any other arrangement for sharing of profit.*
43. *To carry on the business of assaying and hallmarking centre for all kind of jewellery, utensils, ornaments, decorative and art material made wholly or partly from gold, silver, platinum, diamond, sapphire, ruby, topaz, garnet, emerald, pearl and other precious or semi-precious metals and stones and for this purpose enter into any partnership, joint venture or any other arrangement for sharing of profit.*
44. *To deal and/or enter into ready and/or forward contracts in any security listed on any Stock Exchanges in India and/or commodity listed on any Commodity Exchange/Regulated Market in India.*
45. *To carry on business as owners and publishers of newspapers, journals, magazines, periodicals, books and other literary works and undertakings.*
46. (i) *To carry on the business, in or outside India, of construction works and that of Builders, Developers, contractors, or all kinds of works viz. Road Bridge, Buildings, industrial/residential/commercial premises or Factories, Factory Sheds, Industrial Complexes and construct, erect, build, repair, re-modern, demolish, develop, improve, grades, curve, pave macadamize, cement and maintain buildings structures, houses, apartments, malls, restaurants, multiplexes, hospitals, clubs, holiday resorts, schools, places of worship, highways, roads, paths, streets, sideways, courts, alleys, pavements and to do other similar construction, leveling of paving work and for these purposes to purchase, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon of buildings of any tenure or buildings of any tenure or description wherever situated or rights or interests there in or connected therewith works of all type of developments and/or of soil investigation and contractor of Central Public Works Department, State Public Works Department, other Government Bodies and all Government Civil Bodies.*

*(ii) To carry on the business as Builders and general Construction, contracts and own, sell, acquire, process, develop, construct, demolish, lease, rent, pledge, mortgage or otherwise deal in construction of all description like land, building, flat, shops, commercial, educational and non-commercial complex, houses, and other immovable properties of any tenure and any interest therein, hotels, cinema houses, auditorium, gallery, club houses, roads, body buildings, airports, tower, platforms, highways, tunnels, pipelines, hospitals, nursing homes, clinics, godowns, warehouses, factories, colleges, schools, townships, freehold & leasehold grounds and land developing properties in general and to purchase, sake on lease, acquire in exchange or otherwise own, hold, occupy, manage, control, construct, erect, alter, develop, pull down improve, repair, renovate, work, build, plan, layout, sell, transfer, mortgage, charge, assign, let out, hire, sub- let, sub- lease all types of lands, plots, buildings, bungalows, quarters, offices, flats, chawls, slums, warehouses, godowns, shops, stalls, markets, houses, structures, undertakings, constructions, tenements, roads, bridges, forests, estates, assets and properties, movable or immovable freehold or leasehold of whatever nature and description and where situate.*

*The liability of the members is limited.*

*VI. The present Authorized Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two Only) each and 5,00,000 (Five Lakhs) Preference Shares of Rs. 100/- (Rupees Hundred Only) each with power to increase and reduce the share capital with the rights, privileges and conditions attaching thereto, with the power to classify, re-classify and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferentially. qualified or special rights, privileges and conditions as may be determined by or*

*in accordance with the Memorandum of Association and for Articles of Association of the Company. The Company shall have power to Issue preference share which may at the option of the Company be redeemed and the Director's may subject to the provisions of the Companies Act, 2013, as may be amended from time to time.”*

- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company 2 as on 31<sup>st</sup> January 2026 is as follows:

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
37,50,00,000 Equity Shares of Rs. 2/- each	75,00,00,000
5,00,000 Preference Shares of Rs. 100/- each	5,00,00,000
<b>TOTAL</b>	<b>80,00,00,000</b>
<b>Issued Capital</b>	
3,47,81,895 Equity Shares of Rs. 2/- each	6,95,63,790
<b>TOTAL</b>	<b>6,95,63,790</b>
<b>Subscribed and Paid-up Capital</b>	
3,47,77,645 Equity Shares of Rs. 2/- each	6,95,55,290
<b>TOTAL</b>	<b>6,95,55,290</b>

- d) As on 31<sup>st</sup> January 2026, the list of Directors of the Transferee Company 2 is as under:

Sr. No.	Name	DIN	Address
1.	PRADIP KUMAR BUBNA	00135014	Jyoti Sadan 6 A, 2nd Floor , 137, Netaji Subhash Road, Mumbai-400020
2.	MUDIT VIJAY KUMAR JATIA	00192012	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011
3.	KAIWAN DOSSABHOY KALYANIWALLA	00060776	Phirojshaw Building, 3rd Floor, 70/C, Gowalia Tank Road, August Kranti Maidan, Mumbai 400036
4.	GAURI JATIA	00096766	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
5.	VIJAYKUMAR MAHABIRPRASAD JATIA	00096977	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
6.	SIDHANT VIJAYKUMAR JATIA	00097177	E 3201, 32nd Floor, Raheja Vivarea, E- Wing, Mahalaxmi, Mumbai 400011
7.	SATYAN SHIVKUMAR ISRANI	01174081	Sukhmani/A, Flat no. 24, Bomanji Petit Road, Warden road, Mumbai-400026
8.	ANUJ ANAND DIDWANIA	00022601	301, Waves Co-operative Society Ltd, 26 Navroji Gamadia Road, Near Jaslok Hospital, Cumballa Hills, Mumbai 400026
9.	RAJAS RATANCHAND DOSHI	00050594	33, Las Palmas CHS, Little Gibbs Road, Malabar Hill, Mumbai 400006

e) As on 31<sup>st</sup> January 2026, the list of promoters of the Transferee Company 2 are as under:

Sr. No.	Name of Promoter	Address
1.	Shree Rani Sati Investment and Finance Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai - 400011
2.	Sarat Leasing And Finance Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai- 400011
3.	F Pudumjee Investment Company Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
4.	Ignatius Trading Company Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
5.	Camellia Mercantile Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
6.	Alcyone Trading Company Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
7.	Candescent Traders Private Limited	Floor G-2, Victor House, Keshavrao Khadye Marg, Mahalaxmi Bridge, Sat Rasta, Jacob Circle, Mumbai – 400011
8.	Vijaykumar Mahabirprasad Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
9.	Gauri Jatia	C-2603, Vivarea, DR. A.L. Nair Marg, Mahalaxmi, Mumbai 400011
10.	Sidhant Vijaykumar Jatia	E 3201, 32nd Floor, Raheja Vivarea, E-Wing, Mahalaxmi, Mumbai 400011
11.	Mudit Vijaykumar Jatia	A/ 1401, Vivarea, Sane Guruji Marg, Mahalaxmi, Mumbai, 400011
12.	Vedant Jatia	Flat No. 39/40, Belvedere Court, Sane Guruji Marg, Mahalaxmi, Jacob Circle, Mumbai 400011

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office - There has been no change in the registered office of the company
- Details of change of objects – There has been no change in objects of the company in the last five years.

## 8. RELATIONSHIP SUBSISTING BETWEEN COMPANIES WHO ARE PARTIES TO THE SCHEME

- All the Applicant Companies are the group companies.
- Further, Modern Derivatives and Commodities Private Limited is the wholly owned subsidiary of Shree Rani Sati Investment and Finance Private Limited.

## 9. RATIONALE AND BENEFITS OF THE SCHEME

The proposed Scheme will result into the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Participating Companies pooled in the combined entity. The management of the Participating Companies believes that the proposed Scheme will be beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders, inter-alia, on account of the following reasons:

- Simplification of group structure and consolidation of legal entities;
- Simplification of the shareholding structure and reduction of shareholding tiers;
- Benefit of pooling of resources, improved allocation of capital and optimization of cash flows contributing to the overall growth prospectus of the combined entities;
- Creation of a larger asset base by consolidation of the assets and facilitation of access to better financial resources;
- Savings in cost due to rationalisation of administrative expenses, elimination of duplicate work, reduction in overheads, elimination of cross charging etc.;
- Enable greater / enhanced focus of the management on the business; and
- Creating enhanced value for shareholders and allow a focused strategy in operations.

## **10. SALIENT FEATURES OF THE SCHEME**

The salient features of the Scheme are, inter alia, as follows:

1. The Scheme of Amalgamation between Modern Derivatives and Commodities Private Limited (“Transferor Company 1” or “MDCPL”) and Sarat Leasing and Finance Private Limited (“Transferor Company 2” or “SLFPL”) and F Pudumjee Investment Company Private Limited (“Transferor Company 3” or “FPICPL”) and Shree Rani Sati Investment and Finance Private Limited (“Transferee Company 1” or “Transferor Company 4” or “SRSIFPL”) and Western India Distributing Company Private Limited (“Transferor Company 5” or “WIDCPL”) and Millennium Commercial Private Limited (“Transferor Company 6” or “MCPL”) and Modern India Limited (“Transferee Company 2” or “MIL”) and their respective shareholders (“Scheme”).
2. Scheme provides for
  - i. Amalgamation of Transferor Company 1 into Transferee Company 1, as contemplated in Part B of the Scheme;
  - ii. Post effectiveness of point (i) above, amalgamation of Transferor Company 2 and Transferor Company 3 and Transferor Company 4 into Transferee Company 2, as contemplated in Part C of the Scheme;
  - iii. Post effectiveness of point (iv) above, amalgamation of Transferor Company 5 and Transferor Company 6 into Transferee Company 2, as contemplated in Part D of the Scheme;
3. The Appointed date of the Scheme means the 1<sup>st</sup> January 2025 (modified pursuant to provisions in clause 33 –Modifications/Amendments to the Scheme) or any other date as may be determined by the Board of Directors of Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6 and Transferee Companies or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority / Appropriate Authority.
4. “Effective Date 1” means the date on which certified copy of the order of the Tribunal, sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Company 1, in respect of amalgamation of Transferor Company 1 into Transferee Company 1;
5. “Effective Date 2” means 3<sup>rd</sup> Business Day after the Effective Date 1, in respect of amalgamation of Transferor Company 2 into Transferee Company 2.

6. "Effective Date 3" means 3rd Business Day after the Effective Date 2, in respect of amalgamation of Transferor Company 3 into Transferee Company 2.
7. "Effective Date 4" means 3rd Business Day after the Effective Date 3, in respect of amalgamation of Transferor Company 4 into Transferee Company 2.
8. "Effective Date 5" means 3rd Business Day after the Effective Date 4, in respect of amalgamation of Transferor Company 5 and Transferor Company 6 into Transferee Company 2.
9. "Effective Dates" means collectively Effective Date 1, Effective Date 2, Effective Date 3, Effective Date 4 and Effective Date 5 or any of them as the context may require. Any references in this Scheme to the "effectiveness of this Scheme" or "upon this Scheme coming into effect" or "Scheme becoming effective" shall mean the respective Effective Dates.
10. Consideration:

The Transferor Company 1 is a direct wholly owned subsidiary of the Transferee Company 1 and the entire paid-up share capital of the Transferor Company 1 is held by the Transferee Company 1 directly and through its nominees.

On the Scheme coming into effect, the entire issued, subscribed and paid-up share capital of the Transferor Company 1 shall, ipso facto, without any further application, act, deed or instrument stand extinguished and cancelled and no new shares of the Transferee Company 1 will be issued or allotted with respect to the shares held in the Transferor Company 1.

Upon the Scheme becoming effective, the Transferee Company 2 shall, in consideration for and without any further application or deed, issue and allot to shareholders (other than any shares held by the Transferee Company 2 itself, if any) of the Transferor Company 2, Transferor Company 3 and Transferor Company 4 whose name appears in the Register of Members of the Transferor Company 2, Transferor Company 3 and Transferor Company 4 as on the Record Date 2, Record Date 3 and Record Date 4, respectively, in the following manner:

To the shareholders of the Transferor Company 2

"94,12,390 (Ninety Four Lakhs Twelve Thousand Three Hundred and Ninety) equity shares of MIL having face value of INR 2 each fully paid up shall be issued to the equity shareholders of Transferor Company 2 in proportion of their shareholding in Transferor Company 2"

To the shareholders of the Transferor Company 3

"94,80,598 (Ninety Four Lacs Eighty Thousands Five Hundred and Ninety Eight) One Crore Ten Lakhs Fifty Two Thousands Five Hundred and Fifty Six) equity shares of MIL having face value of INR 2 each fully paid up shall be issued to the equity shareholders of Transferor Company 3 in proportion of their shareholding in Transferor Company 3"

To the shareholders of Transferor Company 4

"1,20,00,616 (One Crore Twenty Lakhs Six Hundred and Sixteen) equity shares of MIL having face value of INR 2 each fully paid up shall be issued to the equity shareholders of Transferor Company 4 in proportion of their shareholding in Transferor Company 4"

Upon the Scheme becoming effective, the Transferee Company 2 shall, in consideration for and without any further application or deed, issue and allot to shareholders (other than any shares held by the Transferee Company 2 itself, if any) of the Transferor Company 5 and Transferor Company 6, whose name appears in the Register of Members of the Transferor Company 5 and Transferor Company 6 as on the Record Date 5, in the following manner:

To the shareholders of Transferor Company 5

“5,40,028 (Five Lakhs Forty Thousand and Twenty Eight) equity shares of MIL having face value of INR 2 each fully paid up shall be issued to the equity shareholders of Transferor Company 5 in proportion of their shareholding in Transferor Company 5”

To the shareholders of Transferor Company 6

“24,66,127 (Twenty Four Lakhs Sixty Six Thousand One Hundred and Twenty Seven) equity shares of MIL having face value of INR 2 each fully paid up shall be issued to the equity shareholders of Transferor Company 6 in proportion of their shareholding in Transferor Company 6”

11. That all the costs, charges and expenses arising out the proposed Scheme will be borne by Transferee Company 2.

## 11. CORPORATE APPROVALS

1. The Scheme was placed before the Board of Directors of MDCPL, at its meeting held on 21<sup>st</sup> October 2024. The Board of Directors of MDCPL approved the Scheme. The meeting of the Board of Directors of MDCPL, held on 21<sup>st</sup> October 2024, was attended by all of its directors. None of the Directors of MDCPL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of MDCPL who attended and voted at the meeting.

Sr. no	Name of the Director	Vote (in Favour/ Against)
1.	Mudit Vijay Kumar Jatia <b>DIN: 00192012</b>	Voted in favour
2.	Gauri Jatia <b>DIN: 00096766</b>	Voted in favour
3.	Vijaykumar Mahabirprasad Jatia <b>DIN: 00096977</b>	Voted in favour
4.	Sidhant Vijaykumar Jatia <b>DIN: 00097177</b>	Voted in favour

2. The Scheme was placed before the Board of Directors of SLFPL, at its meeting held on 21<sup>st</sup> October 2024. The Board of Directors of SLFPL approved the Scheme. The meeting of the Board of Directors of SLFPL, held on 21<sup>st</sup> October 2024, was attended by all of its directors. None of the Directors of SLFPL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of SLFPL who attended and voted at the meeting.

Sr. no	Name of the Director	Vote (in Favour/ Against)
1.	Nawalkishore Deora <b>DIN: 00009443</b>	Voted in favour
2.	Gauri Jatia <b>DIN: 00096766</b>	Voted in favour
3.	Ashokraj Ramchandra Birla <b>DIN: 00049517</b>	Voted in favour
4.	Vijaykumar Mahabirprasad Jatia <b>DIN: 00096977</b>	Voted in favour
5.	Mudit Vijay Kumar Jatia <b>DIN: 00192012</b>	Voted in favour

3. The Scheme was placed before the Board of Directors of FPICPL, at its meeting held on 21<sup>st</sup> October 2024. The Board of Directors of FPICPL approved the Scheme. The meeting of the Board of Directors of FPICPL, held on 21<sup>st</sup> October 2024, was attended by all of its directors. None of the Directors of

FPICPL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of FPICPL who attended and voted at the meeting.

Sr. no	Name of the Director	Vote (in Favour/ Against)
1.	Nawalkishore Deora <b>DIN:00009443</b>	Voted in favour
2.	Gauri Jatia <b>DIN: 00096766</b>	Voted in favour
3.	Ashokraj Ramchandra Birla <b>DIN: 00049517</b>	Voted in favour
4.	Vijaykumar Mahabirprasad Jatia <b>DIN: 00096977</b>	Voted in favour
5.	Mudit Vijay Kumar Jatia <b>DIN: 00192012</b>	Voted in favour
6.	Sidhant Vijaykumar Jatia <b>DIN:00097177</b>	Voted in favour

4. The Scheme was placed before the Board of Directors of SRSIFPL, at its meeting held on 21<sup>st</sup> October 2024. The Board of Directors of SRSIFPL approved the Scheme. The meeting of the Board of Directors of SRSIFPL, held on 21<sup>st</sup> October 2024, was attended by all of its directors. None of the Directors of SRSIFPL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of SRSIFPL who attended and voted at the meeting.

Sr. no	Name of the Director	Vote (in Favour/ Against)
1.	Pradip Kumar Bubna <b>DIN: 00135014</b>	Voted in favour
2.	Gauri Jatia <b>DIN: 00096766</b>	Voted in favour
3.	Subhash Chandra Kedia <b>DIN: 00134208</b>	Voted in favour
4.	Vijaykumar Mahabirprasad Jatia <b>DIN: 00096977</b>	Voted in favour
5.	Ashokraj Ramchandra Birla <b>DIN: 00049517</b>	Voted in favour
6.	Mudit Vijay Kumar Jatia <b>DIN: 00192012</b>	Voted in favour

5. The Scheme was placed before the Board of Directors of WIDCPL, at its meeting held on 21<sup>st</sup> October 2024. The Board of Directors of WIDCPL approved the Scheme. The meeting of the Board of Directors of WIDCPL, held on 21<sup>st</sup> October 2024, was attended by all of its directors. None of the Directors of WIDCPL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of WIDCPL who attended and voted at the meeting.

Sr. no	Name of the Director	Vote (in Favour/ Against)
1.	Gauri Jatia <b>DIN: 00096766</b>	Voted in favour
2.	Mudit Vijay Kumar Jatia <b>DIN: 00192012</b>	Voted in favour

6. The Scheme was placed before the Board of Directors of MCPL, at its meeting held on 21<sup>st</sup> October 2024. The Board of Directors of MCPL approved the Scheme. The meeting of the Board of Directors of MCPL, held on 21<sup>st</sup> October 2024, was attended by all of its directors. None of the Directors of MCPL

who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of MCPL who attended and voted at the meeting.

Sr. no	Name of the Director	Vote (in Favour/ Against)
1.	Narayan Hari Mahabir Prasad Halan <b>DIN: 00021479</b>	Voted in favour
2.	Ajay Kumar Mahabir Prasad Halan <b>DIN: 00012668</b>	Voted in favour
3.	Omhari Mahabir Prasad Halan <b>DIN: 00994214</b>	Voted in favour

7. The Scheme was placed before the Board of Directors of MIL, at its meeting held on 21<sup>st</sup> October 2024. The Board of Directors of MIL have approved the Scheme. The meeting of the Board of Directors of MIL, held on 21<sup>st</sup> October 2024, was attended by all of its directors. None of the Directors of MIL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of MIL who attended and voted at the meeting.

Sr. no	Name of the Director	Vote (in Favour/ Against)
1.	Vijaykumar Mahabirprasad Jatia <b>DIN: 00096977</b>	Voted in favour
2.	Gauri Jatia <b>DIN: 00096766</b>	Voted in favour
3.	Rajas Ratanchand Doshi <b>DIN: 00050594</b>	Voted in favour
4.	Kaiwan Dossabhoy Kalyaniwalla <b>DIN: 00060776</b>	Voted in favour
5.	Pradip Kumar Bubna <b>DIN: 00135014</b>	Voted in favour
6.	Satyan Shivkumar Israni <b>DIN: 01174081</b>	Voted in favour
7.	Anuj Anand Didwania <b>DIN: 00022601</b>	Voted in favour
8.	Sidhant Vijaykumar Jatia <b>DIN: 00097177</b>	Voted in favour
9.	Mudit Vijay Kumar Jatia <b>DIN: 00192012</b>	Voted in favour

## 12. APPROVALS AND ACTIONS TAKEN IN RELATION TO THE SCHEME

1. The Applicant Companies would obtain such necessary approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as applicable.

2. The applications along with the annexure thereto (which includes the Scheme) were filed by the Applicant Companies with the NCLT, on 26<sup>th</sup> March 2025.
3. This notice convening Meeting of the Secured Creditors of the Seventh Applicant Company along with aforesaid documents are placed on the website of the Seventh Applicant Company viz. <https://modernindia.co.in/>

### **13. DISCLOSURE OF THE EFFECT OF THE COMPROMISE OR ARRANGEMENT ON:**

#### **1. Key Managerial Person (“KMP”):**

None of the KMP or their relatives are interested except to the extent of their shareholdings in the Applicant Companies, if any

#### **2. Directors:**

None of the Directors or their relatives are interested except to the extent of their shareholdings in the Applicant Companies, if any

#### **3. Promoters:**

The Proposed Scheme does not have any adverse effect on the interest of the Promoters of the Applicant Companies, except to the extent of their shareholdings in the Companies, if any.

#### **4. Non-Promoters:**

The Proposed Scheme does not have any adverse effect on the interest of the Non-Promoters of the Applicant Companies, except to the extent of their shareholdings in the Applicant Companies.

#### **5. Depositors:**

The Applicant Companies do not have any public deposits.

#### **6. Creditors:**

Interest of the Creditors of the Applicant Companies is not affected pursuant to the present Scheme.

#### **7. Debenture Holders:**

The Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5 and Transferor Company 6 (hereinafter referred to as “Transferor Companies”) and Transferee Company 2 does not have any Debenture Holders. The question of interest of the debenture holders of the Transferee Company 2 affected pursuant to the Scheme does not arise.

#### **8. Deposit Trustee and Debenture Trustee:**

The Transferee Company 2 does not have Deposit Trustee and Debenture Trustee. The Transferor Companies do not have Deposit Trustee and Debenture Trustee.

#### **9. Employees:**

Upon the Scheme becoming effective, as on the Appointed Date, the employees of the Transferor Company 1 shall stand transferred to the Transferee Company 1, without any further act or deed and by virtue of the order passed by the tribunal.

Upon the Scheme becoming effective, as on the Appointed Date, the employees of the Transferor Company 2, Transferor Company 3 and Transferor Company 4 shall stand transferred to the Transferee Company 2, without any further act or deed, and by virtue of the order passed by the Tribunal.

Upon the Scheme becoming effective, as on the Appointed Date, the employees of the Transferor Company 5 and Transferor Company 6 shall stand transferred to the Transferee Company 2 without any further act or deed, and by virtue of the order passed by the Tribunal.

#### **14. DISCLOSURE OF EFFECT OF ARRANGEMENT ON MATERIAL INTERESTS OF DIRECTORS, KEY MANAGERIAL PERSON AND DEBENTURE TRUSTEE PRE AND POST AMALGAMATION SHAREHOLDING PATTERN**

As mentioned above, the Key Managerial Personnel (KMP) / Directors have no material interests in the Scheme, except to the extent of their shareholdings in the Applicant Companies, if any. Since the Transferor Companies and Transferee Company 2 involved in the Scheme has not issued debentures, the issue of interest of debenture trustee does not arise.

#### **15. OTHERS:**

1. The accounting treatment as proposed in Part B of the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. The certificate issued by ML Sharma & Co. Chartered Accountants, is open for inspection.
2. The accounting treatment as proposed in Part C and Part D of the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. The certificate issued by Khandelwal Jain & Co. Chartered Accountants, is open for inspection.
3. Under the Scheme, there is no arrangement proposed to be entered into with the creditors, either secured and/or unsecured creditors of the Applicant Companies. No compromise is offered under this Scheme to any of the creditors of the Applicant Companies. The liability towards the creditors of the Transferor Companies under the Scheme, is neither being reduced nor being extinguished but shall be assumed and discharged by the respective Transferee Companies respectively in its ordinary course of business.
4. Under the Scheme, no rights of the Employees of Transferor Companies are being affected. The services of the Employees of Transferor Companies, under the Scheme, shall continue on the same terms and conditions on which they were engaged by Transferor Company.
5. There is no effect of the Scheme on the key managerial personnel and/or the Directors of Transferor Companies. Further no change in the Board of Directors of Transferor Companies is envisaged on account of the Scheme.
6. On the Scheme becoming effective, the Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4, the Transferor Company 5 and Transferor Company 6 shall stand dissolved without being wound up and without any further acts by any party.
7. The Scheme does not involve any capital or debt restructuring and therefore. the requirement to disclose details of capital or debt restructuring is not applicable.
8. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of Transferee Companies and Transferor Companies have, in their separate meetings held on 21<sup>st</sup> October 2024, have adopted a report, inter alia, explaining effect of the Scheme on each class of shareholders, key managerial personal, promoters and non-promoter shareholders amongst others. Copy of the Reports adopted by the respective Board of Directors of Applicant Companies are enclosed as **Annexure 2A – 2G**

9. To the knowledge of the Applicant Companies, no winding up proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Companies Act, 1956.
10. There is no proceedings/ investigations pending against any of the Applicant Companies under Sections 210 to 217, 219, 220, 223 to 227 of The Companies Act, 2013.
11. Further no insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 have been filed or are pending against the Companies.
12. The amount due in favour of the Secured Creditors of MIL as on 31<sup>st</sup> January, 2026, is Rs. 1,10,88,91,229/- (Rupees One Hundred Ten Crore Eighty-Eight Lakh Ninety-One Thousand Two Hundred Twenty-Nine Only)
13. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.
14. The following documents will be available for obtaining extract from or making/obtaining copies of or for inspection by the Secured Creditors of the Applicant Company at its registered office at 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra between 09.00 a.m. and 5.45 p.m. on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting:
  - a. Copy of the order passed by NCLT in Company Scheme Application No. 156 of 2025 dated 4<sup>th</sup> February 2026 directing Applicant Company to, inter alia, convene the meeting of its Secured Creditors ;
  - b. Copy of Company Scheme Application No. 156 of 2025 along with annexures filed by the Applicant Company before NCLT;
  - c. List of Subsidiary Companies, joint ventures and associates of all the Companies;
  - d. Copy of the Register of Directors' shareholding of MIL;
  - e. Copy of the resolutions, dated 21<sup>st</sup> October 2024, passed by the Board of Directors of the Applicant Companies, approving the Scheme;
  - f. Copy of Board Resolutions of the Applicant Companies approving the modification to the Scheme;
  - g. Copy of the extracts of the minutes of the meetings, held on 21<sup>st</sup> October 2024, of the Board of Directors of the Applicant Companies, in respect of the approval of the Scheme;
  - h. Copy of the Statutory Auditors' certificate dated 6<sup>th</sup> January 2025 issued by ML Sharma & Co., Chartered Accountants to SRSIFPL, confirming the compliance of the accounting treatment as specified by Central Government in Section 133 of the Companies Act, 2013;
  - i. Copy of the Statutory Auditors' certificate dated 6<sup>th</sup> January 2025 issued by Khandelwal Jain & Co., Chartered Accountants to MIL, confirming the compliance of the accounting treatment as specified by Central Government in Section 133 of the Companies Act, 2013;
  - j. Copy of the Scheme;
  - k. Copy of the Report, dated 21<sup>st</sup> October 2024, adopted by the Board of Directors of the Applicant Companies, pursuant to the provisions of section 232(2)(c) of the Act; and

- l. Latest audited financial statements (including Consolidated Financial Statements) of the Applicant Companies as on 31<sup>st</sup> March 2025.
- m. Copy of Unaudited Provisional Financial Statements of the Applicant Companies as on 31<sup>st</sup> December 2025

The approval of Registrar of Companies and Regional Director for the said Scheme is awaited. The Applicant Companies are in process of serving the notices to respective authorities. We have filed the form GNL-1 with the Registrar of Companies on 19<sup>th</sup> February 2026 vide SRN AC2347790.

This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement, Form of Proxy and Attendance Slip may be obtained free of charge on any working day prior to the date of the meeting, from the Registered Office of the Company.

After the Scheme is approved, by the Secured Creditors of MIL, it will be subject to the approval / sanction by NCLT.

Sd/-  
Shri Virendrasingh Gyansingh Bisht,

Dated this 19<sup>th</sup> February 2026  
Registered office: 1, Mittal Chambers, 228 Nariman Point,  
Mumbai – 400021, Maharashtra

**MODERN INDIA LIMITED**

**Registered Office: 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra**

**CIN: U17120MH1933PLC002031**

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**Form No. MGT-11**

**PROXY FORM**

**(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the Secured Creditor :

Registered Address :

E-mail ID :

I/We, being the Secured Creditor of Modern India Limited hereby appoint:

Name : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_

or failing him

Name : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_

or failing him

Name : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_

as my/our proxy to act for me/us at the NCLT convened meeting of the Secured Creditors to attend and vote (on a poll) for me/us and on my/our behalf at the General Meeting of the Company, to be held on Monday, 23<sup>rd</sup> March 2026 at 11:30 am at the registered office of the Company and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Resolution No.	Resolutions	Optional**	
		For	Against
1	Approval of the proposed Scheme of Amalgamation between Modern Derivatives and Commodities Private Limited (“Transferor Company 1” or “MDCPL”) and Sarat Leasing and Finance Private Limited (“Transferor Company 2” or “SLFPL”) and F Pudumjee Investment Company Private Limited (“Transferor Company 3” or “FPICPL”) and Shree Rani Sati Investment and Finance Private Limited (“Transferee Company 1” or “Transferor Company 4” or “SRSIFPL”) and Western India Distributing Company Private Limited (“Transferor Company 5” or “WIDCPL”) and Millennium Commercial Private Limited (“Transferor Company 6” or “MCPL”) and Modern India Limited (“Transferee Company 2” or “MIL”) and their respective shareholders (“Scheme”)		

\*\* I wish my above Proxy to vote in the manner as indicated in the box above.

Signed: this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature of Secured Creditors : \_\_\_\_\_

Signature of 1<sup>st</sup> holder

Signature of 2<sup>nd</sup> holder

Signature of 3<sup>rd</sup> holder




Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**MODERN INDIA LIMITED**

**Registered Office: 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra  
CIN: U17120MH1933PLC002031**

**Email id: info@modernindia.co.in.**

**ATTENDANCE SLIP**

**MEETING CONVENED PURSUANT TO THE ORDER OF THE NATIONAL COMPANY LAW  
TRIBUNAL, MUMBAI BENCH OF THE SECURED CREDITORS ON MONDAY, MARCH 23, 2026 at  
11:30 am (IST)**

Name and address of the Secured Creditor	
Full Name of Proxy/ authorised representative (if applicable)	
Secured Creditor's Proxy's/ authorised signatory's signature	

I. I hereby record my presence at the NCLT conveyed Secured Creditor Meeting of the Company held on Monday, 23<sup>rd</sup> March 2026 at 11:30 am at the registered office of the Company.

II. Signature of the Secured Creditor / Proxy Present

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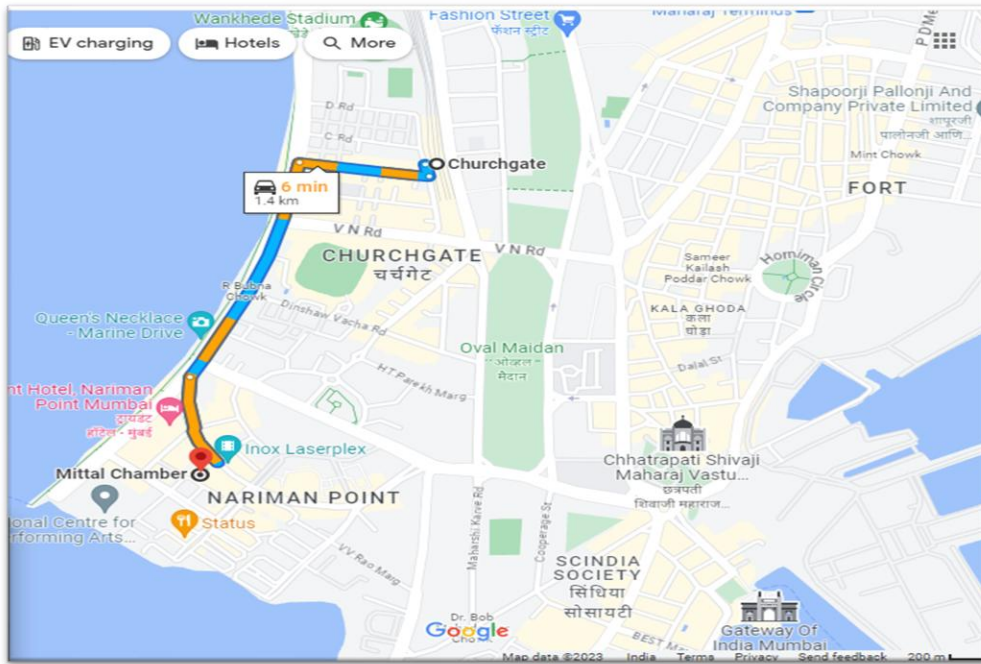
III. Secured Creditor / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

**MODERN INDIA LIMITED**

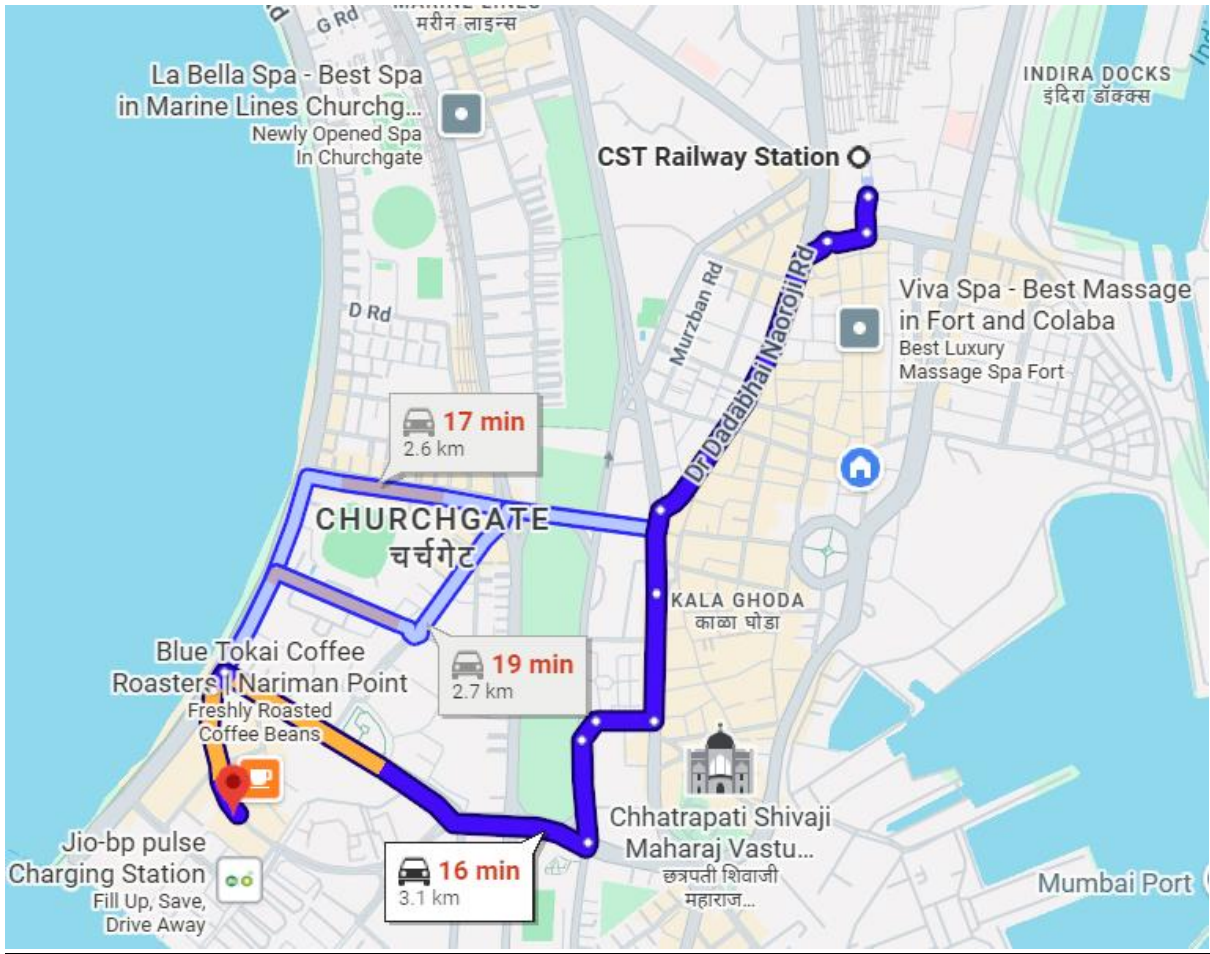
**Registered Office: 1, Mittal Chambers, 228 Nariman Point, Mumbai – 400021, Maharashtra**

**Tel:022-67444200 CIN: U17120MH1933PLC002031**

**Route Map for the Venue of Secured Creditor Meeting  
BY BUS/TAXI FROM CHURCHGATE TO VENUE**



**FROM CST RAILWAY STATION TO VENUE**



**FROM ACQUA LINE METRO STATION TO VENUE**

