

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

## ANNEXURE VIII

### Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Shalimar Agencies Limited	Adv Health Technologies Ltd
Date of Incorporation & details of name changes, if any	04/06/1981 and No Change in Name since incorporation	02/12/2021 and No Change in Name since incorporation
Registered Office	2nd Floor, Purva Summit, Isprout Business Centre, Survey No:8, Whitefield Road Hitech city Hyderabad Hyderabad TG 500081 IN	260, Middlesex, Turnpike, Iselin, New Jersey, 08830
Brief particulars of the scheme	Scheme of Amalgamation whereby ADV Health Technologies Ltd ("Company") would be amalgamated with Shalimar Agencies Limited from the Appointed date i.e., 1st April 2022	
Rationale for the scheme	<p>(i) The proposed scheme whereby ADV Health Technologies Ltd will be merged with SAL will result in Computing Concepts Inc becoming the wholly owned subsidiary of the Transferee company. This will result in financial synergies since CCI is an operating Company with substantial revenue generating capability and will consolidate the holding structure for the overseas direct and/or indirect wholly-owned subsidiaries of the Transferor Company resulting in strengthening of the investment portfolio, synergistic benefits, faster decision making, strengthening the focus, enhancing the ability to deal with regulatory challenges, risks and policies and consolidating the financial, management and operational resources at overseas jurisdictions.</p> <p>(ii) Merger will result in synergies in operational process and creation of efficiencies by reducing time to market and benefitting customers as well as optimization of operation and capital expenditure. This will further result in considerable jump in Revenue</p> <p>(iii) Consolidation of the strengths of both the Companies (in terms of Projects and Personnel) and access to strategic partners and fund raising in India.</p> <p>(iv) The Scheme shall enable the Transferor Company and the Transferee Company to better focus, strategize and will also help retain and increase the competitive strength</p>	



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	<p>of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies at a global level.</p> <p>(v) In order to effectively and efficiently cater to the independent growth plans, both through organic and inorganic means, for each of the undertakings of respective companies, such internal arrangement supporting each functional area, is a requirement. Scheme proposes to re-organise the existing businesses of the Transferor Company and Transferee Companies to facilitate greater efficiency in cash management and better utilisation of the cash flows generated ultimately maximising shareholders' value. This shall also enable better and more efficient management, control and running of the businesses of the Transferor Company and Transferee Companies, giving the benefit of consolidation at the group level.</p> <p>(vi) The proposed scheme will be beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of Transferee Company since the said merger will result in CCI becoming the wholly owned subsidiary of SAL and diversification of portfolio will further result in risk mitigation, economies of scale and synergic benefit both in terms of operations and financial.</p> <p>(vii) There is no adverse effect of Scheme on the directors, key managerial personnel, promoters, non-promoter shareholders, vendors and employees of Transferor Company &amp; Transferee Company</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	05.03.2022	05.03.2022
Date of meeting of the Audit Committee in which the draft scheme has been approved	05.03.2022	NA
Appointed Date	01.04.2022	01.04.2022
Name of Exchanges where	BSE Limited (BSE)	NA



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securities of the company are listed	Metropolitan Stock Exchange of India Limited (MSEI) And The Calcutta Stock Exchange Limited (CSE)				
Nature of Business	Computer and related Services				Computer and related Services
Capital before the scheme (No. of equity shares as well as capital in rupees)	Type	No. of equity shares		Type	No. of equity shares
	Promoters	18,67,738		Promoters	3,30,00,000
	Public Shareholding	11,33,262		Public Shareholding	---
	Employee Trust	---		Employee Trust	---
	Total	30,01,000		Total	3,30,00,000
No. of shares to be issued	3,30,00,000 Equity Shares of Shalimar Agencies Limited				
Cancellation of shares on account of cross holding, if any	NA				NA
Capital after the scheme (No. of equity shares as well as capital in rupees)	Sl. No	Particulars of shareholding	No. of shares	% of holding	Will be Merged with Shalimar Agencies Limited
	1	Promoters	18,67,738	05.19	
	2	Public shareholders	11,33,262	03.15	
	3	Shareholders of Transferor Company	3,30,00,000	91.66	
		<b>Total</b>	<b>3,60,01,000</b>	<b>100.00</b>	
Net Worth	(Rs. In crores)				(Rs. In crores)
Pre	2.96				24.52
Post	332.96				NIL
Valuation by Independent	Mr. Anandkumar Gawade, Registered Valuer with Reg No: IBBI/RV/05/2019/10746				

K. Narayana



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Chartered Accountant – Name of the valuer/valuer firm and Regn no.				
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	As per Valuation Report		As per Valuation Report	
Fair value per share	Rs.100		Rs.100	
Exchange ratio	“1 (One) fully paid-up equity shares of the face value of Re. 10/- (Rupee Ten only) each in Transferee Company for every 1 (One) fully paid-up shares held in Transferor Company.”			
Name of Merchant Banker giving fairness opinion	Finshore Management Services Limited, SEBI Regd. CAT-I Merchant Banker, Regn No. INM000012185			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	18,67,738	62.24	18,67,738	5.19
Public	11,33,262	37.76	11,33,262	03.15
Custodian	---	---	---	---
Shareholders of Transferor Company	---	---	3,30,00,000	91.66
TOTAL	30,01,000	100.00	3,60,01,000	100
No of shareholders	557		567	
Names of the Promoters (with PAN nos.)	IT TRAILBLAZERS RESOURCES PRIVATE LIMITED AAFCI8121C		KOTTI NARENDRA ACQPN9109H K-Narendra	

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# SHALIMAR AGENCIES LIMITED

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Names of the Board of Directors (with DIN and PAN nos.)	Name	DIN	PAN	Name	DIN	PAN
	Kotti Narendra	07178324	ACQPN9109H	Kotti Narendra	07178324	ACQPN9109H
	Venkata Rajani Kumar Vemuri	07363756	AFIPV6147C			
	Mayank Puran Chandra Joshi	07830843	AIJPJ0122F			
	Ravulapally Arjun Kumar	08820683	AKRPR5671B			
	Aruna Gamini Yanamandra	09136437	AAOPY3048E			
	Siva Prasad Gorthy	09137211	BTEPG0590B			
Please specify relation among the companies involved in the scheme, if any	One Common Director			One Common Director		
Details regarding change in management control in listed or resulting company seeking listing if any	No Change					

For Shalimar Agencies Ltd

*K. Narendra*

**Kotti Narendra**  
**Managing Director**  
**DIN: 07178324**

