

SARASWATI COMMERCIAL (INDIA) LTD.

Regd. Off.: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021.

Telephone : 6670 8600 Fax : 6670 8650 CIN : L51909MH1983PLC166605

Website: www.saraswaticommercial.com

E-mail: saraswati.investor@gcvl.in

ANNEXURE V

Brief particulars of the transferee and transferor companies

Particulars	Transferee Company	Transferor Company
Name of the company	Saraswati Commercial (India) Limited	Aroni Commercials Limited
Date of Incorporation & details of name changes, if any	24 th January 1983	11 th January 1985
Registered Office	209-210 Arcadia Building, 2 nd Floor, 195 Nariman Point, Mumbai-400021	209-210 Arcadia Building, 2 nd Floor, 195 Nariman Point, Mumbai-400021
Brief particulars of the scheme	Scheme of Amalgamation of Aroni Commercials Limited with Saraswati Commercial (India) Limited and their respective shareholders and creditors	
Rationale for the scheme	<p>1. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.</p> <p>2. It would be advantageous to combine the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined financial resources. This will be reflected in the profitability of the Transferee Company.</p> <p>3. This Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Company and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common operating platform.</p> <p>4. The Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. The merged entity will also have sufficient funds required for meeting its long term capital needs as provided for in the scheme.</p> <p>5. The Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each others core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	9 th April, 2016	9 th April, 2016
Date of meeting of the Audit Committee in which the draft	9 th April, 2016	9 th April, 2016



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Appointed Date	01 st April, 2015	01 st April, 2015		
Name of Exchanges where securities of the company are listed	BSE Limited	BSE Limited		
Nature of Business	Company is a Non-Banking Finance Company registered with the Reserve Bank of India and engaged into the business of Investment and lending activity	Company is a Sub-broker registered with BSE Limited and engaged in Sub-broking and Investment activity		
Capital before the scheme (in Rs.)	Authorised Capital - 75,00,000 Paid up Capital - 64,00,000	Authorised Capital-7,50,00,000 Paid-up Capital- 4,12,50,000		
No. of shares to be issued	3,90,169 equity shares (calculated as per shareholding data of transferor company as on 31 st March, 2016.)			
Cancellation of shares on account of cross holding, if any	609900 equity shares of Rs. 10 each of Aroni Commercials Limited held by Saraswati Commercial (India) Limited shall be cancelled.			
Capital after the scheme (in Rs.)	Authorised Capital -8,25,00,000 Paid up Capital – 1,03,01,690 (As per shareholding data as on 31 st March, 2016.)	-		
Net Worth	(Rs. in crores) Pre Rs. 21.36 Post Rs. 84.02	(Rs. in crores) Rs. 64.36 --		
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Raghu Iyer Associates Firm No – 114240W			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Please refer page 14 of the Valuation Report enclosed herewith	Please refer page 14 of the Valuation Report enclosed herewith		
Fair value per shares	Rs. 729.69	Rs. 79.06		
Exchange ratio	1 : 9			
Name of Merchant Banker giving fairness opinion	KJMC Corporate Advisors (India) Limited			
Shareholding pattern (Transferor Company)	Pre	Post		
(As per shareholding data as on 31 st March, 2016.)	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	480000	75.00	755978	73.38
Public	160000	25.00	274191	26.62
Custodian	-	-	-	-
TOTAL	640000	100.00	1030169	100.00
No of shareholders	36		993	
Names of the Promoters	1. Ashwin Kumar Kothari 2. Meena Kothari 3. Rohit Kothari 4. Ashwin Kumar Kothari (HUF)		1. Ashwin Kumar Kothari 2. Meena Kothari 3. Rohit Kothari 4. Ashwin Kumar Kothari (HUF)	



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	(HUF) 6. P. C Kothari (HUF) 7. Four Dimensions Securities (India) Limited 8. Winro Commercial (India) Limited 9. Four Dimensions Commodities Private Limited 10. Sam-Jag-Deep Investments Private Limited	6. P.C Kothari (HUF) 7. Harisingh Shyamsukha 8. Niyati Mehta 9. Four Dimensions Securities (India) Limited 10. Winro Commercial (India) Limited 11. Saraswati Commercial (India) Limited 12. GeeCee Investments Limited
Names of the Board of Directors	1. Harisingh Shyamsukha 2. Anilkumar Rajan 3. Babita Thaker 4. Ketan Desai	1. Mr. V.V Sureshkumar 2. Mr. Ashish Mohta 3. Mr. Ravi Chaturvedi 4. Mrs. Manisha Parikh
Details regarding change in management control if any	There shall be no change in the management control of the transferee company.	

