

Annexure - 72

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**SCHEME OF AMALGAMATION**

OF

**Hari Om Narayan Alloys Pvt. Ltd.**

**Hari Om Narayan Alloys Private Limited**

(The Transferor Company no.1)

*[Signature]*  
Director

AND

**For Govardhan Metals Pvt. Ltd.**

**Govardhan Metals Private Limited**

(The Transferor Company no.2)

*[Signature]*  
Director

AND

**Hari Om Narayan Steels Pvt. Ltd.**

**Hari Om Narayan Steels Private Limited**

(The Transferor Company no.3)

*[Signature]*  
Director

AND

**M/s Nand Gaon Alloys Pvt. Ltd.**

**Nandgaon Alloys Private Limited**

(The Transferor Company no.4)

*[Signature]*  
Director

AND

**For Mukutwala Ferro Alloys Pvt. Ltd.**

**Mukutwala Ferro Alloys Private Limited**

(The Transferor Company no.5)

*[Signature]*  
Director

AND

**For Barsana Alloys Pvt. Ltd.**

**Barsana Alloys Private Limited**

(The Transferor Company no.6)

*[Signature]*  
Director

AND

**M/s Asth Sakhi Alloys Pvt. Ltd.**

**Asth Sakhi Alloys Private Limited**

(The Transferor Company no.7)

*[Signature]*  
Director

WITH

**SRU Steels Limited**

(The Transferee Company)

**For SRU STEELS LIMITED**

*[Signature]*  
Director

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PREAMBLE

This Scheme of Amalgamation (hereinafter referred to as the "Scheme") provides for the merger of Hari Om Narayan Alloys Private Limited (The Transferor Company no.1) AND Govardhan Metals Private Limited (The Transferor Company no.2) AND Hari Om Narayan Steels Private Limited (The Transferor Company no.3) AND Nandgaon Alloys Private Limited (The Transferor Company no.4) AND Mukutwala Ferro Alloys Private Limited (The Transferor Company no.5) AND Barsana Alloys Private Limited (The Transferor Company no.6) AND Asth Sakhi Alloys Private Limited (The Transferor Company no.7) WITH SRU Steels Limited (The Transferee Company) pursuant to Section 391 to 394 and other relevant provisions of the Companies Act, 1956 as amended from time to time.

Hari Om Narayan Alloys Pvt. Ltd. Director

Govardhan Metals Pvt. Ltd. Director

Hari Om Narayan Steels Pvt. Ltd. Director

WHEREAS

1.1 That the Transferor Company no.1 - Hari Om Narayan Alloys Private Limited was originally incorporated under the provisions of the Companies Act, 1956 on 30<sup>th</sup> day of November 2007 as Hari Om Narayan Alloys Private Limited ("HONAPL") as a private limited company with the Registrar of Companies, Delhi & Haryana having its registered office at RJT-319, 3<sup>rd</sup> Floor, Rajendra Jaina Tower-1, Plot No.18, Wazirpur Community Centre, Delhi-110052. The main objects of the Company as amended from time to time have been set out in the Memorandum of Association of the Company.

M/s Nand Gaon Alloys Pvt. Ltd. Director

For Mukutwala Ferro Alloys Pvt. Ltd. Director

1.2 That the Transferor Company no.2 - Govardhan Metals Private Limited was originally incorporated under the provisions of the

For Barsana Alloys Pvt. Ltd. Director

M/s Asth Sakhi Alloys Pvt. Ltd.

Director

For SRU STEELS LIMITED

Director

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Companies Act, 1956 on 22<sup>nd</sup> day of February' 2008 as Govardhan Metals Private Limited ("GMPL") as a private limited company with the Registrar of Companies, Delhi & Haryana having its registered office at RJT-319, 3<sup>rd</sup> Floor, Rajendra Jaina Tower-1, Plot No.18, Wazirpur Community Centre, Delhi-110052. The main objects of the Company as amended from time to time have been set out in the Memorandum of Association of the Company.

For Govardhan Alloys Pvt. Ltd.  
Harion Narayan Alloys Pvt. Ltd.  
Director

1.3 That the Transferor Company no.3 - Hari Om Narayan Steels Private Limited was originally incorporated under the provisions of the Companies Act, 1956 on 3<sup>rd</sup> day of December' 2007 as Hari Om Narayan Steels Private Limited ("IONSPL") as a private limited company with the Registrar of Companies, Delhi & Haryana having its registered office at 382, 11<sup>ND</sup> Floor, Anuvart Tower, Wazirpur Commercial Complex, Delhi-110052. The main objects of the Company as amended from time to time have been set out in the Memorandum of Association of the Company.

For Govardhan Metals Pvt. Ltd.  
Neem Singh  
Director

1.4 That the Transferor Company no.4 - Nandgaon Alloys Private Limited was originally incorporated under the provisions of the Companies Act, 1956 on 14<sup>th</sup> day of December' 2007 as Nandgaon Alloys Private Limited ("NA PL") as a private limited company with the Registrar of Companies, Delhi & Haryana having its registered office at 304, III<sup>RD</sup> Floor, Rajendra Jaina Tower, Wazirpur Community Centre, Wazirpur Industrial Area, Delhi-110052. The main objects of the Company as amended from time to time have been set out in the Memorandum of Association of the Company.

For Hari Om Narayan Steels Pvt. Ltd.  
Director

For Nandgaon Alloys Pvt. Ltd.  
Director

For Barana Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.  
Director

For Mishukaria Ferro Alloys Pvt. Ltd.  
Director

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1.5 That the Transferor Company no.5 - Mukutwala Ferro Alloys Private Limited was originally incorporated under the provisions of the Companies Act, 1956 on 22<sup>nd</sup> day of February' 2008 as Mukutwala Ferro Alloys Private Limited ("MFAPL") as a private limited company with the Registrar of Companies, Delhi & Haryana having its registered office at 382, Rajendra Jaina Anuvart Tower, Plot No.39-30, Wazirpur Community Centre, Delhi-110052. The main objects of the Company as amended from time to time have been set-out in the Memorandum of Association of the Company.

For Mukutwala Ferro Alloys Pvt. Ltd. Hariom Narayan Alloys Pvt. Ltd. Director  
For Govardhan Metals Pvt. Ltd. Director

1.6 That the Transferor Company no.6 - Barsana Alloys Private Limited was originally incorporated under the provisions of the Companies Act, 1956 on 27<sup>th</sup> day of February' 2008 as Barsana Alloys Private Limited ("BAPL") as a private limited company with the Registrar of Companies, Delhi & Haryana having its registered office at R/1- 329, 3<sup>rd</sup> Floor, Rajendra Jaina Tower-1, Plot No.18, Wazirpur Community Centre, Delhi-110052. The main objects of the Company as amended from time to time have been set out in the Memorandum of Association of the Company.

For Govardhan Metals Pvt. Ltd. Hari Om Narayan Steels Pvt. Ltd. Director  
For Barsana Alloys Pvt. Ltd. Director

1.7 That the Transferor Company no.7 - Asth Sakhi Alloys Private Limited was originally incorporated under the provisions of the Companies Act, 1956 on 5<sup>th</sup> day of December' 2007 as Asth Sakhi Alloys Private Limited ("ASAPL") as a private limited company with the Registrar of Companies, Delhi & Haryana having its registered office at Rajendra Jaina Tower, Plot No. 18, Wazirpur Community Centre, Wazirpur, Delhi - 110 052. The main objects of the Company

For Govardhan Metals Pvt. Ltd. M/s Namd Geon Alloys Pvt. Ltd. Director  
For Mukutwala Ferro Alloys Pvt. Ltd. Director

For Barsana Alloys Pvt. Ltd. Director  
For SRU STEELS LIMITED Director  
M/s Asth Sakhi Alloys Pvt. Ltd. Director

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as amended from time to time have been set out in the Memorandum of Association of the Company.

1.8 That the Transferee Company - SRU Steels Limited was originally incorporated under the provisions of the Companies Act, 1956 on 11<sup>th</sup> day of September 1995 as SRU Knitters Limited ("SRUKL") with the Registrar of Companies, Punjab, H.P. and Chandigarh at Chandigarh. Thereafter the company was granted certificate for commencement of business on 12<sup>th</sup> day of September 1995. The registered office of the company changed from Registrar of Companies, Punjab, H.P. and Chandigarh to Registrar of Companies, Delhi and Haryana. Thereafter vide orders dated thirteenth day of April 2010 the name of the company was changed from SRU Knitters Limited to SRU Steels Limited ("SRUSL"). The company is having its registered office at 416-417-432, Rajendra Jaina Tower-1, Plot No. 18, Wazirpur, Shopping Complex, Delhi - 110052. The main objects of the Company as amended from time to time have been set out in the Memorandum of Association of the Company.

2. This Scheme proposes the amalgamation of "HONAPL", "GMPL", "HONSPL", "NAPL", "MFAPL", "BAPL" and "ASAPL" the Transferor Companies into "SRUSL", the Transferee Company which would result in consolidation of the businesses into one entity.

For Huktsuola Ferro Alloys Pvt. Ltd.

*A. G. S.*  
Director

For Bartsan Alloys Pvt. Ltd.

*A. G. S.*  
Director

For SRU STEELS LIMITED

*K. S. S.*  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.

*[Signature]*  
Director

M/s Nand Gaon Alloys Pvt. Ltd. *[Signature]* Director  
M/s Hari Om Narayan Steels Pvt. Ltd. *[Signature]* Director  
For Govardhan Metals Pvt. Ltd. *[Signature]* Director  
M/s Hari Om Narayan Alloys Pvt. Ltd. *[Signature]* Director

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3. Rationale/ Benefits of Amalgamation/ Merger

The proposed amalgamation would *inter alia* include the following benefits:

- 1) The amalgamated entity will offer greater value for the shareholders than what would be delivered as independent entities.
- 2) The proposed amalgamation is in line with global trends to achieve size, scale, integration and greater financial strength and flexibility, in the interest of maximising overall shareholder value.
- 3) The proposed amalgamation will make available greater resources be it financial, managerial, and technical, personnel, know-how, skill sets and intellectual property. It would also lead to synergetic benefits, increased competitiveness, cost reduction and efficiencies, better and more productive utilization of various resources, thereby contributing to financial and operational growth.
- 4) Increased efficiencies including in respect of elimination of process and cost duplication will contribute to cost savings, profits and value creation.
- 5) The companies have common and complimentary management strategies, objectives and corporate values that would be further strengthened and which would also permit a smooth integration.
- 6) A significantly greater asset base would facilitate scale, capital efficiencies in the form of leverage to reduce cost of capital and increase the profitability for the shareholders.
- 7) The proposed Scheme will thus have beneficial results for both

the Companies and all concerned.  
 For Barsana Alloys Pvt. Ltd  
 Director

For SRU STEELS LIMITED  
 Director

M/s Ash Sakhi Alloys Pvt. Ltd.  
 Director

Hariom Narayan Alloys Pvt. Ltd.  
 Director

For Govindhan Metals Pvt. Ltd  
 Director

Hari Om Narayan Steels Pvt. Ltd  
 Director

M/s Nand Gaon Alloys Pvt. Ltd  
 Director

For Mukunda Ferro Alloys Pvt. Ltd.  
 Director

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3. PARTS OF THE SCHEME

This Scheme of Amalgamation is divided into following parts:-

Part I - deals with the definitions of the terms used in this Scheme of Amalgamation.

Part II - deals with Share Capital and Latest Financial Position

For Goverdhan Metals Pvt. Ltd

Part III - deals with Transfer and Vesting.

Veeng Kumar

Part IV - deals with Accounting Aspects of Amalgamation

Hari Om Narayan Steels Pvt. Ltd

Part V - deals with General Terms and Conditions

Director

Director

PART I

M/s. Gaon Alloys Pvt. Ltd

DEFINITIONS

Director

1.0 In this Scheme, unless repugnant to the meaning or context thereof, the under-mentioned expressions shall have the following meaning:

1.1. "Act" means the Companies Act, 1956 and shall include any statutory modification, re-enactment thereof given from time to time.

1.2. "Appointed Date" shall mean 1<sup>st</sup> April, 2012, being the date with effect from which this Scheme shall be applicable i.e. the date with effect from which the Transferor Companies shall merge with the Transferee Company or such other date as may be fixed by the High Court of Judicature at New Delhi, or by such other authority having jurisdiction under law.

1.3. "Court" shall mean Hon'ble High Court of Judicature at New Delhi for the Companies registered in the NCT of Delhi, with which this Scheme of Amalgamation in its present form is to be submitted for

sanction under Section 391 to 394 of the Companies Act, 1956 and

For Barana Alloys Pvt. Ltd

For SRI STEELS LIMITED

Director

Director

Hari Om Narayan Alloys Pvt. Ltd. Director

M/s. Gaon Alloys Pvt. Ltd. Director

M/s. Arch Sakhi Alloys Pvt. Ltd. Director

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shall be deemed to include the National Company Law Tribunal, where applicable.

1.4. "Creditor" means secured or unsecured creditors of Transferor / Transferee Companies.

1.5. "Effective Date" or "coming into effect of this Scheme" or "effectiveness of this Scheme" means the dates on which certified copies of the Order(s) of the Hon'ble High Court of Delhi vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Companies in the Transferee Company are filed with the Registrar of Companies, Delhi and Haryana, New Delhi.

1.6. "Opening Balance Sheet" means the Balance Sheet of the Transferee Company as on the Appointed Date prepared by consolidation of the Assets and Liabilities of the Transferor Companies being taken over at book value.

1.7. "Record Date" means the date fixed by the Board of Directors of the Transferee Company for the purpose of issue of shares to the shareholders of the Transferor Companies.

1.8. "Rules" means Company (Court) Rules, 1959 and/or Companies (Central Govt's) General Rules & Forms 1956 as the context may require.

1.9. "Scheme" or "The Scheme" means the Scheme of Amalgamation in the present form pertaining to the amalgamation of the Transferor Companies with the Transferee Company as consented by the shareholders and the creditors of the Transferor and Transferee Companies or any modification made by the shareholders and / or the

For Barana Alloys Pvt. Ltd.  
Harion Narayan  
Director

For Goverdhan Metals Pvt. Ltd.  
Veena Gaur  
Director

For Hari Om Narayan Steels Pvt. Ltd.  
Hari Om Narayan  
Director

For Alloys Pvt. Ltd.  
Alloys Pvt. Ltd.  
Director

For M/s Nand Gaon Alloys Pvt. Ltd.  
M/s Nand Gaon Alloys Pvt. Ltd.  
Director

For Barana Alloys Pvt. Ltd.

M/s Ash Sakhi Alloys Pvt. Ltd.  
Director

For SRO STEELS LIMITED

Director



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creditors of the Transferor and Transferee Companies in their meetings to be held pursuant to the order of the Hon'ble Court or otherwise, and any modification, as directed by competent authority or Hon'ble High Court of Delhi or any other lawful modification permitted by the Scheme as herein.

For Hariom Narayan Alloys Pvt. Ltd.  
Director

1.10. "Shareholders" mean any person holding equity shares of Transferor / Transferee Companies on the Record Date and whose names are entered in the Register of Members maintained by Transferor/Transferee Companies or whose names appear as the beneficial owners of equity shares as on Record Date.

For Govardhan Metals Pvt. Ltd.  
Director

1.11. "Transferee Company" means SRU Steels Limited ("SRUSL"), a Company incorporated under the provisions of Companies Act, 1956 and having its registered office at 416-417-432, Rajendra Jaina Tower-1, Plot No. 18, Wazirpur, Shopping Complex, Delhi which is within the jurisdiction of NCT of Delhi.

For Hari Om Narayan Steels Pvt. Ltd.  
Director

1.12. "Transferor Company no.1" means Hari Om Narayan Alloys Private Limited ("HONAPL"), a Company incorporated under the provisions of Companies Act, 1956 and having its registered office at RJT-319, 3<sup>rd</sup> Floor, Rajendra Jaina Tower-1, Plot No.18, Wazirpur Community Centre, Delhi-110052 which is with in the jurisdiction of NCT of Delhi.

For Hari Om Narayan Alloys Pvt. Ltd.  
Director

1.13. "Transferor Company no.2" means Govardhan Metals Private Limited ("GMPL"), a Company incorporated under the provisions of Companies Act, 1956 and having its registered office at RJT-319, 3<sup>rd</sup> Floor, Rajendra Jaina Tower-1, Plot No.18, Wazirpur Community

For Govardhan Metals Pvt. Ltd.  
Director

For Barsana Alloys Pvt. Ltd. M/s Ash Sakhi Alloys Pvt. Ltd.

For SRU STEELS LIMITED  
Director

Director

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Centre, Delhi-110052 which is with in the jurisdiction of NCT of Delhi.

1.14. "Transferor Company no.3" means Hari Om Narayan Steels Private Limited ("HONSPL"), a Company incorporated under the provisions of Companies Act, 1956 and having its registered office at 382, II<sup>ND</sup> Floor, Anuvart Tower, Wazirpur Commercial Complex, Delhi-110052 which is within the jurisdiction of NCT of Delhi.

1.15. "Transferor Company no.4" means Nandgaon Alloys Private Limited ("NAPL"), a Company incorporated under the provisions of Companies Act, 1956 and having its registered office at 304, II<sup>RD</sup> Floor, Rajendra Jaina Tower, Wazirpur Community Centre, Wazirpur Industrial Area, Delhi-110052 which is within the jurisdiction of NCT of Delhi.

1.16. "Transferor Company no.5" means Mukutwala Ferro Alloys Private Limited ("MFAPL"), a Company incorporated under the provisions of Companies Act, 1956 and having its registered office at 382, Rajendra Jaina Anuvart Tower, Plot No. 39 -30, Wazirpur Community Centre, Delhi-110052 which is with in the jurisdiction of NCT of Delhi.

1.17. "Transferor Company no.6" means Barsana Alloys Private Limited ("BAPL"), a Company incorporated under the provisions of Companies Act, 1956 and having its registered office at RJT- 329, 3<sup>RD</sup> Floor,, Rajendra Jaina Tower-1, Plot No.18, Wazirpur Community Centre, Delhi-110052 which is with in the jurisdiction of NCT of Delhi.

Hariom Narayan Alloys Pvt. Ltd. Director

For Govardhan Metals Pvt. Ltd. Director

For Hari Om Narayan Steels Pvt. Ltd. Director

For Nandgaon Alloys Pvt. Ltd. Director

For Mukutwala Ferro Alloys Pvt. Ltd. Director

For Barsana Alloys Pvt. Ltd. M/s Aash Sakhi Alloys Pvt. Ltd.

For SRU STEELS LIMITED Director

Director

Director

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1.18 "Transferor Company no.7" means Asth Sakhi Alloys Private Limited ("ASAPL"), a Company incorporated under the provisions of Companies Act, 1956 and having its registered office at Plot No. 18, Rajendra Jaina Tower, Plot No. 18, Wazirpur Community Centre, Wazirpur, Delhi - 110 052 which is within the jurisdiction of NCT of Delhi.

Hariom Narayan Alloys Pvt. Ltd.  
Director

For Goverdhan Metals Pvt. Lt  
Veeru Gupta

Direct

1.18. "Undertaking" means and includes

1. All assets which shall mean and includes all the properties (whether movable or immovable, tangible or intangible), furniture, fixtures, office equipment, appliances, accessories, power lines, depots, deposits, all stocks, assets, investments of all kinds (including shares, scrips, stocks, bonds, debenture stock, units or pass through certificates), cash balances with banks, loans and advances, contingent rights or benefits, receivables, benefit of any deposits, financial assets, leases (including lease rights, prospecting leases and mining leases, if any), and hire purchase contracts and assets, lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, permits and consents, quotas, rights, entitlements, contracts, licenses (industrial and otherwise), municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, warehouses, leases, licenses, fixed and other assets, benefits of assets or properties or other interest held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights

Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s Nand Geon Alloys Pvt. Ltd.  
Director

M/s. Mukteshwar Ferro Alloys Pvt. Ltd.  
Director

including sales tax deferrals, loans, title, interests, other benefits  
For Barsana Alloys Pvt. Ltd.

A. G. Goyal  
Director

FOR SRU STEELS LIMITED

Director

M/s Asth Sakhi Alloys Pvt. Ltd.

Director

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(including tax benefits) and advantages of whatsoever nature and where so ever situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company (ies), including but without being limited to whatsoever, authorisations, permits, approvals, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements, all records, files, papers, computer programmes, manuals, data, catalogues, sales and advertising materials, lists and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and other records in connection with or relating to the Transferor Company(ies) and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company(ies), whether in India or abroad as on the Appointed Date (hereinafter referred to as "the Said Assets");

2. All debt, liabilities, duties and obligations present and future; and contingent liabilities pertaining to the Transferor Company(ies) and shall include the following (hereinafter referred to as "the Said Liabilities"):

i. the liabilities which directly and specifically arose out of the activities or operations of the Transferor Company(ies);

Harish Nareyan Alloys Pvt. Ltd.  
Director

For Govardhan Metals Pvt. Ltd.  
Director

For Hari Om Nareyan Steels Pvt. Ltd.  
Director

M/s Nand Gann Alloys Pvt. Ltd.  
Director

For Mukhtwale Perio Alloys Pvt. Ltd.  
Director

For Barsana Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED  
Director

M/s Aash Sakhi Alloys Pvt. Ltd.  
Director

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ii. specific loans or borrowings raised, if any, and incurred and utilized solely for the activities or operations of the Transferor Company(ics);

1.19. In this Scheme, unless the context otherwise requires:

- a) references to persons shall include individuals, bodies corporate (wherever incorporated), and unincorporated associations and partnerships;
- b) the headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- c) references to one gender include all genders; and
- d) words in the singular shall include the plural and vice versa.

1.20. Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective Date.

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

Part -II

SHARE CAPITAL AND LATEST FINANCIAL POSITION

2.1. The present authorised, issued and subscribed capital of Transferee Company i.e. SRU Steels Limited as per Audited Financial Statement for the financial year ended on 31<sup>st</sup> March, 2012 is as under:

M/s Asth Sakhi Alloys Pvt. Ltd.

*[Signature]*  
Director

For SRU STEELS LIMITED

*[Signature]*  
Director

M/s Nand Gaon Alloys Pvt. Ltd. For Government Metals Pvt. Ltd. Director  
 Hari Om Narayan Steels Pvt. Ltd. Director  
 For Govardhan Metals Pvt. Ltd. Director  
 Hari Om Narayan Alloys Pvt. Ltd. Director

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<u>Authorised Share Capital</u> 85,00,000 Equity shares of Rs. 10/- each	Rs. 8,50,00,000/-
<u>Issued, Subscribed &amp; Paid-up Share Capital</u> 36,27,400 Equity shares of Rs. 10/- each	Rs. 3,62,74,000/-

Hari Om Narayan Alloys Pvt. Ltd.  
Director

There has been no addition in the Authorised Share Capital or Paid up Share Capital of the Transferee Company after 31<sup>st</sup> March'2012.

2.2. The present authorised, issued and subscribed capital of Hari Om Narayan Alloys Private Limited (Transferor Company no.1) per Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2012 is as under:

Govardhan Metals Pvt. Ltd.  
Director

<u>Authorised Share Capital</u> 2,50,000 Equity shares of Rs. 10/- each	Rs. 25,00,000/-
<u>Issued, Subscribed &amp; Paid-up Share Capital</u> 1,50,000 Equity shares of Rs. 10/- each	Rs. 15,00,000/-

Hari Om Narayan Steels Pvt. Ltd.  
Director

There has been no addition in the Authorised Share Capital or Paid up Share Capital of the Transferor Company after 31<sup>st</sup> March'2012.

2.3. The present authorised, issued and subscribed capital of Govardhan Metals Private Limited (Transferor Company no.2) per Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2012 is as under:

Gov. Alloys Pvt. Ltd.  
Director

<u>Authorised Share Capital</u> 1,00,000 Equity shares of Rs. 10/- each	Rs. 10,00,000/-
<u>Issued, Subscribed &amp; Paid-up Share Capital</u> Rs. 7,65,000/-	For Baccana Alloys Pvt. Ltd. Director

For Mukhulesa Ferro Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED

[Signature]

M/s Asth Sakhi Alloys Pvt. Ltd.

[Signature] Director

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76,500 Equity shares of Rs. 10/- each

There has been no addition in the Authorised Share Capital or Paid up Share Capital of the Transferor Company after 31<sup>st</sup> March'2012.

2.4 The present authorised, issued and subscribed capital of Hari Om Narayan Steels Private Limited (Transferor Company no.3) per Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2012 is as under:

<u>Authorised Share Capital</u>	
2,50,000 Equity shares of Rs. 10/- each	Rs. 2,50,000/-
<u>Issued, Subscribed &amp; Paid-up Share Capital</u>	
97,000 Equity shares of Rs. 10/- each	Rs.9,70,000/-

There has been no addition in the Authorised Share Capital or Paid up Share Capital of the Transferor Company after 31<sup>st</sup> March'2012.

2.5 The present authorised, issued and subscribed capital of Nandgaon Alloys Private Limited (Transferor Company no.4) per Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2012 is as under:

<u>Authorised Share Capital</u>	
1,00,000 Equity shares of Rs. 10/- each	Rs. 10,00,000/-
<u>Issued, Subscribed &amp; Paid-up Share Capital</u>	
92,500 Equity shares of Rs. 10/- each	Rs.9,25,000/-

There has been no addition in the Authorised Share Capital or Paid up Share Capital of the Transferor Company after 31<sup>st</sup> March'2012.

For **Barrans Alloys Pvt. Ltd.**

*A. G. S.*  
Director

For **SRI STEELS LIMITED**

*S. S. P. A.*

**M/s Ash Sakhi Alloys Pvt. Ltd.**

*A. G. S.*  
Director

Hari Om Narayan Alloys Pvt. Ltd. Director  
 Hari Om Narayan Steels Pvt. Ltd. For Government Metals Pvt. Ltd. Director  
 Hari Om Narayan Steels Pvt. Ltd. Director  
 M/s Nand Gaon Alloys Pvt. Ltd. Director  
 For **Barrans Alloys Pvt. Ltd.** Director  
 For **SRI STEELS LIMITED**  
**M/s Ash Sakhi Alloys Pvt. Ltd.** Director

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2.6 The present authorised, issued and subscribed capital of Mukutwala Ferro Alloys Private Limited (Transferor Company no.5) per Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2012 is as under:

<u>Authorised Share Capital</u>	
1,00,000 Equity shares of Rs. 10/- each	Rs. 10,00,000/-
<u>Issued, Subscribed &amp; Paid-up Share Capital</u>	
61,500 Equity shares of Rs. 10/- each	Rs. 6,15,000/-

There has been no addition in the Authorised Share Capital or Paid up Share Capital of the Transferor Company after 31<sup>st</sup> March'2012.

2.7 The present authorised, issued and subscribed capital of Barsana Alloys Private Limited (Transferor Company no.6) per Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2012 is as under:

<u>Authorised Share Capital</u>	
1,00,000 Equity shares of Rs. 10/- each	Rs. 10,00,000/-
<u>Issued, Subscribed &amp; Paid-up Share Capital</u>	
81,500 Equity shares of Rs. 10/- each	Rs. 8,15,000/-

There has been no addition in the Authorised Share Capital or Paid up Share Capital of the Transferor Company after 31<sup>st</sup> March'2012.

2.8 The present authorised, issued and subscribed capital of Ash Sakhi Alloys Private Limited (Transferor Company no.7) per Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2012 is as under:

<u>Authorised Share Capital</u>	
1,00,000 Equity shares of Rs. 10/- each	Rs. 10,00,000/-
<u>Issued, Subscribed &amp; Paid-up Share</u>	For Barsana Alloys Pvt. Ltd.

For SBU STEELS LIMITED  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.  
Director

For Mukutwala Ferro Alloys Pvt. Ltd.  
Director

For Goverdhan Metals Pvt. Ltd.  
Director

For Barsana Alloys Pvt. Ltd.  
Director

M/s Nand Giron Alloys Pvt. Ltd.  
Director

For Ash Sakhi Alloys Pvt. Ltd.  
Director



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Capital 64,500 Equity shares of Rs. 10/- each	Rs. 6,45,000/-
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Hariom Narayan Alloys Pvt. Ltd.  
Director

There has been no addition in the Authorised Share Capital or Paid up Share Capital of the Transferor Company after 31<sup>st</sup> March'2012.

Part-III

For Goverdhan Metals Pvt. Ltd.  
Veem Goel

TRANSFER AND VESTING

Director

WITH EFFECT FROM THE APPOINTED DATE AND UPON THE SCHEME BECOMING EFFECTIVE

Hari Om Narayan Steels Pvt. Ltd.

Director

TRANSFER OF UNDERTAKING

Upon the coming into effect of this Scheme from the Appointed Date and pursuant to the provisions of the Act and subject to the provisions of this Scheme:-

3.5 All the 'Undertakings' of the Transferor Companies shall, without any further act, instrument or deed, be and stand transferred to and vested in and / or be deemed to have been and stand transferred to and vested in the Transferee Company as a going concern so as to become the estate, assets, rights, title and interests and authorities of the Transferee Company provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Transferor Companies which shall vest in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be obliged to create any further or additional security which shall after amalgamation become effective or otherwise.

M/s Nand Gaur Alloys Pvt. Ltd.  
Director

For Maheshwala Ferro Alloys Pvt. Ltd.

Director

For Barana Alloys Pvt. Ltd.  
Director

For SRI STEELS LIMITED

Director

M/s Asth Sakhi Alloys Pvt. Ltd.

Director

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3.6 All the assets and liabilities shall, without any further act, instruments or deed, be and stand transferred to the Transferee Company pursuant to the applicable provisions of the said Act, so as to become as from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company.

Hariom Narayan Alloys Pvt. Ltd.  
Director

3.7 The borrowing limits of the Transferee Company in terms of Section 293(1)(d) of the said Act, shall without any further act or deed stand enhanced by an amount being the aggregate liabilities of the Transferor Companies which are being transferred to the Transferee Company pursuant to this Scheme and the Transferee Company is not required to pass any fresh resolution in this regard.

For Government Metals Pvt. Ltd.  
N. Srinivasan  
Director

3.8 Subject to Clause 5.16 of this Scheme, all loans raised and utilized and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Companies in relation to or in connection with the undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company which shall meet, discharge and satisfy the same.

Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s Nand Gaur Alloys Pvt. Ltd.  
Director

For Mukutwala Ferro Alloys Pvt. Ltd.

Director

M/s Ash Sahni Alloys Pvt. Ltd.  
Director

For Barsana Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED  
Director

Director

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3.9 Subject to Clause 5.16 of this Scheme, all estates, assets, rights, title, interests and authorization accrued to and/or acquired by the Transferor Companies in relation to or in connection with the undertaking after the Appointed Date and prior to the Effective Date shall have been deemed to have been accrued to and/or acquired for and on behalf of the Transferee Company and shall, upon the coming into effect of this Scheme, pursuant to the provisions of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to that extent and shall become the estates, assets, rights, title, interests and authorization of the Transferee Company.

Harion Narayan Alloys Pvt. Ltd. Director

For Goverdhan Metals Pvt. Ltd. Director

3.10 With effect from the Appointed Date, and subject to any corrections and adjustments as may, in the opinion of the Board of Directors of the Transferee Company, be required, the reserves of the Transferor Companies will be amalgamated with those of the Transferee Company in the same form as they appeared in the financial statements of the Transferor Companies.

Hari Om Narayan Steels Pvt. Ltd. Director

3.11 The Transferee Company shall adjust the balance of the Profit & Loss Account of the Transferor Companies against its Profit & Loss Account. The unabsorbed depreciation and business losses of the Transferor Companies would be deemed to be the unabsorbed depreciation and business losses of the Transferee Company.

M/s Nand Gann Alloys Pvt. Ltd. Director

3.12 In case of any differences in accounting policy between the Transferor Companies & the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the

M/s Mukunda Ferro Alloys Pvt. Ltd. Director

For Barsana Alloys Pvt. Ltd. Director

M/s Ash Sakhi Alloys Pvt. Ltd. Director

For SRI STEELS LIMITED

Director

Director

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General Reserves mentioned earlier to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

3.13 All assets and liabilities including reserves, of the Transferor Companies shall stand transferred to the Transferee Company under the Scheme and shall be recorded in the books of account of the Transferee Company at the book value as recorded in the Transferor Companies' books of account.

3.14 The Transfer and vesting of the undertakings of the Transferor Companies under above mentioned Clause 3.1 and the continuance of the proceedings by the Transferee Company under Clause 3.22 hereof shall not affect any transactions or proceedings already concluded by the Transferor Companies in the ordinary course of business on and after the Appointed Date to the end and intent that the Transferee Company accepts on behalf of itself all acts, deeds and things done executed and all transactions or proceedings already concluded by the Transferor Companies.

3.15 The Transferee Company shall make suitable alterations in its Memorandum and Articles of Association (if necessary) for proper implementation of this Scheme.

3.16 On the Scheme becoming effective, the Transferee Company shall be entitled to revise its Income Tax Returns and also the Income Tax Returns filed by the Transferor Companies so far as is necessitated on account of the Scheme becoming effective with effect from 1<sup>st</sup> day of April, 2012, being the Appointed Date under the Scheme.

Harishon Narayan Alloys Pvt. Ltd.  
Director

For Coverdham Metals Pvt. Ltd.  
Veeru Gowd  
Director

For Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s. Nand Gaon Alloys Pvt. Ltd.  
Director

For Barsana Alloys Pvt. Ltd.  
Director

M/s. Ash Sakhi Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED  
Director

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3.17 MAIN OBJECTS OF TRANSFEROR & TRANSFEREE COMPANY:

A. TRANSFEROR COMPANY NO.1

Hari Om Narayan Alloys Private Limited - The Transferor Company no.1 is engaged, inter alia, in the following business-

- (1) To manufacture, trade, import, export, and fabricate steel items like rods, angles, sheets, girders, pipes, channels and its allied products.
- (2) To act as import, export, trading and representation of all types of ferrous and non ferrous metals, steels and all type of its scraps.
- (3) To carry on the business of trading, fabrication, buy, sell, import and export of iron, steels, nut bolts.
- (4) To carry on the business of manufacturers of, dealers in, exporters and importers of, all varieties of steel, special steel, carbon steel, tool alloy steel, mild steel and any other kind and grades of steel and to carry on and execute the work of steel engineers including manufacturing and dealing in steel billets, steel rods, steel ingots, steel sheets, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell and deal in all or any of the by-products which will be obtained in the process of manufacturing these steel products.
- (5) To carry on the business as iron and steel founders, steel melters, steel makers, steel shapers, and manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal

workers, manufacturers of steel, metal and malleable, grey casting  
For Barsana Alloys Pvt. Ltd.

*A. G. S.*  
Director

For SRU STEELS LIMITED  
*K. S. S.*  
Director

*[Signature]*  
Director

Hariom Narayan Alloys Pvt. Ltd.  
*[Signature]*  
Director

For Goverdhan Metals Pvt. Ltd.  
Neema Govt  
Director

Hari Om Narayan Steels Pvt. Ltd.  
*[Signature]*  
Director

M/s Nand Geon Alloys Pvt. Ltd.  
*[Signature]*  
Director

For Mukutwala Ferro Alloys Pvt. Ltd.  
*[Signature]*  
Director

M/s Asth Sakhi Alloys Pvt. Ltd.

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including ferrous, non ferrous, special and alloy steel, spring steel, foreging quality steel manufacturers, processors of all types of forged components and accessories, alloys, nuts, bolts, steel rounds, nails, tools, all types of hardware items, plate maker wire drawers, tube manufacturers, galvanizers, japancers, re-rollers annealers, enamelers and electroplaters and to buy, take on lease on hire, sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, by products, machineries, rolling stock, implements, tools, utensils, ground tools.

Hariom Narayan Alloy Pvt. Ltd.  
Director

For Govardhan Metals Pvt. Ltd.  
Director

**B. TRANSFEROR COMPANY NO.2**

Govardhan Metals Private Limited - The Transferor Company no.2 is engaged, inter alia, in the following business-

- a) To act as import, export, trading and representation of all types of ferrous and non ferrous metals, steels and all type of its scraps.
- b) To carry on the business & manufacturer of metallic parts, for various industries such as automobiles, process, refinery, power.
- c) To carry on the business as iron and steel founders, steel melters, steel makers, steel shapers, and manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufacturers of steel, metal and melleable, grey casting including ferrous, non ferrous, special and alloy steel, spring steel, foreging quality steel manufacturers, processors of all types of forged

Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s Nand Gason Alloys Pvt. Ltd.  
Director

For Muktavala Ferro Alloys Pvt. Ltd.

components and accessories, alloys, nuts, bolts, steel rounds, nails, tools, all kinds of hardware items, plate maker wire drawers, tube

For Barsana Alloys Pvt. Ltd.

For SRU STEELS LIMITED

M/s Ash Sakhi Alloys Pvt. Li

Director

Director

Direct

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manufacturers, galvanisers, japaners, re-rollers, annealers, enamellers and electroplaters and to buy, take on lease on hire, sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, by products, machineries, rolling stock, implements, tools, utensils, ground tools.

d) To carry on the business as iron and steel founders, steel melters, steel makers, steel shapers, and manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufacturers of steel, metal and malleable, grey casting including ferrous, non ferrous, special and alloy steel, spring steel, forging quality steel manufacturers, processors of all types of forged components and accessories, alloys, nuts, bolts, steel rounds, nails, tools, all types of hardware items, plate maker wire drawers, tube manufacturers, galvanizers, japaners, re-rollers, annealers, enamellers and electroplaters and to buy, take on lease on hire, sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, by products, machineries, rolling stock, implements, tools, utensils, ground tools, materials and conveniences of all kinds, and to carry on the said business in all or any of its branches.

M/s Nand Gaon Alloys Pvt. Ltd. Hari Om Narayan Steels Pvt. Ltd. For Govardhan Metals Pvt. Ltd. Hari Om Narayan Alloys Pvt. Ltd. Director

C. TRANSFEROR COMPANY NO.3

Hari Om Narayan Steels Private Limited - The Transferor Company no.1 is engaged, inter alia, in the following business-

For Barsana Alloys Pvt. Ltd.  
*A. G. P.*  
Director

For SRU STEELS LIMITED  
*K. S. P. R. A.*  
Director

M/s Ansh Sakhi Alloys Pvt. Ltd.  
*[Signature]*  
Director

*A. G. P.*  
Director

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- i. To manufacture, trade, import, export, and fabricate steel items like rods, angles, sheets, girders, pipes, channels and its allied products.
- ii. To act as import, export, trading and representation of all types of ferrous and non ferrous metals, steels and all type of its scraps.
- iii. To carry on the business of trading, fabrication, buy, sell, import and export of iron, steels, nut bolts.
- iv. To carry on the business of manufacturers of, dealers in, exporters and importers of, all varieties of steel, special steel, carbon steel, tool alloy steel, mild steel and any other kind and grades of steel and to carry on and execute the work of steel engineers including manufacturing and dealing in steel billets, steel rods, steel ingots, steel sheets, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell and deal in all or any of the by-products which will be obtained in the process of manufacturing these steel products.
- v. To carry on the business as iron and steel founders, steel melters, steel makers, steel shapers, and manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufacturers of steel, metal and malleable, grey casting including ferrous, non ferrous, special and alloy steel, spring steel, forging quality steel manufacturers, processors of all types of forged components and accessories, alloys, nuts, bolts, steel rounds, nails, tools, all types of hardware items, plate maker

Harim Narayan Alloys Pvt. Ltd.  
Director

For Govardhan Metals Pvt. Ltd.  
Vice-Chairman  
Director

For Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s Nand Gaon Alloys Pvt. Ltd.  
Director

For Mukutwala Ferro Alloy Pvt. Ltd.  
Director

For Barama Alloys Pvt. Ltd.  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED  
Director



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wire drawers, tube manufacturers, galvanizers, jaspers, re-rollers annealors, enamellers and electroplaters and to buy, take on lease on hire, sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, by products, machineries, rolling stock, implements, tools, utensils, ground tools.

Harion Narayan Alloys Pvt. Ltd.  
Director

For Goverdhan Metals Pvt. Ltd.  
Veena G

**D. TRANSFEROR COMPANY NO.4**

Director

Nandgaon Alloys Private Limited - The Transferor Company, no.4 is engaged, inter alia, in the following business-

For Hari Om Narayan Steels Pvt. Ltd.

Director

a) To carry on the business of manufacturing, trading, fabrication, buy, sell, import and export of iron, steel, alloys, nut bolts, screws, metal, non metal, machineries and accessories.

Director

b) To carry on the business, producers, fabricators, assemblers, importers, exporters, dealers, stockists of all kinds of stainless steels, allows, appliances, utensils, sinks, kitchenware items and all other related products, stoves and gas appliances.

For Muktawala Ferro Alloys Pvt. Ltd.

Director

c) To set up steel furnaces and continuous casting and rolling mill plant for producing steel and alloy steel ingots, steel and alloy steel billets, steel strips and all kinds and sizes of re-rolled sections i.e. flats, angles, rounds, L.T., iron squares, hexagons, octagons, rails, joint steels channels, steel strips, steel formed sections sheets plates, reformed bars, plain and cold twisted bars, shafting and steel structural.

For Barasani Alloys Pvt. Ltd.  
Director

d) To carry on the business of all or any kind of iron and steel founders, steel melters, steel makers, steel shapers, cold and hot rolled steel strips, cold and hot rolled formed sections and manufacturers,

For M/s Ash Sakhi Alloys Pvt. Ltd.

Director

For SRU STEELS LIMITED

Director

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mechanical engineers and fabricators, contractors, tool makers, brass foundry, metal workers, manufacturers of cold and hot rolled strips, cold and hot rolled formed sections, manufacturers of steel, metal and malleable gray, casting including ferrous, non ferrous, special and alloy steel, spring steel, forging quality steel manufacturers, processors of all types of forged components and accessories; alloys, nuts, bolts, steel rounds, nails, tools, all types of hardware items, plate maker wire drawers, tube manufacturers, galvanizers, japanners, re-rollers annealers, enamellers and electroplaters and to buy, take on lease on hire, sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, raw materials, stores, packing materials, by products and allied commodities, rolling stock, implements, tools, utensils, ground tools, materials and conveniences of all kinds, and generally to carry on the said business in all or any of its branches.

E. TRANSFEROR COMPANY NO.5

Mukutwala Ferro Alloys Private Limited - The Transferor Company no.5 is engaged, inter alia, in the following business-

- a) To act as import, export, trading and representation of all types of ferrous and non ferrous metals, non-metal, steel, iron, alloys etc.
- b) To carry on the business as buyers, exporters, distribution agents, commission agents, brokers, factors stockists, agents and dealers of engineering goods, plant and machinery, equipments, automobile parts and accessories, machine tools, hand tools, small tools, metals, alloys, iron pipes, pipe fittings, nuts and bolts, steel and stainless steel and

Hariom Narayan Alloys Pvt. Ltd.  
Director

For Goverdhan Metals Pvt. Ltd.  
Veerendra Ghosh  
Director

Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s Nand Gann Alloys Pvt. Ltd.  
For Mukutwala Ferro Alloys Pvt. Ltd.  
Director

For Barman Alloys Pvt. Ltd.  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED

Director

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other iron products, iron ores and scraps, metallurgical residues, sanitary- wares and fittings and to act as agents and representatives for local and overseas parties in connection with these businesses.

c) To carry on the business of manufacturers of, dealers in, exporters and importers of, all varieties of steel, special steel, carbon steel, tool alloy steel, mild steel, and any other kind and grades of steel and to carry on and execute the work of steel engineers including manufacturing and dealing in steel billets, steel rods, steel ingots, steel strips, steel sheets, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell & deal in all or any by-products which will be obtained in the process of manufacturing these steel products.

d) To carry on the business as iron and steel founders, steel melters, steel makers, steel shapers, and manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufacturers of steel, metal and malleable, grey-casting including ferrous, non ferrous, special and alloy steel, spring steel, forging quality steel manufacturers, processors of all types of forged components and accessories, alloys, nuts, bolts, steel rounds, nails, tools, all types of hardware items, plate maker wire drawers, tube manufacturers, galvanizers, japaners, re-rollers annealers, enamellers and electroplaters and to buy, take on lease on hire, sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, by products, machineries, rolling stock, implements, tools, utensils, ground tools.

Marion Narayan Alloys Pvt. Ltd.  
Director

For Govardhan Metals Pvt. Ltd.  
Veena G.D.  
Director

Mari On Narayan Steels Pvt. Ltd.  
Director

M/s Nand Geon Alloys Pvt. Ltd.  
Director

For Mukunda Ferro Alloys Pvt. Ltd.  
Director

For Barana Alloys Pvt. Ltd.  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED  
Director

F. TRANSFEROR COMPANY NO.6

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Barsana Alloys Private Limited - The Transferor Company no.6 is engaged, inter alia, in the following business-

- a) To carry on the business of trading, fabrication, buy, sell, import and export of iron, alloys, steels, nut bolts.
- b) To carry on the business as buyers, exporters, distribution agents, commission agents, brokers, factors, stockists, agents and dealers of engineering goods, plant and machinery equipments, automobile parts, accessories, machine tools, hand tools, small tools, metals, alloys, iron pipes, pipe fittings, nuts and bolts, steel and stainless steel and other iron products, iron ores and scraps, metallurgical residues, sanitary wares and fittings and to act as agents and representatives for local and overseas parties in connection with these businesses.
- c) To set up steel furnaces and continuous casting and rolling mill plant for producing steel and alloy steel ingots, steel and alloy steel billets, steel strips and all kinds and sizes of re-rolled sections i.e. flats, angles, rounds, L.T., iron squares, hexagons, octagons, rails, joint steel channels, steel strips, steel formed sections sheets plates, reformed bars, plain and cold twisted bars, shafting and steel structural.
- d) To carry on the business as iron and steel founders, steel melters, steel makers, steel shapers, and manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufacturers of steel, metal and melleable, grey-casting including ferrous, non ferrous, special and alloy steel, spring steel, foregoing quality steel manufacturers, processors of all types of forged

Per Barsana Alloys Pvt. Ltd.

*A. 40-1*

For SRU STEELS LIMITED

*P. S. J. L.*  
Director

M/s Asth Sakhi Alloys Pvt. Ltd.

*[Signature]*  
Director

For Muburda Ferro Alloys Pvt. Ltd. M/s Nand Caon Alloys Pvt. Ltd. Hari Om Narayan Steels Pvt. Ltd. For Goverdhan Metals Pvt. Ltd. Hariom Narayan Alloys Pvt. Ltd.

*[Signatures]*  
Director  
Director  
Director  
Director  
Director  
Director  
Director

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components and accessories, alloys, nuts, bolts, steel rounds, nails, tools, all types of hardware items, plate maker wire drawers, tube manufacturers, galvanizers, japaners, re-rollers annealers, enamellers and electroplaters and to buy, take on lease on hire, sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, by products, machineries, rolling stock, implements, tools, utensils, ground tools.

Harikum Narayan Alloys Pvt. Ltd.  
Director

For Govardhan Metals Pvt. Ltd.  
Neeha Ghosh  
Director

G. TRANSFEROR COMPANY NO.7

Ash Sakhi Alloys Private Limited - The Transferor Company no.7 is engaged, inter alia, in the following business-

- a) To carry on the business of trading, fabrication, buy, sell, import and export of iron, alloys, steels, nut bolts.
- b) To carry on the business as iron and steel founders, steel melters, steel makers, steel shapers, and manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufacturers of steel, metal and malleable, grey-casting including ferrous, non ferrous, special and alloy steel, spring steel, forging quality steel manufacturers, processors of all types of forged components and accessories, alloys, nuts, bolts, steel rounds, nails, tools, all types of hardware items, plate maker wire drawers, tube manufacturers, galvanizers, japaners, re-rollers annealers, enamellers and electroplaters and to buy, take on lease on hire, sell, import, export,

Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s Nand Gaon Alloys Pvt. Ltd.  
Director

manufacture, process, repair, convert, let on hire, otherwise deal in such

For Barsana Alloys Pvt. Ltd.  
Director

For SRM STEELS LIMITED  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.

Director

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products, by products, machineries, rolling stock, implements, tools, utensils, ground tools.

c) To set up steel furnaces and continuous casting and rolling mill plant for producing steel and alloy steel ingots, steel and alloy steel billets, steel strips and all kinds and sizes of re-rolled sections i.e. flats, angles, rounds, L.T., iron squares, hexagons, octagons, rails, joints steel channels, steel strips, steel formed sections sheets plates, reformed bars, plain and cold twisted bars, shafting and steel structural.

d) To carry on the business as buyers, exporters, distribution agents, commission agents, brokers, factors stockists, agents and dealers of engineering goods, plant and machinery, equipments, automobile parts and accessories, machine tools, hand tools, small tools, metals, alloys, iron pipes, pipe fittings, nuts and bolts, steel and stainless steel and other iron products, iron ores and scraps, metallurgical residues, sanitary- wares and fittings and to act as agents and representatives for local and overseas parties in connection with these businesses.

H. TRANSFEREE COMPANY

SRU Steels Limited - The Transferee Company is engaged, inter alia, in the following business-

a) To carry on the business as manufacturers, spinners, weavers, knitters, stitching, combers, producers, fabricators, importers, dealers in all kinds of yarn, fabrics, worsted, shoddy, cotton, synthetic, woollen, silk, jute, rayon, artificial silk, nylon, polyester, acrylic, or any other synthetic fibre or yarn allied products, by products, and to treat and

For Baccana Alloys Pvt. Ltd  
Director

For SRU STEELS LIMITED  
Director

M/s Asch Sakhi Alloys Pvt. Ltd.  
Director

Hariom Narayan Alloys Pvt. Ltd.  
Director

For Goverdhan Metals Pvt. Ltd  
Director

Hari Om Narayan Steels Pvt. Ltd.  
Director

M's Nand Gout Alloys Pvt. Ltd  
Director

M/s Mahatwala Ferro Alloys Pvt. Ltd  
Director

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utilise any waste arising from any such manufacture production and process and further to carry on or be interested in the business of ginning, bailing of cotton waste, liner cotton, yarn waste hemp and jute and the cultivation thereof.

b) To carry on the business as manufacturers, importers, exporters, processors, and dealers in all kinds of cloth, woollen fabrics, synthetic fabrics, cotton fabrics, synthetic tops, worsted shoooby and all kinds of blanket shawls, hosiery and ready made garments..

c) To carry on the business of waste openers, machine, combers and recombers of all types of fibres and materials whether artificial of synthetic and to sort, blend, prepare, scour, scribble, comb dye, carbonize, spin, twist, double, wind, wrap, weave, mind, finish, makeup, buy, sell import, and deal in fibres, whether natural, artificial or synthetic tops, yarn, woven fabrics, and textile fabrics and to carry on the trade or business of combers, recombers, top makers, spinners, weavers, doubters, manufacturers, printers, dyers, and furnishers, bleachers, carbonizers, waterproofers of textile materials and fabrics of all kinds, merchants, agents, importers, exporters, factor sellers, of and dealer in wool, worsted shoddy woollen, silk, hair, alpaca, mohair, cotton, flax, jute, hemp, artificial and synthetic fibres and all or any fibrous substances, tops, wasters, by products or any textile products.

d) To carry on the business of drapers, customers, robe dresses, and mantle makers, tailors, silk mercers, makers and suppliers of pricey wears, clothings, lingerie, and trimmings of every kind, furriers, habeddashers, hosiers, gloves, lace makers, and leather dresses and

For Government Metals Pvt. Ltd. Hariom Narayan Alloys Pvt. Ltd. Director  
Vice in Charge  
For Hari Om Narayan Steels Pvt. Ltd. Director  
For M/s Nand Gump Alloys Pvt. Ltd. Director  
For Mahavale Ferro Alloys Pvt. Ltd. Director

For Barasa Alloys Pvt. Ltd. Director  
M/s Ash Sakhi Alloys Pvt. Ltd. Director

For SRU STEELS LIMITED Director

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hatters, dealer in fabrics, handspun, hand woven, Khadi cotton, silk and woollen fabrics and to manufacture all kinds of elastic tapes, rigid tapes and other miscellaneous cloth tapes along with all kinds of foundation and ready made garments.

e) To carry on the business of fabricators and re-rollers of all kinds of ferrous and non-ferrous metals, manufacturers of steel strips, pressed section, tube pipes and bolts, eldrops, tower bolts, roofing nails, pad bolts, door shutters, nuts, karais, gate channels, sanitary fittings, wire, wire knitting, wire ropes, hardware fittings of all kinds, cuttings and hard tools.

f) To carry on the business of manufacturing, processing, re-processing, altering, re-rolling, melting, forging, grading, machining, mining, converting, preparing, formulating, dealing, buying, storing, importing, exporting of all kinds and varieties, of steel, stainless-steel, carbon, steel, mild steel, carbon iron steel, iron store ore, galvanised products, tin products, ferrous and non ferrous metals, high carbon and low carbon alloys and raw metals, pig iron, sponge iron and to manufacture, design, deal in all kinds of steel wires, coppers, wire cables, and wires of all ferrous and non-ferrous metals and their components, iron and steel makers, iron master, steel founders, machine tools or parts and equipments engineering goods and machinery fixtures founders and manufacturers of ferro manganese, colliery proprietors and coke manufacturers.

Harison Narayan Alloys Pvt. Ltd.  
*[Signature]*  
Director

For Goverdhan Metals Pvt. Ltd.  
Jeena G. b. d.  
Director

For On Narayan Steels Pvt. Ltd.  
*[Signature]*  
Director

M/s Nand Gagan Alloys Pvt. Ltd.  
*[Signature]*  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.

For Mukutwala Ferro Alloys Pvt. Ltd.  
*A. G. d.*  
Director

For Barvana Alloys Pvt. Ltd.  
*A. G. d.*  
Director

*[Signature]*  
Director

For SRI STEELS LIMITED  
*[Signature]*  
Director



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CONTRACTS, DEEDS, BONDS, OTHER INSTRUMENTS AND BENEFITS OR PRIVILEGES:

3.18. Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments (including all tenancies, leases, licenses, and other assurances in favour of the Transferor Companies or powers or authorities granted by or to it) of whatsoever nature to which the Transferor Companies is a/are party or to the benefit of which the Transferor Companies may be eligible and instrument or deed, be in full force and effect against or in favour of the Transferee Company, as the case may be and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto. The Transferee Company shall, at any time prior to the Effective Date, wherever necessary, enter into, and/or issue and/or execute deeds, writings, confirmations, any tripartite arrangements or notations to which the Transferor Companies will, if necessary, also be a party in order to give formal effect to the provisions of this Clause. All the leases and tenancies made by the Transferor Companies with respect to its land, plant and machinery etc. to the third party (ies) shall not determine or terminated by the fact that after the amalgamation between the Transferor and Transferee Companies, the Transferee Company has stepped into the shoes of the Transferor Companies and no third party interests in such leases and tenancies shall be extinguished.

M/s Nand Gaon Alloys Pvt. Ltd. Harjoti On Naryan Steels Pvt. Ltd. For Govardhan Metals Pvt. Ltd. Harjoti On Naryan Alloys Pvt. Ltd. Director  
M/s Aash Sakhi Alloys Pvt. Ltd. Director  
M/s Nand Gaon Alloys Pvt. Ltd. Director  
M/s Aash Sakhi Alloys Pvt. Ltd. Director  
M/s Nand Gaon Alloys Pvt. Ltd. Director  
M/s Aash Sakhi Alloys Pvt. Ltd. Director

For Mubuswala Ferro Alloys Pvt. Ltd. Director  
*A. G. P.*

For Barsana Alloys Pvt. Ltd. Director  
*A. G. P.*

For SRU STEELS LIMITED Director  
*K. S. P.*

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3.19 Any inter se contracts between the Transferor Companies and the Transferee Company shall stand adjusted and vest in the Transferee Company upon the sanction of the Scheme and upon the Scheme becoming effective. The share capital in the Transferor Companies held by the Transferee Company and vice-versa shall accordingly stand cancelled.

3.20 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, notations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Transferor Companies is 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, be deemed to be authorized to execute any such writings on behalf of the Transferor Companies to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Transferor Companies.

3.21 All the licenses, permits, quotas, approvals, permissions, incentives, sales tax deferrals, loans, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by and all rights and benefits that have accrued or which may accrue to the Transferor Companies, shall, pursuant to the provisions of the Act,

without any further act or deed, be transferred to and vested in and/or

For Mukutwala Ferro Alloys Pvt. Ltd.

For Barsana Alloys Pvt. Ltd.

M/s Aash Sakhi Alloys Pvt. Ltd.

*[Signature]*

*[Signature]*

*[Signature]*

Director

Director

Director

For SRM STEELS LIMITED

*[Signature]*

Director

Harion Narayan Alloys Pvt. Ltd.  
*[Signature]*  
Director

For Govardhan Metals Pvt. Ltd.  
*[Signature]*  
Director

Hari Om Narayan Steels Pvt. Ltd.  
*[Signature]*  
Director

M/s Nand Gaon Alloys Pvt. Ltd.  
*[Signature]*  
Director

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be deemed to have been transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date, the licenses, permits, quotas, approvals, permissions, incentives, sales tax deferrals, loans, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible under law.

3.22 All benefits/refund/credits under Income Tax, Excise (including Modvat / Cenvat), Sales Tax (including deferment of Sales Tax), Value Added Tax and Service Tax etc. to which the Transferor Companies is entitled to in terms of the various Statutes and / or Schemes of Union and State Governments, shall be available to and vest in the Transferee Company, without any further act or deed. Further, the Transferee Company is also permitted to revise Income Tax Returns and related TDS Certificates.

GENERAL RESERVES

3.23 The reserves created out as a result of Scheme of Amalgamation being approved, the same shall be transferred to the "General Reserve" to be utilized as per the Accounting Standards issued by the Institute of Chartered Accountant of India for the "General Reserve".

OPERATIVE DATE OF THE SCHEME:

3.24 The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

Hariom Narayan Alloys Pvt. Ltd.  
Director

For Govardhan Metals Pvt. Ltd.  
Director

Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s Nand Gaon Alloys Pvt. Ltd.  
Director

For Barsana Alloys Pvt. Ltd.  
Director

M/s Asch Sakhi Alloys Pvt. Ltd.

For Mukunda Ferro Alloys Pvt. Ltd.  
Director

For SRU STEELS LIMITED  
Director

Director



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Companies under such Funds and Trusts shall be protected. It is further clarified that the services of the employees of the Transferor Companies will also be treated as having been continuous for the purpose of the aforesaid Funds/Trusts.

Harion Narayan Alloys Pvt. Ltd.  
Director

LEGAL PROCEEDINGS:

3.26 If any suit, writ petition, appeal, revision or other proceedings of whatever nature (hereinafter called "the Proceedings") by or against the Transferor Companies be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the undertakings of the Transferor Companies or of anything contained in the Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may, if required, initiate any legal proceedings for and on behalf of the Transferor Companies.

For Government Metals Pvt. Ltd.  
Neesha Goyal  
Director

Harion Narayan Steels Pvt. Ltd.  
Director

M/s Nand Gaon Alloys Pvt. Ltd.

PSIPLW  
Director

CONDUCT OF BUSINESS BY TRANSFEROR COMPANIES TILL

Director

EFFECTIVE DATE:

For Mukutwala Ferro Alloys Pvt. Ltd.

AGOL  
Director

3.27 With effect from the Appointed Date and up to and including the Effective Date, the Transferor Companies: -

For Barsana Alloys Pvt. Ltd.  
Director

A. shall carry on and be deemed to carry on all its business and activities and stand possessed of its properties and assets for and on account of and in trust for the Transferee Company and all the profits

M/s Ash Sakhi Alloys Pvt. Ltd.

For SRU STEELS LIMITED

PSIPLW  
Director

Director

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or incomes accruing or arising to the Transferor Companies, or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or expenditure or losses or taxes of the Transferee Company, as the case may be (it is clarified that any advance tax paid/TDS Certificates received by the Transferor Companies be treated and be deemed to be and accrue as taxes paid by the Transferee Company).

B. hereby undertakes to carry on its businesses with reasonable diligence and shall not, without the written consent of the Transferee Company, alienate charge or otherwise deal with the undertakings or any part thereof except in the ordinary course of their business.

C. shall discharge all their liabilities and obligations for and on account of the Transferee Company.

D. shall not vary the terms and conditions of the employment of its employees except in the ordinary course of business.

3.28 Any exemption from or any assessment with respect to any tax which has been granted to or made on the Transferor Companies under the Income Tax Act shall be available to and/ or binding on the Transferee Company as if such exemption had been granted to, or such assessment had been made on the Transferee Company.

REORGANISATION OF CAPITAL

3.29 Upon the Scheme coming into effect, and without any further application, act or deed:

For SRU STEELS LIMITED  
*[Signature]*  
Director

For Bassana Alloys Pvt. Ltd

*[Signature]*  
Director

M/s Ansh Sakhi Alloys Pvt. Ltd  
*[Signature]*  
Director

For Govardhan Metals Pvt. Ltd  
*[Signature]*  
Director

For M/s Nand Gaon Alloys Pvt. Ltd  
*[Signature]*  
Director

For M/s Nand Gaon Alloys Pvt. Ltd  
*[Signature]*  
Director

For M/s Nand Gaon Alloys Pvt. Ltd  
*[Signature]*  
Director

For M/s Nand Gaon Alloys Pvt. Ltd  
*[Signature]*  
Director

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A. The Share Capital of the Transferor Companies and the Transferee Company shall stand cancelled to the extent of Cross Holding. Upon this Scheme becoming effective and in consideration of the transfer and vesting of the undertaking of the Transferor Companies in the Transferee Company in terms of this Scheme, the Transferee Company shall, subject to the provisions of this Scheme and without any further application, act or deed issue and allot to the members of the Transferor Companies whose names appear in the register of members of the Transferor Companies on a date ('Record Date') to be fixed by the Transferee Company or a Committee of such Board of Directors,-

- i. seven (7) equity share of Rs.10/- each fully paid up in the SRU Steels Limited i.e. Transferee Company for every one (1) equity shares of Rs.10/- each fully paid up held in the Transferor Company no.1 i.e. Hari Om Narayan Alloys Private Limited.
- ii. seven (7) equity share of Rs.10/- each fully paid up in the SRU Steels Limited i.e. Transferee Company for every one (1) equity shares of Rs.10/- each fully paid up held in the Transferor Company no.2 i.e. Govardhan Metals Private Limited.
- iii. seven (7) equity share of Rs.10/- each fully paid up in the SRU Steels Limited i.e. Transferee Company for every one (1) equity shares of Rs.10/- each fully paid up held in the Transferor Company no.3 i.e. Hari Om Narayan Steels Private Limited.
- iv. seven (7) equity share of Rs.10/- each fully paid up in the SRU Steels Limited i.e. Transferee Company for every one (1) equity

For SRU STEELS LIMITED

Director

M/s Aash Sakhi Alloys Pvt. Ltd.

Director

Hari Om Narayan Steels Pvt. Ltd. Director  
 Hari Om Narayan Alloys Pvt. Ltd. Director  
 For Govardhan Metals Pvt. Ltd. Director  
 Hari Om Narayan Steels Pvt. Ltd. Director  
 For Barana Alloys Pvt. Ltd. Director  
 M/s Aash Sakhi Alloys Pvt. Ltd. Director  
 For Mahulwala Ferro Alloys Pvt. Ltd. Director  
 For M/s Nand Gopal Alloys Pvt. Ltd. Director

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shares of Rs.10/- each fully paid up held in the Transferor Company no.4 i.e. Nandgaon Alloys Private Limited.

v. seven (7) equity share of Rs.10/- each fully paid up in the SRU Steels Limited i.e. Transferee Company for every one (1) equity shares of Rs.10/- each fully paid up held in the Transferor Company no.5 i.e. Mukutwala Ferro Alloys Private Limited.

vi. seven (7) equity share of Rs.10/- each fully paid up in the SRU Steels Limited i.e. Transferee Company for every one (1) equity shares of Rs.10/- each fully paid up held in the Transferor Company no.6 i.e. Barsana Alloys Private Limited.

vii. seven (7) equity share of Rs.10/- each fully paid up in the SRU Steels Limited i.e. Transferee Company for every one (1) equity shares of Rs.10/- each fully paid up held in the Transferor Company no.7 i.e. Asth Sakti Alloys Private Limited.

The said Swap Ratio is in accordance with the valuation report of B.M.Sharma & Associates, Chartered Accountants.

B. The excess, if any, of the aggregate value of the said Assets reduced by the aggregate value of the said Liabilities and Reserves, including Statutory Reserves, as recorded by the Transferee Company upon their transfer to and vesting in the Transferee Company under the Scheme, over the value of the aggregate shares issued and allotted under the Scheme by the Transferee Company to the shareholders of

the Transferor Companies shall be credited to "General Reserve Account" and the same shall be treated as reserve forming part of the net worth of the Transferee Company.

For SRU STEELS LIMITED

*[Signature]*  
Director

M/s Asth Sakti Alloys Pvt. Ltd.

*[Signature]*  
Director

M/s Nandgaon Alloys Pvt. Ltd.

*[Signature]*  
Director

For Government Metals Pvt. Ltd

*[Signature]*  
Director

M/s Nandgaon Alloys Pvt. Ltd.

*[Signature]*  
Director

M/s Nandgaon Alloys Pvt. Ltd.

*[Signature]*  
Director

For Mukutwala Ferro Alloys Pvt. Ltd.

*[Signature]*

For Barsana Alloys Pvt. Ltd.

*[Signature]*

Director



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C. The Authorized Share Capital of the Transferor Companies shall also stand added with the Authorized Capital of the Transferee Company, without any further act or deed and the Authorized Capital of the Transferee Company shall become Rs. 9,50,00,000/- (Rupees Nine Crores fifty lacs only) divided into 95,00,000 (Ninety five lacs only) equity shares of Rs.10/- (hundred) each.

For Hariom Narayan Alloys Pvt. Ltd.  
*[Signature]*  
Director

D. In respect of the Equity Shares in the Transferor Companies each member holding such shares shall be issued New Equity Shares of the Transferee Company in lieu thereof in accordance with terms here of and in the same form in which they exist i.e. physical or dematerialized form.

For Goverdhan Metals Pvt. Ltd.  
Necma Group  
*[Signature]*  
Director

E. The Board of Directors of the Transferee Company shall round off the fractional entitlements to the nearest whole number, arising due to the issue of Equity Shares in terms of Sub Clause A of Clause 3.25 to the shareholders of the Transferor Companies. Any fractional shares arising out of above shall be rounded off to the nearest whole number.

For M/s Nand Ganga Alloys Pvt. Ltd.  
*[Signature]*  
Director

F. The said Equity Shares in the Transferee Company to be issued to the shareholders of Transferor Companies shall rank pari passu in all respect to the existing equity shares in the Transferee Company from the Effective Date/Transfer Date.

For M/s Nand Ganga Alloys Pvt. Ltd.  
*[Signature]*  
Director

That the Authorized Share Capital of the Transferee Company shall be reorganized, if required, in the manner that the equity shares in the additional share capital shall be of the denomination of Rs.10/- each, if already not in that denomination. The share capital clauses in the

For M/s Arsh Sakhi Alloys Pvt. Ltd.  
*[Signature]*  
Director

Memorandum of Association and Articles of Association of the

For Barsana Alloys Pvt. Ltd.

*[Signature]*  
Director

For SRU STEELS LIMITED

*[Signature]*  
Director

For M/s Arsh Sakhi Alloys Pvt. Ltd.

*[Signature]*  
Director

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Transferee Company shall be altered suitably without any further act or deed and the Authorized share capital shall become Rs. 9,50,00,000/- (Rupees Nine Crores fifty lacs only) divided into 95,00,000 (Ninety five lacs only) equity shares of Rs.10/- (hundred) each. The resolution approving the Scheme shall be deemed to be the approval of the shareholders of the Transferee Company under Section 81(1A) and other applicable provisions of the Act and no further approval or resolution of the shareholders will be required for increase in the share capital of the Transferee Company consequent upon the issue and allotment of Shares in terms of the Scheme.

For Government Metals Pvt. Ltd. Hariom Narayan Alloys Pvt. Ltd. Director  
Verni Chand Director

Part - IV

ACCOUNTING ASPECTS OF THE AMALGAMATION

DIVIDENDS, PROFITS, BONUS / RIGHT SHARES:

4.5 Subject to the provisions of this Scheme, the profits or losses of the Transferor Companies for the period beginning from 1<sup>st</sup> April, 2012 shall be deemed to belong to and be the profits or losses of the Transferee Company and will be available to the Transferee Company for being dealt with/ disposed of in any manner as it thinks fit including declaration of dividend, issue of Bonus Shares, or for the purpose of issue of right shares by the Transferee Company.

For M/s Nand Caon Alloys Pvt. Ltd. Hari Om Narayan Director  
Suresh P. V. Director

4.6 It is further provided that Scheme upon coming into effect, the amount of balance lying to the debit of the Profit and Loss Account as represented / shown in the Balance Sheet of the Transferor Companies shall be aggregated by the Transferee Company with similar amounts.

For M/s Nand Caon Alloys Pvt. Ltd. Director

For Barsana Alloys Pvt. Ltd. Director

For SRU STEELS LIMITED Director

M/s Aash Sakhi Alloys Pvt. Ltd. Director

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lying in its own Profit and Loss account as if the same was created by the Transferee Company out of its own funds.

4.7 The opening Balance Sheet shall constitute the restructured Balance Sheet of the Transferee Company as on the Appointed Date.

Hariom Narayan Alloys Pvt. Ltd.  
Director

PART - V

GENERAL TERMS AND CONDITIONS For Goverdhan Metals Pvt. Ltd  
Veena Gund  
Director

5.5 Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if such resolutions have upper monetary or other limits being imposed under the provisions of the said Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.

Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s Nand Gaon Alloys Pvt. Ltd.

5.6 Upon the coming into effect of this Scheme, the Board of Directors, (or any committee thereof) of the Transferor Companies shall without any further, act, instrument or deed be and stand dissolved.

Director  
For Mahavir Ferro Alloys Pvt. Ltd.

Director  
For Barsana Alloys Pvt. Ltd.

5.7 The Transferee Company shall account for the Amalgamation in accordance with Accounting Standard -14 (Accounting for Amalgamations) prescribed under Companies (Accounting Standard)

Director

Rules 2006: For SRU STEELS LIMITED

M/s Aash Sakhi Alloys Pvt. Ltd.

Director

Director

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APPLICATIONS TO HON'BLE HIGH COURT:

5.8 The Transferee Company and the Transferor Companies shall, with all reasonable dispatch, make necessary applications, jointly or separately, to the Hon'ble High Court of Delhi for sanction and carrying out of the Scheme and for consequent dissolution of the Transferor Companies without winding up or liquidation and apply for and obtain such other approvals, as required by law.

For Goverdhan Metals Pvt. Ltd  
Veena Goyal  
Director

Hariom Narayan Alloys Pvt. Ltd  
S. Director

MODIFICATIONS / AMENDMENTS TO THE SCHEME

5.9 The Transferor Companies (by its Directors / Authorized Representatives) and the Transferee Company (by its Directors/ Authorized Representatives) may assent to any modification or amendment to the Scheme or agree to any terms and/or conditions which the Court and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect.

M/s Nand Gaur Alloys Pvt. Ltd  
Director

M/s Narayan Steels Pvt. Ltd  
Director

5.10 For the purpose of giving effect to the Scheme or to any modification thereof, the Directors/ Authorized Representatives of the Transferee Company are hereby authorized to give such directions and/or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

For Barsana Alloys Pvt. Ltd

A. Goyal  
Director

M/s Maheshwari Ferris Alloys Pvt. Ltd  
Director

For SRU STEELS LIMITED

K. S. Ahluwalia  
Director

M/s Asht Sakhi Alloys Pvt. Ltd

Director

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SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

This Scheme is conditional upon the following approvals/events and the Scheme shall be deemed to be effective on obtaining last of the following approvals and the occurrence of the last of the following events: -

5.11 The approval of the Scheme by the requisite majority of the members and creditors of the Transferor Companies and the Transferee Company, as the case may be, as required under Section 391 of the said Act.

5.12 The sanction of the Scheme by the High Court under Sections 391 to 394 of the said Act and other applicable provisions of the said Act, rules and regulations, as the case may be.

5.13 Certified copies of the High Court orders being filed with the Registrar of Companies, NCT of Delhi and Haryana, as applicable.

Such other sanctions and approvals including sanctions of any Governmental or Regulatory Authority, as may be required by law in respect of the Scheme.

EXPENSES CONNECTED WITH THE SCHEME:

5.14 All costs, charges and expenses of the Transferor Companies and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing/completing the terms and provisions of the Scheme and/or incidental to the completion of amalgamation of the said undertakings of the Transferor Companies in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

For SRU STEELS LIMITED  
M/s Aash Sakhi Alloys Pvt. Ltd.

*[Signature]*  
Director

For SRU STEELS LIMITED  
*[Signature]*  
Director

For Barana Alloys Pvt. Ltd. *[Signature]* Director  
For Govardhan Metals Pvt. Ltd. *[Signature]* Director  
For Hari Om Narayan Steels Pvt. Ltd. *[Signature]* Director  
For M/s Nand Gaon Alloys Pvt. Ltd. *[Signature]* Director  
For Mukhela Ferro Alloys Pvt. Ltd. *[Signature]* Director

EFFECT OF NON-RECEIPT OF APPROVALS:

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5.15 In case the Scheme is not sanctioned by the Hon'ble High Court of Delhi or in case any of the consents, approvals, permissions, resolutions, agreements, sanctions, or conditions enumerated in the Scheme not being obtained or complied or for any other reason the Scheme cannot be implemented by such date as may be agreed by the Board of Directors of Transferor Companies and Transferee Company, the Scheme shall become null and void, and in that event no rights and liabilities whatsoever shall accrue to or be incurred to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person. In such a case each Company shall bear its own cost, charges and expenses in connection with the Scheme unless otherwise mutually agreed.

DISSOLUTION OF TRANSFEROR COMPANIES

5.16 The Transferor Companies shall stand dissolved w.e.f. Effective Date without the process of winding up.

5.17 The Transferor Companies and the Transferee Company shall also take such other step as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

5.18 Upon the Scheme taking effect and after dissolution of the Transferor Companies, the Board of Directors of the Transferee Company are hereby authorized to take steps as may be necessary, or desirable or proper to resolve any questions, doubts, or difficulty whether by reason of any order of the Court or any directive, order or

Harish Narayan Alloys Pvt. Ltd.  
Director

For Government Metals Pvt. Ltd.  
Director

Hari Om Narayan Steels Pvt. Ltd.  
Director

M/s. Nand Gann Alloys Pvt. Ltd.  
Director

For Madhuvale Ferris Alloys Pvt. Ltd.  
Director

For Barsana Alloys Pvt. Ltd.

A 401  
Director

For SRU STEELS LIMITED

PS/AW  
Director

M/s. Asth Sakhi Alloys Pvt. Ltd.

Director

sanction of any authority or otherwise arising out of or under this  
Scheme or any matter therewith.

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SAVING OF CONCLUDED TRANSACTIONS

5.19 Subject to the terms of this Scheme, the transfer and vesting of the Transferor Companies, shall not affect any transaction or the proceedings already concluded by the Transferor Companies on or before the Appointed Date or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds, things made, done and executed by the Transferor Companies as acts, deeds, and things made, done and executed by or on behalf of the Transferee Company.

Hariom Narayan Alloys Pvt. Ltd.

*C. S. Singh*  
Director

Hari Om Narayan Steels Pvt. Ltd.

*A. G. Singh*  
Director

For Mukutwale Ferro Alloys Pvt. Ltd.

*A. G. Singh*  
Director

M/s Ash Sakhi Alloys Pvt. Ltd.

*[Signature]*  
Director

For Govardhan Metals Pvt. Ltd.

*Neena G. G.*  
Director

M/s Nand Geon Alloys Pvt. Ltd.

*R. P. W.*  
Director

For Barsana Alloys Pvt. Ltd.

*A. G. Singh*  
Director

For SRU STEELS LIMITED

*R. P. W.*  
Director

