

Dharampal Premchand Ltd

[CIN: U 74100 DL 1972 PLC 006062]

Registered Office: 4873, Chandni Chowk, Delhi-110 006

E-mail ID: ap.gupta@baba.in

Web-site: www.baba.in

Meeting of Un-secured Creditors of Dharampal Premchand Ltd scheduled to be convened under the supervision of the Hon'ble NCLT

Day	Monday
Date	3 rd July, 2017
Time	4.30 P.M.
Venue	The Pearl Banquets, 21, Shivaji Marg, Main Najafgarh Road, Opposite DLF Commercial Tower, Moti Nagar, New Delhi -110 015

List of Documents

Sl. No.	Contents
1	Notice of Meeting of Un-secured Creditors of Dharampal Premchand Ltd
2	Explanatory Statement under sections 230 & 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, and other applicable provisions, if any
3	Scheme of Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd, under sections 230 & 232 of the Companies Act, 2013
4	Copy of the Report on Valuation of Shares & Share Exchange Ratio of M/s Khandelia & Sharma, Chartered Accountants
5	A copy each of the un-audited Financial Statements (provisional) of the Transferor Companies No. 1 to 8 and the Transferee Company for the financial year ended 31 st March, 2017
6	Proxy Form
7	Attendance Slip

Through

Place: New Delhi

Date: 23rd May, 2017

Sd/-
Rajeev K Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar II
NH-24, Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
PRINCIPAL BENCH, NEW DELHI
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. CA (CAA) 48 (PB) OF 2017
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)
SECTIONS 230 & 232
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
AND
IN THE MATTER OF

3 WAY TECHNO FOODS PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 1

AFFE TECHNOLOGIES PVT LTD

APPLICANT/TRANSFEROR COMPANY NO. 2

GENERAL CLOTHIERS PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 3

BABA CERAMICS LTD

APPLICANT/ TRANSFEROR COMPANY NO. 4

DS CANPACK PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 5

BABA GALVA PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 6

BABA TOBACCO LTD

APPLICANT/ TRANSFEROR COMPANY NO. 7

AAR ESS INTERNATIONAL PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 8

AND

DHARAMPAL PREMCHAND LTD

APPLICANT/TRANSFEREE COMPANY

NOTICE CONVENING MEETING

To
The Un-secured Creditors of
Dharampal Premchand Ltd

Take Notice that by the Order dated 8th May, 2017, the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, has, inter alia, directed for convening of a meeting of Un-secured Creditors of Dharampal Premchand Ltd for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd. In the said meeting the following Special Business will be transacted:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution with specific majority as provided under sections 230 & 232 of the Companies Act, 2013, and other applicable provisions, if any:

“Resolved that pursuant to the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, the proposed Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd (the Transferor Companies No. 1 to 8, respectively) with Dharampal Premchand Ltd (the Transferee Company) be and is hereby approved.

Resolved further that the terms and conditions of the amalgamation as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:

All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies will be transferred to and vest in the Transferee Company.

- i. *All the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.*
- ii. *Appointed Date for Amalgamation will be 1st April, 2017 or such other date, as the Hon'ble National Company Law Tribunal may approve.*
- iii. *Share Exchange Ratio for the Amalgamation will be:*
 - a. *The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 51 (fifty one) Equity Shares (Class A and Class B, respectively) of ₹10 each held in the Transferor Company No. 5-DS Canpack Pvt Ltd.*
 - b. *The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 1242 (one thousand two hundred forty two) Equity Shares of ₹10 each held in the Transferor Company No. 6-Baba Galva Pvt Ltd.*
 - c. *The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 480 (four hundred eighty) Equity Shares of ₹10 each held in the Transferor Company No. 7-Baba Tobacco Ltd.*
 - d. *The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, to each of the shareholders of the Transferor Company No. 8-Aar Ess International Pvt Ltd, irrespective of number of shares held by such shareholders in the Transferor Company No. 8.*
 - e. *Since the Transferor Companies No. 1 to 4 are wholly owned subsidiaries of the Transferee Company, no new share will be issued on amalgamation of the Transferor Companies No. 1 to 4 with the Transferee Company.*

be and are hereby approved in specific.

Resolved further that subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, the Scheme of Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd, as placed in the meeting, be and is hereby approved.

Resolved further that the Board of Directors of the Company be and is hereby authorized to agree to such conditions or modifications (including the Share Exchange Ratio and the Appointed Date) that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme of Amalgamation.”

Take Further Notice that in pursuance of the said order, a meeting of the **Un-secured Creditors of Dharampal Premchand Ltd** will be held on **Monday, 3rd July, 2017, at 4.30 p.m. at The Pearl Banquets, 21, Shivaji Marg, Main Najafgarh Road, Opposite DLF Commercial Tower, Moti Nagar, New Delhi -110 015**, when you are requested to attend.

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, is deposited at the registered office of the Company as mentioned above not later than 48 hours before the time fixed for convening the meeting.

The Hon'ble Tribunal has appointed Mr P K Malhotra, Former Law Secretary, Government of India, as the Chairperson and failing him Mr Mohd Farhan Khan, Advocate, as the Alternate Chairperson; and Mr Gopal Prasad Agarwal, Chartered Accountant, as the Scrutinizer, of the aforesaid meeting.

A copy each of the Explanatory Statement [under sections 230 & 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Amalgamation, Form of Proxy and Attendance Slip, and other documents, if any, are enclosed.

The proposed Scheme of Amalgamation, if approved by the respective meetings, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal.

Dated this day of 23rd May, 2017

**For and on behalf of the Board of Directors
For Dharampal Premchand Ltd**

**Sd/-
Ashutosh Premswarup Gupta
Vice President Finance & Accounts
and Company Secretary
PAN: ACR PG 3504 C**

Through

**Sd/-
Rajeev K Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar II
NH-24, Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com**

Notes:

1. Only Un-secured Creditors of the Company may attend and vote (either in person or by proxy or by authorised representative as per Section 113 of the Companies Act, 2013) at the meeting of Un-secured Creditors. The authorised representative of a body corporate which is an Un-secured Creditor of the Applicant Company may attend and vote at the Un-secured Creditors' meeting, provided a **certified true copy of the resolution of the Board of Directors or other governing body of the body corporate** is deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the meeting authorising such representative to attend and vote at the meeting.
2. An Un-secured Creditor of the Company, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member/creditor of the Applicant Company. The Form of Proxy duly completed and signed should, however, be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for convening the meeting.
3. All the alterations, made in the Proxy Form, must be initialed.
4. All the persons attending the meeting are requested to hand over the enclosed Attendance Slip, duly signed, for admission to the meeting hall.
5. All the persons attending the meeting are advised to bring original photo identity proof for verification.
6. Notice of the meeting, Explanatory Statement, Proxy Form, Attendance Slip and other documents are also being placed on the website of the Transferee Company: www.baba.in.

Encl.: As above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
PRINCIPAL BENCH, NEW DELHI
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. CA (CAA) 48 (PB) OF 2017
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)
SECTIONS 230 & 232

AND

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APPLICANT/TRANSFEREE COMPANY

Explanatory Statement

[Under sections 230 & 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, and other applicable provisions, if any]

1. **Pursuant** to the Order dated 8th May, 2017, passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, in the above referred joint Company Application, separate meetings of Secured Creditors and Un-secured Creditors of Dharampal Premchand Ltd are scheduled to be convened for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed Scheme of Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd (hereinafter referred to as "this Scheme/the Scheme"), as per the following schedule:

Day & Date	Monday, 3 rd July, 2017
Time	Meeting of Secured Creditors at 3.30 p.m.; and Meeting of Un-secured Creditors at 4.30 p.m.
Venue	The Pearl Banquets, 21, Shivaji Marg, Main Najafgarh Road, Opposite DLF Commercial Tower, Moti Nagar, New Delhi-110 015

2. A copy of the Scheme of Amalgamation setting out the terms and conditions of the proposed amalgamation, inter alia, providing for Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd; and other connected matters, is enclosed with this Explanatory Statement.

3. Companies to the Scheme and their Background

3.1 The Applicant No. 1/the Transferor Company No. 1- 3 Way Techno Foods Pvt Ltd:

- a. The Transferor Company No. 1- 3 Way Techno Foods Pvt Ltd [Corporate Identification No. (CIN): U 15122 DL 2014 PTC 272253]; [Permanent Account No. (PAN): AACZ7867M] (hereinafter referred to as "the Transferor Company No. 1/the Company") was incorporated under the provisions of the Companies Act, 2013, as a private limited company vide Certificate of Incorporation dated 1st October, 2014 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, the Registered Office of the Transferor Company No. 1 is situated at 4873, Chandni Chowk, Delhi-110 006, e-mail: ap.gupta@baba.in.
- c. The detailed objects of the Transferor Company No. 1 are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

1. *To cultivate, grow, manufacture, trade, process, purify, prepare, treat, blend, buy, sell, import, export, store, render marketable whether in bulk or in packed or concentrated form, rice, wheat, gram maize, other grains & cereals, pulses, seeds, spices, oil, oilseeds, flour, besan, dalia, maida, suzi, fruits, tobacco, tobacco products and all kinds of agricultural products, dairy products & other processed food & allied products.*
2. *To manufacture, produce, process, finish, treat, blend, pack, purify, sell, buy, import, export, and deal in all types of food/dairy items/ products made from agro/dairy-based ingredients/ inputs and to act & deal as whole sellers and/or retailers, dealers, principals, agents, commission agents, distributors, processors, cultivators, producers, manufacturers of all kinds of food grains, food products, dairy products, eatables, processed foods, food items and agro-based products.*
3. *To carry on in India or elsewhere the business to process, prepare, disinfect, ferment ate, compound, mix, clean, wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract, refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, consultant, collaborator, adatia, stockiest, liaison, middleman, export house, job worker or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, there by-products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavors, syrups, sorbets, flavored drinks, health and diet, drinks, mineral waters, extruded foods, frozen foods, dehydrated foods,*

precooked foods, canned foods, preserved foods, health foods, protein foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, fun foods, breakfast foods, protein foods, dietic products, strained baby foods , instant foods, cereal products, table delicacies, and all other items whether natural, artificial or synthetic.

4. *To undertake manufacturing, engineering, designing, maintenance, installation, commissioning, repairing, refurbishing, consulting engineers annual maintenance contract, Import-export, trading, agency or otherwise deal in all types & varieties of Food Processing/ Dairy sector's machineries/ equipment/ plants/ parts/ accessories/ tools/ systems/ hardware/ software and other similar items.*
 5. *To carry on the business of generation, production, transmission, distribution, supply, sale, purchase, exchange, trade or otherwise deal in solar energy based electricity/ power and to engaging manufacturing, engineering, processing, value addition, design, casting, installation, commissioning, R & D, export, import, trade, consultancy or otherwise deal in solar energy technologies, systems, solutions, plants, equipment, tools, accessories, hardware, software and other related & allied products & items thereto.*
- d. The Transferor Company No. 1 has been incorporated with the main object of carrying on food business. The Company owns physical infrastructure on which it is earning lease rentals.
- e. The present Authorised Share Capital of the Transferor Company No. 1 is ₹20,00,000 divided into 2,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
- f. Detail of the present Board of Directors of the Transferor Company No. 1 is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Ritesh Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00110720	Director
2.	Mr Raghav Kumar E-1A, Maharani Bagh 13, Eastern Avenue, New Delhi- 110 065	03058014	Director
3.	Mr Ashutosh Premswarup Gupta Flat No. 4A, Super Deluxe Flats, Sector-15A, Noida-201 301	07178899	Director

3.2 The Applicant No. 2/the Transferor Company No. 2- Affe Technologies Pvt Ltd:

- a. The Transferor Company No. 2- Affe Technologies Pvt Ltd [Corporate Identification No. (CIN): U 72200 DL 2006 PTC 150036]; [Permanent Account No. (PAN): AAGCA2288R] (hereinafter referred to as "the Transferor Company No. 2/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 23rd June, 2006 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, the Registered Office of the Transferor Company No. 2 is situated at 4873, Chandni Chowk, Delhi-110 006, e-mail: ap.gupta@baba.in.
- c. The detailed objects of the Transferor Company No. 2 are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

1. *To set up software technology park.*
2. *To provide all the infrastructure facilities, space to software companies including video conferencing, internet, telephone, cafeteria, restaurants, ticketing, convention, conferences and any other related activities.*
3. *To develop systems, applications, general purposes and all kind of software including micro programming for demonstration, sales within and outside the country or to carry on research and assist in the research by individuals, research consultants, computer service bureaus and advisors, market surveyors project engineers, quality control and efficiency experts, export and marketing service and/or management consultancy, connected with information and technology and computerization.*
4. *To hold seminars, courses, business conferences, for training in computers, computer programming, system analysis, operational research computer operations and data entry, web sites, e-commerce*

and other activities related to computer within India and abroad, either singly or all in collaboration with any other organisation, institution, body corporate, manufacture, assembler.

5. To manufacture, buy, take on hire, keep maintain, sellout on hire and deal in all kinds of computer hardware, computer software, computers, processors and micro-processors and all other peripherals and devices and attached there with and carry on business, in all there respective branches of running computer bureaus and hiring out computer time and services specially data storage and data-processing on both turnkey and time basis for commercial, engineering and all other applications, system analysis and design, programming, service lending and provision if all type of output facilities.
6. To advice and render services like transcription services, technical analysis of data-electronic data processing, preparation of project reports, survey and analysis for implementation of projects and there progress review and other economic, mathematical, statistical, scientific and to undertake assignments and to enter into any contract in relation thereto including all activities of e- commerce, web designs and satellite in India and abroad.
7. To act as manufacture, importer, exporter, re-seller distributors, agent for software and hardware in relation to audio, video, information technology, telecommunication, mobile phones, mobile phones accessories and other medias including satellites, cable and other channels, Internet, e-commerce, web sites , web hosting, design, web pages in India and abroad.
8. To render consultancy, solutions and act as implements in the field of internet, networking, connectivity, information technology, e-malls, e-commerce supply of professional manpower and other related fields in India and abroad.

Other Objects:

The Company has also adopted, inter alia, the following sub-clauses of the Other Objects Clause of its Memorandum of Association:

42. To acquire by the purchase, lease, exchange, hire or otherwise and mortgage, let on hire or dispose of lands and property of any tenure in the same.
 43. To erect and construct houses, building or every description on any land of the company, or upon any other such lands or property, and to pulls down, rebuild, enlarge deal, alter and improve existing houses, building or works thereon to works convert and appropriate any such land into and for roads, streets, squares, gardens and such other conveniences of all types.
- d. The Transferor Company No. 2 is engaged in real estate investments, earning lease rentals and other related activities.
 - e. The present Authorised Share Capital of the Transferor Company No. 2 is ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
 - f. Detail of the present Board of Directors of the Transferor Company No. 2 is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Ravinder Kumar E-1A, Maharani Bagh, New Delhi-110 065	00111113	Director
2.	Mr Ritesh Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00110720	Director
3.	Mr. Raghav Kumar E-1A, Maharani Bagh, 13, Eastern Avenue, New Delhi- 110 065	03058014	Director
4.	Mr. Ashutosh Premswarup Gupta Flat No 4A, Super Deluxe Flats, Sector-15A, Noida- 201 301	07178899	Director

3.3 The Applicant No. 3/Transferor Company No. 3- General Clothiers Pvt Ltd:

- a. The Transferor Company No. 3- General Clothiers Pvt Ltd [Corporate Identification No. (CIN): U 74899 DL 1993 PTC 054157]; [Permanent Account No. (PAN): AACCG2349F] (hereinafter referred to as “the Transferor Company No. 3/the Company”) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 23rd June, 1993 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently the Registered Office of the Transferor Company No. 3 is situated at 4873, Chandni Chowk, Delhi-110 006, e-mail: ap.gupta@baba.in.

- c. The detailed objects of the Transferor Company No. 3 are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

1. *To manufacture, buy, sell, Exports, Imports, any type of Garments or made up from silk, cotton, Jute or any other fabric or natural and manmade fiber.*

Other Objects:

The Company has also adopted, inter alia, the following sub-clauses of the Other Objects Clause of its Memorandum of Association:

3. *To carry on the business of investment, finance, hire purchase and leasing of all movables and immovable.*
4. *To construct, acquire hold/sell properties, Buildings, Farms, lands, tenements and such other movable and immovable property and to rent, let on hire and manage them and to act as Real Estate Agents and immovable Property dealers.*

- d. The Transferor Company No. 3 is engaged in real estate investments business and other related activities.
- e. The present Authorised Share Capital of the Transferor Company No. 3 is ₹20,00,000 divided into 2,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹3,00,400 divided into 30,040 Equity Shares of ₹10 each.
- f. Detail of the present Board of Directors of the Transferor Company No. 3 is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Raghav Kumar E-1A, Maharani Bagh, 13, Eastern Avenue, New Delhi- 110 065	03058014	Director
2.	Mr Shashi Kumar Maheshwari Flat No. 406A, Jivan Appartment, Plot No. GH-7, Sector-6, Vasundhra, Ghaziabad- 201 012	07262945	Director
3.	Mr Randeep Bhasin GH-164, Windsor Park-5, Vaibhav Khand, Indirapuram, Ghaziabad- 201 014	07267208	Director

3.4 The Applicant No. 4/the Transferor Company No. 4- Baba Ceramics Ltd:

- a. The Transferor Company No. 4- Baba Ceramics Ltd [Corporate Identification No. (CIN): U 26933 DL 2006 PLC 156320]; [Permanent Account No. (PAN): AADCB2514J] (hereinafter referred to as “the Transferor Company No. 4/the Company”) was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as ‘Baba Ceramics Pvt Ltd’ vide Certificate of Incorporation dated 7th December, 2006 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The name of the Company was changed to ‘Baba Ceramics Ltd’ vide Fresh Certificate of Incorporation dated 18th January, 2007 issued by the Registrar of Companies, New Delhi.
- b. Presently, the Registered Office of the Transferor Company No. 4 is situated at 4873, Chandni Chowk, Delhi-110 006, e-mail: ap.gupta@baba.in.
- c. The detailed objects of the Transferor Company No. 4 are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

1. *To carry on the business as manufacturers, importers and exporters, agents, brokers, installers, fitters, traders and dealers in, or otherwise engage in ceramic, refractory such as glazed or unglazed ceramic or vitrified tiles; marbles; granites; ceramic products; pipes, paving, lining, roofing material; sinks; bathroom and kitchen fixtures and fittings and all kinds of prefabricated construction materials, frames, slabs and tiles; sanitary wares; cement and grouting compounds of all types; glass or china wares; porcelain wares; earthen wares; stone wares; terracotta; all type of any such class such as crockery wares, table wares, glass wares, figures and statues, electrical insulators, lab oratory, hospital and industrial requisites, sparking plugs, drainage and water supply pipes, refractory and insulation cements, bricks and other shapes and linings and all other such types and kinds or any class of clay and ceramic products.*

2. *To carry on the business of mine owners, manufacturers, processors, job workers, importers and exporters, traders and sellers, of china clay, ball clay, quartz, feldspar, fire clay, gypsum, bauxite, steatite, kyanite, bentonite, silliminite, dolomite, magnesite, calcite, lime stone chrome, zirconium, graphite, manganese, red oxide, yellow ochre, kieselguhr, ceramic colours, glass frit, or other additives, associate minerals and chemicals needed for manufacturing, producing and dealing in all ceramic products particularly ceramics or vitrified tiles, pottery products and refractory products, bricks tiles, sewer pipes, drain pipes, lime, cement artificial stones, glass and enamel products and such other products, articles and things made synthetically or made, composed or prepared, wholly or in part of any mineral or such other substances or substance.*
 3. *To purchase, take on lease or otherwise acquire mines, mining rights and metalliferous land and any interest therein and to explore, exercise, develop and turn to account the same and to crush smelt, calcine, refine, dress, raise, get win fabricate, grind, amalgamate, manipulate and prepare for market, purchase, sell and otherwise deal in ore, minerals sands, stones, artificial stones, metal and mineral substances of all kinds and to carry on any other operations in connection therewith.*
- d. The Transferor Company No. 4 has been incorporated with the main objects of carrying on ceramic related business. The Company is yet to commence business activities.
- e. The present Authorised Share Capital of the Transferor Company No. 4 is ₹20,00,000 divided into 2,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹10,70,000 divided into 1,07,000 Equity Shares of ₹10 each.
- f. Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Ravinder Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00111113	Director
2.	Mrs Rita Kumari E-1A, Maharani Bagh, New Delhi- 110 065	00110606	Director
3.	Mr Ritesh Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00110720	Director

3.5 The Applicant No. 5/the Transferor Company No. 5- DS Canpack Pvt Ltd:

- a. The Transferor Company No. 5- DS Canpack Pvt Ltd [Corporate Identification No. (CIN): U 74950 DL 2013 PTC 254110]; [Permanent Account No. (PAN): AAECD6935E] (hereinafter referred to as "the Transferor Company No. 5/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 19th June, 2013 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, the Registered Office of the Transferor Company No. 5 is situated at 4828/24, Prahlad Lane, Ansari Road, Daryaganj, New Delhi-110 002, e-mail: ap.gupta@baba.in.
- c. The detailed objects of the Transferor Company No. 5 are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

1. *To carry on in India or elsewhere the business as manufacturers, distributors, buyers, sellers, dealers, founders, and developers, traders, importers and exporters, stockists of all kinds of card packaging, plastic packaging, polythene packing gunny bags, hollow wares, containers, cartoons, boxes, corrugated crates, drums, bottle's, jars, tubes, bags, sacks, pouches, foils, stickers, leaflets, folders, tarpaulin and other packaging articles made from all type of packing materials.*
2. *To carry on the business as manufacturers, sellers, traders, importers and exporters, dealers, stockists in all kinds of laminates of glassline, paper board, cellophane, bi-axial oriented polypropylene, polyester, foil, craft, flexible films and manufacturers and dealers of printed or unprinted cartons, leaflets, folders, stickers and pouches of various types and to carry on business of manufacturers, distributors, sellers, buyers, exporters, importers of containers, bottles, tubes, drums and packing articles made from all types of material and substance of different shapes, dimensions and thickness and suitable for all types of packaging.*
3. *To carry on in India or elsewhere the business of printers, rotogravure printers, stereotypers, electrotypers, photographic printers, screen printers, lithographers, chromo-lithographers, art printers,*

engravers, block makers, die stampers, die sinkers, machine rulers, numeric printers, paper makers, paper bags, diary printers, card printers and to all acts for the purpose of pursuing the main objects mentioned above.

4. *To carry on in India or elsewhere the business of manufacturers, buyers, sellers, importers, exporters, commission agents and dealers in all kinds of packaging and printing machines, components, ancillaries, auxiliaries and parts thereof*
- d. The Transferor Company No. 5 has been engaged in manufacturing of paper board articles, packing and packaging material and other related activities.
 - e. The present Authorised Share Capital of the Transferor Company No. 5 is ₹3,00,00,000 divided into 5,00,000 Class A Equity Shares of ₹10 each aggregating to ₹50,00,000; 5,00,000 Class B Equity Shares of ₹10 each aggregating to ₹50,00,000; and 20,00,000 10% Cumulative Redeemable Preference Shares of ₹10 each aggregating to ₹2,00,00,000. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹61,03,560 divided into 1,39,088 Class A Equity Shares of ₹10 each aggregating to ₹13,90,880; 1,39,088 Class B Equity Shares of ₹10 each aggregating to ₹13,90,880; and 3,32,180 10% Cumulative Redeemable Preference Shares of ₹10 each aggregating to ₹33,21,800.
 - f. Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Raj Kumar Kakrania H-1593, II Floor, Chitranjan Park, New Delhi- 110 019	00111292	Director
2.	Mr Gaurav Gupta 43/1, Rajpur Road, Civil Lines, Delhi-110 054	00176271	Whole Time Director

3.6 The Applicant No. 6/the Transferor Company No. 6- Baba Galva Pvt Ltd:

- a. The Transferor Company No. 6- Baba Galva Pvt Ltd [Corporate Identification No. (CIN): U 27107 DL 2004 PTC 128076]; [Permanent Account No. (PAN): AACCB7787J] (hereinafter referred to as “the Transferor Company No. 6/the Company”) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 4th August, 2004 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, the Registered Office of the Transferor Company No. 6 is situated at 4873, Chandni Chowk, New Delhi-110 006, e-mail: ap.gupta@baba.in.
- c. The detailed objects of the Transferor Company No. 6 are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

- a. *To carry on the business of galvanization of steel and iron sheets and other related activities.*
- b. *To carry on business as manufactures, producers, fabricators, processors, stockists, distributors, dealers, exporters, importers, buyers, sellers and commission agents of or otherwise deal in all kinds and types of ferrous and non-ferrous metals; all kinds of iron and steel such as carbon steel, spring steel, tools and mould steel, stainless steel and alloys in different grades; all kinds of iron and steel products; hot rolled and cold rolled steel, galvanized steel, electrolytic tin plates, seamless and welded steel pipes, steel and iron founders.*
- d. The Transferor Company No. 6 has been incorporated with the main object of carrying on steel related business. The Company is yet to commence business activities.
- e. The present Authorised Share Capital of the Transferor Company No. 6 is ₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
- f. Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Ravinder Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00111113	Director
2.	Mrs Rita Kumari E-1A, Maharani Bagh, New Delhi- 110 065	00110606	Director
3.	Mrs Sunita Gupta 33 Jalan Mutiara, #11-04 Latitude, Singapore-249208	00110654	Director

3.7 The Applicant No. 7/the Transferor Company No. 7- Baba Tobacco Ltd:

- The Transferor Company No. 7- Baba Tobacco Ltd [Corporate Identification No. (CIN): U 16009 DL 2008 PLC 182235]; [Permanent Account No. (PAN): AACCB7787J] (hereinafter referred to as "the Transferor Company No. 7/the Company") was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 20th August, 2008 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 6th October, 2008 by the ROC, Delhi.
- Presently, the Registered Office of the Transferor Company No. 7 is situated at 4872, Chandni Chowk, New Delhi-110 006, e-mail: ap.gupta@baba.in.
- The detailed objects of the Transferor Company No. 7 are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

- To carry on the business as manufacturers, processors, dealers, distributors, agents, exporters, importers, brokers, stockists, processors/packers, commission agents, buyers and sellers of tobacco, soufff, pan masala, khaini, gutka, beatelnut preparations, mouth fresheners, chewing tobacco, scented elaichi & supari, pan chatni, kiwam, etc of all kinds and types, pepper, spices, perfumes & perfumery compounds & essences, rose and keora water, natural spring/mineral water, essential oil, soap components, saffron, silver/gold leaves, flavoring materials, packing and wrapping materials and other raw-material used or required therein including all kinds of chemicals and chemical products required for the manufacturing and processing of above, laboratory reagent and raw material used or required therein.*
- To carry on the business as buyers, sellers, importers, exporters, distributors, agents, broker, stockists, processors/packers, commission agents and dealers of all kinds of food items and products including kirana items, tobacco products, biri and cigarettes, paper and paper products.*
- The Transferor Company No. 7 has been incorporated with the main object of manufacturing of chewing tobacco. The Company is yet to commence business activities.
- The present Authorised Share Capital of the Transferor Company No. 7 is ₹5,00,000 divided into 50,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
- Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Ravinder Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00111113	Director
2.	Mrs Rita Kumari E-1A, Maharani Bagh, New Delhi- 110 065	00110606	Director
3.	Mrs Sunita Gupta 33 Jalan Mutiara, #11-04 Latitude, Singapore-249208	00110654	Director

3.8 The Applicant No. 8/the Transferor Company No. 8- Aar Ess International Pvt Ltd:

- The Transferor Company No. 8- Aar Ess International Pvt Ltd [Corporate Identification No. (CIN): U 74899 DL 1994 PTC 060728]; [Permanent Account No. (PAN):AAACA5727H] (hereinafter referred

to as “the Transferor Company No. 8/the Company”) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 5th August, 1994 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.

- b. Presently, the Registered Office of the Transferor Company No. 8 is situated at 4828/24, Prahalad Lane, Ansari Road, Daryaganj, New Delhi-110 002, e-mail: ap.gupta@baba.in.
- c. The detailed objects of the Transferor Company No. 8 are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

1. *To carry on the business as Exporters, importers, Traders, sellers, distributors, agent, brokers, stockists, agency business, commission agents and dealers of:*
 - (a) *All kinds of manufactured, semi-manufactured goods and raw materials and other commodities.*
 - (b) *Tea, Garments, Engineering goods, sewing machine, hand tools, small tools, metals, alloys, Iron pipe fittings, nuts and bolts, bicycles and accessories, automobile parts, steel and stainless steel, iron products, ores and scraps, metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco (raw and manufactured), hemp, seeds, oils and cakes, vanaspati, textile, fiber waste, coir, jute and products thereof, wood and timber, bones crushed and uncrushed industrial diamonds, coal and charcoal, glue, gums and resins, ivory, lac, shellac, manures, pulp rags, rubber, tanning substances, wax quartz, crystal, chemical preparation, plastic and linoleum articles, glass and glass ware, handloom, toys, liquid gold’s, precious stones, ornament, pearls, drugs and medicines, soaps, paints, instruments, apparatus and appliances, machinery and mill work and parts thereof, paper and stationery, sports goods, cosmetic s, wigs, belling, cinematograph, films exposed, gramophone records, rubber and plastic goods, starch, umbrellas, crown, corks, batteries, surgical and musical instruments, marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds , sanitary ware and fittings, woolen textiles, natural fibre products, cellulose and non-cellulosic products, mixed blended products, fish and fish products, fodder bran fruits, nuts, cashewnuts, kernels, grains, pulses, flour, confectionery, provisions, alcohol, beverages, perfumed, spirits spices and tea, coffee, sugar and molasses, vegetables products, processed foods and packed load products*
- d. The Transferor Company No. 8 has been engaged in import, export, domestic trading and commission agency business and other related activities.
- e. The present Authorised Share Capital of the Transferor Company No. 8 is ₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹9,02,000 divided into 90,200 Equity Shares of ₹10 each.
- f. Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Ravinder Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00111113	Director
2.	Mr Subhash Chand Gupta 43/1, Rajpur Road, Delhi- 110 054	00029369	Director

3.9 The Applicant No. 9/the Transferee Company- Dharampal Premchand Ltd:

- a. The Transferee Company- Dharampal Premchand Ltd [Corporate Identification No. (CIN): U 74100 DL 1972 PLC 006062]; [Permanent Account No. (PAN): AAACD1952B] (hereinafter referred to as “the Transferee Company /the Company”) was originally incorporated under the provisions of the Companies Act, 1956 as a private limited company with the name and style as ‘Dharampal Premchand Pvt Ltd’ vide Certificate of Incorporation dated 6th April, 1972 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The name of the Company was changed to ‘Dharampal Premchand Ltd’ vide Fresh Certificate of Incorporation dated 31st December, 2004 issued by the Registrar of Companies, New Delhi.

- b. Presently, the Registered Office of the Transferee Company is situated at 4873, Chandni Chowk, Delhi-110 006, e-mail: ap.gupta@baba.in.
- c. The detailed objects of the Transferee Company are set out in the Memorandum of Association and are briefly stated as below:

Main Objects:

1. *To carry on the business of manufacturing and processing of Tobacco, Snuff, Pan Masala, Betel nuts preparations, Spices, Perfumes and to deal in any other articles or things commonly dealt in by tobacconist, and Perfumers hitherto carried on by M/s. Dharampal Premchand, Delhi and Dharampal Premchand Distributors, Delhi and to hold, possess and manage the assets thereof and to discharge the liabilities of the same and to acquire and undertake the whole of the properties, assets, rights, privileges, goodwill, established business and liabilities thereof and pay for the same in cash or in shares or in both.*
2. *To carry on the business as manufacturers, dealers, importers and exporters of Chewing Tobacco, Pan Masala, Perfumery, Cosmetics and Aggar Batti and other commodities which are generally required for the manufacturing of these products.*
3. *To carry on the business of buying, stocking, selling, exporting, importing, blending, treating or otherwise dealing in raw material of any description which are generally used in the manufacturing of Tobacco, Pan Masala and snuff, such as, Tobacco Tender Leaves, Betel nuts, Spices, Silver Leaves, Perfumery and Flavoring Essences, Packing Material and such other articles as are generally used by Manufacturers of Chewing Tobacco and Pan Masala as finished products.*
4. *To acquire, take over and continue as a going concern any existing tobacco and Perfumery business and/or manufacturing establishment or establishments in India and to enter into agreement or agreements with such concern or concerns for the purpose of acquiring and taking over the stock of raw material, other articles, things rights, liabilities and privileges of the said concern.*
5. *To carry on the business of manufacturing and/or dealers in Chewing Tobacco, Pan Masala, Betel nuts, Rose and Keora water, Perfumes and Aggar Batt is and any other article required by or which may be convenient to be used for human consumption and to deal in any other articles and things dealt by Tobacconists and Perfumers.*
6. *To plant, grow, cultivate, produce, buy, sell prepare for market, treat, cure and otherwise deal in tobacco, Betal nut, Spices, Saffron Natural Musk, Silver Leaves, Perfumery and Flavouring Materials, packing and wrapping materials required for this trade.*
7. *To carry on the business as manufacturers, dealers, importers, exporters and distributors of all kinds of chemicals products, Pharmaceuticals, acids, drugs, tannins, essences, medicines, compounds, dyestuffs perfumes, proprietary articles of all kinds laboratory reagents, required for the purpose of the Company.*

Other Objects:

The Company has also adopted, inter alia, the following sub-clauses of the Other Objects Clause of its Memorandum of Association

17. *To carry on business of manufacturing, importing, exporting, buying, selling, distributing, exchanging, converting, altering processing twisting or otherwise handling of all kinds of machines, silver foil machines, plant, implements & machine tools and to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, let out on hire, trade and deal in machine tools and implements, other machinery, plant equipment, articles, apparatus, appliance, component parts, accessories, fittings and things in any stage or degree of manufacture, process or refinement.*
18. *To carry on the business of manufacturers of and dealers in all kinds of machinery, implements and plants and as mechanical engineers, tool-makers, water supply engineers, woodworkers, aluminum building systems of every description & kind and in particular systems to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, trade & deal in aluminum building systems, windows, doors, partitions, structural glazing,*

frameless glazing, curtain wall, metal cladding etc. in any stage or degree of manufacture, process or refinement, builders, anamallers, electroplaters, silverplaters, nickel-platers, vulcanizers, glavanisers, general merchants and contractors, and manufacturers of drums, cases and all other types of containers for packing purposes and manufacturers of or dealers in instruments used in connection with any of the above business and of mechanical and scientific appliances, apparatuses and devices of every description whatsoever and generally to conduct, buy, sell, manufacture, import, export, repair, convert, alter, let on hire and deal in minerals, minings, operations of every kinds, metals, silver foils, gold foils, machineries, tools, implements, rolling stock and hardware of all kinds, and to undertake and carry on business and operations incidental to such dealings, mining and treatment.

20. *To carry on business as manufactures, producers, glavanisers, fabricators, processors, stockists, distributors, dealers, exporters, importers, buyers, sellers, traders and commission agents of or otherwise deal in all kinds and types of ferrous and non-ferrous metals; all kinds of iron and steel such as carbon steel, spring steel, tools and mould steel, stainless steel and alloys in different grades; all kinds of iron and steel products; hot rolled and cold rolled steel, galvanized steel, electrolytic tin plates, seamless and welded steel pipes; steel and iron founders.*
 22. *To carry on business of generation, distribution, supply, installation, maintenance of or otherwise deal in all forms of power & electricity and to deal in plant, machinery and equipment's required in the aforesaid activities.*
 23. *To construct, build, equip, promote, own, provide consultancy, maintain and carry on business as keepers of cold storages, cold storage chains, storage chambers, ice-plants, god owns, warehouses, refrigerators, freezing houses and room coolers directly or under partnership or enter into joint ventures, for storing, washing, grading, sorting, waxing, packing of all types of fruits and vegetables, dehydrated food, sea food, marine products, agricultural and poultry products, protein foods, milk, cream, butler, cheese, vegetables or processed animal products other substances made from all or any of them, canned, tinned and processed foods, juices of every description and to act as transporters of aforesaid foods, substances and products of all kinds of description.*
 29. *To carry on in India and abroad the businesses of manufacturers, growers, fabricators, processors, producers, makers, importers, exporters, buyers, sellers, wholesaler, retailer, trader, suppliers, stockiest, agents, merchants, distributors and concessionaires of, and dealers in confectionery items including Chocolate, Cocoa, Butter Chocolate Covertures, Food Drinks, Chicory, chicory confectionery, biscuits, flour, cakes, pastry, cornflakes, bread, bakery products, sweets, sweetmeat, confections, fruit drops, sugar, sugar candy, toffees and toffee products, Mint based Compressed Candy/ Gum base and Gum products like Chewing gum, Bubble gum, Centre filled gum, compressed gum, the latest being the gum based neutraceutical, lozenges, fruit lozenges, throat soothers, functional gums, specialty confectionary, milk cream, ice, ice cream, aerated or mineral waters, fruit juices, syrups, canned fruits, fruit and fruit based products, milk and malted food, protein foods, maize products, glucose, butter, ghee, cheese and other dairy products, pickles, jam, jellies, cider, poultry and eggs, pulses, spices, condiments, oils, powdered and condensed milk, honey, fresh and dehydrated vegetables, fruits, dry fruits and other processed foods items including packing material thereof.*
- d. The Transferee Company has been engaged in manufacturing of chewing tobacco, deodorants perfumes, candies, rose water, food products; engineers; solar power generation and other related activities.
 - e. The present Authorised Share Capital of the Transferee Company is ₹10,00,00,000 divided into 10,00,000 Equity Shares of ₹100 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹5,77,17,600 divided into 5,77,176 Equity Shares of ₹100 each.
 - f. Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr Ravinder Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00111113	Managing Director
2.	Mr Ritesh Kumar E-1A, Maharani Bagh, New Delhi- 110 065	00110720	Whole time Director
3.	Mr Raghav Kumar E-1A, Maharani Bagh, New Delhi- 110 065	03058014	Whole time Director
4.	Mr Amit Gupta 43/1, Rajpur Road, Delhi- 110 054	01300242	Whole time Director
5.	Mr Anup Kumar Kamal H.No-2, Model Basti, Karol Bagh, New Delhi-110 019	00114558	Whole time Director
6.	Mr Raj Kumar Kakrania H. No.- 1593, Chittaranjan Park, New Delhi-110 054	00111292	Director
7.	Mr Gaurav Gupta 43/1, Rajpur Road, Civil Lines, Delhi- 110 054	00176271	Director
8.	Mr Surendra Kumar Gupta F-11/B, Sector-27, Nodia, Uttar Pradesh- 201 301	02725880	Director
9.	Mr Pradeep Kumar Singhi 1B, Old Post Office, Street Kolkata- 700 001	00067296	Director
10.	Ms Kalyani Singh 11, New Sheetal Apartment, A.B. Nair Road, Near Sea side hotel, Juhu, Mumbai-400 049	00223963	Director

4. The Transferor Companies No. 1 to 4 are Wholly Owned Subsidiaries of the Transferee Company. The Transferor Companies No. 5 to 8 and the Transferee Company are closely held un-listed Group Companies. Mr Ravinder Kumar and his family members are the promoters of the Transferee Company. Mr Ravinder Kumar and his family members are also the present promoters of all the Transferor Companies. Detail of the Core Promoter is given below:

Sl. No.	Name, Address & DIN
1.	Mr Ravinder Kumar E-1A, Maharani Bagh, New Delhi- 110 065 DIN: 00111113

5. All the Companies in the Scheme are Group Companies with common promoters, management and control. The Transferor Companies No. 1 to 4 are Wholly Owned Subsidiaries of the Transferee Company.
6. The proposed Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd, will be effected by the arrangement embodied in the Scheme of Amalgamation framed under sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any.

7. Rationale and Benefits of the Scheme:

The circumstances which justify and/or necessitate the proposed Scheme of Amalgamation of the Transferor Companies with the Transferee Company; and benefits of the proposed amalgamation as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

- All the Transferor and the Transferee Companies are closely held Group Companies under common control and management. The proposed amalgamation of the Transferor Companies into the Transferee Company would result in business synergy, consolidation and pooling off their resources.
- The Transferee Company is a financially strong company engaged in manufacturing of chewing tobacco, deodorants perfumes, candies, rose water, food products; engineers; solar power generation and other related activities. Business activities of the Transferor Companies may be conveniently combined in the

Transferee Company. Physical infrastructure and financial resources of the Transferor Companies may be gainfully deployed in the Transferee Company.

- c. The proposed Amalgamation would enable pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.
- d. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of human and other resource and enhancement of overall business efficiency. It will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth of their businesses.
- e. The said Scheme of Amalgamation will contribute in fulfilling and furthering the objects of these Companies. It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business. The resulting amalgamated company will be able to participate more vigorously and profitably in the competitive market scenario
- f. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- g. The said Scheme of Amalgamation will have beneficial impact on all the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

8. Salient features of the Scheme of Amalgamation *(points/clauses referred to in this part are of the Scheme of Amalgamation)*

8.1 The Scheme of Amalgamation, inter alia, provides as under:

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies will be transferred to and vest in the Transferee Company.
- ii. All the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.
- iii. Appointed Date for Amalgamation will be 1st April, 2017 or such other date, as the Hon'ble National Company Law Tribunal may approve.
- iv. Share Exchange Ratio for the Amalgamation will be:
 - a. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 51 (fifty one) Equity Shares (Class A and Class B, respectively) of ₹10 each held in the Transferor Company No. 5-DS Canpack Pvt Ltd.
 - b. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 1242 (one thousand two hundred forty two) Equity Shares of ₹10 each held in the Transferor Company No. 6-Baba Galva Pvt Ltd.
 - c. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 480 (four hundred eighty) Equity Shares of ₹10 each held in the Transferor Company No. 7-Baba Tobacco Ltd.
 - d. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, to each of the shareholders of the Transferor Company No. 8-Aar Ess International Pvt Ltd, irrespective of number of shares held by such shareholders in the Transferor Company No. 8.
 - e. Since the Transferor Companies No. 1 to 4 are wholly owned subsidiaries of the Transferee Company, no new share will be issued on amalgamation of the Transferor Companies No. 1 to 4 with the Transferee Company.

8.2 “**Act**” means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and any other Rules made there under, as the case may be applicable; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.

8.3 “**Appointed Date**” means commencement of business on 1st April, 2017, or such other date as the Hon'ble National Company Law Tribunal (Tribunal) may direct.

- 8.4** “**Effective Date**” means the date on which the transfer and vesting of the entire undertakings of these Transferor Companies shall take effect, i.e., the date as specified in Clause 5 of this Scheme.
- 8.5** “**National Company Law Tribunal/Tribunal**” means the Hon'ble National Company Law Tribunal constituted under section 408 of the Companies Act, 2013.
- 8.6** “**Record Date**” means the date to be fixed by the Board of Directors of the Transferee Company with reference to which the eligibility of the shareholders of these Transferor Companies for allotment of shares in the Transferee Company in terms of this Scheme shall be determined

8.7 TRANSFER OF UNDERTAKING

- 8.7.1 With effect from the commencement of business on 1st April, 2017, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, licenses granted by various government authorities for development of real estate projects, lease deeds, lease agreements, conveyance deed, registry, sale agreements, purchase agreements, memorandum of understanding (MOU), joint development agreement, joint venture agreements, award on successful bidding and/or auction, earnest money, deposits, approval/ NOC given by various government and other competent authorities like environmental clearances, approval for land use change (CLU), completion certificate, approval/NOC from fire department, approval/NOC for water, electricity and sewerage, clearance by airport authority, approval/NOC from irrigation department, approval/NOC from forest department, approval/NOC from under ground water authority, approval/NOC from national highway authority, approval/NOC from high tension department, all permits and licenses like liquor license, license to run restaurant, lift/escalator license, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trade marks, brands, copy rights; quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/ Advance/DEPB licenses, approvals, clearances, authorizations, certification, quality certification, utilities, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as “the said assets”) shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 232 of the Act, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.
- 8.7.2 Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Tribunal or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.
- 8.7.3 On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for or not in the books of accounts of the Transferor Companies shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.
- 8.7.4 Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, credit of MAT, self-assessment tax paid by or on behalf

of the Transferor Companies immediately before the amalgamation shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes paid (including TDS) by the Transferor Companies from the appointed date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.

- 8.7.5 Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- 8.7.6 On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns and other statutory filings and returns, filed by it or by the Transferor Companies, if required, and shall have the right to claim refunds, depreciation benefits, advance tax credits, etc., if any.
- 8.7.7 All other assets & liabilities of the Transferor Companies, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the

8.8 OPERATIVE DATE OF THE SCHEME

- 8.8.1 This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 and 232 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.
- 8.8.2 Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

The aforesaid are the salient features of the Scheme. Please read the entire text of the Scheme to get acquainted with the complete provisions of the Scheme.

9. The proposed Scheme of Amalgamation is for the benefit of the Transferor Companies No. 1 to 8 and of the Transferee Company and their respective shareholders. It is fair and reasonable and is not detrimental to the interest of the public.
10. Valuation exercise has been carried out to determine the share swap ratio for the proposed Scheme of Amalgamation. M/s Khandelia & Sharma, Chartered Accountants, New Delhi have prepared the Report on Valuation of Shares and Share Exchange Ratio. The Board of Directors of the Transferor Companies No. 1 to 8 and of the Transferee Company based on the Report on Valuation of Shares & Share Exchange Ratio of M/s Khandelia & Sharma, Chartered Accountants and on the basis of their independent evaluation and judgment, came to the conclusion that the proposed exchange ratio is fair and reasonable to the Shareholders of all the Companies.

A copy of the Report on Valuation of Shares & Share Exchange Ratio of M/s Khandelia & Sharma, Chartered Accountants, giving basis of valuation, valuation methodology and calculations, etc., is enclosed herewith.

11. The proposed Scheme of Amalgamation has been unanimously approved by the respective Board of Directors of the Transferor Companies No. 1 to 3 and the Transferee Company in the meetings held on 14th February, 2017 and in case of the Transferor Companies 4 to 8 in the meetings held on 13th February, 2017. None of the Directors voted against or abstained from voting on the resolution for approving the Scheme of Amalgamation in the aforesaid meetings.

Further, the notices of the meetings of Secured and Un-secured Creditors scheduled to be convened under the supervision of the Hon'ble National Company Law Tribunal, the Explanatory Statement and other papers of these meetings have also been approved unanimously, by the respective Board of Directors of the Transferor Companies No. 2, 4, 6, 7, 8 and of the Transferee Company in the meetings held on 13th May, 2017; and in case of the Transferor Companies 1, 3 & 5, in the meetings held on 16th May, 2017.

12. The present Scheme of Amalgamation, if approved by the respective meetings, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal. No other approval is required to be obtained from any government authority to the present Scheme of Amalgamation.
13. No proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013, or under the provisions of the Companies Act, 1956, are pending against the Transferor Companies No. 1 to 8 or of the Transferee Company.

14. Promoters and/or Directors of Transferor Companies No. 1 to 8 and of the Transferee Company are deemed to be interested in the proposed Scheme of Amalgamation to the extent of their shareholding in, loan given to and remuneration drawn from, as the case may be, the respective Companies. Similarly, Key Managerial Personnel (KMP) of the Transferor Companies No. 1 to 8 and of the Transferee Company may also be deemed to be interested in the proposed Scheme to the extent of their shareholding in, loan given to and remuneration drawn from, as the case may be, the respective Companies.

The proposed Scheme of Amalgamation would not have any effect on the material interest of the Promoters, Directors and Key Managerial Personnel of the Transferor Companies No. 1 to 8 and of the Transferee Company different from that of the interest of other shareholders, creditors and employees of these Companies.

15. The proposed Scheme of Amalgamation does not envisage any corporate debt restructuring. There is no proposal to restructure or vary the debt obligation of any of the Transferor Companies No. 1 to 8 or of the Transferee Company towards their respective creditors. The proposed Scheme of Amalgamation will not adversely affect the rights of any of the creditors of the Transferor Companies and of the Transferee Company in any manner whatsoever.

16. Total amount due to Un-secured Creditors, as on 31st March, 2017, is given below:

SI. No.	Total amount due to Un-secured Creditors in	Amount ₹
1.	Transferor Company No. 1-3 Way Techno Foods Pvt Ltd	9,04,22,456
2.	Transferor Company No. 2-Affe Technologies Pvt Ltd	20,33,04,513
3.	Transferor Company No. 3-General Clothiers Pvt Ltd	1,97,67,413
4.	Transferor Company No. 4-Baba Ceramics Ltd	NIL
5.	Transferor Company No. 5-DS Canpack Pvt Ltd	1,11,65,056
6.	Transferor Company No. 6-Baba Galva Pvt Ltd	50,000
7.	Transferor Company No. 7-Baba Tobacco Ltd	NIL
8.	Transferor Company No. 8-Aar Ess International Pvt Ltd	1,11,33,319
9.	Transferee Company-Dharampal Premchand Ltd	177,60,78,917

17. The proposed Scheme of Amalgamation will not have any adverse effect on the employees of the Transferor Companies No. 1 to 8 or of the Transferee Company.

18. A copy of the Scheme of Amalgamation is being filed with the concerned Registrar of Companies.

19. A copy each of the un-audited Financial Statements (provisional) of the Transferor Companies No. 1 to 8 and of the Transferee Company for the year ended 31st March, 2017, are enclosed herewith.

20. The following documents will be available for inspection or for obtaining extracts from or for making or obtaining copies of, by the members and creditors at the registered office of the Transferor Companies No. 1 to 8 and of the Transferee Company on any working day from the date of this notice till the date of meeting between 11.00 A.M. to 4.00 P.M.:

- The Memorandum and Articles of Association of the Transferor Companies No. 1 to 8 and of the Transferee Company.
- The Audited Financial Statements including the Consolidated Financial Statements, as the case may be, of the Transferor Companies No. 1 to 8 and of the Transferee Company for the last 3 years ended 31st March, 2014, 31st March, 2015 and 31st March, 2016.
- Un-audited Financial Statements (provisional) of the Transferor Companies No. 1 to 8 and of the Transferee Company for the year ended 31st March, 2017.
- Register of Particulars of Directors and KMP and their Shareholding, of the Transferor Companies No. 1 to 8 and of the Transferee Company.
- Copy of Order dated 8th May, 2017, passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, in the joint Company Application No. CA (CAA) 48 (PB) of 2017 filed by the Transferor Companies No. 1 to 8 and of the Transferee Company, in pursuance of which the aforesaid meetings are scheduled to be convened and other meetings have been dispensed with.
- Paper Books and proceedings of the joint Company Application No. CA (CAA) 48 (PB) OF 2017.

- g. Copy of the Report on Valuation of Shares & Share Exchange Ratio of M/s Khandelia & Sharma, Chartered Accountants.
 - h. Copy of the Certificate issued by the Statutory Auditors of the Transferee Company to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
 - i. Copy of the proposed Scheme of Amalgamation.
21. A copy of the Scheme of Amalgamation, Explanatory Statement and Form of Proxy, Attendance Slip and other annexures may be obtained free of charge on any working day (except Saturday) prior to the date of meeting, from the registered office of the Transferee Company or from the office of its Legal Counsel- Mr Rajeev K Goel, Advocate, M/s Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar-II, NH-24, Delhi-110 091, India, Mobile: 093124 09354, e-mail: rajeev391@gmail.com.
22. Please note that Secured Creditors and Un-secured Creditors of Dharampal Premchand Ltd may vote in the respective meetings either in person or by proxies. Proxies need not be a member/creditor of the Transferee Company.

Dated this 23rd day of May, 2017

For and on behalf of the Board of Directors
For 3 Way Techno Foods Pvt Ltd

Sd/-
Ritesh Kumar
Director
DIN: 00110720

For and on behalf of the Board of Directors
For Affe Technologies Pvt Ltd

Sd/-
Ritesh Kumar
Director
DIN: 00110720

For and on behalf of the Board of Directors
For General Clothiers Pvt Ltd

Sd/-
Raghav Kumar
Director
DIN: 03058014

For and on behalf of the Board of Directors
For Baba Ceramics Ltd

Sd/-
Ritesh Kumar
Director
DIN: 00110720

For and on behalf of the Board of Directors
For DS Canpack Pvt Ltd

Sd/-
Gaurav Gupta
Whole Time Director
DIN: 00176271

For and on behalf of the Board of Directors
For Baba Galva Pvt Ltd

Sd/-
Ashutosh Premswarup Gupta
Authorised Signatory
PAN: ACR PG 3504 C

For and on behalf of the Board of Directors
For Baba Tobacco Ltd

Sd/-
Ashutosh Premswarup Gupta
Authorised Signatory
PAN: ACR PG 3504 C

For and on behalf of the Board of Directors
For Aar Ess International Pvt Ltd

Sd/-
Ashutosh Premswarup Gupta
Authorised Signatory
PAN: ACR PG 3504 C

SCHEME OF AMALGAMATION

OF

3 WAY TECHNO FOODS PVT LTD, AFFE TECHNOLOGIES PVT LTD, GENERAL CLOTHIERS PVT LTD, BABA CERAMICS LTD, DS CANPACK PVT LTD, BABA GALVA PVT LTD, BABA TOBACCO LTD AND AAR ESS INTERNATIONAL PVT LTD WITH DHARAMPAL PREMCHAND LTD; AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230&232 OF THE COMPANIES ACT, 2013

1.1 DEFINITIONS

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

- a. **“Act”** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and any other Rules made there under, as the case may be applicable; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.
- b. **“Appointed Date”** means commencement of business on 1st April, 2017, or such other date as the Hon’ble National Company Law Tribunal (Tribunal) may direct.
- c. **“Board of Directors”** in relation to respective Transferor and Transferee Companies, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee of Directors or any person authorised by the Board of Directors or such Committee of Directors.
- d. **“Effective Date”** means the date on which the transfer and vesting of the entire undertakings of these Transferor Companies shall take effect, i.e., the date as specified in Clause 5 of this Scheme.
- e. **“National Company Law Tribunal/Tribunal”** means the Hon’ble National Company Law Tribunal constituted under section 408 of the Companies Act, 2013.
- f. **“Record Date”** means the date to be fixed by the Board of Directors of the Transferee Company with reference to which the eligibility of the shareholders of these Transferor Companies for allotment of shares in the Transferee Company in terms of this Scheme shall be determined.
- g. **“Scheme”** means the present Scheme of Amalgamation framed under the provisions of sections 230 and 232 of the Companies Act, 2013, and other applicable provisions, if any, where under the Transferor Companies are proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon’ble Tribunal or as may otherwise be deemed fit by the Board of Directors of these Companies.
- h. **“Transferor Company No. 1”** means **3 Way Techno Foods Pvt Ltd** [Corporate Identification No. (CIN): U 15122 DL 2014 PTC 272253] being a company incorporated under the provisions of the Companies Act, 2013, and having its registered office at 4873, Chandni Chowk, Delhi-110 006; e-mail: ap.gupta@baba.in.
The Transferor Company No. 1 was incorporated under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated 1st October, 2014 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- i. **“Transferor Company No. 2”** means **Affe Technologies Pvt Ltd** [Corporate Identification No. (CIN): U 72200 DL 2006 PTC 150036] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 4873, Chandni Chowk, Delhi-110 006, e-mail: ap.gupta@baba.in.
The Transferor Company No. 2 was incorporated under the provisions of the Companies Act, 1956, vide Certificate of Incorporation dated 23rd June, 2006 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- j. **“Transferor Company No. 3”** means **General Clothiers Pvt Ltd** [Corporate Identification No. (CIN): U 74899 DL 1993 PTC 054157] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 4873, Chandni Chowk, New Delhi-110 006, e-mail: ap.gupta@baba.in.

The Transferor Company No. 3 was incorporated under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 23rd June, 1993 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.

- k. **“Transferor Company No. 4”** means **Baba Ceramics Ltd** [Corporate Identification No. (CIN): U 26933 DL 2006 PLC 156320] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 4873, Chandni Chowk, New Delhi-110 006, e-mail: ap.gupta@baba.in.

The Transferor Company No. 4 was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as ‘Baba Ceramics Pvt Ltd’ vide Certificate of Incorporation dated 7th December, 2006 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The name of the Company was changed to ‘Baba Ceramics Ltd’ vide Fresh Certificate of Incorporation dated 18th January, 2007 issued by the Registrar of Companies, New Delhi.

- l. **“Transferor Company No. 5”** means **DS Canpack Pvt Ltd** [Corporate Identification No. (CIN): U 74950 DL 2013 PTC 254110] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 4828/24, Prahlad Lane, Ansari Road, Daryaganj, New Delhi-110 002, e-mail: ap.gupta@baba.in.

The Transferor Company No. 5 was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 19th June, 2013 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.

- m. **“Transferor Company No. 6”** means **Baba Galva Pvt Ltd** [Corporate Identification No. (CIN): U 27107 DL 2004 PTC 128076] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 4873, Chandni Chowk, New Delhi-110 006, e-mail: ap.gupta@baba.in.

The Transferor Company No. 6 was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 4th August, 2004 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.

- n. **“Transferor Company No. 7”** means **Baba Tobacco Ltd** [Corporate Identification No. (CIN): U 16009 DL 2008 PLC 182235] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 4873, Chandni Chowk, New Delhi-110 006, e-mail: ap.gupta@baba.in.

The Transferor Company No. 7 was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 20th August, 2008 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 6th October, 2008 by the ROC, Delhi.

- o. **“Transferor Company No. 8”** means **Aar Ess International Pvt Ltd** [Corporate Identification No. (CIN): U 74899 DL 1994 PTC 060728] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 4828/24, Prahalad Lane, Ansari Road, Daryaganj, New Delhi-110 002, e-mail: ap.gupta@baba.in.

The Transferor Company No. 8 was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 5th August, 1994 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.

- p. **“Transferor Companies”** mean 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd, collectively or any one or more of them as the context requires.

- q. **“Transferee Company”** means **Dharampal Premchand Ltd** [Corporate Identification No. (CIN): U 74100 DL 1972 PLC 006062] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 4873, Chandni Chowk, Delhi-110 006, e-mail: ap.gupta@baba.in.

The Transferee Company was originally incorporated under the provisions of the Companies Act, 1956 as a private limited company with the name and style as ‘Dharampal Premchand Pvt Ltd’ vide Certificate of Incorporation dated 6th April, 1972 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was converted into a public company and name of the Company was changed to ‘Dharampal Premchand Ltd’ vide Fresh Certificate of Incorporation dated 31st December, 2004 issued by the Registrar of Companies, New Delhi.

1.2 SHARE CAPITAL

- i. The present Authorised Share Capital of the Transferor Company No. 1 is ₹20,00,000 divided into 2,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
- ii. The present Authorised Share Capital of the Transferor Company No. 2 is ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each. The present Issued and Subscribed Share Capital of the Company is ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
- iii. The present Authorised Share Capital of the Transferor Company No. 3 is ₹20,00,000 divided into 2,00,000 Equity Shares of ₹10 each. The present Issued and Subscribed Share Capital of the Company is ₹3,00,400 divided into 30,040 Equity Shares of ₹10 each.
- iv. The present Authorised Share Capital of the Transferor Company No. 4 is ₹20,00,000 divided into 2,00,000 Equity Shares of ₹10 each. The present Issued and Subscribed Share Capital of the Company is ₹10,70,000 divided into 1,07,000 Equity Shares of ₹10 each.
- v. The present Authorised Share Capital of the Transferor Company No. 5 is ₹3,00,00,000 divided into 5,00,000 Class A Equity Shares of ₹10 each aggregating to ₹50,00,000; 5,00,000 Class B Equity Shares of ₹10 each aggregating to ₹50,00,000; and 20,00,000 10% Cumulative Redeemable Preference Shares of ₹10 each aggregating to ₹2,00,00,000. The present Issued and Subscribed Share Capital of the Company is ₹61,03,560 divided into 1,39,088 Class A Equity Shares of ₹10 each aggregating to ₹13,90,880; 1,39,088 Class B Equity Shares of ₹10 each aggregating to ₹13,90,880; and 3,32,180 10% Cumulative Redeemable Preference Shares of ₹10 each aggregating to ₹33,21,800.
- vi. The present Authorised Share Capital of the Transferor Company No. 6 is ₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each. The present Issued and Subscribed Share Capital of the Company is ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
- vii. The present Authorised Share Capital of the Transferor Company No. 7 is ₹5,00,000 divided into 50,000 Equity Shares of ₹10 each. The present Issued and Subscribed Share Capital of the Company is ₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
- viii. The present Authorised Share Capital of the Transferor Company No. 8 is ₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each. The present Issued and Subscribed Share Capital of the Company is ₹9,02,000 divided into 90,200 Equity Shares of ₹10 each.
- ix. The present Authorised Share Capital of the Transferee Company is ₹10,00,00,000 divided into 10,00,000 Equity Shares of ₹100 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹5,77,17,600 divided into 5,77,176 Equity Shares of ₹100 each.
- x. The Transferor Companies No. 1 to 4 are Wholly Owned Subsidiaries of the Transferee Company. Entire share capital of the Transferor Companies No. 1 to 4 is beneficially held by the Transferee Company. The Transferor Companies No. 5 to 8 and the Transferee Company are closely held un-listed Group Companies.

2. TRANSFER OF UNDERTAKING

- a. With effect from the commencement of business on 1st April, 2017, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, licenses granted by various government authorities for development of real estate projects, lease deeds, lease agreements, conveyance deed, registry, sale agreements, purchase agreements, memorandum of understanding (MOU), joint development agreement, joint venture agreements, award on successful bidding and/or auction, earnest money, deposits, approval/ NOC given by various government and other competent authorities like environmental clearances, approval for land use change (CLU), completion certificate, approval/NOC from fire department, approval/NOC for water, electricity and sewerage, clearance by airport authority, approval/NOC from irrigation department,

approval/NOC from forest department, approval/NOC from under ground water authority, approval/NOC from national highway authority, approval/NOC from high tension department, all permits and licenses like liquor license, license to run restaurant, lift/escalator license, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trade marks, brands, copy rights; quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, authorizations, certification, quality certification, utilities, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Companies(hereinafter collectively referred to as “the said assets”) shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 232 of the Act, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.

- b.** Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Tribunal or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.
- c.** On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for or not in the books of accounts of the Transferor Companies shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.
- d.** Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, credit of MAT, self-assessment tax paid by or on behalf of the Transferor Companies immediately before the amalgamation shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes paid (including TDS) by the Transferor Companies from the appointed date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.
- e.** Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- f.** On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns and other statutory filings and returns, filed by it or by the Transferor Companies, if required, and shall have the right to claim refunds, depreciation benefits, advance tax credits, etc., if any.
- g.** All other assets & liabilities of the Transferor Companies, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the Appointed Date.

3. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- a.** Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which the Transferor Companies is a party, subsisting or having effect immediately before or after the Effective date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if instead of the Transferor Companies, the Transferee Company had been a party thereto.
- b.** The transfer of the said assets and liabilities of the Transferor Companies to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Companies on or after the Appointed Date.

- c. The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Companies or in favour of any other party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and, to implement and carry out all such formalities or compliance referred to above on the part/behalf of the Transferor Companies to be carried out or performed.

4. LEGAL PROCEEDINGS

All legal proceedings of whatever nature by or against the Transferor Companies pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

5. OPERATIVE DATE OF THE SCHEME

- a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 and 232 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.
- b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

6. DISSOLUTION OF TRANSFEROR COMPANIES

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Companies shall stand dissolved without winding up.

7. EMPLOYEES OF TRANSFEROR COMPANIES

- a. All the employees of the Transferor Companies in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.
- b. Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Companies, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continued for the purpose of the aforesaid funds or provisions.

8. CONDUCT OF BUSINESS BY TRANSFEROR & TRANSFEEE COMPANIES

From the Appointed Date until the Effective Date, the Transferor Companies

- a. Shall stand possessed of all its assets and properties referred to in Clause 2 above, in trust for the Transferee Company.
- b. Shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee Company. Any income or profit accruing to the Transferor Companies and all costs, charges and expenses or loss arising or incurring by the Transferor Companies on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

9. ISSUE OF SHARES BY TRANSFEEE COMPANY

- 9.1 Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Companies to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Share(s) to the

Shareholders of the Transferor Companies, whose names appear in the Register of Members as on the Record Date, in the following ratio:

- a. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 51 (fifty one) Equity Shares (Class A and Class B, respectively) of ₹10 each held in the Transferor Company No. 5-DS Canpack Pvt Ltd.
 - b. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 1242 (one thousand two hundred forty two) Equity Shares of ₹10 each held in the Transferor Company No. 6-Baba Galva Pvt Ltd.
 - c. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 480 (four hundred eighty) Equity Shares of ₹10 each held in the Transferor Company No. 7-Baba Tobacco Ltd.
 - d. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, to each of the shareholders of the Transferor Company No. 8-Aar Ess International Pvt Ltd, irrespective of number of shares held by such shareholders in the Transferor Company No. 8.
 - e. Since the Transferor Companies No. 1 to 4 are Wholly Owned Subsidiaries of the Transferee Company, no new share will be issued on amalgamation of the Transferor Companies No. 1 to 4 with the Transferee Company.
- 9.2** Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.
- 9.3** The Equity Shares to be issued in terms of Para 9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. The new Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.
- 9.4** The issue and allotment of Equity Shares by the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of fresh Equity Shares in terms of this Scheme.
- 9.5** It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Transferee Company will not apply to the share application money, if any, which may remain outstanding in the Transferor Companies.

10. Upon this Scheme becoming finally effective:

- a. Entire Issued Share Capital and share certificates of the Transferor Companies shall automatically stand cancelled. Shareholders of the Transferor Companies will not be required to surrender the Share Certificates held in the Transferor Companies.
- b. Cross holding of shares between the Transferor Companies; and between the Transferor Companies and the Transferee Company on the record date, if any, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor and the Transferee Companies, as the case may be, and sanction by the Tribunal under section 230 and 232 of the Companies Act, 2013, shall be sufficient compliance with the provisions of sections 66 of the Companies Act, 2013, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any. Such reduction would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital.
- c. The authorised capital of the Transferor Companies shall be added to and shall form part of the authorised capital of the Transferee Company. Accordingly, the authorised capital of the Transferee Company shall stand increased to this extent without payment of any fees or charges to the Registrar of Companies and/or to any other government authority. Clause V of the Memorandum of Association and relevant article(s) of the Articles of Association of the Transferee Company shall stand modified to give effect to the aforesaid increase in the authorised capital of the Transferee Company without any further approval.
- d. Save as provided in Para 10.c above, the Transferee Company shall increase/modify its Authorized Share Capital for implementing the terms of the Scheme, to the extent necessary.

11. ACCOUNTING FOR AMALGAMATION

Upon the Scheme becoming effective, amalgamation of the Transferor Companies with the Transferee Company will be accounted for in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards as prescribed under the Companies (Accounting Standards) Rules, 2006, or Ind AS as prescribed under the Companies (Indian Accounting Standards) Rules, 2015, and Generally Accepted Accounting Principles in India (Indian GAAP), as the case may be.

12. APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL

- a. The Transferor Companies shall make joint/separate applications/ petitions under the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, the National Company Law Tribunal Rules, 2016 and other applicable provisions, if any, to the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi or other appropriate Bench(s) of the Tribunal for sanctioning of this Scheme, dissolution of the Transferor Companies without the process of winding up and other connected matters.
- b. The Transferee Company shall also make joint/separate application(s)/petition(s) under the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, the National Company Law Tribunal Rules, 2016 and other applicable provisions, if any, to the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi or other appropriate Bench(s) of the Tribunal for sanctioning of this Scheme and other connected matters.

13. MODIFICATIONS/AMENDMENTS TO THE SCHEME

- a. The Transferor Companies and the Transferee Company through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Tribunal and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.
- b. In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.
- c. The Transferor Companies and/or the Transferee Company shall be at liberty to withdraw from this Scheme in case any condition, alteration or modification, imposed or suggested by the Tribunal or any other competent authority, is not acceptable to them; or as may otherwise be deemed fit or proper by any of these Companies. The Transferor Companies and/or the Transferee Company will not be required to assign the reason for withdrawing from this Scheme.

14. INTERPRETATION

If any doubt or difference or issue arises between the Transferor Companies and the Transferee Company or any of their Shareholders or Creditors and/or any other person as to the construction hereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to Mr Rajeev K Goel, LLB, FCS, Advocate, 785, Pocket-E, Mayur Vihar II, NH-24, Delhi 110 091, Phone 93124 09354, e-mail: rajeev391@gmail.com whose decision shall be final and binding on all concerned.

15. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Companies and the Transferee Company incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

Report on Valuation of Shares and Share Exchange Ratio

Preamble: There is a proposal to merge 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampall Premchand Ltd, to be implemented through a Scheme of Amalgamation under the provisions of the Companies Act, 2013, and other applicable provisions, if any. We have been retained to carry out the valuation exercise and to advise share swap ratio for the aforesaid amalgamation.

We, accordingly, report as under:

- 1. Objective:** The objective of the present valuation process is to work out a share exchange ratio aforesaid amalgamation, for the purpose of the proposed Scheme of Amalgamation.
- 2. Scope/Limitation:** The Valuation exercise carried out by us does not constitute an audit carried out in accordance with Generally Accepted Accounting Principles/Auditing Standards. Accordingly, we do not express any opinion on the financial statements, assumptions underlying such financial statements and representations of management included in the Valuation Report. We do not provide any assurance that the financial information or assumptions, upon which these have been based, are accurate.

In carrying out the valuation, we have entirely relied upon the financial statements of the concerned Companies, assumptions and other information & explanations provided by the management and discussions with the management from time to time regarding operations of these Companies.

- 3. Disclaimer:** This Report is a private and confidential document prepared under the specific instructions of the client(s). It is for the internal use of the client(s) only and is not meant for external circulation except to any statutory agency or competent authority for the purpose of the proposed Scheme. Any person making any investment or taking other decision on reliance of this report will be doing so at its/ his sole risk. We shall not be responsible for any decision taken by anybody on reliance of this report.

4. Brief Profile of the Companies:

- 4.1 3 Way Techno Foods Pvt Ltd** [Corporate Identification No. (CIN): U 15122 DL 2014 PTC 272253] (the Transferor Company No. 1) was incorporated under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated 1st October, 2014 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- 4.2 Affe Technologies Pvt Ltd** [Corporate Identification No. (CIN): U 72200 DL 2006 PTC 150036] (the Transferor Company No. 2) was incorporated under the provisions of the Companies Act, 1956, vide Certificate of Incorporation dated 23rd June, 2006 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- 4.3 General Clothiers Pvt Ltd** [Corporate Identification No. (CIN): U 74899 DL 1993 PTC 054157] (the Transferor Company No. 3) was incorporated under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 23rd June, 1993 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- 4.4 Baba Ceramics Ltd** [Corporate Identification No. (CIN): U 26933 DL 2006 PLC 156320] (the Transferor Company No. 4) was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as 'Baba Ceramics Pvt Ltd' vide Certificate of Incorporation dated 7th December, 2006 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The name of the Company was changed to 'Baba Ceramics Ltd' vide Fresh Certificate of Incorporation dated 18th January, 2007 issued by the Registrar of Companies, New Delhi.
- 4.5 DS Canpack Pvt Ltd** [Corporate Identification No. (CIN): U 74950 DL 2013 PTC 254110] (the Transferor Company No. 5) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 19th June, 2013 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- 4.6 Baba Galva Pvt Ltd** [Corporate Identification No. (CIN): U 27107 DL 2004 PTC 128076] (the Transferor Company No. 6) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 4th August, 2004 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- 4.7 Baba Tobacco Ltd** [Corporate Identification No. (CIN): U 16009 DL 2008 PLC 182235] (the Transferor Company No. 7) was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 20th August, 2008 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 6th October, 2008 by the ROC, Delhi.

- 4.8 Aar Ess International Pvt Ltd** [Corporate Identification No. (CIN): U 74899 DL 1994 PTC 060728] (the Transferor Company No. 8) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 5th August, 1994 issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- 4.9 Dharampal Premchand Ltd** [Corporate Identification No. (CIN): U 74100 DL 1972 PLC 006062] (the Transferee Company) was originally incorporated under the provisions of the Companies Act, 1956 as a private limited company with the name and style as 'Dharampal Premchand Pvt Ltd' vide Certificate of Incorporation dated 6th April, 1972 issued by the Registrar of Companies, Delhi & Haryana, New The Company was converted into a public company and name of the Company was changed to 'Dharampal Premchand Ltd' vide Fresh Certificate of Incorporation dated 31st December, 2004 issued by the Registrar of Companies, New Delhi.
5. As mentioned above, it is proposed to merge 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd.
6. All the Transferor Companies and the Transferee Company are un-listed Group Companies under common shareholding, management and control. The Transferor Companies No. 1 to 4 are Wholly Owned Subsidiaries of the Transferee Company. Entire share capital of the Transferor Companies No. 1 to 4 is beneficially held by the Transferee Company. Whereas the Transferor Companies No. 5 to 8 and the Transferee Company are closely held un-listed Group Companies. The entire share capital of the Transferor Companies No. 5 to 8 and of the Transferee Company is held by the Promoters, Directors, their family members and associates. Hence, general public is not affected by the share exchange ratio in the proposed amalgamation.
- 7. Valuation methodologies for Amalgamation:**
- a. There are a number of techniques/methods for valuation of shares. According to a High Court statement: "The valuation of shares is a technical matter which requires considerable skill and expertise. There are bound to be differences of opinion as to the correct value of the shares of the Company. Simply because it is possible to value the shares in a manner different from the one adopted in a given case, it cannot be said that the valuation agreed upon has been unfair."
 - b. However, following techniques/methods are used most frequently for valuation of shares:
 - i. Net Asset Value (NAV) or Break up Value;
 - ii. Price Earning Capacity Value (PECV) or Yield Value; and
 - iii. Market Price
 - c. Since all the Companies are un-listed companies, no market price/quotations are available for the shares of these Companies.
 - d. Further, most of the Transferor Companies do not have consistency in their business volume and profitability. Hence, even Price Earning Capacity Value of shares is not a reliable valuation method in the present case.
 - e. Accordingly, Fair Valuation of shares of the Transferor Companies and the Transferee Company has been determined on the basis of Net Asset Value of shares for the purpose of working out share exchange ratio for merger.
 - f. Net Asset Value of Shares has been calculated on the basis of the latest audited Balance Sheet as on 31st March, 2016.
 - g. Since the Transferor Companies No. 1 to 4 are Wholly Owned Subsidiaries of the Transferee Company, no new share will be issued on amalgamation of the Transferor Companies No. 1 to 4 with the Transferee Company. Accordingly, valuation of shares of the Transferor Companies No. 1 to 4 is not required.
- 8. Share Exchange Ratio for the proposed Amalgamation:** On the basis of valuation exercise and after rounding off, we recommend the following Share Swap Ratio for the proposed amalgamation:
- a. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 51 (fifty one) Equity Shares (Class A and Class B, respectively) of ₹10 each held in the Transferor Company No. 5-DS Canpack Pvt Ltd.
 - b. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 1242 (one thousand two hundred forty two) Equity Shares of ₹10 each held in the Transferor Company No. 6-Baba Galva Pvt Ltd.

- c. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, for every 480 (four hundred eighty) Equity Shares of ₹10 each held in the Transferor Company No. 7-Baba Tobacco Ltd.
 - d. The Transferee Company will issue 1 (one) Equity Share of ₹100 each, credited as fully paid up, to each of the shareholders of the Transferor Company No. 8-Aar Ess International Pvt Ltd, irrespective of number of shares held by such shareholders in the Transferor Company No. 8.
 - e. Since the Transferor Companies No. 1 to 4 are Wholly Owned Subsidiaries of the Transferee Company, no new share will be issued on amalgamation of the Transferor Companies No. 1 to 4 with the Transferee Company.
9. Separate workings of Valuation of Shares and other documents as referred to in this Report, if any, are enclosed herewith.

For Khandelia & Sharma
Chartered Accountants
Firm Registration No.: 510525 C

Arun Khandelia
Partner
Membership No: 089125

Date : 9thFebruary, 2017
Place : New Delhi

Encl: as above

**Calculation of Net Asset Value of DS Canpack Pvt Ltd
(Transferor Company No. 5)**

(As on 31st March, 2016)

Particulars	Amount (₹)
Paid up Equity Share Capital	27,81,760#
Add: Reserves & Surplus	2,01,63,654
Net Asset Value of the Company	2,29,45,414
Total Number of Equity Shares	2,78,176#
Face Value per Equity Share (₹)	10
Net Asset Value per Share (₹)	82.48

Equity Shares of Class A and Class B

**Calculation of Net Asset Value of Baba Galva Pvt Ltd
(Transferor Company No. 6)**

(As on 31st March, 2016)

Particulars	Amount (₹)
Paid up Equity Share Capital	1,00,000
Add: Reserves & Surplus	(65,801)
Net Asset Value of the Company	34,199
Total Number of Equity Shares	10,000
Face Value per Equity Share (₹)	10
Net Asset Value per Share (₹)	3.42

**Calculation of Net Asset Value of Baba Tobacco Ltd
(Transferor Company No. 7)**

(As on 31st March, 2016)

Particulars	Amount (₹)
Paid up Equity Share Capital	5,00,000
Add: Reserves & Surplus	(57,393.60)
Net Asset Value of the Company	4,42,606.40
Total Number of Equity Shares	50,000
Face Value per Equity Share (₹)	10
Net Asset Value per Share (₹)	8.85

**Calculation of Net Asset Value of Aar Ess International Pvt Ltd
(Transferor Company No. 8)**

(As on 31st March, 2016)

Particulars	Amount (₹)
Paid up Equity Share Capital	9,02,000
Add: Reserves & Surplus	(64,06,936)
Net Asset Value of the Company	(55,04,936)
Total Number of Equity Shares	90,200
Face Value per Equity Share (₹)	10
Net Asset Value per Share (₹)	Nil

**Calculation of Net Asset Value of Dharampal Premchand Ltd
(Transferee Company)**

(As on 31st March, 2016)

Particulars	Amount (₹)
Paid up Equity Share Capital	5,77,17,600
Add: Reserves & Surplus	239,43,85,321
Net Asset Value of the Company	245,21,02,921
Total Number of Equity Shares	5,77,176
Face Value per Equity Share (₹)	100
Net Asset Value per Share (₹)	4248.45

Calculation of Fair Value of Shares and Share Exchange Ratio

Company Name	NAV (₹)	Exchange Ratio
Dharampal Premchand Ltd (Transferee Company)	4248.45	1.00
DS Canpack Pvt Ltd (Transferor Company No. 5)	82.48	51.50
Baba Galva Pvt Ltd (Transferor Company No. 6)	3.42	1242.23
Baba Tobacco Ltd (Transferor Company No. 7)	8.85	480.05
Aar Ess International Pvt Ltd (Transferor Company No. 8)	Nil	Nil#

It may be noted that the Transferor Company No. 8 has completely eroded its net worth. In order to provide a representation in the post-merger share capital of the Transferee Company, we recommend a token exchange ratio of 1 share each to the shareholders of the Transferor Company No. 8-Aar Ess International Pvt Ltd in the Transferee Company against their shareholding in the Transferor Company No. 8 (irrespective of number of shares held by them)

3 WAY TECHNO FOODS PRIVATE LIMITED
PROVISIONAL BALANCE SHEET AS AT 31ST MARCH, 2017

(Amount in ₹)

S. No.	PARTICULARS	NOTE NO.	AS AT 31/03/2017		AS AT 31/03/2016	
I	EQUITY AND LIABILITIES					
1	SHAREHOLDERS' FUNDS					
	SHARE CAPITAL	A	500,000		500,000	
	RESERVES AND SURPLUS	B	<u>(26,667,744)</u>	<u>(26,167,744)</u>	<u>(15,255,231)</u>	<u>(14,755,231)</u>
2	NON CURRENT LIABILITIES					
	SECURED BORROWINGS	C	-	-	-	-
3	CURRENT LIABILITIES					
	UNSECURED BORROWINGS	D	90,422,456		83,196,097	
	STATUTARY DUES PAYABLE	E	969,595		934,121	
	SHORT TERM PROVISIONS	F	<u>28,750</u>	<u>91,420,801</u>	<u>28,625</u>	<u>84,158,843</u>
	TOTAL			<u>65,253,057</u>		<u>69,403,612</u>
II	ASSETS					
1	NON-CURRENT ASSETS					
	FIXED ASSETS (TANGIBLE)	G		64,597,051		68,675,881
2	CURRENT ASSETS					
	CASH AND CASH EQUIVALENTS	H	302,022		449,222	
	SHORT TERM LOANS & ADVANCES	I	123,740		61,735	
	OTHER CURRENT ASSETS	J	<u>230,244</u>	<u>656,006</u>	<u>216,774</u>	<u>727,731</u>
	TOTAL			<u>65,253,057</u>		<u>69,403,612</u>
	See accompanying notes forming part of the financial statements	A-R				

FOR AND ON BEHALF OF THE BOARD
3 WAY TECHNO FOODS PRIVATE LIMITED]

SD/-
RITESH KUMAR
DIRECTOR
DIN:00110720

SD/-
RAGHAV KUMAR
DIRECTOR
DIN: 03058014

Place: Noida
Date: 16-05-2017

3 WAY TECHNO FOODS PRIVATE LIMITED**PROVISIONAL STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

					(Amount in ₹)	
S. No.	PARTICULARS	NOTE NO.	YEAR ENDED 31/03/2017	YEAR ENDED 31/03/2016		
I	REVENUE FROM OPERATIONS		-	-		
II	OTHER INCOME	K	2,400,000	2,167,743		
III	TOTAL REVENUE		<u>2,400,000</u>	<u>2,167,743</u>		
IV	EXPENSES:					
a.	DEPRECIATION & AMORTIZATION EXPENSES	L	4,078,830	4,468,186		
b.	FINANCE COST	M	9,695,954	9,537,919		
c.	OTHER EXPENSES	N	37,729	118,820		
	TOTAL EXPENSES		<u>13,812,513</u>	<u>14,124,925</u>		
V	PROFIT/(LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		(11,412,513)	(11,957,182)		
VI	EXCEPTIONAL & EXTRAORDINARY ITEMS		-	-		
VII	PROFIT/(LOSS) BEFORE TAX		(11,412,513)	(11,957,182)		
VIII	TAX EXPENSES:					
a	CURRENT TAX		-	-		
b	DEFERRED TAX		-	-		
IX	PROFIT (LOSS) FOR THE PERIOD		<u>(11,412,513)</u>	<u>(11,957,182)</u>		
X	EARNING PER EQUITY SHARE	O				
a	BASIC		(228.25)	(239.14)		
b	DILUTED		(228.25)	(239.14)		
	See accompanying notes forming part of the financial statements	A-R				

**FOR AND ON BEHALF OF THE BOARD
3 WAY TECHNO FOODS PRIVATE LIMITED]**

**SD/-
RITESH KUMAR
DIRECTOR
DIN:00110720**

**SD/-
RAGHAV KUMAR
DIRECTOR
DIN: 03058014**

Place: Noida
Date: 16-05-2017

SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31/03/2017

SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company has been prepared under historical cost convention and on accrual basis in accordance with Generally Accepted Accounting Principles in India ("GAAP"). GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014, provisions of the Act (to the extant notified).

(b) USE OF ESTIMATES

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities (including Contingent Liability) on the date of financial statements and the reported amount of revenues and expenses during the reporting period. The difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

(c) INVENTORIES

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence. Cost of goods for trading is determined on FIFO method.

(d) DEPRECIATION & AMORTIZATION

Depreciation on Fixed Assets has been provided on written down value method based upon the useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions/deletions during the year is provided on pro rata basis with reference to the date of additions/deletions. Low value items not exceeding ₹ 5,000/- are fully depreciated in the year of purchase. Residual Value has been considered as 5% of Original Cost. Amortization of Lease Hold Land is done over the period of lease.

(e) IMPAIRMENT OF ASSETS

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and such impairment loss is charged to the statement of profit and loss. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect.

(f) REVENUE RECOGNITION

Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation includes sale of goods, services and equipment hire charges.

(g) FIXED ASSETS

Fixed Assets are stated at historical cost less accumulated depreciation, amortization and impairments loss, if any. All Costs relating to acquisition of fixed assets till the time of bringing the assets to working condition for intending use are capitalized.

(h) FOREIGN CURRENCY TRANSACTIONS:

- (i) Transactions in Foreign Currencies are normally recorded at the exchange rate prevailing on the date of Transaction.
- (ii) Non monetary foreign currency items are carried at cost.
- (iii) Non monetary foreign currency items are carried at cost.
- (iv) Any gain or loss on account of exchange difference either on settlement or on restatement is recognized in the Profit and Loss account.

(i) INVESTMENT

Investment unless stated otherwise are held for Long-term purposes and have been valued at cost. Provision for diminution in the value of investment has been made if the same is permanent in nature in the opinion of the management.

(k) BORROWING COST

Borrowing costs that are attributable to acquisition or construction of the qualifying asset (net of income earned on temporary deployment of funds) are capitalized as a part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Profit and Loss account.

(l) **EARNING PER SHARE**

The earning considered in ascertaining Earning per Share ('EPS') comprises the net profit/loss after tax. The number of shares used on computing Basic EPS is the weighted average number of shares outstanding during the year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares.

(m) Tax expense for the year, comprising current tax and deferred tax are included in determining the net profit/ (loss) for the year.

a. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

b. Deferred tax assets/liability resulting from timing differences between taxable and accounting income is accounted by using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognized only to the extent that there is virtual certainty of realization, based on expected profitability in the future as estimated by the company.

(n) **PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes to account. Contingent assets are neither recognized nor disclosed in the financial statement. Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.

NOTES TO AND FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017

A SHARE CAPITAL:

(Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
AUTHORISED SHARE CAPITAL:		
200,000 EQUITY SHARES OF ` 10/-EACH	<u>2,000,000</u>	<u>2,000,000</u>
ISSUED, SUBSCRIBED & PAID UP CAPITAL:		
50,000 EQUITY SHARES OF ` 10/-EACH	<u>500,000</u>	<u>500,000</u>
TOTAL	<u>500,000</u>	<u>500,000</u>

A-1 SHARES HELD BY HOLDING COMPANY AND/OR THEIR SUBSIDIARIES/ASSOCIATES

Out of equity shares issued by the Company, shares held by its holding Company along with their subsidiaries/associates are as below (Equity Shares of ` 10/- each fully paid up):

Name of the Shareholder	AS AT 31/03/2017		AS AT 31/03/2016	
	No. of Shares	% HELD	No. of Shares	% HELD
M/s. DHARAMPAL PREMCHAND LIMITED	100%	50,000	100%	50,000

A-2 DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES:

NAME OF THE SHAREHOLDER	AS AT 31/03/2017		AS AT 31/03/2016	
	% HELD	NUMBER	% HELD	NUMBER
M/s. DHARAMPAL PREMCHAND LIMITED	98.80%	49,400	98.80%	49,400
TOTAL	98.80%	49,400	99%	50,000

SHRI RAVINDER KUMAR, SMT. RITA KUMARI, SHRI RITESH KUMAR, SHRI RAGHAV KUMAR, SHRI RANDEEP BHASIN AND SHRI SHASHI KUMAR MAHESHWARI ARE HOLDING 100 EQUITY SHARE EACH ON BEHALF OF M/S DHARAMPAL PREMCHAND LIMITED.

A-3 THE RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING IS AS BELOW:

(Amount in ₹)

PARTICULARS	AS AT 31/03/2017		AS AT 31/03/2016	
	NO. OF SHARES	AMOUNT	NO. OF SHARES	AMOUNT
EQUITY SHARES AT THE BEGINNING OF THE YEAR	50,000	500,000	50,000	500,000
ADD: SHARES ISSUED DURING THE YEAR	-	-	-	-
EQUITY SHARES AT THE END OF THE YEAR	50,000	500,000	50,000	500,000

A-4 TERMS ATTACHED WITH EQUITY SHARES

EACH HOLDER OF EQUITY SHARE IS ENTITLED TO ONE VOTE PER SHARE. IN THE EVENT OF LIQUIDATION OF THE COMPANY, THE HOLDER OF EQUITY SHARE WILL BE ENTITLED TO RECEIVE REMAINING ASSET OF THE COMPANY AND DISTRIBUTION OF ALL PREFERENTIAL AMOUNTS. THIS DISTRIBUTION WILL BE IN PROPORTION TO NUMBER OF EQUITY SHARES HELD BY THE SHAREHOLDERS. THERE IS NO RESTRICTION ON DISTRIBUTION OF DIVIDEND. HOWEVER SAME IS SUBJECT TO THE APPROVAL OF SHAREHOLDERS IN THE ANNUAL GENERAL MEETING.

B RESERVE & SURPLUS:

(Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
PROFIT & LOSS ACCOUNT		
OPENING BALANCE	(15,255,231)	(3,298,049)
ADD : PROFIT/(LOSS) DURING THE YEAR	(11,412,513)	(11,957,182)
LESS : ALLOCATION & APPROPRIATION	-	-
CLOSING BALANCE	<u>(26,667,744)</u>	<u>15,255,231</u>
TOTAL	<u>(26,667,744)</u>	<u>(15,255,231)</u>

C SECURED BORROWINGS:

(Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
	-	-
TOTAL	<u>-</u>	<u>-</u>

D UNSECURED BORROWINGS:

(Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
LOANS REPAYABLE ON DEMAND FROM OTHERS		
-DHARAMPAL PREMCHAND LIMITED	65,422,456	58,196,097
- AA FINLEASE PVT.LTD.	<u>25,000,000</u>	<u>25,000,000</u>
TOTAL	<u>90,422,456</u>	<u>83,196,097</u>

E OTHER CURRENT LIABILITIES

(Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
TDS PAYABLE	<u>969,595</u>	<u>934,121</u>
TOTAL	<u>969,595</u>	<u>934,121</u>

F SHORT TERM PROVISIONS (Amount in ₹)

PARTICULARS	AS AT 31/03/2017		AS AT 31/03/2016	
- AUDIT FEE PROVISION	28,750	28,750	28,625	28,625
TOTAL		28,750		28,625

G NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2017

Block of Asset	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	NET BLOCK
	Opening Balance	Additions	Deletions	Closing as on 31.03.2017	Opening Balance	During the period	Deletions	Closing as on 31.03.2017	WDV as on 31.03.2017	WDV as on 31.03.2016
LEASEHOLD LAND	30,130,775	-	-	30,130,775	498,339	369,703	-	868,042	29,262,733	29,632,436
FACTORY BUILDING	44,616,725	-	-	44,616,725	5,573,280	3,709,127	-	9,282,407	35,334,318	39,043,445
Total	74,747,500	-	-	74,747,500	6,071,619	4,078,830	-	10,150,449	64,597,051	68,675,881
PREVIOUS YEAR	74,747,500	-	-	74,747,500	1,603,433	4,468,186	-	6,071,619	68,675,881	73,144,067

H CASH & CASH EQUIVALENTS : (Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
CASH ON HAND (INCLUDING POSTAGE STAMPS)	3,650	4,373
BALANCE WITH BANK		
IN CURRENT ACCOUNTS	298,372	444,849
TOTAL	302,022	449,222

I SHORT TERM LOANS & ADVANCES (Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
PREPAID EXPENSES	123,740	61,735
TOTAL	123,740	61,735

J OTHER CURRENT ASSETS (Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
TAX DEDUCTED AT SOURCE	230,244	216,774
TOTAL	230,244	216,774

K OTHER INCOME (Amount in ₹)

PARTICULARS	YEAR ENDED 31/03/2017	YEAR ENDED 31/03/2016
RENT RECEIVED	2,400,000	2,167,742
SHORT AND EXCESS	-	1
TOTAL	2,400,000	2,167,743

L DEPRECIATION & AMORTIZATION EXPENSES (Amount in ₹)

PARTICULARS	YEAR ENDED 31/03/2017	YEAR ENDED 31/03/2016
DEPRECIATION	3,709,127	4,098,483
AMORTIZATION OF LAND	369,703	369,703
TOTAL	4,078,830	4,468,186

M FINANCE COST (Amount in ₹)

PARTICULARS	YEAR ENDED 31/03/2017	YEAR ENDED 31/03/2016
INTEREST ON UNSECURED LOANS	9,695,954	9,537,919
TOTAL	9,695,954	9,537,919

N OTHER EXPENSES: (Amount in ₹)

PARTICULARS	YEAR ENDED 31/03/2017	YEAR ENDED 31/03/2016
BANK CHARGES	344	579
INSURANCE	3,977	57,810
AUDITOR'S REMUNERATION (REFER DETAIL BELOW)	28,875	28,625
RATES & TAXES	444	19,655
PRINTING & STATIONERY	70	1,420
LEGAL & PROFESSIONAL EXPENSES	3,809	5,510
GENERAL EXPENSES	210	1,403
OTHERS	-	3,818
TOTAL	37,729	118,820

AUDITOR'S REMUNERATION (Amount in ₹)

PARTICULARS	YEAR ENDED 31/03/2017	YEAR ENDED 31/03/2016
FOR AUDIT	17,740	25,000
ADD: SERVICE TAX	2,660	3,625
TOTAL	20,400	28,625

O EARNING PER SHARE (EPS) (Amount in ₹)

PARTICULARS	YEAR ENDED 31/03/2017	YEAR ENDED 31/03/2016
NET PROFIT/(LOSS) AFTER TAX	(11,412,513)	(11,957,182)
WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED AS DENOMINATOR FOR	50,000	50,000
NOMINAL VALUE PER SHARE	10	10
BASIC & DILUTED EPS	(228.25)	(239.14)

P BASED ON THE INFORMATION AVAILABLE WITH THE COMPANY, THERE ARE NO DUES OUTSTANDING IN RESPECT OF MICRO, SMALL AND MEDIUM ENTERPRISES AT THE BALANCE SHEET DATE. NO AMOUNTS WERE PAYABLE TO SUCH ENTERPRISES WHICH WERE OUTSTANDING FOR MORE THAN 45 DAYS. FURTHER, NO INTEREST DURING THE YEAR HAS BEEN PAID OR PAYABLE IN RESPECT THEREOF. ABOVE DISCLOSURE HAS BEEN DETERMINED TO THE EXTENT SUCH PARTIES HAVE BEEN IDENTIFIED ON THE BASIS OF INFORMATION AVAILABLE WITH THE COMPANY.

Q IN ACCORDENCE WITH AS-28 ISSUED BY ICAI ON "IMPAIRMENT OF ASSETS", THE MANAGEMENT DURING THE YEAR CARRIED OUT AN EXERCISE OF IDENTIFYING THE ASSETS THAT MAY HAVE BEEN IMPAIRED IN RESPECT OF EACH CASH GENERATING UNIT. ON THE BASIS OF THIS REVIEW CARRIED OUT BY THE MANAGEMENT, THERE WAS NO IMPAIRMENT LOSS ON FIXED ASSETS DURING THE YEAR ENDED 31ST MARCH, 2017.

R IN THE OPINION OF THE BOARD, THE VALUE OF REALIZATION OF CURRENT ASSETS, LOANS & ADVANCES IN THE ORDINARY COURSE OF BUSINESS WOULD NOT BE LESS THAN THE AMOUNT AT WHICH THEY ARE STATED IN THE BALANCE SHEET. THE PROVISIONS FOR ALL KNOWN LIABILITIES ARE ADEQUATE AND NEITHER IN EXCESS NOR SHORT OF THE AMOUNT CONSIDERED NECESSARY.

AFFE TECHNOLOGIES PRIVATE LIMITED**Provisional Balance Sheet as at 31st March, 2017****(Amount in ₹)**

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
EQUITY AND LIABILITIES			
Shareholder's Fund			
(a) Share Capital	2.1	100,000	100,000
(b) Reserves & Surplus	2.2	(53,309,662)	(35,852,772)
		<u>(53,209,662)</u>	<u>(35,752,772)</u>
Non Current liabilities			
Unsecured Borrowing	2.3	203,304,513	189,527,320
		<u>203,304,513</u>	<u>189,527,320</u>
Current Liabilities			
Other current liabilities	2.4	2,078,428	2,083,456
Short Term Provisions	2.5	28,750	28,750
		<u>2,107,178</u>	<u>2,112,206</u>
TOTAL		<u>152,202,029</u>	<u>155,886,754</u>
ASSETS			
Non Current Assets			
Fixed Assets :			
Tangible Assets	2.6	32,360,274	33,758,187
Long Term Loans and Advances	2.7	117,261,914	118,220,636
Deferred Tax Assets	2.8	430,305	430,305
		<u>150,052,493</u>	<u>152,409,128</u>
Current Assets			
Cash and Bank Balances	2.9	503,344	2,669,560
Short Term Loans and advances	2.10	1,646,192	808,066
		<u>2,149,536</u>	<u>3,477,626</u>
TOTAL		<u>152,202,029</u>	<u>155,886,754</u>

Significant Accounting Policies**1****See accompanying notes to the financial statements**

For and on behalf of the Board

AFFE TECHNOLOGIES PRIVATE LIMITED

SD/-
Ravinder Kumar
(Director)
DIN: 00111113

SD/-
Ritesh Kumar
(Director)
DIN:00110720

Dated : 13-05-2017

Place : Noida

AFFE TECHNOLOGIES PRIVATE LIMITED**Provisional Statement of Profit & Loss for the year ended 31st March, 2017**

(Amount in ₹)

Particulars	Note No.	For the year ended 31.03.2017	For the year ended 31.03.2016
<u>INCOME</u>			
Other Income	2.11	4,936,114	4,983,121
TOTAL REVENUE (A)		4,936,114	4,983,121
<u>EXPENDITURE</u>			
Finance Cost	2.12	20,781,783	20,950,137
Depreciation & Amortization Expense	2.6	1,397,913	1,398,017
Other Expenses	2.13	213,308	195,354
TOTAL EXPENSE (B)		22,393,004	22,543,508
PROFIT/(LOSS) BEFORE TAX (A - B)		(17,456,890)	(17,560,387)
Tax Expense - Current Tax		-	-
Deferred Tax { Debit/ (Credit)}		-	-
PROFIT / (LOSS) AFTER TAX		(17,456,890)	(17,560,387)
Earnings per share (Nominal Value of Share Rs 10)			
1) Basic		(1,745.69)	(1,756.04)
2) Diluted		(1,745.69)	(1,756.04)
Significant Accounting Polices	1		

For and on behalf of the Board
AFFE TECHNOLOGIES PRIVATE LIMITED

SD/-
Ravinder Kumar
(Director)
DIN: 001111113

SD/-
Ritesh Kumar
(Director)
DIN:00110720

Dated : 13-05-2017

Place : Noida

Note-1 : SIGNIFICANT ACCOUNTING POLICIES FOR THE PERIOD ENDING 31/03/ 2017**A. METHOD OF ACCOUNTING**

- (i) The financial statements are prepared on historical cost convention and in accordance with the generally accepted accounting principles.
- (ii) The Company follows accrual system of accounting in preparation of accounts.

B. DEPRECIATION

- (i) Depreciation is charged at the rate as prescribed in Schedule II of the Companies Act, 2013 on written down value method.
- (ii) Lease Hold Premises improvements are amortized over the period of lease on prorata basis.

C. REVENUE RECOGNITION

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

D. FIXED ASSETS

Fixed Assets have been stated at actual cost less accumulated depreciation. Actual cost is inclusive of freight, duty, taxes and other incidental expenses excluding CENVAT credit availed wherever applicable.

E. EMPLOYEE BENEFITS

There are no employees in the company . Hence no expenses / provision has been booked in the current year.

F. PROVISION FOR CURRENT AND DEFERRED TAX

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred Tax Assets arising from temporary timing differences are recognized to the extent there is reasonable certainty that the asset can be realized in future and same is reviewed at each Balance Sheet date.

G. Other Notes

- a. Certain debit and credit balances of parties accounts are subject to confirmation/reconciliation and consequential adjustment, if any.
- b. Deferred Tax asset is not recognised in the balance sheet because there is no reasonable certainty to realise it in the future.
- c. There are no reported Micro, Small, & Medium Enterprises as defined in the “The Micro, Small, & Medium Enterprises Development Act 2006” to whom the Company owes dues.
- d. In the opinion of the Board, Value of Current Assets, Loans & Advances if realized in the normal course of Business shall not be less than the value stated in the Accounts.
- e. Previous Year’s figures have been regrouped & re-classified wherever necessary to confirm to Current Year’s Classification.

2.1 SHARE CAPITAL:**(Amount in ₹)**

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
<u>Authorised Capital</u>		
10,000 Equity shares of Rs 10/- each	<u>100,000</u>	<u>100,000</u>
<u>Issued, Subscribed & Paid Up Capital :</u>		
10000 Equity Shares of Rs 10 each Fully paid up	<u>100,000</u>	<u>100,000</u>
TOTAL	<u>100,000</u>	<u>100,000</u>

(a) **Statement of changes in Capital**

Particulars	As at 31.03.2017		As at 31.03.2016	
	No of Shares	(Amount in ₹)	No of Shares	(Amount in ₹)
Opening Share Capital	10,000	100,000	10,000	100,000
Change in Capital During the Year	-	-	-	-
Closing Share Capital	10,000	100,000	10,000	100,000

(b) **Name of Shareholders holding more than 5 percent shares of the Company**

Name of Shareholders	As at 31.03.2017		As at 31.03.2016	
	Number of Shares held	Percentage of Holding	Number of Shares held	Percentage of Holding
DHARAMPAL PREMCHAND LIMITED	9,900	99	9,900	99

Shri Ravinder Kumar, is holding 100 Equity Shares @ ₹ 10 each of the Company on behalf of M/s Dharampal Premchand Limited.

(c) **Terms/rights attached to Equity Shares**

The company has single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividends as declared from time to time. The voting rights of an equity shareholder on poll (not on show of hands) are in proportion to its share of the paid-up equity of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

The holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amount in proportion to the number of equity shares held.

2.2 RESERVES & SURPLUS

(Amount in ₹)

PARTICULARS	AS AT	AS AT
	31/03/2017	31/03/2016
A) General reserve	1,800,333	1,800,333
B) Surplus/(Deficit) in the statement of Profit and Loss		
Opening balance	(37,653,105)	(20,092,718)
Profit / (Loss) during the year	(17,456,890)	(17,560,387)
Closing Balance	(55,109,995)	(37,653,105)
Total (A+B)	(53,309,662)	(35,852,772)

2.3 UNSECURED BORROWINGS

(Amount in ₹)

PARTICULARS	AS AT	AS AT
	31/03/2017	31/03/2016
Unsecured Considered good		
Loan from related party		
Sh.Ravinder Kumar	67,451,162	61,881,800
Dharampal Premchand Ltd	135,853,351	127,645,520
Total	203,304,513	189,527,320

2.4 OTHER CURRENT LIABILITIES

(Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
Service Tax Payable	250	-
TDS Payable	2,078,178	2,083,456
Total	2,078,428	2,083,456

2.5 SHORT TERM PROVISIONS

(Amount in ₹)

PARTICULARS	AS AT 31/03/2017	AS AT 31/03/2016
Audit Fees	28,750	28,750
Total	28,750	28,750

2.6 FIXED ASSETS

(Amount in ₹)

TANGIBLE ASSETS	COST				DEPRECIATION				WRITTEN DOWN VALUE	
	As on 01-04-16	Addition during the year	Sales/Dis- posal during the period	As on 31-03-17	Upto 31-03-16	For the year	Assets Written Off	Upto 31-03-17	As on 31-03-17	As on 31-03-16
LEASE HOLD LAND	24,852,736	-	-	24,852,736	1,656,850	331,370	-	1,988,220	22,864,516	23,195,886
BUILDINGS	17,344,172	-	-	17,344,172	6,782,089	1,066,325	-	7,848,414	9,495,758	10,562,083
OFFICE APPLIANCES	2,100	-	-	2,100	1,882	218	-	2,100	(0)	218
TOTAL	42,199,008	-	-	42,199,008	8,440,821	1,397,913	-	9,838,734	32,360,274	33,758,187
TOTAL PREVIOUS YEAR	42,199,008	-	-	42,199,008	7,042,804	1,398,017	-	8,440,821	33,758,187	35,156,204

2.7 LONG TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Advance for investment in properties (unsecured , considered good)		
-Wave Megacity Centre Pvt Ltd	54,774,534	54,774,534
-Amarpali Leisure Valley Pvt Ltd	62,487,380	62,487,380
Prepaid Expenses *	0	958,722
	117,261,914	118,220,636

* Prepaid Expenses for Lease Hold Land

2.8 DEFERRED TAX ASSETS

(Amount in ₹)

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
Deferred Tax Asset	430,305	430,305
Total	430,305	430,305

2.9 CASH AND BANK BALANCES**(Amount in ₹)**

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
Cash on hand (including Postage Stamps)	100	19,700
With Scheduled Banks:-		
In Current A/c	503,244	2,649,860
TOTAL	503,344	2,669,560

2.10 SHORT TERM LOANS AND ADVANCES**(Amount in ₹)**

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
Prepaid Expenses	993,223	155,100
TDS Recoverable	652,969	652,966
TOTAL	1,646,192	808,066

2.11 OTHER INCOME**(Amount in ₹)**

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2017
Rent Received from property	4,914,000	4,914,000
Interest Income (Income tax)	22,114	67,666
Interest Income (FDR)	-	1,455
TOTAL	4,936,114	4,983,121

2.12 FINANCE COST**(Amount in ₹)**

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2017
Interest on unsecured loan	20,781,783	20,950,137
TOTAL	20,781,783	20,950,137

2.13 OTHER EXPENSES**(Amount in ₹)**

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2017
Rate & taxes	593	5,180
General Expenses	8	102
Printing & Stationery	250	750
Insurance of Building	34,350	33,708
Lease Rent	120,750	120,750
Legal & Professional Expenses	28,607	6,114
Auditors Remuneration	28,750	28,750
TOTAL	213,308	195,354

GENERAL CLOTHIERS PRIVATE LIMITED
PROVISIONAL BALANCE SHEET AS AT 31ST MARCH 2017

(Amount in ₹)

S. NO.	PARTICULARS	Note No.	As at 31.03.2017		As at 31.03.2016	
A	EQUITY AND LIABILITES					
1	Shareholders' funds					
a.	Share capital	3	300,400		300,400	
b.	Reserves and surplus	4	(969,347)	(668,947)	(619,593)	(319,193)
2	Non-current liabilities					
a.	Unsecured borrowings	5	5,415,114	5,415,114	2,509,489	2,509,489
3	Current liabilities					
a.	Trade payables	6	14,352,299		255,801	
b.	T.D.S.Payable	7	46,041		23,784	
c.	Short term provision	8	28,750	14,427,090	31,434	311,019
	TOTAL			19,173,257		2,501,315
B	ASSETS					
1	Non-current assets					
a.	Fixed assets					
(i)	Tangible assets	9	1,904,149		1,904,149	
(ii)	Capital work in progress		17,244,742	19,148,891	542,910	2,447,059
2	Current assets					
a.	Cash and cash equivalent	10	1,366		54,256	
b.	Short-term loan and advances	11	23,000	24,366	-	54,256
	TOTAL			19,173,257		2,501,315
	See accompanying notes forming part of the financial statements	1-19				

For and on behalf of the Board
GENERAL CLOTHIERS PRIVATE LIMITED

SD/-
RAGHAV KUMAR
(Director)
DIN:03058014

SD/-
SHASHI KUMAR MAHESHWARI
(Director)
DIN:07262945

Place : Noida
Dated : 16-05-2017

GENERAL CLOTHIERS PRIVATE LIMITED**PROVISIONAL STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

(Amount in ₹)

S. NO.	PARTICULARS	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
1.	Revenue from operations	12	-	-
2.	Other income		3,350	-
3.	Total Revenue		3,350	-
4.	Expenses			
a.	Finance cost	13	-	-
b.	Other expenses	14	353,104	560,276
	Total Expenses		353,104	560,276
5.	Profit before tax		(349,754)	(560,276)
6.	Tax expenses			
a.	Current tax		-	-
b.	Prior period tax adjustment		-	-
c.	Deferred tax charge/ (credit)		-	-
			-	(560,276)
7.	Profit after tax		(349,754)	(560,276)
8.	Basic per share (of Rupees 10 each)		(11.64)	0.04
	Diluted earnings per share (of Rupees 10 each)		(11.64)	0.04
	See accompanying notes forming part of the financial statements	1-19		

For and on behalf of the Board

GENERAL CLOTHIERS PRIVATE LIMITEDSD/-
RAGHAV KUMAR
(Director)
DIN:03058014SD/-
SHASHI KUMAR MAHESHWARI
(Director)
DIN:07262945

Place : Noida

Dated : 16-05-2017

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR YEAR ENDED 31/03/2017

1. Corporate information

General Clothiers Private Limited ("the Company") was incorporated on 23.06.1993. The Company is engaged in trading activities.

2. Significant accounting policies

2.01 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.02 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialise.

2.03 Fixed Assets

Fixed assets are stated at cost of acquisition or construction inclusive of freight, duties, taxes, other incidental expenses and net of MODVAT. Expenses attributable to the CWIP project including Cost of project, development expenses, borrowing costs, etc. have been capitalized.

2.04 Depreciation and amortisation

Depreciation on Fixed Assets has been provided on written down value method based upon the useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions/deletions during the year is provided on pro rata basis with reference to the date of additions/deletions. Low value items not exceeding ` 5,000/- are fully depreciated in the year of purchase. Residual Value has been considered as 5% of Original Cost. Amortization of Lease Hold Land is done over the period of lease.

2.05 Revenue recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Other Income is mainly accounted on accrual basis, except in case of significant uncertainties.

2.06 Employee benefits

Company's contribution paid/payable during the year to Provident Fund and Labour welfare fund are recognized on accrual basis in the Profit & Loss Account. Company liability towards Gratuity, Leave Encashment are being accounted for on payment basis. (N A)

2.07 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.08 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

2.09 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

2.10 Misc. Claims

Claims by/against the company arising on any accounts are provided in the Accounts on Acceptance/Receipts basis

2.11 Borrowing Cost

Borrowing cost that is directly attributable to the acquisition or construction of a qualifying asset is considered as part of the cost of the asset/ project. All other borrowing costs are treated as period cost and charged to the statement of profit and loss in the year in which incurred

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR YEAR ENDED 31/03/2017

3 SHARE CAPITAL

(Amount in ₹)

Particulars	As at 31.03.2017		As at 31.03.2016	
	Number of shares	Amount	Number of shares	Amount
a. Authorised				
Equity shares of ` 10/- each with voting rights	200,000	2,000,000	200,000	2,000,000
b. Issued, subscribed and fully paid up				
Equity shares of ` 10/- each with voting rights				
At the Beginning of the Year	30,040	300,400	30,040	300,400
Add: Issued during the year	-	-	-	-
At the end of the year	<u>30,040</u>	<u>300,400</u>	<u>30,040</u>	<u>300,400</u>
c. Equity Shares calls unpaid up by directors and officers of the company is NIL				
d. Equity Shares held by Holding Company and/or their subsidiaries/associates				
Out of equity shares issued by the Company, shares held by its holding Company along with their subsidiaries/associates are as below (Equity Shares of ` 10/- each fully paid up):				

Name of the Shareholder Number of shares	As at 31.03.2017		As at 31.03.2016	
	% Held	Number of shares	% Held	
M/s Dharampal Premchand Limited	30,040	100	30,040	100

S. No.	Class of shares / Name of shareholder	As at 31.03.2017		As at 31.03.2016	
		Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights					
1	Dharampal Premchand Limited	29,440	98%	29,440	98%

e. Details of shares held by each shareholder holding more than 5% shares:

Sh. Ravinder Kumar, Sh. Ritesh Kumar, Sh. Raghav Kumar, Sh. A.P. Gupta, Sh. Randeep Bhasin and Sh. Shashi Kumar Maheshwari are holding 100 Equity Shares each of the Company on behalf of M/s Dharampal Premchand Limited.

f. Terms attached with Equity Shares

Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity share will be entitled to receive remaining asset of the company and distribution of all preferential amounts. This distribution will be in proportion to number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However same is subject to the approval of shareholders in the annual general meeting.

4 RESERVES AND SURPLUS

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(619,593)	(59,317)
Add: Profit/(Loss) for the year	<u>(349,754)</u>	<u>(560,276)</u>
Closing balance	<u>(969,347)</u>	<u>(619,593)</u>

5 UNSECURED BORROWINGS (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
From Dharampal Premchand Ltd.	5,415,114	2,509,489
Total	5,415,114	2,509,489

6. TRADE PAYABLES (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Creditors-Others	14,352,299	255,801
Total	14,352,299	255,801

7. OTHER CURRENT LIABILITIES (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
TDS Payable	46,041	23,784
Total	46,041	23,784

8. SHORT TERM PROVISION (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Audit Fees	28,750	28,625
(b) Interest on unsecured loan	-	2,809
Total	28,750	31,434

9 FIXED ASSETS (AT COST) (Amount in ₹)

S. No	Particulars	Gross Block				Depreciation				Net Block	
		As at 01.04.2016	Addi- tions	Dele- tion	As at 31.03.2017	As at 01.04.2016	During the year	Depre- ciation Reversed	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
1.	Land	1,904,149	-	-	1,904,149	-	-	-	-	1,904,149	1,904,149
	Total	1,904,149	-	-	1,904,149	-	-	-	-	1,904,149	1,904,149
	Previous Year	1,904,149	-	-	1,904,149	-	-	-	-	1,904,149	1,904,149

10. CASH AND CASH EQUIVALENTS (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
a. Cash on hand (Including Postage stamps)	27	36,245
b. Balances with Scheduled banks in:		
Current accounts	1,339	18,011
Total	1,366	54,256

11. LOAN & ADVANCES (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Advance to Suppliers	23000	-
	23000	-

12 Revenue from operations (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Income from operation:	-	-
Other income	-	-
Total	-	-

13 Finance Cost (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
a. Interest on :		
Unsecured Loan	450,694	177,210
	450,694	177,210
Less: Capitalized to CWIP	450,694	177,210
Total	-	-

14 Other expenses (Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
a. Auditor's Remuneration(Refer detail below)	28,750	28,625
b. Bank Charges	592	618
c. Electricity & water expenses	17,004	-
d. Printing & Stationary	390	-
e. Misc Expenses	172	7,543
f. Lease Rent	-	339,500
g. Repair & Maintenance Building	-	24,000
h. Rates and Taxes	12,282	11,807
i. Legal and Professional	3,809	5,318
j. Security Charges	290,105	137,865
k. Balance written off	-	5,000
Total	353,104	560,276

Details of Auditor's Remuneration

Particulars	As at 31.03.2017	As at 31.03.2016
a. Statutory audit fees	25,000	25,000
b. Service Tax	3,750	3,625
Total	28,750	28,625

15 The Company does not have any reportable business segments. Operations of the Company do not qualify for reporting as geographic segments, as per the criteria set out under Accounting Standard 17 on Segment reporting.

16 Disclosures as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the Act have not been given. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

17. EARNINGS PER SHARE (BASIC AND DILUTED)

	Year ended 31.03.2017	Year ended 31.03.2016
Net profit / (loss) for the year	(349,754)	1,209
Number of equity shares	30,040	30,040
Weighted average number of equity shares	30,040	30,040
Face Value per share	10	10
Earnings per share - Basic	(11.64)	0.04
Earnings per share - Diluted	(11.64)	0.04

18 In accordance with AS-28 issued by ICAI on "Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in respect of each cash generating unit. On the basis of this review carried out by the management, there was no impairment loss on fixed assets during the year ended 31 March, 2017.

19 In the opinion of the board, the value of realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the balance sheet. The provisions for all known liabilities are adequate and neither in excess nor short of the amount considered necessary.

BABA CERAMICS LIMITED
Provisional Balance Sheet as at 31st March, 2017

(Amount in ₹)

Particulars	Note No	As at 31.03.2017	As at 31.03.2016
EQUITY AND LIABILITIES			
Shareholder's Fund			
(a) Share Capital	2.1	1,070,000	1,070,000
(b) Reserves & Surplus	2.2	<u>(575,601)</u>	<u>(539,807)</u>
		<u>494,399</u>	<u>530,193</u>
Current Liabilities			
Unsecured Loan	2.3	-	2,500
Short Term Provisions	2.4	<u>36,800</u>	<u>44,630</u>
		<u>36,800</u>	<u>47,130</u>
TOTAL		<u>531,199</u>	<u>577,323</u>
ASSETS			
Non Current Assets			
Long Term Loans and Advances	2.5	<u>12,265</u>	<u>12,265</u>
		<u>12,265</u>	<u>12,265</u>
Current Assets			
Cash and Bank Balances	2.6	518,934	565,058
Short Term Loans and advances	2.7	<u>-</u>	<u>-</u>
		<u>518,934</u>	<u>565,058</u>
TOTAL		<u>531,199</u>	<u>577,323</u>
Significant Accounting Policies	1		
See accompanying notes to the financial statements			

For and on behalf of the Board
Baba Ceramics Limited

SD/-
Ravinder Kumar
(Director)
DIN: 00111113

SD/-
Ritesh Kumar
(Director)
DIN:00110720

Dated : 13-05-2017
Place: Noida

BABA CERAMICS LIMITED**Provisional Statement of Profit & Loss for the year ended 31st March, 2017****(Amount in ₹)**

Particulars	Note No	For the year ended 31.03.2017	For the year ended 31.03.2016
INCOME			
Other Income	2.8	7,865	-
TOTAL REVENUE (A)		<u>7,865</u>	<u>-</u>
EXPENDITURE			
Other Expenses	2.9	43,659	44,811
TOTAL EXPENSES (B)		<u>43,659</u>	<u>44,811</u>
PROFIT/(LOSS) BEFORE TAX (A - B)		(35,794)	(44,811)
Tax Expense - Current Tax		-	-
PROFIT / (LOSS) AFTER TAX		<u>(35,794)</u>	<u>(44,811)</u>
Earnings per share (Nominal Value of Share Rs 10)			
1) Basic		(0.33)	(0.42)
2) Diluted		(0.33)	(0.42)
Significant Accounting Policies	1		
See accompanying notes to the financial statements			

For and on behalf of the Board
Baba Ceramics Limited

SD/-
Ravinder Kumar
(Director)
DIN: 00111113

SD/-
Ritesh Kumar
(Director)
DIN:00110720

Dated : 13-05-2017
Place: Noida

NOTE-1 SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDING 31ST MARCH, 2017

A. METHOD OF ACCOUNTING

- (i) The financial statements are prepared on historical cost convention and in accordance with the generally accepted accounting principles.
- (ii) The Company follows accrual system of accounting in preparation of accounts.

B. REVENUE RECOGNITION

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

C. EMPLOYEE BENEFITS

There are no employees in the company . Hence no expenses / provision has been booked in the current year.

OTHER NOTES

- A. Contingent liabilities on account of Capital Commitment during the year ending 31.03.17 is Rs Nil (Previous year Rs Nil)
- B. Certain debit and Credit balances of parties accounts are subject to confirmation/reconciliation and consequential adjustment, if any.
- C. There are no reported Micro, Small, & Medium Enterprises as defined in the “The Micro, Small, & Medium Enterprises Development Act 2006” to whom the Company owes dues.
- D. In the opinion of the Board, Value of Current Assets, Loans & Advances if realized in the normal course of Business shall not be less than the value stated in the Accounts.
- E. Previous Year’s figures have been regrouped & re-classified wherever necessary to confirm to Current Year’s Classification.

2.1 SHARE CAPITAL

Particulars	(Amount in ₹)	
	As at 31.03.2017	As at 31.03.2016
Authorised Capital		
2,00,000 Equity shares of Rs 10/- each	2,000,000	2,000,000
Issued, Subscribed & Paid Up Capital :		
107000 Equity Shares of Rs 10 each Fully paid up	1,070,000	1,070,000
TOTAL	1,070,000	1,070,000

(a) Statement of changes in Capital

Particulars	As at 31.03.2017		As at 31.03.2016	
	No of Shares	(Amount in ₹)	No of Shares	(Amount in ₹)
Opening Share Capital	107,000	1,070,000	107,000	1,070,000
Change in Capital During the Year	-	-	-	-
Closing Share Capital	107,000	1,070,000	107,000	1,070,000

(b) Name of Shareholders holding more than 5 percent shares of the Company

Name of Shareholder	As at 31.03.2017		As at 31.03.2016	
	Number of Shares held	Percentage of Holding	Number of Shares held	Percentage of Holding
Dharampal Premchand Ltd.	106,994	99.99	106,994	99.99

Shri Ravinder Kumar, Smt.Rita Kumari, Shri Ritesh Kumar, Shri Raghav Kumar, Shri Rajiv Kumar and Smt. Sunita Gupta are holding one Equity Share each on behalf of Dharampal Premchand Ltd.

(c) Terms/rights attached to Equity Shares

The company has single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares holders are entitled to receive dividends as declared from time to time. The voting rights of an equity shareholder on poll (not on show of hands) are in proportion to its share of the paid-up equity of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

The holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amount in proportion to the number of equity shares held.

2.2 Reserves & Surplus

(Amount in ₹)		
Particulars	As at 31.03.2017	As at 31.03.2016
Surplus/(Deficit) in the statement of Profit and Loss		
Balance as per financial statement	(539,807)	(494,996)
Profit / (Loss) during the year	(35,794)	(44,811)
Total	(575,601)	(539,807)

2.3 Unsecured Loan

(Amount in ₹)		
Particulars	As at 31.03.2017	As at 31.03.2016
Dharampal Premchand Ltd.	-	2,500
Total	-	2,500

2.4 Short Term Provisions

(Amount in ₹)		
Particulars	As at 31.03.2017	As at 31.03.2016
Audit Fees	36,800	44,630
Total	36,800	44,630

2.5 Long Term Loans and advances

(Amount in ₹)		
Particulars	As at 31.03.2017	As at 31.03.2016
(Unsecured Considered good)		
Security Deposits	12,265	12,265
TOTAL	12,265	12,265

2.6 Cash and Bank Balances

(Amount in ₹)		
Particulars	As at 31.03.2017	As at 31.03.2016
Cash on hand (including Postage Stamps)	4,950	500
With Scheduled Banks:-		
In Current A/c	513,984	564,558
TOTAL	518,934	565,058

2.7 Short Term Loans and advances

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
(Unsecured Considered good)		
Security Deposits	-	-
TOTAL	-	-

2.8 Other Income

(Amount in ₹)

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Other expenses written off	7,865	-
TOTAL	7,865	-

2.9 Other Expenses

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Rate & taxes	400	1,200
General Expenses	10	28
Printing & Stationery	140	-
Professional Tax Paid	2,500	-
Legal & Professional Expenses	11,859	14,833
Auditors Remuneration	28,750	28,750
TOTAL	43,659	44,811

DS CANPACK PRIVATE LIMITED
PROVISIONAL BALANCE SHEET AS AT 31ST MARCH 2017

PARTICULARS	NOTE NO.	AS AT 31ST MARCH 2017 Rs	AS AT 31ST MARCH 2016 Rs
I. EQUITY AND LIABILITIES			
1 Shareholder's Funds			
a) Share Capital	1	6,103,560	6,103,560
b) Reserves and Surplus	2	25,383,558	20,163,654
2 Non-Current Liabilities			
a) Other Long Term Liabilities	3	109,935	52,730
b) Long Term Provisions	4	390,135	390,135
3 Current Liabilities			
a) Short Term Borrowings	5	-	-
b) Trade Payables	6	10,569,292	10,436,610
c) Other Current Liabilities	7	3,585,942	3,451,151
d) Short Term Provisions	8	658,483	-
TOTAL		46,800,905	40,597,840
II. ASSETS			
1 Non-Current Assets			
a) Fixed Assets	9		
(i) Tangible Assets		2,611,921	3,274,169
b) Deferred Tax Assets(Net)	10	4,384,051	4,384,051
c) Long Term Loans and Advances	11	28,000	28,000
2 Current Assets			
a) Inventories	12	10,103,850	11,634,445
b) Trade Receivables	13	22,933,286	14,642,060
c) Cash and Bank Balances	14	4,952,776	6,063,550
d) Short Term Loans and Advances	15	1,749,723	534,267
e) Other Current Assets	16	37,298	37,298
TOTAL		46,800,905	40,597,840

III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-23

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-
(RAJ KUMAR KAKRANIA)
DIRECTOR
DIN NO.00111292

SD/-
(GAURAV GUPTA)
WHOLE TIME DIRECTOR
DIN NO. 00176271

PLACE : NOIDA
DATE:16.05.2017

DS CANPACK PRIVATE LIMITED
PROVISIONAL STATEMENT OF PROFIT & LOSS FOR YEAR ENDED 31ST MARCH 2017

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH 2017 Rs	FOR THE YEAR ENDED 31ST MARCH 2016 Rs
I INCOME			
Revenue from Operations (Gross)	17	109,094,399	105,807,300
Less: Excise Duty		11,188,681	10,925,909
Revenue from Operations (Net)		97,905,718	94,881,391
Other Income	18	246,083	550,162
Total Revenue (I)		98,151,801	95,431,553
II EXPENSES			
Cost of Materials Consumed	19	63,666,932	60,915,522
(Increase)/Decrease in Finished Goods & Work-In-Progress	20	36,967	622,573
Employee Benefits Expenses	21	14,802,849	16,233,435
Finance Costs	22	6,588	311,184
Depreciation and Amortization Expenses	9	634,200	637,270
Other Expenses	23	13,784,361	15,589,731
Total Expenses (II)		92,931,897	94,309,715
III Profit/(Loss) before exceptional items (I-II)		5,219,904	1,121,838
IV Exceptional items:			
Prior Period Expenses		-	43,452
V Profit/(Loss) before tax (III-IV)		5,219,904	1,078,386
VI Tax Expense:			
a) Current Tax		-	602,056
b) Deferred Tax		-	1,086,500
VII Profit/(Loss) for the year (V-VI)		5,219,904	1,562,830
VIII Earnings per Equity Share Basic and Diluted			
Equity Shares - Class A		17.48	-2.03
Equity Shares - Class B		17.66	10.88
IX NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-23			

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-
(RAJ KUMAR KAKRANIA)
DIRECTOR
DIN NO.00111292

SD/-
(GAURAV GUPTA)
WHOLE TIME DIRECTOR
DIN NO. 00176271

PLACE : NOIDA

NOTES TO ACCOUNTS

1 SHARE CAPITAL

PARTICULARS	AS AT 31ST MARCH 2017		AS AT 31ST MARCH 2016	
	Nos	Amount (Rs)	Nos	Amount (Rs)
(i) Share Capital				
<u>Authorised Capital *</u>				
Equity Shares of Rs.10 each	1,000,000	10,000,000	1000000	10000000
10 % Cumulative Preferences share of Rs.10 each	2,000,000	20,000,000	2000000	20000000
Total	3,000,000	30,000,000	3,000,000	30,000,000
<u>Issued, Subscribed & Paid up **</u>				
<u>Class A</u> : - Equity Shares Normal of Rs.10 each	139,088	1,390,880	139,088	1,390,880
<u>Class B</u> :- Equity Shares of Rs.10 each	139,088	1,390,880	139,088	1,390,880
10 % Cumulative Preferences share of Rs.10 each	332,180	3,321,800	332,180	3,321,800
Total	610,356	6,103,560	610,356	6,103,560
* Note:- 1				
Class A Equity Shares of Rs. 10 Each	500,000	5,000,000	500,000	5,000,000
Class B Equity Shares of Rs. 10/- (Rupees Ten) each with Differential Voting Rights, Class B Equity Shares shall have voting rights that are equivalent to 1/100th of Class A Equity Shares & will carry 1% higher dividend in respect of Class A Equity Shares	500,000	5,000,000	500,000	5,000,000
10% Cumulative Redeemable Preference shares of Rs. 10/- each	2,000,000	20,000,000	2,000,000	20,000,000
Total	3,000,000	30,000,000	3,000,000	30,000,000
** Note:- 2				
Class A equity shares of Rs. 10/- each before scheme of demerger	10,000	100,000	10,000	100,000
Class A equity shares of Rs. 10/- each as per the scheme of demerger (for consideration other than cash)	129,088	1,290,880	129,088	1,290,880
Class B Equity Shares of Rs. 10/- each issued as Bonus Shares	139,088	1,390,880	139,088	1,390,880
10% Cumulative Redeemable Preference shares of Rs. 10/- each redeemable at par at the end of the 7th year	332,180	3,321,800	332,180	3,321,800
Total	610,356	6,103,560	610,356	6,103,560

Rights, Preferences and restrictions attached to the Equity and Preference shares

Class A Equity Share Denotes Full Voting Shares where as Class B Equity Shares denotes Equity Share with differential voting rights that are equivalent to 1/100th of Class A Equity Shares and will carry dividend which would be one percent (1%) higher of the dividend declared in respect of Class A Equity.

10% Cumulative Redeemable Preference Shares as fully paid-up, redeemable at par at the end of 7th year from the date of allotment

(ii) Reconciliation of Number of Class A Equity Shares

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
	Nos.	Amount (Rs)	Nos.	Amount (Rs)
Shares outstanding at the beginning	139,088	1,390,880	139,088	1,390,880
Shares outstanding at the end	139,088	1,390,880	139,088	1,390,880

(iii) Reconciliation of Number of Class B Equity Shares

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
	Nos.	Amount (Rs)	Nos.	Amount (Rs)
Shares outstanding at the beginning	139,088	1,390,880	139,088	1,390,880
Shares outstanding at the end	139,088	1,390,880	139,088	1,390,880

(iv) Reconciliation of Number of Preferences Shares

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
	Nos.	Amount (Rs)	Nos.	Amount (Rs)
Shares outstanding at the beginning	332,180	3,321,800	332,180	3,321,800
Shares outstanding at the end	332,180	3,321,800	332,180	3,321,800

(v) Details of Equity Shares (Class A) held by shareholders holding more than 5% of the aggregate shares in the company.

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
	NO. OF SHARES	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Sh. Ravinder Kumar	25,732	18.50	25732	18.50
Smt. Rita Kumari	25,732	18.50	25732	18.50
Sh.Ritesh Kumar	20,863	15.00	20863	15.00
Sh.Raghav Kumar	20,863	15.00	20863	15.00
Sh.Ravi Kumar	20,863	15.00	20863	15.00
Smt. Neha Kumar	8,345	6.00	8345	6.00
Smt. Pallavi Kumar	8,345	6.00	8345	6.00
Smt.Anchal Kumar	8,345	6.00	8345	6.00
Total	139,088	100	139,088	100

(vii) Details of Equity Shares (Class B) held by shareholders holding more than 5% of the aggregate shares in the company.

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
	NO. OF SHARES	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Sh. Ravinder Kumar	25,732	18.50	25732	18.50
Smt. Rita Kumari	25,732	18.50	25732	18.50
Sh.Ritesh Kumar	20,863	15.00	20863	15.00
Sh.Raghav Kumar	20,863	15.00	20863	15.00
Sh.Ravi Kumar	20,863	15.00	20863	15.00
Smt. Neha Kumar	8,345	6.00	8345	6.00
Smt. Pallavi Kumar	8,345	6.00	8345	6.00
Smt.Anchal Kumar	8,345	6.00	8345	6.00
Total	139,088	100	139,088	100

(viii) Details of 10 % Cumulative Preferences Shares held by shareholders holding more than 5% of the aggregate shares in the company.

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
	NO. OF SHARES	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Dharampal Premchand Limited	332,180	100	332,180	100
Total	332,180	100	332,180	100

2 RESERVES AND SURPLUS

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
A) Business Restructuring Reserve				
Opening Balance	18,637,427		18,637,427	
Closing Balance	18,637,427		18,637,427	
B) Surplus				
Opening Balance	1,526,227		(36,602)	
Less- Adjustment of Deprecation Reserves as on 01/04/14 As Per Sch-II				
Add-Net Profit/(Net Loss) for the period.	5,219,904		1,562,829	
Closing Balance	6,746,131		1,526,227	
Total (A+B)	25,383,558		20,163,654	

3 OTHER LONG TERM LIABILITIES

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
OTHER LIABILITIES				
Security Deposits	109,935		52,730	
Total	109,935		52,730	

4 LONG TERM PROVISIONS

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
Provision for Employee Benefits:				
Leave Encashment	390,135		390,135	
Total	390,135		390,135	

5 SHORT TERM BORROWINGS

PARTICULARS	AS AT		AS AT	
	31ST MARCH 2017		31ST MARCH 2016	
UNSECURED				
Loan repayable on demand	-		-	
Total	-		-	

6 TRADE PAYABLES

PARTICULARS	AS AT	AS AT
	31ST MARCH 2017	31ST MARCH 2016
Micro small & Medium enterprises*	-	-
Others	10,569,292	10,436,610
Total	10,569,292	10,436,610

*The company had not received information from suppliers regarding their status under the "Micro Small & Medium Enterprises Development Act 2006" and accordingly no disclosure regarding overdue outstanding of principal amount & interest thereon has been given.

7 OTHER CURRENT LIABILITIES

PARTICULARS	AS AT	AS AT
	31ST MARCH 2017	31ST MARCH 2016
Advance received from customers	485,829	99,892
Statutory Liabilities	2,967,020	2,576,773
Employee Payable	133,093	774,486
Total	3,585,942	3,451,151

8 SHORT TERM PROVISIONS

PARTICULARS	AS AT	AS AT
	31ST MARCH 2017	31ST MARCH 2016
Provision for Employee Benefits		
i) Expenses Payable	10,166	-
provision against Expenses	648,317	-
Total	658,483	-

9 NOTE

FIXED ASSETS SCHEDULE AS ON 31.03.2017

Amount(in Rs)

S.NO.	PARTICULARS	GROSS BLOCK					DEPRECIATION BLOCK			NET BLOCK		
		AS AT 01.04.16	ADDITIONS DURING THE YEAR	ADJUST- MENTS/WRITE- OFF DURING THE YEAR	SALE DURING THE YEAR	TOTAL AS AT 31.03.17	UP TO 31.03.2016	PRO- VIDED DURING THE YEAR	WRITTEN BACK/ ADJUST- MENT	AS AT 31.03.17	WDV AS AT 31.03.17	WDV AS AT 31.03.16
a	TANGIBLE ASSETS:											
1	PLANT & MACHINERY	177,246,877	66,312	2,375,841	-	174,937,348	174,096,330	547,785	2,283,108	172,361,007	2,576,341	3,150,547
2	PLANT & MACHINERY (DG,LAB & ELECTRICAL INSTAL- LATION)	-	-	-	-	-	-	-	-	-	-	-
3	OFFICE EQUIPMENT	893,217	29,261	287,491	-	634,987	811,175	80,266	262,846	628,595	6,392	82,042
4	COMPUTER	597,311	-	186,092	-	411,219	595,191	3,193	186,041	412,343	- 1,124	2,120
5	VEHICLES	4,755	-	4,755	-	-	4,753	-	4,753	-	-	2
6	FURNITURE & FIXTURES	789,156	-	123,796	-	665,360	749,698	2,956	117,606	635,048	30,312	39,458
	TOTAL	179,531,316	95,573	2,977,975	-	176,648,914	176,257,147	634,200	2,854,354	174,036,993	2,611,921	3,274,169
	PREVIOUS YEAR	179615342	94620	-	178646	179531316	175798133	637270	178256	176257147	3274169	3817209

10 DEFERRED TAX ASSETS/ LIABILITES (NET)

PARTICULARS	AS AT	AS AT
	31ST MARCH 2017	31ST MARCH 2016
Deferred Tax Assets Opening	4,384,051	3,297,551
Add-Tax impact due to difference between tax depreciation and book depreciation	-	(149,134)
Others	-	1,235,634
Net Deferred Tax Assets/(Liabilities)	4,384,051	4,384,051

The above are in accordance with Accounting Standard–22(AS-22)“Accounting for Taxes on Income” as notified by the Companies (Accounting Standards) Rules, 2006, the cumulative tax effects of significant timing differences, that resulted in Deferred Tax Asset & Liabilities and description of item thereof that creates these differences. Rs.40,74,176 is after reduction of deferred tax assets by Rs. 10,04,039 recognised in the balance sheet, out of Rs.50,78,215 arising due to implementation of Composite Scheme of Arrangements adjusted to business restructuring reserve account.

11 LONG TERM LOANS AND ADVANCES

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Unsecured, Considered Good		
Security Deposits	28,000	28,000
Total	28,000	28,000

12 INVENTORIES

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
a) Raw Material		
In factory	9,873,847	11,301,186
b) Work-in-progress	-	-
c) Finished Goods		
In factory	92,371	129,338
d) Consumables, Stores & Spares		
In factory	31,919	81,308
d) Packing Material		
In factory	105,713	122,613
Total	10,103,850	11,634,445

13 TRADE RECEIVABLES

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
a) Outstanding for Less than 6 months from the date they become due for payment		
Unsecured, considered Good #	24,649,657	14,581,586
b) Outstanding for more than 6 months from the date they become due for payment		
Unsecured, considered Good	-	60,474
Unsecured, considered doubtful	-	1,716,371
	24,649,657	16,358,431
Less: Provision for Doubtful Debt	1,716,371	1,716,371
Total	22,933,286	14,642,060

14 CASH & BANK BALANCES

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
a) Cash and Cash Equivalents		
i) Balances with Banks (Current Account)	1,374,372	526,583
ii) Cash in Hand	61,812	430,740
b) Cheques, Drafts in hand		
i) Cheques in hand	560,844	-
Total	1,997,028	957,324

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
b) Other(Fixed Deposit)		
Fixed deposits with bank having maturity for more than 3 months and less than 12 months	2,955,748	5,106,226
Total	4,952,776	6,063,550
15 SHORT TERM LOANS AND ADVANCES		
PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
(A) Unsecured, Considered Good		
Sundry Staff Loan/Advance	167,282	33,100
Advance Income Tax (TDS)	66,415	66,415
Advance Income Tax	480,812	44,694
Advance to Suppliers	331,051	
Prepaid Expenses	423,078	39,700
Vat/CST Recievable	22,105	4,387
Balance with Govt. Authority	14,095	101,086
MAT Credit Entitlement	244,885	244,885
Total	1,749,723	534,267
16 OTHER CURRENT ASSETS		
PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Interest Receivable		
Interest Accrued but not due	37,298	37,298
Total	37,298	37,298
17 REVENUE FROM OPERATION		
PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2017	FOR THE YEAR ENDED 31ST MARCH 2016
a) Sale of Products	108,302,852	104,831,160
b) Other Operating Revenues		
Scrap Sale	791,547	976,140
Revenue from Operation (Gross)	109,094,399	105,807,300
Less: Excise Duty	11,188,681	10,925,909
Revenue from Operation (Net)	97,905,718	94,881,391
18 OTHER INCOME		
PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2017	FOR THE YEAR ENDED 31ST MARCH 2016
a) Interest Income	7,337	264,596
b) Profit on Sale of Assets	-	33,610
c) Miscellaneous Income	-	6,525
d) Miscellaneous Sale (other)	238,746	245,431
Total	246,083	550,162

19 COST OF MATERIAL CONSUMED

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2017	FOR THE YEAR ENDED 31ST MARCH 2016
Opening Stock	11,301,186	15,992,820
Add: Purchases	62,239,594	56,223,888
	73,540,779	72,216,708
Less: Closing Stock	9,873,847	11,301,186
Raw material Consumed	63,666,932	60,915,522

20 (INCREASE)/DECREASE IN FINISHED GOODS & WORK-IN-PROGRESS

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2017	FOR THE YEAR ENDED 31ST MARCH 2016
Closing Stock	129,338	129,338
Finished Stock		
Work-In-Progress	92,371	129,338
Less: Duty on Differential stock	-	72,894
Opening Stock		
Finished Stock	129,338	785,381
Work-In-Progress	129,338	824,805
Increase/Decrease Stock	36,967	622,573

21 EMPLOYEES BENEFIT EXPENSES

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2017	FOR THE YEAR ENDED 31ST MARCH 2016
a) Salaries, Wages, Benefits & Amenities#	14,220,829	13,589,530
b) Contribution to Provident Fund & Other Funds#	443,311	2,524,452
c) Employees Welfare Expenses	138,709	119,453
Total	14,802,849	16,233,435

#Includes Director Remuneration amounting to Rs. 23,52,000/- (P/Y Rs. 23,52,000/-)

22 FINANCIAL COST

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2017	FOR THE YEAR ENDED 31ST MARCH 2016
a) Interest Expenses		
Interest paid to Others	270	291,452
b) Other borrowing expense		
Bank Charges	6,318	19,732
Total	6,588	311,184

23 OTHER EXPENSES

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2017	FOR THE YEAR ENDED 31ST MARCH 2016
Power and Fuel	3,332,631	3,206,960
Small Tools & Tackles	-	7,344
Packing Material Consumed	2,331,551	1,969,303
R & D/ Laboratory Expenses	-	1,106
R&M - Plant & Machinery	1,184,187	2,093,741
Consumable Stores & Spares	137,219	126,572
Printing & Stationery Expenses	91,242	62,319
Legal & Professional Charges	1,013,356	1,151,460
Job work Charges	-	-
Travelling & Conveyance	150,162	171,206
Telephone, Postage & Telegram	83,156	83,695
Rent	2,454,668	2,234,968
Rates & Taxes	111,162	24,902
Insurance Charges & ECGC	409,870	423,910
Auditors Remuneration (Statutory Audit)	27,826	25,000
Auditors Remuneration (Tax Audit)	21,716	20,000
Auditors Remuneration (Internal Audit)	75,000	50,000
R&M - Building	86,239	2,394
R&M - Others	264,852	269,151
Sales Promotion	93,627	161,895
Advertisement & Publicity	-	-
Freight & Cartage	876,325	986,124
Subscriptions & Memberships	6,250	7,125
Security Arrangement	643,696	606,758
General Expenses	127,099	147,030
Bad Debts	-	-
Provision for Bad & Doubtful Debts	-	1,716,371
Goods Lost or Destroyed	7,709	11,857
Filing Fees	4,200	16,982
Interest on Late Payment of duty & taxes	115,841	11,557
Re-Imbursement of Expenses-Other	2,285	-
Director Travelling Domestic-Fare	8,870	-
Assets Written Back/Off	123,621	-
Total	13,784,360	15,589,731

BABA GALVA PRIVATE LIMITED
Provisional Balance Sheet as at 31st March, 2017

(Amount in ₹)

Particulars	Note No	As at 31.03.2017	As at 31.03.2016
<u>EQUITY AND LIABILITIES</u>			
SHAREHOLDER'S FUND			
(a) Share Capital	2	100,000	100,000
(b) Reserves & Surplus	3	(73,037)	(65,801)
		<u>26,963</u>	<u>34,199</u>
Non Current liabilities			
Secured Borrowing		-	-
Current Liabilities			
Unsecured borrowings	4	50,000	50,000
Short term provisions	5	2,300	2,290
		<u>52,300</u>	<u>52,000</u>
TOTAL		<u>79,263</u>	<u>93,217</u>
<u>ASSETS</u>			
<u>Non Current Assets</u>			
Fixed Assets :			
Tangible Assets		-	-
Preliminary Expenses		49,530	49,530
Long Term Loans and Advances		-	-
		<u>49,530</u>	<u>49,530</u>
Current Assets			
Cash and Bank Balances	6	29,733	43,687
Short Term Loans and advances		-	-
		<u>29,733</u>	<u>43,687</u>
TOTAL		<u>79,263</u>	<u>93,217</u>
Significant Accounting Policies	1		
See accompanying notes to the financial statements			

For and on behalf of the Board

SD/-
Ravinder Kumar
(Director)
DIN:00111113

SD/-
Rita Kumari
(Director)
DIN:00110606

Place: Noida
Dated : 13-05-2017

BABA GALVA PRIVATE LIMITED**Provisional Statement of Profit & Loss for the period ended 31st March,2017****(Amount in ₹)**

Particulars	Note No	For the year ended 31.03.2017	For the year ended 31.03.2016
<u>INCOME</u>			
Other Income		-	-
SUB TOTAL (A)		-	-
<u>EXPENDITURE</u>			
Other Expenses	7	7,236	6,738
SUB TOTAL (B)		7,236	6,738
PROFIT/(LOSS) BEFORE TAXES (A - B)		(7,236)	(6,738)
Provision for Taxation - Current Year		-	-
Deferred Tax { Debit/ (Credit)}		-	-
PROFIT / (LOSS) AFTER TAX		(7,236)	(6,738)
(Balance carried forward - note 2.2)			
Earnings per share (Nominal Value of Share Rs 10)			
1) Basic		(0.72)	(0.67)
2) Diluted		(0.72)	(0.67)
See accompanying notes to the financial statements			

For and on behalf of the Board

SD/-
Ravinder Kumar
(Director)
DIN:00111113SD/-
Rita Kumari
(Director)
DIN:00110606

Place: Noida

Dated : 13-05-2017

NOTES TO ACCOUNTS

Note 1

ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH,2017

1.1. Significant Accounting Policies

A. Method of Accounting

- (i) The financial statements are prepared on historical cost convention and in accordance with the generally accepted accounting principles.
- (ii) The Company follows accrual system of accounting in preparation of accounts.
- (iii) Preliminary expenses will be written off in 5 equal installments once the commercial activities are started.

1.2. The Company has not yet started any commercial activity.

1.3. Previous year figures have been regrouped / rearranged, wherever applicable.

2 SHARE CAPITAL

Particulars	(Amount in ₹)	
	As at 31.03.2017	As at 31.03.2016
Authorised Capital		
1,00,000 Equity shares of Rs 10/- each	1,000,000	1,000,000
Issued, Subscribed & Paid Up Capital :		
10000 Equity Shares of Rs 10 each Fully paid up	100,000	100,000
TOTAL	100,000	100,000

(a) Statement of changes in Capital

Particulars	As at 31.03.2017		As at 31.03.2016	
	No of Shares	(Amount in ₹)	No of Shares	(Amount in ₹)
Opening Share Capital	10,000	100,000	10,000	100,000
Change in Capital During the Year	-	-	-	-
Closing Share Capital	10,000	100,000	10,000	100,000

(b) Names of Shareholder holding more than 5 percent shares of the Company

Name of Shareholder	As at 31.03.2017		As at 31.03.2016	
	Number of Shares held	Percentage of Holding	Number of Shares held	Percentage of Holding
Shri.Ravinder Kumar	3400	34%	3400	34%
Smt. Rita Kumari	2300	23%	2300	23%
Smt.Sunita Gupta	4300	43%	4300	43%

(c) Terms/rights attached to Equity Shares

Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity share will be entitled to receive remaining asset of the company and distribution of all preferential amounts. This distribution will be in proportion to number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However same is subject to the approval of shareholders in the Annual General meeting.

3 RESERVES AND SURPLUS

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
A) General Reserve	-	-
B) Surplus/(Deficit) in the statement of Profit and Loss		
Balance as per financial statement of previous year	(65,801)	(59,063)
Profit / (Loss) during the year	(7,236)	(6,738)
Total (A+B)	(73,037)	(65,801)

4 Unsecured Borrowings]

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Sh. Ravinder Kumar	50,000	50,000
Total	50,000	50,000

5 Short Term Provisions

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Audit Fees	2,300	2,290
Total Current Liability	2,300	2,290

6 Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Cash in hand (including Postage Stamps)	1,040	1,180
With Scheduled Banks:-		
In Current A/c	28,693	36,409
TOTAL	29,733	37,589

7 Other Expenses

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Bank charges	977	630
General Expenses	10	-
Printing & Stationery	140	-
Legal & Professional Expenses	3,809	3818
Auditors Remuneration	2,300	2290
TOTAL	7,236	6,738

BABA TOBACCO LIMITED
BALANCE SHEET AS AT 31st MAR, 2017 (PROVISIONAL)

(Amount in ₹)

Particulars	Note No.	AS AT 31.03.2017	AS AT 31.03.2016
<u>I. EQUITY & LIABILITIES</u>			
(1) SHARE HOLDERS' FUNDS			
(a) SHARE CAPITAL	1	500,000.00	500,000.00
(b) RESERVES & SURPLUS	2	(58,293.60)	(57,393.60)
(2) CURRENT LIABILITIES			
(a) OTHER CURRENT LIABILITIES	3	28,750.00	28,625.00
TOTAL		470,456.40	471,231.40
<u>II. ASSETS</u>			
(1) CURRENT ASSETS			
(a) CASH & CASH EQUIVALENTS	4	465,673.40	466,448.40
(b) OTHER CURRENT ASSETS	5	4,783.00	4,783.00
		470,456.40	471,231.40
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	8		

FOR AND ON BEHALF OF THE BOARD

SD/-
(RAVINDER KUMAR)
DIRECTOR
DIN 00111113

SD/-
(RITA KUMARI)
DIRECTOR
DIN 00110606

PLACE: NOIDA
DATED: 13.05.2017

BABA TOBACCO LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MAR, 2017 (PROVISIONAL)****(Amount in ₹)**

PARTICULARS	Note No.	FOR THE YEAR ENDED 31st MARCH 2017	FOR THE YEAR ENDED 31st MARCH 2016
<u>INCOME</u>			
OTHER INCOME	6	<u>34,925.00</u>	<u>34,749.00</u>
		34,925.00	34,749.00
<u>EXPENSES</u>			
ADMINISTRATIVE & OTHER EXPENSES	7	<u>35,825.00</u>	<u>39,613.00</u>
		35,825.00	39,613.00
PROFIT / (LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		(900.00)	(4,864.00)
EXCEPTIONAL ITEMS		-	-
PROFIT/(LOSS) BEFORE EXTRAORDINARY ITEMS AND TAX		(900.00)	(4,864.00)
EXTRAORDINARY ITEMS		-	-
PROFIT / (LOSS) BEFORE TAX		(900.00)	(4,864.00)
TAX EXPENSES			
(1) CURRENT TAX		-	-
(2) DEFERRED TAX		-	-
PROFIT/(LOSS) FROM CONTINUING OPERATION AFTER TAX		(900.00)	(4,864.00)
PROFIT/(LOSS) FROM DISCONTINUING OPERATION		-	-
TAX EXPENSES OF DISCONTINUING OPERATIONS		-	-
PROFIT/(LOSS) FROM DISCONTINUING OPERATION AFTER TAX		-	-
PROFIT/(LOSS) FOR THE PERIOD		(900.00)	(4,864.00)
		(900.00)	(4,864.00)
EARNIG PER EQUITY SHARE			
BASIC & DILUTED		(0.02)	(0.10)
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	8		

FOR AND ON BEHALF OF THE BOARD

SD/-
(RAVINDER KUMAR)
DIRECTOR
DIN 00111113

SD/-
(RITA KUMARI)
DIRECTOR
DIN 00110606

PLACE: NOIDA**DATED: 13.05.2017**

NOTES TO ACCOUNTS FORMING PART OF BALANCE SHEET AS AT 31.03.2017

SHARE CAPITAL

NOTE 1	SHARE CAPITAL	AS AT 31 MARCH 2017		AS AT 31 MARCH 2016	
		Number	(Amt. In ₹)	(Amt. In ₹)	Number
	AUTHORISED				
	EQUITY SHARES OF RS. 10/- EACH	50,000	500,000.00	50,000	500,000.00
	ISSUED, SUBSCRIBED & PAID UP				
	EQUITY SHARES OF RS.10/- EACH FULLY PAID	50,000	500,000.00	50,000	500,000.00
	TOTAL	50,000	500,000.00	50,000	500,000.00

RECONCILIATION OF THE SHARES OUTSTANDING AT THE BEGINING AND AT THE END OF THE REPORTING PERIOD

EQUITY SHARES

NOTE 1.1	PARTICULARS	AS AT 31 MARCH 2017		AS AT 31 MARCH 2016	
		Number	(Amt. In ₹)	Number	(Amt. In ₹)
	SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR	50,000	500,000.00	50,000	500,000.00
	SHARES ISSUED DURING THE YEAR	-	-	-	-
	SHARES BOUGHT BACK DURING THE YEAR	-	-	-	-
	SHARES OUTSTANDING AT THE END OF THE YEAR	50,000	500,000.00	50,000	500,000.00

DETAIL OF SHARE HOLDING MORE THAN 5% SHARES IN THE COMPANY

NOTE 1.2	NAME OF SHAREHOLDER	AS AT 31 MARCH 2017		AS AT 31 MARCH 2016	
		Number	% HOLDING	Number	% HOLDING
	MR. RAVINDER KUMAR	19,000	38%	19,000	38%
	MR. RAJIV KUMAR	11,500	23%	11,500	23%
	MRS. RITA KUMARI	5,000	10%	5,000	10%
	MRS. SUNITA GUPTA	10,000	20%	10,000	20%

NOTE 2	RESERVES & SURPLUS	AS AT	AS AT
		31 MARCH 2017 (Amt. In ₹)	31 MARCH 2016 (Amt. In ₹)
	SURPLUS		
	OPENING BALANCE	(57,393.60)	(52,529.60)
	(+) NET PROFIT/(NET LOSS) FOR THE CURRENT YEAR	(900.00)	(4,864.00)
	CLOSING BALANCE	(58,293.60)	(57,393.60)

NOTE 3	CURRENT LIABILITIES	AS AT	AS AT
		31 MARCH 2017 (Amt. In ₹)	31 MARCH 2016 (Amt. In ₹)
	OTHER CURRENT LIABILITIES		
	AUDIT FEES PAYABLE	28,750.00	28,625.00
	TOTAL	28,750.00	28,625.00

NOTE 4	CURRENT ASSETS	AS AT 31 MARCH 2017 (Amt. In ₹)	AS AT 31 MARCH 2016 (Amt. In ₹)
	CASH & BANK CASH EQUIVALENTS		
	CASH IN HAND	19,000.00	46,000.00
	IN CURRENT ACCOUNT WITH J & K BANK LTD.	46673.40	20448.40
	FIXED DEPOSIT	400,000.00	400,000.00
	TOTAL	465,673.40	466,448.40

NOTE 5	OTHER CURRENT ASSETS (Amt. In ₹)	AS AT 31 MARCH 2017 (Amt. In ₹)	AS AT 31 MARCH 2016 (Amt. In ₹)
	Short Term Loans and Advances		
	Recoverable in cash or in kind or for value to be received		
	Unsecured-considered good		
	SR CREDITS PVT LTD-Related Party	-	-
	OTHER CURRENT ASSETS		
	TDS RECEIVABLE F.Y. 2009-10	1,308.00	1,308.00
	TDS RECEIVABLE F.Y. 2015-16	-	3,475.00
	TDS RECEIVABLE F.Y. 2016-17	3,475.00	-
	TOTAL	4,783.00	4,783.00

NOTE 6	INCOME	AS AT 31 MARCH 2017 (Amt. In ₹)	AS AT 31 MARCH 2016 (Amt. In ₹)
	OTHER INCOME		
	INTEREST RECEIVED ON FIXED DEPOSIT	34,750.00	34,749.00
	INTEREST RECEIVED ON INCOME TAX REFUND	175.00	-
	TOTAL	34,925.00	34,749.00

NOTE 7	EXPENSES	AS AT 31 MARCH 2017 (Amt. In ₹)	AS AT 31 MARCH 2016 (Amt. In ₹)
	ADMINISTRATIVE & OTHER EXPENSES		
	LEGAL & PROFESSIONAL CHARGES	5,950.00	10,988.00
	AUDIT FEES	28875.00	28625.00
	PRINTING & STATIONERY	1,000.00	-
	TOTAL	35,825.00	39,613.00

AAR ESS INTERNATIONAL PVT. LTD.
BALANCE SHEET AS AT 31.03.2017 (PROVISIONAL)

PARTICULARS	Note No.	Current Year Amount in Rs.	Previous Year Amount in Rs.
<u>EQUITY AND LIABILITIES</u>			
<u>1. Share Holder's Fund</u>			
(a) Share Capital	1	902,000	902,000
(b) Reserves & Surplus	2	(8,355,602)	(6,406,935)
(c) Money Received against share warrants		-	0
<u>2. Share Application Money Pending Allotment</u>			
<u>3. Non Current Liabilities</u>			
(a) Long Term Borrowings	3	11,133,319	11,035,662
(b) Deferred Tax Liabilities (Net)			
(c) Other Long Term Liabilities	4	-	165
(d) Long Term Provisions			
<u>4. Current Liabilities</u>			
(a) Short Term Borrowings			
(b) Trade Payables	5	-	444,194
(c) Other Current Liabilities	6	10,851	9,454
(d) Short Term Provisions	7	28,750	28,625
Total Equity and Liabilities		3,719,318	6,013,165
<u>ASSETS</u>			
<u>1. Non Current Assets</u>			
(a) Fixed Assets	8		
(i) Gross Block		1,045,141	1,045,141
(ii) Depreciation		1,017,383	1,017,383
(iii) Net Block		27,758	27,758
(b) Non Current Investments			
(c) Deferred Tax Assets (Net)			
(d) Long Term Loans & Advances	9	-	3,900
(e) Other Non Current Assets	10	3,645,526	3,645,526
<u>2. Current Assets</u>			
(a) Current Investments			
(b) Inventories			
(c) Trade Receivables	11	-	2,247,870
(d) Cash and Cash Equivalent	12	46,034	87,834
(e) Short Term Loans and Advances	13	-	278
(f) Other Current Assets			
Total Assets		3,719,318	6,013,165
Significant Accounting Policies and notes to Accounts	18		

For AAR ESS INTERNATIONAL PVT. LTD

SD/-
RAVINDER KUMAR
DIRECTOR
DIN 00111113

SD/-
SUBHASH CHAND GUPTA
DIRECTOR
DIN00029369

PLACE: NOIDA
DATED: 13.05.2017

AAR ESS INTERNATIONAL PVT. LTD.
PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31.03.2017 (PROVISIONAL)

PARTICULARS	Note No.	CURRENT YEAR AMOUNT (RS)	PREVIOUS YEAR AMOUNT (RS)
INCOME			
Revenue From Operations		-	-
Other Income	14	0	300
Total Revenue		<u>0</u>	<u>300</u>
EXPENSES			
Cost of Sales		-	-
Change in Inventories		-	-
Employee Benefit Expenses	15	0	113,721
Financial Costs	16	108,853	46,106
Depreciation and Amortization Expenses		0	105,969
Other Administrative Expenses	17	1,839,814	79,415
Total Expenses		<u>1,948,667</u>	<u>345,211</u>
Profit before exceptional and extraordinary items and tax		<u>(1,948,667)</u>	<u>(344,911)</u>
Exceptional Items		-	-
Profit before extraordinary items and tax		(1,948,667)	(344,911)
Extraordinary Items		-	-
Profit before Tax		(1,948,667)	(344,911)
Tax Expense			
1. Current Tax		-	-
2. Deferred Tax		-	-
Profit for the period from Continuing Operations		(1,948,667)	(344,911)
Significant Accounting Policies and notes to Accounts	18	Notes referred to above and attached thereto form an integral part of Profit & Loss Statement	

For AAR ESS INTERNATIONAL PVT. LTD

SD/-
DIRECTOR
RAVINDER KUMAR
DIN 00111113

SD/-
DIRECTOR
SUBHASH CHAND GUPTA
DIN00029369

PLACE: NOIDA
DATED: 13.05.2017

**NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE PERIOD ENDED
31st MAR, 2017**

Note 1

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
SHARE CAPITAL	-	-
AUTHORISED		
5,00,000 Equity shares @ Rs. 10 each	5,00,000	5,00,000
ISSUED, SUBSCRIBED & PAID UP		
90,200 Equity Shares @ Rs. 10 each	902,000	902,000
Total	902,000	902,000

Number of shares outstanding at the beginning and at the end of Mar 31, 2017				
Particulars	31st March, 2017		31st March, 2016	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Authorised Capital (Equity Shares)				
Opening Balance	90,200	902,000	90,200	902,000
Add : Increase during the year	-	-	-	-
	90,200	902,000	90,200	902,000
Less : Decrease during the year	-	-	-	-
Closing Balance	90,200	902,000	90,200	902,000

Particulars	31st March, 2017		31st March, 2016	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Issued, subscribed & Paid up capital				
Opening Balance	90,200	902,000	90,200	902,000
Add : Increase during the year	-	-	-	-
	90,200	902,000	90,200	902,000
Less : Decrease during the year	-	-	-	-
Closing Balance	90,200	902,000	90,200	902,000
Details of Shareholders holding more than 5% shares	No. of shares	%	No. of shares	%
Rajeev Kumar	40,000	44.35	40,000	44.35
Ravinder Kumar	50,200	55.65	35,100	38.91
Subhash Chand Gupta			10,000	11.09
Raj Kumar Sharma			5,100	5.65

Note 2

RESERVES & SURPLUS	CURRENT YEAR	PREVIOUS YEAR
Surplus (Profit & Loss Account)		
Balance brought forward from Previous Year	(6,406,935)	(6,267,799)
Add: Profit for the period	(1,948,667)	(139,137)
Total	(8,355,602)	(6,406,935)

Note 3

LONG TERM BORROWINGS	CURRENT YEAR	_ PREVIOUS YEAR
Term Loans	-	-
Other Loans & Advances (Unsecured)		
Ravinder Kumar	8,525,000	8,525,000
Subhash Chand Gupta	1,425,580	1,425,580
Sukhmehar Finance Pvt. Ltd.	1,182,739	1,085,082
Total	11,133,319	11,035,662

Note 4

OTHER LONG TERM LIABILITIES	CURRENT YEAR	_ PREVIOUS YEAR
Ganesh Ji Maharaj	-	133
Kalki Bhagwan Ji	-	16
Laxmi Ji Maharaj	-	16
Total	-	165

Note 5

TRADE PAYABLES	CURRENT YEAR	_ PREVIOUS YEAR
Sundry Creditors for Material / Supplies & Services		
Dharampal Satyapal Ltd. (Canpac)	-	290,979
IL Castello Pizzeria	-	153,215
Total	0	444,194

Note 6

OTHER CURRENT LIABILITIES	CURRENT YEAR	_ PREVIOUS YEAR
TDS Payable on Interest	10,851	9,454
Total	10,851	9,454

Note 7

SHORT TERM PROVISIONS	CURRENT YEAR	_ PREVIOUS YEAR
Audit Fees Payable	28,750	28,625
Total	28,750	28,625

Note 8**DEPRECIATION SCHEDULE FOR THE PERIOD 01-04-2016 TO 31-03-2017**

S.NO.	DESCRIPTION	GROSS BLOCK				DEPERECIATION				NET BLOCK	
		As at 01-04-16	Addition	Deletion	As at 31-03-17	As at 01-04-16	For the Year	Deletions	Upto 31.03.17	As at 31.03.16	As at 31.03.17
1	FAX	8,000			8,000	7,766			7,766	234	234
2	TYPEWRITER	30,400			30,400	29,512			29,512	888	888
3	SCOOTER	52,862			52,862	52,862			52,862		
4	COMPUTER	224,850			224,850	224,850			224,850		
5	FURNITURE & FIXTURES	430,585			430,585	409,056			409,056	21,529	21,529
6	INVERTER	30,052			30,052	30,052			30,052		
7	IRON SAFE	16,240			16,240	16,240			16,240		
8	AQUA GUARD	5,940			5,940	5,643			5,643	297	297
9	CAR	150,000			150,000	150,000			150,000		
10	OFFICE EQUIPMENT	42,012			42,012	39,912			39,912	2,100	2,100
11	EPBAX	54,200			54,200	51,490			51,490	2,710	2,710
		1,045,141			1,045,141	1,017,383			1,017,383	27,758	27,758

Note 9

LONG TERM LOANS AND ADVANCES	CURRENT YEAR	PREVIOUS YEAR
Security Deposit	0	3,900
Total	0	3,900

Note 10

OTHER NON CURRENT ASSETS	CURRENT YEAR	PREVIOUS YEAR
The Oriental Insurance Company Ltd	1,443,991	1,443,991
Custom Duty Recoverable	2,130,000	2,130,000
TDS Recoverable	71,535	71,535
Total	3,645,526	3,645,526

Note 11

TRADE RECEIVABLES	CURRENT YEAR	PREVIOUS YEAR
outstanding for more than six months		
Secured, Considered Good	-	-
Unsecured, Considered Good	-	2,247,870
Doubtful	-	-
Others		
Secured, Considered Good	-	-
Unsecured, Considered Good	-	-
Doubtful	-	-
Total	0	2,247,870

Note 12

CASH & CASH EQUIVALENTS	CURRENT YEAR	PREVIOUS YEAR
Cash & Bank Balances		
Cash in Hand	26,229	26,229
HDFC Bank Ltd.	8,097	17,896
Punjab National Bank	9,618	9,618
The Jammu & kashmir Bank Ltd.	2,091	34,091
Total	46,034	87,834

Note 13

SHORT TERM LOANS & ADVANCES	CURRENT YEAR	PREVIOUS YEAR
Prepaid Expenses	0	278
Total	0	278

Note 14

OTHER INCOME	CURRENT YEAR	PREVIOUS YEAR
Interest Received on Income Tax Refund	-	300
Total	0	300

Note 15

EMPLOYEE BENEFIT EXPENSES	CURRENT YEAR	PREVIOUS YEAR
Salary	-	113,721
Total	0	113,721

Note 16

FINANCIAL COSTS	CURRENT YEAR	PREVIOUS YEAR
Bank Interest & Charges	345	602
Interest Paid to others	108,508	45,504
Total	108,853	46,106

Note 17

OTHER ADMINISTRATIVE EXPENSES	CURRENT YEAR	PREVIOUS YEAR
Audit Fees	28,875	28,090
Conveyance	0	18,304
Diwali Expenses	-	1,500
Insurance Charges	278	674
Fees and Subscription	0	12,329
Legal and Professional Charges	3,250	18,118
Printing and Stationery	-	200
Vehicle Running and maintainence	-	200
Sundry Balance/Bad Debt Written Off	1,807,410	-
Total	1,839,814	79,415
Sub Schedules		
TDS RECEIVABLE	CURRENT YEAR	PREVIOUS YEAR
TDS RECEIVABLE 2007-08 (COMMISSION)	3,694	3,694
TDS RECEIVABLE 2007-08 (INTEREST)	33,938	33,938
TDS RECEIVABLE 2008-09 (COMMISSION)	7,108	7,108
TDS RECEIVABLE 2008-09 (INTEREST)	26,795	26,795
	71,535	71,535
SUNDRY DEBTORS OVER SIX MONTHS	CURRENT YEAR	PREVIOUS YEAR
Multiplex Corporation Pvt. Ltd.	-	160,194
Smita Beri	-	83,875
Omar Food Stuff Trading	-	852,593
Travel Image	-	147,544
Kamal Singh Yadav	-	93,680
Vivek Beri	-	626,638
Riddhi Siddhi Logistat	-	40,576
Peush Gupta	-	17,559
Unipex Dairy Products Co Ltd.	-	264,468
Dharampal Satyapal Ltd. Corporate A/c	-	(39,257)
	-	2,247,870
SECURITY DEPOSIT		
Telephone Security	-	2,000
Gas Cylinder Security	-	1,900
	-	3,900

DHARAMPAL PREMCHAND LIMITED
Provisional Balance Sheet as at 31st March, 2017

(Amount in ₹)

Particulars	Note no.	As at 31st March, 2017		As at 31st March, 2016	
EQUITY AND LIABILITIES					
Shareholders' funds					
(a) Share capital	2.1	57,717,600		57,717,600	
(b) Reserves and surplus	2.2	<u>2,673,844,291</u>	<u>2,731,561,891</u>	<u>2,394,385,321</u>	2,452,102,921
Deferred Govt. Grant	2.3		591,841,770		684,053,097
Non-current liabilities					
(a) Secured borrowings	2.4	292,032,959		892,900,285	
(b) Other long term liabilities	2.5	48,384,558		50,284,558	
(c) Deferred tax liabilities (net)	2.6	23,019,986		23,019,986	
(d) Long term provisions(Leave encashment)	2.7	<u>10,231,756</u>	<u>373,669,259</u>	<u>10,231,756</u>	976,436,585
Current liabilities					
(a) Unsecured borrowings	2.8	1,017,149,200		838,967,804	
(b) Trade payables	2.9				
-Total outstanding due to Micro & small enterprises		-		-	
-Total outstanding due to other than Micro & small enterprises		577,143,174		517,690,104	
(c) Other current liabilities	2.10	204,794,891		298,605,528	
(d) Short term provisions (Expenses)	2.11	<u>2,543,337</u>	<u>1,801,630,602</u>	<u>107,395</u>	1,655,370,831
Total			<u>5,498,703,522</u>		<u>5,767,963,434</u>
ASSETS					
Non - current assets					
(a) Fixed assets :					
(i) Tangible assets	2.12	2,075,743,906		1,664,507,943	
(ii) Intangible assets		1,929,929		3,152,412	
(iii) Capital work - in- progress		194,530,584	2,272,204,419	556,860,059	2,224,520,414
(b) Non -current investments	2.13	259,195,062		259,195,062	
(c) Long term loans and advances	2.14	386,125,070		344,646,324	
(d) Other non - current assets	2.17(b)	-	645,320,132	-	603,841,386
Current assets					
(a) Current investments	2.15	206,540,447		236,547,738	
(b) Inventories	2.16	1,041,801,530		1,117,318,190	
(c) Trade receivables	2.17(a)	279,184,435		191,743,398	
(d) Cash and bank balances	2.18	60,895,919		202,120,658	
(e) Short term loans and advances	2.14	977,708,261		941,948,767	
(f) Other current assets	2.17(b)	<u>15,048,379</u>	<u>2,581,178,971</u>	<u>249,922,883</u>	2,939,601,634
Total			<u>5,498,703,522</u>		<u>5,767,963,434</u>
Significant accounting policies and notes to the financial statements	1 to 2.25				

For and on behalf of the Board

SD/-
Ravinder Kumar
 (Managing Director)
 DIN-001111113

SD/-
Ritesh Kumar
 (Whole-time Director)
 DIN-00110720

Place : Noida
 Date : 13-05-2017

DHARAMPAL PREMCHAND LIMITED**Provisional Statement of Profit and Loss for the year ended 31st March, 2017**

(Amount in ₹)

Particulars	Note no.	Year ended 31st March., 2017	Year ended 31st March, 2016
REVENUE FROM OPERATIONS			
Revenue from operations (gross)		7,068,804,933	7,121,572,258
Less - Excise duty		<u>(2,015,251,576)</u>	<u>(1,887,715,862)</u>
Revenue from operations (net)		5,053,553,357	5,233,856,396
Other income	2.19	<u>252,829,846</u>	<u>404,283,340</u>
Total revenue		<u>5,306,383,203</u>	<u>5,638,139,736</u>
EXPENSES			
Cost of material and components consumed	2.20	2,830,645,669	2,907,622,077
Purchases of stock in trade	2.21	158,032,873	269,855,543
Change in inventories of finished goods (including stock-in-trade) and work-in-progress	2.22	<u>(42,893,970)</u>	<u>(172,732,969)</u>
Employee benefit expenses	2.23	457,170,759	423,248,620
Finance cost	2.24	143,349,505	163,894,629
Depreciation and amortization expenses	2.12	318,052,501	313,180,996
Other expenses	2.25	1,161,810,697	1,249,977,540
Prior period adjustment (net)		<u>756,199</u>	<u>1,963,020</u>
Total expenses		<u>5,026,924,233</u>	<u>5,157,009,456</u>
Profit/ (Loss) before tax		279,458,970	481,130,280
Tax expenses			
Current tax			
Current tax		-	105,000,000
Less-MAT credit recoverable		-	<u>(79,497,157)</u>
Deferred tax { Debit/ (Credit)}		-	<u>74,936,336</u>
		-	<u>100,439,179</u>
Profit/ (Loss) after tax		<u>279,458,970</u>	<u>380,691,101</u>
Earnings per equity share (face value of ₹100 each)			
Basic earning per share		484.18	659.58
Diluted earning per share		484.18	659.58
Significant accounting policies and notes to the financial statements	1 to 2.25		

For and on behalf of the Board

SD/-
Ravinder Kumar
(Managing Director)
DIN-00111113

SD/-
Ritesh Kumar
(Whole-time Director)
DIN-00110720

Place : Noida

Date : 13-05-2017

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDING 31ST MARCH 2017

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES :

(A) METHOD OF ACCOUNTING :

i) Basis of Preparation -

The Financial statements are prepared on accrual basis of accounting under the historical cost convention in accordance with Accounting Principles Generally Accepted in India (GAAP), provisions of Companies Act, 2013 , Accounting Standards specified under Section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable.

ii) Use of Estimates -

The preparation of financial statements with the GAAP requires the management to make estimates and assumptions on a reasonable and prudent basis taking into account all the available information that affect the reported amount of assets, liabilities and disclosure of contingent liabilities as at the date of the financial statements and the amount of revenue and expenses during the reported period. Actual results could differ from those estimates and assumptions. Any revision in the estimates recognized in the period in which the same has been recognized.

(B) FIXED ASSETS :

- i) Fixed assets have been stated at actual cost less accumulated depreciation.
- ii) Actual cost is inclusive of freight, duty, taxes and other incidental expenses excluding CENVAT credit availed wherever applicable.
- iii) Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of that asset till it is ready for intended use. Other borrowing costs are recognized as expense in the period in which these are incurred.
- iv) Cost of any software purchased initially along with the computer hardware is being capitalized along with the cost of hardware. Any subsequent acquisition/upgradation of software is being capitalized as an asset.

(C) DEPRECIATION :

- i) Depreciation on the Fixed Assets is calculated on W.D.V. in accordance with the provisions of Schedule II of the Companies Act, 2013, keeping 5% of cost as residual value. The useful life of fixed asset as defined in Part C of Schedule II of the Companies Act, 2013 has been taken for all tangible assets.
- ii) No write off is being made in respect of Leasehold Land, except at Guwahati, as the Leasehold Land is a long Lease.

(D) INVESTMENTS:

- i) Long Term Investments have been valued at cost or fair value basis , whichever is lower on individual basis on first in first out. Provision of Diminution is made to recognize the decline other than temporary in other Investments.
- ii) Current Investments have been valued at carrying value or market value which ever is lower on individual basis on first in first out basis.
- iii) As at Balance Sheet date, Profit/Loss on open position in Future/Stock Options, derivatives etc are accounted for as under:
 - a Where there is a loss, representing the amount is payable, provision is made for the said amount.
 - b Where there is a profit, representing the amount receivable, the same is being ignored keeping in view the consideration of prudence.

(E) REVENUE RECOGNITION :

- a Sales Revenue is recognized on transfer of the significant risks and rewards of ownership of the goods to the buyer and stated at net of sales tax, VAT, trade discounts and rebates.
- b Dividend income on investments is accounted for when the right to receive the payment is established. Interest income is recognized on time proportion basis.
- c Royalty Income is accounted on accrual basis in accordance with the terms of the relevant agreement.
- d Certain insurance and other claims where quantum of accruals can not be ascertained with reasonable certainty are accounted on acceptance basis.

(F) VALUATION OF INVENTORIES :

- i) Inventory are valued as under:-
 - a) Raw Material, Packing Material and Others Store At average cost or net realizable value
whichever is lower
 - b) Semi Processed goods : At Estimated cost
 - c) Finished Goods
 - Tobacco and Others At estimated cost At Estimated cost
 - Steel At lower of cost or realizable value
 - d) Scrap At Realizable value
- ii) Excise duty on finished goods is accounted for at the time of clearance from the premises.

(G) FOREIGN CURRENCY TRANSACTIONS :

Foreign currency transactions during the year are recorded at rates of exchange prevailing on the date of transaction. Monetary assets and liabilities are translated into rupees at the rate of exchange prevailing on the date of Balance Sheet. Gains/loss arising due to fluctuations in the exchange rates are recognized in the Statement of Profit and Loss in the Year in which they arise.

(H) EMPLOYEE BENEFITS :

- i) Contribution to provident fund and family pension fund are charged to Statement of Profit and Loss as incurred.
- ii) Contribution for gratuity is made on the basis of amount determined by the Life Insurance Corporation of India under the Group Gratuity Scheme, as applicable, are charged to the Statement of Profit and Loss .
- iii) Provision for earned leave due is made in the accounts, on the basis of actuarial valuation as on the date of Balance Sheet as per AS -15.

(I) TAXES ON INCOME:

Current tax is measured at the amount expected to be paid to the revenue authorities, using the applicable tax rates and laws. Deferred tax for timing differences between the book and taxable income for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred Tax Assets arising from temporary timing differences are recognized to the extent there is reasonable certainty that the assets can be realized in future and the same is reviewed at each Balance Sheet date.

(J) RESEARCH AND DEVELOPMENT:

Revenue expenditure on Research and Development is charged against the profit of the year in which it is incurred. Capital expenditure on Research and Development is shown as an addition to fixed assets.

(K) GOVERNMENT GRANTS AND SUBSIDIES:

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/ subsidy will be received and all attaching conditions will be complied with. When the grant or subsidy relates to an expenses item, it is recognized as income or deducted from the relevant expenses in the year of sanction of grant or subsidy.

Government Grant received/receivable relating to depreciable assets are being treated as Deferred Income as required by Accounting Standard-12, which are recognized in Statement of Profit and Loss over the useful life of the respective assets.

(L) IMPAIRMENT OF FIXED ASSETS:

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use, the estimated future cash flow are discounted to their present value based on an appropriate discount factor.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exists or have decreased. However, the increase in carrying amount of an asset due to reversal of an impairment loss is recognized to the extent does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognized for the assets in prior years.

(M) PROVISIONS/CONTINGENCIES:

A provision is recognized when there is a present obligation as result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the amount required to settle the obligation at the Balance Sheet date. Contingent liabilities are not recognized and are disclosed in the Notes on Accounts.

(N) SEGMENT REPORTING:

The Company identifies primary segments based on the dominant source, nature of risks, returns and the internal organization. The operating segments are the segments for which separate financial information is available and for which operating Profit/Loss amounts are evaluated regularly by the Executive Management in deciding how to allocate resource and in assessing performance.

The accounting polices adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-Segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors. Revenue, expenses assets and liabilities which relate to the Company as a whole and are not allocated to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities.

For and on behalf of the Board

SD/-
Ravinder Kumar
(Managing Director)
DIN-00111113

SD/-
Ritesh Kumar
(Whole-time Director)
DIN-00110720

Place : Noida

Date : 13-05-2017

2 Notes to Accounts

(Amount in ₹)

2.1 Share Capital

Particulars	As at 31st March, 2017	As at 31st March, 2016
A Authorized capital		
10,00,000 (Previous Year 10,00,000) Equity shares of ₹ 100/- each	100,000,000	100,000,000
Issued, subscribed and paid up capital :		
5,77,176 (previous year 5,77,176) equity share of ₹ 100 each, fully paid up	57,717,600	57,717,600
Total	57,717,600	57,717,600

B Reconciliation of shares outstanding at the beginning and at the end of year

Particulars	No of Shares	Amount	No of Shares	Amount
Opening share capital	577176	57,717,600	577176	57,717,600
Change in capital during the Year	-	-	-	-
Closing share capital	577176	57,717,600	577176	57,717,600

C -The company has single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividends as declared from time to time. The voting rights of an equity shareholder on poll (not on show of hands) are in proportion to its share of the paid-up equity of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

-The holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amount in proportion to the number of equity shares held.

D Details of shareholders holding more than 5% shares of the company as on reporting date :

	Name of shareholder	As at 31/03/2017		As at 31/03/2016	
		Number of Shares held	Percentage of Holding	Number of Shares held	Percentage of Holding
	Sh.Ravinder Kumar	172107	30%	172107	30%
	Sh. Rajiv Kumar	101148	18%	101148	18%
	M/s Dharampal Satyapal Ltd.	66764	12%	66764	12%
	Mrs. Sunita Gupta	65532	11%	65532	11%
	Mrs. Rita Kumari	50811	9%	50811	9%
	Sh.Ravinder Kumar (Karta)	40530	7%	40530	7%

E The company has not allotted Equity Shares without consideration in cash in immediately preceding five years from the Balance Sheet date.

2.2 Reserves and surplus:

Particulars	(Amount in ₹)	
	As at 31st March, 2017	As at 31st March, 2016
A) Securities premium account		
Opening balance	526,353,000	526,353,000
Addition	-	-
Total	526,353,000	526,353,000
B) General reserve		
Opening balance	1,519,606,225	1,419,606,225
Addition	-	100,000,000
Total	1,519,606,225	1,519,606,225
C) Surplus/(Deficit) in the statement of profit and loss		
Balance as per financial statement	348,426,096	206,674,003
Profit/(Loss) during the year	279,458,970	380,691,101
Less - Appropriations		
Dividend	-	115,435,200
Corporate dividend tax	-	23,503,808
Transfer to general reserve	-	100,000,000
Total	627,885,066	348,426,096
Total reserves and surplus (A+B+C)	2,673,844,291	2,394,385,321

2.3 Deferred government grants :

Particulars	(Amount in ₹)	
	As at 31st March, 2017	As at 31st March, 2016
Opening balance	684,053,097	789,907,357
Less: Transfer to statement of profit and loss	92,211,327	105,854,260
Total	591,841,770	684,053,097

2.4 Secured borrowings

(Amount in ₹)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Secured borrowings		
State Bank of India (Corporate loan-III) Refer note - 1	-	66,160,661
IDBI Bank	147,585,000	181,665,000
Kotak Mahindra Bank, HDFC & ICICI Bank (Car loans)	3,399,225	3,535,293
Cash credit from banks -SBI	141,048,734	593,049,960
Cash credit from banks -AXIS Bank	-	48,489,371
Total	292,032,959	892,900,285

- 1- Corporate loan from State Bank of India for ₹ 20.00 crore was taken in FY 2012-13 @ 13.60% p.a. The loan is repayable in 11 equal quarterly instalment of ₹1.67 crore starting from June 2014 (Last instalment of ₹ 1.63 crore due in March 2017) . Total outstanding amount of loan is ₹ Nil as on 31st March 2017. Loan is secured by way of First and exclusive charge on current assets of company for Tobacco Division and Fixed asset financed by bank. Collateral security by way of Fixed Asset of Tobacco Division including equitable mortgage of Factory land and Building of Company located at I-62, Sector-9 Noida(UP).
- 2- Term loan of ₹ 21.00 crore sanctioned from IDBI Bank out of which ₹ 18.17 crore was disbursed in FY 2015-16 @ 12% p.a. The loan is repayable in 14 equal quarterly instalment of ₹1.50 crore starting from July 2016 (Last instalment of ₹ 1.50 crore due in October 2020) . Total outstanding amount of loan is ₹ 14.76 crore as on 31st March 2017. Loan is secured by way of First and exclusive charge on the entire assets of 5 MW Solar Power Project at Ichchawar, Dist-Sihore, Near Bhopal, M.P., Additional Exclusive charge on the entire exiting 1.25 MW Solar Power Project at Susner, near Bhopal, M.P. The loan is also secured by Personal guarantee of Shri Ravinder Kumar, Promoter Director.
- 3 (a) Car loan from Kotak Mahindra Bank for ₹ .05 crore was taken in FY 2014-15 @ 10.183% p.a. The loan is repayable in 60 equal instalment of ₹ .001 crore and last instalment is due on January 2020. Total outstanding amount of loan is ₹ .031 crore as on 31/03/2017. Loan is secured by hypothecation of the Car.
- (b) Car loan from HDFC Bank for ₹ .09 crore was taken in FY 2013-14 @ 10% p.a. The loan is repayable in 36 equal instalment of ₹ .003 and last instalment is due on October 2016. Total outstanding amount of loan is ₹ Nil as on 31/03/2017. Loan is secured by hypothecation of the Car.
- (c) Car loan from ICICI Bank for ₹ .16 crore was taken in FY 2015-16 @ 9.75% p.a. The loan is repayable in 60 equal instalment of ₹ .003 crore and last instalment is due on Sep-2020. Total outstanding amount of loan is ₹ .118 crore as on 31/03/2017. Loan is secured by hypothecation of the Car.
- (d) Car loan from ICICI Bank for ₹ .16 crore was taken in FY 2015-16 @ 9.75% p.a. The loan is repayable in 60 equal instalment of ₹ .003 and last instalment is due on Sep-2020. Total outstanding amount of loan is ₹ .118 crore as on 31/03/2017. Loan is secured by hypothecation of the Car.
- (e) Car loan from ICICI Bank for ₹ .073 crore was taken in FY 2016-17 @ 9.35% p.a. The loan is repayable in 60 equal instalment of ₹ .0015 and last instalment is due on Nov-2022. Total outstanding amount of loan is ₹ .073 crore as on 31/03/2017. Loan is secured by hypothecation of the Car.
- (f) Working capital facility granted by State Bank of India @ 11.30% interest is secured by first hypothecation pari-passu charge with proposed working capital consortium lenders on the entire stock of Raw Material, Packing Material, Work - in - Process, Finished Goods and Book Debts of Tobacco Division of the company.
- (g) Working capital facility granted by Axis Bank @ 11.25% interest is secured by hypothecation of the entire stock of Raw Material, Packing Material, Work - in - Process, Finished Goods and Book Debts of Food & Confectionery Division.
- (h) Working capital facility is guaranteed by Managing Director and two other Directors.

2.5 Other long-term liabilities

(Amount in ₹)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Security/Dealers deposits	48,384,558	50,284,558
Total	48,384,558	50,284,558

2.6 Deferred tax Liabilities(net):-

(Amount in ₹)

The deferred tax assets/liabilities have been created in accordance with the Accounting Standard-22 in respect of timing differences.

Particulars	As at 31st March, 2017	As at 31st March, 2016
Deferred tax assets on account of		
Unabsorbed depreciation & leave encashment	23,019,986	23,019,986
Total	23,019,986	23,019,986

2.7 Long-term provisions

(Amount in ₹)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Leave encashment (More than 12 Months)	10,231,756	10,231,756
Total	10,231,756	10,231,756

2.8 Unsecured borrowings

(Amount in ₹)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Unsecured Loan repayable on demand		
Inter corporate deposit	307,000,000	307,000,000
Directors' Loan	710,149,200	531,967,804
Total	1,017,149,200	838,967,804

2.9 Trade Payables

Particulars	As at 31st March, 2017	As at 31st March, 2016
Total outstanding due to Micro & small enterprises	-	-
Total outstanding due to other than Micro & small enterprises	577,143,174	517,690,104
Total	577,143,174	517,690,104

The company has not received information from any of its suppliers being Micro, Small & Medium Enterprises as defined under the Micro, Small & Medium Enterprises Development Act, 2006, hence information is Nil. Further the company has not paid any interest to any of its suppliers during the financial year.

2.10 Other current liabilities

(Amount in ₹)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Statutory Dues Payable	43,683,942	51,794,440
Other creditors (Employee's credit balance)	4,942,517	1,724,395
Employee's payable	4,308,810	39,572,792
Advance from customers	128,459,468	159,222,835
Expenses payable	23,400,154	46,291,066
Total	204,794,891	298,605,528

2.11 Short Term Provisions

Particulars	As at	As at
	31st March, 2017	31st March, 2016
Provision for outstanding derivatives	2,543,337	107,395
Total	2,543,337	107,395

Note-2.12 Fixed Assets

Particulars	Cost					Depreciation				Written down value		
	As on 01/04/2016	Addition	Sales / Disposal	Write off/ Transfer	As on 31/03/2017	Upto 31/03/2016	For the year	Disposal	Write off	Upto 31/03/2017	As on 31/03/2017	As on 31/03/2016
(A) INTANGIBLE ASSETS												
SOFTWARE	8,195,623	1,468,945	-	-	9,664,568	5,043,211	2,691,428	-	-	7,734,639	1,929,929	3,152,412
Total (A)	8,195,623	1,468,945	-	-	9,664,568	5,043,211	2,691,428	-	-	7,734,639	1,929,929	3,152,412
(B) TANGIBLE ASSETS												
LAND - FREEHOLD	18,426,844	-	-	-	18,426,844	-	-	-	-	-	18,426,844	18,426,844
LAND - LEASEHOLD	79,979,442	115,174,960	-	-	195,154,402	18,679,977	2,946,372	-	-	21,626,349	173,528,053	61,299,465
BUILDINGS ON FREEHOLD LAND	60,189,659	-	-	-	60,189,659	22,751,600	1,831,146	-	-	24,582,746	35,606,913	37,438,059
BUILDINGS ON LEASEHOLD LAND	553,621,503	274,698,259	-	-	828,319,762	295,466,334	37,526,471	-	-	332,992,805	495,326,957	258,155,169
BOUNDARY WALL	708,364	-	-	-	708,364	498,777	9,639	-	-	508,416	199,948	209,587
BUILDINGS - TEMPORARY STRUCTURE	28,882,144	-	-	-	28,882,144	28,882,144	-	-	-	28,882,144	-	-
PLANT & MACHINERY	3,133,929,122	336,161,716	49,856,225	6,182,563	3,414,052,050	1,903,088,349	250,900,966	36,113,814	6,056,314	2,111,819,187	1,302,232,863	1,230,840,773
LIFT	10,706,655	-	-	-	10,706,655	5,630,867	899,027	-	-	6,529,894	4,176,761	5,075,788
FURNITURE & FIXTURES	31,478,191	1,055,043	-	795,516	31,737,718	25,399,309	1,552,592	-	746,195	26,205,706	5,532,012	6,078,882
OFFICE EQUIPMENTS	18,173,489	6,912,411	14,000	526,795	24,545,105	14,911,995	2,937,835	5,262	492,861	17,351,707	7,193,398	3,261,494
AIR CONDITIONERS & REFRIGERATORS	29,064,278	3,018,573	62,426	174,082	31,846,343	24,332,644	2,958,774	51,234	165,375	27,074,809	4,771,534	4,731,634
COMPUTERS	29,064,423	2,680,651	-	1,122,037	30,623,037	23,156,103	3,651,957	-	1,121,550	25,686,510	4,936,527	5,908,320
SCOOTER & MOTOR CYCLE	1,506,686	107,018	32,259	386,784	1,194,661	1,013,989	130,944	22,980	385,181	736,772	457,889	492,697
CARS	58,416,071	828,534	964,072	216,426	58,064,107	32,495,625	7,986,713	915,868	216,425	39,350,045	18,714,062	25,920,446
DELIVERY VANS	16,532,713	-	418,672	661,016	15,453,025	9,863,928	2,028,637	418,671	661,014	10,812,880	4,640,145	6,668,785
Total (B)	4,070,679,584	740,637,165	51,347,654	10,065,219	4,749,903,876	2,406,171,641	315,361,073	37,527,829	9,844,915	2,674,159,970	2,075,743,906	1,664,507,943
Grand Total (A+B)	4,078,875,207	742,106,110	51,347,654	10,065,219	4,759,568,444	2,411,214,852	318,052,501	37,527,829	9,844,915	2,681,894,609	2,077,673,835	1,667,660,355
Previous Year :	3,693,262,952	489,226,019	103,613,764	-	4,078,875,207	2,109,388,158	315,926,981	14,100,287	-	2,411,214,852	1,667,660,355	1,583,874,794

Note-2.13 NON CURRENT INVESTMENTS

INVESTMENTS - LONG TERM (At Cost)	Nominal per Share (10 Number of Shares	Investment As on 01.04.2016		Addition during the Year		Sold / Redeemed during the Year		Investment As on 31.03.2017		Investment As on 31.03.2016	
		Number of Shares	Value (₹)	Number of Shares	Value (₹)	Number of Shares	Value (₹)	Number of Shares	Value (₹)	Number of Shares	Value (₹)
NON TRADE: (UNQUOTED)											
FULLY PAID UP SHARES											
(A) Subsidiary Companies											
1 Primera Infra Greens Ltd.		100,000	1,000,000	-	-	-	-	100,000	1,000,000	100,000	1,000,000
2 Baba Ceramics Ltd.		107,000	1,070,000	-	-	-	-	107,000	1,070,000	107,000	1,070,000
3 Affe Technologies Pvt.Ltd.		10,000	1,890,000	-	-	-	-	10,000	1,890,000	10,000	1,890,000
4 3 Way Techno Foods Pvt.Ltd.		50,000	500,000	-	-	-	-	50,000	500,000	50,000	500,000
5 General Clothiers Pvt.Ltd.		30,040	11,950,000	-	-	-	-	30,040	11,950,000	30,040	11,950,000
6 Bigway Marketing Pvt.Ltd.		3,362,000	159,695,000	-	-	-	-	3,362,000	159,695,000	3,362,000	159,695,000
Total (A)			176,105,000						176,105,000		176,105,000
(B) Associates											
1 S R Credits Pvt. Ltd.		1,948,898	19,488,980	-	-	-	-	1,948,898	19,488,980	1,948,898	19,488,980
(C) In other Companies											
1 Radiant Chemtech Pvt. Ltd.		150,000		1	-	-	-	150,000		1	150,000
Total of Non Trade Unquoted Share (A+B+C+D)			195,593,981						195,593,981		195,593,981
TRADE: (UNQUOTED)											
(D) FULLY PAID UP EQUITY SHARES											
Companies under the same Management											
1 Baba Global Ltd.		150,000	750,000	-	-	-	-	150,000	750,000	150,000	750,000
2 D S Canpack Pvt.Ltd.		332,180	3,321,800	-	-	-	-	332,180	3,321,800	332,180	3,321,800
Total of Trade Unquoted Shares			4,071,800						4,071,800		4,071,800
Total value of unquoted shares			199,665,781						199,665,781		199,665,781

INVESTMENTS - LONG TERM (At Cost)	Nominal per Share (₹ 10) Number of Shares	Investment As on 01.04.2016		Addition during the Year		Sold / Redeemed during the Year		Investment As on 31.03.2017		Investment As on 31.03.2016	
		Number of Shares	Value (₹)	Number of Shares	Value (₹)	Number of Shares	Value (₹)	Number of Shares	Value (₹)	Number of Shares	Value (₹)
(D) PARTNERSHIP FIRM											
Himalayan Springs			53,694,556		-		-		53,694,556		53,694,556
(F) GOLD		2100gm	5,834,725		-		-	2100gm	5,834,725	2100gm	5,834,725
(Market value ` 59,96,340 previous year ` 55,11,450)											
Total (A+B+C+D+E+F+G)			259,195,062		-		-		259,195,062		259,195,062
Previous Year			284,993,948		12,450,000		38,248,886		259,195,062		284,993,948

{Refer Note No.2.30 (a & b)}

2.13 (a) Details of Partnership held in Himalayan Springs

Name of the partners	% of share	Amount of Capital Contribution		
		Initial	As at 31st March, 2017	As at 31st March 2016
Dharampal Premchand Limited	90	85,500,000	53,694,556	53,694,556
Shri Ritesh Kumar	10	9,500,000	5,966,062	5,966,062
Total capital		95,000,000	59,660,618	59,660,618

2.14 Long term loans and advances

Particulars	Non current		Current	
	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2017	As at 31st March, 2016
Advances to Suppliers (unsecured, considered good)	-	-	18,797,205	49,787,524
Margin money	-	-	36,510,859	28,850,000
Advance for investment in properties (unsecured, considered good)	-	-	426,964,906	345,465,093
(A)	-	-	482,272,970	424,102,617
Security deposits				
Unsecured, considered good	45,192,058	43,010,611	-	-
(B)	45,192,058	43,010,611	-	-
Loans and advances to related parties				
Unsecured, considered good	340,933,012	294,881,500	-	-
(C)	340,933,012	294,881,500	-	-
Other loans and advances (unsecured, considered good)				
Prepaid expenses	-	4,945,935	18,284,852	4,392,656
Staff advances	-	1,808,278	6,694,353	3,177,239
Director's recoverable	-	-	-	6,900,000
Balance with excise authorities	122,553,526	122,553,526	72,662,043	191,004,520
Balance with other government authorities	-	-	77,613,128	42,345,895
Advance income tax	-	-	240,683,758	190,528,683
MAT credit recoverable	-	-	79,497,157	79,497,157
	122,553,526	129,307,739	495,435,291	517,846,150
Less-Provision for excise duty	122,553,526	122,553,526	-	-
(D)	-	6,754,213	495,435,291	517,846,150
Total (A+B+C+D)	386,125,070	344,646,324	977,708,261	941,948,767
Details of loan to related parties				
Subsidiary Company				
Primera Infra Greens Limited	147,376,334	106,530,394		
3 Way Techno Foods Private Limited	65,422,456	58,196,097		
General Clothiers Private Limited	5,415,114	2,509,489		
Affe Technologies Private Limited	122,719,108	127,645,520		
Total	340,933,012	294,881,500		

Note-2.15 CURRENT INVESTMENTS (SHORT TERM)

Sr. No.	Investments-Short Term (At Cost or market value whichever ever is lower)	Holdings As on 01.04.2016		Purchases				Sales				Holdings As on 31.03.2017		Holdings As on 31.03.2016	
		No of Shares	Amount	2016-2017		2015-2016		2016-2017		2015-2016		No of Shares	Amount	No of Shares	Amount
				No of Shares	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount				
A	Fully Paid Equity Shares (Quoted)														
1	Adhunik Metaliks Ltd.	17,500	194,250	2500	15517	25000	466164			17500	393853	20,000	137,000	17,500	194,250
2	Amtek Auto Ltd.	10,000	303,000			10000	698498					10,000	303,000	10,000	303,000
3	Ashima Limited	-	-							100000	1175144				
4	Atul Auto Ltd.	4,000	2,066,400	1000	485346	1100	663144			2100	1253805	5,000	2334750	4,000	2,066,400
5	Bajaj Electric Ltd.	63,000	11,970,000									63,000	11970000	63,000	11,970,000
6	BEPL	-	-							24100	593637				
7	Bilcare Ltd.	6,118	256,650									6,118	256,650	6,118	256,650
8	Coal India Ltd.	50,000	14,597,500									50,000	14,597,500	50,000	14,597,500
9	Cochin Minerals Rutile Ltd.	15,984	1,086,113									15,984	1,086,113	15,984	1,086,113
10	Coffee Day Ltd.	4,000	901,800			7000	1743144	4000	949008	3000	847553			4,000	901,800
11	Core Education And Technology Ltd.	20,000	40,800									20,000	35,400	20,000	40,800
12	Delta Corporation Ltd.	45,000	2,970,000	64000	10758444			76000	13002342			33,000	5,697,233	45,000	2,970,000
13	Deep Special Steel Ltd.	200	-									200	-	200	-
14	Godfrey Phillips India Ltd.	-	-			3700	2229260			11200	6935198				
15	GVK Power& Infrastructure Ltd.	45,000	306,000.00									45,000	267,750	45,000	306,000
16	Hanilera Textile Ltd.	45,000	-									45,000	-	45,000	-
17	Haria Apparels Ltd.	57,150	-									57,150	-	57,150	-
18	Haria Export Ltd.	45,000	51,300									45,000	51300	45,000	51,300
19	Hindustan Syntex Ltd.	-	-			100	1562			75100	1101624				
20	ICICI Prudential Ltd.	-	-	7000	2189625			7000	2464232				-		
21	IFSL Limited	60,000	-									60,000	-	60,000	-
22	Indswift Ltd.	33,000	168,300									33,000	168300	33,000	168,300
23	Infra Tel Ltd.	-	-	3000	861408			3,000	869,794				-		
24	JSW Steel Limited	13,880	878,000									13,880	878000	1,388	878,000
25	Jagran Parkashan Ltd.	13,000	1,659,358									13,000	1659358	13,000	1,659,358
26	JCT LTD	-	-							150000	1146934				
27	JAYKAY Enterprises Ltd.	175,000	484,750									175,000	484750	175,000	484,750
28	Krishna Life Style Ltd.	200,000	-									200,000	-	200,000	-
29	KPR Mills Ltd.	-	-							2000	1118308				
30	La Mansion Granite Ltd.	100	-									100	-	100	-
31	LML Ltd.	-	-							25000	231197				
32	Manpasand Ltd.	-	-			15000	5157816			15000	5279009				
33	Nestle (I) Ltd.	-	-			250	1401575			250	1510795				
34	Next Mediaworks Limited	45,000	132,750									45,000	132750	45,000	132,750
35	National Steel Ltd.	7,951	99,388									7,951	99388	7,951	99,388
36	Noida Toll Bridge Ltd.	30,000	598,500									30,000	337500	30,000	598,500
37	NTC Industries Ltd.	-	-	55563	2512662			25591	1620496			29,972	1113460		
38	Orchid Chemical Ltd.	13,000	489,450									13,000	341,250	13,000	489,450
39	Padmini Polymer Ltd	300,000	-									300,000	-	300,000	-
40	Pipavav Defence Ltd.	-	-			16000	1027025			16000	1097788				
41	Polaris Ltd.	3,000	558,901			18000	3683156	3000	585623	15000	3175020			3,000	558,901
42	Radhe Developer Ltd.	10,000	86,000					10000	492966				-	10,000	86,000
43	Reliance Capital Ltd.	-	-	12000	7192712			7500	4569379			4,500	2743838		
44	Reliance Industries Ltd.	-	-	10000	12392188			10000	12497594				-		
45	Reliance Media Ltd.	4,000	183,800									4,000	20000	4,000	183,800
46	Reliance Power Ltd.	12,500	617,500									12,500	601250	12,500	617,500
47	S H Kelkar Company Ltd.	-	-	43780	13155294	8000	1756811			8000	1719705	43,780	12978581		
48	Shiva Cement Ltd.	110,000	222,200									110,000	222200	110,000	222,200
49	Singhal Swaroop Steel Ispat Ltd.	200	-									200	-	200	-
50	Tata Investment Ltd.			3,500	2,208,807							3,500	2208807		
51	Teledata Informatics Ltd.	100,000	-									100,000	-	100,000	-
52	Teledata Marine Solutions Ltd.	185,483	-									185,483	-	185,483	-
53	Teledata Technology Solutions Ltd.	100,000	-									100,000	-	100,000	-

Sr. No.	Investments-Short Term (At Cost or market value whichever is lower)	Holdings As on 01.04.2016		Purchases				Sales				Holdings As on 31.03.2017		Holdings As on 31.03.2016	
				2016-2017		2015-2016		2016-2017		2015-2016					
		No of Shares	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
54	The Waterbase Ltd.	20	-									20		20	
55	The Orissa Minerals Development Ltd.	2,140	3,916,521									2,140	3,916,521	2,140	3,916,521
56	Uflex Ltd	227,424	33,559,133	63403	13979210	253140	40635609	158327	37977299	441634	76277279	132500	23295141	227,424	33,559,133
57	Ujaas Limited	65,000	1,190,530	38,786	1,124,795	10000	261030	83786	2547692	20000	581374	20000	675000	65,000	1,190,530
58	Unitech Limited	217,000	1,074,150			73000	650220			9000	157334	217000	1074150	217,000	1,074,150
59	VKJ Infra Limited	150,000	270,285					150000	1739620				-	15,000	270,285
60	Welspun Enterprises			28,570	1,820,373			24570	1772052			4000	246911		
61	Winsome Yam Ltd.			200,000	500,751							200000	370000		
	Sub Total A		80933329		69197132		60375014		81088097		104595557		90303851		80933329
B	PMS														
1	Akarsha Prime Project P Ltd. Ord	-	-									-	-	-	-
2	Akarsha Prime Project P. Ltd. Class B	-	-									-	-	-	-
3	Akarsha Prime Project Pvt. Ltd	-	-									-	-	-	-
4	Amrapali Sapp Dev Pvt Ltd OCD(MD 7.4.15)	270168	270168									270168	270168	270168	270168
5	Amrapali Sapp Dev. Pvt. Ltd. OCD	-	-									-	-	-	-
6	Amrapali Sapp. Dev. Pvt. Ltd. Op Conv Pr	21	210									21	210	21	210
7	Amrapali Sapp. Dev. Pvt. Ltd. Ord Share	10	100									10	100	10	100
8	Amrapali Sapp. Dev. Pvt. Ltd. Ser. A	10	100									10	100	10	100
9	ICI Prudential Savings Fund-Dir Plan-D	306	30761	4	377	311	31219	310	31096	765	76765			306.47	30723
10	ICI Prudential Liquid Direct Plan-Daily	472	47188	7222	722717	20765	2077661	7458	746332	20769	2078030	235.58	23575	471.60	47188
11	KUL Developers P Ltd. OCD Sr II (MD25/0)	227500	227500									227500	227500	227500	227500
12	Logix Infratech Pvt Ltd OCD (MD)	5800	58000					5800	289827					5800	58000
13	Logix Infratech Pvt. Ltd. Class A	28600	143000					28600	230499					28600	143000
14	Logix Infratech Pvt. Ltd. ORD	300	1500					300	2417					300	1500
15	Luxora Realtors P.Ltd. SR-I OCD(MD18.06.2019)	13073	130730							34027	694331	13073	130730	13073	130730
16	Omr Mall Dev Pvt Ltdclass A ZCB (MD 01.01.99)	10,056	10,056									10056	10056	10056	10056
17	OMR Mall Dev.(P) Ltd. Cl A ZCCD (150615)	866	866					866	866					866	866
18	Omr Mall Developer P. Ltd.	6,377	51,016									6377	51016	6377	51016
19	OMR Mall Deve Pvt. Ltd. Con ZCB Sr. A	16,852	16,852									16852	16852	16852	16852
20	Omr Mall Dev. P. Ltd. NCD	210,176	210,176					210176	210176					210176	210176
	Sub Total B		1,198,223		723,094		2,108,880		1,511,213		2,849,126		730,307		1,198,185
C	Mutual Fund														
1	HDFC Balance Fund Growth	45,822	4,872,523			-	-	45,822	5613526	-	-			45,822	4,872,523
2	HDFC Cash Mgmt.Treasury Advantage Plan	4,699,643	144,543,664	9619035	312,875,402	10,750,907	324,500,000	11,786,197	384702903	11,212,196	340000000	2,532,482	85,506,289	4,699,643	144,543,664
3	HDFC Corporate Debt Opp. Fund - Growth	-	-	745018	10,000,000							745,018	10,000,000		
4	HDFC Equity Saving Fund - Growth	-	-	622309	20,000,000							622,309	20,000,000		
5	HDFC Prudence Fund - Growth	14,373	5,000,000			14,373	5,000,000	14,373	6232029					14,373	5,000,000
6	HDFC Liquid Fund - Growth	-	-	50037	149702903			50037	150029965					-	-
	Sub Total C		154416187		492578305		329500000		546578423		340000000		115506289		154416187
	Total (A+B+C)		236547738		562498531		391983894		629177733		447444683		206540447		236547701

2.16 Inventories

(As taken, valued and certified by the Managing Director at lower or net realisable value)

(Amount in ₹)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Raw material	174,793,693	323,912,659
Work- in- progress	65,901,214	187,143,263
Finished goods	634,383,152	437,817,053
Finished goods-Traded	29,316,000	61,746,080
Scrap (at estimated realisable value)	666,709	666,709
Material in transit	10,489,897	14,209,906
Packing material	102,710,625	66,555,392
Other stores	23,540,240	25,267,128
Total	1,041,801,530	1,117,318,190

2.17 Trade receivables and other assets

(Amount in ₹)

Particulars	Non current		Current	
	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2017	As at 31st March, 2016
Trade receivables				
(a) Debts outstanding for a period				
Exceeding six months from due date				
- Considered good (secured)	-	-	-	6,456,372
- Considered good (unsecured)	-	-	-	13,868
				6,470,240
- Provision for doubtful debts	-	-	-	-
				6,470,240
Others considered good	-	-	279,184,435	185,273,158
Total	-	-	279,184,435	191,743,398
(b) Other assets				
Advances recoverable in cash or kind				
Unsecured, considered good	-	-	1,850,260	535,007
Receivable from Dharampal Satyapal Limited against sale of land	-	-	-	249,324,000
Interest accrued	-	-	13,198,119	63,876
Total	-	-	15,048,379	249,922,883

2.18 Cash and bank balances

(Amount in ₹)

Particular	As at 31st March, 2017	As at 31st March, 2016
Cash & cash equivalents:		
Cash on hand (including postage stamps)	2,308,493	1,965,678
With scheduled banks:		
On current A/c *	49,473,545	188,760,430
Cheques/demand drafts on hand	3,348,638	5,517,966
Total (A)	55,130,676	196,244,074

Particular	As at	
	31st March, 2017	31st March, 2016
Other balances:		
Fixed deposit (more than 12 months)	1,778,393	1,889,734
Fixed deposit (more than 3 months but less than 12 months)	2,482,436	2,482,436
Fixed Deposit against Margin Money	1,504,414	1,504,414
Total (B)	5,765,243	5,876,584
Total (A+B)	60,895,919	202,120,658

* In current A/c ₹45,166/- (Previous year ₹45,057/-) Escrow account- Excise.

2.19 Other income

Particulars	(Amount in ₹)	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest income		
From bank deposits	12,164	485,573
From related parties	35,791,295	23,757,554
From other	998,516	1,637,201
Dividend	713,252	2,980,581
Profit on Sale of investment (Other than Trade)		
-Gain on long term investment	-	9,244,290
-Profit on sales of current Investment (net)	30,566,148	25,374,776
Net gain-Foreign exchange transaction	-	35,955
Rent	9,060,352	7,893,475
Profit on sale of assets (net)	24,166,464	192,438,779
Bad debts/balances written back	29,478,055	168,624
Liabilities/provisions written back	3,787,184	8,509
Amortization of deferred government grants	92,211,327	105,612,594
Royalty	7,314,896	6,005,537
Other miscellaneous income	18,730,193	28,639,892
Total	252,829,846	404,283,340

2.20 Cost of material and components consumed

Particular	(Amount in ₹)	
	Year ended 31st March., 2017	Year ended 31st March, 2016
Inventory at the beginning of the year	323,912,659	406,752,525
Add-Purchased during the year	2,125,774,804	2,270,153,514
Less-Inventory at the end of the year	174,793,693	323,912,659
Raw Material consumed	2,274,893,770	2,352,993,380
Inventory at the beginning of the year	66,555,392	56,912,650
Add-Purchased during the year	591,907,132	566,074,094
Less-Inventory at the end of the year	102,710,625	66,555,392
Packing Material consumed	555,751,899	556,431,352
Less-Consumption transfer to CWIP	-	1,802,655
Total of material consumed	2,830,645,669	2,907,622,077

2.21 Purchases of stock in trade

Particulars	(Amount in ₹)	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Purchases of finished goods	158,032,873	269,855,543
Total	158,032,873	269,855,543

2.22 Change in inventories (Increase) / decrease (including stock-in-trade) of Finished Goods and Work - in -Progress

Particulars	(Amount in ₹)	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Inventories at the end of the period		
Finished goods	663,699,152	499,563,133
Scrap	666,709	666,709
Work -in-progress	65,901,214	187,143,263
	<u>730,267,075</u>	<u>687,373,105</u>
Inventories at the beginning of the year		
Finished goods	499,563,133	326,052,439
Scrap	666,709	1,166,709
Work -in-progress	187,143,263	187,420,988
	<u>687,373,105</u>	<u>514,640,136</u>
Net (increase)/ decrease in stock	<u>(42,893,970)</u>	<u>(172,732,969)</u>

2.23 Employee benefit expenses

Particulars	(Amount in ₹)	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Salary, wages and bonus	424,220,765	391,531,350
Contribution to PF and other fund	21,197,958	22,038,904
Staff welfare	11,752,036	9,678,366
Total	<u>457,170,759</u>	<u>423,248,620</u>

2.24 Finance cost

Particulars	(Amount in ₹)	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest on dealers' deposit	3,578,918	5,123,767
Interest to banks	58,277,437	46,153,642
Interest on Tax	18,736	3,109,594
Interest paid to Directors	31,244,886	58,170,911
Interest on unsecured loan to others	50,229,528	51,336,715
Total	<u>143,349,505</u>	<u>163,894,629</u>

2.25 Other expenses

Particulars	(Amount in ₹)	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Other manufacturing expenses		
Processing charges	2,256,721	7,139,143
Consumption of stores & spares	18,315,148	17,210,453
Research and development	1,041,343	1,094,120
Freight inward	11,927,294	6,164,916
Power, fuel and generator	12,981,909	5,860,765
	<u>46,522,415</u>	<u>37,469,397</u>
Repair & Maintenance		
Building	6,398,636	26,007,743
Machinery	11,198,223	11,319,160
Other	18,143,717	20,393,598
	<u>35,740,576</u>	<u>57,720,501</u>
Miscellaneous expenses		
Rent	31,565,362	23,346,496
Storage charges	1,553,304	3,039,536

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	
Rates & taxes -Others	3,328,442	3,110,097	
Insurance charges	11,342,696	10,276,927	
Printing and stationery	2,227,682	2,038,153	
Postage, telegram and telephone	6,442,607	5,870,544	
Watch and ward	22,299,613	18,255,132	
Gardening expenses	302,426	336,199	
Electricity and water charges	37,356,887	29,975,692	
Charity and donation	3,332,759	5,577,909	
Expenses related to C.S.R. Activities	8,814,839	2,941,111	
Hygiene and sanitation	2,269,252	1,691,698	
Lease charges	3,325,507	2,526,660	
Legal and professional charges	125,862,871	96,206,207	
Security/ Commodity transaction tax	439,099	561,619	
Miscellaneous balances written off	904	732,588	
Bank charges	3,928,015	6,688,925	
Claims	1,963,706	247,745	
Effluent treatment expenses	119,484	119,484	
General Expenses	4,661,625	11,408,211	
Travelling and conveyance	73,590,858	56,751,061	
Directors' traveling and conveyance	1,457,298	1,231,732	
Professional tax	55,214	23,108	
Loss on commodity and currency transactions	5,491,253	-	
Loss on commodity, currency, future and option transactions in shares	9,096,633	11,369,236	
Auditor's remuneration (refer note no. b)	2,549,482	2,740,881	
Swachh Bharat Cess & Krishi Kalyan Cess	2,637,462	525,526	
Miscellaneous expenses	5,992,095	5,354,988	
Loss of partnership firm	-	22,679,989	
Provision for excise duty	-	122,553,526	448,180,980
Selling and distribution expenses			
Advertisement and publicity	139,055,480	166,685,445	
Freight and forwarding, octroi & entry tax etc.	141,893,108	160,989,677	
Rebate and discount	100,739,694	28,452,037	
Commission	52,472,115	85,778,932	
VAT/CST	4,266,480	3,039,805	
Royalty paid	1,935,211	1,300,400	
Sales promotion	242,593,236	226,939,165	673,185,461
Director remuneration			
Salary	21,766,613	16,153,710	
Provident fund	2,419,394	1,767,445	
Performance Bonus	-	15,178,846	
Medical	-	2,000	
Director meeting fees	399,000	319,200	33,421,201
Total	1,161,810,697	1,249,977,540	

(a) Repair & maintenance includes cost of partition/ temporary constructions in rented premises.

Particulars	(Amount in ₹)	
	Year ended 31st March., 2017	Year ended 31st March, 2016
Audit fee	1,250,000	2,000,000
Taxation fee	50,000	50,000
Tax audit fee	300,000	400,000
Other service fee	631,157	173,709
Reimbursement of expenses	318,325	117,172
Total	2,549,482	2,740,881

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
PRINCIPAL BENCH, NEW DELHI
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. CA (CAA) 48 (PB) OF 2017
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)
SECTIONS 230 & 232

AND
IN THE MATTER OF SCHEME OF AMALGAMATION
AND
IN THE MATTER OF

3 WAY TECHNO FOODS PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 1

AFFE TECHNOLOGIES PVT LTD

APPLICANT/TRANSFEROR COMPANY NO. 2

GENERAL CLOTHIERS PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 3

BABA CERAMICS LTD

APPLICANT/ TRANSFEROR COMPANY NO. 4

DS CANPACK PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 5

BABA GALVA PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 6

BABA TOBACCO LTD

APPLICANT/ TRANSFEROR COMPANY NO. 7

AAR ESS INTERNATIONAL PVT LTD

APPLICANT/ TRANSFEROR COMPANY NO. 8

AND

DHARAMPAL PREMCHAND LTD

APPLICANT/TRANSFeree COMPANY

FORM OF PROXY

I/We, the undersigned, **Un-secured Creditors of Dharampal Premchand Ltd**, hereby appoint Mr/Ms _____ of _____ and failing him/her, Mr/Ms _____ of _____ as my/our proxy to act for me/us at the meeting of the **Un-secured Creditors of Dharampal Premchand Ltd** to be held on **Monday, 3rd July, 2017, at 4.30 p.m. at The Pearl Banquets, 21, Shivaji Marg, Main Najafgarh Road, Opposite DLF Commercial Tower, Moti Nagar, New Delhi -110 015**, for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd, and at such meeting and at any adjournment thereof, to vote, for me/us and in my/our name _____ the said Scheme either with or without modification as my/our Proxy may approve.

If you want to vote in favour of the Scheme put **“FOR”** and in case you intend to vote against the Scheme put **“AGAINST”** and in the latter case, strike out all the words after the words “the said Scheme”

Dated this _____ day of _____, 2017

Name: _____

Address: _____

Notes:

1. Please affix revenue stamp and sign across the stamp.
2. The Proxy must be deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the meeting.
3. All the alterations, made in the Proxy Form, must be initialed.
4. Proxy need not be a member/creditor of the Applicant Company.

Affix Re. 1.00 Revenue Stamp

Dharampal Premchand Ltd

[CIN: U 74100 DL 1972 PLC 006062]

Registered Office: 4873, Chandni Chowk, Delhi-110 006

E-mail ID: ap.gupta@baba.in

Web-site: www.baba.in

Attendance Slip

Ref. No.	
Name of Un-secured Creditor	
Name of Proxy/ Authorized Rep., if any	

I hereby record my presence at the meeting of the Un-secured Creditors of Dharampal Premchand Ltd being held on Monday, 3rd July, 2017, at 4.30 p.m. at The Pearl Banquets, 21, Shivaji Marg, Main Najafgarh Road, Opposite DLF Commercial Tower, Moti Nagar, New Delhi -110 015, under the supervision of the National Company Law Tribunal, Principal Bench, New Delhi, for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme of Amalgamation of 3 Way Techno Foods Pvt Ltd, Affe Technologies Pvt Ltd, General Clothiers Pvt Ltd, Baba Ceramics Ltd, DS Canpack Pvt Ltd, Baba Galva Pvt Ltd, Baba Tobacco Ltd and Aar Ess International Pvt Ltd with Dharampal Premchand Ltd, and other connected matters, if any.

Signature

