

## CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED

[CIN: U28113TN2005PTC056452]

Regd. Office: No. 40, Sapthagiri Colony Jafferhanpet, Chennai- 600 083 Tamil Nadu, India

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### NOTICE OF THE MEETING OF THE SECURED CREDITORS OF CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI ("NCLT") VIDE ITS ORDERS DATED 16<sup>TH</sup> DECEMBER 2019 AND 31<sup>ST</sup> DECEMBER 2019

#### MEETING:

Day	Monday
Date	17 <sup>TH</sup> February 2020
Time	12 Noon
Venue	No. 9/D-12, Sipcot IT Park, Siruseri – 603 103, Tamil Nadu, India

S.No.	Contents
1	Notice convening the meeting of the Secured Creditors of Chennai Radha Engineering Works Private Limited, convened as per the directions of the Hon'ble National Company Law Tribunal, Chennai, vide its orders dated 16th December 2019 and 31st December 2019
2	Explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
3	Scheme of Amalgamation of Pioneer Biologix Private Limited (Transferor Company-I) and Pioneer Tech Solutions Private Limited (Transferor Company-II) with Chennai Radha Engineering Works Private Limited (Transferee Company) and their respective Shareholders and Creditors under Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 as <b>Annexure 1</b>
4	Share Entitlement Ratio/valuation Report issued by KNRSG & ASSOCIATES, dated 10.09.2018 as <b>Annexure 2</b>
5	Certificate from the Statutory Auditors of Pioneer Biologix Private Limited (Transferor Company-I), Pioneer Tech Solutions Private Limited (Transferor Company-II) and Chennai Radha Engineering Works Private Limited (Transferee Company) to the effect that the Accounting Treatment as proposed in the Scheme is in conformity with the prescribed Accounting Standards as <b>Annexure 3</b>
6	Report adopted by the respective Board of Directors of Pioneer Biologix Private Limited (Transferor Company-I), Pioneer Tech Solutions Private Limited (Transferor Company-II) and Chennai Radha Engineering Works Private Limited (Transferee Company) pursuant to Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Arrangement etc. as <b>Annexure 4</b>
7	Unaudited provisional financial statements of Pioneer Biologix Private Limited (Transferor Company-I), Pioneer Tech Solutions Private Limited (Transferor Company-II) and Chennai Radha Engineering Works Private Limited (Transferee Company) as on 30 <sup>th</sup> November 2019 as <b>Annexure 5</b>
8	Route map to the meeting venue
9	Form of Proxy & Attendance Slip

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

COMPANY APPLICATION NO. 1154 & 1155 OF 2019

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of Pioneer Biologix Private Limited having CIN U01117TN2008PTC066086(Transferor Company-I) and Pioneer Tech Solutions Private Limited having CIN U30007TN2008PTC066084 (Transferor Company-II) with Chennai Radha Engineering Works Private Limited having CIN U28113TN2005PTC056452(Transferee Company) and their respective Shareholders and creditors.

Chennai Radha Engineering Works Private Limited, a company incorporated under the provisions of Companies Act, 1956 with CIN: U28113TN2005PTC056452 and having its registered office at No. 40, Sapthagiri Colony Jafferkanpet, Chennai- 600 083 Tamil Nadu, India

Applicant/Transferee Company

**FORM NO. CAA 2**

[Pursuant to Section 230 (3) and rule 6 & 7]  
Company Application No. 1154 & 1155 of 2019

**Notice convening meeting of Secured Creditors of Chennai Radha Engineering Works Private Limited**

To,

The Secured Creditors

Notice is hereby given that by orders dated 16<sup>th</sup> December 2019 and 31<sup>st</sup> December 2019, the Chennai Bench of the National Company Law Tribunal has directed a meeting to be held of Secured Creditors of Chennai Radha Engineering Works Private Limited (“Company”) for the purpose of considering, and, if thought fit, approving, with or without modification, the Scheme of Amalgamation of Pioneer Biologix Private Limited (Transferor Company-I) and Pioneer Tech Solutions Private Limited (Transferor Company-II) with Chennai Radha Engineering Works Private Limited (Transferee Company) and their respective Shareholders for transacting the following business:

**To consider and, if thought fit, approve the following Resolution under Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force):**

“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-

enactment thereof for the time being in force) and the National Company Law Tribunal Rules, 2016 and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT" or "Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities, if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed Scheme of Amalgamation of Pioneer Biologix Private Limited (Transferor Company-I) and Pioneer Tech Solutions Private Limited (Transferor Company- II) with Chennai Radha Engineering Works Private Limited (Transferee Company) and their respective Shareholders and creditors, placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, which inter alia envisages the amalgamation of the Transferor Company I and Transferor Company II (as defined in the Scheme) into the Transferee Company be and is hereby approved."

In pursuance of the said Orders and as directed therein, further notice is hereby given that a meeting of Secured Creditors of the said Applicant/Transferee Company will be held at No. 9/D-12, Sipcot IT Park, Siruseri – 603 103, Tamil Nadu, India, on Monday, 17<sup>th</sup> February, 2020 at 12:00 PM at which time and place the said secured creditors are requested to attend.

Copies of the said Scheme of Amalgamation and the statement under Section 230 are annexed to this Notice and can be obtained free of charge at the Registered Office of the Applicant Company and / or at the office of its advocate at #4 "Aishwarya", 12B / 177, 6<sup>th</sup> Street, Kumaran Colony, Vadapalani, Chennai, Tamil Nadu 600026. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form, duly signed or authorized by the said person, are deposited at the Registered Office of the Company at Plot No.40, Sapthagiri Colony Jaffer Khanpet, Chennai- 600 083, Tamil Nadu, India, not later than 48 hours before the meeting.

**Forms of proxy can be obtained from the Registered Office of the Company. Alternatively, a form is also attached to the notice herewith.**

The Tribunal has appointed Mr. Venkatraman as Chairperson of the said meeting. The above mentioned Scheme of Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

The Tribunal has appointed Mr. Gopal Krishna Raju, Practicing Company Secretary (Mob: +919840063269) (Email: gopalkrishnarajuca@gmail.com) as Scrutinizer for conducting the voting process in a fair and transparent manner.

-Sd-

Mr. Venkatraman

Chairman Appointed for the Meeting

Date: 10<sup>th</sup> January 2020

Place: Chennai

Registered Office:

No.40, Sapthagiri Colony,  
Jaffer Khanpet, Chennai- 600 083,  
Tamil Nadu

Notes:

1. Only secured creditors of the Company may attend and vote (either in person or by proxy or by authorized representative under Section 113 of the Companies Act, 2013) at the Secured Creditors meeting. The representative of a body corporate which is a Secured Creditor of the Company may attend and vote at the 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 meeting authorizing such a representative to attend and vote at the Secured Creditors meeting.
2. The Proxy form is attached to this Notice. An additional proxy form can also be obtained from the registered office of the Company.
3. All alterations in the Form of Proxy should be initialed.
4. Voting by proxy shall be permitted, provided a proxy in the prescribed form duly signed by the person entitled to attend and vote at the meeting is filed with the company at its registered office not later than 48 hours before the meeting.
5. The proxy cannot be a minor.
6. A Secured Creditor or his proxy or authorized representative, as the case may be, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
7. The proxy of a creditor blind or incapable of writing maybe accepted if such creditor has attached his signature or mark thereto in presence of a witness who shall add to his signature his description and address : provided that all insertions have been made by him at the request and in the presence of creditor before he attached his signature or mark.
8. The proxy of a creditor who does not know English maybe accepted if it is executed in the manner prescribed above and the witness certifies that it was explained to the creditor in the language known to him, and gives the creditor's name in the English below the signature.
9. The material documents referred to in the accompanying Explanatory Statement shall be open for inspection, from 11.00 a.m. to 1.00 p.m. on any working day (except Saturdays, Sundays and Public Holidays) upto one day prior to the date of the meeting by the Secured Creditors at the Registered Office of the Applicant Company.



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

COMPANY APPLICATION NO. 1154 & 1155 OF 2019

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of Pioneer Biologix Private Limited having CIN U01117TN2008PTC066086 (Transferor Company-I) and Pioneer Tech Solutions Private Limited having CIN U30007TN2008PTC066084 (Transferor Company-II) with Chennai Radha Engineering Works Private Limited having CIN U28113TN2005PTC056452 (Transferee Company) and their respective Shareholders and creditors.

Chennai Radha Engineering Works Private Limited, a company incorporated under the provisions of Companies Act, 1956 with CIN U28113TN2005PTC056452 and having its registered office at No. 40, Sapthagiri Colony Jafferkanpet, Chennai- 600 083 Tamil Nadu, India

Applicant/Transferee Company

**EXPLANATORY STATEMENT TO THE NOTICE OF THE MEETING OF SECURED CREDITORS OF APPLICANT COMPANY UNDER SECTION 102 AND 230 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the Orders dated 16<sup>th</sup> December 2019 and 31<sup>st</sup> December, 2019, passed by the Chennai Bench of the National Company Law Tribunal, in the Company Application referred to hereinabove, meeting of the Secured Creditors of the Applicant Company, is being convened and held for the purpose of considering and, if thought fit, approving the proposed Scheme of Amalgamation of Pioneer Biologix Private Limited (Transferor Company-I) and Pioneer Tech Solutions Private Limited (Transferor Company-II) with Chennai Radha Engineering Works Private Limited (Transferee Company) and their respective Shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment or amendment thereof) read with the rules issued thereunder.
2. A copy of the Scheme setting out in detail the terms and conditions of the Amalgamation, inter alia, providing for the proposed Scheme, which has been approved by the Board of Directors of the Applicant Company at its meeting held on 8<sup>th</sup> November 2018, is attached to this explanatory statement and forms part of this statement as **ANNEXURE 1**.
3. **Background of Pioneer Biologix Private Limited ("Transferor Company – I") is as under:**
  - i. Pioneer Biologix Private Limited was incorporated under the Companies Act, 1956 as a Private company, limited by shares, bearing Corporate Identification Number U01117TN2008PTC066086, as per Certificate of Incorporation issued by the Registrar of Companies, Tamil Nadu on 16.01.2008.

- ii. The registered office of the Transferor Company – I is located at No.40, Sapthagiri Colony Jafferhanpet, Chennai-600 083, Tamil Nadu.
- iii. The Authorised, Issued, Subscribed and paid-up Share Capital of Transferor Company –I as on 31<sup>st</sup> March, 2019 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b> (30,00,000 equity shares of Rs. 10 each)	<b>3,00,00,000</b>
<b>Issued, Subscribed and Fully paid-up</b> (96,688 equity shares of Rs. 10 each fully paid up)	<b>9,66,880</b>

- iv. The main object of the Transferor Company –I set out in the Memorandum of Association is as under:
  - a) To establish, promote, create, run, maintain, participate and develop in India or elsewhere Biotechnology industry for the development of agricultural and health sector and to promote creative Biopharmaceutical products using recombinant DNA bio-technology.
  - b) To undertake, promote, assist, procure or otherwise acquire or engage in all kinds, of developmental work in the fields of Agriculture and Health Services using Biotechnology and Biopharmacy for developing, manufacturing, producing, processing, preparing, treating, buying, selling, importing, exporting, distributing, marketing, Bioanalytical testing, servicing and generally dealing in all kinds, descriptions and varieties of agricultural products, Biological drugs, pharmaceuticals, vaccines, antibodies, virulent bacteria, fermenters and other industrial bio-products such as enzymes gums and Biofuels.
  - c) To carry on the business of developing, manufacturing, producing, processing, preparing, treating, buying, selling, importing, exporting, distributing, marketing and generally dealing in all kinds, descriptions and varieties of goods, equipment machinery appliances, gadgets, chemicals and intermediaries which are used or are capable of being used in the above fields.
  - d) To carry on the business of research, design, develop, prepare and supply technical know-how alone or in collaboration with similar research bodies/universities/associations and to act as consultant in all respects in the fields of Agriculture, Biomedicine, Biotechnology and Biopharmacy.
  - e) To carry on the business of conducting research in the field of Biopharmaceuticals, to identify newer drug entities and drug delivery system, to conduct pre-clinical animal model trials relating to treating and/or curing human animal health, related diseases or disorders, management and feeding and to sell, export, exchange, draw, deal in all such biological and biotechnical products and related hardware products both in India and abroad.
  - f) To provide and extend consultancy in the area of Biopharmaceuticals, technology export including production to other countries and to sell, deal, export, import, exchange and trade in all types of biological and biochemical products including industrial grade, research reagent grade and consumer grade chemicals.
  - g) To carry on the business of developing engineering design, manufacturing, assembling, testing, buying, selling, importing and exporting, distributing, or dealing in all kinds of and

description of Gate valves, Globe valves, Ball valves, Butterfly valves, Check valves, Relief valves, Safety valves and all other types and ranges of valves and components.

**4. Background of Pioneer Tech Solutions Private Limited (Transferor Company — II) is as under:**

- i. Pioneer Tech Solutions Private Limited, was incorporated under the Companies Act, 1956 as a Private company limited by shares, bearing Corporate Identification Number U30007TN2008PTC066084, as per Certificate of Incorporation issued by the Registrar of Companies, Tamil Nadu on 16.01.2008.
- ii. The Registered office of the Transferor Company-II is situated at No. 40, Sapthagiri Colony, Jafferkanpet, Chennai- 600 083, Tamil Nadu.
- iii. The Authorised, Issued, Subscribed and paid-up Share Capital of the Transferor Company – II as on 31<sup>st</sup> March, 2019 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b> (30,00,000 equity shares of Rs. 10 each)	<b>3,00,00,000</b>
<b>Issued, Subscribed and Fully paid-up</b> (1,09,258 equity shares of Rs. 10 each fully paid up)	<b>10,92,580</b>

- iv. The main objects specified in the Memorandum of Association of the Transferor Company – II are as follows:
  - a) To manufacture, import, export, purchase or sell and deal in all kinds of computer peripherals and accessories equipments and systems including digital, analogue, hybrid, main-frame computer, super-mini, super micro, micro computers, dumb and intelligent computer systems, Electronic Fuel Transistor, Automotive electronics, Consumer electronics, Automatic Teller Machines, Point of sale data communications equipment, monitors, emulators, floppy, mini floppy disk drives, diskettes, mini diskette drives, data cassette recorders, card readers, card punchers, cartridge hard disks, matrix character, impact, non-impact, thermal ink jet laser printing systems, electric sensitive wheel and ball printers, scillatory and graphic printers, plotters, X-Y recorders, strip chart recorders, micro processor kit, computer game sets and build-up systems, computer clips and components, computer stationeries, forms , other original equipment manufacturer products and spare parts for all these equipment and to repair, refurbish and perform remedial services to the above mentioned equipments.
  - b) To develop a business in Information Technology covering development of Application Software for use in all areas of activity eg., financial services, medical and health care activities, automotive electronics, consumer electronics, manufacturing processes, aviation, entertainment ,telecommunications, internet based services, electronic media, defense equipment, transportation, System Integration and other IT enabled services, either for its use or for sale in India or for export outside India.
  - c) To carry on business as advisers, consultants, contractors to any persons, firms, corporations requiring knowledge, expertise or know-how in the field of computers, software, automotive electronics, consumer electronics, system study, management consultancy, techno economic feasibility studies of projects, design and development of management information systems,

data processing, information retrieval and management, modern scientific techniques of information and all things used in connection therewith and to organize, run and give seminars, training, general and specific courses on computer systems software, hardware and applications.

- d) To carry on the business pertaining to or connected with and involving information technology, computer data processing, computerized information, retrieval systems, computer software, development and management feasibility studies, analysis and design or turnkey systems for scientific, mathematical, statistical, engineering, statutory, financial, banking, commercial and business applications, data base systems, on-line acquiring systems, mobile communication systems, telecom software, wireless software applications, internet software applications, transactional processing systems, data capture, data logging, data preparation, computer graphics, plottings and chartings software, process control softwares, simulation and modeling.
- e) To carry on business of imparting training in Computer and Software for clients in India and abroad.
- f) To carry on business of developing engineering design, manufacturing, assembling, testing, buying, selling, importing and exporting, distributing, or dealing in all kinds of and description of gate valves, globe valves, ball valves, butterfly valves, check valves, relief valves, safety valves and all other types and ranges of valves and components.

**5. Background of Chennai Radha Engineering Works Private Limited (“Transferee Company”) is as under:**

- i) Chennai Radha Engineering Private Limited, was incorporated under the Companies Act, 1956 as a private Company limited by shares, bearing Corporate Identification Number: U28113TN2005PTC056452, as per Certificate of Incorporation issued by the Registrar of Companies, Tamil Nadu on 30.05.2005.
- ii) The registered office of the Transferee Company is situated at No. 40, Sapthagiri Colony, Jafferhanpet, Chennai- 600 083, Tamil Nadu.
- iii) The Authorised, Issued, Subscribed and paid-up Share Capital of the Transferee Company as on 31<sup>st</sup> March .2019 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b> (1,20,00,000 equity shares of Rs. 10 each)	<b>12,00,00,000</b>
<b>Issued, Subscribed and Fully paid-up</b> (1,12,20,292 equity shares of Rs. 10 each fully paid up)	<b>11,22,02,920</b>

- iv) The main objects specified in the Memorandum of Association of the Transferee Company are as follows:
  - a) To carry on the business of fabrication, assembling, designing, planning, commissioning all types of engineering, mechanical, construction and industrial plants and projects including turn key projects and erection, operation and maintenance of conveyor systems.

- b) To carry on business of consultation, designing, know-how, detailed engineering, including fabrication of all kinds of plants, tools and equipment for all type of industries.
- c) To carry on the business of manufacture, make, assemble, build, construct, mould erect, fabricate equipments, machinery, vehicles, buildings and other commercial, manufacturing, trading and service business.
- d) To carry on the business of handling, loading, unloading and transportation of all types of cargo including coal.
- e) To carry on business of buying, selling, importing, exporting or otherwise in all types of engineering products.
- f) To manufacture, develop, import, export, buy, sell and deal in all configurations of computers, communication and information technology equipments in all its branches including hardware, software, tools, accessories, peripherals and all other allied products and related services in India and abroad.
- g) To carry business as consultants for exporters, importers in India and abroad for the above objects and to represent as agents, distributors, dealers for many products or services including man power management, research and development work to design, develop, system software, application software, etc.
- h) To carry on the business of running motor mini buses, buses, motor taxis, motor lorries and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers and generally to do the business of common carriers.
- i) To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, project, supply and to act as agent, broker, representative, consultants, collaborator, otherwise to deal in electric power in all its branches of such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydraulic power plants, solar power plants, wind energy power plants and other power plants based on any source of energy as may be developed and invented in future.
- j) To carry on the business of research and development, product improvisation, developing technical know-how, running research centers and scientific laboratories and undertaking training and development of human resources engaged in the field of various conventional and unconventional sources of energy and power.
- k) To carry on the business of Design, manufacturing, supply trading, erection, procuring, testing, commissioning or otherwise dealing in goods including capital goods pertaining to thermal, mechanical, hydraulic, electric, solar, wind or other conventional or unconventional source of energy including but not limited to Boiler, Generator & turbines, switch gears, thermal energy storage systems, panels, switches, environmental process systems, cooling systems, heat and motive power equipments, panels, incubators, insulators, circuit breakers, switch gears, cables and other goods of the some kind or sort and to provide consultancy and expert services relating to supervision and control of power and energy in India or abroad
- l) To carry on the business of power trading directly or through power exchange.

- m) To carry on the business of manpower placement consultants duly recruiting, training and employing personnel such as management/executive level staff, skilled/unskilled labours as required by various industries/organizations and to provide consultancy and other services in connection with requirements of manpower supply to various industries / organizations in India and abroad.
- n) To carry on the business of removal of overburden, extraction of coal/minerals and loading, transportation & unloading of overburden/minerals etc., by mechanized means using heavy earth moving machineries such as Surface Miner, Excavator, Pay loader, Dumpers/Tippers, Dozer etc., and employing such number of manpower as required in mining industry in India and abroad.
- o) To establish, own, acquire, work and manage factories for carrying out business related to Railway Coach building, undertaking Cable Harnessing, Electrical panel wiring works, Mechanical/Electrical furnishing works in the Railway Coaches including but not limited to Manufacture and Supply of Under Frame, Set of Side Wall assembly, Roof Assembly, End Wall Assembly, Shell Kit, Cable Ducts, Electrical Panel, etc. using Stainless Steel and/or Other Metals/Materials to provide Services incidental and ancillary but not limited to repairs on such Railway Coach on contractual basis in India and obtain the necessary licenses/approvals with various Government authorities as may be applicable.

## **6. Rationale and Salient Features of the Scheme:**

The proposed Scheme involves amalgamation of Transferor Company-I and Transferor Company-II into Transferee Company under the provisions of Section 230 to 232 of the Companies Act, 2013 and is envisaged to yield specific benefits as follows:

- a) The Transferor Companies and the Transferee Company are companies belonging to the same group, they have common shareholders and common directors. The Transferee Company makes use of one of the leasehold assets of Transferor Company-I located at Kancheepuram, details of which have been more fully described in Schedule 1 of the scheme of amalgamation and also one of the leasehold assets of Transferor Company-II located at Kancheepuram, the details of which have been more fully described in Schedule 2 of the scheme of amalgamation, and there are many human resources who render services to the Transferor Companies and Transferee Company in general. As such all the companies have a close link between them in respect of business and operational activities. If the companies are integrated through a process of merger at this stage, it is likely to bring in enormous synergetic benefits and will pave way for creating a large enterprise and even the human resources could be streamlined and integrated.
- b) The Scheme of Amalgamation envisaged would enhance the value proposition and would be beneficial to shareholders, creditors, employees and all those connected with the Transferor Companies and Transferee Company.
- c) The Board of Directors of the Transferor Companies and Transferee Company envisage the following benefits arising from this merger:
  - The amalgamation enables the combining and pooling of their core services, financial and other resources of the three companies together for deriving optimum benefits. There would therefore be better operational efficiency in utilization of the administrative, managerial, financial and other resources by one large company leading to higher profitability;



- The amalgamation will result in increased financial strength and flexibility and enhance the ability of the amalgamated entity to expand its activities, thereby contributing to enhancement of future business potential;
- Operational integration, co-ordination, synchronisation, and planning will improve the overall performance. Operational synergy will lead to time and cost saving, improve cash inflows providing valuable financial resources for modernisation, expansion etc., which will make Transferee Company remain competitive at all times in this technologically advanced world.
- The integration of administrative systems, centralised control over operational facilities, implementation of uniform management practices, accounting and financial systems as well as integration of employees of all the companies will produce a strong and versatile organization, with necessary size, capabilities and resources that would make it a globally competitive enterprise.
- As a whole, the merger will be in the best interests of all the stakeholders, i.e. shareholders, creditors, employees *et al.*

In view of the aforesaid, the Board of Directors of the Transferor Company-I, Transferor Company-II and Transferee Company have considered and proposed amalgamation of the Transferor Company-I and Transferor Company-II into the Transferee Company to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Company-I, Transferor Company-II and Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of the Undertaking (as defined in the Scheme) into the Transferee Company pursuant to the provisions of Section 230 to Section 232 and other relevant provisions of the Companies Act, 2013.

**THE SECURED CREDITORS OF THE APPLICANT/TRANSFEREE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF ARRANGEMENT TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.**

#### **7. Board Meeting, Valuation Report & Basis of Valuation Report**

The Proposed Scheme was placed before the Board of Directors of the Applicant Company on 8<sup>th</sup> November 2018 along with the valuation report dated 10<sup>th</sup> September 2018 of KNRS & Associates, Chartered Accountants.

#### **8. Submissions, Approvals and Other Information**

The Transferor Companies and the Transferee Company have made an application before Chennai Bench of National Company Law Tribunal for the sanction of the Scheme under Sections 230 to 232 of the Companies Act, 2013 and is subject to approval of the NCLT.

#### **9. Directors, Promoters and Key Managerial Personnel (“KMP”)**

The Directors and KMP of the Transferee Company may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the Transferor Companies forming part of the Scheme, and/or to the extent the said directors are common directors in the said companies, and/or to the extent the KMP is holding shares in the said companies and/or to the extent the said directors and /or KMP are the partner, directors, members of the companies, firms,



association of persons, bodies corporate and /or beneficiary of trust that hold shares in any of the said Transferor Companies.

A. The details of the present Directors of Companies are as follows:

**List of Directors of Pioneer Biologix Private Limited as on 6<sup>th</sup> January 2020**

<b>SL. NO.</b>	<b>NAME OF THE DIRECTOR</b>	<b>DIN</b>	<b>ADDRESS</b>
1.	Padmavathy Venkatesan	01735047	No 2304, Wing A Bridge Wood, Hiranandini, Egattur, Chennai – 603103, Tamil Nadu
2.	Venkatesan Sambandam	01742303	Birchwood Flat, No: 2203,2204, 5/63, Rajiv Gandhi Salai, Egattur, Chennai-603103, Tamil Nadu

**List of Directors of Pioneer Tech Solutions Private Limited as on 6<sup>th</sup> January 2020**

<b>SL. NO.</b>	<b>NAME OF THE DIRECTOR</b>	<b>DIN</b>	<b>ADDRESS</b>
1.	Padmavathy Venkatesan	01735047	No 2304, Wing A Bridge Wood, Hiranandini, Egattur, Chennai – 603103, Tamil Nadu
2.	Venkatesan Sambandam	01742303	Birchwood Flat, No: 2203,2204, 5/63, Rajiv Gandhi Salai, Egattur, Chennai-603103, Tamil Nadu

**List of Directors of Chennai Radha Engineering Works Private Limited as on 6<sup>th</sup> January 2020**

<b>SL. NO.</b>	<b>NAME OF THE DIRECTORS</b>	<b>DIN</b>	<b>ADDRESS</b>
1.	Padmavathy Venkatesan	01735047	No 2304, Wing A Bridge Wood, Hiranandini, Egattur, Chennai – 603103, Tamil Nadu
2.	Venkatesan Sambandam	01742303	Birchwood Flat, No: 2203,2204, 5/63, Rajiv Gandhi Salai, Egattur, Chennai-603103, Tamil Nadu
3.	Ramu Venkatachalam Ranganathan	01852384	No. 33, Sabthagiri Colony, Jafferhanpet, Chennai – 600083, Tamil Nadu
4.	Radhaselvi Venkatesan	01949698	Flat No. 2502, 25th floor, Oceanic Hiranandani upscale, 5/63, Rajiv Gandhi Salai, Egattur, Padur,

			Kancheepuram – 603103, Tamil Nadu
5.	SenthilkumarRenganathan Venkatachalam	01956364	Pine Wood Flat No.2104, Wing B 5/63, Rajiv Gandhi Salai, Eggattur, Chennai 603103, Tamil Nadu

**B. List of Shareholders of the company are as follows:**

**List of Shareholders of Pioneer Biologix Private Limited as on 6<sup>th</sup> January 2020**

Sl.no	Name of the Shareholders	No. of shares held (Each share of Rs.10)	Equity share capital held	Promoter/Non-Promoter
1.	Mr. S. Venkatesan	51,800	518000	Promoter
2.	Mrs. V. Padmavathy	1,000	10000	Promoter
3.	Chennai Radha Engineering Works Private Limited	30,838	308380	Promoter
4.	Soundaryam General Trading	13,050	130500	Non promoter
	Total	96,688	966880	

**List of shareholders of Pioneer Tech Solutions Private Limited as on 6<sup>th</sup> January 2020**

Sl.no	Name of the shareholders	No. of shares held (Each share of Rs.10)	Equity share capital held	Promoter/Non-Promoter
1.	Mr.S.Venkatesan	51,062	510620	Promoter
2.	Mrs. V. Padmavathy	1,000	10000	Promoter
3.	Chennai Radha Engineering Works Private Limited	33,888	338880	Promoter
4.	Soundaryam General Trading	23,308	233080	Non-promoter
	Total	1,09,258	1092580	

**List of Shareholders of Chennai Radha Engineering Works Private Limited as on 6<sup>th</sup> January 2020**

Sl.no	Name of the Shareholders	No. of shares held (Each share of Rs.10)	Equity share capital held	Promoter/Non-Promoter
1.	S. Venkatesan	60,96,274	60962740	Promoter
2.	V R Senthilkumar	11,99,582	11995820	Promoter
3.	V Padmavathy	12,90,300	12903000	Promoter
4.	V R Ramu	9,49,582	9495820	Non-promoter
5.	Radhaselvi Venkatesan	11,20,800	11208000	Non-promoter

6.	V Gnanambigai	5,63,754	5637540	Non-promoter
	Total	11220292	112202920	

**10. Statement disclosing details of Amalgamation as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016**

Sl. No.	Particulars	Pioneer Biologix Private limited (Transferor Company-1)	Pioneer Tech Solutions Private Limited (Transferor Company-2)	Chennai Engineering Private Limited (Transferee Company)	Radha Works Limited
(i)	Details of the order of the NCLT directing the calling, convening and conducting of the meeting of Secured Creditors:				
a.	Date of order	The NCLT has dispensed with the requirement of conducting meeting	The NCLT has dispensed with the requirement of conducting meeting	Order dated 16/12/2019 read with order dated 31/12/2019	
b.	Date, time and venue of the meeting			17 <sup>th</sup> February, 2020 at 12:00 PM at the corporate office address at No. 9/D-12, Sipcot IT Park, Siruseri - 603 103 Tamil Nadu, India.	
(ii)	Details of the Companies including				
a.	Corporate Identification Number (CIN)	U01117TN2008PTC066086	U30007TN2008PTCO66084	U28113TN2005PTC056452	
b.	Permanent Account Number (PAN)	AAECP5643F	AAECP5644C	AACCC6068R	
c.	Name of the Company	Pioneer Biologix Private Limited	Pioneer Tech Solutions Private Limited	Chennai Radha Engineering Works Private Limited	
d.	Date of Incorporation	16.01.2008	16.01.2008	30.05.2005	
e.	Type of Company	Private	Private	Private	
f.	Registered Office address	No.40, Sapthagiri Colony Jafferkhanpet, Chennai-600 083	No.40, Sapthagiri Colony Jafferkhanpet, Chennai-600 083	No.40, Sapthagiri Colony Jafferkhanpet, Chennai-600 083	

	E-Mail Address	hoaccounts@crewpl.com	hoaccounts@crewpl.com	hoaccounts@crewpl.com
g.	Summary of the main object as per the Memorandum of Association: and main business carried on by the Company	The Company is engaged in Bio-pharmacy, Biotechnology for the development of agriculture and health sector. They conduct research in the field of Biopharmaceuticals and in all kinds of biological and biochemical products.	The Company is engaged in information technology covering development of Application Software for use in all areas of activity.	The Company is engaged of power trading directly or through power exchange by undertaking projects in Thermal Power.
h.	Details of change of name, Registered Office and objects of the Company during the last five years	Not applicable	Not applicable	The Company vide. Extra-ordinary General meeting held on 6 <sup>th</sup> April 2018 obtained approval from the members to insert objects under the Object clause of the Memorandum of Association and to substitute the entire set of Articles of Association as per Companies Act, 2013.
i.	Name of stock exchange(s) where securities of the Company are listed, if applicable	Not applicable	Not applicable	Not applicable
j.	Details of capital structure-Authorized, Issued, subscribed and Paid-up Share Capital	As per para 3 (iii) of the Explanatory Statement and clause 2 of the scheme	As per para 4 (iii) of the Explanatory Statement and clause 2 of the scheme	As per para 5 (iii) of the Explanatory Statement and clause 2 of the scheme
k.	Name of the Promoters and directors with their addresses	As per para 9 of the Explanatory Statement	As per para 9 of the Explanatory Statement	As per para 9 of the Explanatory Statement
(iii)	If the scheme of Amalgamation relates to more than one	All the companies are part of the same group of companies. The Transferor Companies are associate companies of the Transferee Company.		

	company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of Amalgamation, including holding, subsidiary or associate companies			
(iv)	The date of Board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	8 <sup>th</sup> November 2018  All directors were present at the meeting and all present voted in favour of the resolution	8 <sup>th</sup> November 2018  All directors were present at the meeting and all present voted in favour of the resolution	8 <sup>th</sup> November 2018  All directors were present at the meeting and all present voted in favour of the resolution
(v)	Explanatory Statement disclosing details of the scheme of Amalgamation including:-			
A	Parties involved in such Amalgamation	Pioneer Biologix Private Limited Pioneer Tech Solutions Private Limited Chennai Radha Engineering Works Private Limited		
	Appointed Date	01.04.2018		
	Effective Date	The date or last of the dates on which the certified copy of the order of the Tribunal sanctioning this Scheme is filed with the concerned Registrar of Companies by the Transferor Companies and the Transferee Company.		
b.	Share Exchange Ratio and other	Two fully paid up equity	Five fully paid up	Not applicable being

	considerations, if any	shares of Rs. 10 each in share capital of the Transferee Company, for every fully paid up equity shares of Rs. 10 each held in the Transferor Company No. 1	equity shares of Rs. 10 each in share capital of the Transferee Company, for every two fully paid up equity shares of Rs. 10 each held in the Transferor Company No. 2.	a transferee company
c.	Summary of Valuation report (if applicable) and the declaration that the valuation report is available for inspection at registered office of the Company	The company has obtained the Share Entitlement Ratio Report. The same shall be available at the Registered office of the Company for inspection.		
d.	Details of Capital or debt restructuring, if any	NIL	NIL	NIL
e.	Rationale for the Amalgamation	As per para 6 of the Explanatory Statement. Also, refer, clause 3 of the Scheme		
f.	Benefits of the Amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable)			
g.	Amount due to unsecured creditors	As on 26.04.2019 there is One unsecured creditor amounting to a total of Rs. 94,86,696/- (Rupees Ninety Four Lakhs Eighty Six Thousand Six Hundred and Ninety Six only)	As on 26.04.2019 there is One unsecured creditor amounting to a total of Rs. 24,07,341/- (Rupees Twenty Four Lakhs Seven Thousand Three Hundred and Forty One only)	As on 26.04.2019 there are 910 (Nine Hundred and Ten) unsecured creditors amounting to a total of Rs. 75,54,41,531/- (Rupees Seventy Five Crores Fifty Four Lakhs Forty One Thousand Five Hundred and Thirty One only)
(vi)	Disclosure about effect of the Amalgamation on:			
a.	Key Managerial personnel (KMP) (other than directors)	The Company does not have any KMP	The Company does not have any KMP	The Company does not have any KMP
b.	Directors	The Directors of this Transferor Company are also on the Board of the Transferee Company and will continue to be on the Board of the Transferee	The Directors of this Transferor Company are also on the Board of the Transferee Company and will continue to be on the	Not Applicable

		Company.	Board of the Transferee Company.	
c.	Promoters and non-promoter members	The shareholders (promoter and non-promoter) will get Two fully paid up equity shares of Rs. 10 each in share capital of the Transferee Company, for every fully paid up equity shares of Rs. 10 each held in the Transferor Company No. 1	The shareholders (promoter and non-promoter) will get Five fully paid up equity shares of Rs. 10 each in share capital of the Transferee Company, for every two fully paid up equity shares of Rs. 10 each held in the Transferor Company No. 2.	Not applicable being a transferee company
d.	Depositors	Not applicable since the companies does not have deposits		
e	Creditors	No effect.  Since there is no compromise or arrangement with any of the Creditors as their rights are not affected and all the creditors would be paid off in the ordinary course of business.		
f.	Debenture holders	Not applicable since the companies have not issued any debentures		
g.	Deposit trustee & Debenture trustee	Not Applicable since the Company has not accepted any deposits nor issued debentures.		
h.	Employees of the company	No effect as Employees of the Transferor-I and Transferor-II Company will become Employees of the Transferee Company		
(vii)	Disclosure about effect of Amalgamation on material interest of Directors			
	Directors	No material effect of Amalgamation		
	Key Managerial Personnel	No material effect of Amalgamation		
	Debenture Trustee	Not Applicable		
(viii)	Investigation or proceedings, if any, pending against the company under the Act	No pending investigation or pending proceedings		
(ix)	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or inspection by the members and creditors:			
a.	Latest Audited Financial Statements of the Company including consolidated financial statements	Available at Registered Office of the respective Companies between 11:00 a.m. to 01:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting and on the date of the meeting		



b.	Copy of the order of Tribunal in pursuance of which the meeting is to be converted or has been dispensed with	Available at Registered Office of the respective Companies between 11:00 a.m. to 01:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting and on the date of the meeting		
c.	Copy of Scheme of Amalgamation	<p>Given as <b>ANNEXURE 1</b></p> <p>Also available at Registered Office of the respective Companies between 11:00 a.m. to 01:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting and on the date of the meeting</p>		
d.	Contracts or Agreements material to the compromise or Amalgamation	There were no contracts or agreements material to the scheme of Amalgamation		
e.	The Certificate issued by the Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangements is in conformity with the Accounting standards prescribed under Section 133 of the Companies Act, 2013; and	Available at Registered Office of the respective Companies between 11:00 a.m. to 01:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting and on the date of the meeting		
f.	Such other information or documents as the Board or Management believes necessary and relevant for making decision things for or against the scheme	NIL	NIL	NIL
(x)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Amalgamation	Not Applicable	Not Applicable	Not Applicable
(xi)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where, applicable, by voting through electronic means	Members to whom the Notice is sent may vote in the meeting either in person or through proxies.		

## 11. General

The following additional documents will be open for inspection to the secured creditors of the Company at its Registered Office between 11:00 a.m. to 01:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting:

- (i) Papers and proceedings in Company Application No.1154 & 1155 of 2019 including certified copy of the Orders of the Chennai Bench of the National Company Law Tribunal in the said Company Application directing the convening and holding of the meetings of the secured and unsecured creditors of the Company;
- (ii) Memorandum of Association and Articles of Association of the Transferor Company-I, Transferor Company- II and Transferee Company;
- (iii) Share Entitlement Ratio/Valuation Report issued by KNRS&G & ASSOCIATES, dated 10.09.2018;
- (iv) Register of Directors and Shareholders of the Applicant Company;
- (v) Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2019 of the applicant Company;
- (vi) Supplementary accounting statement of the Transferor Companies and Transferee Company as on 30<sup>th</sup> November 2019;
- (vii) A report adopted by the directors of the Transferor Companies and Transferee Company explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties;
- (viii) Certificate from the Statutory Auditors to the effect that the Accounting Treatment as proposed in the Scheme is in conformity with the prescribed Accounting Standards;
- (ix) Copies of the resolutions passed by the respective Board of Directors of the Transferor Company -I, Transferor Company-II and Transferee Company approving the Scheme.

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Mr. Venkataraman  
Chairman Appointed for the Meeting

Date: 10<sup>th</sup> January 2020

Place: Chennai

Registered Office: No.40, Sapthagiri Colony Jafferhanpet, Chennai- 600 083, Tamil Nadu

**SCHEME OF AMALGAMATION  
OF  
PIONEER BIOLOGIX PRIVATE LIMITED  
(Transferor Company No.1)  
AND  
PIONEER TECH SOLUTIONS PRIVATE LIMITED  
(Transferor Company No.2)  
(collectively "Transferor Companies")  
WITH  
CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED  
(Transferee Company)  
AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS  
(Under Sections 230 to 232 of the Companies Act, 2013)**

**PART I:-PREAMBLE**

The Scheme of Amalgamation (Merger) has been formulated and presented under Section 230-232 of the Companies Act, 2013. This Scheme of Merger is proposed between Pioneer Biologix Private Limited, PioneerTech Solutions Private Limited with Chennai Radha Engineering Works Private Limited.

**PART II - GENERAL**

**1. DEFINITIONS**

In this Scheme, unless inconsistent with the subject or context, the following shall have the meanings as provided herein:

- 1.1 **"Act"** means the Companies Act, 2013 or any statutory modification or reenactment thereof.
- 1.2 **"Appointed Date"** means the date from which this Scheme shall become operative viz., **1<sup>st</sup> April 2018** or if the Boards of Directors of the Transferor Companies and the Transferee Company require any other date prior or subsequent to **1<sup>st</sup> day of April 2018** and / or Tribunal modifies the Appointed Date to such other date, then the same shall be the Appointed Date.
- 1.3 **"Effective Date"** means the date or last of the dates on which the certified copy of the order of the Tribunal sanctioning this Scheme is filed with the concerned Registrar of Companies by the Transferor Companies and the Transferee Company.
- 1.4 **"Scheme of Amalgamation" or "Scheme" or "The Scheme" or "This Scheme"** means this Scheme of Amalgamation in its present form or with any modification(s) approved, imposed, or directed by the Tribunal.
- 1.5 **"Transferee Company"** means **Chennai Radha Engineering Works Private Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at No.40, Sapthagiri Colony, K.R. Layout, Jafferkhanpet, Chennai-600 083.
- 1.6 **"Transferor Company No. 1"** means **Pioneer Biologix Private Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at No.40, Sapthagiri Colony, Jafferkhanpet, Chennai-600 083.
- 1.7 **"Transferor Company No. 2"** means **Pioneer Tech Solutions Private Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at No.40, Sapthagiri Colony, Jafferkhanpet, Chennai-600 083.
- 1.8 **"Transferor Companies"** means the Transferor Company No. 1 and Transferor Company No. 2, collectively.
- 1.9 **"Tribunal"** means the Hon'ble National Company Law Tribunal at Chennai, or such other Tribunal empowered to sanction the Scheme as per the provisions of the Act
- 1.10 **"Undertaking"** shall mean and include –
  - a) all the assets and properties of the Transferor Companies as on the Appointed Date (hereinafter referred to as a **"the said assets"**);
  - b) all the debts, liabilities, duties and obligations of the Transferor Companies including contingent liabilities as on the Appointed Date (hereinafter referred to as **"the said liabilities"**);
  - c) without prejudice to the generality of sub-clause (a) above, the Undertaking of the Transferor Companies shall include the:
    - (i) Transferor Companies' reserves;
    - (ii) balances in the profit and loss account;
    - (iii) movable and immovable properties including computers & hardware, software, plant and machinery, equipments, furniture, fixtures, vehicles, stock and inventories, leasehold assets, easements, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Transferor Companies as on the Appointed Date and thereafter;
    - (iv) assets including cash in hand, amounts lying in the banks to the credit of the Transferor Companies,
    - (v) investments, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, club memberships, advantages, leasehold rights, sub-letting tenancy rights, with or without the consent of the landlord as may be required by law;
    - (vi) licenses, permits, authorisations, import quotas, and other quota rights, tender pre-qualification criteria;
    - (vii) goodwill, brands, other intangibles, industrial and other trademarks, trade names, patents, copyrights, and other industrial and intellectual properties and rights of any nature whatsoever including technology, know-how, domain names, or any applications for patents, patent rights, trademarks, trade names, copyrights, other industrial and intellectual properties and rights of any nature whatsoever, whether tangible or otherwise, and licenses, assignments and grants in respect thereof;

- (viii) right to use and avail of telephones, telex, facsimile and other communication facilities connections, installations and equipment, rights, utilities, electricity and electronic and all other services of every kind, nature and description whatsoever;
- (ix) reserves, provisions, funds (including gratuity, superannuation and the like);
- (x) all earnest monies deposited, benefits of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other person including customers, contractors or other counter parties, etc.;
- (xi) tax holidays, tax relief under the Income-tax Act, 1961 such as credit for advance and/or deposits, rights, titles, claims and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, advantages, benefits, exemptions and approvals of whatsoever nature (including but not limited to benefits of all tax, taxes deducted at source, brought forward accumulated tax losses, unabsorbed depreciation etc.)
- (xii) all benefits under the Central Sales Tax Act, applicable state Sales Tax enactment / Value Added Tax enactment, including without limitation sales tax set off, benefits of any unutilized MODVAT/CENVAT credits, Relief and Refund etc.,
- (xiii) all benefits of: input tax credits, balances in electronic cash ledger and electronic credit ledger, under the Integrated Goods and Service Tax Act, 2017, Central Goods and Services Tax Act, 2017 and the respective state Goods and Services Tax Acts (wherever the Transferor Companies have a place of business).

The details of the immovable property that is in the name of Transferor Company No. 1 and Transferor Company No. 2 are provided at the Schedule to this Scheme.

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

## 2. SHARE CAPITAL

- 2.1 The Share Capital of the Transferor Company No. 1 as on 31<sup>st</sup> March 2018 is as under:

<b>Authorised Share Capital</b>	<b>Amount in Rupees</b>
30,00,000 equity shares of Rs. 10 each	<b>3,00,00,000</b>
<b>Issued, Subscribed and Fully paid-up:</b>	<b>Amount in Rupees</b>
96,688 equity shares of Rs. 10 each fully paid up	<b>9,66,880</b>

There is no change in the Authorised, Issued, Subscribed and the Paid-up Share Capital of the Transferor Company No.1 as on date of presentation of this Scheme.

- 2.2 The Share Capital of the Transferor Company No. 2 as on 31<sup>st</sup> March 2018 is as under:

<b>Authorised Share Capital</b>	<b>Amount in Rupees</b>
30,00,000 equity shares of Rs. 10 each	<b>3,00,00,000</b>
<b>Issued, Subscribed and Fully paid-up:</b>	<b>Amount in Rupees</b>
1,09,258 equity shares of Rs. 10 each fully paid up	<b>10,92,580</b>

There is no change in the Authorised, Issued, Subscribed and the Paid-up Share Capital of the Transferor Company No.2 as on date of presentation of this Scheme.

- 2.3 The share capital of the Transferee Company as on 31<sup>st</sup> March 2018 is as follows:

<b>Authorised Share Capital</b>	<b>Amount in Rupees</b>
1,20,00,000 Equity shares of Rs. 10 each	<b>12,00,00,000</b>
<b>Issued, Subscribed and Fully paid-up:</b>	<b>Amount in Rupees</b>
1,12,20,292 Equity shares of Rs. 10 each fully paid up	<b>11,22,02,920</b>

There is no change in the Authorised, Issued, Subscribed and the Paid-up Share Capital of the Transferee Company as on date of presentation of this Scheme.

### **PART III - RATIONALE**

#### **3. RATIONALE FOR THE AMALGAMATION**

- 3.1 The Transferor Companies and the Transferee Company are companies belonging to the same group, they have common shareholders and common directors. The Transferee Company makes use of one of the leasehold assets of Transferor Company No.1 located at Kancheepuram, details of which have been morefully described in Schedule 1 and also one of the leasehold assets of Transferor Company No.2 located at Kancheepuram, the details of which have been morefully described in Schedule 2, and there are many human resources who render services to the Transferor Companies and Transferee Company in general. As such all the companies have a close link between them in respect of business and operational activities. If the companies are integrated through a process of merger at this stage, it is likely to bring in enormous synergetic benefits and will pave way for creating a large enterprise and even the human resources could be streamlined and integrated.
- 3.2 The Scheme of Amalgamation envisaged would enhance the value proposition and would be beneficial to shareholders, creditors, employees and all those connected with the Transferor Companies and Transferee Company.
- 3.3 The Board of Directors of the Transferor Companies and Transferee Company envisage the following benefits arising from this merger:
- 3.3.1 The amalgamation enables the combining and pooling of their core services, financial and other resources of the three companies together for deriving optimum benefits. There would therefore be better operational efficiency in utilisation of the administrative, managerial, financial and other resources by one large company leading to higher profitability;
- 3.3.2 The amalgamation will result in increased financial strength and flexibility and enhance the ability of the amalgamated entity to expand its activities, thereby contributing to enhancement of future business potential;
- 3.3.3 Operational integration, co-ordination, synchronisation, and planning will improve the overall performance. Operational synergy will lead to time and cost saving, improve cash inflows providing valuable financial resources for modernisation, expansion etc., which will make Transferee Company remain competitive at all times in this technologically advanced world.
- 3.3.4 The integration of administrative systems, centralised control over operational facilities, implementation of uniform management practices, accounting and financial systems as well as integration of employees of all the companies will produce a strong and versatile organization, with necessary size, capabilities and resources that would make it a globally competitive enterprise.
- 3.3.5 As a whole, the merger will be in the best interests of all the stakeholders, i.e. shareholders, creditors, employees *et al.*

### **PART IV – TRANSFER AND VESTING**

4. **TRANSFER OF UNDERTAKING:** The Undertaking shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company in the following manner:
- (a) With effect from the Appointed Date but effective from the Effective Date, the whole of the Undertaking of the Transferor Companies comprising their entire business, all assets and liabilities of whatsoever nature and wheresoever situated, including the immovable properties, if any, shall, under the provisions of Section 230 read with Section 232 and all other applicable provisions, if any, of the Act, without any further act or deed (save as provided in Sub-clauses (b), (c) and (d) below), be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, as from the Appointed Date, the Undertaking of the Transferee Companies and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Companies therein.  
Provided that for the purpose of giving effect to the vesting order passed under Sections 230 to 232 in respect of this Scheme, the Transferee Company shall at any time pursuant to the orders on this Scheme be entitled to get the record of the change in the title and the appurtenant legal right(s) upon the vesting of such assets of the Transferor Companies in accordance with the provisions of Sections 230 to 232 of the Act, at the office of the respective Registrar of Assurances or any other concerned authority, where any such property is situated.
- (b) All movable assets including cash in hand, if any, of the Transferor Companies, capable of passing by physical delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Transferee Company. Such delivery shall be made on a date mutually agreed upon between the Boards of Directors of the Transferor Companies and the Transferee Company.
- (c) In respect of movables other than those specified in sub-clause (b) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, the following *modus operandi* for intimating third parties shall, to the extent possible, be followed:
- (i) The Transferee Company shall give notice in such form as it may deem fit and proper, to each person, debtor, loanee or depositee as the case may be, that pursuant to the Tribunal having sanctioned the Scheme, the said debts, loans, advances, bank balances or deposits be paid or made good or held on account of the Transferee Company as the person entitled thereto, to the end and intent that the right of the respective Transferor Companies to recover or realise the same stands extinguished and that appropriate entry should be passed in its books to record the aforesaid change;
- (ii) The Transferor Companies shall also give notice in such form as it may deem fit and proper to each person, debtor, loanee or depositee that pursuant to the Tribunal having sanctioned the Scheme the said debt, loan, advance or deposit be paid or made good to the Transferee Company, or be held on account of the Transferee Company, and that the right of the Transferor Companies to recover or realise the same stands extinguished.
- (d) In relation to the assets, if any, belonging to the Transferor Companies, which require separate documents of transfer, the respective Transferor Companies and the Transferee Company will execute necessary documents, as and when required.
- (e) With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature, description, whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet of the Transferor Companies shall also, under the provisions of Section 230 read with Section 232 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date, the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company, and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause. However, the Transferee Company may, at any time, after the coming into effect



of this Scheme in accordance 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 the contract or arrangement to which the Transferor Companies are a party or any writing, as may be necessary, in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies as well as to implement and carry out all such formalities and compliances referred to above.

- (f) The transfer and vesting of the Undertaking of the Transferor Companies as aforesaid shall be subject to the existing securities, charges and mortgages, if any subsisting, over or in respect of the property and assets or any part thereof of the respective Transferor Companies.

Provided however that any reference in any security documents or arrangements (to which any Transferor Company is a party) pertaining to the assets of the Transferor Companies offered, or agreed to be offered, as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Undertaking of the said Transferor Companies as are vested in the Transferee Company by virtue of the aforesaid Clauses, to the end and intent that, such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of the said Transferor Companies or any of the assets of the Transferee Company.

- (g) With effect from the Appointed Date and upon the Scheme becoming effective, all permits, quotas, rights, entitlements, licences (including software licences), accreditations to trade and industrial bodies, privileges, powers, facilities, subsidies, rehabilitation Schemes, special status and other benefits or privileges (granted by any Government body, local authority or by any other person) of every kind and description of whatsoever nature in relation to the Transferor Companies, or to the benefit of which the Transferor Companies may be eligible, or having effect immediately before the Effective Date, shall be, and remain in, full force and effect in favour of the Transferee Company, and may be enforced fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a beneficiary thereto.
- (h) In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person and availed of by the Transferor Companies are concerned, the same shall vest in, and be available to, the Transferee Company on the same terms and conditions.
- (i) Loans or other obligations, if any, due between or amongst the Transferor Companies or between or amongst any Transferor Company and the Transferee Company shall stand discharged and there shall be no liability in that behalf. In so far as any shares, securities, debentures or notes issued by any Transferor Companies, and held by the Transferee Company and vice versa or issued inter se amongst the Transferor Companies are concerned, the same shall, unless sold or transferred by the said Transferor Company or the Transferee Company, as the case may be, at anytime prior to the Effective Date, shall stand cancelled as on the Effective Date, and shall have no effect and the Transferor Companies or the Transferee Company, as the case may be, shall have no further obligation outstanding in that behalf.
- (j) The Transferor Companies shall have taken all steps as may be necessary to ensure that vacant, lawful, peaceful and unencumbered possession, right, title, interest of immovable property, if any, is given to the Transferee Company.
- (k) Where any of the liabilities and obligations/assets attributed to the Transferor Companies on the Appointed Date has been discharged / sold by any of the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge/sale shall be deemed to have been for and on behalf of the Transferee Company.
- (l) With effect from the Appointed Date and upon the scheme becoming effective from the Effective Date and till such time that the names of the Transferor Companies are replaced with that of the Transferee Company, in all licenses, approvals, consents, registrations, permits, quotas, bank accounts, authorisations, numbers and/or codes assigned; documents evidencing title, rights of any kind whatsoever, entitlements, special status; the Transferee Company shall be entitled to operate under those licenses, approvals, consents, registrations, permits, quotas, bank accounts, authorisations, numbers and/or codes assigned, and continue to be eligible for all the rights, entitlements, special status and the like, in so far as may be necessary without prejudice to the fact that such licenses, approvals, consents, registrations, permits, quotas, bank accounts, authorisations, numbers and/or codes assigned do not actually reflect or contain the name of the Transferee Company.
- (m) With effect from the Appointed Date and upon the Scheme becoming effective, all statutory licenses, registrations, incentives, tax deferrals and benefits, tax credits, tax refunds, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, permissions, approvals or consents to carry on the operations of the Transferor Company, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date shall stand vested in or transferred to the Transferee Company, pursuant to the Scheme, without any further act or deed and shall remain valid, effective and enforceable on the same terms and conditions and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the Undertaking of the Transferor Companies pursuant to this Scheme.
- (n) All specific plant permits, area permits, approvals, consents, authorisations, registrations, quotas, no-objection certificates and licenses, in relation to the Undertaking(s) of Transferor Companies shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in Transferee Company.
- (o) The entitlement to various benefits under incentive schemes and policies in relation to the Transferor Companies shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in Transferee Company together with all benefits, entitlements and incentives of any nature whatsoever. Such entitlements shall include incentives available under applicable laws in relation to the Undertaking(s) of Transferor Companies to be claimed by Transferee Company with effect from the Appointed Date as if Transferee Company was originally entitled to all such benefits under such incentive scheme and/or policies, subject to continued compliance by Transferee Company of all the terms and conditions subject to which the benefits under such incentive schemes were made available to Transferor Companies.

## **5. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

- 5.1 Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments of whatsoever nature to which any of the Transferor Companies are a party, subsisting or having effect immediately before this arrangement under this Scheme, shall be, in full force and effect, against or in favor of the Transferee Company, and may be enforced as fully and as effectively as if instead of the Transferor Company, the Transferee Company had been a party thereto. The Transferee Company shall enter into and / or issue and / or execute deeds, writings or confirmations or enter into any tripartite arrangement, confirmations or novation to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this clause, if so required or become necessary.

- 5.2 As a consequence of the amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme, the recording of change in name from the Transferor Companies to the Transferee Company, whether for the purposes of any licence, permit, approval or any other reason, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority without the requirement of payment of any transfer or registration fee or any other charge or imposition whatsoever.
- 5.3 The Transferee Company may, at any time, after the coming into the 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 any party to any contract or arrangement to which any of 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 the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies, implement or carry out all such formalities or compliances referred to above on the part of the Transferor Companies, as the case may be, to be carried out or performed.
- 5.4 For the removal of doubts, it is expressly made clear that the dissolution of the Transferor Companies without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any instrument or beneficial interest to which any of the Transferor Company are a party thereto and shall not affect any right, privilege, obligations or liability, acquired, or deemed to be acquired prior to Appointed Date and all such references in such agreements, contracts and instruments to the Transferor Companies shall be construed as reference only to the Transferee Company with effect from the Appointed Date.
- 6. LEGAL PROCEEDINGS**
- 6.1 All suits, actions and proceedings of whatsoever nature by or against the Transferor Companies on the Appointed Date shall be transferred to the name of the Transferee Company and the same shall be continued and enforced by or against the Transferee Company, to the exclusion of the Transferor Companies, as the case may be.
- 6.2 If proceedings are taken against any of the Transferor Companies, in respect of matters referred to above, it shall defend the same in accordance with the advice of, and at the cost of, the Transferee Company, as the case may be from Appointed Date till Effective Date, and the latter shall reimburse and indemnify such Transferor Companies, against all liabilities and obligations incurred by the said Transferor Company in respect thereof.
- 7. EMPLOYEES, STAFF AND WORKMEN OF THE TRANSFEROR COMPANIES**
- 7.1 All the executives, staff, workmen, and other employees in the service of the Transferor Companies, immediately before the Appointed Date, under this Scheme shall become the executives, staff, workmen, and other employees of the Transferee Company, on the basis that:
- a) Their services shall have been continuous and shall not have been interrupted by reason of such transfer as if such transfer is effected under Section 25FF of the Industrial Disputes Act, 1947;
  - b) The terms and conditions of service applicable to the said staff, workmen, and other employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately before the transfer;
  - c) In the event of retrenchment of such staff, workmen, or other employees, the Transferee Company shall be liable to pay compensation in accordance with law on the basis that the services of the staff, workmen, or other employees shall have been continuous and shall not have been interrupted by reason of such transfer; and
  - d) It is provided that as far as the Provident Fund, Gratuity, Pension, Superannuation Fund or any other special funds that are applicable to the employees of the Transferee Company and existing in the Transferee Companies for the benefit of the staff, workmen and other employees of the Transferee Company shall also be extended to the employees of the Transferor Companies upon the Scheme becoming finally effective. The said benefits shall be extended to the employees of the Transferor Companies even if such benefits were not available to the employees during their tenure in the Transferor Companies, by virtue of non-applicability of the relevant provisions to the Transferor Companies. Notwithstanding what is stated herein above in respect of applicability of Employees Provident Fund to the employees of Transferor Companies with retrospective effect from a date to be determined by the Board of Directors of Transferee company the extension of benefit to the employees of Transferor Companies shall be subject to the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the approvals of the authorities concerned for giving effect to the implementation date. It is the aim and the intent of the Scheme that all the rights, duties, powers and obligations, in whatsoever nature, that are available to the employees of the Transferee Company shall also be available to all the employees of the Transferor Companies in relation to Provident Fund, Gratuity and Pension and/ or Superannuation Fund or any other special fund, however subject to the provisions of the relevant and applicable statutes.
- 8. SAVING OF CONCLUDED TRANSACTIONS**
- 8.1 The transfer of Undertaking under Clause 4 above, the continuance of the effectiveness of contracts and deeds under Clause 5 above, and legal proceedings by or against the Transferee Company under Clause 6 above, shall not affect any transaction or proceedings or contracts or deeds already concluded by the Transferor Companies on or before the Appointed Date, and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.
- 9. CONDUCT OF BUSINESS OF THE TRANSFEROR COMPANIES TILL EFFECTIVE DATE**
- With effect from the Appointed Date and up to and including the Effective Date:
- 9.1 The Transferor Companies shall carry on, and be deemed to have been carrying on, all or any business activities and shall be deemed to have been held for and on account of, and in trust for, the Transferee Company.
- 9.2 All profits or income or taxes, including but not limited to income-tax, advance taxes, tax deducted at source by or on behalf of the Transferor Companies, sales tax, value added tax, excise duty, service tax, goods and services tax (integrated, central and state), customs duty, input tax credits, refund, reliefs, etc, accruing or arising to the Transferor Companies, or losses arising or expenditure incurred by them, on and from Appointed Date upto the Effective Date, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure or the said taxes of the Transferee Company.



- 9.3 The Transferor Companies shall carry on their business activities with proper prudence and diligence and shall not, without prior written consent of the Transferee Company, alienate, charge or otherwise deal with or dispose off any of their business undertaking(s) or any part thereof (except in the ordinary course of business or pursuant to any pre-existing obligations undertaken by the Transferor Company prior to the Appointed Date).
- 9.4 Subject to the terms contained in clause 4(l), the Transferee Company shall also be entitled, pending the sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, departments and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require including the registration, approvals, exemptions, reliefs, etc., as may be required / granted under any law for time being in force for carrying on business by the Transferee Company.
- 9.5 The Transferor Companies shall not make any modification to their capital structure, either by an increase (by issue of rights shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or reorganisation or in any other manner, whatsoever, except by mutual consent of the Boards of Directors of the Transferor Companies and of the Transferee Company.
- 9.6 The Transferor Companies shall not vary, except in the ordinary course of business, the terms and conditions of the employment of their employees without the consent of the Board of Directors of the Transferee Company.

#### 10. **AUTHORISED SHARE CAPITAL**

- 10.1 Upon the Scheme becoming fully effective, the authorised share capital of the Transferor Companies shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Companies on their respective authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.
- 10.2 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 61 and 64 and other applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

"V. The Authorised Share Capital of the Company shall be Rs.12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (Rupees One Crore and Twenty Lakhs) equity shares of Rs.10/- each with the rights, privileges and conditions in attaching thereto as are provided by the regulations of the Company for the time being with powers to increase or reduce the Capital for the time being into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may for the time being provided for by the regulations of the Company."

The approval of this Scheme under Sections 230 and 232 of the Act shall be deemed to have the approval under sections 61 and 64 other applicable provisions of the Act and any other consents and approvals required in this regard.

#### 11. **AMENDMENT OF THE MAIN OBJECTS CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

Upon the Scheme becoming finally effective, Clause III (A) of the Memorandum of Association of the Transferee Company bearing the heading "Main Objects of the Company to be pursued on its incorporation" shall be substituted with the following Clause:

1. To carry on the business of fabrication, assembling, designing, planning, commissioning all types of engineering, mechanical, construction and industrial plants and projects including turnkey projects and erection, operation and maintenance of conveyor systems.
2. To carry on business of consultation, designing, process know-how, detailed engineering, including fabrication of all kinds of plants, tools and equipment for all type of industries.
3. To carry on the business of manufacture, make, assemble, construct, mould, erect, fabricate equipments, machinery, vehicles, buildings and other commercial, manufacturing, trading and service business.
4. To carry on the business of handling, loading, unloading and transportation of all types of cargo including coal.
5. To carry on business of buying, selling, importing, exporting or otherwise in all types of engineering products.
6. To establish, promote, create, run, maintain, participate and develop in India or elsewhere Biotechnology industry for the development of agricultural and health sector and to promote creative Biopharmaceutical products using recombinant DNA bio-technology.
7. To undertake, promote, assist, procure or otherwise acquire or engage in all kinds, of developmental work in the fields of Agriculture and Health Services using Biotechnology and Biopharmacy for developing, manufacturing, producing, processing, preparing, treating, buying, selling, importing, exporting, distributing, marketing, Bioanalytical testing, servicing and generally dealing in all kinds, descriptions and varieties of agricultural products, Biologics drugs, pharmaceuticals, vaccines, antibodies, virulent bacteria, fermenters and other industrial bio-products such as enzymes gums and Biofuels.
8. To carry on the business of developing, manufacturing, producing, processing, preparing, treating, buying, selling, importing, exporting, distributing, marketing and generally dealing in all kinds, descriptions and varieties of goods, equipment machinery appliances, gadgets, chemicals and intermediaries which are used or are capable of being used in the above fields.
9. To carry on the business of research, design, develop, prepare and supply technical know-how alone or in collaboration with similar research bodies / universities / associations and to act as consultant in all respects in the fields of Agriculture, Biomedicine, Bio technology and Biopharmacy.
10. To carry on the business of conducting research in the field of Biopharmaceutics, to identify newer drug entities and drug delivery system, to conduct pre-clinical animal model trials relating to treating and/ or curing human animal health, related diseases or disorders, management and feeding and to sell, export, exchange, draw, deal in all such biological and biotechnical products and related hardware products, both in India and abroad.
11. To provide and extend consultancy in the area of Biopharmaceutics, technology export including production to other countries and to sell, deal, export, import, exchange and trade in all types of biological and biochemical products including industrial grade, research reagent grade and consumer grade chemicals.
12. To carry on the business of developing engineering design, manufacturing, assembling, testing, buying, selling, importing and exporting, distributing, or dealing in all kinds of and description of Gate Valves, Globe valves, Ball valves, Butterfly valves, Check valves, relief valves, Safety valves and all other types and ranges of valves and components.
13. To manufacture, import, export, purchase or sell and deal in all kinds of computer peripherals and accessories equipments and systems including digital, analogue, hybrid, main-frame computer, super-mini, super micro, microcomputers, dumb and intelligent computer systems, Electronic Fuel Transistor, Automotive electronics, Consumer electronics, Automatic Teller Machines, Point of sale data communications equipment, monitors, emulators, floppy, mini floppy disk drives, diskettes, mini diskette drives, data cassette recorders, card readers,

card punchers, cartridge hard disks, matrix character, impact, non-impact, thermal ink jet laser printing systems, electric sensitive wheel and ball printers, scillatory and graphic printers, plotters, X-Y recorders, strip chart recorders, micro processor kit, computer game sets and build-up systems, computer clips and components, computer stationeries, forms ,other original equipment manufacturer products and spare parts for all these equipment and to repair, refurbish and perform remedial services to the above mentioned equipments.

14. To develop a business in Information Technology covering development of Application Software for use in all areas of activity eg., financial services, medical and health care activities, automotive electronics, consumer electronics, manufacturing processes, aviation, entertainment ,telecommunications, internet based services, electronic media, defense equipment, transportation, System Integration and other IT enabled services, either for its use or for sale in India or for export outside India.
15. To carry on business as advisers, consultants, contractors to any persons, firms, corporations requiring knowledge, expertise or know-how in the field of computers, software, automotive electronics, consumer electronics, system study, management consultancy, techno economic feasibility studies of projects, design and development of management information systems, data processing, information retrieval and management, modern scientific techniques of information and all things used in connection therewith and to organise, run and give seminars, training, general and specific courses on computer systems software, hardware and applications.
16. To carry on the business of imparting training in Computer and software for clients in India and abroad.
17. To carry on the business pertaining to or connected with and involving information technology, computer data processing, computerized information, retrieval systems, computer software, development and management feasibility studies, analysis and design or turnkey systems for scientific, mathematical, statistical, engineering, statutory, banking, commercial and business applications, data base systems, on-line acquiring systems, mobile communication systems, telecom software, wireless software applications, internet software applications, transactional processing systems, data capture, data logging, data preparation, computer graphics, plottings and chartings software, process control softwares, simulation and modelling.
18. To manufacture, develop, import, export, buy, sell and deal in all configurations of computers, communication and information technology equipments in all its branches including hardware, software, tools, accessories, peripherals and all the other allied products and related services in India and abroad.
19. To carry business as consultants for exporters, importers in India and abroad for the above objects and to represent as agents, distributors, dealers for many products or services including man power management, research and development work to design, develop, system software, application software, etc.
20. To carry on the business of running motor mini buses, buses, motor taxis, motor lorries and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers and generally to do the business at common carriers.
21. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, project, supply and to act as agent, broker, representative, consultants, collaborator, otherwise to deal in electric power in all its branches of such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydraulic power plants, solar power plants, wind energy power plants and other power plants based on any source of energy as may be developed or invented in future.
22. To carry on the business of research and development, product improvisation, developing technical knowhow, running research centres and scientific laboratories and undertaking training and development of human resources engaged in the field of various conventional and unconventional sources of energy and power.
23. To carry on the business of Design, manufacturing, supply trading, erecting, procuring, testing, commissioning or otherwise dealing in goods including capital goods pertaining to thermal, mechanical, hydraulic, electric, solar, wind or other conventional or unconventional source of energy including but not limited to Boiler, Generator & turbines, switchgears, thermal energy storage systems, panels, switches, environmental process systems, cooling systems, heat and motive power equipments, panels, incubators, insulators, circuit breakers, switch gears, cables and other goods of the some kind or sort and to provide consultancy and expert services relating to supervision and control as power and energy in India or abroad.
24. To carry on the business as power trading directly or through power exchange.
25. To carry on the business of manpower placement consultants duly recruiting, training and employing personnel such as management/executive level staff, skilled/unskilled labours as required by various industries/organisations in India and abroad.
26. To carry on the business of removal of overburden, extraction of coal/minerals and loading, transportation and unloading of overburden/minerals etc. by mechanized means using heavy earth moving machineries such as Surface Miner, Excavator, Pay Loader, Dumpers/Tippers, Dozer etc., and employing such number of manpower as required in mining industry in India and abroad
27. To establish, own, acquire, work and manage factories for carrying out business related to Railway Coach building, undertaking Cable Harnessing, Electrical Panel wiring works, Mechanical/Electrical furnishing works in the Railway coaches including but not limited to Manufacture and Supply of Under Frame, Set of Side Wall assembly, Roof assembly, End Wall assembly, Shell Kit, Cable Ducts, Electrical Panel, etc. using Stainless Steel and/or other Metals/Materials to provide Services incidental and ancillary but not limited to repairs on such Railway Coach on contractual basis in India and obtain necessary licenses/approvals with various Government authorities as may be applicable.

## 12. CONSIDERATION

- 12.1 Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further act, application or deed, issue shares in the following manner:
  - a) **Two fully paid up equity shares of Rs. 10 each in share capital of the Transferee Company, for every fully paid up equity shares of Rs. 10 each held in the Transferor Company No. 1.** Fractions, if any, arising upon such allotment shall be rounded off to the next whole number.
  - b) **Five fully paid up equity shares of Rs. 10 each in share capital of the Transferee Company, for every two fully paid up equity shares of Rs. 10 each held in the Transferor Company No. 2.** Fractions, if any, arising upon such allotment shall be rounded off to the next whole number.
- 12.2 The Equity Shares held by the Transferee Company in Transferor Company No. 1 shall be deemed to have been automatically cancelled and be of no effect.
- 12.3 The Equity Shares held by Transferee Company in Transferor Company No. 2 shall be deemed to have been automatically cancelled and be of no effect.
- 12.4 The Equity Shares to be issued and allotted by the Transferee Company as aforesaid in terms of this Scheme shall rank paripassu in all respects with the existing Equity Shares of the Transferee Company but shall not rank for dividend for the period prior to the date of their allotment.

**13. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFeree COMPANY**

- 13.1 On the Scheme becoming effective, the Transferee Company shall account for amalgamation in accordance with the 'Pooling of Interest Method of Accounting' laid down under Accounting Standard 14 issued by the Institute of Chartered Accountants of India.
- 13.2 With effect from the Appointed Date, all the assets and liabilities of Transferor Companies shall be transferred to and vested in Transferee Company and shall be recorded at their respective book values.
- 13.3 All reserves of the Transferor Companies shall be recorded in the books of Transferee Company in the same form in which they appeared in the books of Transferor Companies on the Appointed Date.
- 13.4 The investments held by Transferee Company in the Transferor Company No. 1 in the nature of equity share capital, and the investments held by the Transferee Company in Transferor Company No. 2 in the nature of equity share capital, will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 13.5 Inter-company balances, if any, will be cancelled.
- 13.6 In case of any differences in accounting policy between the Transferor Companies and the Transferee Company, the impact of such differences shall be quantified and adjusted against the available reserves of the Transferee Company to ensure that the true financial statements of the Transferee Company on the Appointed Date for Amalgamation are on the basis of consistent accounting policy.
- 13.7 Subject to any corrections and adjustments as may, in the opinion of the Board of Directors of the Transferee Company, be required and except to the extent otherwise by law required, the reserves of the Transferor Companies, if any, will be merged with the corresponding reserves of the Transferee Company.

**14. CONSEQUENTIAL MATTERS RELATING TO TAX**

- 14.1 Upon the Scheme coming into effect, all taxes / cess/ duties, direct and/or indirect, payable by or on behalf of the Transferor Companies from the Appointed Date onwards including all or any refunds and claims, including refunds or claims pending with the Revenue Authorities and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses, balances lying in electronic cash ledger and electronic credit ledger, shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, claims and accumulated losses of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise, if it becomes necessary, its income tax returns, sales tax returns, excise & Cenvat returns, service tax returns, goods and service tax returns, other tax returns, and to claim refunds/ credits, pursuant to the provisions of this Scheme. The Transferee Company is also expressly permitted to claim refunds / credits in respect of any transaction between or amongst any Transferor Company and the Transferee Company or inter se amongst the Transferor Companies. Provided further that upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise, if it becomes necessary, its income tax returns and related TDS Returns, including TDS Certificates relating to transactions between or amongst any Transferor Companies and the Transferee Company or inter se amongst the Transferor Companies, and to claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax and carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.
- 14.2 In accordance with the Central Goods and Services Tax Rules, 2017 framed under the Goods and Service Tax Act, 2017, as are prevalent on the Effective date, the unutilized input tax credit lying in the electronic credit ledger of the Transferor Companies shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilised credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilised input tax credits against the tax payable by it in the manner set out in the Goods and Service Tax Act, 2017 read with applicable rules.

**PART V – GENERAL TERMS AND CONDITIONS**

**15. APPLICATION TO TRIBUNAL**

The Transferor Companies shall, with reasonable dispatch, apply to the Tribunal for necessary orders or directions for holding meetings of the members and creditors of the Transferor Companies for sanctioning this Scheme of Amalgamation under Sections 230 - 232 of the Act or for dispensing the holding of such meetings and orders under Sections 230-232 of the Act, for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding up. The Transferee Company shall, if required by Tribunal, apply to the Tribunal for necessary orders or directions for holding meetings of the members and creditors of the Transferee Company for sanctioning this Scheme of Amalgamation under Sections 230 - 232 of the Act or for dispensing the holding of such meetings and orders under Sections 230-232 of the Act, for carrying this Scheme into effect.

**16. DISSOLUTION OF TRANSFEROR COMPANIES**

Subject to an order being made by the Tribunal under Sections 230 - 232 of the Act, both the Transferor Companies shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.

**17. MODIFICATIONS / AMENDMENTS TO THE SCHEME**

- 17.1 The Transferor Companies and the Transferee Company through their respective Boards of Directors including Committees of Directors or other persons, duly authorised by the respective Boards in this regard, may make, or assent to, any alteration or modification to this Scheme or to any conditions or limitations, which the Tribunal or any other Competent Authority may deem fit to direct, approve or impose and may give such directions including an order of dissolution of the Transferor Companies without process of winding up as they may consider necessary, to settle any doubt, question or difficulty, arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do and to execute all such acts, deeds, matters and things necessary for putting this Scheme into effect, or to review the portion relating to the satisfaction of the conditions to this Scheme and if necessary, to waive any of those (to the extent permitted under law) for bringing this Scheme into effect.
- 17.2 If any part or provision of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Companies and the Transferee Company, affect the validity of implementation of the other parts and/or provisions of the Scheme. If any Part or provision of this Scheme hereof is invalid, ruled illegal by any Tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Parties that such Part or provision, as the case may be, shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part or provision, as the case may be, shall cause this Scheme to become materially adverse to any Party, in which

case the Parties shall attempt to bring about a modification in the Scheme, as will best preserve for the Parties the benefits and obligations of the Scheme, including but not limited to such Part or provision.

#### 18. DATE OF TAKING EFFECT

The Scheme set out herein in its present form or with any modification(s) or amendment(s) approved, imposed or directed by the Tribunal shall be effective from the Appointed Date but shall be operative from the Effective Date.

#### 19. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

This Scheme is conditional on and subject to -

- 19.1 The requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- 19.2 The approval and agreement to the Scheme by the requisite majorities in number and value of such classes of persons including the respective members and / or creditors of the Transferor Companies and the Transferee Company as may be directed by the Hon'ble Tribunal at Chennai under Section 230 – 232 of the Act.
- 19.3 If necessary, the Transferee Company will take appropriate steps to accommodate the objects of the Transferor Companies in its memorandum of association either during the course of pending the approval of the present Scheme or after the sanctioning of the Scheme.
- 19.4 All other sanctions and orders as are legally necessary or required in respect of the Scheme being obtained.

#### 20. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

- 20.1 In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and / or the Scheme not being sanctioned by the Tribunal and / or the Order or Orders not being passed as aforesaid this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. Each party shall bear and pay its respective costs, charges and expenses for and or in connection with the Scheme.

#### 21. EXPENSES CONNECTED WITH THE SCHEME

- 21.1 All costs, charges, taxes including duties, levies and all other expenses, if any arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.

### SCHEDULE - 1

#### I. List of Immovable properties of Transferor Company No.1 -Freehold

S.No.	Particulars of the property	Address of the property	Area of the property (in sq ft)
	Nil	Nil	Nil

#### II. List of Immovable properties of Transferor Company No.1 -Leasehold

S.No.	Particulars of the property	Address of the property	Area of the property (in sq ft)
1.	SIPCOT – Leasehold Land	Plot No. B-23, Sipcot Industrial Growth Centre, Mathur Village, Oragadam, Sriperumbudur (TK) Kancheepuram (DT)- 602105	2,17,800

### SCHEDULE - 2

#### I. List of Immovable properties of Transferor Company No.2 -Freehold

S.No.	Particulars of the property	Address of the property	Area of the property (in sq ft)
	Nil	Nil	Nil

#### II. List of Immovable properties of Transferor Company No.2 -Leasehold

S.No.	Particulars of the property	Address of the property	Area of the property (in sq ft)
1.	SIPCOT – Leasehold Land	Plot No. B-24, Sipcot Industrial Growth Centre, Mathur Village, Oragadam, Sriperumbudur (TK) Kancheepuram (DT)- 602105	2,31,739




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## Valuation of Shares

### CONTENTS

- Context & purpose
- Conditions & major assumptions
- Background of the company
- Valuation date
- Valuation standards
- Valuation methodology & approach
- Source of information
- Caveats
- Distribution of report
- Opinion value of the business

### VALUATION ANALYSIS

We refer to our engagement letter dated 03/09/2018, confirming our appointment as independent valuers of M/s. PIONEER BIOLOGIX PRIVATE LIMITED, M/s. PIONEER TECH SOLUTIONS PRIVATE LIMITED and M/s. CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED. In the following paragraphs, we have summarized our Valuation Analysis ("Analysis") of the business of the company as informed by the management and detailed herein, together with the description of the methodologies used and limitations on our scope of work.

#### 1. Context and purpose

Based on the discussions with the management, we have understood that the company is evaluating the possibilities of merger, via scheme of amalgamation under the provisions of Companies Act 2013 to exploit better operating economies of scale and to enhance the competitiveness of the new combined entity in the form of synergies, growth etc.





The proposal is to merge

- ↓ M/s. PIONEER BIOLOGIX PRIVATE LIMITED
- ↓ M/s. PIONEER TECH SOLUTIONS PRIVATE LIMITED
- with
- ↓ M/s. CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED

For this purpose, to comply with the provisions of the Companies Act 2013 and to comply with relevant rules as applicable, it is necessary for the company to get a fair valuation of shares done by a Registered Valuer. As per the explanation provided in the Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, the valuation can be done by an Independent Chartered Accountant in Practice having a minimum experience of 10 Years.

Also as per transitional arrangement provided in Companies (Registered Valuers & Valuation) Rules 2017, any person who is rendering valuation services under the act, may continue to render valuation services without a certificate of registration under these rules upto 31<sup>st</sup> March 2018. The same is now extended upto 30<sup>th</sup> September 2018.

## 2. Conditions and major assumptions

### *Conditions*

The premise of value applied in this engagement is fair valuation. The following restrictive covenants have not been considered:

- a. In the course of our valuation analysis we have used financials, projections and other information provided by the management of the company, which we believe to be reliable and our conclusions are dependent on such information being complete and accurate in all material aspects. We have not conducted an independent audit or validation of such financial projections and other information including the future projections. Accordingly, we do not express an opinion or any other form of assurance thereon as to how closely the actual results will correspond to the results projected by the management and we accept no responsibility or liability for any losses occasioned to the company, their directors or shareholders, or to any other parties as a result of reliance on these aforementioned management prepared financial projections.







- b. Since forecasts/projections relate to the future and events and circumstances frequently do not occur as expected, Actual results are likely to be different and the differences may be material particularly as the forecasts/ projections are based on present management's decisions and practices. Also, the future prospects of revenues and expenses assume that the management would be able to initiate steps to achieve the projected results
- c. Valuation is based on estimates of future financial performance or opinions and represents reasonable expectations at a particular point in time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, that events will occur, or particular price will be offered or accepted.
- d. Valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgement.

Given the same set of facts and using the same assumptions, expert opinions may differ due to a number of separate judgement decisions which have to be made. There is therefore no indisputable single value and we express our opinion on the value as falling within a likely range.

While we have provided our assessment of the indicative enterprise value of the company based on the information available to us and within the scope and constraints of our engagement, others may place a different value.

The work has been prepared solely for the purpose of determining the Enterprise value of the company and should not be relied upon for any other purpose. In no event, regardless of whether consent has been provided, shall we assume and responsibility to any third party to which the work is disclosed or otherwise made available.







We will not be responsible or liable if the work is used for any other purpose or shown to any third party (ies) or in whose hands it may come.

We acknowledge that we have no present or contemplated financial interest in the company. Our fees for this valuation are based upon our normal billing rates and not contingent upon the results or value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

### *Assumptions*

The opinion of value given in this report is based on information provided in part by the management and the other sources as listed in the report. This information is assumed to be accurate and complete.

We have not attempted to confirm whether or not all the assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

The enterprise valuation computed is subject to the company being able to muster additional resources both financial and non-financial which are critical for achieving the projections.

We have been informed by the management that there are no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially impact the business, except as may be disclosed elsewhere in this report. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.



**3. Background of the companies****+ M/s. PIONEER BIOLOGIX PRIVATE LIMITED**

The Company was incorporated under Companies Act 1956 on 16<sup>th</sup> January 2008 with Corporate Identification Number CIN - U01117TN2008PTC066086.

The company is engaged in the business of manufacturing and execution of industrial valves.

The company is managed by the board of directors viz.

- Mrs Venkatesan Padmavathy (DIN - 01735047)
- Mr Sambandam Venkatesan (DIN - 01742303)

Capital structure of the company is as follows,

- Authorised Capital - Rs 3,00,00,000/-
- Paid up Capital - Rs 9,66,880/-

Source - MCA company master data as on the date of issue of this certificate.

**+ M/s. PIONEER TECH SOLUTIONS PRIVATE LIMITED**

The Company was incorporated under Companies Act 1956 on 16<sup>th</sup> January 2008 with Corporate Identification Number CIN - U30007TN2008PTC066084.

The company is engaged in the business of developing engineering design, manufacturing, assembling, testing, buying, selling, importing and exporting, distributing or dealing in all kinds of and description of gate valves, globe valves, ball valves, butterfly valves, check valves, release valves, safety valves and all other types and ranges of valves and components.

The company is managed by the board of directors viz.

- Mrs Venkatesan Padmavathy (DIN - 01735047)
- Mr Sambandam Venkatesan (DIN - 01742303)

Capital structure of the company is as follows,

- Authorised Capital - Rs 3,00,00,000/-
- Paid up Capital - Rs 10,92,580/-

Source - MCA company master data as on the date of issue of this certificate.







↓ **M/s. CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED**

The Company was incorporated under Companies Act 1956 on 30<sup>th</sup> May 2005 with Corporate Identification Number CIN - U28113TN2005PTC056452.

The company is engaged in the business of operation and maintenance works including rectification of breakdown and design faults and improvement/modification/renovation and wagon loading works. It also undertakes design, manufacture, supply, erection, testing and commissioning works of material handling plant.

It is also engaged in supply of MHP equipments such as belt trippers, idlers, pulleys, flap gates, rack & pinion gate, travelling hoppers, scrapper feeders, shiftable frames, belt cleaners, machined components, electrical, civil, coal loading, unloading & transportation works.

It has also put up windmills for generation of wind power. The company is currently undertaking operations in more than sites located all over India.

The company is managed by the board of directors viz.

- Mrs Venkatesan Padmavathy (DIN - 01735047)
- Mr Sambandam Venkatesan (DIN - 01742303)
- Mr Venkatachalam Ranganathan Ramu (DIN - 01852384)
- Mrs Radhaselvi Venkatesan (DIN - 01949698)
- Mr Senthil Kumar (DIN - 01956364)

Capital structure of the company is as follows,

- Authorised Capital - Rs 12,00,00,000/-
- Paid up Capital - Rs 11,22,02,920/-

Source - MCA company master data as on the date of issue of this certificate.

The company also holds 31.89% stake in M/s Pioneer Biologix Private Limited & 31.02% stake in M/s Pioneer Tech Solutions Private Limited, based on the latest audited financial statements as at 31<sup>st</sup> March 2018.

**4. Valuation Date**

The analysis of the fair value of the equity of the company has been carried out as on 10th September 2018.



**5. Valuation Standards**

The report has been prepared in compliance with the valuation standards issued by The Institute of Chartered Accountants of India (ICAI)

**6. Valuation Methodology and Approach**

Valuation by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using same assumptions, expert opinions may differ due to the number of separate judgment decision. There can therefore be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness.

The standard of value used in the analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business/shares were exposed for sale on the open market for reasonable period of time, with both buyer & seller being in possession of the pertinent facts and neither under any compulsion to act.

Based on the Technical guide on share valuation issued by the Institute of Chartered Accountants of India (ICAI) in 2009 & as per the Valuation Standards issued by ICAI and as per the generally accepted valuation methodologies, major approaches viz. Income approach, Market approach, Cost approach & Asset approach which are similar to internationally accepted valuation methodologies.

❖ *Income based approach*

Usually under this approach, methods used are Discounted Cash Flow (DCF) method, Relief from Royalty (RFR) method, Multi-Period Exchange Earnings (MEEM) method, With & Without Method (WWM), Option Pricing models such as Black-Scholes-Merton formula or Binomial (Lattice) models etc .







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DCF approach - The future free cash flows of the business are discounted to the valuation date to arrive at the present value of the cash flows or capitalized using a discount rate based on capital structure (usually Weighted average cost of capital - WACC is used). This method also takes into consideration the value of business into perpetuity by calculation of terminal value using appropriate methods.

### Reason for choice of methodology

As the future expected earnings forecasts of the companies or information regarding industry trends and averages is not readily available, this approach is not considered.

### ❖ Market based approach

Under this approach, valuation is done based on quoted market price of the company in stock exchange(s) or when publicly traded similar/comparable business(es) is available, which can be used by applying appropriate multiples.

### Reason for choice of methodology

The companies are not listed in any of the stock exchanges. Thus, market prices/quotations are not available for valuation under this approach.

### ❖ Cost based approach

Under this approach, valuation is done that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

### Reason for choice of methodology

Due to the nature/objective of valuation, this approach is not suitable for current valuation.

### ❖ Asset based approach

Under this approach, valuation is done based on the book value/realizable value of the underlying assets of the company based on certain parameters.

The Valuation methodology involves the valuation of shares as per the Net Assets method by computing the Net Assets available to Equity Shareholders divided by the Number of Equity Shares Issued as at the date of valuation.

Net Assets available to Equity Shareholders is similar to the Net Worth of the company which is computed based on Total Assets deducted by Outside Liabilities.



*Reason for choice of methodology*

Due to the nature of businesses and readily available financial information, this approach is considered as appropriate for valuation. Net assets method is used.

**Financial Information:**

Detailed computation of fair valuation is provided in the Annexure-I

**7. Source of Information**

The analysis is based on the review of business plan of the company as provided by the management and information relating to the sector as available in the public domain. Specifically the sources of information include - Discussions with the management, Company brochure and website and Financial statements of the respective companies.

**8. Caveats/Disclaimer**

The valuation exercise carried out by us does not constitute an audit. 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 are based, are accurate.

We have not conducted any due diligence. By this report we are not purporting to advice the investor/investee companies on the prudence of the investment. Any investment or decisions taken on reliance of this report will be doing so at their own risk.

**9. Distribution of the report**

This Valuation Analysis is confidential and has been prepared exclusively for the company. It is not meant for external circulation except to any statutory agency or competent authority for the purpose of the proposed scheme of private placement as envisaged above and should be used only for that purpose





**10. Opinion value of the business**

Based on the analysis of the business of the company by using the net assets method, we recommend the following share-swap ratio for the proposed amalgamation

Company	Value per equity share	Weightage
CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED (A)	171.00	NA
PIONEER BIOLOGIX PRIVATE LIMITED (B)	358.67	2.10 (B/A)
PIONEER TECH SOLUTIONS PRIVATE LIMITED (C)	432.25	2.53 (C/A)

- ✓ 2 fully paid up Equity shares of Rs 10/-each of M/s CHENNAI RADHA ENGINEERING WORKS for every fully paid up Equity shares of Rs 10/- each of M/s PIONEER BIOLOGIX PRIVATE LIMITED
- ✓ 5 fully paid up Equity shares of Rs 10/-each of M/s CHENNAI RADHA ENGINEERING WORKS for every 2 fully paid up Equity share of Rs 10/- each of M/s PIONEER TECH SOLUTIONS PRIVATE LIMITED

**Note** - It is also bring to the notice that similar valuation exercise has been carried out by us on 26<sup>th</sup> March 2018 and the share swap ratio based on the erstwhile valuation exercise is provided in Annexure-II.

Place: Chennai

Date: 10/09/2018

For KNRSG & Associates

Firm Reg No: 007236S


CA.N.Sabari Girisan

Partner

Mem No:211930

## ANNEXURE-I

## CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED

<u>Particulars</u>	<u>Amount</u> <u>as at 31.03.2018 (Audited)</u>
<b>Net Assets Available for Equity Shareholders</b>	
Fixed Assets	
- Tangible	99,36,29,038
- Intangible	
	99,36,29,038
Deferred Tax Assets	3,46,46,900
Non Current Investments	6,34,11,360
Current Assets	
Inventories	2,69,98,021
Trade Receivables	1,38,62,72,903
Cash & Cash Equivalents	74,46,48,766
Short Term Loans & Advances	39,96,13,792
Other Current Assets	1,41,08,757
	2,57,16,42,239
<b>Less: Outside Liabilities</b>	
Long Term Borrowings	20,12,07,827
Current Liabilities	
Short Term Borrowings	41,03,49,523
Trade Payables	80,23,12,369
Other Current Liabilities	13,47,34,828
Short Term Provisions	19,60,89,843
	1,54,34,86,563
<b>Closing Capital Employed</b>	<b>1,91,86,35,147</b>
<b>Add:</b>	
Goodwill	-
<b>Less:</b>	
Proposed Dividend (Cum Dividend)	-
Amount Due to Preference Shareholders	-
<b>Net Assets Available for Equity Shareholders</b>	<b>1,91,86,35,147</b>
No of Shares Outstanding as at 31.03.2018	1,12,20,292
<b>Value Per Share (Rs)</b>	<b>171.00</b>



## ANNEXURE-I

## PIONEER BIOLOGIX PRIVATE LIMITED

<u>Particulars</u>	<u>Amount</u> <u>as at 31.03.2018 (Audited)</u>
<b>Net Assets Available for Equity Shareholders</b>	
<b>Fixed Assets</b>	
- Tangible	3,94,15,321
- Intangible	-
	3,94,15,321
Deferred Tax Assets	99,904
Long Term Loans & Advances	-
<b>Current Assets</b>	
Inventories	6,43,561
Trade Receivables	34,02,013
Cash & Cash Equivalents	1,55,64,421
Short Term Loans & Advances	-
Other Current Assets	9,10,690
	2,05,20,685
<b>Less: Outside Liabilities</b>	
Long Term Borrowings	2,37,28,663
<b>Current Liabilities</b>	
Short Term Borrowings	-
Trade Payables	5,98,285
Other Current Liabilities	6,20,964
Short Term Provisions	4,09,012
	16,28,261
<b>Closing Capital Employed</b>	<b>3,46,78,986</b>
<b>Add:</b>	
Goodwill	-
<b>Less:</b>	
Proposed Dividend (Cum Dividend)	-
Amount Due to Preference Shareholders	-
<b>Net Assets Available for Equity Shareholders</b>	<b>3,46,78,986</b>
No of Shares Outstanding as at 31.03.2018	96,688
<b>Value Per Share (Rs)</b>	<b>358.67</b>



**ANNEXURE-I****PIONEER TECH SOLUTIONS PRIVATE LIMITED**

<b>Particulars</b>	<b>Amount as at 31.03.2018 (Audited)</b>
<b>Net Assets Available for Equity Shareholders</b>	
<b>Fixed Assets</b>	
- Tangible	4,64,58,683
- Intangible	-
	4,64,58,683
Deferred Tax Assets	7,98,257
Long Term Loans & Advances	3,47,147
<b>Current Assets</b>	
Inventories	14,75,282
Trade Receivables	90,77,164
Cash & Cash Equivalents	1,74,43,950
Short Term Loans & Advances	-
Other Current Assets	25,65,277
	3,05,61,673
<b>Less: Outside Liabilities</b>	
Long Term Borrowings	2,68,87,146
<b>Current Liabilities</b>	
Short Term Borrowings	-
Trade Payables	3,02,284
Other Current Liabilities	27,88,887
Short Term Provisions	9,60,843
	40,52,014
<b>Closing Capital Employed</b>	<b>4,72,26,600</b>
<b>Add:</b>	
Goodwill	-
<b>Less:</b>	
Proposed Dividend (Cum Dividend)	-
Amount Due to Preference Shareholders	-
<b>Net Assets Available for Equity Shareholders</b>	<b>4,72,26,600</b>
No of Shares Outstanding as at 31.03.2018	1,09,258
<b>Value Per Share (Rs)</b>	<b>432.25</b>





## Annexure II

Summary results of previous valuation exercise done by us on 26<sup>th</sup> March 2018.

Company	Value per equity share	Weightage
CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED (A)	144.06	NA
PIONEER BIOLOGIX PRIVATE LIMITED (B)	351.97	2.44 (B/A)
PIONEER TECH SOLUTIONS PRIVATE LIMITED (C)	416.21	2.89 (C/A)

- ✓ 5 fully paid up Equity shares of Rs 10/-each of M/s CHENNAI RADHA ENGINEERING WORKS for every 2 fully paid up Equity shares of Rs 10/- each of M/s PIONEER BIOLOGIX PRIVATE LIMITED
- ✓ 3 fully paid up Equity shares of Rs 10/-each of M/s CHENNAI RADHA ENGINEERING WORKS for every 1 fully paid up Equity share of Rs 10/- each of M/s PIONEER TECH SOLUTIONS PRIVATE LIMITED





CR/CREW/19-20/03

**TO WHOMSOEVER IT MAY CONCERN**

**Independent Auditor's Certificate**

1. We, M/s. V.K.Dinesh & Senthilraja Chartered Accountants, the statutory auditors of M/s. **Chennai Radha Engineering Works Private Limited**, (hereinafter referred to as "the Company") having its registered office at No.40, Sapthagiri colony, Jafferkhanpet, Chennai-600 083, have examined the proposed accounting treatment specified in clause 13 of the Scheme of Merger of M/s. **Pioneer Biologix Private Limited**, M/s. **Pioneer Tech Solutions Private Limited** with M/s. **Chennai Radha Engineering Works Private Limited** in terms of the provisions of section 230 – 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.
2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid and generally accepted accounting principles in India, is that of the Board of Directors of the Companies involved.
3. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the Company as contained in clause 13 to Draft Scheme complies with the applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.
4. Nothing contained in this certificate, nor anything said or done in the course of or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in





accordance with the Guidance Note on Audit Reports and Certificates for special purposes, issued by the Institute of Chartered Accountants of India.

5. On the basis of our examination of the scheme and according to the information and explanation given to us, we certify that treatment specified in clause 13 of the Scheme is in compliance with all the Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

Date: 27.04.2019

Place: Chennai

For V.K. Dinesh & Senthilraja  
Chartered Accountants

Firm Registration No.: 0139719



(V.K. Dinesh Kirubhakaran)

Membership No.: 230160

Partner

UDIN: 19230160AAAAAW4759



**TO WHOMSOEVER IT MAY CONCERN**

**Independent Auditor's Certificate**

1. We, M/s. Sabapathy & Dhandapani Chartered Accountants, the statutory auditors of M/s. **Pioneer Biologix Private Limited**, (hereinafter referred to as "the Company") having its registered office at No.40, Sapthagiri colony, Jafferkhanpet, Chennai-600 083, have examined the proposed accounting treatment specified in clause 13 of the Scheme of Merger of M/s. **Pioneer Biologix Private Limited**, M/s. **Pioneer Tech Solutions Private Limited** with M/s. **Chennai Radha Engineering Works Private Limited** in terms of the provisions of section 230 – 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.
2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid and generally accepted accounting principles in India, is that of the Board of Directors of the Companies involved.
3. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the Company as contained in clause 13 to Draft Scheme complies with the applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.
4. Nothing contained in this certificate, nor anything said or done in the course of or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for special purposes, issued by the Institute of Chartered Accountants of India.



5. On the basis of our examination of the scheme and according to the information and explanation given to us, we certify that treatment specified in clause 13 of the Scheme is in compliance with all the Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

Date: 27.04.2019

Place: Chennai



For Sabapathy & Dhandapani  
Chartered Accountants  
Firm Registration No.: 07516S

*M. Natanasabapathy*

(M.NATANASABAPATHY)

Membership Number: 028599

Partner

UDIN: 19028599AAAABZ3548





**TO WHOMSOEVER IT MAY CONCERN**

**Independent Auditor's Certificate**

1. We, M/s. Sabapathy & Dhandapani Chartered Accountants, the statutory auditors of **M/s. Pioneer Tech Solutions Private Limited**, (hereinafter referred to as "the Company") having its registered office at No.40, Sapthagiri colony, Jafferkhanpet, Chennai-600 083, have examined the proposed accounting treatment specified in clause 13 of the Scheme of Merger of **M/s. Pioneer Biologix Private Limited**, **M/s. Pioneer Tech Solutions Private Limited** with **M/s. Chennai Radha Engineering Works Private Limited** in terms of the provisions of section 230 – 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.
2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid and generally accepted accounting principles in India, is that of the Board of Directors of the Companies involved.
3. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the Company as contained in clause 13 to Draft Scheme complies with the applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.
4. Nothing contained in this certificate, nor anything said or done in the course of or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for special purposes, issued by the Institute of Chartered Accountants of India.




5. On the basis of our examination of the scheme and according to the information and explanation given to us, we certify that treatment specified in clause 13 of the Scheme is in compliance with all the Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

Date: 27.04.2019  
Place: Chennai

For Sabapathy & Dhandapani  
Chartered Accountants  
Firm Registration No.: 07516S



  
(M.NATANASABAPATHY)  
Membership Number: 028599  
Partner  
UDIN: 19028599AAAACC8099

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED AT ITS MEETING HELD ON 8<sup>th</sup> NOVEMBER 2018 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTERS SHAREHOLDERS:**

**Definitions:**

- a) **“Scheme of Amalgamation”** or **“Scheme”** or **“The Scheme”** or **“This Scheme”** means this Scheme of Amalgamation in its present form or with any modification(s) approved, imposed, or directed by the Tribunal.
- b) **“Transferor Company No. 1”** means **Pioneer Biologix Private Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at No.40, Sapthagiri Colony, Jafferkhanpet, Chennai-600 083.
- c) **“Transferor Company No. 2”** means **Pioneer Tech Solutions Private Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at No.40, Sapthagiri Colony, Jafferkhanpet, Chennai-600 083.
- d) **“Transferee Company”** means **Chennai Radha Engineering Works Private Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at No.40, Sapthagiri Colony, K.R.Layout, Jafferkhanpet, Chennai-600 083.
- e) **“Transferee Company”** means **Chennai Radha Engineering Works Private Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at No.40, Sapthagiri Colony, K.R.Layout, Jafferkhanpet, Chennai-600 083.
- f) **“Transferor Companies”** means the Transferor Company No. 1 and Transferor Company No. 2, collectively.

**1. Background**

- 1.1. Attention is drawn to the proposed Scheme of Amalgamation (**“the Scheme”**) of Pioneer Biologix Private Limited (**“Transferor Company No. 1”**) and Pioneer Tech Solutions Private Limited (**“Transferor Company No. 2”**) with Chennai Radha Engineering Works Private Limited (**“Transferee Company”**) and their respective shareholders which was approved by the Board of Directors of Chennai Radha Engineering Private limited (**“Board”**) at their meeting held on 8<sup>th</sup> November 2018.
- 1.2. Section 232(2)(c) of the Companies Act, 2013 requires directors to adopt a report explaining the effect of Scheme on the class of shareholders, key managerial personnel (KMPs), promoters and non-promoters of the Company laying out in particular the share exchange ratio, and same is required to be circulated along with the Notice convening the meeting. NCLT vide its Order dated 16<sup>th</sup> December 2019 CA/1154 & 1155/CAA/2019 has dispensed the meeting of equity shareholders of the Transferee Company, as consent affidavits were given by all the equity shareholders, and has directed the Transferee Company to hold meeting of the Secured and Unsecured Creditors.
- 1.3. This report of the Board is accordingly made in pursuance of the requirements of Section 232(2) (c) of the Companies Act, 2013 to be circulated along with Notice convening the meeting of Chennai Radha Engineering Works Private Limited.
- 1.4. The following documents were placed before the Board:
  - 1.4.1. Draft Scheme duly Initialed by the Directors for the purpose of identification;
  - 1.4.2. Valuation Report dated 10<sup>th</sup> September 2018 issued by KNRSG & Associates, Chartered Accountants;

**2. Effect of the Scheme on equity shareholders (promoters, shareholders and non-promoter shareholders), employees and KMPs of Chennai Radha Engineering Works Private Limited:**

- 2.1 The whole of the undertaking of the Transferor Companies shall be transferred to the Transferee Company as a going concern.
- 2.2 Upon the Scheme becoming effective, in consideration for transfer of the Undertaking (as defined in the Scheme) of the Transferor Companies to the Transferee Company in terms of the Scheme, the Transferee Company shall issue shares in the following manner:
  - A. Two fully paid up equity shares of Rs. 10 each in share capital of the Transferee Company, for every fully paid up equity shares of Rs. 10 each held in the Transferor Company No. 1.
  - B. Five fully paid up equity shares of Rs. 10 each in share capital of the Transferee Company, for every two fully paid up equity shares of Rs. 10 each held in the Transferor Company No. 2.

Pursuant to the Scheme, the Transferee Company shall allot shares as consideration to the shareholders of the Transferor companies and their shareholding consequent to this scheme would be reflected as follows:



NAME OF THE SHAREHOLDER	NO. OF SHARES HELD BEFORE MERGER (EACH SHARE OF RS.10)	SHARES TO BE ALLOTTED TO THE SHAREHOLDERS OF TRANSFEROR COMPANY NO. 1	SHARES TO BE ALLOTTED TO THE SHAREHOLDERS OF TRANSFEROR COMPANY NO. 2	POST-MERGER SHAREHOLDING	NET CHANGE IN SHAREHOLDING PURSUANT TO THE SCHEME OF MERGER
Mr. S. Venkatesan	60,96,274	1,03,600	1,27,655	63,27,529	0.50
Mrs. V. Padmavathy	12,90,300	2,000	2,500	12,94,800	(0.28)
Soundaryam General Trading	Nil	26,100	58,270	84,370	(0.73)

**Note:** The Transferee Company holds shares in Transferor Companies and under the Scheme the shares will get cancelled.

Consequent to the Scheme, the total post-merger shareholding of the Transferee Company would be as follows:

NAME OF THE SHAREHOLDER	PROMOTER/NON-PROMOTER	SHAREHOLDING POST-MERGER	PERCENTAGE OF SHAREHOLDING
Mr. S. Venkatesan	Promoter	63,27,529	54.83
Mr. V.R.Senthil Kumar	Promoter	11,99,582	10.39
Mrs. V. Padmavathy	Promoter	12,94,800	11.22
Mrs. V. Radhaselvi	Non-Promoter	11,20,800	9.71
Mr. V.R.Ramu	Non-Promoter	9,49,582	8.23
Mrs. V. Gnanambigai	Non-Promoter	5,63,754	4.89
Soundaryam General Trading	Non-Promoter	84,370	0.73


- 2.3 Under the Scheme, there is no arrangement or compromise with the unsecured creditors as their rights are not affected and all the unsecured creditors would be paid off in the ordinary course of business.
- 2.4 Upon this Scheme becoming effective, all the executives, staff, workmen, and other employees in the service of the Transferor Companies shall become the executives, staff, workmen, and other employees of the Transferee Company without any interruption of service and on the basis of continuity of service and on the same terms and conditions as those applicable to them with reference to the Transferor Companies on the Appointed Date.
- 2.5 The Directors of the Transferee Company are interested in the Scheme only to the extent of their shareholding in the Transferor Companies forming part of the Scheme and to the extent the said directors are common directors in the said companies.

### 3. Valuation

- 3.1. The Valuation Report dated 10<sup>th</sup> September 2018 was issued by KNRS & Associates, Chartered Accountants, describing inter alia the computation of and the methodology adopted by them in arriving at the enterprise value.
- 3.2. The valuers have considered the Net Assets methodology of valuation under Asset based approach due to the availability of financial information and nature of businesses.
- 3.3. No Special valuation difficulties were reported by the valuers.

The above report was adopted by the directors of the Transferor Companies, at their respective meetings held on 8<sup>th</sup> November 2018.

By Order of the Board <b>Chennai Radha Engineering Works Private Limited</b>	By Order of the Board <b>Pioneer Biologix Private Limited</b>	By Order of the Board <b>Pioneer Tech Solutions Private Limited</b>
<b>-SD- Venkatesan Sambandam Managing Director DIN: 01742303</b>	<b>-SD- Venkatesan Sambandam Managing Director DIN: 01742303</b>	<b>-SD- Venkatesan Sambandam Managing Director DIN: 01742303</b>

M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED					
CIN No : U28113TN2005PTC056452					
PROVISIONAL BALANCE SHEET AS AT 30TH NOVEMBER 2019					
Particulars	Note	Figures in Rupee			
		Nov 30, 2019		March 31, 2019	
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholder's Funds</b>					
(a) Share Capital	1	11,22,02,920		11,22,02,920	
(b) Reserves and Surplus	2	2,65,68,05,554		2,26,14,01,211	
(c) Money Received against Share Warrants		-	2,76,90,08,474	-	2,37,36,04,131
<b>(2) Share Application Money Pending Allotment</b>					
<b>(3) Non-Current Liabilities</b>					
(a) Long-Term Borrowings	3	9,99,99,250		13,33,32,750	
(b) Deferred Tax Liabilities (net)		-		-	
(c) Other Long Term Liabilities		-		-	
(d) Long Term Provisions		-	9,99,99,250	-	13,33,32,750
<b>(4) Current Liabilities</b>					
(a) Short-Term Borrowings	4	45,58,53,487		51,01,86,907	
(b) Trade Payables	5				
A. Total outstanding dues of micro enterprises and small enterprises:		-		-	
B. Total Outstanding dues of creditors other than micro enterprises and small enterprises		82,29,40,653		93,68,93,849	
		82,29,40,653		93,68,93,849	
(c) Other Current Liabilities	6	36,78,42,615		15,81,77,194	
(d) Short-Term Provisions	7	38,59,41,922		5,15,37,711	
			2,03,25,78,677		1,65,67,95,661
<b>Total</b>			<b>4,90,15,86,401</b>		<b>4,16,37,32,542</b>
<b>II.ASSETS</b>					
<b>(1) Non-Current Assets</b>					
(a) Property, Plant & Equipment					
(i) Tangible Assets	8	1,49,91,96,053		1,50,46,63,141	
(ii) Intangible Assets		-		-	
(iii) Capital Work-in-Progress		-		-	
(iv) Intangible Assets under Development		-		-	
(b) Non-Current Investments	9	6,44,21,360		6,34,11,360	
(c) Deferred Tax Assets (net)		1,81,51,112		1,81,51,112	
(d) Long Term Loans and Advances		-		-	
(e) Other Non-Current Assets		-	1,58,17,68,525	-	1,58,62,25,613
<b>(2) Current Assets</b>					
(a) Current Investments		-		-	
(b) Inventories	10	74,98,83,485		33,45,48,495	
(c) Trade Receivables	11	1,50,36,76,852		1,18,34,40,845	
(d) Cash and Cash Equivalents	12	44,48,27,571		56,91,43,581	
(e) Short-Term Loans and Advances	13	60,62,64,491		47,52,08,531	
(f) Other Current Assets		1,51,65,477		1,51,65,477	
			3,31,98,17,876		2,57,75,06,929
<b>Total</b>			<b>4,90,15,86,401</b>		<b>4,16,37,32,542</b>
The Notes 1 to 22 are an integral part of these financial statements					
Chennai 31.12.2019					
for and on behalf of the Board of Directors of M/s.Chennai Radha Engineering Works Private Limited					
 (V.PADMAVATHY) Director DIN No:01735047					

M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED			
CIN No : U28113TN2005PTC056452			
PROVISIONAL STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 30TH NOVEMBER, 2019			
Particulars	Note	Figures in Rupee	
		Nov 30, 2019	March 31, 2019
I. Revenue from Operations	14	4,97,64,44,305	6,41,10,54,008
II. Other Income	15	11,22,87,333	15,15,46,441
III. Total Revenue (I +II)		5,08,87,31,638	6,56,26,00,449
IV. Expenses:			
Cost of Materials Consumed - For Sale of Goods & Services	16	54,29,63,614	77,76,03,774
Purchase of Stock-in-Trade		-	-
Change in FG, WIP and Stock in Trade	17	8,55,37,230	(22,44,57,748)
Employee Benefit Expense	18	1,95,93,91,990	2,88,27,69,738
Contract Execution and Outsourcing Expenses	19	1,41,95,11,018	1,76,30,46,971
Financial Costs	20	4,51,29,772	6,39,64,301
Depreciation and Amortization Expense	21	21,68,22,881	23,52,15,906
Other Expenses	22	29,09,71,627	36,49,85,266
Total Expenses		4,56,03,28,132	5,86,31,28,208
V. Profit before Exceptional and Extraordinary Items and Tax	(III - IV)	52,84,03,506	69,94,72,242
VI. Exceptional Items			-
VII. Profit before Extraordinary Items and Tax	(V + VI)	52,84,03,506	69,94,72,242
VIII. Extraordinary Items			-
IX. Profit before Tax	(VII - VIII)	52,84,03,506	69,94,72,242
X. Tax Expense:			
(1) Current Tax		13,29,99,162	22,71,71,302
(2) Deferred tax			1,64,95,788
XI. Profit/(Loss) for the Period from Continuing Operations	(IX-X-XII)	39,54,04,343	45,58,05,152
XII. Profit/(Loss) from Discontinuing Operations			-
XIII. Tax Expense of Discontinuing Operations			-
XIV. Profit/(Loss) from Discontinuing Operations	(XII - XIII)		-
XV. Profit/(Loss) for the Period	(XI + XIV)	39,54,04,343	45,58,05,152
XVI. Earning per Equity Share:			
(1) Basic			40.62
(2) Diluted			-

The Notes 1 to 22 are an integral part of these financial statements

Chennai  
31.12.2019

for and on behalf of the Board of Directors  
of M/s.Chennai Radha Engineering Works Private Limited



*V. Padma Vathy*  
(V.PADMAVATHY)  
Director  
DIN No:01735047



M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED				
CIN No : U28113TN2005PTC056452				
NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019				
NOTE 1: SHARE CAPITAL				
	Figures in Rupee			
	Nov 30, 2019		March 31, 2019	
<b>Authorised Capital</b>				
1,20,00,000 Equity Shares of Rs. 10/- Each		12,00,00,000		12,00,00,000
		12,00,00,000		12,00,00,000
		-		-
<b>Issued, Subscribed and Fully Paid Up</b>				
1,12,20,292 Equity Shares Rs. 10/- Each Fully Paid-Up		11,22,02,920		11,22,02,920
		11,22,02,920		11,22,02,920
(a) Rights, preferences and restrictions attached to shares				
The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held.				
(b) Aggregate number of bonus share issued, share issued for consideration other than cash and shares bought back during the period of 5 years immediately preceding the reporting date- Nil				
(c) Details of Shareholders holding more than 5 percent of the equity shares of face value of Rs 10 per share in the company				
Name of Shareholder	Nov 30, 2019		March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
S.Venkatesan	60,96,274	54.33	60,96,274	54.33
V.Gnanambigai	5,63,754	5.02	5,63,754	5.02
V.Radhaselvi	11,20,800	9.99	11,20,800	9.99
V.Padmavathy	12,90,300	11.50	12,90,300	11.50
V.R.Ramu	9,49,582	8.46	9,49,582	8.46
V.R.Senthil Kumar	11,99,582	10.69	11,99,582	10.69
M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED				
CIN No : U28113TN2005PTC056452				
NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019				
NOTE 2: RESERVES AND SURPLUS				
Particulars	Figures in Rupee			
	Nov 30, 2019		March 31, 2019	
(a) Credit Balance in P&L account				
Opening Balance	2,19,96,54,603		1,74,46,85,618	
Add: Profit During the Period	39,54,04,343		45,58,05,152	
Credit Balance in P&L account	2,59,50,58,946		2,20,04,90,770	
Less: Income Tax Adjusted (previous year)			8,36,167	
Less: Deferred Tax Liability		2,59,50,58,946	-	2,19,96,54,603
(b) Securities Premium		6,17,46,608		6,17,46,608
		2,65,68,05,554		2,26,14,01,211
NOTE 3: LONG TERM BORROWINGS				
Particulars	Figures in Rupee			
	Nov 30, 2019		March 31, 2019	
Term Loans From Banks				
Secured Loans				
Kotak Mahindra Prime Limited	-		-	
Standard Chartered Bank - ECB	9,99,99,250		13,33,32,750	
		9,99,99,250		13,33,32,750



M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED		
CIN No : U28113TN2005PTC056452		
NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019		
NOTE 4: SHORT TERM BORROWINGS		
Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
<b>Loans Repayable on Demand-from Banks</b>		
<b>Secured Loans</b>		
State Bank of India-Cash Credit	23,93,87,347	22,71,18,565
Axis Bank	(10,05,612)	-
Standard Chartered Bank -Cash Credit	1,96,49,980	4,04,81,863
IDBI Bank Limited-Cash Credit	9,78,21,772	9,25,86,479
Standard Chartered Bank -Working Capital Demand Loan	10,00,00,000	15,00,00,000
	45,58,53,487	51,01,86,907
<b>Nature of Security:</b>		
Cash credit facility, towards working capital purpose which is repayable on demand, is secured by hypothecation of stocks, receivables, all movable and immovable assets, factory land and building and further guaranteed by the directors.		
NOTE 5: TRADE PAYABLES		
Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
<b>A. Total outstanding dues of micro enterprises and small enterprises:</b>		
Sundry Creditors for:		
- Goods & Expenses	-	-
- Others	-	-
<b>Sub Total</b>	-	-
<b>B. Total Outstanding dues of creditors other than micro enterprises and small enterprises</b>		
Sundry Creditors for:		
- Goods & Expenses	82,29,40,653	93,68,93,849
- Others	-	-
<b>Sub Total</b>	82,29,40,653	93,68,93,849
<b>Total (A+B)</b>	82,29,40,653	93,68,93,849
NOTE 6: OTHER CURRENT LIABILITIES		
Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
(a) EPF Payable	2,05,53,724	2,22,84,444
(b) ESIC Payable	6,57,118	43,65,741
(c) TDS & TCS Payable	76,77,358	2,53,69,633
(d) GST Payable	12,06,29,106	3,65,61,660
(e) Professional Tax Payable	2,85,004	8,16,040
(f) Labour welfare fund Payable	1,63,504	2,00,940
(g) Director Current account	2,02,20,625	2,13,93,021
(h) Salary & Wages Payable	19,37,38,592	4,32,68,131
(i) Gratuity Payable	39,17,584	39,17,584
	36,78,42,615	15,81,77,194
NOTE 7: SHORT TERM PROVISIONS		
Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
(a) Audit Fees	45,00,000	45,00,000
(b) Provision for Expenses	3,32,62,918	3,46,63,427
(c) Provision for Interest accrued	-	3,82,785
(d) Provision for Income tax	34,81,79,004	1,19,91,499
	38,59,41,922	5,15,37,711





**M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED**

No.40, Sappthagiri Colony, Jafferkhanpet, Chennai - 600 083.

NOTE 08 : FIXED ASSET SCHEDULE AS AT 30th November 2019

Sl. No.	Nature of Assets	Gross Block at Cost as at 01.04.19	Additions	Deletions	Gross Block at Cost as at 30.11.19	Accumulated Depreciation upto 31.03.2019	Depreciation for the period ended 30.11.2019	Accumulated Depreciation upto 30.11.2019	Accumulated Depreciation upto 30.11.2019	Net Block as at 31.03.2019	Net Block as at 30.11.2019
1	Land	16,37,81,111	30,29,823	0	16,68,10,934	0	0	0	0	16,37,81,111	16,68,10,934
2	Buildings	26,86,94,289	7,27,76,818	0	34,14,71,107	8,36,50,860	70,05,164	0	9,06,56,024	18,50,43,429	25,08,13,083
3	Air Conditioners	71,83,933	9,87,680	0	81,71,613	60,58,636	4,46,289	0	65,44,925	11,25,257	16,26,687
4	Computers & Accessories	10,17,27,211	14,94,606	0	10,32,21,816	7,71,77,347	81,28,637	0	8,53,05,984	2,45,49,864	1,79,15,833
5	Electrical Fittings	1,25,55,398	4,68,991	0	1,30,24,389	1,04,50,832	4,07,550	0	1,00,58,382	21,04,526	21,65,967
6	Furniture & Fixtures	1,28,96,674	99,333	0	1,27,97,341	1,02,02,406	3,71,515	0	1,05,74,011	26,94,178	22,21,330
7	Office Equipments	2,66,49,461	5,15,900	0	2,71,65,361	2,18,85,512	14,83,113	0	2,33,68,625	47,63,949	37,96,736
8	Plant and Machinery	17,45,60,317	4,81,74,489	0	22,27,34,806	6,30,96,877	1,69,64,881	(2,93,827)	7,97,67,931	11,14,63,439	14,29,46,874
9	Mobile Harbour Crane	67,67,13,023	0	0	67,67,13,023	42,65,40,549	2,31,99,327	0	44,97,39,876	25,01,72,474	22,69,73,147
10	Windmill	6,16,49,712	0	0	6,16,49,712	4,88,51,636	13,78,779	0	5,02,30,415	1,27,98,076	1,14,19,297
11	Vehicles	19,93,17,516	22,00,078	0	20,15,18,394	13,17,52,327	1,84,99,677	(58,17,267)	14,44,34,737	6,75,65,189	5,70,83,657
12	Equipments at Site	41,40,68,631	6,64,00,750	2,13,58,207	45,91,10,674	26,10,28,098	3,85,07,793	(4,61,641)	29,90,74,250	15,30,40,533	16,00,36,424
13	Heavy Vehicles & Equipments	59,88,90,798	74,97,149	25,96,879	60,37,91,068	7,35,22,446	10,01,78,341	(2,45,23,394)	14,91,77,393	52,53,68,362	45,46,13,675
14	Vessels - Canteen Assets	51,06,390	7,67,500	0	58,73,890	49,13,666	2,11,816	0	51,25,482	1,92,724	7,48,408
	<b>TOTAL</b>	<b>2,72,37,94,423</b>	<b>20,43,14,083</b>	<b>2,40,54,419</b>	<b>2,90,40,54,088</b>	<b>1,21,91,31,282</b>	<b>21,68,22,881</b>	<b>(3,10,96,129)</b>	<b>1,40,49,58,034</b>	<b>1,50,46,63,141</b>	<b>1,49,97,91,053</b>

Chennai  
 1.12.2019

for and on behalf of the Board of Directors  
 Chennai Radha Engineering Works Private Limited



M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED

CIN No : U28113TN2005PTC056452

NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019

**NOTE 9: NON CURRENT INVESTMENT**

Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
<b>Investment in Unquoted Equity Shares of</b>		
(a) Interlace India Pvt. Ltd.	2,60,74,200	2,60,74,200
<b>Associate Company:-</b>		
(b) Pioneer Biologix Pvt. Ltd.	1,54,19,000	1,54,19,000
(c) Pioneer Tech Solutions Pvt. Ltd.	1,69,44,000	1,69,44,000
<b>Subsidiaries:-</b>		
(d) CREW O&M Services (Middle East) FZE, UAE	49,74,160	49,74,160
<b>Joint Ventures:-</b>		
(e) Doha Crew Services and Maintenance WLL	10,10,000	
	<b>6,44,21,360</b>	<b>6,34,11,360</b>

**NOTE 10: INVENTORIES**

Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
(a) Raw Materials	58,77,87,524	8,69,15,304
(b) Work-in-progress	9,65,41,441	4,46,89,799
(c) Finished Goods - Manufacturing	6,55,54,520	5,03,75,893
(d) Finished Goods - Trading		15,25,67,499
	<b>74,98,83,485</b>	<b>33,45,48,495</b>

**NOTE 11:TRADE RECEIVABLES**

Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
(a) Debts outstanding for a period more than six months (unsecured and considered good)	7,62,92,229	17,26,87,754
(b) Debts outstanding for a period less than six months (unsecured, considered goods)	1,42,73,84,623	1,01,07,53,091
Less: Doubtful		-
	<b>1,50,36,76,852</b>	<b>1,18,34,40,845</b>

**NOTE 12:CASH AND BANK BALANCES**

Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
<b>(a) Cash &amp; Cash Equivalants</b>		
(i) Balances with Banks; In Current Accounts	13,83,91,188	13,30,44,331
(ii) Cash on Hand	7,72,16,536	77,68,553
	<b>21,56,07,724</b>	<b>14,08,12,884</b>
<b>(b) Other Bank Balances</b>		
In Deposit Accounts (> 3 months but < 12 months maturity)		
(i) Fixed Deposit - Margin Money Deposit	22,92,19,847	42,83,30,697
	<b>22,92,19,847</b>	<b>42,83,30,697</b>
	<b>44,48,27,571</b>	<b>56,91,43,581</b>



M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED

CIN No : U28113TN2005PTC056452

NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019

NOTE 13: SHORT TERM LOAN AND ADVANCES

Particulars	Figures in Rupee	
	Nov 30, 2019	March 31, 2019
(a) TDS & TCS Receivable	20,87,02,407	-
(b) Advance Tax	12,01,58,501	-
(c) Input Tax Credits	15,33,55,820	16,11,19,159
(d) TDS Receivable (Advance)	-	1,58,501
(e) GST PLA A/c	3,06,10,890	85,94,819
(f) Rental Advance - Workshop & Staff Quarters	1,06,82,864	1,06,83,751
(g) Rental Advance - Office	-	25,48,840
(h) Salary Advances	58,19,107	4,58,75,360
(i) Deposits (Assets)	50,95,428	1,36,85,848
(j) Income Tax & Sales Tax & Service Tax Appeal Deposit	4,56,59,425	4,54,50,069
(k) Trade Advances	-	1,66,33,943
(l) FBT Refund Due	3,21,002	3,21,002
(m) Income Tax Refund	17,19,086	17,19,086
(n) Advance paid	2,41,39,962	16,84,18,153
	60,62,64,491	47,52,08,531





M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED		
CIN No : U28113TN2005PTC056452		
NOTES FORMING PART OF PROVISIONAL STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 30.11.2019		
Particulars	Figures in Rupee	
	Nov 30, 2019	31.03.2019
<b>NOTE 14: REVENUE FROM OPERATIONS</b>		
(a) Sales of Products		
Manufacturing Sales	67,82,78,322	35,76,77,184
Trading Sales & Sales in Contracts	3,76,76,713	3,58,87,913
<b>Total of Sale of Products</b>	<b>71,59,55,035</b>	<b>39,35,65,097</b>
(b) Sale of Services		
Contract Services- Harbour Crane	53,21,67,639	42,76,49,214
Operation and Maintenance and Cargo Handling (Incl.Transportation)	2,85,29,00,124	4,64,56,30,408
Erection,Commissioning and Installation etc., in Turnkey Projects	31,73,06,281	58,85,70,801
Mining Service	55,33,66,734	35,10,06,144
<b>Total Sales of Service</b>	<b>4,25,57,40,778</b>	<b>6,01,28,76,567</b>
(c) Other Operating revenues		
Wind Mill-Power Generation Income	47,48,491	46,12,344
(d) Less: Excise duty		-
	<b>4,97,64,44,305</b>	<b>6,41,10,54,008</b>
<b>NOTE 15: OTHER INCOME</b>		
(a) Interest Income	1,37,46,971	4,25,58,587
(b) Rental Income	12,85,040	21,68,760
(c) Freight & Packing Charges Collected	35,000	2,42,050
(d) Bad Debts Recovered	2,08,03,267	6,32,43,502
(e) Customs Late Fee Refund		-
(f) Dividend Income from Overseas Subsidiary	7,61,73,466	4,22,98,152
(g) Foreign Exchange Gain	2,43,590	1,05,836
(h) Profit on Sale of Assets		9,29,554
	<b>11,22,87,333</b>	<b>15,15,46,441</b>
<b>NOTE 16: COST OF RAW MATERIALS AND CONSUMABLES - FOR SALE OF GOODS &amp; SERVICES</b>		
Opening Stock	8,69,15,304	38,22,578
Add : Purchases	1,04,38,35,834	86,06,96,500
	1,13,07,51,138	86,45,19,078
Less : Closing Stock	58,77,87,524	8,69,15,304
	<b>54,29,63,614</b>	<b>77,76,03,774</b>
<b>NOTE 17: CHANGE IN FG, WIP AND STOCK IN TRADE</b>		
Opening Stock of Finished Goods	20,29,43,392	2,31,75,443
Closing Stock of Finished Goods	6,55,54,520	20,29,43,392
Change in Finished Goods - (A)	13,73,88,872	(17,97,67,949)
Opening Stock of Work-in-Progress	4,46,89,799	-
Closing Stock of Work-in-Progress	9,65,41,441	4,46,89,799
Change in Work-in-Progress - (B)	(5,18,51,642)	(4,46,89,799)
Opening Stock of Stock-in-Trade	-	-
Closing Stock of Stock-in-Trade	-	-
Change in Stock-in-Trade - (C)	-	-
<b>Total (A+B+C)</b>	<b>8,55,37,230</b>	<b>(22,44,57,748)</b>






**M/s.CHENNAI RADHA ENGINEERING WORKS PRIVATE LIMITED**  
CIN No : U28113TN2005PTC056452



**NOTES FORMING PART OF PROVISIONAL STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 30.11.2019**

Particulars	Figures in Rupee	
	Nov 30, 2019	31.03.2019
<b>NOTE 18: EMPLOYEE BENEFIT EXPENSES</b>		
(a) Salaries and Wages ( Incl. Casual Wages )	1,48,73,92,204	2,09,99,36,443
(b ) Directors Remuneration	4,90,35,579	6,90,48,494
(c) Bonus, Ex-Gratia & Incentives	15,45,13,996	29,37,04,750
(d) Contribution to Gratuity Fund	-	3,11,945
(e) Contribution to Employees Provident Fund	8,86,66,221	11,62,54,743
(f) Contribution to ESIC	1,72,63,185	3,08,14,918
(g) Contribution to Labour Welfare Fund & Prof. Tax	5,56,656	8,94,226
(h) Workman Group Insurance Charges (Contractual Obligation)	68,41,092	84,74,062
(i) Rent for Staff Quarters & Electricity Charges	6,70,87,168	7,36,22,887
(j) Employee Welfare Exp's ( Including Medical & Safety Material )	1,77,22,293	5,06,76,942
(k) Employee Mess, Tea, Snacks Etc., Expenses	7,03,13,597	13,90,30,327
	<b>1,95,93,91,990</b>	<b>2,88,27,69,738</b>
<b>NOTE 19: CONTRACT EXECUTION AND OUTSOURCING EXPENSES</b>		
(a) Sub Contract for Manpower & Works ( Incl. Erection Charges Etc., )	69,22,37,716	87,72,93,303
(b) Port Service charges	10,43,36,416	17,00,50,787
(c) Technical & Professional Consultancy Charges	4,94,24,766	8,38,55,029
(d) Freight & Carriage ( Net )	6,87,94,046	6,09,90,255
(e) Gate Pass Expenses	9,98,110	20,44,587
(f) Hire Charges - Equipment and Machineries	5,93,30,383	10,47,39,908
(g) Vehicle Hire Charges ( Coneyor Patrolling & Employee Movement )	2,39,48,568	3,09,73,411
(h) Power and Fuel	40,84,39,167	41,59,92,909
(i) Liquidated Damage & Works Contract Tax ( Incl. Demurrages)	1,20,01,846	1,71,06,784
	<b>1,41,95,11,018</b>	<b>1,76,30,46,971</b>
<b>NOTE 20: FINANCIAL COST</b>		
(a) Interest on working capital	1,73,68,712	1,85,28,093
(b) Interest on Letter of Credit	36,40,796	-
(c) Interest - Term Loans	1,11,02,970	1,95,16,421
(d) Bank Guarantee Commission / LC charges	83,69,443	1,56,17,179
(e) General Bank Charges & Processing Fee	46,47,850	1,03,02,608
	<b>4,51,29,772</b>	<b>6,39,64,301</b>
<b>NOTE 21: DEPRECIATION AND AMORTIZATION</b>		
(a) Depreciation	21,68,22,881	23,52,15,906
(b) Amortization expense	-	-
	<b>21,68,22,881</b>	<b>23,52,15,906</b>
<b>NOTE 22: OTHER EXPENSES</b>		
(a) Advertisement Expenses	9,46,370	3,28,756
(b) Business Promotion Expenses	43,47,619	53,41,387
(c) Telephone, Cell Phone & Internet charges	55,61,457	83,33,465
(d) Discounts	10,58,771	9,59,408
(e) Donations	89,68,641	1,91,02,501
(f) General Administrative Expenses	31,03,001	1,75,01,143
(g) CSR Expenses	1,06,50,000	94,00,000
(h) Printing & Stationery	30,67,532	78,94,803
(i) Rent Office and Factory	86,43,795	1,23,71,357
(j) Office Maintenance expenses	50,36,203	1,46,35,544
(k) Repairs and Maintenance- Building	20,69,452	52,05,068
(l) Subscription & Periodicals	1,34,518	2,79,559
(m) Taxes & Fees	38,62,989	72,57,024
(n) Tender Expenses	2,35,118	3,44,105
(o) Travelling & Conveyance	1,25,95,600	1,60,01,583
(p) Repairs & Maintenance-Plant, Machinery & Vehicles	8,31,91,180	8,22,18,081
(q) Foreign Exchange Loss	3,54,607	-
(r) Insurance Charges ( Buildings , Goods Etc., )	1,22,49,709	1,71,75,469
(s) Bad Debts Written off	12,45,78,310	14,06,36,013
(t) Loss on sale of Asset	3,16,756	-
	<b>29,09,71,627</b>	<b>36,49,85,266</b>



M/S. PIONEER BIOLOGIX PRIVATE LIMITED					
CIN NO.:U01117TN2008PTC066086					
PROVISIONAL BALANCE SHEET AS AT 30TH NOVEMBER 2019					
Particulars	Note	Figures in Rupee			
		November 30, 2019		March 31, 2019	
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholder's Funds</b>					
(a) Share Capital	1	9,66,880		9,66,880	
(b) Reserves and Surplus	2	3,20,65,596		3,19,11,971	
(c) Money Received against Share Warrants		-	3,30,32,476	-	3,28,78,851
<b>(2) Share Application Money</b>		-	-	-	-
<b>(3) Non-Current Liabilities</b>					
(a) Long-Term Borrowings	3	74,61,696		94,86,696	
(b) Deferred Tax Liabilities (net)		-		-	
(c) Other Long Term Liabilities		-		-	
(d) Long Term Provisions		-	74,61,696	-	94,86,696
<b>(4) Current Liabilities</b>					
(a) Short-Term Borrowings	4	-		-	
(b) Trade Payables	5	-		-	
A. Total outstanding dues of micro enterprises and small enterprises		-		-	
B. Total Outstanding dues of creditors other than micro enterprises and small enterprises		4,79,427		-	
(c) Other Current Liabilities	6	84,244		3,88,389	
(d) Short-Term Provisions	7	1,00,000		1,00,001	
			6,63,671		4,88,390
<b>Total</b>			<b>4,11,57,843</b>		<b>4,28,53,936</b>
<b>II. ASSETS</b>					
<b>(1) Non-Current Assets</b>					
(a) Fixed Assets:					
(i) Tangible Assets		3,34,42,131		3,48,38,151	
(ii) Intangible Assets		-		-	
(iii) Capital Work-in-Progress		-		-	
(iv) Intangible Assets under Development		-		-	
(b) Non-Current Investments		-		-	
(c) Deferred Tax Assets (net)		1,87,507		1,87,506	
(d) Long Term Loans and Advances		-		-	
(e) Other Non-Current Assets		-		-	
			3,36,29,638		3,50,25,657
<b>(2) Current Assets</b>					
(a) Current Investments		-		-	
(b) Inventories	8	-		-	
(c) Trade Receivables	9	49,18,660		38,49,581	
(d) Cash and Cash Equivalents	10	21,94,300		30,42,034	
(e) Short-Term Loans and Advances		-		-	
(f) Other Current Assets	11	4,15,244		9,36,664	
			75,28,205		78,28,280
<b>Total</b>			<b>4,11,57,843</b>		<b>4,28,53,936</b>
Significant Accounting Policies	2				
The Notes 1 to 20 are an integral part of these financial statements					
Place : Chennai					
Date : 31.12.2019					
for and on behalf of the Board of Directors of M/s. Pioneer Biologix Private Limited					
		 (V. PADMAVATHY) Director DIN No.:01735047			

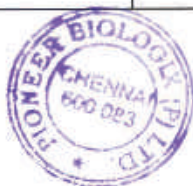


M/s. PIONEER BIOLOGIX PRIVATE LIMITED			
CIN NO.:U01117TN2008PTC066086			
STATEMENT OF PROVISIONAL PROFIT & LOSS FOR THE PERIOD ENDED 30TH NOVEMBER 2019			
Particulars	Note	Figures in Rupee	
		November 30, 2019	March 31, 2019
I. Revenue from Operations	12	10,53,267	37,34,635
II. Other Income	13	10,96,489	23,13,072
<b>III. Total Revenue (I +II)</b>		<b>21,49,756</b>	<b>60,47,707</b>
IV. Expenses:			
Cost of Materials Consumed	14	4,35,690	16,38,184
Purchase of Stock-in-Trade		-	-
Change in FG, WIP and Stock in Trade	15	-	6,43,561
Employee Benefit Expense	16	525	1,500
Financial Costs	17	2,655	16,05,885
Depreciation and Amortization Expense	18	13,96,022	27,82,310
Other Expenses	19	1,61,239	7,29,849
<b>IV. Total Expenses</b>		<b>19,96,131</b>	<b>74,01,289</b>
V. Profit before Exceptional and Extraordinary Items and Tax	(III - IV)	1,53,625	(13,53,582)
VI. Exceptional Items	20	-	(5,34,156)
VII. Profit before Extraordinary Items and Tax	(V - VI)	1,53,625	(18,87,738)
VIII. Extraordinary Items		-	-
IX. Profit before Tax	(VII - VIII)	1,53,625	(18,87,738)
X. Tax Expense:			
(1) Current Tax		-	-
(2) Deferred tax			87,603
XI. Profit/(Loss) for the Period from Continuing Operations	(IX-X-XII)	1,53,625	(18,00,135)
XII. Profit/(Loss) from Discontinuing Operations		-	-
XIII. Tax Expense of Discounting Operations		-	-
XIV. Profit/(Loss) from Discontinuing Operations	(XII - XIII)	-	-
XV. Profit/(Loss) for the Period	(XI + XIV)	1,53,625	(18,00,135)
XVI. Earning per equity share:			
(1) Basic		1.59	(18.62)
(2) Diluted		-	-
The Notes 1 to 20 are an integral part of these financial statements			
Place : Chennai			
Date : 31.12.2019			
for and on behalf of the Board of Directors of M/s.Pioneer Biologix Private Limited			
			
		(V.PADMAVATHY) Director DIN No.:01735047	

M/s.PIONEER BIOLOGIX PRIVATE LIMITED				
CIN NO.:U01117TN2008PTC066086				
NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019				
NOTE 1: SHARE CAPITAL				
Particulars	Figures in Rupee			
	November 30, 2019		March 31, 2019	
<b>Authorised Capital</b>				
30,00,000 Equity Shares of Rs.10 each		3,00,00,000		3,00,00,000
		3,00,00,000		3,00,00,000
<b>Issued, Subscribed and Fully paid up</b>				
96,688 Equity Shares of Rs.10 each fully paid		9,66,880		9,66,880
		9,66,880		9,66,880
(a) Rights, preferences and restrictions attached to shares.				
The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held.				
(b) Aggregate number of bonus share issued, share issued for consideration other than cash and shares bought back during period of 5 years immediately preceding the reporting date				
Particulars	November 30, 2019		March 31, 2019	
	No. of Shares	Face Value	No. of Shares	Face Value
Equity Share allotted as fully paid bonus share by capitalization of reserves and surplus.	Nil	Nil	Nil	Nil
(c) Details of Shareholders of the equity shares of face value of Rs.10 per share in the company				
Name of Shareholder	November 30, 2019		March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
S.Venkatesan	51,800	53.57%	51,800	53.57%
V.Padmavathy	1,000	1.03%	1,000	1.03%
Chennai Radha Engineering Works (P) Ltd.	30,838	31.89%	30,838	31.89%
Soundaryam General Trading	13,050	13.50%	13,050	13.50%

NOTE 2: RESERVES AND SURPLUS				
Particulars	Figures in Rupee			
	November 30, 2019		March 31, 2019	
(a) General Reserve		-		-
(b) Credit Balance in P&L account				
Opening Balance	50,72,351		68,72,486	
Add: Profit During the Period	1,53,625		(18,00,135)	
Credit Balance in P&L account	52,25,976		50,72,351	
Less: Income Tax Adjusted (previous year)	-	52,25,976	-	50,72,351
(c) Share Premium		2,68,39,620		2,68,39,620
		3,20,65,596		3,19,11,971

NOTE 3: LONG TERM BORROWINGS				
Particulars	Figures in Rupee			
	November 30, 2019		March 31, 2019	
(a) Secured Loans				
(b) Unsecured Loans				
M/s.Renga Engineering Works (India) Pvt Ltd.	74,61,696	74,61,696	94,86,696	94,86,696
		74,61,696		94,86,696





## M/s.PIONEER BIOLOGIX PRIVATE LIMITED

CIN NO.:U01117TN2008PTC066086

## NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019

## NOTE 4: SHORT TERM BORROWING

Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) Secured Loans	-	-
(b) Unsecured Loans	-	-
	-	-

## NOTE 5: TRADE PAYBLES

Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
<b>A. Total outstanding dues of micro enterprises and small enterprises:</b>		
Sundry Creditors for:		
- Goods & Expenses	-	-
- Others	-	-
<b>Sub Total - (A)</b>	-	-
<b>B. Total Outstanding dues of creditors other than micro enterprises and small enterprises</b>		
Sundry Creditors for:		
- Goods & Expenses	4,79,427	-
- Others	-	-
<b>Sub Total - (B)</b>	4,79,427	-
<b>Total (A+B)</b>	4,79,427	-

## NOTE 6: OTHER CURRENT LIABILITIES

Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) TDS Payable	-	1,59,084
(b) EPF Payable	-	75
(c) ESIC Payable	-	-
(d) Salary & Wages Payable	-	-
(e) GST Payable	84,244	2,29,230
	84,244	3,88,389



## M/s.PIONEER BIOLOGIX PRIVATE LIMITED

CIN NO.:U01117TN2008PTC066086

## NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019

## NOTE 7: SHORT TERM PROVISIONS

Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) Provision for Audit Fees	1,00,000	1,00,000
(b) Provision for Income tax	-	-
(c) Provision for expenses	-	-
	1,00,000	1,00,000

## NOTE 8: INVENTORIES

Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) Raw Material	-	-
(b) Work in Progress	-	-
	-	-

## NOTE 9: TRADE RECEIVABLES

Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) Debts outstanding for a period more than six months (unsecured and considered good)	-	17,85,597
(b) Debts outstanding for a period less than six months (unsecured, considered goods)	49,18,660	20,63,985
Less: Doubtful	-	-
	49,18,660	38,49,582

## NOTE 10: CASH AND BANK BALANCES

Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) Cash & Cash Equivalents :		
(i) Balances with Banks		
In Current Accounts	3,53,977	12,02,828
(ii) Cash on Hand	11,78,238	12,03,988
	15,32,215	24,06,816
(b) Other Bank Balances		
In Deposit Accounts (> 3 months but < 12 months maturity)		
(i) Bank Guarantee- Margin Deposits	6,62,087	6,35,219
	6,62,087	6,35,219
<b>Total</b>	<b>21,94,301</b>	<b>30,42,034</b>

## NOTE 11: OTHER CURRENT ASSETS

Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) TDS Receivable	1,78,542	1,77,202
(b) Deposits and Advances	2,36,702	7,59,462
	4,15,244	9,36,664



**M/S PIONEER BIOLOGIX PRIVATE LIMITED**

CIN NO.:U01117TN2008PTC066086

**NOTES FORMING PART OF PROVISIONAL PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30TH NOVEMBER 2019**

Particulars	November 30, 2019	March 31, 2019
<b>NOTE 12: REVENUE FROM OPERATIONS</b>		
(a) Sales of Products	7,73,125	30,25,677
(b) Sale of Services	2,80,142	4,93,903
(c) Other Operating Revenues	-	2,15,055
	<b>10,53,267</b>	<b>37,34,635</b>
<b>NOTE 13: OTHER INCOME</b>		
(a) Interest Income	28,209	38,047
(b) Rental Income	10,68,280	16,02,420
(c) Creditors Written Off	-	6,72,605
	<b>10,96,489</b>	<b>23,13,072</b>
<b>NOTE 14: COST OF MATERIAL CONSUMED</b>		
Opening Stock	-	-
Add : Purchases	4,35,690	16,38,184
	4,35,690	16,38,184
Less : Closing Stock	-	-
	4,35,690	16,38,184
Others (carriage inwards)	-	-
	<b>4,35,690</b>	<b>16,38,184</b>
<b>NOTE 15: CHANGE IN FG, WIP AND STOCK-IN -TRADE</b>		
Opening Stock Work-in-Progress	-	6,43,561
Less: Closing Stock Work-in-Progress	-	-
	-	6,43,561
Opening Stock Finished goods	-	-
Less: Closing Stock Finished goods	-	-
	-	-
(Increase)/Decrease in Closing Stock of Finished & WIP	-	<b>6,43,561</b>
<b>NOTE 16: EMPLOYEE BENEFIT EXPENSES</b>		
(a) Salaries and Wages	-	-
(b) Contribution to PF & ESI & LWF	525	1,300
(c) Staff Welfare Expenses	-	200
	<b>525</b>	<b>1,500</b>





**M/S PIONEER BIOLOGIX PRIVATE LIMITED**

**CIN NO.:U01117TN2008PTC066086**

**NOTES FORMING PART OF PROVISIONAL PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30TH  
NOVEMBER 2019**

<b>Particulars</b>	<b>November 30, 2019</b>	<b>March 31, 2019</b>
<b>NOTE 17: FINANCIAL COST</b>		
(a) Interest on Cash Credit	-	1,813
(b) Interest expense -Unsecured Loan	-	15,90,837
(c) Bank Charges	2,655	13,235
	<b>2,655</b>	<b>16,05,885</b>
<b>NOTE 18 : DEPRECIATION AND AMORTIZATION</b>		
(a) Depreciation	13,96,022	27,82,310
(b) Amortization Expense	-	-
	<b>13,96,022</b>	<b>27,82,310</b>
<b>NOTE 19: OTHER EXPENSES</b>		
(a) Audit Fees	-	1,00,000
(b) Advertisement Expenses	-	-
(c) Freight Charges	12,232	66,887
(d) Insurance Charges	-	6,618
(e) Office maintenance	-	1,54,382
(f) Power & Fuel	-	-
(g) Printing & Stationery	-	-
(h) Professional Charges	6,000	65,000
(i) Repairs & Maintenance	-	-
(j) Sub Contract Expense	-	69,324
(j) Administrative Expenses	5,600	1,88,361
(k) Taxes & Fees	1,37,407	20,606
(l) Travelling & Conveyance	-	-
(m) Bad Debts	-	58,671
(n) Testing & Inspection Charges	-	-
	<b>1,61,239</b>	<b>7,29,849</b>
<b>NOTE 20: EXCEPTIONAL ITEMS</b>		
(a) Loss on sale of fixed assets	-	(5,34,156)
	-	(5,34,156)







**M/s. PIONEER TECH SOLUTIONS PRIVATE LIMITED**

**CIN NO.:U30007TN2008PTC066084**

**PROVISIONAL STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 30TH NOVEMBER 2019**

Particulars	Note	Figures in Rupee	
		November 30, 2019	March 31, 2019
I. Revenue from Operations	12	3,16,712	76,63,976
II. Other Income	13	11,58,521	20,48,484
<b>III. Total Revenue (I +II)</b>		<b>14,75,233</b>	<b>97,12,460</b>
IV. Expenses:			
Cost of Materials Consumed	14	-	45,28,978
Purchase of Stock-in-Trade		-	-
Change in FG, WIP and Stock in Trade	15	-	14,75,282
Employee Benefit Expense	16	-	2,400
Financial Costs	17	-	16,35,125
Depreciation and Amortization Expense	18	17,48,004	40,27,464
Other Expenses	19	1,45,052	7,74,824
<b>Total Expenses</b>		<b>18,93,056</b>	<b>1,24,44,072</b>
V. Profit before Exceptional and Extraordinary Items and Tax	(III - IV)	(4,17,823)	(27,31,612)
VI. Exceptional Items	20	-	(4,52,881)
VII. Profit before Extraordinary Items and Tax	(V - VI)	(4,17,823)	(31,84,494)
VIII. Extraordinary Items		-	-
IX. Profit before Tax	(VII - VIII)	(4,17,823)	(31,84,494)
X. Tax Expense:			
(1) Current Tax		-	-
(2) Deferred tax		-	(1,30,824)
XI. Profit/(Loss) for the Period from Continuing Operations	(IX-X-XII)	(4,17,823)	(30,53,670)
XII. Profit/(Loss) from Discontinuing Operations		-	-
XIII. Tax Expense of Discounting Operations		-	-
XIV. Profit/(Loss) from Discontinuing Operations	(XII - XIII)	-	-
XV. Profit/(Loss) for the Period	(XI + XIV)	(4,17,823)	(30,53,670)
XVI. Earning per equity share:			
(1) Basic		(3.82)	(27.95)
(2) Diluted			

**The Notes 1 to 20 are an integral part of these financial statements**

Place : Chennai

Date : 31.12.2019

for and on behalf of the Board of Directors  
of M/s. Pioneer Tech Solutions Private Limited



*V.P.M.*

(PADMAVATHY V)

Director

DIN No: 01735047



**M/s.PIONEER TECH SOLUTIONS PRIVATE LIMITED**  
**CIN NO.:U30007TN2008PTC066084**  
**PROVISIONAL BALANCE SHEET AS AT 30TH NOVEMBER 2019**

	Note	Figures in Rupee	
		November 30, 2019	March 31, 2019
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	10,92,580	10,92,580
(b) Reserves and Surplus	2	4,26,62,527	4,30,80,350
(c) Money Received against Share Warrants		-	-
		4,37,55,107	4,41,72,930
<b>(2) Share Application Money</b>			
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3	14,07,341	24,07,341
(b) Deferred Tax Liabilities (net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long term provisions		-	-
		14,07,341	24,07,341
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings	4	-	-
(b) Trade Payables	5	-	-
A. Total outstanding dues of micro enterprises and small enterprises		-	-
B. Total Outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(c) Other Current Liabilities	6	24,036	3,47,894
(d) Short-Term Provisions	7	1,00,000	1,00,000
		1,24,036	4,47,894
<b>Total</b>		<b>4,52,86,484</b>	<b>4,70,28,165</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets		3,76,47,759	3,93,95,763
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (net)		9,29,080	9,29,080
(d) Long Term Loans and Advances		-	-
(e) Other Non-Current Assets		-	-
		3,85,76,838	4,03,24,843
<b>(2) Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories	8	-	-
(c) Trade Receivables	9	22,57,800	7,15,308
(d) Cash and Cash Equivalents	10	37,98,213	50,52,840
(e) Short-Term Loans and Advances		-	-
(f) Other Current Assets	11	6,53,633	9,35,174
		67,09,646	67,03,322
<b>Total</b>		<b>4,52,86,484</b>	<b>4,70,28,165</b>

The Notes 1 to 20 are an integral part of these financial statements

Place : Chennai

Date : 31.12.2019

for and on behalf of the Board of Directors  
of M/s. Pioneer Tech Solutions Private Limited

(PADMAVATHY V)  
Director  
DIN No:01735047



**M/s. PIONEER TECH SOLUTIONS PRIVATE LIMITED**

**CIN NO.:U30007TN2008PTC066084**

**NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH NOVEMBER 2019**

**NOTE 1: SHARE CAPITAL**

	Figures in Rupee			
	November 30, 2019		March 31, 2019	
<b>Authorised Capital</b>				
30,00,000 Equity Shares of Rs.10 each		3,00,00,000		3,00,00,000
		<b>3,00,00,000</b>		<b>3,00,00,000</b>
<b>Issued, Subscribed and Fully paid up</b>				
1,09,258 Equity Shares of Rs.10 each fully paid		10,92,580		10,92,580
		<b>10,92,580</b>		<b>10,92,580</b>

(a) Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held.

(b) Aggregate number of bonus share issued, share issued for consideration other than cash and shares bought back during the period of 5 years immediately preceding the reporting date

Particulars	November 30, 2019		March 31, 2019	
	No. of Shares	Face Value	No. of Shares	Face Value
Equity Share allotted as fully paid bonus share by capitalization of reserves and surplus.	Nil	Nil	Nil	Nil

(c) Details of Shareholders holding of the equity shares of face value of Rs 10 per share in the company

Name of Shareholder	November 30, 2019		March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
S.Venkatesan	51,062	46.74%	51,062	46.74
V.Padmavathy	1,000	0.9%	1,000	0.9
Chennai Radha Engineering Works (P) Ltd.	33,888	31.02%	33,888	31.0
Soundrayam General Trading	23,308	21.33%	23,308	21.3

**NOTE 2: RESERVES AND SURPLUS**

Particulars	Figures in Rupee			
	November 30, 2019		March 31, 2019	
(a) General Reserve	-	-	-	-
(b) Credit Balance in P&L account				
Opening Balance	64,32,930		94,86,600	
Add: Profit During the Period	(4,17,823)		(30,53,670)	
Credit Balance in P&L account	60,15,107		64,32,930	
Add: Other Reserves	-		-	
Less: Income Tax adjusted (previous year)	-	60,15,107	-	64,32,93
(c) Share Premium		3,66,47,420		3,66,47,42
		<b>4,26,62,527</b>		<b>4,30,80,35</b>

**NOTE 3: LONG TERM BORROWINGS**

Particulars	Figures in Rupee			
	November 30, 2019		March 31, 2019	
(a) Secured Loans				
(b) Unsecured Loans				
Renga Engineering Works India Pvt Ltd		14,07,341		24,07,34
		<b>14,07,341</b>		<b>24,07,34</b>





NOTE 4: SHORT TERM BORROWING		
Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) Secured Loans	-	-
(b) Unsecured Loans	-	-
	-	-

NOTE 5: TRADE PAYABLES		
Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
<b>A. Total outstanding dues of micro enterprises and small enterprises:</b>		
Sundry Creditors:		
- Micro & Small Enterprises	-	-
- Others	-	-
<b>Sub Total - (A)</b>	-	-
<b>B. Total Outstanding dues of creditors other than micro enterprises and small enterprises</b>		
Sundry Creditors for:		
- Goods & Expenses	-	-
- Others	-	-
<b>Sub Total - (B)</b>	-	-
<b>Total (A+B)</b>	-	-

NOTE 6: OTHER CURRENT LIABILITIES		
Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) Retention money	-	-
(b) Salary & Wages		-
(c) TDS Payable		1,58,363
(d) EPF & ESIC payable		75
(e) GST Payable	24,036	1,89,456
	<b>24,036</b>	<b>3,47,894</b>

NOTE 7: SHORT TERM PROVISIONS		
Particulars	Figures in Rupee	
	November 30, 2019	March 31, 2019
(a) Provision for Audit Fees	1,00,000	1,00,000
(b) Provision for Income tax		-
(c) Provision for Expenses	-	-
	<b>1,00,000</b>	<b>1,00,000</b>



<b>NOTE 8:INVENTORIES</b>		
<b>Particulars</b>	<b>Figures in Rupee</b>	
	<b>November 30, 2019</b>	<b>March 31, 2019</b>
(a) Finished goods	-	-
(b) Work-In- Progress	-	-
	-	-

<b>NOTE 9:TRADE RECEIVABLES</b>		
<b>Particulars</b>	<b>Figures in Rupee</b>	
	<b>November 30, 2019</b>	<b>March 31, 2019</b>
(a) Debts outstanding for a period more than six months (unsecured and considered good)		4,56,532
(b) Debts outstanding for a period less than six months (unsecured, considered goods)	22,57,800	2,58,776
Less: Doubtful	-	-
	<b>22,57,800</b>	<b>7,15,308</b>

<b>NOTE 10:CASH AND BANK BALANCES</b>		
<b>Particulars</b>	<b>Figures in Rupee</b>	
	<b>November 30, 2019</b>	<b>March 31, 2019</b>
(a) Cash & Cash Equivalents		
(i) Balances with banks;		
In Current Accounts	5,43,655	18,59,471
IDBI- Cash Credits (Debit Balance)		-
(ii) Cash on Hand	8,81,744	8,81,743
	<b>14,25,398</b>	<b>27,41,214</b>
(b) Other Bank Balances		
In Deposit Accounts (> 3 months but < 12 months maturity)		
(i) BG Margin Money Deposits	23,72,814	23,11,626
	<b>23,72,814</b>	<b>23,11,626</b>
<b>Total</b>	<b>37,98,213</b>	<b>50,52,840</b>

<b>NOTE 11: OTHER CURRENT ASSETS</b>		
<b>Particulars</b>	<b>Figures in Rupee</b>	
	<b>November 30, 2019</b>	<b>March 31, 2019</b>
(a) TDS Receivable	1,95,016	1,85,992
(b) Advance Tax Paid	-	-
(c) Deposits	4,58,617	2,66,099
(d) Security deposits		4,83,083
(e) Salary & Imprest advance	-	-
(f) Advance paid to Suppliers	-	-
(g) GST PLA A/c		-
	<b>6,53,633</b>	<b>9,35,174</b>





**M/S PIONEER TECH SOLUTIONS PRIVATE LIMITED**  
CIN NO.:U30007TN2008PTC066084

**NOTES TO THE PROVISIONAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED  
30TH NOVEMBER 2019**

Particulars	November 30, 2019	March 31, 2018
<b>NOTE 12: REVENUE FROM OPERATIONS</b>		
(a) Sales of Products	-	71,66,850
(b) Sale of Services	3,16,712	4,68,658
(c ) Other Operating Revenues	-	28,468
Less:	-	-
(d) Excise Duty	-	-
	<b>3,16,712</b>	<b>76,63,976</b>
<b>NOTE 13: OTHER INCOME</b>		
(a) Interest Income	90,241	1,63,849
(b) Rental Income	10,68,280	16,02,420
(c) Creditors Written Off	-	2,82,215
	<b>11,58,521</b>	<b>20,48,484</b>
<b>NOTE 14: COST OF MATERIAL CONSUMED</b>		
(a) Raw Materials, Consumables & Stores		
Opening Stock	-	-
Add : Purchases	-	45,28,978
Less : Closing Stock	-	45,28,978
(c ) Others	-	-
	-	<b>45,28,978</b>
<b>NOTE 15: CHANGE IN FG, WIP AND STOCK-IN -TRADE</b>		
Opening Stock Work-in-Progress	-	14,75,282
Less: Closing Stock Work-in-Progress	-	-
Opening Stock Finished goods	-	14,75,282
Less: Closing Stock Finished goods	-	-
Increase in Closing Stock of Finished & WIP	-	<b>14,75,282</b>
<b>NOTE 16: EMPLOYEE BENEFIT EXPENSES</b>		
(a) Salaries and Wages	-	-
(b) Contribution to EPF & ESIC	-	1,900
(c) Staff Welfare Expenses	-	500
	-	<b>2,400</b>
<b>NOTE 17: FINANCIAL COST</b>		
(a) Interest Expenses	-	15,83,628
(b) Interest on Working Capital	-	36,395
(c) Bank Charges	-	15,102
	-	<b>16,35,125</b>
<b>NOTE 18 : DEPRECIATION AND AMORTIZATION</b>		
(a) Depreciation	17,43,228	36,80,317
(b) Amortization Expense	-	3,47,147
	<b>17,43,228</b>	<b>40,27,464</b>
<b>NOTE 19: OTHER EXPENSES</b>		
(a) Audit Fees	-	1,00,000
(b) Insurance Charges	-	25,531
(c) Electricity charges	-	-
(d) Petrol & diesel Expenses	-	-
(e) Contract Expenses	-	2,21,534
(f) Travelling & Conveyance	-	644
(g) Office maintenance	-	1,30,825
(h) Printing & Stationery	-	-
(i) Taxes & Fees	1,38,507	1,23,017
(j) Repairs & Maintenance	-	34,263
(k) Freight & Carriage	-	14,736
(l) Other Expenses	545	2,297
(m) Professional & consultancy charges	6,000	65,450
(n) Demurrage Suffered	-	10,520
(o) Bad Debts Written off	-	46,008
	<b>1,45,052</b>	<b>7,74,824</b>
<b>NOTE 20: EXCEPTIONAL ITEM</b>		
(a) Loss on Sale of Fixed Asset	-	(4,52,881)
	-	<b>(4,52,881)</b>



<b>FIXED ASSET</b> <b>M/S PIONEER TECH SOLUTIONS PRIVATE LIMITED</b> (a) Fixed Assets Schedule Depreciation as per the Companies Act 2013									
Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Cost upto	Additions	(Deletions)	Cost upto	Upto	for the year	Accumulated Dep On Deletions	Upto	Upto
	31.3.2019			30.11.2019	31.3.2019			30.11.2019	30.11.2019
Land	1,69,43,250			1,69,43,250	-	-	-	1,69,43,250	1,69,43,250
Compound Wall and Gate	50,73,433			50,73,433	23,49,295	1,78,728	-	27,24,138	25,45,410
Factory Building	1,35,24,752			1,35,24,752	52,69,477	5,30,571	-	82,55,275	77,24,703
Building(Other than RCC Frame structure)	97,50,121			97,50,121	20,71,399	4,87,825	-	76,78,721	71,90,896
Plant & Machinery	71,59,526			71,59,526	49,32,584	2,81,906	-	22,26,942	19,45,036
Electrical Fittings	57,81,212			57,81,212	48,02,246	1,84,963	-	9,78,966	7,94,003
Furniture & Fixture	4,94,178			4,94,178	2,99,661	33,796	-	1,94,517	1,60,721
Office Equipments	8,738			8,738	8,096	199	-	642	444
Tools & Accessories	11,45,764			11,45,764	7,52,786	49,875	-	3,92,978	3,43,102
Vehicle	-			-	(0)	-	-	0	0
Automation Exp.	54,300			54,300	53,968	140	-	332	192
<b>SubTotal</b>	<b>5,99,35,273</b>	<b>-</b>	<b>-</b>	<b>5,99,35,273</b>	<b>2,05,39,511</b>	<b>17,48,004</b>	<b>-</b>	<b>3,93,95,763</b>	<b>3,76,47,759</b>

Date : 31.12.2019  
Place : CHENNAI

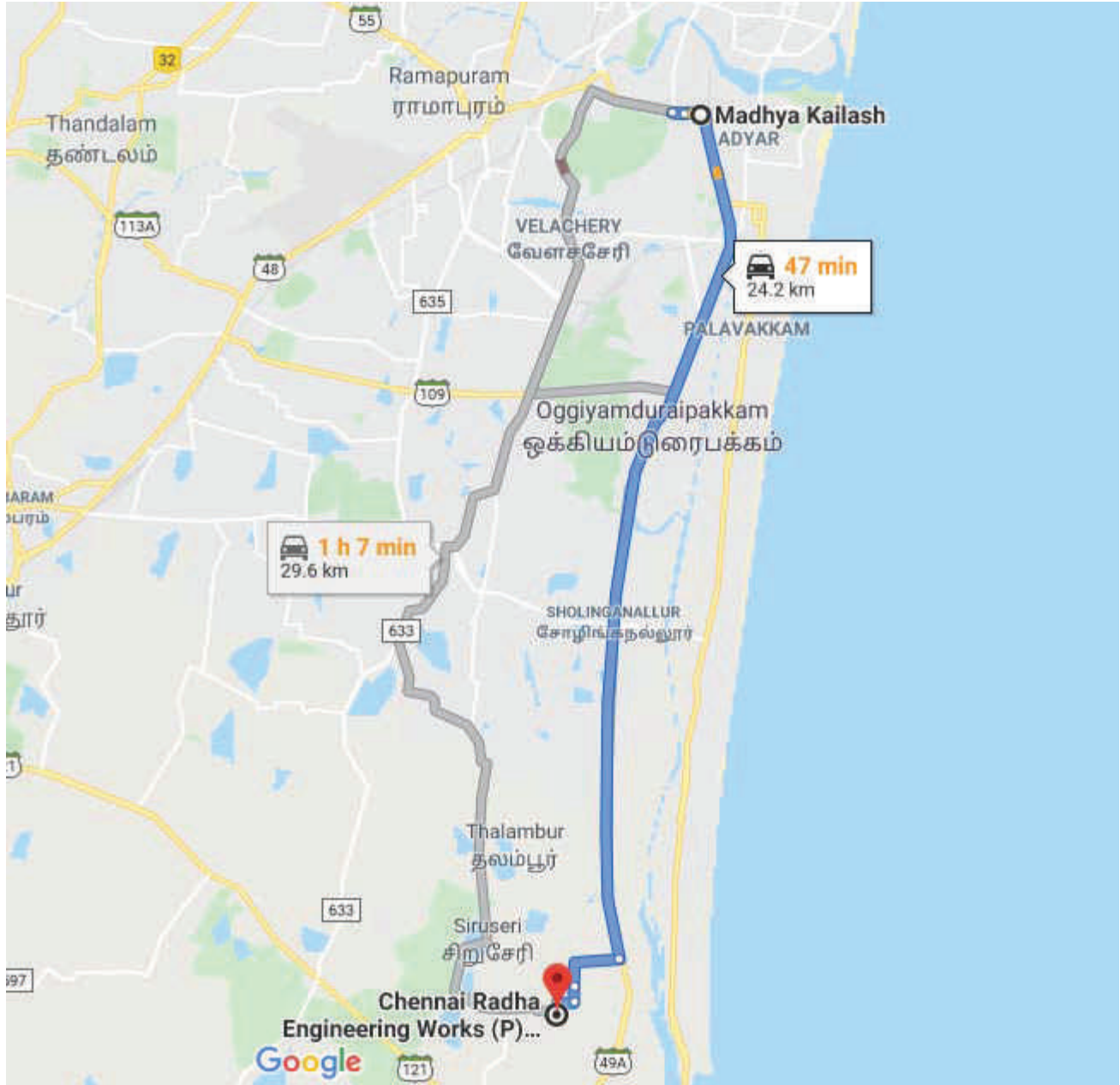
for and on behalf of the Board of Directors  
of M/s. Pioneer Tech Solutions Private Limited



*(Signature)*  
(V.PADMAVATHY)  
Director  
DIN No:01735047



Route map for the venue of NCLT convened meeting of secured creditors of Chennai Radha Engineering Works Private Limited to be held on 17th February 2020, Monday at 12:00 PM at 9/D-12, Sipcot IT Park, Siruseri – 603103



Chennai Radha Engineering Works Private Limited  
No.40, Sapthagiri Colony, K.R. Layout, Jafferkanpet, Chennai-600 083

**ATTENDANCE SLIP**

Secured Creditors attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at NCLT Convened meeting of Secured Creditors at 9/D-12, Sipcot IT Park, Siruseri – 603103 at 12.00 P.M on Monday, the 17th February 2020.

**Full name of the Secured Creditor**  
**(in block capitals)**

**Signature**

**Folio No. ....**

**Full name of Proxy**  
**(in block capitals)**

**Signature**

**FORM MGT-11**

**PROXY FORM**

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

Name of the Company: **Chennai Radha Engineering Works Private Limited**

Registered office: **No.40, Sapthagiri Colony K.R. Layout, Jafferkanpet, Chennai-600083**

Name of the Secured Creditor: .....

Address: .....

Email Id: .....

I/We, being Secured Creditor of Chennai Radha Engineering Works Private Limited, hereby appoint

Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him

Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him

Name: .....

Address: .....

E-mail Id: .....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the NCLT Convened meeting of the Secured Creditors, to be held on 17th February 2020 at 12.00 PM at 9/D-12, Sipcot IT Park, Siruseri – 603103 and at any adjournment thereof in respect of such matter as indicated in the notice of the meeting.

Signed this..... day of..... 2020.

**Signature of Secured Creditor**

**Affix Revenue  
Stamp**

**Signature of Proxy holder**

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