

Date: 10-03-2022

To, BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai- 400 001	To, Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, BandraKurla Complex, Bandra (E), Mumbai – 400 098, India	To, The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal
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Dear Sir/Madam,

Sub: Draft Scheme of Merger pursuant to Section 230-232 read with Section 234 of the Companies Act, 2013 and rules thereunder.

Pursuant to Regulation 30(2) of Listing Regulations read with Para A of Schedule III, we wish to inform you that a meeting of the Board of Directors of the Company was held on 05-03-2022 wherein the following agenda items were considered and approved by the Board of directors of the Company.

The Board by unanimous resolution, had given consent to the proposal of merging ADV Health Technologies Ltd, an overseas entity registered in United States of America with Shalimar Agencies Limited pursuant to Section 230-232 read with Section 234 of the Companies Act, 2013 and rules thereunder, subject to consent of shareholders of the Company, stock exchanges and other regulatory authorities, in India and in New Jersey, United States of America.

In this regard please find enclosed the following:

1. Application under Regulation 37 of LODR Regulations.
2. Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme.
3. Certified copy of the draft Scheme of Amalgamation / Arrangement.
4. Valuation report from Registered Valuer, as applicable, as per Para (A)(4) of Part I of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 [“SEBI Master Circular”]
5. Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above.
6. Fairness opinion by Independent SEBI Registered Merchant Banker as per Para (A)(2)(d) of Part I of SEBI Master Circular.
7. Report from the Committee of Independent Directors recommending the draft scheme taking into consideration
8. Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the LODR Regulations.

9. Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies
10. Audited financials of the transferee/resulting and transferor companies for the last 3 financial years
11. Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc.
12. Detailed Compliance Report duly certified by the Company Secretary, Chief Financial Officer and the Managing Director
13. Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI
14. Brief details of the transferee/resulting and transferor companies
15. Brief details of the Board of Directors and Promoters of transferee/resulting and transferor companies
16. Net-worth certificate from Auditor (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.
17. Annual Reports of the listed transferee/resulting etc
18. Processing Fee of Rs. 180000 plus 18% GST
19. Name & Designation of the Contact Person, mobile number, email id etc.

We request you to kindly issue No Objection Certificate for the said Scheme of Merger with suggestions / directions to modify the Scheme accordingly to enable merging ADV Health Technologies Ltd, an overseas entity registered in United States of America with Shalimar Agencies Limited pursuant to Section 230-232 read with Section 234 of the Companies Act, 2013 and rules thereunder.

Thanking You,

Yours faithfully

For Shalimar Agencies Ltd

Kotti Narendra
Managing Director
DIN: 07178324