

**ANNEXURE VIII**

**Brief particulars of the transferee and transferor companies**

Particulars		Transferee Company					Transferor companies					
Name of the company	HALDER VENTURE LIMITED	JDM COMMERCIAL PRIVATE LIMITED	P K AGRILINK PRIVATE LIMITED	P K CEREALS PRIVATE LIMITED	RELIABLE ADVERTISING PRIVATE LIMITED	SHRI JATADHARI RICE MILL PRIVATE LIMITED	Date of Incorporation & details of name changes, if any	06.05.2010	17-06-2008	28/06/1989. The name of the Company had been changed from Vidya Rice Mills Pvt. Ltd. to P K Cereals Pvt Ltd and a fresh Certificate of Incorporation was issued by the RoC, West Bengal on 13th day of December 2006	10.12.1997	27.05.2009
Registered Office	Diamond Heritage, 16, Strand Road, 10th Floor, Unit 1012, Kolkata - 700001	Diamond Heritage, 16, Strand Road, 10th Floor, Unit 1012, Kolkata - 700001	Vill.: Iswarpur, PO - Ahmadpur, Dist - Birbhumi, West Bengal - 731201	Vill.: Iswarpur, PO - Ahmadpur, Dist - Birbhumi, West Bengal - 731201	Diamond Heritage, 16, Strand Road, 10th Floor, Unit 1012, Kolkata - 700001	Vill.: Iswarpur, PO - Ahmadpur, Dist - Birbhumi, West Bengal - 731201	Date of Incorporation: 24-07-1982. The name of the Company had been changed from Vineet Engineering & Trading Co Ltd to Halder Venture Ltd and a fresh Certificate of Incorporation was issued by the RoC, West Bengal on 17th day of January, 2014					
Brief particulars of the scheme	Revised Scheme of Amalgamation of SHRI JATADHARI RICE MILL PRIVATE LIMITED, P K AGRILINK PRIVATE LIMITED, P K CEREALS PRIVATE LIMITED, RELIABLE ADVERTISING PRIVATE LIMITED and SHRI JATADHARI RICE MILL PRIVATE LIMITED (all Transferor Companies) with HALDER VENTURE LIMITED (the Transferee Company)											
Rationale for the scheme	Kindly refer to the sheet attached.											
Date of resolution passed by the Board of Director of the company approving the scheme	20th July, 2022	20th July, 2022	20th July, 2022	20th July, 2022	20th July, 2022	20th July, 2022						



Date of meeting of the Audit Committee in which the draft scheme has been approved	20th July, 2022	20th July, 2022	20th July, 2022	20th July, 2022	20th July, 2022	20th July, 2022
Appointed Date	01.06.2022	01.06.2022	01.06.2022	01.06.2022	01.06.2022	01.06.2022
Name of Exchanges where securities of the company are listed	Bombay Stock Exchange	NA	NA	NA	NA	NA
Nature of Business	Trader	Trader	Manufacturer & Exporter	Manufacturer & Exporter	Trader	Manufacturer & Exporter
Capital before the scheme	Rs. 3,16,07,000	Rs. 75,28,000	Rs. 2,47,30,200	Rs. 47,75,000	Rs. 56,22,500	Rs. 2,86,99,570
(No. of equity shares as well as capital in rupees)	3160700 Equity Shares of Rs. 10/- each amounting to Rs. 31607000	752800 Equity Shares of Rs. 10/- each amounting to Rs. 7528000	2473020 Equity Shares of Rs. 10/- each amounting to Rs. 24730200	457500 Equity Shares of Rs. 10/- each amounting to Rs. 4575000	562250 Equity Shares of Rs. 10/- each amounting to Rs. 5622500	2869957 Equity Shares of Rs. 10/- each amounting to Rs. 2,86,99,570
No. of shares to be issued	-	752800	1338440	151600	251700	1620473
Cancellation of shares on account of cross holding, if any	-	NA	NA	NA	NA	NA
Capital after the scheme	4,14,60,430.00	NA	NA	NA	NA	NA
(No. of equity shares as well as capital in rupees)	4146043 Equity Shares of Rs.10/- each amounting to Rs. 41460420/-	NA	NA	NA	NA	NA
Net Worth						
Pre	4,49,32,000.00	18,59,15,000.00	60,91,99,000.00	8,92,73,000.00	5,62,68,000.00	27,03,63,000.00
Post	11946.47 Lakhs	nil	nil	nil	nil	nil
Valuation by independent Chartered Accountant -						
Name of the valuer/valuer firm and Regn no.	SRI VIKASH GOEL, Regd No: IBBI/RV/01/2018/10339	SRI VIKASH GOEL, Regd No: IBBI/RV/01/2018/10339	SRI VIKASH GOEL, Regd No: IBBI/RV/01/2018/10339	SRI VIKASH GOEL, Regd No: IBBI/RV/01/2018/10339	SRI VIKASH GOEL, Regd No: IBBI/RV/01/2018/10339	SRI VIKASH GOEL, Regd No: IBBI/RV/01/2018/10339
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Please refer to the Valuation Report	Please refer to the Valuation Report	Please refer to the Valuation Report	Please refer to the Valuation Report	Please refer to the Valuation Report	Please refer to the Valuation Report



Fair value per shares	607.67	303.98	292.93	232.69	123.18	128.20
Exchange ratio	NA	No equity shares shall be allotted to the shareholders of JDM as the entire shares of JDM are held by HVL and its nominee.	48 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up	38 Equity Shares of HVL for every 100 equity shares of PKCPL fully paid up	20 Equity Shares of HVL for every 100 equity shares of RAPL fully paid up	21 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up
Name of Merchant Banker giving fairness opinion	Finshore Management Services Limited	N.A	N.A	N.A	N.A	N.A
Shareholding pattern	Pre					
	No. of Shares					
Promoter	2075980	752800	2473020	457500	562250	2869957
Public	1084720	-	-	-	-	-
Custodian	-	-	-	-	-	-
TOTAL	3160700	752800	2473020	457500	562250	2869957
No of shareholders	1539	2	10	6	2	7





Names of the Promoters (with PAN nos.)	<p>1) Keshab Kumar Halder - PAN - AAQPH3273G  2) Poulomi Halder - PAN - AASPH8726N  3) Prabhata Kumar Halder - PAN - AAQPH4586G  4) Rekha Halder - PAN - AANPH6426Q  5) Koustav Halder - PAN - AMSPPH4759B  6) Shrestha Halder - PAN - AMMPH2449A</p>	<p>1) Halder Venture Limited - PAN - AACCV6847R</p>	<p>1) Keshab Kumar Halder - PAN - AAQPH3273G  2) Poulomi Halder - PAN - AASPH8726N  3) Prabhata Kumar Halder - PAN - AAQPH4586G  4) Rekha Halder - PAN - AANPH6426Q  5) P K Cereals Private Limited - PAN - AAECPI433F  6) Reliable Advertising Private Limited - PAN - AABCR2979K  7) Shri Jatadhari Rice Mill Private Limited - PAN - AANCS5328P  8) Intellect Buildcon Private Limited - PAN - AADCI3845D  9) Prakruti Commosale Private Limited - PAN - AAGCP0700K  10) Halder Venture Limited - PAN - AACCV6847R</p>	<p>1) Keshab Kumar Halder - PAN - AAQPH3273G  2) Prabhata Kumar Halder - PAN - AAQPH4586G  3) Rekha Halder - PAN - AANPH6426Q  4) Poulomi Halder - PAN - AASPH8726N  5) Reliable Advertising Private Limited - PAN - AABCR2979K  6) Halder Venture Limited - PAN - AACCV6847R</p>	<p>1) Halder Venture Limited - PAN - AACCV6847R  2) Intellect Buildcon Private Limited - PAN - AADCI3845D</p>	<p>1) Keshab Kumar Halder - PAN - AAQPH3273G  2) Poulomi Halder - PAN - AASPH8726N  3) Prabhata Kumar Halder - PAN - AAQPH4586G  4) Rekha Halder - PAN - AANPH6426Q  5) P K Cereals Private Limited - PAN - AAECPI433F  6) Reliable Advertising Private Limited - PAN - AABCR2979K  7) IDM Commercial Private Limited - PAN - AACJ3418J</p>
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<p>Names of the Board of Directors (with DIN and PAN nos.)</p>	<p>1) Keshab Kumar Halder - DIN 00574080, PAN - AAQPH3273G 2) Poulomi Halder - DIN 02224305, PAN - AASPH8726N 3) Prabhata Kumar Halder - DIN 02009423, PAN - AAQPH4586G 4) Debasis Saha - DIN 01561230, PAN - AKQPS5432C 5) Arpita Das - DIN 08803667, PAN - BGLPDI258F</p>	<p>1) Keshab Kumar Halder - DIN 00574080 2) Prabhata Kumar Halder - DIN 02009423</p>	<p>1) Keshab Kumar Halder - DIN 00574080 2) Poulomi Halder - DIN 02224305 3) Prabhata Kumar Halder - DIN 02009423 4) Rekha Halder - DIN 02240613</p>	<p>1) Keshab Kumar Halder - DIN 00574080 2) Prabhata Kumar Halder - DIN 02009423 3) Rekha Halder - DIN 02240613</p>	<p>1) Prabhata Kumar Halder - DIN 02009423 2) Rekha Halder - DIN 02240613</p>	<p>1) Keshab Kumar Halder - DIN 00574080 2) Poulomi Halder - DIN 02224305 3) Prabhata Kumar Halder - DIN 02009423 4) Rekha Halder - DIN 02240613</p>
<p>Please specify relation among the companies involved in the scheme, if any</p>	<p>The Transferee Company is the Holding Company of JDM COMMERCIAL PRIVATE LIMITED</p>	<p>The Transferor Company No 1 is a Wholly Owned Subsidiary of the Transferee Company as the entire shares are held by the Holding Company and its nominees</p>	<p>The Transferor Company No 2 is an Associate Company of the Transferor Company No 4 as the latter holds 32.91% shares in Transferor Company No 2. The Transferee Company NO 5 holds 10.74% shares in Transferor Company No 2. The Transferor Company NO 3 holds 9.49 % shares in Transferor Company No 2</p>	<p>The Transferor Company No 3 is a Associate Company of the Transferor Company No 4 as the latter holds 24.04 % shares in Transferor Company No 2. The Transferee Company holds 9.09% shares in the Transferor Company No 3</p>	<p>The Transferor Company No 4 is an Associate Company of the Transferee Company as the latter holds 44.77 % shares in Transferor Company No 4</p>	<p>The Transferor Company No 5 is an Associate Company of the Transferor Company No 4 as the latter holds 37.70 % shares in Transferor Company No 5. The Transferee Company No 3 holds 9.15 % shares in the Transferor Company No 5. The Transferor Company No 1 holds 9.61 % shares in the Transferor Company No 5</p>
<p>Details regarding change in management control in listed or resulting company seeking listing if any</p>	<p>Upon coming into effect of the Scheme, the promoters shareholding in the Transferee company which presently stood at 65.68% will stand increased to 73.84%. At present there are 6 promoters who collectively are controlling 65.68% shares of the Transferee Company. Post Amalgamation, the number of promoters will increase from 6 to 8 by virtue of the individuals who are promoters of the transferee Company are also the promoters of the companies who are shareholders in the Transferor Companies and to whom shares will be allotted pursuant to the Scheme.</p>					



## **RATIONALE OF THE SCHEME:**

The amalgamation of TRANSFEROR COMPANIES with the TRANSFEREE COMPANY would *inter alia* have the following benefits:

- a) The amalgamation would bring into existence a single entity with a larger size Capital by consolidating the Companies in the group on account of  
  - a. Promoters of the Transferee Company are the Promoters of the Transferor Company NO 2 , Transferor Company NO 3 and Transferor Company No 5.
  - b. The Transferor Company NO 4 is an associate of Transferee Company .
- c. The Transferor Company No 1 is a wholly Owned Subsidiary of Transferee Company .
- d. The Transferee Company NO 2 is an Associate Company of the Transferor Company No 5
- e. The Transferee Company NO 3 is an Associate Company of the Transferor Company No 5
- f. The Transferee Company NO 5 is a Associate Company of the Transferor Company No 4.
- b) The business carried on by the Transferee Company and Transferor Companies are almost similar . The Transferee Company is engaged in the manufacturing ,processing and selling of Rice and by products produced from Rice under its own brand. The Transferor Companies are also into manufacturing , processing and trading of Rice and and by products produced from Rice including trading in paddy . Thus the business carried on by the Transferee Company and Transferor Companies are common and can be easily combined for better utilization and enhancement of capacity.
- c) The Amalgamation of Transferor Company with the Transferee Company will result into enlarged combined assets base and will also provide an opportunity for the merged entity to leverage on such assets;
- d) Greater integration and greater financial strength and flexibility for the Transferee Company, which would result in maximizing overall shareholders value, and will improve the competitive position of the merged entity.



**DIAMOND HERITAGE**

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- e) The proposed amalgamation would help in enhancing the scale of operations, reduction in overheads, including administrative, statutory compliances, managerial and other expenditure, operational rationalization, organizational efficiency, and optimal utilization of resources by avoiding duplication of efforts;
- f) Taking into consideration the above synergies, the merged entity would result in better profitability and EBITDA margins. Accordingly the stronger financials will provide a better opportunity in terms of better trade credits, financial resources and in negotiations for prices and suppliers credit terms for the merged entity.
- g) The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Companies.

Thus, the Scheme of Amalgamation, as envisaged, would enable seamless access to strong business relationships, closer and better focused attention being given to the businesses which would get integrated, aligned and streamlined, leading to achievement of their full business and growth potential

