

**NOTICE TO UNSECURED CREDITORS
OF
AMBUJA REALTY DEVELOPMENT LIMITED
AND
MILLENNIA INFRASTRUCTURE PRIVATE LIMITED
AND
CHOICEST ENTERPRISES LIMITED**

**MEETINGS OF UNSECURED CREDITORS CONVENED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY
LAW TRIBUNAL, KOLKATA BENCH**

Day	Wednesday	
Date	4 th July, 2018	
Venue	Conclave, 216, Acharya Jagadish Chandra Bose Road, Kolkata 700 017	
Time	Unsecured Creditors of Ambuja Realty Development Limited	11:00 a. m.
	Unsecured Creditors of Millennia Infrastructure Private Limited	11:30 a. m.
	Unsecured Creditors of Choicest Enterprises Limited	12 Noon

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Before the National Company Law Tribunal
Kolkata Bench
Company Application No.108 of 2018

In the Matter of the Companies Act, 2013 - Section 230(1)
read with Section 232(1)

And

In the Matter of :

Ambuja Realty Development Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 'Ecospace Business Park' Block 4B, 6th Floor, Premises No. IIF/11, Action Area II, Kolkata 700156 in the State of West Bengal.

And

Millennia Infrastructure Private Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 'Ecospace Business Park', Block 2B, Premises No. IIF/12, Action Area II, Kolkata 700156 in the State of West Bengal.

And

Likhami Commercial Company Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 'Ecospace Business Park', Block 3B, 1st Floor, Unit No.0101, Action Area II, Kolkata 700156 in the State of West Bengal.

And

Choicest Enterprises Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 2B, Moujavi Muzibar Rahaman Sarani, Kolkata 700 017 in the State of West Bengal.

1. Ambuja Realty Development Limited
2. Millennia Infrastructure Private Limited
3. Likhami Commercial Company Limited
4. Choicest Enterprises Limited

..... Applicants

NOTICE CONVENING MEETINGS

To :

1. **Unsecured Creditors of Ambuja Realty Development Limited;**
2. **Unsecured Creditors of Millennia Infrastructure Private Limited; and**
3. **Unsecured Creditors of Choicest Enterprises Limited**

NOTICE is hereby given that by an order dated 15th May 2018, the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") has directed separate meetings to be held of the Unsecured Creditors of the Ambuja Realty Development Limited, being the Applicant No.1 abovenamed (hereinafter referred to as "ARDL"), Millennia Infrastructure Private Limited, being the Applicant No.2 abovenamed (hereinafter referred to as "MIPL") and Choicest Enterprises Limited being the Applicant No.4 abovenamed (hereinafter referred to as "CEL") for the purpose of their considering, and if thought fit, approving, with or without modification, the Scheme of Arrangement proposed to be made between ARDL, MIPL, Likhani Commercial Company Limited, being the Applicant Company No.3 abovenamed (hereinafter referred to as "LCCL") and CEL and their respective shareholders whereby and whereunder it is proposed to reorganize and reconstruct the said companies by (1) amalgamating LCCL with CEL, (2) demerging the ARDL Club and Hospitality Division (including sports museum of ARDL) and MIPL Club and Hospitality Division of ARDL and MIPL respectively to CEL and (3) reducing and reorganising the existing Share Capital of CEL in the manner and on the terms and conditions stated in the said Scheme of Arrangement.

In pursuance of the said order and as directed therein, **further notice** is hereby given that separate meetings of the Unsecured Creditors of ARDL, MIPL and CEL will be held at Conclave, 216, Acharya Jagadish Chandra Bose Road, Kolkata 700 017 on Wednesday, the 4th day of July, 2018 at the following times when you, the Unsecured Creditors of ARDL, MIPL and CEL are requested to attend :-

- i. **Meeting of Unsecured Creditors of ARDL at 11:00 A.M;**
- ii. **Meeting of Unsecured Creditors of MIPL at 11:30 A.M; and**
- iii. **Meeting of Unsecured Creditors of CEL at 12:00 Noon**

TAKE FURTHER NOTICE that persons entitled to attend and vote at the respective meetings may vote in person or by proxy, provided that all proxies in the prescribed form, are deposited at the respective registered office of ARDL, MIPL and CEL not later than 48 hours before the respective meetings. In case of a Body Corporate, being an Unsecured Creditor, opting to attend and vote at the venue of meeting, as aforesaid, through its authorised representative, such Body Corporate may do so provided a certified copy of the resolution of its Board of Directors or other governing body authorising such representative to attend and vote at such meeting on its behalf is deposited at the registered office of the concerned company not later than 48 (forty eight) hours before the time for holding such meeting.

TAKE FURTHER NOTICE that a copy each of the said Scheme of Arrangement; form of proxy; attendance slip; and the Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013 along with all annexures thereto are enclosed herewith. A copy of this notice and the accompanying documents are also placed on the website of ARDL, MIPL and CEL (www.ambujaneotia.com).

TAKE FURTHER NOTICE that the Hon'ble Tribunal has appointed Mrs Sonu Jain, Chartered Accountant as the Chairperson of the said meetings. The abovementioned Scheme of Arrangement, if approved at the said meetings, will be subject to the subsequent sanction of the Tribunal.

Dated this 30th day of May, 2018.

Sd/-
(Sonu Jain)
**Chairperson appointed for the
meetings**

Drawn on behalf of Applicants by

Sd/-

(Aniket Agarwal)

Advocate for the Applicants

Khaitan & Co, Advocates

1B, Old Post Office Street

Kolkata 700 001

Notes:-

1. A proxy appointed to attend and vote on behalf of a creditor of a company at a meeting, as aforesaid, need not be a creditor of the company. The instrument of proxy to be effective, should be duly signed by the person entitled to attend and vote at the meeting or by his authorised representative and deposited not later than 48 hours before the time for holding the meeting with the concerned company at its Registered Office. A form of proxy is attached and can also be obtained free of charge at the registered offices of ARDL, MIPL and CEL.
2. All alterations made in the form of Proxy should be initialled.
3. Where a body corporate which is an Unsecured Creditor authorises any person to act as its representative at a meeting, a copy of the resolution of the Board of Directors or other governing body of such body corporate authorising such person to act as its representative at such meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorised officer of such body corporate shall be lodged with the concerned company at its registered office not later than 48 hours before the meeting.

SCHEME OF ARRANGEMENT
(Pursuant to Sections 230 and 232 of the Companies Act, 2013)

BETWEEN
AMBUJA REALTY DEVELOPMENT LIMITED
AND
MILLENNIA INFRASTRUCTURE PRIVATE LIMITED
AND
LIKHAMI COMMERCIAL COMPANY LIMITED
AND
CHOICEST ENTERPRISES LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS
FOR

AMALGAMATION OF LIKHAMI COMMERCIAL COMPANY LIMITED WITH CHOICEST ENTERPRISES LIMITED
AND

DEMERGER OF ARDL CLUB AND HOSPITALITY DIVISION OF AMBUJA REALTY DEVELOPMENT LIMITED AND MIPL CLUB AND HOSPITALITY DIVISION OF MILLENNIA INFRASTRUCTURE PRIVATE LIMITED TO CHOICEST ENTERPRISES LIMITED

AND

REDUCTION AND REORGANISATION OF EXISTING SHARE CAPITAL OF CHOICEST ENTERPRISES LIMITED

PART – I

(Preliminary)

1. Definitions:

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meanings:

- 1.1 **“Act”** means the Companies Act, 2013 or any statutory modifications or re-enactment thereof.
- 1.2 **“Appointed Date”** means the 1st day of April, 2017.
- 1.3 **“ARDL”** means Ambuja Realty Development Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Act, having its registered office at 'Ecospace Business Park', Block 4B, 6th Floor, Premises No. IIF/11, Action Area II, New Town, Kolkata 700 156 in the State of West Bengal.
- 1.4 **“ARDL Club and Hospitality Division”** means the undertaking of ARDL engaged in the business of developing and owning club and hospitality units for providing leisure, recreation, sports, accommodation, dining and banquet facilities and other allied facilities and services and shall mean and include all property, rights and powers and all debts, liabilities, duties and obligations of ARDL comprised in and/or pertaining to the ARDL Club and Hospitality Division, including:
 - i. all properties and assets, moveable or immovable, freehold or leasehold, real or personal, tangible or intangible, corporeal or incorporeal, in possession or reversion, present or contingent, of whatsoever nature and wherever situated wheresoever situate, as on the Appointed Date relating to the ARDL Club and Hospitality Division, including all lands, buildings, plant and machinery, vehicles, equipment, furniture, , sundry debtors, inventories, cash and bank balances, bills of exchange, deposits, loans and advances and other assets as appearing in the books of account of ARDL in relation to the ARDL Club and Hospitality Division, leases, tenancies and agency of ARDL pertaining to the ARDL Club and Hospitality Division, and all other interests or rights in or arising out of or relating to ARDL Club and Hospitality Division together with all respective powers, interests, charges, privileges, benefits, entitlements, industrial and other

- licenses, registrations, quotas, patents, copyrights, brand names, trademarks, other intellectual property rights, liberties, easements and advantages, subsidies, grants, taxes, tax credits (including but not limited to credits in respect of income tax, goods and service tax, sales tax, value added tax, turnover tax, excise duty, service tax, etcetera), deferred tax benefits and other benefits appertaining to the ARDL Club and Hospitality Division and/or to which ARDL is entitled to in respect of the ARDL Club and Hospitality Division of whatsoever kind, nature or description held, applied for or as may be obtained thereafter together with the benefit of all respective contracts and engagements and all respective books, papers, documents and records relating to the ARDL Club and Hospitality Division; and
- ii. all debts, liabilities, duties and obligations of ARDL in relation to the ARDL Club and Hospitality Division, including liabilities on account of secured loans, unsecured loans and sundry creditors, goods and service tax and other taxation and contingent liabilities of ARDL pertaining to the ARDL Club and Hospitality Division.
- 1.5 **“CEL”** means Choicest Enterprise Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Act, having its registered office at 2B, Moulavi Muzibar Rahaman Sarani, Kolkata 700 017 in the State of West Bengal.
- 1.6 **“Effective Date”** means the date or last of the dates on which all the requisite approvals and sanction to the Scheme are obtained and certified copies of the order of the Hon’ble Tribunal sanctioning the Scheme are filed with the Registrar of Companies by ARDL, MIPL, LCCL and CEL.
- 1.7 **“LCCL”** means Likhmi Commercial Company Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Act, having its registered office at 'Ecospace Business Park', Block 3B, 1st Floor, Premises No. IIF/11, Action Area II, New Town, Kolkata 700 156 in the State of West Bengal.
- 1.8 **“MIPL”** means Millennia Infrastructure Private Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Act, having its registered office at 'Ecospace Business Park', Block 2B, Premises No. IIF/11, Action Area II, New Town, Kolkata 700 156 in the State of West Bengal.
- 1.9 **“MIPL Club and Hospitality Division”** means the undertaking of MIPL engaged in the business of developing and owning club and hospitality unit for providing leisure, recreation, accommodation, dining and banquet facilities and other allied facilities and services and other allied facilities and services and shall mean and include all property, rights and powers and all debts, liabilities, duties and obligations of MIPL comprised in and/or pertaining to the MIPL Club and Hospitality Division, including:
- i. all properties and assets, moveable or immovable, freehold or leasehold, real or personal, tangible or intangible, corporeal or incorporeal, in possession or reversion, present or contingent, of whatsoever nature and wherever situated wheresoever situate, as on the Appointed Date relating to the MIPL Club and Hospitality Division, including all lands, buildings, plant and machinery, vehicles, equipment, furniture, investments in shares and securities, sundry debtors, inventories, cash and bank balances, bills of exchange, deposits, loans and advances and other assets as appearing in the books of account of MIPL in relation to the MIPL Club and Hospitality Division, leases, tenancies and agency of MIPL pertaining to the MIPL Club and Hospitality Division, and all other interests or rights in or arising out of or relating to MIPL Club and Hospitality Division together with all respective powers, interests, charges, privileges, benefits, entitlements, industrial and other licenses, registrations, quotas, patents, copyrights, brand names, trademarks, other intellectual property rights, liberties, easements and advantages, subsidies, grants, taxes, tax credits (including but not limited to credits in respect of income tax, goods and service tax, sales tax, value added tax, turnover tax, excise duty, service tax, etcetera), deferred tax benefits and other benefits appertaining to the MIPL Club and

Hospitality Division and/or to which MIPL is entitled to in respect of the MIPL Club and Hospitality Division of whatsoever kind, nature or description held, applied for or as may be obtained thereafter together with the benefit of all respective contracts and engagements and all respective books, papers, documents and records relating to the MIPL Club and Hospitality Division; and

- ii. all debts, liabilities, duties and obligations of MIPL in relation to the MIPL Club and Hospitality Division, including liabilities on account of secured loans, unsecured loans and sundry creditors, goods and service tax and other taxation and contingent liabilities of MIPL pertaining to the MIPL Club and Hospitality Division.

1.10 **“Scheme”** means this Scheme of Arrangement pursuant to Sections 230 and 232 of the Act in the present form or with such modification(s) as sanctioned by the Hon’ble Tribunal.

1.11 **“Tribunal”** mean the Hon’ble National Company Law Tribunal, Kolkata Bench.

1.12 **“Undertaking of LCCL”** means and includes:

- (a) all the properties, assets, rights and powers of LCCL; and
- (b) all the debts, liabilities, duties and obligations of LCCL.

Without prejudice to the generality of the foregoing clause, the said Undertaking shall include all rights, powers, interests, authorities, privileges, liberties and all properties and assets, moveable or immovable, freehold or leasehold, real or personal, tangible or intangible, corporeal or incorporeal, in possession or reversion, present or contingent, of whatsoever nature and wherever situated, including all lands, buildings, plant and machinery, office equipments, inventories, investments in shares, debentures, bonds and other securities, sundry debtors, cash and bank balances, loans and advances, leases and all other interests and rights in or arising out of such properties together with all liberties, easements, advantages, exemptions, approvals and licenses, if any, held, applied for or as may be obtained hereafter by LCCL or which LCCL is entitled to, together with the benefit of all respective contracts and engagements and all respective books, papers, documents and records of LCCL.

1.13 Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

2. Date of approval of Scheme by Board of Directors and Share Capital:

2.1 This Scheme was approved unanimously by the respective Boards of Directors of the Companies at their respective meetings held on the following dates:-

Company	Date of Board Meeting
ARDL	28 th August, 2017
MIPL	18 th September, 2017
LCCL	22 nd September, 2017
CEL	12 th September, 2017

2.2 The Authorised, Issued, Subscribed and Paid-up Share Capital of ARDL, MIPL, LCCL and CEL as on the said dates was as under:

i. ARDL

Authorised Share Capital:

12,50,00,000 Equity Shares of Rs.10/- each

20,00,000 5% Redeemable Preference Shares of Rs.100/- each

(Amount in Rs.)

125,00,00,000

20,00,00,000

145,00,00,000

Issued, Subscribed and Paid up Share Capital:
 11,25,00,000 Equity Shares of Rs.10/- each fully paid up 112,50,00,000

ii. MIPL

Authorised Share Capital: (Amount in Rs.)
 90,000 Class A1 Equity Shares of Rs.10/- each 9,00,000
 90,000 Class A2 Equity Shares of Rs.10/- each 9,00,000
 7,82,00,000 Class B1 Equity Shares of Re.1/- each 7,82,00,000
 1,99,99,900 Class B2 Equity Shares of Re.1/- each 1,99,99,900
 100 Class C Equity Shares of Re.1/- each 100

 10,00,00,000

Issued, Subscribed and Paid up Share Capital:
 90,000 Class A1 Equity Shares of Rs.10/- each fully paid up 9,00,000
 90,000 Class A2 Equity Shares of Rs.10/- each fully paid up 9,00,000
 7,00,16,928 Class B1 Equity Shares of Re.1/- each fully paid up 7,00,16,928
 1,93,16,090 Class B2 Equity Shares of Re.1/- each fully paid up 1,93,16,090

 9,11,33,018

iii. LCCL

Authorised Share Capital: (Amount in Rs.)
 50,00,000 Equity Shares of Rs.10/- each 5,00,00,000

Issued, Subscribed and Paid up Share Capital:
 46,55,000 Equity Shares of Rs.10/- each fully paid up 4,65,50,000

iv. CEL

Authorised Share Capital: (Amount in Rs.)
 2,50,00,000 Equity Shares of Rs.10/- each 25,00,00,000

Issued, Subscribed and Paid up Share Capital:
 2,45,00,000 Equity Shares of Rs.10/- each fully paid up 24,50,00,000

3. Objects and Reasons:

- i. ARDL is engaged in the business of developing and dealing in commercial complexes. The same include the three 'City Centre' malls at Siliguri, Haldia and Rajpur; an office complex on the South Western side of the premises known as 'Ecospace Business Park' in New Town, Kolkata; and an office complex known as 'Ecocentre' in Salt Lake Sector V, Kolkata. Along with its said business of developing and dealing in commercial complexes, ARDL also undertook the business of developing and owning club and hospitality units for providing leisure, recreation, sports, accommodation, dining and banquet facilities and other allied facilities and services. The club and hospitality units developed by ARDL include a hospitality unit comprising twenty three rooms, lounge, restaurants and kitchen on the top two floors of the office building at Ecocentre and a club cum hospitality unit in the centre of the Ecospace Business Park premises containing, Inter alia, banquet halls, lounge, restaurants, kitchens, sports museum, salon, gymnasium and a swimming pool.
- ii. MIPL is similarly engaged in the business of (a) developing and dealing in commercial complexes and (b) developing and owning a club and hospitality unit for providing leisure, recreation, accommodation, dining and banquet facilities and other allied facilities and services. MIPL has developed an office complex on the North Eastern side of the said Ecospace Business Park premises in New Town, Kolkata. Like ARDL, MIPL has also developed and owns a club cum hospitality unit in the centre of Ecospace Business Park

which presently contains, inter alia, eight rooms, food court, banquet hall, restaurants, auditorium, business centre and two retail shops.

- iii. It is clarified that while the respective club and hospitality units of ARDL and MIPL are situated next to each other in Ecospace Business Park premises, the same were and continue to be owned by ARDL and MIPL separately and were also originally run separately. At present the running of both such units of ARDL and MIPL, excepting sports museum of ARDL, has been given to CEL, as mentioned hereinafter. The management of the hospitality unit of ARDL at Ecocentre has also been given on contractual basis to CEL. The earnings of ARDL and MIPL from the said club and hospitality units owned by them are linked to revenues from the operations thereof. The said clubs and hospitality units of ARDL and MIPL are operational, as aforesaid, and are monitored on a continuous basis by ARDL and MIPL.
- iv. The considerations, factors and financials applicable to the said business of ARDL and MIPL of developing and owning clubs and hospitality units are different and divergent in nature from their core business of developing and dealing in commercial complexes, though initially undertaken in conjunction with the same.
- v. CEL is engaged primarily in the business of operating, managing and running clubs, restaurants and hospitality units which are owned by it as also those which have been taken on operating lease or management contract basis by CEL from ARDL, MIPL and other companies. CEL specialises in such business and has considerable goodwill, knowledge and expertise therein. The said business is carried on by CEL under several well known brands which include Conclave, Montana Vista, Verde Vista, Ecovista and Afaa amongst others. CEL has been looking at suitable proposals for consolidation and accessing larger funds for growth and expansion of its said business.
- vi. LCCL is a registered non-banking financial company ("NBFC") engaged in the business of investing and dealing in shares and securities and providing finance. LCCL has been looking at suitable proposals for diversification in suitable non-financial operating business and employing its resources directly in such business.
- vii. In the circumstances and as part of an overall restructuring plan, it is considered desirable and expedient to reorganise and reconstruct the said Companies by (1) amalgamating LCCL with CEL, (2) demerging the ARDL Club and Hospitality Division (including sports museum of ARDL) and MIPL Club and Hospitality Division from ARDL and MIPL respectively to CEL and (3) reducing and reorganising the existing Share Capital of CEL in the manner and on the terms and conditions stated in this Scheme of Arrangement.
- viii. The respective businesses and undertakings will stand realigned appropriately in three companies pursuant to the demerger and amalgamation under the Scheme i.e. ARDL, MIPL and CEL. Such demerger and amalgamation under the Scheme will enable the said respective businesses to be pursued and carried on more conveniently and advantageously with greater focus and attention through such three separate companies, each having their own management team and administrative set up. The business considerations and factors applicable to the said businesses will be addressed more effectively and adequately by the respective companies.
- ix. The demerger and amalgamation will enable appropriate consolidation of the ARDL Club and Hospitality Division, MIPL Club and Hospitality Division and Undertaking of LCCL with the undertaking of CEL and lead to the formation of a larger and stronger entity with a wider capital and asset base and having greater capacity for conducting its operations more competitively and raising and accessing funds for growth and expansion of its business on more favourable terms. The same will lead to the businesses of CEL being carried on more efficiently and economically with better operating parameters. The same would result, inter alia, from, pooling and more effective utilisation of resources, greater economies of scale, elimination of duplication of work, and overall reduction of overheads and considerable savings in costs which will be facilitated by and follow such demerger and amalgamation.

- x. The demerger and amalgamation will also enable CEL to have a more rational business model and asset holding structure. Whilst the said operating business and activities of CEL will continue to constitute the main business and activity of the merged entity with the greater share of the turnover of the merged entity being contributed by such operating business and activities, the addition of the financial assets and investments of LCCL will strengthen and provide greater depth to the asset base of the merged entity. The potential of the said operating business will be realised more fully and effectively pursuant to this Scheme.
- xi. The value of the immovable properties of CEL has appreciated considerably over the years. Further, the said existing operating business of CEL has been improving its performance steadily over the years and has good future potential but the same is not adequately reflected in the present financial structure of CEL. As such, the true net worth of CEL and value of its Equity Shares is much higher than the net worth and value presently reflected in the books. As a first step it is necessary to correct the mismatch between the existing Share Capital and assets of CEL, as appearing in the books. In the circumstances and in order to enable CEL to have a more rational capital and financial structure consequent to the demergers and amalgamation, it is necessary to reduce and reorganise the existing Share Capital of CEL in the manner provided in the Scheme. Such reduction and reorganisation will suitably rationalise and adjust the relationship between the existing share capital and assets of CEL and enable CEL to issue and allot the new Equity Shares to the shareholders of ARDL, MIPL and LCCL on a fair and reasonable basis. The same will result in CEL having an optimum financial structure with better capacity for raising further capital in the future and servicing the same and enable CEL to pursue its business more conveniently.
- xii. The Scheme will have beneficial results for the said Companies, their shareholders and all concerned. The Scheme is proposed accordingly.

PART - II

(Amalgamation of LCCL with CEL)

4. Transfer of Undertaking:

- 4.1 With effect from the Appointed Date, LCCL shall stand amalgamated with CEL, as provided in the Scheme. Accordingly, the Undertaking of LCCL shall, pursuant to the provisions contained in Section 232 and other applicable provisions of the Act, stand transferred to and vest in and be deemed to be transferred to and vested in CEL, as a going concern without any further act, deed, matter or thing so as to become on and from the Appointed Date, the Undertaking of CEL.
- 4.2 All debts, liabilities, duties and obligations of LCCL as on the Appointed Date shall also be transferred to CEL, without any further act, deed, matter or thing pursuant to the provisions contained in Section 232 of the Act, so as to become the debts, liabilities, duties and obligations of CEL.
- 4.3 The transfer of the Undertaking of LCCL, as aforesaid, shall be subject to the existing charges, if any, over or in respect of any of the assets or any part thereof, provided however that such charges shall be confined only to the relative assets of LCCL or part thereof on or over which they are subsisting on transfer of such assets to CEL and no such charges shall extend over or apply to any other asset(s) of CEL. Any reference in any security documents or arrangements (to which LCCL is a party) to any assets of LCCL shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of CEL. Similarly, CEL shall not be required to create any additional security over assets acquired by it under this Scheme for any loans, debentures, deposits or other financial assistance already availed/to be availed by it and the charges in respect of such indebtedness of CEL shall not extend or be deemed to extend or apply to the assets so acquired by CEL.
- 4.4 For the removal of doubts, it is clarified that to the extent that there are obligations, balances or other outstandings as between LCCL and CEL, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and

records of CEL for the reduction of such assets or liabilities, as the case may be, and there shall be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.

- 4.5 Subject to the other provisions of this Scheme, all licenses, permissions, approvals, consents, registrations, eligibility certificates and no-objection certificates obtained by LCCL for its operations and/or to which LCCL is entitled to in terms of the various Statutes / Schemes / Policies etc. of Union and State Governments, shall be available to and vest in CEL, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of CEL. Since the Undertaking of LCCL will be transferred to and vested in CEL as a going concern without any break or interruption in the operations thereof, CEL shall be entitled to the benefit of all such licenses, permissions, approvals, consents, registrations, eligibility certificates and no-objection certificates as enjoyed by LCCL and to carry on and continue the operations of the Undertaking of LCCL on the basis of the same upon this Scheme becoming effective. Further, all benefits, including under Income Tax, Goods and Service Tax, Sales Tax etcetera, to which LCCL is entitled to in terms of the various Statutes / Schemes / Policies etc. of Union and State Governments, shall be available to and vest in CEL upon this Scheme becoming effective.
5. **Legal Proceedings:**
If any suits, actions and proceedings of whatsoever nature by or against LCCL are pending on the Effective Date, the same shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of LCCL with CEL or anything contained in the Scheme, but the said proceedings may be continued and enforced by or against CEL as effectually and in the same manner and to the same extent as the same would or might have continued and enforced by or against LCCL, in the absence of the Scheme.
6. **Contracts and Deeds:**
Subject to other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements, engagements and other instruments of whatsoever nature to which LCCL is a party or to the benefit of which LCCL may be eligible and which have not lapsed and are subsisting on the Effective Date shall remain in full force and effect against or in favour of CEL, as the case may be, and may be enforced by or against CEL as fully and effectually as if, instead of LCCL, CEL had been a party or beneficiary thereto.
7. **Saving of Concluded Transactions:**
The transfer and vesting of the Undertaking of LCCL under Clause 4 above, the continuance of proceedings by or against CEL under Clause 5 above and the effectiveness of contracts and deeds under Clause 6 above shall not affect any transaction or proceeding already concluded by LCCL on or before the Effective Date to the end and intent that CEL accepts and adopts all acts, deeds and things done and executed by and on behalf of LCCL as acts, deeds and things done and executed by and on behalf of CEL.
8. **Employees:**
On and from the Effective Date:
- 8.1 The employees of LCCL in service on the Effective Date, if any, shall become the employees of CEL on the same terms and conditions on which they are engaged by LCCL without treating it as a break, discontinuance or interruption in service on the said date.
- 8.2 Accordingly the services of such employees for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with LCCL.
- 8.3 It is expressly provided that the Provident Funds, Gratuity Funds, Superannuation Fund or any other Fund or Funds created or existing for the benefit of the employees, as applicable, of LCCL shall be continued by CEL and CEL shall stand substituted for LCCL for all purposes whatsoever, including in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof to

the end and intent that all rights, duties, powers and obligations of LCCL in relation to such Fund or Funds shall become those of CEL.

9. Dissolution of LCCL:

LCCL shall be dissolved without winding up pursuant to the provisions of Section 232 of the Act.

10. Conduct of business till Effective Date:

10.1 With effect from the Appointed Date and upto the Effective Date:

- i. LCCL shall carry on and be deemed to have carried on all its business and activities and shall hold and stand possessed of and be deemed to have held and stood possessed of all its assets for and on account of and in trust for CEL.
- ii. LCCL shall carry on its businesses and activities with due diligence and business prudence and shall not charge, mortgage, encumber, alienate or otherwise deal with its assets or any part thereof, nor incur, accept or acknowledge any debt, obligation or any liability or incur any major expenditure, except as is necessary in the ordinary course of its business without the prior written consent of CEL.
- iii. All profits or income accruing or arising to LCCL (including taxes paid thereon) or expenditure or losses arising or incurred by LCCL on and after the Appointed Date shall, for all purposes, be deemed to have accrued as the profits or income (including taxes paid) or expenditure or losses, as the case may be, of CEL.

10.2 All assets (including fixed assets, current assets, cash and bank balances etc.) acquired by LCCL after the Appointed Date and prior to the Effective Date shall be deemed to have been acquired for and on behalf of CEL.

10.3 All loans raised and/ or used and all liabilities and obligations incurred by LCCL after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of CEL and to the extent they are outstanding on the Effective Date, shall without any further act or deed be and stand transferred to CEL and shall become its liabilities and obligations on the Scheme becoming effective.

10.4 All loans, liabilities and obligations of LCCL as on the Appointed Date, deemed to be transferred to CEL, which have been discharged by LCCL after the Appointed Date and prior to the Effective Date, shall be deemed to have been discharged for and on account of CEL.

11. Issue of Shares:

11.1 Upon the Scheme coming into effect, and without any further application, act or deed CEL shall issue and allot to the members of LCCL in consideration of the amalgamation, Equity Shares of Rs.10/- each in CEL credited as fully paid up with rights attached thereto as hereinafter mentioned in the following ratio:

30 Equity Shares of Rs.10/- each in CEL credited as fully paid up for every 22 Equity Shares of Rs.10/- each fully paid-up held by them in the capital of LCCL.

11.2 The Equity Shares of CEL to be issued and allotted in lieu of the Equity Shares of LCCL shall rank *pari passu* in all respects with the existing Equity Shares of CEL.

11.3 No fractional shares shall be issued by CEL in respect of the fractional entitlements, if any, to which the members of LCCL may be entitled on issue and allotment of Equity Shares in CEL as above. The Board of Directors of CEL shall consolidate all such fractional entitlements, and issue and allot the Equity Shares in lieu thereof to a Director and / or Officer(s) of CEL on the express understanding that such Director and / or Officer(s) to whom such new Equity Shares are allotted shall sell the same and pay to CEL the net sale

proceeds, whereupon CEL shall distribute such net sale proceeds to the said members of LCCL in proportion to their fractional entitlements.

- 11.4 Consequent to and as part of the amalgamation of LCCL with CEL herein, the Authorised Share Capital of LCCL shall stand merged into and combined with the Authorised Share Capital of CEL pursuant to the Scheme, without any further act or deed, and without payment of any registration or filing fee on such combined Authorised Share Capital, LCCL and CEL having already paid such fees. Accordingly, the Authorised Share Capital of CEL resulting from the amalgamation of LCCL with CEL shall be a sum of Rs.30,00,00,000 divided into 3,00,00,000 Equity Shares of Rs.10/- each and Clause V of the Memorandum of Association of CEL shall stand altered accordingly.
- 12. Accounting:**
- 12.1 The amalgamation shall be accounted for in the books of account of CEL according to the pooling of interests method under Accounting Standard (AS) 14, 'Accounting for Amalgamations' ("AS14") as prescribed by the Companies (Accounting Standards) Rules, 2006.
- 12.2 Accordingly on and from the Appointed Date and subject to the provisions hereof and such other corrections and adjustments as may, in the opinion of the Board of Directors of CEL, be required and except to the extent required otherwise by law, all assets and liabilities of LCCL transferred to CEL under the Scheme shall be recorded in the books of accounts of CEL at the book value as recorded in LCCL' books of accounts.
- 12.3 The difference, if any, between the amount recorded as additional share capital issued by CEL on amalgamation and the amount of share capital of LCCL in lieu whereof such additional share capital is issued shall, subject to the other provisions contained herein, be adjusted by debiting or crediting the same, as the case may be, against General Reserves in the books of CEL.
- 12.4 In case of any difference in accounting policy between LCCL and CEL, the impact of the same till the Appointed Date will be quantified and adjusted in the reserves of CEL to ensure that the financial statements of CEL reflect the financial position on the basis of consistent accounting policy.

PART -- III

(Demerger of ARDL Club and Hospitality Division of ARDL to CEL)

- 13. Transfer of Undertaking:**
- 13.1 With effect from the Appointed Date, the ARDL Club and Hospitality Division of ARDL shall stand demerged to CEL. Accordingly, the ARDL Club and Hospitality Division of ARDL shall, pursuant to the provisions contained in Section 232 and other applicable provisions of the Act stand transferred to and vest in and be deemed to be transferred to and vested in CEL, as a going concern with effect from the Appointed Date for all the estate and interest of ARDL therein.
- 13.2 All debts, liabilities, duties and obligations of ARDL relating to the ARDL Club and Hospitality Division as on the close of business on the day immediately preceding the Appointed Date and all other debts, liabilities, duties and obligations of ARDL relating to the ARDL Club and Hospitality Division which may accrue or arise from the Appointed Date but which relate to the period upto the day immediately preceding the Appointed Date shall also be transferred to CEL, without any further act or deed, pursuant to an order passed under the provisions of Section 232 of the Act, so as to become the debts, liabilities, duties and obligations of CEL.
- 13.3 The assets of ARDL retained with ARDL constitute 94.64% of its total assets while the assets of the ARDL Club and Hospitality Division of ARDL to be transferred to CEL in terms of this Scheme constitute the balance 5.36% of the total assets of ARDL. ARDL also has common and multipurpose borrowings represented by unsecured loans taken by it from various parties. Accordingly, the liabilities which shall stand transferred to CEL from the Appointed Date, without further act or deed, upon this Scheme coming

into effect shall include the liability in respect of 5.36% of the total Unsecured Loans taken by ARDL, being so much of the amount of the total ARDL Unsecured Loans as stands in the same proportion which the value of the assets of the ARDL Club and Hospitality Division as on the Appointed Date bears to the total value of the assets of ARDL as on the said date.

- 13.4 The transfer and vesting of the ARDL Club and Hospitality Division of ARDL, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the assets or any part thereof.
- 13.5 Subject to the other provisions of this Scheme, all licenses, permissions, approvals, consents, registrations, eligibility certificates, fiscal incentives and no-objection certificates obtained by ARDL for the operations of the ARDL Club and Hospitality Division/or to which ARDL is entitled to in relation to the ARDL Club and Hospitality Division in terms of the various Statutes and / or Schemes of Union and State Governments, shall be available to and vest in CEL, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of CEL. Since the ARDL Club and Hospitality Division will be transferred to and vested in CEL as a going concern without any break or interruption in the operation thereof, CEL shall be entitled to the benefit of all such licenses, permissions, approvals, consents, registrations, eligibility certificates, fiscal incentives and no-objection certificates and to carry on and continue the operations of the ARDL Club and Hospitality Division on the basis of the same upon this Scheme becoming effective. Further, all benefits, including, under Income Tax, Goods and Service Tax, Excise (including Modvat/Cenvat) and Sales Tax and subsidies granted under West Bengal Tourism Development Corporation Incentive Scheme, etc to which ARDL is entitled in relation to the ARDL Club and Hospitality Division in terms of the various Statutes and / or Schemes of Union and State Governments shall be available to and vest in CEL upon this Scheme becoming effective.
- 14. Legal Proceedings:**
All legal or other proceedings by or against ARDL and relating to the ARDL Club and Hospitality Division shall be continued and enforced by or against CEL only. If proceedings are taken against ARDL, ARDL will defend on notice or as per advice of CEL at the costs of CEL and CEL will indemnify and keep indemnified ARDL from and against all liabilities, obligations, actions, claims and demands in respect thereof.
- 15. Contracts and Deeds:**
Subject to the other provisions contained in this Scheme all contracts, deeds, bonds, agreements and other instruments of whatsoever nature relating to the ARDL Club and Hospitality Division to which ARDL is a party subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of CEL and may be enforced as fully and effectually as if instead of ARDL, CEL had been a party thereto.
- 16. Saving of Concluded Transactions:**
The transfer and vesting of the ARDL Club and Hospitality Division under clause 13 above, the continuance of the proceedings by or against CEL under clause 14 above and the effectiveness of contracts and deeds under Clause 15 above shall not affect any transaction or proceeding relating to the ARDL Club and Hospitality Division already completed by ARDL on or before the Effective Date to the end and intent that CEL accepts all acts, deeds and things relating to the ARDL Club and Hospitality Division done and executed by and/or on behalf of ARDL as acts deeds and things done and executed by and on behalf of CEL.
- 17. Employees:**
17.1 CEL undertakes to engage the employees of ARDL engaged in the ARDL Club and Hospitality Division on the Effective Date, if any, on the same terms and conditions on which they are engaged by ARDL without treating it as a break, discontinuance or interruption of service on the said date as a result of the transfer of the ARDL Club and Hospitality Division to CEL.

- 17.2 Accordingly, the services of such employees for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes, including for the purpose of payment of any retrenchment compensation and other terminal benefits, will be reckoned from the date of their respective appointments with ARDL.
- 17.3 The accumulated balances, if any, standing to the credit of the employees of the ARDL Club and Hospitality Division in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds of which they are members will be transferred to such Provident Fund, Gratuity Fund, Superannuation Fund and other funds nominated by CEL and/or such new Provident Fund, Gratuity Fund, Superannuation Fund and other funds to be established and caused to be recognised by the concerned authorities by CEL. Pending the transfer as aforesaid, the dues of the employees of the ARDL Club and Hospitality Division relating to the said funds would be continued to be deposited in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds respectively.
- 18. Conduct of business of ARDL Club and Hospitality Division in trust for CEL:**
- 18.1 With effect from the Appointed Date and upto and including the Effective Date:
- i. ARDL undertakes to carry on the business of the ARDL Club and Hospitality Division in the ordinary course of business and ARDL shall be deemed to have carried on and to be carrying on all business and activities relating to the ARDL Club and Hospitality Division for and on account of and in trust for CEL.
 - ii. All profits accruing to ARDL or losses arising or incurred by it and all taxes paid in relation to such profits relating to the ARDL Club and Hospitality Division for the period falling on and after the Appointed Date shall for all purposes, be treated as the profits or losses and taxes, as the case may be of CEL.
 - iii. ARDL shall be deemed to have held and stood possessed of the properties to be transferred to CEL for and on account of and in trust for CEL and, accordingly, ARDL shall not (without the prior written consent of CEL) alienate, charge or otherwise deal with or dispose of the ARDL Club and Hospitality Division or any part thereof except in the usual course of business.
- 18.2 All assets (including fixed assets, current assets, cash and bank balances etc.) acquired by ARDL after the Appointed Date and prior to the Effective Date for operation of the ARDL Club and Hospitality Division or pertaining to the ARDL Club and Hospitality Division shall be deemed to have been acquired for and on behalf of CEL.
- 18.3 All loans raised and/ or used and all liabilities and obligations incurred by ARDL for the operations of the ARDL Club and Hospitality Division after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of CEL and to the extent they are outstanding on the Effective Date, shall without any further act or deed be and stand transferred to CEL and shall become its liabilities and obligations on the Scheme becoming effective.
- 18.4 All loans, liabilities and obligations of ARDL relating to the ARDL Club and Hospitality Division as on the Appointed Date, deemed to be transferred to CEL, which have been discharged by ARDL after the Appointed Date and prior to the Effective Date, shall be deemed to have been discharged for and on account of CEL. It is clarified that the same shall include the liability in respect of unsecured loans which is deemed to be transferred to CEL to the extent of 5.36% of such loans. Accordingly, 5.36% of such unsecured loans of ARDL which may be repaid after the Appointed Date and prior to the Effective Date shall be deemed to have been repaid on behalf of CEL.
- 19. Issue of Shares:**
- 19.1 Upon the Scheme coming into effect and without further application, act or deed, CEL shall, in consideration of the demerger and transfer of the ARDL Club and Hospitality Division, issue and allot to

the members of ARDL (other than CEL itself) holding fully paid up Equity Shares in ARDL and whose names appear in the Register of Members of ARDL on such date ("**Record Date**") as the Board of Directors of CEL shall determine, Equity Shares of Rs.10/- each in CEL, credited as fully paid up with rights attached thereto as hereinafter mentioned in the following entitlement ratio:

1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 129 Equity Shares of Rs.10/- each fully paid-up held by them in the capital of ARDL.

19.2 All the Equity Shares to be issued and allotted by CEL to the Equity Shareholders of ARDL under this Scheme shall rank *pari passu* in all respects with the existing Equity Shares of CEL.

19.3 No fractional shares shall be issued by CEL in respect of the fractional entitlements, if any, to which the members of ARDL may be entitled on issue and allotment of Equity Shares in CEL as above. The Board of Directors of CEL shall consolidate all such fractional entitlements, and issue and allot the Equity Shares in lieu thereof to a Director and / or Officer(s) of CEL on the express understanding that such Director and / or Officer(s) to whom such new Equity Shares are allotted shall sell the same and pay to CEL the net sale proceeds, whereupon CEL shall distribute such net sale proceeds to the said members of ARDL in proportion to their fractional entitlements.

20. Accounting:

20.1 Books of ARDL

In the books of account of ARDL, the difference between the book values of the assets and liabilities of the ARDL Club and Hospitality Division, a summary statement whereof is set out in Schedule I hereto, shall be adjusted first against Capital Redemption Reserves of ARDL and thereafter against the Securities Premium Account of ARDL.

20.2 Books of CEL

The demerger shall be accounted for in the books of account of CEL as on the Appointed Date as follows:-

(a) The assets and liabilities of the ARDL Club and Hospitality Division of ARDL, shall be recorded in the books of accounts of CEL at their values as appearing in the books of ARDL. Impact of revaluation, if any, shall be ignored.

(b) The aggregate face value of the Equity Shares issued and allotted by CEL shall be credited to the Share Capital Account of CEL.

(c) The difference between (i) the net assets (value of assets less liabilities) so recorded in the books of CEL and (ii) the aggregate amount credited to Share Capital, as above, shall be debited to Goodwill Account or credited to Capital Reserves in the books of CEL, as the case may be.

20.3 Subject to the aforesaid, the Board of Directors of ARDL and CEL shall be entitled to make such corrections and adjustments as may in their opinion be required for ensuring consistent accounting policy or which may otherwise be deemed expedient by them in accounting for the demerger in the respective books of account of the said Companies.

PART – IV

(Demerger of MIPL Club and Hospitality Division of MIPL to CEL)

21. Transfer of Undertaking:

21.1 With effect from the Appointed Date, the MIPL Club and Hospitality Division of MIPL shall stand demerged to CEL. Accordingly, the MIPL Club and Hospitality Division of MIPL shall, pursuant to the provisions contained in Section 232 and other applicable provisions of the Act stand transferred to and vest in and be deemed to be transferred to and vested in CEL, as a going concern with effect from the Appointed Date for all the estate and interest of MIPL therein.

- 21.2 All debts, liabilities, duties and obligations of MIPL relating to the MIPL Club and Hospitality Division as on the close of business on the day immediately preceding the Appointed Date and all other debts, liabilities, duties and obligations of MIPL relating to the MIPL Club and Hospitality Division which may accrue or arise from the Appointed Date but which relate to the period upto the day immediately preceding the Appointed Date shall also be transferred to CEL, without any further act or deed, pursuant to an order passed under the provisions of Section 232 of the Act, so as to become the debts, liabilities, duties and obligations of CEL.
- 21.3 The assets of MIPL retained with MIPL constitute 94.50% of its total assets while the assets of the MIPL Club and Hospitality Division of MIPL to be transferred to CEL in terms of this Scheme constitute the balance 5.50% of the total assets of MIPL. MIPL also has common and multipurpose borrowings represented by 64,05,954 10% Optionally Convertible Debentures of Rs.100/- each ("MIPL Debentures") issued by MIPL to Ambuja Neotia Holdings Private Limited. Every 5,000 MIPL Debentures are convertible into 1 Class B2 Equity Share of Re.1/- each in MIPL. Accordingly, the liabilities which shall stand transferred to CEL from the Appointed Date, without further act or deed, upon this Scheme coming into effect shall include the liability in respect of 5.50% of the total MIPL Debentures, being so much of the amount of the total MIPL Debentures as stands in the same proportion which the value of the assets of the MIPL Club and Hospitality Division as on the Appointed Date bears to the total value of the assets of MIPL as on the said date. Upon this Scheme coming into effect, CEL shall accordingly record issue and allotment of such number of Optionally Convertible Debentures of Rs.100/- each in CEL ("CEL Debentures") to the said debentureholder of MIPL as is equivalent to 5.50% of the total number of MIPL Debentures, with any fraction being rounded off to the nearest whole number. Such CEL Debentures shall be issued and be deemed to have been issued by CEL on the same terms and conditions as applicable to the corresponding MIPL Debentures in lieu of which the same are thus issued, excepting as to conversion. Every 1,10,000 CEL Debentures shall be convertible into 1 Equity Share of Re.1/- each of CEL with fractional entitlements, if any, being ignored.. On exercise of the option to convert such CEL Debentures into Equity Shares, CEL shall, if required, increase and/or reorganise its Authorised Share Capital suitably to enable it to issue the requisite number of Equity Shares of Re.1/- each to the debentureholder.
- 21.4 The transfer and vesting of the MIPL Club and Hospitality Division of MIPL, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the assets or any part thereof.
- 21.5 Subject to the other provisions of this Scheme, all licenses, permissions, approvals, consents, registrations, eligibility certificates, fiscal incentives and no-objection certificates obtained by MIPL for the operations of the MIPL Club and Hospitality Division/or to which MIPL is entitled to in relation to the MIPL Club and Hospitality Division in terms of the various Statutes and / or Schemes of Union and State Governments, shall be available to and vest in CEL, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of CEL. Since the MIPL Club and Hospitality Division will be transferred to and vested in CEL as a going concern without any break or interruption in the operation thereof, CEL shall be entitled to the benefit of all such licenses, permissions, approvals, consents, registrations, eligibility certificates, fiscal incentives and no-objection certificates and to carry on and continue the operations of the MIPL Club and Hospitality Division on the basis of the same upon this Scheme becoming effective. Further, all benefits, including, under Income Tax, Goods and Service Tax, Excise (including Modvat/Cenvat), Sales Tax etc to which MIPL is entitled in relation to the MIPL Club and Hospitality Division in terms of the various Statutes and / or Schemes of Union and State Governments shall be available to and vest in CEL upon this Scheme becoming effective.
22. **Legal Proceedings:**
All legal or other proceedings by or against MIPL and relating to the MIPL Club and Hospitality Division shall be continued and enforced by or against CEL only. If proceedings are taken against MIPL, MIPL will defend on notice or as per advice of CEL at the costs of CEL and CEL will indemnify and keep indemnified MIPL from and against all liabilities, obligations, actions, claims and demands in respect thereof.

23. Contracts and Deeds:

Subject to the other provisions contained in this Scheme all contracts, deeds, bonds, agreements and other instruments of whatsoever nature relating to the MIPL Club and Hospitality Division to which MIPL is a party subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of CEL and may be enforced as fully and effectually as if instead of MIPL, CEL had been a party thereto.

24. Saving of Concluded Transactions:

The transfer and vesting of the MIPL Club and Hospitality Division under clause 21 above, the continuance of the proceedings by or against CEL under clause 22 above and the effectiveness of contracts and deeds under Clause 23 above shall not affect any transaction or proceeding relating to the MIPL Club and Hospitality Division already completed by MIPL on or before the Effective Date to the end and intent that CEL accepts all acts, deeds and things relating to the MIPL Club and Hospitality Division done and executed by and/or on behalf of MIPL as acts deeds and things done and executed by and on behalf of CEL.

25. Employees:

25.1 CEL undertakes to engage the employees of MIPL engaged in the MIPL Club and Hospitality Division on the Effective Date, if any, on the same terms and conditions on which they are engaged by MIPL without treating it as a break, discontinuance or interruption of service on the said date as a result of the transfer of the MIPL Club and Hospitality Division to CEL.

25.2 Accordingly, the services of such employees for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes, including for the purpose of payment of any retrenchment compensation and other terminal benefits, will be reckoned from the date of their respective appointments with MIPL.

25.3 The accumulated balances, if any, standing to the credit of the employees of the MIPL Club and Hospitality Division in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds of which they are members will be transferred to such Provident Fund, Gratuity Fund, Superannuation Fund and other funds nominated by CEL and/or such new Provident Fund, Gratuity Fund, Superannuation Fund and other funds to be established and caused to be recognised by the concerned authorities by CEL. Pending the transfer as aforesaid, the dues of the employees of the MIPL Club and Hospitality Division relating to the said funds would be continued to be deposited in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds respectively.

26. Conduct of business of MIPL Club and Hospitality Division In trust for CEL:

26.1 With effect from the Appointed Date and upto and including the Effective Date:

- i. MIPL undertakes to carry on the business of the MIPL Club and Hospitality Division in the ordinary course of business and MIPL shall be deemed to have carried on and to be carrying on all business and activities relating to the MIPL Club and Hospitality Division for and on account of and in trust for CEL.
- ii. All profits accruing to MIPL or losses arising or incurred by it and all taxes paid in relation to such profits relating to the MIPL Club and Hospitality Division for the period falling on and after the Appointed Date shall for all purposes, be treated as the profits or losses and taxes, as the case may be of CEL.
- iii. MIPL shall be deemed to have held and stood possessed of the properties to be transferred to CEL for and on account of and in trust for CEL and, accordingly, MIPL shall not (without the prior written consent of CEL) alienate, charge or otherwise deal with or dispose of the MIPL Club and Hospitality Division or any part thereof except in the usual course of business.

- 26.2 All assets (including fixed assets, current assets, cash and bank balances etc.) acquired by MIPL after the Appointed Date and prior to the Effective Date for operation of the MIPL Club and Hospitality Division or pertaining to the MIPL Club and Hospitality Division shall be deemed to have been acquired for and on behalf of CEL.
- 26.3 All loans raised and/ or used and all liabilities and obligations incurred by MIPL for the operations of the MIPL Club and Hospitality Division after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of CEL and to the extent they are outstanding on the Effective Date, shall without any further act or deed be and stand transferred to CEL and shall become its liabilities and obligations on the Scheme becoming effective.
- 26.4 All loans, liabilities and obligations of MIPL relating to the MIPL Club and Hospitality Division as on the Appointed Date, deemed to be transferred to CEL, which have been discharged by MIPL after the Appointed Date and prior to the Effective Date, shall be deemed to have been discharged for and on account of CEL. It is clarified that the same shall include the liability in respect of the MIPL Debentures which is deemed to be transferred to CEL to the extent of 5.50% of such Debentures. Accordingly, 5.50% of the MIPL Debentures which may be redeemed after the Appointed Date and prior to the Effective Date shall be deemed to have been redeemed on behalf of CEL.
- 27. Issue of Shares:**
- 27.1 Upon the Scheme coming into effect and without further application, act or deed, CEL shall, in consideration of the demerger and transfer of the MIPL Club and Hospitality Division, issue and allot to the members of MIPL holding fully paid up Equity Shares in MIPL and whose names appear in the Register of Members of MIPL on such date (Record Date) as the Board of Directors of CEL shall determine, Equity Shares of Rs.10/- each in CEL, credited as fully paid up with rights attached thereto as hereinafter mentioned in the following entitlement ratio:
- (a) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A1 Equity Shares of Rs.10/- each fully paid-up held by them in the capital of MIPL;
- (b) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A2 Equity Shares of Rs.10/- each fully paid-up held by them in the capital of MIPL;
- (c) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B1 Equity Shares of Re.1/- each fully paid-up held by them in the capital of MIPL; and
- (d) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B2 Equity Shares of Re.1/- each fully paid-up held by them in the capital of MIPL.
- 27.2 All the Equity Shares to be issued and allotted by CEL to the Equity Shareholders of MIPL under this Scheme shall rank pari passu in all respects with the existing Equity Shares of CEL.
- 27.3 No fractional shares shall be issued by CEL in respect of the fractional entitlements, if any, to which the members of MIPL may be entitled on issue and allotment of Equity Shares in CEL as above. The Board of Directors of CEL shall consolidate all such fractional entitlements, and issue and allot the Equity Shares in lieu thereof to a Director and / or Officer(s) of CEL on the express understanding that such Director and / or Officer(s) to whom such new Equity Shares are allotted shall sell the same and pay to CEL the net sale proceeds, whereupon CEL shall distribute such net sale proceeds to the said members of MIPL in proportion to their fractional entitlements.
- 28. Accounting:**
- 28.1 Books of MIPL
In the books of account of MIPL, the difference between the book values of the assets and liabilities of the MIPL Club and Hospitality Division, a summary statement whereof is set out in Schedule II hereto, shall be

adjusted first against the Capital Reserves of MIPL and thereafter against the Securities Premium Account of MIPL.

28.2 Books of CEL

The demerger shall be accounted for in the books of account of CEL as on the Appointed Date as follows:-

- (a) The assets and liabilities of the MIPL Club and Hospitality Division of MIPL, shall be recorded in the books of accounts of CEL at their values as appearing in the books of ARDL. Impact of revaluation, if any, shall be ignored.
- (b) The aggregate face value of the Equity Shares issued and allotted by CEL shall be credited to the Share Capital Account of CEL.
- (c) The difference between (i) the net assets (value of assets less liabilities) so recorded in the books of CEL and (ii) the aggregate amount credited to Share Capital, as above, shall be debited to Goodwill Account or credited to Capital Reserves in the books of CEL, as the case may be.

28.3 Subject to the aforesaid, the Board of Directors of MIPL and CEL shall be entitled to make such corrections and adjustments as may in their opinion be required for ensuring consistent accounting policy or which may otherwise be deemed expedient by them in accounting for the demerger in the respective books of account of the said Companies.

PART - V

(Reduction and Reorganisation of existing Share Capital of CEL)

29. Reduction and Reorganisation of existing Share Capital of CEL:

29.1 The existing Issued, Subscribed and Paid up Share Capital of CEL of Rs.24,50,00,000/- divided into 2,45,00,000 Equity Shares of Rs.10/- each fully paid up shall, upon the Scheme coming into effect, stand reduced to Rs.1,22,50,000 by cancellation of capital to the extent of Rs.9.50/- per share upon each of the existing 2,45,00,000 Equity Shares in the Share Capital of CEL.

29.2 Consequent upon such reduction in existing Equity Share Capital of CEL, every 20 (twenty) resulting Equity Shares of 50 paise each fully paid up shall compulsorily and automatically stand consolidated into 1(one) Equity Share of Rs.10/- each fully paid up in CEL. No fractional shares shall be issued by CEL in respect of the fractional entitlements, if any, to which the members of CEL may be entitled on consolidation of Equity Shares in CEL as above. The Board of Directors of CEL shall consolidate all such fractional entitlements, and issue and allot the Equity Shares in lieu thereof to a Director and / or Officer(s) of CEL on the express understanding that such Director and / or Officer(s) to whom such new Equity Shares are allotted shall sell the same in the market and pay to CEL the net sale proceeds thereof, whereupon CEL shall distribute such net sale proceeds to the said members of CEL in proportion to their fractional entitlements.

29.3 It is expressly clarified and provided that the new Equity Shares in CEL shall be issued and allotted in terms of Parts II, III and IV of the Scheme to the members of ARDL, MIPL and LCCL upon reduction and consolidation of the existing Share Capital of CEL as per clauses 29.1 and 29.2 above. Accordingly, such new Equity Shares in CEL issued and allotted to the members of ARDL, MIPL and LCCL shall not be subject to such reduction and consolidation. Such reduction of capital of CEL shall be adjusted against the debit balance in profit and loss account of CEL.

PART – VI

(General/ Miscellaneous Provisions)

30. Applications:

ARDL, MIPL, LCCL and CEL shall, with all reasonable dispatch, make necessary applications pursuant to Sections 230 and 232 of the Act to the Hon'ble Tribunal for sanction and carrying out of the Scheme and for consequent dissolution of the LCCL without winding up. ARDL, MIPL, LCCL and CEL shall also apply for such other approvals as may be necessary in law, if any, for bringing the Scheme into effect. Further, ARDL, MIPL, LCCL and CEL shall be entitled to take such other steps as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

31. Approvals and Modifications:

ARDL, MIPL, LCCL and CEL (by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize) are empowered and authorized:

31.1 To assent from time to time to any modifications or amendments or substitutions of the Scheme or of any conditions or limitations which the Hon'ble Tribunal and / or any authorities under law may deem fit to approve or direct or as may be otherwise deemed expedient or necessary by the respective Board of Directors as being in the best interest of the said companies and their shareholders.

31.2 To settle all doubts or difficulties that may arise in carrying out the Scheme; to give their approval to all such matters and things as is contemplated or required to be given by them in terms of this Scheme; and to do and execute all other acts, deeds, matters and things necessary, desirable or proper for putting the Scheme into effect.

Without prejudice to the generality of the foregoing ARDL, MIPL, LCCL and CEL (by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize) shall each be at liberty to withdraw from this Scheme in case any condition or alteration imposed by any authority is unacceptable to them or as may otherwise be deemed expedient or necessary.

32. Scheme Conditional Upon:

The Scheme is conditional upon and subject to:

32.1 Approval of the Scheme by the requisite majorities of the members of ARDL, MIPL, LCCL and CEL and such other classes of persons, if any, as may be directed by the Hon'ble Tribunal pursuant to Sections 230 and 232 of the Act.

32.2 Approval of the Scheme by the Reserve Bank of India to the extent applicable pursuant to and in terms of registration of LCCL as NBFC with the Reserve Bank of India and in so far as the Scheme provides for amalgamation of LCCL with CEL;

32.3 Sanction of the Scheme by the Hon'ble Tribunal;

Accordingly, the Scheme although operative from the Appointed Date shall become effective on the Effective Date, being the date or last of the dates on which all the aforesaid approvals and sanction are obtained and certified copies of the order of the Hon'ble Tribunal sanctioning the Scheme are filed with the Registrar of Companies by ARDL, MIPL, LCCL and CEL.

33. Costs, Charges and Expenses:

All costs, charges and expenses, in connection with the Scheme, arising out of or incurred in carrying out and implementing the Scheme and matters incidental thereto upto the stage of sanction of this Scheme, shall be borne and paid by CEL. Subsequent to the said stage or in the event the Scheme does not take effect or stands withdrawn for any reason whatsoever, each Company shall pay and bear their own costs.

- 34. Residual Provisions:**
- 34.1 Save as provided in Clauses 11, 19 and 27 above, ARDL, MIPL, LCCL and CEL shall not at any time during the period commencing from the date of approval of this Scheme by the Board of Directors of the said Companies and ending with the Effective Date make any change in their capital structure either by way of increase (by issue of equity shares on a rights or preferential allotment basis, bonus shares, convertible debentures or otherwise) decrease, reduction, reclassification, sub-division or consolidation, re-organisation, or in any other manner except by mutual consent of the respective Boards of Directors of ARDL, MIPL, LCCL and CEL.
- 34.2 On the approval of the Scheme by the members of ARDL, MIPL, LCCL and CEL pursuant to Sections 230 and 232 of the Act, it shall be deemed that the said members have also accorded all relevant consents under Sections 13 and 62(1)(c) of the Act or any other provisions of the Act to the extent the same may be considered applicable.
- 34.3 Without prejudice to the generality of the foregoing, it is clarified and provided that adjustment and reduction of existing Share Capital of CEL, Capital Redemption Reserve and Securities Premium Account of ARDL and Securities Premium Account of MIPL in terms of this Scheme shall be effected as an integral part of this Scheme. Such adjustment and reduction does not involve either diminution of liability in respect of unpaid share capital or payment of paid-up share capital of any of the said Companies. Further, since such adjustment and reduction is an integral part of the Scheme, the provisions of Section 66 of the Act are not applicable. It is further clarified and provided that notwithstanding such adjustment and reduction of Share Capital of CEL, Capital Redemption Reserve of ARDL and Securities Premium Account of ARDL and MIPL, the said companies shall not be required to add "And Reduced" as suffix to their names.
- 34.4 Reduction and consolidation of existing Share Capital of CEL in terms of Part V of this Scheme shall be effective and be deemed to be effective prior to the amalgamation and demergers in terms of Parts II, III and IV of this Scheme. Further, amalgamation of LCCL with CEL in terms of Part II of the Scheme shall be effective and be deemed to be effective prior to the demergers in terms of Parts III and IV of this Scheme.
- 34.5 Even after this Scheme becomes effective, CEL shall be entitled to operate all Bank Accounts and realise all monies and complete and enforce all pending contracts and transactions relating to the Undertaking of LCCL, ARDL Club and Hospitality Division and MIPL Club and Hospitality Division, in the name of LCCL, ARDL and MIPL, as the case may be, in so far as may be necessary until the transfer of rights and obligations of the said Undertaking of LCCL, ARDL Club and Hospitality Division and MIPL Club and Hospitality Division to CEL under this Scheme is formally accepted by the parties concerned.
- 34.6 The demerger and transfer and vesting of the ARDL Club and Hospitality Division of ARDL and MIPL Club and Hospitality Division of MIPL to CEL under this Scheme has been proposed in compliance with the provisions of Section 2(19AA) of the Income-Tax Act, 1961 and the amalgamation of the LCCL with CEL has been proposed in compliance with the provisions of Section 2(1B) of the said Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section(s) at a later date including resulting from an amendment of law, including judicial or executive interpretation, or for any other reason whatsoever, the provisions of the said Section(s) of the Income-tax Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with the said Section(s). Such modification will however not affect the other parts of the Scheme.
- 34.7 In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that case no rights or liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person.

Schedule I

Statement of Assets and Liabilities of ARDL Club and Hospitality
Division as on 31st March, 2017

Particulars	Amount in Rs Lakhs	Amount in Rs Lakhs
Assets		
Fixed Assets		3,057.11
Investments		-
<u>Current Assets, Loans and Advances</u>		
Inventories	-	
Trade receivables	-	
Loans & Advances	109.85	
Cash at Bank	0.30	
	110.15	
<u>Current Liabilities & Provisions</u>		
Trade payables	4.40	
Other Current Liabilities	0.07	
	4.46	
Net Current Assets		105.68
Profit & Loss Account		-
Total Assets (A)		3,162.79
<u>Non-Current Liabilities</u>		
Long Term Borrowings		693.47
Total Liabilities (L)		693.47
Net Assets (A – L)		2,469.32

Schedule II

**Statement of Assets and Liabilities of MIPL Club and Hospitality
Division as on 31st March, 2017**

Particulars	Amount in Rs Lakhs	Amount in Rs Lakhs
Assets		
Fixed Assets		1,397.59
Investments		-
<u>Current Assets, Loans and Advances</u>		
Inventories	-	
Trade receivables	24.48	
Loans & Advances	-	
	24.48	
<u>Current Liabilities & Provisions</u>		
Trade payables	0.41	
Other Current Liabilities	-	
	0.41	
Net Current Assets		24.07
Profit & Loss Account		130.59
Total Assets (A)		1,552.25
<u>Non-Current Liabilities</u>		
Long Term Borrowings		352.40
Total Liabilities (L)		352.40
Net Assets (A – L)		1,199.85

Kolkata Bench
Company Application No.108 of 2018

In the Matter of the Companies Act, 2013 - Section 230(1)
read with Section 232(1)

And

In the Matter of :

Ambuja Realty Development Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 'Ecospace Business Park' Block 4B, 6th Floor, Premises No. IIF/11, Action Area II, Kolkata 700156 in the State of West Bengal.

And

Millennia Infrastructure Private Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 'Ecospace Business Park' Block 2B, Premises No. IIF/12, Action Area II, Kolkata 700156 in the State of West Bengal.

And

Likhami Commercial Company Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 'Ecospace Business Park' Block 3B, 1st Floor, Unit No.0101, Action Area II, Kolkata 700156 in the State of West Bengal.

And

Choicest Enterprises Limited, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 2B, Moulavi Muzibar Rahaman Sarani, Kolkata 700 017 in the State of West Bengal.

1. Ambuja Realty Development Limited
2. Millennia Infrastructure Private Limited
3. Likhami Commercial Company Limited
4. Choicest Enterprises Limited

..... Applicants

Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013

1. Meetings for Scheme of Arrangement

This Explanatory Statement is attached to the notice convening separate meetings of the Unsecured Creditors of the Ambuja Realty Development Limited, being the Applicant No.1 abovenamed (hereinafter referred to as "ARDL"), Millennium Infrastructure Private Limited, being the Applicant No.2 abovenamed (hereinafter referred to as "MIPL") and Choicest Enterprises Limited being the Applicant No.4 abovenamed (hereinafter referred to as "CEL") for the purpose of their considering, and if thought fit, approving, with or without modification, the Scheme of Arrangement proposed to be made between ARDL, MIPL, Likhmi Commercial Company Limited, being the Applicant Company No.3 abovenamed (hereinafter referred to as "LCCL") and CEL and their respective shareholders whereby and whereunder it is proposed to reorganize and reconstruct the said companies by (1) amalgamating LCCL with CEL, (2) demerging the ARDL Club and Hospitality Division (including sports museum of ARDL) and MIPL Club and Hospitality Division of ARDL and MIPL respectively to CEL and (3) reducing and reorganising the existing Share Capital of CEL in the manner and on the terms and conditions stated in the said Scheme of Arrangement. The salient features of the Scheme of Arrangement are given in paragraph 5 of this Statement. The detailed terms of the Arrangement will appear from the enclosed draft of the Scheme.

2. Date, time and venue of Meetings

Pursuant to an order dated 15th May, 2018, passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") in Company Application No.108 of 2018, separate meetings of the Unsecured Creditors of ARDL, MIPL and CEL will be held for the purpose of their considering and if thought fit, approving, with or without modification(s), the said Scheme of Arrangement at Conclave, 216, Acharya Jagadish Chandra Bose Road, Kolkata 700 017 on Wednesday, the 4th day of July, 2018 at the following times:-

- i. Meeting of Unsecured Creditors of ARDL at 11:00 A.M.;
- ii. Meeting of Unsecured Creditors of MIPL at 11:30 A.M.; and
- iii. Meeting of Unsecured Creditors of CEL at 12:00 Noon

3. Rationale and benefits

The rationale, circumstances and/or reasons and/or grounds that have necessitated and/or justify the said Scheme of Arrangement and the benefits of the same as perceived by the Boards of Directors of the Applicant Companies, are, Inter alia, as follows :-

- (a) ARDL is engaged in the business of developing and dealing in commercial complexes. The same include the three 'City Centre' malls at Siliguri, Haldia and Raipur; an office complex on the South Western side of the premises known as 'Ecospace Business Park' in New Town, Kolkata; and an office complex known as 'Ecocentre' in Salt Lake Sector V, Kolkata. Along with its said business of developing and dealing in commercial complexes, ARDL also undertook the business of developing and owning club and hospitality units for providing leisure, recreation, sports, accommodation, dining and banquet facilities and other allied facilities and services. The club and hospitality units developed by ARDL include a hospitality unit comprising twenty three rooms, lounge, restaurants and kitchen on the top two floors of the office building at Ecocentre and a club cum hospitality unit in the centre of the Ecospace Business Park premises containing, Inter alia, banquet halls, lounge, restaurants, kitchens, sports museum, salon, gymnasium and a swimming pool.
- (b) MIPL is similarly engaged in the business of (a) developing and dealing in commercial complexes and (b) developing and owning a club and hospitality unit for providing leisure, recreation, accommodation, dining and banquet facilities and other allied facilities and services. MIPL has developed an office complex on the North Eastern side of the said Ecospace Business Park premises in New Town, Kolkata. Like ARDL, MIPL has also developed and owns a club cum hospitality unit in the centre of Ecospace Business Park which presently contains, inter alia, eight rooms, food court, banquet hall, restaurants, auditorium, business centre and two retail shops.

- (c) It is clarified that while the respective club and hospitality units of ARDL and MIPL are situated next to each other in Ecospace Business Park premises, the same were and continue to be owned by ARDL and MIPL separately and were also originally run separately. At present the running of both such units of ARDL and MIPL, excepting sports museum of ARDL, has been given to CEL, as mentioned hereinafter. The management of the hospitality unit of ARDL at Ecocentre has also been given on contractual basis to CEL. The earnings of ARDL and MIPL from the said club and hospitality units owned by them are linked to revenues from the operations thereof. The said clubs and hospitality units of ARDL and MIPL are operational, as aforesaid, and are monitored on a continuous basis by ARDL and MIPL.
- (d) The considerations, factors and financials applicable to the said business of ARDL and MIPL of developing and owning clubs and hospitality units are different and divergent in nature from their core business of developing and dealing in commercial complexes, though initially undertaken in conjunction with the same.
- (e) CEL is engaged primarily in the business of operating, managing and running clubs, restaurants and hospitality units which are owned by it as also those which have been taken on operating lease or management contract basis by CEL from ARDL, MIPL and other companies. CEL specialises in such business and has considerable goodwill, knowledge and expertise therein. The said business is carried on by CEL under several well known brands which include Conclave, Montana Vista, Verde Vista, Ecovista and Afraa amongst others. CEL has been looking at suitable proposals for consolidation and accessing larger funds for growth and expansion of its said business.
- (f) LCCL is a registered non-banking financial company ("NBFC") engaged in the business of investing and dealing in shares and securities and providing finance. LCCL has been looking at suitable proposals for diversification in suitable non-financial operating business and employing its resources directly in such business.
- (g) In the circumstances and as part of an overall restructuring plan, it is considered desirable and expedient to reorganise and reconstruct the said Companies by (1) amalgamating LCCL with CEL, (2) demerging the ARDL Club and Hospitality Division (including sports museum of ARDL) and MIPL Club and Hospitality Division from ARDL and MIPL respectively to CEL and (3) reducing and reorganising the existing Share Capital of CEL in the manner and on the terms and conditions stated in the said Scheme of Arrangement.
- (h) The respective businesses and undertakings will stand realigned appropriately in three companies pursuant to the demerger and amalgamation under the Scheme i.e. ARDL, MIPL and CEL. Such demerger and amalgamation under the Scheme will enable the said respective businesses to be pursued and carried on more conveniently and advantageously with greater focus and attention through such three separate companies, each having their own management team and administrative set up. The business considerations and factors applicable to the said businesses will be addressed more effectively and adequately by the respective companies.
- (i) The demerger and amalgamation will enable appropriate consolidation of the ARDL Club and Hospitality Division, MIPL Club and Hospitality Division and Undertaking of LCCL with the undertaking of CEL and lead to the formation of a larger and stronger entity with a wider capital and asset base and having greater capacity for conducting its operations more competitively and raising and accessing funds for growth and expansion of its business on more favourable terms. The same will lead to the businesses of CEL being carried on more efficiently and economically with better operating parameters. The same would result, inter alia, from, pooling and more effective utilisation of resources, greater economies of scale, elimination of duplication of work, and overall reduction of overheads and considerable savings in costs which will be facilitated by and follow such demerger and amalgamation.

- (j) The demerger and amalgamation will also enable CEL to have a more rational business model and asset holding structure. Whilst the said operating business and activities of CEL will continue to constitute the main business and activity of the merged entity with the greater share of the turnover of the merged entity being contributed by such operating business and activities, the addition of the financial assets and investments of LCCL will strengthen and provide greater depth to the asset base of the merged entity. The potential of the said operating business will be realised more fully and effectively pursuant to the said Scheme.
- (k) The value of the immovable properties of CEL has appreciated considerably over the years. Further, the said existing operating business of CEL has been improving its performance steadily over the years and has good future potential but the same is not adequately reflected in the present financial structure of CEL. As such, the true net worth of CEL and value of its Equity Shares is much higher than the net worth and value presently reflected in the books. As a first step it is necessary to correct the mismatch between the existing Share Capital and assets of CEL, as appearing in the books. In the circumstances and in order to enable CEL to have a more rational capital and financial structure consequent to the demergers and amalgamation, it is necessary to reduce and reorganise the existing Share Capital of CEL in the manner provided in the Scheme. Such reduction and reorganisation will suitably rationalise and adjust the relationship between the existing share capital and assets of CEL and enable CEL to issue and allot the new Equity Shares to the shareholders of ARDL, MIPL and LCCL on a fair and reasonable basis. The same will result in CEL having an optimum financial structure with better capacity for raising further capital in the future and servicing the same and enable CEL to pursue its business more conveniently.
- (l) The Scheme will have beneficial results for the said Companies, their shareholders and all concerned. The Scheme is proposed accordingly.

4. Background of the Companies

A. Particulars of the Applicant No.1 (ARDL)

- i. The applicant No.1, Ambuja Realty Development Limited (ARDL) was incorporated on the 10th day of October, 2005 under the provisions of the Companies Act, 1956 as a Company limited by shares. ARDL is a company within the meaning of the Companies Act, 2013. ARDL is registered with the Registrar of Companies, West Bengal (hereinafter referred as "ROC") having CIN U45201WB2005PLC105860. Its PAN Number with the Income Tax Department is AAFC44593G. The email id of ARDL is secretarial@ambujaneotla.com and website is www.ambujaneotla.com. ARDL is an unlisted Company. During the last five years, there has been no change in the name of ARDL. The registered office of ARDL was shifted within the State of West Bengal during 2013.
- ii. The main objects of ARDL as contained in Clause III of the Memorandum of Association amongst others include acquiring by purchase, lease exchange, hire or otherwise, lands and property of any tenure or any interest in the same and to erect and construct houses, buildings, technology parks of every type and description, or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and other conveniences, and generally to deal with and improve the property of the Company or any other property and to sell, lease, let mortgage or otherwise dispose of lands, houses, buildings and other property of the Company or others and farming and execution of infrastructure development schemes; undertaking or directing the construction and the management of the property, buildings, lands and estates (of any tenure or kind) of any person, whether member of the Company or not, to act as contractors for any person, of governmental authorities for the construction of buildings of all description, roads, bridges, earthwork, sewers, tanks, drains, culverts, channels, sewage etc. or other works or things both in urban and rural areas in particular in the State of West Bengal or any other state, union territory in India that may be necessary or convenient for any of the objects of the Company or to

purchase and sell for any persons freehold or other house property, buildings or lands or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent and to undertake consultancy in the sphere of real estate construction; constructing, executing, carrying out equip, improving, altering, developing, decorating, maintaining, furnishing, administering, managing or controlling public and private works and convenience of all kinds including roads, bridges, tramways, reservoirs, tanks, aquaducts, reclamations, improvements, sewage, drainage, sanitary, water waste gas, electric lights, telephonic, telegraphic and power supply works, hotels, warehouses, markets, bazars, places of amusement, cinema halls, theatres, food plazas, supermarkets, clubs, pleasure grounds, parks, gardens, swimming pools, water sewage and effluent treatment plants, commercial complexes, shops, offices, flats, houses, furnaces and all other works of convenience or other public or private utility or any other type of structure and to undertake any type of construction project and associated activities and to act as consultant for manufacture, sales, purchase, deal, import, export and other activities or transactions relating to lime, lime stone, ceramics, bricks, cement and all other building materials, iron & steel, wooden materials, sanitary & plumbing materials, furnitures & fixtures; developing and turning to account any land acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others; and managing land, building and other property whether belonging to the Company or not, and to collect rent and income and to provide or supply to tenants, occupiers and others all or any of the services that may be needed in a commercial, business or other organization either with or without consideration and in particular providing refreshments, attendant, messenger, courier services, watch & wards, manager, light, waiting rooms, conference rooms, reading rooms, meeting rooms, board rooms, dressing rooms, lavatories, lifts, laundry, library, conveniences, electric conveniences, generators, stables, garages, telephone, telex, intercom and other communication facility, duplicating, Xerox, typing and other copying facility, computers, secretarial services and all other services, privileges, benefits, advantages & amenities which may be required in connection therewith and for the purpose to acquire all or any of the rights, assets, properties, obligations and liabilities of any firms, company, corporation, or of any other person with regard to management, maintenance, control and operation of common portions of any building or market. During the last five years, ARDL has not altered the Object Clause of the Memorandum of Association.

- iii. ARDL is engaged in the business of developing and dealing in commercial complexes. The same include the three 'City Centre' malls at Siliguri, Haldia and Raipur; an office complex on the South Western side of the premises known as 'Ecospace Business Park' in New Town, Kolkata; and an office complex known as 'Ecocentre' in Salt Lake Sector V, Kolkata. Along with its said business of developing and dealing in commercial complexes, ARDL also undertook the business of developing and owning club and hospitality units for providing leisure, recreation, sports, accommodation, dining and banquet facilities and other allied facilities and services.
- iv. The Authorised Share Capital of ARDL is Rs.145,00,00,000/- divided into 12,50,00,000 Equity Shares of Rs.10/- each and 20,00,000 5% Redeemable Preference Shares of Rs.100/- each. The Issued, Subscribed and Paid up Share Capital of ARDL is Rs.112,50,00,000 divided into 11,25,00,000 Equity Shares of Rs.10/- each fully paid up.
- v. The latest annual accounts of ARDL have been audited for the financial year ended on March 31, 2017. ARDL has also prepared its financial statements (unaudited) for the financial year ended 31st March 2018, copy whereof is included in Annexure "ES-1" attached hereto. ARDL has not issued any debentures. The following summary extracted from the said unaudited financial

statements as at 31st March 2018 indicates the financial position of ARDL as on the said date as follows:-

Particulars		Amount in Rupees
A.	Paid up Share Capital	1,12,50,00,000
B.	Reserves and Surplus	46,60,05,247
	Net Shareholders Fund (A+B)	1,59,10,05,247
C.	Assets	
	Non Current Assets	1,66,44,06,006
	Current Assets	4,20,29,87,095
	Total (C)	5,86,73,93,101
D.	Liabilities	
	Non Current Liabilities	2,06,74,86,295
	Current Liabilities	2,20,89,01,559
	Total (D)	4,27,63,87,854
	Excess of Assets over Liabilities (C – D)	1,59,10,05,247

Subsequent to the date of the aforesaid financial statements, i.e., 31st March 2018, there has been no substantial change in the financial position of ARDL excepting those arising or resulting from the usual course of business.

- vi. The details of Directors/Promoters of ARDL along with their addresses are mentioned herein below:

Sl. No.	Name	Category	Address
1.	Mr. Chandra Prakash Kakarania	Director	R-602, 6th floor, City Centre Residency, DC-1, Sector-I, Salt Lake, Kolkata-700064.
2.	Mr. Bijay Khaitan	Director	Flat No. 404, 6A, N. S. C. Bose Road, Kolkata - 700040.
3.	Mr. Vikash Jaju	Director	Ujaas The Condoville, BL - 05, 2nd Floor, Flat - 050202, 69, S. K. Deb Road, Kolkata – 700048.
4.	Mr. Umang Vikram Jain	Independent Director	24, Sector 14A, Noida - 201301
5.	Ms. Chandrakanta Mitra	Independent Director	241, Shantipally, 2 nd Floor, Rajdanga, Kolkata – 700107
6.	Ambuja Neotia Holdings Private Limited	Promoter	Unit No. 0101, Block-3B, 1st Floor, Ecospace Business Park, Rajarhat, Kolkata - 700156

B. Particulars of the Applicant No.2 (MIPL)

- i. The applicant No.2, Millennia Infrastructure Private Limited ("MIPL") was incorporated on the 7th day of March, 2005 under the provisions of the Companies Act, 1956 as a Company limited by shares. MIPL is a company within the meaning of the Companies Act, 2013. The registered office of MIPL was shifted from the State of Karnataka to the State of West Bengal with effect from 30th March 2013. Accordingly, MIPL is registered with ROC having CIN U09219WB2005PTC195323. Its PAN Number with the Income Tax Department is AAECM3318C. The email id of MIPL is secretarial@ambujanerotia.com and website is www.ambujanerotia.com. MIPL is an unlisted Company. During the last five years, there has been no change in the name of MIPL.

- ii. The main objects of MIPL as contained in Clause III of the Memorandum of Association amongst others include carry on the business of developing, maintaining and operating any infrastructure

facility like developing and operating or maintaining and operating Industrial Park notified by the Central Government in accordance with the scheme framed and notified by that Government; taking up Infrastructural development projects, Information Technology Park, Industrial parks, create or develop built-up space for such projects, dispose of by sale, transfer or lease etc., the built-up space so created and developed; Development of Industrial infrastructure for carrying out integrated manufacturing activities including Research and Development by providing plots/sheds and common utilities such as roads, water, power, drainage and telecommunication within its precincts; Development of infrastructure facilities in an areas as well as provision of built-up space and common facilities for the specialized purpose activity like software development, gems and jewellery, electronics, hardware; carrying on the business of developers of land, builders, contractors, erectors, contractors of buildings, houses, apartments, structures of residential, office, industrial, Institutional or commercial or developer of co-operative housing societies, developers of housing schemes, townships, holiday resorts, hotels, motels, Business park, apartment hotels, city clubs, sports and recreational clubs, industrial township, business centres, forming sites and to engage in the business of constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, workshops, hospitals, nursing homes, clinics, godowns and other buildings for commercial, residential or educational purposes and conveniences; purchasing, selling, leasing, exchanging, or otherwise dealing in land and building for development, investment or for resale of lands, houses, buildings, structures and other properties of any tenure and any interest therein. To purchase, sell and deal in free hold and leasehold land and in purchase, sell, lease hire, exchange or otherwise deal in land and building and other property and to turn the same into account as may seem expedient and to carry on business as developers of land, buildings, immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, factories, warehouses, shops, wharves, buildings, works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same; and taking on lease, own, construct, run, render technical advice in constructing, furnishing and running of, take over, manage, carry on the business of hotel, restaurant, cafe, tavern, bars, refreshment rooms, boarding and lodging, house keepers, clubs in India or in any other part of the world. During the last five years, MIPL has not altered the Object Clause of the Memorandum of Association.

- iii. MIPL is engaged in the business of (a) developing and dealing in commercial complexes and (b) developing and owning a club and hospitality unit for providing leisure, recreation, accommodation, dining and banquet facilities and other allied facilities and services. MIPL has developed an office complex on the North Eastern side of the said Ecospace Business Park premises in New Town, Kolkata. Like ARDL, MIPL has also developed and owns a club cum hospitality unit in the centre of Ecospace Business Park which presently contains, inter alia, eight rooms, food court, banquet hall, restaurants, auditorium, business centre and two retail shops.
- iv. The Authorised Share Capital of MIPL is Rs.10,00,00,000/- divided into 90,000 Class A1 Equity Shares of Rs.10/- each, 90,000 Class A2 Equity Shares of Rs.10/- each, 7,82,00,000 Class B1 Equity Shares of Re.1/- each, 1,99,99,900 Class B2 Equity Shares of Re.1/- each and 100 Class C Equity Shares of Re.1/- each. The Issued, Subscribed and Paid up Share Capital of MIPL is Rs.9,11,33,018/- divided into 90,000 Class A1 Equity Shares of Rs.10/- each fully paid up, 90,000 Class A2 Equity Shares of Rs.10/- each fully paid up, 7,00,16,928 Class B1 Equity Shares of Re.1/- each fully paid up and 1,93,16,090 Class B2 Equity Shares of Re.1/- each fully paid up.
- v. The latest annual accounts of MIPL have been audited for the financial year ended on March 31, 2017. MIPL has also prepared and drawn up its financial statements (unaudited) for the financial year ended 31st March 2018, copy whereof is included in Annexure "ES-1" attached hereto. MIPL had issued 64,05,954 10% Optionally Convertible Debentures of Rs.100/- each on which an aggregate sum of Rs.64,05,95,400 was outstanding as on the said date. The following summary

extracted from the said unaudited financial statements as at 31st March 2018 indicates the financial position of MIPL as on the said date as follows:-

Particulars		Amount in Rupees
A.	Paid up Share Capital	9,11,33,018
B.	Reserves and Surplus	26,24,44,620
Net Shareholders Fund (A+B)		35,35,77,638
C.	Assets	
	Non-Current Assets	23,96,83,171
	Current Assets	1,80,56,08,371
Total (C)		2,04,52,91,542
D.	Liabilities	
	Non-current Liabilities	1,43,69,07,300
	Current Liabilities	25,48,06,604
Total (D)		1,69,17,13,904
Excess of Assets over Liabilities (C – D)		35,35,77,638

Subsequent to the date of the aforesaid financial statements, i.e., 31st March 2018, there has been no substantial change in the financial position of MIPL excepting those arising or resulting from the usual course of business.

- vi. The details of Directors/Promoters of MIPL along with their addresses are mentioned herein below:

Sl. No.	Name	Category	Address
1.	Mr. Pramod Ranjan Dwivedi	Director	UJL010109, Ujjwala - The Condoville, Tower I, Action Area IID, New Town, Kolkata - 700157
2.	Mr. Kan Singh Sodha	Director	UJL - 020205, Ujjawala - The Condoville, Rajarhat, North - 24 Parganas, Kolkata - 700157
3.	Mr. Giriraj Damani	Director	Ujaas The Condoville, Block-4, Flat - 001, 69, S. K. Deb Road, North - 24 Parganas, Kolkata - 700048
4.	Mr. Parthiv Neotia	Director	7/2, Queens Park, Kolkata - 700019.
5.	Ambuja Neotia Holdings Private Limited	Promoter	Unit No. 0101, Block-3B, 1st Floor, Ecospace Business Park, Rajarhat, Kolkata - 700156

C. Particulars of the Applicant No.3 (LCCL)

- i. The applicant No.3, Likhmi Commercial Company Limited ("LCCL") was incorporated on the 2nd day of March, 1982 under the provisions of the Companies Act, 1956 by the name and style of 'Likhmi Commercial Co. Limited' as a Company limited by shares. With effect from 16th November, 1982, the name of LCCL has been changed to its present one i.e., 'Likhmi Commercial Company Limited'. LCCL is a company within the meaning of the Companies Act, 2013. LCCL is registered with the Registrar of Companies, West Bengal (hereinafter referred as "ROC") having CIN U51109WB1982PLC034623. Its PAN Number with the Income Tax Department is AAACL4341A. The email id of LCCL is shamik.das@ambujaneotia.com and website is www.ambujaneotia.com. LCCL is an unlisted Company. During the last five years, there has been no change in the name of LCCL. The registered office of LCCL was shifted within the State of West Bengal during 2017.
- ii. The main objects of LCCL as contained in Clause III of the Memorandum of Association amongst others include carrying on business & act as merchants, traders, commission agents, Brokers,

Financiers, Transporters, Engineers, Merchants, Contractors, Carriers or in any other capacity and to export, import, buy, sell, barter, exchange, pledge, make advance upon & otherwise deal in gold, silver bullion, jute goods, cotton goods, textile, oils, vegetables, foodgrains, industrial products, intermediaries, stocks, shares, securities, goods & articles, produces, seeds & merchandise of all kinds and description; carrying on the business of financing industrial Enterprise whether by way of making loans or advance to or subscribing to capital of private industrial enterprises in India; investing, buying, selling, transferring, hypothecating and disposing of any shares, stocks, securities, properties, bonds, of any Government local authorities, bodies, and Certificates, Debenture perpetual or redeemable and Debenture Stock; receiving money on interest or otherwise and to lend money and negotiate with or without security to such company, firms or persons and on such conditions as may seem expedient and to guarantee the performance of contracts by any persons, company, or firms provided that the company shall not carry on the business of banking. During the last five years, LCCL has not altered the Object Clause of the Memorandum of Association.

- iii. LCCL is a registered non-banking financial company ("NBFC") engaged in the business of investing and dealing in shares and securities and providing finance. LCCL has been looking at suitable proposals for diversification in suitable non-financial operating business and employing its resources directly in such business.
- iv. The Authorised Share Capital of LCCL is Rs.5,00,00,000/- divided into 50,00,000 Equity Shares of Rs.10/- each. The Issued, Subscribed and Paid up Share Capital of LCCL is Rs.4,65,50,000/- divided into 46,55,000 Equity Shares of Rs.10/- each fully paid up.
- v. The latest annual accounts of LCCL have been audited for the financial year ended on March 31, 2017. LCCL has also prepared and drawn up its financial statements (unaudited) for the financial year ended 31st March 2018, copy whereof is included in Annexure "ES-1" attached hereto. The following summary extracted from the said unaudited financial statements as at 31st March 2018 indicates the financial position of LCCL as on the said date as follows:-

Particulars	Amount in Rupees
A. Paid up Share Capital	4,65,50,000
B. Reserves and Surplus	1,45,75,61,090
Net Shareholders' Fund (A+B)	1,50,41,11,090
C. Assets	
Non Current Assets	71,91,14,997
Current Assets	78,81,33,567
Total (C)	1,50,72,48,564
D. Liabilities	
Non-Current Liabilities	-
Current Liabilities	31,37,474
Total (D)	31,37,474
Excess of Assets over Liabilities (C – D)	1,50,41,11,090

Subsequent to the date of the aforesaid financial statements, i.e., 31st March 2018, there has been no substantial change in the financial position of LCCL excepting those arising or resulting from the usual course of business.

- vi. The details of Directors/Promoters of LCCL along with their addresses are mentioned herein below

Sl. No.	Name	Category	Address
1.	Mrs. Krishna Neotia	Whole-time	7/2, Queens Park, Kolkata - 700019.

		Director	
2.	Mr. Banwarilal Dhandhania	Director	14, Lake Place, Kolkata - 700029.
3.	Mr. Chandra Kumar Kanoria	Director	114, Southern Avenue, Kolkata - 700029
4.	Mr. Naresh Kumar Jain	Director	Flat No. 301 & 302, Block AG, Arihant Enclave, 493B, G. T. Road (S), Shibpur, Howrah - 711102.
5.	Mr. Sanjay Kumar Singh	Director	216, A. J. C. Bose Road, Kolkata - 700017
6.	Mrs. Madhu Neotia	Promoter	7/2, Queens Park, Kolkata - 700019.
7.	M/s. Ambuja Neotia Holdings Private Limited	Promoter	Unit No. 0101, Block-3B, 1st Floor, Ecospace Business Park, Rajarhat, Kolkata - 700156

D. Particulars of the Applicant No.4 (CEL)

- i. The applicant No.4, Choicest Enterprises Limited ("CEL") was incorporated on the 10th day of March, 1983 by the name and style of "Choicest Construction Private Limited" under the provisions of the Companies Act, 1956 as a Company limited by shares. The name of CEL was changed from time to time over the years. With effect from 27th September 2002, the name of CEL has been changed to its present one, i.e., "Choicest Enterprises Limited". CEL is a company within the meaning of the Companies Act, 2013. CEL, is registered with the Registrar of Companies, West Bengal (hereinafter referred as "ROC") having CIN U51109WB1983PLC036021. Its PAN Number with the Income Tax Department is AABCC5005F. The email id of CEL is conclave@vsnl.net and website is www.ambujanetia.com. CEL is an unlisted Company. During the last five years, there has been no change in the name and/or the registered address of CEL.
- ii. The main objects of CEL as contained in Clause III of the Memorandum of Association amongst others include planning, designing, constructing, erecting, building, repairing, re-modelling, demolishing, developing, improving, decorating, furnishing, maintaining, administering, managing, controlling, grading, curving, paving, macadamising, cementing and maintaining buildings, structures, houses, apartments, hospitals, schools, places, of ownership, highways, roads, paths, streets, sideways, courts, alleys, pavements, and to do other similar construction, levelling or paving work and to build, construct and repair railways, waterways, electrical works, tunnels, canals wharves, ports, piers, docks, waterworks, drainage works, light houses, power houses and floors and to do all kinds of excavating and digging work; to make all kinds of iron, wood, glass, machinery and earth construction, to design, devise, decorate, plan, model, and to furnish labour and all kinds of material, to supervise construction or other work, to act as values, appraisers, referees and assessors; to investigation into the conditions of buildings and other structures of all kinds and to supply efficient and honest arbitrators amongst its personnel; doing and being in Real Estate business and for the purpose, buy, sell, take on lease or, on rent or on tenancy or otherwise, give on lease or on rent or on tenancy or on license or otherwise maintain, develop, demolish, alter, construct, build and turn to account any land or buildings owned or acquired or leased by the Company or in which the Company may be interested as owners, lessors, lessees, licensors, licensees, architects, builders, interior decorator and designers, as vendors, contractors, property developers and Real Estate owners and agents whether such and or building or the development thereof be for in respect of residential or commercial purposes such as multi-storeyed buildings, complexes, houses, flats, offices, shops, garages, cinemas, theatres; hotels, restaurants, motels or other structures of whatsoever description including prefabricated and priciest houses, buildings and erections and to enter into contracts, subcontracts and arrangements including the raising of finances from whatever sources and giving of loans and advances to give erect and implement the said objects; and carrying on the business of hotel (including resorts), restaurant, club, café, tavern, beerhouse, refreshment room,

tour operator, milk and snack bar, boarding and lodging house keepers, Ice cream merchants, bakers, confectioners, provision merchants, licensed victualliers, wine and spirit merchants, bar keepers, brewers, distillers, importers, exporters, dealers, brokers, of all kinds of foods, drinks, proprietors of health clubs, baths, dressing rooms, laundries, salons, beauty parlours, flower, boutique, grounds and places of amusements, reading, writing and newspaper room. During the last five years, CEL has not altered the Object Clause of the Memorandum of Association.

- iii. CEL is engaged primarily in the business of operating, managing and running clubs, restaurants and hospitality units which are owned by it as also those which have been taken on operating lease or management contract basis by CEL from ARDL, MIPL and other companies. CEL specialises in such business and has considerable goodwill, knowledge and expertise therein. The said business is carried on by CEL under several well known brands which include Conclave, Montana Vista, Verde Vista, Ecovista and Afaa amongst others. CEL has been looking at suitable proposals for consolidation and accessing larger funds for growth and expansion of its said business.
- iv. The Authorised Share Capital of CEL is Rs.25,00,00,000/- divided into 2,50,00,000 Equity Shares of Rs.10/- each. The Issued, Subscribed and Paid up Share Capital of CEL is Rs.24,50,00,000/- divided into 2,45,00,000 Equity Shares of Rs.10/- each fully paid up.
- v. The latest annual accounts of CEL have been audited for the financial year ended on March 31, 2017. CEL has also prepared and drawn up its financial statements (unaudited) for the financial year ended 31st March 2018, a copy whereof is included in Annexure "ES-1" attached hereto. The following summary extracted from the said financial results as at 31st March 2018 indicates the financial position of CEL as on the said date as follows:-

Particulars	Amount in Rupees
A. Paid up Share Capital	24,50,00,000
B. Reserves and Surplus	(24,65,55,056)
Shareholders Negative Fund (B-A)	(15,55,056)
C. Assets	
Non Current Assets	40,07,26,254
Current Assets	15,14,33,214
Total (C)	55,21,59,468
D. Liabilities	
Non-Current Liabilities	17,43,26,393
Current Liabilities	37,93,88,131
Total (D)	55,37,14,524
Excess Liabilities over Assets (D - C)	(15,55,056)

Subsequent to the date of the aforesaid financial statements, i.e., 31st March 2018, there has been no substantial change in the financial position of CEL excepting those arising or resulting from the usual course of business.

- vi. The details of the Directors/Promoters of CEL are mentioned herein below:

Sl. No.	Name	Category	Address
1.	Mr. Harshavardhan Neotia	Director	7/2, Queens Park, Kolkata - 700019.
2.	Mr. Naresh Kumar Jain	Director	Flat No. 301 & 302, Block A6, Arihant Enclave, 493B, G. T. Road (S), Shibpur, Howrah - 711102.

3.	Mr. Pradeep Lal Mehta	Director	70, Vivekananda Road, Kolkata - 700005.
4.	Mr. Sujit Poddar	Director	AK - 127, Sector - II, Salt Lake, Kolkata - 700091.
5.	Mr. Jayabrato Chatterjee	Director	119, Southern Avenue, Green View, 5th Floor, SW, Kolkata - 700029.
6.	Mr. Sudhir Kumar Dewan	Independent Director	M9/22 - 23, DLF QE II, Gurgaon - 122002
7.	Mr. Vivek Vikram Jain	Independent Director	House No. -24, Sector -14A, Noida -201301.
8.	Mr Nitin Kohli	Whole Time Director	1050/1 Survey Park, UD- 08/1, 302, Udita Complex Kolkata 700 075
9.	Ambuja Neotia Holdings Private Limited	Promoter	Unit No. 0101, Block-3B, 1st Floor, Ecospace Business Park, Rajarhat, Kolkata - 700156

5. SALIENT FEATURES OF THE SCHEME

The salient features of the Scheme are, inter alia, as follows:-

- (a) The Scheme shall be operative from the Appointed Date, i.e. the 1st day of April, 2017.
- (b) In terms of Clause 32, the Scheme is conditional upon and subject to:
- (i) Approval of the Scheme by the requisite majorities of the members of ARDL, MIPL, LCCL and CEL and such other classes of persons, if any, as may be directed by the Hon'ble Tribunal pursuant to Sections 230 and 232 of the Act.
 - (ii) Approval of the Scheme by the Reserve Bank of India to the extent applicable pursuant to and in terms of registration of LCCL as NBFC with the Reserve Bank of India and in so far as the Scheme provides for amalgamation of LCCL with CEL;
 - (iii) Sanction of the Scheme by the Hon'ble Tribunal;

Accordingly, the Scheme although operative from the Appointed Date shall become effective on the Effective Date, being the date or last of the dates on which all the aforesaid approvals and sanction are obtained and certified copies of the order of the Hon'ble Tribunal sanctioning the Scheme are filed with the Registrar of Companies by ARDL, MIPL, LCCL and CEL.

- (c) On the approval of the Scheme by the members of ARDL, MIPL, LCCL and CEL pursuant to Sections 230 and 232 of the Act, it shall be deemed that the said members have also accorded all relevant consents under Sections 13 and 62(1)(c) of the Act or any other provisions of the Act to the extent the same may be considered applicable.
- (d) The Scheme provides for (1) Amalgamation of LCCL with CEL, (2) Demerger of ARDL Club and Hospitality Division of ARDL to CEL; (3) Demerger of MIPL Club and Hospitality Division of MIPL to CEL; and (4) Reduction and Reorganisation of existing Share Capital of CEL.
- (e) **Demerger of ARDL Club and Hospitality Division of ARDL to CEL**
- i. With effect from the Appointed Date, the ARDL Club and Hospitality Division of ARDL, including all assets, property, rights and powers as well as all debts, liabilities, duties and obligations of the ARDL Club and Hospitality Division of ARDL shall be transferred to CEL in the manner and subject to the modalities for transfer and vesting detailed in the Scheme.

- ii. The transfer and vesting of the ARDL Club and Hospitality Division of ARDL, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the assets or any part thereof.
- iii. The assets of ARDL retained with ARDL constitute 94.64% of its total assets while the assets of the ARDL Club and Hospitality Division of ARDL to be transferred to CEL in terms of this Scheme constitute the balance 5.36% of the total assets of ARDL. ARDL also has common and multipurpose borrowings represented by unsecured loans taken by it from various parties. Accordingly, the liabilities which shall stand transferred to CEL from the Appointed Date, without further act or deed, upon this Scheme coming into effect shall include the liability in respect of 5.36% of the total Unsecured Loans taken by ARDL, being so much of the amount of the total ARDL Unsecured Loans as stands in the same proportion which the value of the assets of the ARDL Club and Hospitality Division as on the Appointed Date bears to the total value of the assets of ARDL as on the said date.
- iv. CEL undertakes to engage the employees of ARDL engaged in the ARDL Club and Hospitality Division on the Effective Date, if any, on the same terms and conditions on which they are engaged by ARDL without treating it as a break, discontinuance or interruption of service on the said date as a result of the transfer of the ARDL Club and Hospitality Division to CEL. Accordingly, the services of such employees for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes, including for the purpose of payment of any retrenchment compensation and other terminal benefits, will be reckoned from the date of their respective appointments with ARDL. The accumulated balances, if any, standing to the credit of the employees of the ARDL Club and Hospitality Division in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds of which they are members will be transferred to such Provident Fund, Gratuity Fund, Superannuation Fund and other funds nominated by CEL and/or such new Provident Fund, Gratuity Fund, Superannuation Fund and other funds to be established and caused to be recognised by the concerned authorities by CEL. Pending the transfer as aforesaid, the dues of the employees of the ARDL Club and Hospitality Division relating to the said funds would be continued to be deposited in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds respectively.
- v. All proceedings pending by or against ARDL relating to ARDL Club and Hospitality Division and all contracts, deeds, bonds, agreements, engagements and other instruments of whatsoever nature relating to ARDL Club and Hospitality Division to which ARDL is a party or to the benefit of which ARDL may be eligible will be transferred to CEL and will be enforceable by or against CEL.
- vi. With effect from the Appointed Date and upto and including the Effective Date ARDL undertakes to carry on the business of the ARDL Club and Hospitality Division in the ordinary course of business and ARDL shall be deemed to have carried on and to be carrying on all business and activities relating to the ARDL Club and Hospitality Division for and on account of and in trust for CEL. All profits accruing to ARDL or losses arising or incurred by it and all taxes paid in relation to such profits relating to the ARDL Club and Hospitality Division for the period falling on and after the Appointed Date shall for all purposes, be treated as the profits or losses and taxes, as the case may be of CEL. ARDL shall be deemed to have held and stood possessed of the properties to be transferred to CEL for and on account of and in trust for CEL and, accordingly, ARDL shall not (without the prior written consent of CEL) alienate, charge or otherwise deal with or dispose of the ARDL Club and Hospitality Division or any part thereof except in the usual course of business.

- vii. All assets (including fixed assets, current assets, cash and bank balances etc.) acquired by ARDL after the Appointed Date and prior to the Effective Date for operation of the ARDL Club and Hospitality Division or pertaining to the ARDL Club and Hospitality Division shall be deemed to have been acquired for and on behalf of CEL.
- viii. All loans raised and/ or used and all liabilities and obligations incurred by ARDL for the operations of the ARDL Club and Hospitality Division after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of CEL and to the extent they are outstanding on the Effective Date, shall without any further act or deed be and stand transferred to CEL and shall become its liabilities and obligations on the Scheme becoming effective.
- ix. All loans, liabilities and obligations of ARDL relating to the ARDL Club and Hospitality Division as on the Appointed Date, deemed to be transferred to CEL, which have been discharged by ARDL after the Appointed Date and prior to the Effective Date, shall be deemed to have been discharged for and on account of CEL. It is clarified that the same shall include the liability in respect of unsecured loans which is deemed to be transferred to CEL to the extent of 5.36% of such loans. Accordingly, 5.36% of such unsecured loans of ARDL which may be repaid after the Appointed Date and prior to the Effective Date shall be deemed to have been repaid on behalf of CEL.
- x. Upon the Scheme coming into effect and without further application, act or deed, CEL shall, in consideration of the demerger and transfer of the ARDL Club and Hospitality Division, issue and allot to the members of ARDL (other than CEL itself) holding fully paid up Equity Shares in ARDL and whose names appear in the Register of Members of ARDL on such date ("Record Date") as the Board of Directors of CEL shall determine, Equity Shares of Rs.10/- each in CEL, credited as fully paid up with rights attached thereto as hereinafter mentioned in the following entitlement ratio:
- 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 129 Equity Shares of Rs.10/- each fully paid-up held by them in the capital of ARDL.
- xi. All the Equity Shares to be issued and allotted by CEL to the Equity Shareholders of ARDL under this Scheme shall rank pari passu in all respects with the existing Equity Shares of CEL.
- xii. No fractional shares shall be issued by CEL in respect of the fractional entitlements, if any, to which the members of ARDL may be entitled on issue and allotment of Equity Shares in CEL as above. The Board of Directors of CEL shall consolidate all such fractional entitlements, and issue and allot the Equity Shares in lieu thereof to a Director and / or Officer(s) of CEL on the express understanding that such Director and / or Officer(s) to whom such new Equity Shares are allotted shall sell the same and pay to CEL the net sale proceeds, whereupon CEL shall distribute such net sale proceeds to the said members of ARDL in proportion to their fractional entitlements.
- xiii. Books of ARDL :
In the books of account of ARDL, the difference between the book values of the assets and liabilities of the ARDL Club and Hospitality Division, a summary statement whereof is set out in Schedule I hereto, shall be adjusted first against Capital Redemption Reserves of ARDL and thereafter against the Securities Premium Account of ARDL.
- xiv. Books of CEL
The demerger shall be accounted for in the books of account of CEL as on the Appointed Date as follows:-

- (a) The assets and liabilities of the ARDL Club and Hospitality Division of ARDL, shall be recorded in the books of accounts of CEL at their values as appearing in the books of ARDL. Impact of revaluation, if any, shall be ignored.
 - (b) The aggregate face value of the Equity Shares issued and allotted by CEL shall be credited to the Share Capital Account of CEL.
 - (c) The difference between (i) the net assets (value of assets less liabilities) so recorded in the books of CEL and (ii) the aggregate amount credited to Share Capital, as above, shall be debited to Goodwill Account or credited to Capital Reserves in the books of CEL, as the case may be.
- xv. Subject to the aforesaid, the Board of Directors of ARDL and CEL shall be entitled to make such corrections and adjustments as may in their opinion be required for ensuring consistent accounting policy or which may otherwise be deemed expedient by them in accounting for the demerger in the respective books of account of the said Companies.

(f) Demerger of MIPL Club and Hospitality Division of MIPL to CEL

- i. With effect from the Appointed Date, the MIPL Club and Hospitality Division of MIPL, including all assets, property, rights and powers as well as all debts, liabilities, duties and obligations of the MIPL Club and Hospitality Division of MIPL shall be transferred to CEL in the manner and subject to the modalities for transfer and vesting detailed in the Scheme.
- ii. The transfer and vesting of the MIPL Club and Hospitality Division of MIPL, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the assets or any part thereof.
- iii. The assets of MIPL retained with MIPL constitute 94.50% of its total assets while the assets of the MIPL Club and Hospitality Division of MIPL to be transferred to CEL in terms of this Scheme constitute the balance 5.50% of the total assets of MIPL. MIPL also has common and multipurpose borrowings represented by 64,05,954 10% Optionally Convertible Debentures of Rs.100/- each ("**MIPL Debentures**") issued by MIPL to Ambuja Neotia Holdings Private Limited. Every 5,000 MIPL Debentures are convertible into 1 Class B2 Equity Share of Re.1/- each in MIPL. Accordingly, the liabilities which shall stand transferred to CEL from the Appointed Date, without further act or deed, upon this Scheme coming into effect shall include the liability in respect of 5.50% of the total MIPL Debentures, being so much of the amount of the total MIPL Debentures as stands in the same proportion which the value of the assets of the MIPL Club and Hospitality Division as on the Appointed Date bears to the total value of the assets of MIPL as on the said date. Upon this Scheme coming into effect, CEL shall accordingly record issue and allotment of such number of Optionally Convertible Debentures of Rs.100/- each in CEL ("**CEL Debentures**") to the said debenture-holder of MIPL as is equivalent to 5.50% of the total number of MIPL Debentures, with any fraction being rounded off to the nearest whole number. Such CEL Debentures shall be issued and be deemed to have been issued by CEL on the same terms and conditions as applicable to the corresponding MIPL Debentures in lieu of which the same are thus issued, excepting as to conversion. Every 1,10,000 CEL Debentures shall be convertible into 1 Equity Share of Re.1/- each of CEL with fractional entitlements, if any, being ignored. On exercise of the option to convert such CEL Debentures into Equity Shares, CEL shall, if required, increase and/or reorganise its Authorised Share Capital suitably to enable it to issue the requisite number of Equity Shares of Re.1/- each to the debenture-holder.
- iv. CEL undertakes to engage the employees of MIPL engaged in the MIPL Club and Hospitality Division on the Effective Date, if any, on the same terms and conditions on which they are engaged by MIPL without treating it as a break, discontinuance or interruption of service

on the said date as a result of the transfer of the MIPL Club and Hospitality Division to CEL. Accordingly, the services of such employees for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes, including for the purpose of payment of any retrenchment compensation and other terminal benefits, will be reckoned from the date of their respective appointments with MIPL. The accumulated balances, if any, standing to the credit of the employees of the MIPL Club and Hospitality Division in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds of which they are members will be transferred to such Provident Fund, Gratuity Fund, Superannuation Fund and other funds nominated by CEL and/or such new Provident Fund, Gratuity Fund, Superannuation Fund and other funds to be established and caused to be recognised by the concerned authorities by CEL. Pending the transfer as aforesaid, the dues of the employees of the MIPL Club and Hospitality Division relating to the said funds would be continued to be deposited in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds respectively.

- v. All proceedings pending by or against MIPL relating to MIPL Club and Hospitality Division and all contracts, deeds, bonds, agreements, engagements and other Instruments of whatsoever nature relating to MIPL Club and Hospitality Division to which MIPL is a party or to the benefit of which MIPL may be eligible will be transferred to CEL and will be enforceable by or against CEL.
- vi. With effect from the Appointed Date and upto and including the Effective Date MIPL undertakes to carry on the business of the MIPL Club and Hospitality Division in the ordinary course of business and MIPL shall be deemed to have carried on and to be carrying on all business and activities relating to the MIPL Club and Hospitality Division for and on account of and in trust for CEL. All profits accruing to MIPL or losses arising or incurred by it and all taxes paid in relation to such profits relating to the MIPL Club and Hospitality Division for the period falling on and after the Appointed Date shall for all purposes, be treated as the profits or losses and taxes, as the case may be of CEL. MIPL shall be deemed to have held and stood possessed of the properties to be transferred to CEL for and on account of and in trust for CEL and, accordingly, MIPL shall not (without the prior written consent of CEL) alienate, charge or otherwise deal with or dispose of the MIPL Club and Hospitality Division or any part thereof except in the usual course of business.
- vii. All assets (including fixed assets, current assets, cash and bank balances etc.) acquired by MIPL after the Appointed Date and prior to the Effective Date for operation of the MIPL Club and Hospitality Division or pertaining to the MIPL Club and Hospitality Division shall be deemed to have been acquired for and on behalf of CEL.
- viii. All loans raised and/ or used and all liabilities and obligations incurred by MIPL for the operations of the MIPL Club and Hospitality Division after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of CEL and to the extent they are outstanding on the Effective Date, shall without any further act or deed be and stand transferred to CEL and shall become its liabilities and obligations on the Scheme becoming effective.
- ix. All loans, liabilities and obligations of MIPL relating to the MIPL Club and Hospitality Division as on the Appointed Date, deemed to be transferred to CEL, which have been discharged by MIPL after the Appointed Date and prior to the Effective Date, shall be deemed to have been discharged for and on account of CEL. It is clarified that the same shall include the liability in respect of the MIPL Debentures which is deemed to be transferred to CEL to the extent of 5.50% of such Debentures. Accordingly, 5.50% of the

MIPL Debentures which may be redeemed after the Appointed Date and prior to the Effective Date shall be deemed to have been redeemed on behalf of CEL.

- x. Upon the Scheme coming into effect and without further application, act or deed, CEL shall, in consideration of the demerger and transfer of the MIPL Club and Hospitality Division, issue and allot to the members of MIPL holding fully paid up Equity Shares in MIPL and whose names appear in the Register of Members of MIPL on such date (Record Date) as the Board of Directors of CEL shall determine, Equity Shares of Rs.10/- each in CEL, credited as fully paid up with rights attached thereto as hereinafter mentioned in the following entitlement ratio:
- (a) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A1 Equity Shares of Rs.10/- each fully paid-up held by them in the capital of MIPL;
 - (b) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A2 Equity Shares of Rs.10/- each fully paid-up held by them in the capital of MIPL;
 - (c) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B1 Equity Shares of Re.1/- each fully paid-up held by them in the capital of MIPL; and
 - (d) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B2 Equity Shares of Re.1/- each fully paid-up held by them in the capital of MIPL.
- xi. All the Equity Shares to be issued and allotted by CEL to the Equity Shareholders of MIPL under this Scheme shall rank pari passu in all respects with the existing Equity Shares of CEL.
- xii. No fractional shares shall be issued by CEL in respect of the fractional entitlements, if any, to which the members of MIPL may be entitled on issue and allotment of Equity Shares in CEL as above. The Board of Directors of CEL shall consolidate all such fractional entitlements, and issue and allot the Equity Shares in lieu thereof to a Director and / or Officer(s) of CEL on the express understanding that such Director and / or Officer(s) to whom such new Equity Shares are allotted shall sell the same and pay to CEL the net sale proceeds, whereupon CEL shall distribute such net sale proceeds to the said members of MIPL in proportion to their fractional entitlements.
- xiii. Books of MIPL :
In the books of account of MIPL, the difference between the book values of the assets and liabilities of the MIPL Club and Hospitality Division, a summary statement whereof is set out in Schedule II hereto, shall be adjusted first against the Capital Reserves of MIPL and thereafter against the Securities Premium Account of MIPL.
- xiv. Books of CEL
The demerger shall be accounted for in the books of account of CEL as on the Appointed Date as follows:-
- (a) The assets and liabilities of the MIPL Club and Hospitality Division of MIPL, shall be recorded in the books of accounts of CEL at their values as appearing in the books of ARDL. Impact of revaluation, if any, shall be ignored.
 - (b) The aggregate face value of the Equity Shares issued and allotted by CEL shall be credited to the Share Capital Account of CEL.
 - (c) The difference between (i) the net assets (value of assets less liabilities) so recorded in the books of CEL and (ii) the aggregate amount credited to Share

Capital, as above, shall be debited to Goodwill Account or credited to Capital Reserves in the books of CEL, as the case may be.

- xiv. Subject to the aforesaid, the Board of Directors of MIPL and CEL shall be entitled to make such corrections and adjustments as may in their opinion be required for ensuring consistent accounting policy or which may otherwise be deemed expedient by them in accounting for the demerger in the respective books of account of the said Companies.

(g) **Amalgamation of LCCL with CEL**

- i. With effect from the Appointed Date, LCCL, including all assets, property, rights and powers as well as all debts, liabilities, duties and obligations of LCCL shall be transferred to CEL in the manner and subject to the modalities for transfer and vesting detailed in the Scheme.
- ii. The transfer of the Undertaking of LCCL, as aforesaid, shall be subject to the existing charges, if any, over or in respect of any of the assets or any part thereof, provided however that such charges shall be confined only to the relative assets of LCCL or part thereof on or over which they are subsisting on transfer of such assets to CEL and no such charges shall extend over or apply to any other asset(s) of CEL. Any reference in any security documents or arrangements (to which LCCL is a party) to any assets of LCCL shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of CEL. Similarly, CEL shall not be required to create any additional security over assets acquired by it under this Scheme for any loans, debentures, deposits or other financial assistance already availed/to be availed by it and the charges in respect of such indebtedness of CEL shall not extend or be deemed to extend or apply to the assets so acquired by CEL.
- iii. On and from the Effective Date, the employees of LCCL in service on the Effective Date, if any, shall become the employees of CEL on the same terms and conditions on which they are engaged by LCCL without treating it as a break, discontinuance or interruption in service on the said date. Accordingly the services of such employees for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with LCCL. It is expressly provided that the Provident Funds, Gratuity Funds, Superannuation Fund or any other Fund or Funds created or existing for the benefit of the employees, as applicable, of LCCL shall be continued by CEL and CEL shall stand substituted for LCCL for all purposes whatsoever, including in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof to the end and intent that all rights, duties, powers and obligations of LCCL in relation to such Fund or Funds shall become those of CEL.
- iv. All proceedings pending by or against LCCL, on the Effective Date and all contracts, obligations, actions, rights and claims by or against LCCL, will be transferred to LCCL and will be enforceable by or against LCCL.
- v. LCCL shall be dissolved without winding up pursuant to the provisions of Section 232 of the Act.
- vi. With effect from the Appointed Date and upto the Effective Date:
 - (a) LCCL shall carry on and be deemed to have carried on all its business and activities and shall hold and stand possessed of and be deemed to have held and stood possessed of all its assets for and on account of and in trust for CEL.

- (b) LCCL shall carry on its businesses and activities with due diligence and business prudence and shall not charge, mortgage, encumber, alienate or otherwise deal with its assets or any part thereof, nor incur, accept or acknowledge any debt, obligation or any liability or incur any major expenditure, except as is necessary in the ordinary course of its business without the prior written consent of CEL.
 - (c) All profits or income accruing or arising to LCCL (including taxes paid thereon) or expenditure or losses arising or incurred by LCCL on and after the Appointed Date shall, for all purposes, be deemed to have accrued as the profits or income (including taxes paid) or expenditure or losses, as the case may be, of CEL.
- vii. All assets (including fixed assets, current assets, cash and bank balances etc.) acquired by LCCL after the Appointed Date and prior to the Effective Date shall be deemed to have been acquired for and on behalf of CEL.
- viii. All loans raised and/ or used and all liabilities and obligations incurred by LCCL after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of CEL and to the extent they are outstanding on the Effective Date, shall without any further act or deed be and stand transferred to CEL and shall become its liabilities and obligations on the Scheme becoming effective.
- ix. All loans, liabilities and obligations of LCCL as on the Appointed Date, deemed to be transferred to CEL, which have been discharged by LCCL after the Appointed Date and prior to the Effective Date, shall be deemed to have been discharged for and on account of CEL.
- x. Upon the Scheme coming into effect, and without any further application, act or deed CEL shall issue and allot to the members of LCCL in consideration of the amalgamation, Equity Shares of Rs.10/- each in CEL credited as fully paid up with rights attached thereto as hereinafter mentioned in the following ratio:

30 Equity Shares of Rs.10/- each in CEL credited as fully paid up for every 22 Equity Shares of Rs.10/- each fully paid-up held by them in the capital of LCCL.
- xi. The Equity Shares of CEL to be issued and allotted in lieu of the Equity Shares of LCCL shall rank pari passu in all respects with the existing Equity Shares of CEL.
- xii. No fractional shares shall be issued by CEL in respect of the fractional entitlements, if any, to which the members of LCCL may be entitled on issue and allotment of Equity Shares in CEL as above. The Board of Directors of CEL shall consolidate all such fractional entitlements, and issue and allot the Equity Shares in lieu thereof to a Director and / or Officer(s) of CEL on the express understanding that such Director and / or Officer(s) to whom such new Equity Shares are allotted shall sell the same and pay to CEL the net sale proceeds, whereupon CEL shall distribute such net sale proceeds to the said members of LCCL in proportion to their fractional entitlements.
- xiii. Consequent to and as part of the amalgamation of LCCL with CEL herein, the Authorised Share Capital of LCCL shall stand merged into and combined with the Authorised Share Capital of CEL pursuant to the Scheme, without any further act or deed, and without payment of any registration or filing fee on such combined Authorised Share Capital, LCCL and CEL having already paid such fees. Accordingly, the Authorised Share Capital of CEL resulting from the amalgamation of LCCL with CEL shall be a sum of Rs.30,00,00,000 divided into 3,00,00,000 Equity Shares of Rs.10/- each and Clause V of the Memorandum of Association of CEL shall stand altered accordingly.

- xiv. The amalgamation shall be accounted for in the books of account of CEL according to the pooling of interests method under Accounting Standard (AS) 14, 'Accounting for Amalgamations' ("AS14") as prescribed by the Companies (Accounting Standards) Rules, 2006.
- xv. Accordingly on and from the Appointed Date and subject to the provisions hereof and such other corrections and adjustments as may, in the opinion of the Board of Directors of CEL, be required and except to the extent required otherwise by law, all assets and liabilities of LCCL transferred to CEL under the Scheme shall be recorded in the books of accounts of CEL at the book value as recorded in LCCL' books of accounts.
- xvi. The difference, if any, between the amount recorded as additional share capital issued by CEL on amalgamation and the amount of share capital of LCCL in lieu whereof such additional share capital is issued shall, subject to the other provisions contained herein, be adjusted by debiting or crediting the same, as the case may be, against General Reserves in the books of CEL.
- xvii. In case of any difference in accounting policy between LCCL and CEL, the impact of the same till the Appointed Date will be quantified and adjusted in the reserves of CEL to ensure that the financial statements of CEL reflect the financial position on the basis of consistent accounting policy.

(h) **Reduction and Reorganisation of existing Share Capital of CEL**

- i. The existing Issued, Subscribed and Paid up Share Capital of CEL of Rs.24,50,00,000/- divided into 2,45,00,000 Equity Shares of Rs.10/- each fully paid up shall, upon the Scheme coming into effect, stand reduced to Rs.1,22,50,000 by cancellation of capital to the extent of Rs.9.50/- per share upon each of the existing 2,45,00,000 Equity Shares in the Share Capital of CEL.
- ii. Consequent upon such reduction in existing Equity Share Capital of CEL, every 20 (twenty) resulting Equity Shares of 50 paise each fully paid up shall compulsorily and automatically stand consolidated into 1(one) Equity Share of Rs.10/- each fully paid up in CEL. No fractional shares shall be issued by CEL in respect of the fractional entitlements, if any, to which the members of CEL may be entitled on consolidation of Equity Shares in CEL as above. The Board of Directors of CEL shall consolidate all such fractional entitlements, and issue and allot the Equity Shares in lieu thereof to a Director and / or Officer(s) of CEL on the express understanding that such Director and / or Officer(s) to whom such new Equity Shares are allotted shall sell the same in the market and pay to CEL the net sale proceeds thereof, whereupon CEL shall distribute such net sale proceeds to the said members of CEL in proportion to their fractional entitlements.
- iii. It is expressly clarified and provided that the new Equity Shares in CEL shall be issued and allotted to the members of ARDL, MIPL and LCCL upon reduction and consolidation of the existing Share Capital of CEL in terms of the Scheme. Accordingly, such new Equity Shares in CEL issued and allotted to the members of ARDL, MIPL and LCCL shall not be subject to such reduction and consolidation. Such reduction of capital of CEL shall be adjusted against the debit balance in profit and loss account of CEL.

- (i) ARDL, MIPL, LCCL and CEL (by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize) are empowered and authorized:

- i. To assent from time to time to any modifications or amendments or substitutions of the Scheme or of any conditions or limitations which the Hon'ble Tribunal and / or any authorities under law may deem fit to approve or direct or as may be otherwise deemed expedient or necessary by the respective Board of Directors as being in the best interest of the said companies and their shareholders.
- ii. To settle all doubts or difficulties that may arise in carrying out the Scheme; to give their approval to all such matters and things as is contemplated or required to be given by them in terms of this Scheme; and to do and execute all other acts, deeds, matters and things necessary, desirable or proper for putting the Scheme into effect.

Without prejudice to the generality of the foregoing ARDL, MIPL, LCCL and CEL (by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize) shall each be at liberty to withdraw from this Scheme in case any condition or alteration imposed by any authority is unacceptable to them or as may otherwise be deemed expedient or necessary

Note: The aforesaid are the salient features of the Scheme. The shareholders and creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. Board approvals

- i. The Board of Directors of ARDL have at their Board Meeting held on 28 August 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Mr. Chandra Prakash Kakarania	Voted in favour
Mr. Bijay Khaitan	Voted in favour
Mr. Vikash Jaju	Voted in favour
Mr. Umang Vikram Jain	Voted in favour
Ms. Chandrakanta Mitra	Voted in favour

- ii. The Board of Directors of MIPL have at their Board Meeting held on 18 September 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Mr. Pramod Ranjan Dwivedi	Voted in favour
Mr. Kan Singh Sodha	Voted in favour
Mr. Giriraj Damani	Voted in favour

- iii. The Board of Directors of LCCL have at their Board Meeting held on 22 September 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Mrs. Krishna Neotia	Voted in favor
Mr. Banwarilal Dhandhania	Voted in favor
Mr. Chandra Kumar Kanoria	Voted in favor
Mr. Naresh Kumar Jain	Voted in favor
Mr. Sanjay Kumar Singh	Voted in favor

- iv. The Board of Directors of CEL have at their Board Meeting held on 12 September 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Mr. Harshvardhan Neotia	Voted in favor
Mr. Naresh Kumar Jain	Voted in favor
Mr. Pradeep Lal Mehta	Voted in favor
Mr. Sujit Poddar	Voted in favor
Mr. Jayabrato Chatterjee	Voted in favor
Mr. Sudhir Kumar Dewan	Voted in favor
Mr. Vivek Vikram Jain	Voted in favor

7. Effect of Scheme on stakeholders.

The effect of the Scheme on the shareholders, creditors, debenture holders, employees, Directors, key managerial personnel, promoter and non-promoter shareholders is given in the attached report (Annexure "ES-2") adopted by the respective Board of Directors of the Applicants at their meetings pursuant to the provisions of Section 232(2) of the Companies Act, 2013. There will be no adverse effect on account of the Scheme on the said persons. The Scheme is proposed to the advantage of all concerned, including the said persons.

8. Interest of Directors, Key Managerial Personnel and their relatives

The shareholdings of the Directors and Key Managerial Personnel ("KMP") of ARDL, MIPL, LCCL and CEL and their relatives is set out in Annexure "ES-3" attached herewith. Save as aforesaid none of the Directors, KMPs and their relatives have any concern or interest in the Scheme of Arrangement. Further, save and except to the extent that the shareholding of the Directors and KMPs of the Applicant Companies and their relatives and the shareholding pattern, will change as indicated in Annexure "ES-2", upon issue and allotment of shares in terms of the Scheme, the Scheme will have no effect on the material interest of the Directors and KMPs of the Applicants and their relatives. Such effect of the Scheme on the shareholding of Directors and KMPs of the Applicants and their relatives is in no way different from the effect of the Scheme on the shareholding of other shareholders of the Applicants.

9. No investigation proceedings

There are no proceedings pending under Sections 235 to 251 of the Companies Act, 1956 or Sections 210 to 227 of the Companies Act, 2013 against the Applicant Companies.

10. Non Banking Financial Company

LCCL being a Non-Banking Financial Company duly filed an application for approval of the Reserve Bank of India for amalgamation of LCCL with CEL. RBI has since given its no-objection to the amalgamation by its letter dated 29th March, 2018.

11. Amounts due to Unsecured Creditors and no compromise with creditors

- i. The respective amounts due to Unsecured Creditors, as per the latest available unaudited financial statements as at 31st March, 2018 are as follows:-

Sl. No.	Name of Company	Amount in Rupees
1.	Ambuja Realty Development Limited	1,44,92,11,948
2.	Millennia Infrastructure Private Limited	76,75,98,304
3.	Likhami Commercial Company Limited	-
4.	Choicest Enterprises Limited	13,14,53,025

- iii. The Scheme embodies the arrangement between the Applicant Companies and their respective shareholders. No change in value or terms or any compromise or

arrangement is proposed under the Scheme with any of the creditors of the Applicant Companies. Each of the three companies resulting from the amalgamation and demergers, being ARDL, MIPL and CEL, would continue to have a substantial excess of assets over liabilities. Upon the Scheme coming into effect, the said ARDL, MIPL and CEL would continue to be in a position to meet their liabilities, as and when they accrue and in the ordinary course of business. The creditors of the Applicant Companies are not affected in any manner by the Scheme. On the contrary, the Scheme will inure to their benefit and is in their interest. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.

12. Valuation report

- i. Messrs. Chaturvedi & Company, Independent Chartered Accountants have submitted their report on valuation of shares and recommended share entitlement ratio in consideration of the arrangement. The exchange ratio of the shares in consideration of the Arrangement has been fixed on a fair and reasonable basis and on the basis of the said valuation report.
- ii. A summary of the methods used and values of shares arrived at by the said chartered accountants is set out in the table below:-

Methodology	Value per shares (Rs.)
Breakup Value of shares of ARDL in respect of ARDL Club and Hospitality Division after considering Market/Fair value of some Assets (property & quoted shares at market value and breakup value of unquoted shares)	Rs.2.74
Breakup Value of shares of MIPL in respect of MIPL Club and Hospitality Division after considering Market/Fair value of some Assets (quoted shares at market value and breakup value of unquoted shares) for per equity share Rs.10	Rs.16.39
Breakup Value of shares of LCCL after considering Market/Fair value of some Assets (property & quoted shares at market value and breakup value of unquoted shares)	Rs.480.62
Breakup Value of shares of CEL after reduction in capital as per Scheme and considering Market/Fair value of some Assets (property & quoted shares at market value and breakup value of unquoted shares)	Rs.351.41

Further details of the valuation will appear from the Valuation Report which is attached to this explanatory statement as "Annexure ES-4".

13. Shareholding pattern

The pre/post-shareholding pattern of the respective Equity Shares of ARDL, MIPL, LCCL and CEL is summarised below:-

		Pre/Post-Scheme ARDL	Pre-Scheme LCCL	Pre/Post-Scheme MIPL	Pre-Scheme CEL	Post-Scheme CEL
		No & (%)	No & (%)	No & (%)	No & (%)	No & (%)
A.	Promoter's Holding	639,50,200 (56.84)	30,97,000 66.53	8,95,13,017 (100.00)	2,44,99,940 (99.99)	49,83,766 (56.34)
B.	Non-Promoters Holding	485,49,800 (43.16)	15,58,000 33.47	1 (0.00)	60 (0.01)	38,61,729 (43.66)
	Total	11,25,00,000 (100.00)	46,55,000 (100.00)	895,13,018 (100.00)	245,00,000 (100.00)	88,45,495 (100.00)

14. Auditors Certificate of conformity with Accounting Standards

The Auditors of the Applicants have by their respective certificates confirmed that the accounting treatment in the said Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013.

15. Approvals and intimations in relation to the Scheme

- i. LCCL being a Non-Banking Financial Company duly filed an application for approval of the Reserve Bank of India for amalgamation of LCCL with CEL. RBI has since given its no-objection to the amalgamation by its letter dated 29th March, 2018.
- ii. In terms of the order dated 15th May, 2018, the Applicants confirm that notice in the prescribed form is also being served on the Registrar of Companies and other Authorities, along with copy of this notice, Scheme and other documents accompanying the same.

16. Inspection of Documents

In addition to the documents annexed hereto, the following documents will be open for inspection at the Registered Office of the Applicant Companies on any working day, (between 11.00 A.M. to 01.00 P.M.) except Saturdays, Sundays and Public Holidays, prior to the date of the meeting:

- (i) Certified copy of the order dated 15th May, 2018 passed by the National Company Law Tribunal, Kolkata Bench in Company Application No.108 of 2018;
- (ii) Memorandum and Articles of Association of the Applicant Companies;
- (iii) Audited annual accounts of the Applicant Companies as on 31 March 2017;
- (iv) Register of Directors' Shareholding of Applicant Companies;
- (v) Certificates issued by the auditors of the Applicant Companies confirming that the accounting treatment provided in the Scheme is in compliance with Section 133 of the Companies Act, 2013; and
- (vi) Letter dated 29th March, 2018 of RBI giving its No-objection to the Scheme.

Dated this 30th day of May, 2018

Sd/-
Sonu Jain
Chairperson appointed for the meetings

Drawn on behalf of Applicants by

Sd/-
(Aniket Agarwal)
Advocate for the Applicants
Khaitan & Co, Advocates
1B, Old Post Office Street
Kolkata 700 001

Ambuja Realty Development Limited
(CIN: U45201WB2005PLC105860)
UNAUDITED BALANCE SHEET 31ST MARCH 2018

Particulars	Note No.	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	1,12,50,00,000	1,12,50,00,000
Reserves and surplus	3	46,60,05,247	49,56,60,292
		1,59,10,05,247	1,62,06,60,292
Deferred government grant	4	4,37,37,827	5,91,02,288
Non-current liabilities			
Long-term borrowings	5	1,93,44,44,748	1,41,90,70,000
Deferred tax liabilities (Net)	6	-	-
Other Long term liabilities	7	13,12,88,106	10,44,63,902
Long-term provisions	8	17,53,440	17,80,280
		2,06,74,86,295	1,52,53,14,182
Current liabilities			
Short-term borrowings	9	1,36,44,86,508	1,74,31,80,828
Trade payables	10		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		40,77,01,619	25,46,94,648
Other current liabilities	11	19,73,80,161	69,68,90,545
Short-term provisions	12	23,93,33,271	98,92,870
		2,20,89,01,559	2,70,46,58,891
TOTAL		5,91,11,30,929	5,90,97,35,653
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	13	1,28,01,61,532	84,64,66,305
Intangible assets	13	-	-
Capital Work in Progress		42,01,995	21,38,14,896
		1,28,43,63,527	1,06,02,81,201
Non-current investments	14	-	-
Long-term loans and advances	15	42,37,80,306	17,02,20,557
Other non-current assets	16	-	5,64,51,698
		42,37,80,306	22,66,72,255
Current assets			
Inventories	17	3,18,13,95,901	3,39,71,99,818
Trade receivables	18	33,35,11,552	67,16,80,083
Cash and bank balances	19	7,13,75,903	2,97,94,717
Short-term loans and advances	20	61,58,19,452	47,23,63,891
Other current assets	21	8,84,287	5,17,43,690
		4,20,29,87,096	4,62,27,82,198
TOTAL		5,91,11,30,929	5,90,97,35,653

Summary of significant accounting policies

1

Ambuja Realty Development Limited
(CIN: U45201WB2005PLC105860)
Unaudited Statement of Profit and Loss for the year ended 31st March 2018

Particulars	Note No.	For the year ended 31.03.2018 Rs.	For the year ended 31.03.2017 Rs.
REVENUE			
Revenue from operations	22	1,49,38,81,754	1,50,79,30,729
Other income	23	2,89,60,125	3,35,60,210
Total Revenue		1,52,28,41,879	1,54,14,90,939
EXPENSES			
Direct construction cost	24	17,48,22,032	58,01,36,434
Service & Upkeep cost	25	2,16,70,362	-
Changes in inventories of Finished units and Work-in-progress	26	18,62,43,234	(24,30,24,727)
Employee benefits expense	27	8,53,91,662	7,92,87,414
Finance costs	28	38,44,71,014	40,31,96,959
Depreciation and amortization expense	29	7,37,89,209	5,62,07,749
Other expenses	30	62,61,09,411	59,38,24,725
Total expenses		1,55,24,96,923	1,46,96,28,554
Profit / (Loss) before tax		(2,96,55,044)	7,18,62,385
Tax Expense :			
Deferred tax		-	-
Current tax		-	-
Profit / (Loss) after tax for the year		(2,96,55,044)	7,18,62,385

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

1. Summary of significant accounting policies

- (i) **Basis of preparation**
The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year.
- (ii) **Use of estimates**
The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.
- (iii) **Fixed Assets**
Tangible assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises of purchase price (inclusive of duties (net of cenvat), taxes and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Intangible assets are stated at cost, less accumulated amortization thereon. Cost comprises the purchase price inclusive of duties (net of cenvat), taxes and incidental expenses.
- (iv) **Depreciation**
Depreciation on tangible fixed assets is provided using the written down value method as per the useful lives of the assets prescribed under Schedule II to the Companies Act, 2013, prorated to the period of use of assets. The residual value of an asset for this purpose is determined at the rate of 5% of the original cost of the asset.

Intangible assets are amortized on straight line method over a period of three years from the date when the assets became available for use.
- (v) **Impairment**
The carrying amounts of fixed assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax-discount rate that reflects current market assessments of the time value of money and risk specific to the assets.
After impairment, depreciation is provided on the revised carrying amount of the fixed assets over its remaining useful life.
- (vi) **Leases**
Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the leased asset, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Inventories subject to operating leases are included under the head Inventories, as the management intends to sell the same in near future. Rent income from such arrangement is recognised in the Statement of Profit and Loss on accrual basis, based on underlying agreements.
- (vii) **Investments**
Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non current investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the non current investments.
- (viii) **Valuation of Inventories**
Inventories are valued at lower of cost and net realisable value. The cost of construction materials is determined on the basis of weighted average method. Construction work in progress and finished units includes direct attributable costs and appropriate share of indirect costs attributable to construction.

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(ix) Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from operation is net of adjustments on account of cancellation / return.

Revenue from constructed properties

(i) Revenue from sale of finished units is recognised on transfer of all significant risk, reward of the ownership and effective control of the related unit to the buyers.

(ii) For projects commenced and revenue recognition started before April 1, 2012:

Revenue from sale of incomplete properties is recognized on the basis of percentage of completion method only if the expenditure incurred on construction and development works, excluding land costs, is not less than 33.33% of the total estimated construction and development costs of the project.

(iii) For projects commenced on or after April 1, 2012 and also for projects which have commenced prior to that date but where revenue is being recognised for the first time on or after April 1, 2012:

Revenue from sale of incomplete properties is recognized on the basis of percentage of completion method only if the following thresholds have been met;

a) The expenditure incurred on construction and development works, excluding land costs, is not less than 25% of the total estimated construction and development costs of the project;

b) At least 25% of the saleable project area is secured by agreements with the buyers; and

c) At least 10% of the sale consideration of each sold unit has been received at the reporting date in respect of such contracts with the buyers.

The estimates of the projected revenue, profits, costs, cost to completion are reviewed periodically by the management and foreseeable losses, if any, are recognised as soon as they arise. The effect of changes in the estimates is recognised in the period when such changes are determined.

Unbilled revenue disclosed under other assets represents revenue recognized over and above amount due as per payment plans agreed with the customers. Any billed amount that has not been collected is disclosed under trade receivable. Any payment received from customers over and above the revenue recognised is disclosed as advance from customers under other current liabilities.

Sale of land

Revenue from the sale of land is recognised on transfer of risks and rewards of ownership in the land to the customers.

Sale of box office tickets

Income from box office is recognised as and when the movie is exhibited.

Rental and Service charges

Revenue from Rent and service receipt is accounted for on accrual basis, based on the underlying agreements, except in cases where ultimate collection is considered doubtful.

Others

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(x) Borrowing Costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(xi) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit/ loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. However the effects of antidilutive potential equity shares are ignored in calculating diluted earnings per share.

(xii) Retirement and other Employee Benefits

Provident Fund and Employees State Insurance are defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when an employee renders the related service. There are no other obligations other than the contribution payable to the respective funds.

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are defined benefit obligations and are provided for based on actuarial valuation at the end of each financial year. The actuarial valuation is done as per projected unit credit method.

Actuarial gains/losses are immediately taken to the Statement of profit and loss and are not deferred.

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(xiii) Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

(xiv) Government grants and subsidies

Grants and subsidies from government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

Where the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant or subsidy relates to an asset, it is recognized in the statement of profit and loss by way of reduced depreciation charged over the useful life of the related asset.

(xv) Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(xvi) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

(xvii) Segment Reporting

Identification of segments

The Company's operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

(xviii) Cash and Cash Equivalents

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

	As at 31.03.2018		As at 31.03.2017	
2 Share capital				
2.1 Authorised				
125,000,000 (Previous Year: 125,000,000) equity shares of Rs 10 each		1,25,00,00,000		1,25,00,00,000
2,000,000 (Previous Year : 2,000,000) 5% redeemable preference Shares of Rs. 100 each		20,00,00,000		20,00,00,000
		<u>1,45,00,00,000</u>		<u>1,45,00,00,000</u>
2.2 Issued, Subscribed and fully paid-up				
112,500,000 (Previous Year 112,500,000) equity shares of Rs 10 each		1,12,50,00,000		1,12,50,00,000
		<u>1,12,50,00,000</u>		<u>1,12,50,00,000</u>
2.3 Reconciliation of number of equity shares outstanding at the beginning and at the end of the year				
	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	Amount	Number of Shares	Amount
Outstanding as at the beginning of the year	11,25,00,000	1,12,50,00,000	11,25,00,000	1,12,50,00,000
Outstanding as at the end of the year	<u>11,25,00,000</u>	<u>1,12,50,00,000</u>	<u>11,25,00,000</u>	<u>1,12,50,00,000</u>
2.4 Rights, preferences and restrictions attached to shares				
The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. Dividend that may be proposed by the Board of Directors will be subject to the approval of the shareholders in the ensuing Annual General Meeting. In the events of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
2.5 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company				
	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	% of holding	Number of Shares	% of holding
Ambuja Neotia Holdings Pvt. Ltd.	6,39,50,200	56.84%	6,39,50,200	56.84%
Govind Commercial Company Limited	4,09,00,000	36.36%	4,09,00,000	36.36%
Mr Harshavardhan Neotia	58,99,400	5.24%	58,99,400	5.24%
2.6 Shares held by Holding Company				
Out of equity shares issued by the Company, shares held by its holding company is as follows: -				
			As at 31.03.2018 (Number of shares)	As at 31.03.2017 (Number of shares)
Ambuja Neotia Holdings Pvt. Ltd.				
Equity shares of Rs 10 each fully paid			6,39,50,200	6,39,50,200
			As at 31.03.2018	As at 31.03.2017
3 Reserves and Surplus				
3.1 Capital Redemption Reserve			20,00,00,000	20,00,00,000
3.2 General Reserve *			2,85,44,126	2,85,44,126
3.3 Securities Premium Account				
Balance as per the last financial statements			37,00,00,000	37,00,00,000
Closing balance			<u>37,00,00,000</u>	<u>37,00,00,000</u>
3.4 Surplus / (deficit) in Statement of Profit and Loss				
Balance as per the last financial statements			(10,28,83,834)	(17,47,46,219)
Profit / (Loss) for the year			(2,96,55,044)	7,18,52,385
Net Surplus / (deficit) in the statement of Profit & Loss			<u>(13,25,38,879)</u>	<u>(10,28,83,834)</u>
TOTAL			<u>46,60,05,247</u>	<u>49,56,60,292</u>
* Represents free reserve not held for specific purpose.				
4 Deferred government grant				
Entertainment tax subsidy (refer note no. 32)			5,91,02,288	6,54,29,635
Add / (Less) : Re-estimation during the year				(27,75,585)
Less: amortisation of government grant on the basis of useful life of related assets				(35,51,762)
			<u>5,91,02,288</u>	<u>5,91,02,288</u>

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

	As at 31.03.2018	As at 31.03.2017
5 Long-term borrowings		
Term Loans :		
From Banks :	17,06,72,815	1,41,90,70,000
From Financial Institutions	1,76,37,71,933	-
	<u>1,93,44,44,748</u>	<u>1,41,90,70,000</u>

Term Loans from Banks

a) Nature of Security (Loan Amount Rs. 1,790,800,000 (Previous Year : Rs. 1,548,000,000) including current maturities of long term debt Rs. 390,000,000 (Previous Year: Rs. 235,000,000) disclosed in note no. 11, cash credit facility of Rs.311,230,315 (Previous Year: Rs. 150,624,123) disclosed in note no. 9, and interest thereon disclosed in note no. 11): Secured by exclusive charge over the unsold area of ongoing and completed projects (including creation of EM/RM over the property or assignment of Development Rights / Leasehold Rights over the Property, as applicable) of the properties. Exclusive Charge over designated accounts. Non disposable Undertaking from the promoters upto 51% of Equity shareholding in the Company throughout the tenure of the facilities.

Terms of Repayment: Repayable in 18 to 26 unequal quarterly instalments ranging between Rs. 45,000,000 to Rs. 87,500,000 starting from the end of 31st December 2016. The loan carries interest rate as Bank's Base rate + 3% per annum payable monthly.

b) Nature of security (Loan Amount Nil (Previous Year : 12,000,000) including current maturities of long term debt NIL (previous Year : 12,000,000) and interest thereon disclosed in note no. 11) : Secured by Equitable Mortgage on property measuring 61,883 sq ft at Plot No. H/F/11 in New Town, Kolkata, together with undivided proportionate share of land which is also extended as collateral security for borrowings made by other bodies corporate including related parties.

Terms of Repayment : The loan has been repaid during the year. The term loan carried interest of Bank's base rate plus 3.25% payable monthly.

c) Nature of security (Loan amount Rs. 26,370,000 (previous Year : Rs. 32,638,000) including current maturities of long term debt Rs. 8,100,000 (Previous Year : Rs. 4,308,000) disclosed in note no. 11: Secured by Hypothecation of Lease rentals, Service & Maintenance charges for 50,887 sq ft and first charge on property measuring 123,853 sq. ft. at Plot No. H/F/11 in New Town, Kolkata, together with undivided proportionate share of land which is also extended as collateral security for borrowings made by other bodies corporate including related parties

Terms of Repayment :Repayable in 120 monthly installments varying from Rs. 450,000 to Rs. 950,000, commencing from January 2014 and ending December, 2023. The term loan carries interest of Bank's base rate plus 2.00%, payable monthly.

	As at 31.03.2018	As at 31.03.2017
6 Deferred tax Liability (Net)		
Deferred tax liability arising on account of:		
Timing difference in depreciable assets	(A) <u>18,26,56,776</u>	<u>3,92,64,123</u>
Deferred tax asset arising on account of:		
Expenses allowable against taxable income in future years on payment basis	1,90,27,949	2,11,14,242
Unabsorbed business losses and depreciation	<u>11,83,91,251</u>	<u>11,83,91,251</u>
	(B) <u>13,74,19,200</u>	<u>13,95,05,493</u>
Net deferred tax (assets) / liabilities	(A) - (B) <u>4,52,37,576</u>	<u>(10,02,41,370)</u>
Less: Deferred tax assets not recognised*	<u>(4,52,37,576)</u>	<u>10,02,41,370</u>

*In the absence of virtual certainty supported by convincing evidence, deferred tax assets arising from brought forward business loss and unabsorbed depreciation aggregating Rs. 303,182,924 (Previous Year: Rs. 384,804,890) has not been recognised in these financial statements.

7 Other long term liabilities		
Security Deposits	13,12,88,106	10,44,63,902
	<u>13,12,88,106</u>	<u>10,44,63,902</u>
8 Long-term provisions		
Provision for gratuity	17,53,440	17,80,280
	<u>17,53,440</u>	<u>17,80,280</u>

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

	As at 31.03.2018	As at 31.03.2017
9 Short-term borrowings		
Secured		
Cash Credit facilities from bank	28,01,77,161	37,93,46,914
Buyers' Credit in foreign currencies from banks	4,27,99,018	6,97,33,914
Unsecured		
Loans from bodies corporate		1,20,91,00,000
Related Parties		8,50,00,000
Others	1,04,15,10,329	
	<u>1,36,44,86,508</u>	<u>1,74,31,80,828</u>

Cash credit facilities from bank

a) Nature of security: [Cash Credit facility from bank of Rs. 47,798,160 (Previous Year: Rs. 45,912,389)]; Secured by creation of Equitable mortgage of 35,103 sq ft of space consisting of Food Court and Ecohub at Ecospace New Town, Kolkata. Extension of Equitable mortgage of 19,237 sq ft of office space and 7,543 sq ft of Terrace Area situated at 2nd Floor and 3rd Floor of Block 4B of Ecospace together with undivided proportionate share of land.

The above borrowings carry interest of base rate plus 3.50% payable monthly.

b) Nature of Security: [Cash Credit facility from bank of Rs. 20,318,439 (Previous Year: Rs. NIL)] : Refer note no. 5a
The above facility carries interest rate at bank's base rate plus 3.00% payable monthly.

c) Nature of Security: [Cash Credit facility from bank of Rs. 311,230,315 (Previous Year: Rs.150,624,123)] : Refer note no. 5a
The above facility carries interest rate at bank's base rate plus 3.00% payable monthly.

d) Nature of Security: [Cash Credit facility from bank of Rs. NIL (Previous Year: Rs.1,066,950)] : Refer note no. 5a
The above facility carries interest rate at bank's base rate plus 3.00% payable monthly.

Buyers' Credit in Foreign Currencies

e) Nature of Security: [Loan amount Rs 69,733,914. (Previous Year: NIL)] : Refer note no. 5a
The above facility carries interest rate at Libor plus 0.80% p.a.

f) Nature of Security [Loan amount NIL (Previous Year: Rs. 6,626,657)]; Secured by way of mortgage on the properties together with buildings and structures thereon, both present and future situated at Raipur, Chhattisgarh, all receivables under the project documents, Escrow account and all monies credited/ deposited therein and all investment in respect thereof.
The above facility carries interest rate at Libor plus 0.80% p.a.

g) Nature of Security [Loan amount NIL (Previous Year : 10,415,592)]; Secured by way of mortgage on the properties together with buildings and structures thereon, both present and future situated at Haldia, West Bengal, all receivables under the project documents, Escrow account and all monies credited/ deposited therein and all investment in respect thereof.
The above facility carries interest rate at Libor plus 0.60% to 1.25% p.a.

h) Nature of Security [Loan amount NIL (Previous Year : 54,028,127)]; Secured by exclusive charge by way of mortgage on unsold area of piece and parcel of land admeasuring 1.82 acres in plot of land situated at Sector - V, Salt Lake, Kolkata and the structure (present and future) thereon.
The above facility carries interest rate at Libor plus 0.76% p.a.

Unsecured Loan

Unsecured loans carry interest rate ranging from 12% to 13% p.a and are repayable on demand.

	As at 31.03.2018	As at 31.03.2017
10 Trade Payables		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises (refer note 10.1 below)	40,77,01,619	25,46,94,648
	<u>40,77,01,619</u>	<u>25,46,94,648</u>

10.1 Based on the information / documents available with the company, no creditors are covered under Micro, Small and Medium Enterprises Development Act, 2006. As a result, no interest provisions / payments have been made by the company to such creditors, if any, and no disclosures thereof are made in these accounts.

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

	As at 31.03.2018	As at 31.03.2017
11 Other Current Liabilities		
Current maturities of long-term debt (Refer Note 5)		39,81,00,000
Interest accrued but not due on borrowings		4,17,700
Interest accrued and due on borrowings	1	9,04,54,497
Temporary overdraft		80,81,575
Advance from customers	(2,55,02,450)	7,06,91,255
Employee benefits payable	76,38,631	87,35,017
Compensation payable		47,42,280
provision for expenses		
Statutory dues	9,46,94,744	3,03,76,568
Security Deposit	9,74,41,846	7,54,46,931
Other payables	2,31,07,389	98,44,722
	<u>19,73,80,162</u>	<u>69,68,90,545</u>
12 Short term-provisions		
Provision for leave benefits	26,23,462	26,23,462
Provision for Income Tax [(Net of advance tax Rs. 136,639,340 (Previous Year Rs.136,639,340))]	23,67,09,809	72,69,408
	<u>23,93,33,271</u>	<u>98,92,870</u>

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

13. Fixed Assets

Particulars	Tangible Assets							Intangible Assets	
	Land	Building	Plant & Machinery	Office Equipment	Furniture & Fixtures	Computers	Vehicles	Total	Computer software
Cost									
As at 31.03.2016									
- Own Use	2,72,67,974	75,51,53,015	10,88,05,703	1,45,24,936	5,92,01,819	2,94,92,877	57,25,695	1,00,01,72,024	1,94,95,581
- Given on operating lease	1,85,91,991	10,57,28,736	1,17,436	8,78,313	46,34,032	49,492	-	13,00,00,030	-
	4,58,59,965	86,08,81,751	10,89,23,144	1,54,03,249	6,38,35,851	2,95,42,369	57,25,695	1,13,01,72,024	1,94,95,581
Addition									
- Own Use		3,59,73,154	7,12,962	3,36,668	5,39,404	3,69,634		3,83,61,912	
As at 31.03.2017									
- Own Use	2,72,67,974	79,11,26,169	10,95,18,670	1,48,31,634	6,01,41,223	2,98,62,571	57,25,695	1,03,85,33,936	1,94,95,581
- Given on operating lease	1,85,91,991	10,57,28,736	1,17,436	8,78,313	46,34,032	49,492	-	13,00,00,030	-
	4,58,59,965	89,68,54,905	10,96,36,106	1,57,09,947	6,47,75,255	2,99,12,063	57,25,695	1,16,85,33,936	1,94,95,581
Addition									
- Own Use		39,90,70,968	6,78,70,917	(25,687)		5,73,032	7,48,367	49,65,56,350	1,09,28,086
As at 31.03.2018									
- Own Use	2,72,67,974	1,19,01,97,137	17,73,89,587	1,48,65,947	8,84,59,376	3,04,35,603	64,74,062	1,23,50,90,286	3,04,23,667
- Given on operating lease	1,85,91,991	10,57,28,736	1,17,436	8,78,313	46,34,032	49,492	-	13,00,00,030	-
	4,58,59,965	1,29,59,25,873	17,75,07,023	1,57,44,260	9,30,94,008	3,04,85,095	64,74,062	1,46,50,90,286	3,04,23,667
Depreciation:									
At 31.03.2016									
- Own Use	-	11,02,97,031	4,68,15,887	1,22,09,072	3,71,81,754	2,77,73,048	45,45,963	23,88,23,746	1,86,06,404
- Given on operating lease	-	1,96,75,726	54,125	7,31,009	38,03,200	49,492	-	2,43,73,552	-
	-	12,99,72,757	4,68,81,022	1,29,30,081	4,09,84,954	2,78,22,540	45,45,963	26,31,97,298	1,86,06,404
Charge for the year									
- Own Use		3,30,37,094	1,18,81,528	7,64,559	74,40,002	5,56,236	3,72,549	5,40,50,968	8,89,177
- Given on operating lease		43,33,108	11,592	39,324	4,35,342	-	-	48,19,386	-
At 31.03.2017									
- Own Use	-	14,33,34,125	5,86,97,425	1,29,73,630	4,46,21,756	2,83,29,284	49,18,493	29,28,74,713	1,94,95,581
- Given on operating lease	-	2,40,08,834	73,717	8,20,333	42,38,542	49,492	-	2,91,92,918	-
	-	16,73,42,959	5,87,71,142	1,37,93,963	4,88,60,298	2,83,78,776	49,18,493	32,20,67,631	1,94,95,581
Charge for the year									
- Own Use		4,04,00,396	1,49,85,139	6,30,942	90,38,162	4,29,670	2,49,702	6,57,34,012	36,72,131
- Given on operating lease		41,14,919	9,071	24,987	2,34,089	-	-	43,83,066	-
At 31.03.2018									
- Own Use	18,37,34,521	18,37,34,521	7,36,82,565	1,36,04,572	5,36,59,918	2,87,56,955	51,68,194	35,86,08,725	2,31,67,712
- Given on operating lease	2,81,23,753	2,81,23,753	84,788	8,45,320	44,72,631	49,492	-	3,35,75,994	-
	21,18,58,274	21,18,58,274	7,37,67,353	1,44,49,892	5,81,32,549	2,88,08,447	51,68,194	39,21,84,709	2,31,67,712
Written Down Value									
At 31.03.2017									
- Own Use	2,72,67,974	54,77,92,044	5,68,21,245	19,18,004	1,55,19,467	15,33,287	8,07,202	74,56,59,223	-
- Given on operating lease	1,85,91,991	8,17,19,902	41,719	57,980	3,95,490	-	-	10,08,07,082	-
	4,58,59,965	72,95,11,946	5,08,62,964	19,75,984	1,59,14,957	15,33,287	8,07,202	84,64,66,305	-
At 31.03.2018									
- Own Use	2,72,67,974	1,00,64,62,616	10,37,07,022	12,61,375	3,48,00,058	16,76,548	13,05,868	1,17,64,81,561	72,55,955
- Given on operating lease	1,85,91,991	7,76,04,583	32,648	32,993	1,61,401	-	-	9,64,24,016	-
	4,58,59,965	1,08,40,67,199	10,37,39,670	12,94,368	3,49,61,459	16,76,548	13,05,868	1,27,29,05,577	72,55,955

Ambuja Realty Development Limited
Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

	As at 31.03.2018	As at 31.03.2017
14 Non-current investments		
Trade investments (at cost unless otherwise stated)		
Unquoted equity shares		
In associate companies		
25,500 equity shares (Previous year : 25,500)	-	2,55,000
of Rs.10/- each in Lemon Grass Advisors Pvt Ltd		
Less: Provision for diminution in the value	-	(2,55,000)
	-	-
Aggregate amount of unquoted investments	-	-
15 Long-term loans and advances		
(Unsecured, considered good unless otherwise stated)		
Loan to a related party		
Unsecured considered good	-	-
Doubtful	-	83,32,394
	-	83,32,394
Less: Provision for doubtful loans	-	83,32,394
	-	-
Security Deposits	2,78,09,807	2,72,10,307
Advance Income Tax	37,27,65,702	13,00,01,386
[[Net of provision Rs. 92,800,000 (Previous Year: Rs. 92,800,000)]]		
Capital Advances		1,09,75,662
Prepaid Expenses	2,32,04,797	20,33,202
	42,37,80,306	17,02,20,557
16 Other non-current assets		
(Unsecured, considered good unless otherwise stated)		
Ancillary borrowing cost (unamortised)		3,94,82,143
Entertainment tax subsidy receivable (refer note 32)		1,69,69,555
	-	5,64,51,698
17 Inventories		
(at lower of cost and net realisable value)		
Construction Material	63,68,265	3,67,99,257
Construction Work-in-progress *	7,13,50,130	21,22,34,019
Stores & Supplies	8,70,310	-
Finished Units	3,10,28,07,196	3,14,81,66,542
	3,18,13,95,901	3,39,71,99,818
*Details of Construction Work-in-progress		
Land for development	7,11,51,393	7,11,51,393
Project under development	1,98,735	14,10,82,726
Total	7,13,50,129	21,22,34,119
18 Trade Receivables		
Outstanding for a period exceeding 6 months from the date they are due for payment.		
Secured, considered good		19,27,30,919
Unsecured, considered good	38,66,85,233	54,51,524
Unsecured, considered doubtful		5,11,24,501
	38,66,85,233	24,93,06,944
Less: Provision for Doubtful Debts	5,31,73,681	5,11,24,501
	33,35,11,552	19,81,82,443
Others		
Secured, considered good		38,18,87,498
Unsecured, considered good		9,16,10,141
Unsecured, considered doubtful		20,49,184
		47,55,46,823
Less: Provision for doubtful debts		20,49,184
		47,34,97,639
	33,35,11,552	67,16,80,083

Ambuja Realty Development Limited
Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

	As at 31.03.2018	As at 31.03.2017
19 Cash and Bank Balances		
Cash and cash equivalents		
Cash on hand	3,09,014	1,64,735
Bank balances in current accounts	3,97,73,889	2,76,36,982
	<u>4,00,82,903</u>	<u>2,78,01,717</u>
Other bank balances		
In Bank Deposits*	3,12,93,000	19,93,000
	<u>7,13,75,903</u>	<u>2,97,94,717</u>
* Pledged as security/ margin with banks and Sales Tax Authority		
20 Short-term Loans and Advances (Unsecured, considered good unless otherwise stated)		
Loan to bodies corporate	23,46,09,987	30,30,00,000
Advance recoverable in cash or in kind or for value to be received	32,59,832	19,41,706
Advance to contractors/ suppliers		
Unsecured	28,39,95,091	5,60,84,281
Doubtful		32,57,191
	<u>28,39,95,091</u>	<u>5,93,41,472</u>
Less: Provision for Doubtful advance	<u>1,15,89,585</u>	<u>32,57,191</u>
	27,24,05,506	5,60,84,281
Advances given for procurement of land	2,37,500	2,37,500
Balance / Deposits with government and other revenue authorities *	10,40,10,406	10,91,84,756
Prepaid Expenses		18,11,900
Others	12,96,221	1,03,748
	<u>61,58,19,452</u>	<u>47,23,63,891</u>
* Includes Rs. 77,313,294 (Previous year: Rs. 77,313,294) paid towards demand from government authorities also disclosed in note no 30.		
21 Other current assets (Unsecured, considered good unless otherwise stated)		
Interest receivable	7,67,545	3,31,03,418
Ancillary borrowing cost (unamortised)		78,96,419
Entertainment tax subsidy receivable (Refer note 32)		36,23,707
Unbilled revenue		70,03,404
Other receivables	1,16,742	1,16,742
	<u>8,84,287</u>	<u>5,17,43,690</u>
	For the year ended 31.03.2018	For the year ended 31.03.2017
22 Revenue from Operations		
Revenue from constructed properties	78,94,81,233	94,44,65,760
Sale of box office tickets	13,21,03,488	12,40,19,116
Sale of Food & Beverage	3,77,22,574	
Other operating revenue		
Rental and Service charges (net)	50,66,87,967	42,01,63,842
Others	2,78,86,492	1,92,82,011
	<u>1,49,38,81,754</u>	<u>1,50,79,30,729</u>
23 Other Income		
Interest Income		
From bank	-	2,62,770
From loans	2,20,27,593	2,20,25,213
Others	69,32,532	7,21,527
Exchange gain due to foreign currency transaction and translation (Net)		19,51,285
Liability / Provisions no longer required written back (net)		85,89,415
	<u>2,89,60,125</u>	<u>3,35,60,210</u>
24 Service & upkeep cost		
Expenses of Food & beverage	1,90,31,656	
LUNDY & Uniform	26,38,705	
	<u>2,16,70,362</u>	
24 Direct construction cost		
Construction materials consumed	4,03,47,304	16,92,71,952
Construction contractors charges	8,12,15,557	29,80,15,155
Infrastructure development expenses	4,68,74,187	9,72,42,272
Sanction Fees	-	13,55,583
Architectural and consultancy fees	62,78,020	1,41,50,732
Miscellaneous construction expenses	1,06,965	1,00,740
	<u>17,48,22,032</u>	<u>58,01,36,434</u>

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

	For the year ended 31.03.2018	For the year ended 31.03.2017
25 Changes in inventories of		
Work-in-Progress		
At the beginning of the year	21,22,34,019	35,20,18,570
At the end of the year	7,13,50,130	21,22,34,019
	<u>14,08,83,889</u>	<u>13,97,84,551</u>
Transferred to fixed assets/Capital Work In Progress		20,01,68,976
	<u>14,08,83,889</u>	<u>(6,03,84,425)</u>
Finished Units		
At the beginning of the year	3,14,81,66,542	3,00,14,99,441
At the end of the year	3,10,28,07,196	3,14,81,66,542
	<u>4,53,59,346</u>	<u>(14,66,67,101)</u>
Less: Transferred to fixed assets		3,59,73,201
	<u>4,53,59,345</u>	<u>(18,26,40,301)</u>
	<u>18,62,43,234</u>	<u>(24,30,24,727)</u>
26 Employee Benefits Expenses		
Salaries, Bonus, Allowances etc.	6,79,59,154	7,02,37,685
Contribution to provident, gratuity and other funds	31,30,147	41,64,796
Staff welfare expenses	1,43,02,359	48,84,933
	<u>8,53,91,662</u>	<u>7,92,87,414</u>
27 Finance Costs		
Interest expense	33,14,18,936	39,27,53,904
Exchange loss due to foreign currency transaction and translation (Net)	69,889	-
Other borrowings costs	5,29,82,189	1,04,43,055
	<u>38,44,71,014</u>	<u>40,31,96,959</u>
28 Depreciation and amortization expense		
Depreciation	7,01,17,078	5,88,70,334
Amortization	36,72,131	8,89,177
	<u>7,37,89,209</u>	<u>5,97,59,511</u>
Less: Adjusted against entertainment tax subsidy (refer note 32)		(35,51,762)
	<u>7,37,89,209</u>	<u>5,62,07,749</u>

Ambuja Realty Development Limited

Notes to the Unaudited financial statements for the year ended 31st March 2018

(Amount in Rs.)

	For the year ended 31.03.2017	For the year ended 31.03.2017
29 Other Expenses		
Power and fuel	27,37,58,137	24,30,33,723
Less: Reimbursed by customers	14,51,86,084	12,14,99,416
	<u>12,85,72,053</u>	<u>12,15,34,307</u>
Rent	38,77,567	17,68,087
Hire Charges		18,95,921
Repairs to Plant and Machinery	69,37,821	58,53,262
Insurance	12,30,354	19,92,005
Rates and Taxes	2,14,13,203	1,27,15,340
Club maintenace	5,36,584	
Office Maintenance		96,78,361
Site Maintenance		21,53,279
Property Management expenses	16,91,47,753	15,55,99,017
Theatre Management / Film Distributor's expenses	5,86,51,894	7,02,18,295
Payments to the auditor		
As auditor		
Audit fees	11,96,250	7,50,000
Tax audit fees	(1,000)	2,00,000
Other matters	-	-
Reimbursement of expenses (including service tax)	38,878	4,750
Professional and consultancy charges	4,99,15,927	1,75,48,279
Travelling & Conveyance Expenses	1,25,53,769	1,24,51,035
Telephone & communication Expenses	41,45,891	44,47,440
Advertisement and Publicity	8,46,66,170	1,03,43,333
Security Charges	3,69,06,732	4,26,29,537
Director Sitting Fees	1,23,478	1,77,684
Brokerage & commission	1,65,52,446	19,52,192
Event expenses	1,15,89,354	1,54,18,591
Compensation to allottees	-	8,70,82,992
Provision for diminution in the value of investments		2,55,000
Provision for doubtful loans and advances		39,16,197
Miscellaneous Expenses	1,80,54,289	1,32,39,819
	<u>62,61,09,411</u>	<u>59,38,24,725</u>

MILLENNIA INFRASTRUCTURE PRIVATE LIMITED
(CIN : U09219WB2005PTC195323)
Unaudited Balance Sheet as at 31st March 2018

Particulars	Notes	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share capital	2	9,11,33,018	9,11,33,018
Reserve and surplus	3	<u>26,24,44,620</u>	<u>2,50,62,585</u>
		<u>35,35,77,638</u>	<u>11,61,95,603</u>
Non - Current Liabilities			
Long term borrowings	4	<u>1,43,69,07,300</u>	<u>2,16,23,01,378</u>
		<u>1,43,69,07,300</u>	<u>2,16,23,01,378</u>
Current Liabilities			
Short term borrowings	5	7,03,73,336	5,80,54,539
Trade payables	6	3,22,44,832	1,94,50,763
Other current liabilities	7	<u>15,21,88,436</u>	<u>22,90,52,720</u>
		<u>25,48,06,604</u>	<u>30,65,58,022</u>
TOTAL		<u>2,04,52,91,542</u>	<u>2,58,50,55,003</u>
ASSETS			
Non - Current Assets			
Fixed assets			
Tangible assets	8	13,47,26,680	13,97,58,856
Deferred tax assets (Net)	9	-	-
Long-term loans and advances	10	9,75,01,546	12,21,25,836
Other non current assets	11	<u>74,54,945</u>	<u>74,54,945</u>
		<u>23,96,83,171</u>	<u>26,93,39,637</u>
Current Assets			
Inventories	12	1,01,28,32,429	2,02,34,92,075
Trade receivables	13	2,67,29,136	1,87,02,517
Cash and cash equivalents	14	14,15,730	11,75,192
Short term loans and advances	15	72,55,63,442	24,56,49,506
Other current assets	16	<u>3,90,67,634</u>	<u>2,66,96,076</u>
		<u>1,80,56,08,371</u>	<u>2,31,57,15,366</u>
TOTAL		<u>2,04,52,91,542</u>	<u>2,58,50,55,003</u>
Summary of significant accounting policies	1		

MILLENNIA INFRASTRUCTURE PRIVATE LIMITED
(CIN : U09219WB2005PTC195323)
Unaudited Profit and Loss for the year ended 31st March 2018

Particulars	Notes	Year ended 31.03.2018 Rs.	Year ended 31.03.2017 Rs.
INCOME			
Revenue from operations	17	1,658,385,827	363,080,344
Other income	18	47,823,158	30,107,212
		<u>1,706,208,985</u>	<u>393,187,556</u>
EXPENSES			
Changes in inventories of finished units	19	1,010,659,647	-
Finance cost	20	184,371,438	253,511,152
Depreciation and amortisation expense	8	5,032,176	5,025,170
Other expenses	21	220,663,688	101,508,154
		<u>1,420,726,950</u>	<u>360,044,476</u>
Profit for the year before tax		285,482,035	33,143,080
Tax Expense			
Current tax		48,100,000	-
Profit for the year after tax		<u>237,382,035</u>	<u>33,143,080</u>

1 Summary of significant accounting policies

A Basis of preparation:

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year, except for the change in accounting policy explained below:

B Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

C Tangible fixed assets:

Tangible fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises of purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of Tangible fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

D Depreciation

Depreciation on tangible fixed assets is provided using the Straight Line Method (SLM) as per the useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013, prorated to the period of use of assets. The residual value of an asset for this purpose is determined at the rate of 5% of the original cost of the asset.

E Impairment of Tangible fixed assets:

The carrying amounts of tangible fixed assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

After impairment, depreciation is provided on the revised carrying amount of the Tangible fixed assets over its remaining useful life.

F Leases

Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the leased asset, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Inventories subject to operating leases are included under the head inventories, as the management intends to sell the same in near future. Rent income from such arrangement is recognised in the Statement of Profit and Loss on accrual basis, based on underlying agreements.

G Investments:

Investments that are readily realisable and intended to be held for not more than a year from the date the investments are made are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the long term investments.

H Valuation of Inventories:

Inventories are valued at lower of cost and net realisable value. The cost of construction materials is determined on the basis of weighted average method. Construction work in progress includes direct attributable costs and appropriate share of indirect costs attributable to construction.

I Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of finished units

Sale of finished units is recognised on transfer of all significant risk, reward of the ownership and effective control of the related units to the buyer.

Revenue from rental and service receipts:

Revenue from Rent and service receipt is accounted for on accrual basis, based on the underlying agreements, except in cases where ultimate collection is considered doubtful.

Others

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

J Borrowing Costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

K Taxes on Income:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note Issued by The Institute of Chartered Accountants of India, asset arising from MAT credit entitlement is recognised when such MAT became due. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during specified period.

L Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Assets are neither recognised nor disclosed in the financial statements.

M Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

N Segment Reporting

Identification of segments

The Company's operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

O Cash and Cash Equivalents:

Cash and cash equivalents in the cash flow statement comprise cash at bank and on hand and short term investments with an original maturity of three months or less.

P Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit/ loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

MILLENNIA INFRASTRUCTURE PRIVATE LIMITED

Notes to Unaudited Financial Statements as at and for the year ended 31st March 2018

	<u>As at</u> <u>31.03.2018</u>	<u>As at</u> <u>31.03.2017</u>
	<u>Rs.</u>	<u>Rs.</u>
2 SHARE CAPITAL		
Authorised share capital		
Equity Shares of Rs. 10 each		
90,000 (Previous year : 90,000) Class A1 Equity Shares	900,000	900,000
90,000 (Previous year : 90,000) Class A2 Equity Shares	900,000	900,000
Equity Shares of Re. 1 each		
78,200,000 (Previous year : 78,200,000) Class B1 Equity Shares	78,200,000	78,200,000
19,999,900 (Previous year : 19,999,900) Class B2 Equity Shares	19,999,900	19,999,900
Equity Shares of Re. 1 each		
100 (Previous year : 100) Class C Equity Shares	100	100
	<u>100,000,000</u>	<u>100,000,000</u>
Issued, subscribed and fully paid-up share capital		
Equity Shares of Rs. 10 each		
90,000 (Previous year : 90,000) Class A1 Equity Shares	900,000	900,000
90,000 (Previous year : 90,000) Class A2 Equity Shares	900,000	900,000
Equity Shares of Re. 1 each		
70,016,928 (Previous year : 70,016,928) Class B1 Equity Shares	70,016,928	70,016,928
19,316,090 (Previous year : 19,316,090) Class B2 Equity Shares	19,316,090	19,316,090
	<u>91,133,018</u>	<u>91,133,018</u>
	<u>As at</u> <u>31.03.2018</u>	<u>As at</u> <u>31.03.2017</u>
	<u>Rs.</u>	<u>Rs.</u>
3 RESERVE AND SURPLUS		
Capital Reserve		
Balance as per last Financial Statements	95,500	95,500
Securities Premium Account		
Balance as per last Financial Statements	161,499,677	161,499,677
Deficit in Statement of Profit and Loss		
Balance as per last Financial Statements	(136,532,592)	(169,675,672)
Add: Profit for the year	237,382,035	33,143,080
Deficit in the Statement of Profit and Loss	100,849,443	(136,532,592)
Total Reserves and Surplus	<u>262,444,620</u>	<u>25,062,585</u>
	<u>As at</u> <u>31.03.2018</u>	<u>As at</u> <u>31.03.2017</u>
	<u>Rs.</u>	<u>Rs.</u>
4 LONG TERM BORROWINGS		
Secured		
Term loans		
From a Bank	796,311,900	1,521,705,978
Unsecured		
Debentures		
Held by related party		
6,405,954 (Previous year : 6,405,954) 10% Optionally Convertible Debentures of Rs. 100 each (cumulative)	640,595,400	640,595,400
	<u>1,436,907,300</u>	<u>2,162,301,378</u>

MILLENNIA INFRASTRUCTURE PRIVATE LIMITED

Notes to Unaudited Financial Statements as at and for the year ended 31st March 2018

	<u>As at</u> <u>31.03.2018</u> Rs.	<u>As at</u> <u>31.03.2017</u> Rs.
5 SHORT TERM BORROWINGS		
Secured		
Overdraft facility from a bank	70,373,336	58,054,539
	<u>70,373,336</u>	<u>58,054,539</u>
6 TRADE PAYABLES	<u>32,244,832</u>	<u>19,450,763</u>
7 OTHER CURRENT LIABILITIES		
Current maturities of long term debt	19,163,060	33,800,000
Interest accrued but not due on borrowings	57,653,586	57,653,586
Interest accrued and due on borrowings	6,022,472	13,518,253
Security deposits	55,641,942	105,310,906
Other payables	374,064	11,228,250
Statutory dues payable	13,333,311	7,541,725
	<u>152,188,436</u>	<u>229,052,720</u>

MILLENNIA INFRASTRUCTURE PRIVATE LIMITED

Notes to Unaudited Financial Statements as at and for the year ended 31st March 2018

(Amount in Rs.)

8 TANGIBLE ASSETS

Particulars	Land	Building	Plant & Machinery	Office Equipment	Furniture & Fixtures	Computers	Total
Cost							
At 31.03.2016	19,222,940	116,164,689	13,928,702	4,348,771	14,329,903	122,668	168,117,673
Addition	-	-	125,759	-	-	-	125,759
Disposals	-	-	-	-	-	-	-
At 31.03.2017	19,222,940	116,164,689	14,054,461	4,348,771	14,329,903	122,668	168,243,432
Addition	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
At 31.03.2018	19,222,940	116,164,689	14,054,461	4,348,771	14,329,903	122,668	168,243,432
Depreciation							
At 31.03.2016	-	10,979,446	2,701,385	2,197,700	7,458,207	122,668	23,459,406
Charge for the year	-	1,815,082	876,662	747,641	1,585,785	-	5,025,170
Disposals	-	-	-	-	-	-	-
At 31.03.2017	-	12,794,528	3,578,047	2,945,341	9,043,992	122,668	28,484,576
Charge for the year	-	1,815,083	883,670	747,640	1,585,783	-	5,032,176
Disposals	-	-	-	-	-	-	-
At 31.03.2018	-	14,609,611	4,461,717	3,692,981	10,629,775	122,668	33,516,752
Net Block							
At 31.03.2018	19,222,940	101,555,078	9,592,744	655,790	3,700,128	-	134,726,680
At 31.03.2017	19,222,940	103,370,161	10,476,414	1,403,430	5,285,911	-	139,758,856

MILLENNIA INFRASTRUCTURE PRIVATE LIMITED

Notes to Unaudited Financial Statements as at and for the year ended 31st March 2018

	<u>As at</u> <u>31.03.2018</u> Rs.	<u>As at</u> <u>31.03.2017</u> Rs.
9 Deferred tax asset (Net)		
Deferred tax liability arising on account of:		
Timing difference in depreciable assets	21,941,197	20,922,597
Deferred tax asset arising on account of:		
Unabsorbed depreciation and carried forward business losses (recognised to the extent of deferred tax liability)	21,941,197	20,922,597
	<u>-</u>	<u>-</u>
10 LONG TERM LOANS AND ADVANCES (Unsecured, considered good, unless otherwise stated)		
Tax deducted at source & advance tax (Net of Provision)	97,501,546	122,125,836
	<u>97,501,546</u>	<u>122,125,836</u>
11 OTHER NON CURRENT ASSETS (Unsecured, considered good, unless otherwise stated)		
Ancillary borrowing cost (unamortised)	7,454,945	7,454,945
	<u>7,454,945</u>	<u>7,454,945</u>
12 INVENTORIES (At lower of cost and net realisable value)		
Finished Units	1,012,832,429	2,023,492,075
	<u>1,012,832,429</u>	<u>2,023,492,075</u>
13 TRADE RECEIVABLES (Considered good, unless otherwise stated)		
Debts Outstanding for a period exceeding 6 months from the date they became due for payment		
Secured	628,358	628,358
Unsecured	264,458	264,458
Considered doubtful	963,297	963,297
	1,856,113	1,856,113
Less : Provision for doubtful receivables	(963,297)	(963,297)
	892,816	892,816
Other Debts		
Secured	15,712,749	10,093,128
Unsecured	10,123,571	7,716,573
	25,836,320	17,809,701
	<u>26,729,136</u>	<u>18,702,517</u>
14 CASH AND CASH EQUIVALENTS		
Cash in hand	-	-
Balances with banks		
On current accounts	1,415,730	1,175,192
	<u>1,415,730</u>	<u>1,175,192</u>

MILLENNIA INFRASTRUCTURE PRIVATE LIMITED

Notes to Unaudited Financial Statements as at and for the year ended 31st March 2018

	<u>As at</u> <u>31.03.2018</u> <u>Rs.</u>	<u>As at</u> <u>31.03.2017</u> <u>Rs.</u>
15 SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good unless otherwise stated)		
Loans to		
Related party	407,400,000	10,700,000
Others	317,000,000	232,000,000
Other Loans and advances		
Advance recoverable in cash or in kind or for value to be received	568,065	1,021,388
Balance with government and other revenue authorities	207,950	1,616,490
Prepaid expenses	387,427	311,628
	<u>725,563,442</u>	<u>245,649,506</u>
16 OTHER CURRENT ASSETS		
(Unsecured, considered good unless otherwise stated)		
Interest receivable	38,484,717	26,113,159
Ancillary borrowing cost (unamortised)	582,917	582,917
	<u>39,067,634</u>	<u>26,696,076</u>

MILLENNIA INFRASTRUCTURE PRIVATE LIMITED

Notes to Unaudited Financial Statements as at and for the year ended 31st March 2018

	Year Ended 31.03.2018 Rs.	Year Ended 31.03.2017 Rs.
17 REVENUE FROM OPERATIONS		
Sale of commercial units	1,320,428,800	-
Other operating revenue		
Rental and service charges	337,957,027	363,080,344
	<u>1,658,385,827</u>	<u>363,080,344</u>
18 OTHER INCOME		
Interest Income	47,128,773	29,014,619
Miscellaneous Income	694,385	1,092,593
	<u>47,823,158</u>	<u>30,107,212</u>
19 CHANGES IN INVENTORIES OF Finished Units		
Opening Stock	2,023,492,075	2,023,492,075
Closing Stock	1,012,832,429	2,023,492,075
	<u>1,010,659,646</u>	<u>-</u>
20 FINANCE COST		
Interest expense	183,584,482	238,916,266
Other borrowing cost	786,956	14,594,886
	<u>184,371,438</u>	<u>253,511,152</u>
21 OTHER EXPENSES		
Power and fuel (Net of recoveries)	49,519,082	48,696,013
Insurance	642,175	615,028
Security charges	5,821,475	5,426,644
Property management expenses	42,670,656	42,018,537
Payments to auditors		
As auditor		
Audit fees	50,000	50,500
Tax audit fees	15,000	15,075
Reimbursement of expenses	-	6,221
Rates and taxes	1,310,406	213,572
Repairs and Maintenance - Building	2,768,540	1,454,373
Provision for doubtful debts	-	-
Provision for doubtful advances	-	-
Brokerage and commission	15,581,060	559,343
Advertisement and sales promotion	-	-
Travelling expenses	1,498,073	1,517,094
Legal and professional fees	-	-
Donation	100,000,000	-
Miscellaneous expenses	787,222	935,754
	<u>220,663,688</u>	<u>101,508,154</u>

LIKHAMI COMMERCIAL COMPANY LIMITED
UNAUDITED BALANCE SHEET AS AT 31st MARCH, 2018

	Notes	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	4,65,50,000	4,65,50,000
(b) Reserves and surplus	3	<u>1,45,75,61,090</u>	<u>1,36,83,10,964</u>
		<u>1,50,41,11,090</u>	<u>1,41,48,60,964</u>
(2) Current liabilities			
(a) Other current liabilities	4	2,17,084	1,96,446
(b) Short term provisions	5	<u>29,20,390</u>	<u>30,38,160</u>
		<u>31,37,474</u>	<u>32,34,606</u>
TOTAL		<u>1,50,72,48,564</u>	<u>1,41,80,95,570</u>
II ASSETS			
(1) Non - current assets			
(a) Property, Plant and Equipment	6	58,462	64,960
(b) Non - current investments	7	63,99,81,359	44,34,16,419
(c) Long term loans and advances	8	<u>7,90,75,176</u>	<u>7,84,09,468</u>
		<u>71,91,14,997</u>	<u>52,18,90,847</u>
(2) Current assets			
(a) Cash and cash equivalents	9	5,36,27,183	2,54,90,813
(b) Short term loans and advances	10	73,17,70,522	86,80,44,781
(c) Other Current Assets	11	<u>27,35,862</u>	<u>26,69,129</u>
		<u>78,81,33,567</u>	<u>89,62,04,723</u>
TOTAL		<u>1,50,72,48,564</u>	<u>1,41,80,95,570</u>

LIKHAMI COMMERCIAL COMPANY LIMITED

UNAUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

	<u>Notes</u>	<u>For the year Ended 31st March, 2018 Rs.</u>	<u>For the year Ended 31st March, 2017 Rs.</u>
I. Revenue from Operations	12	12,28,98,979	12,78,02,273
Total revenue		12,28,98,979	12,78,02,273
II. Expenses:			
Employee benefit expenses	13	29,62,966	23,30,463
Other expenses	14	46,79,389	53,66,427
Depreciation		6,498	6,524
Total expenses		76,48,853	77,03,414
III. Profit before tax (III-IV)		11,52,50,126	12,00,98,859
IV. Tax expense :			
Current Tax		2,60,00,000	4,05,00,000
V. Profit for the period (V-VI)		8,92,50,126	7,95,98,859
VI. Earnings per equity share (Nominal value per share Rs.10/-)			
Basic and Diluted	15.5	19.17	17.10

LIKHAM COMMERCIAL COMPANY LIMITED

UNAUDITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	For the year Ended 31st March, 2018		For the year Ended 31st March, 2017	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Taxation		11,52,50,126		12,00,98,859
<u>Adjustments for:</u>				
Adjustments for Depreciation	6,498		6,524	
Provision for fall in value of Investment/(write back)	-		15,98,204	
(Profit)/Loss on sale of Property, Plant and Equipment	-		(30,529)	
Provision for Standard Assets	(1,17,770)		3,36,374	
		(1,11,272)		19,10,573
Operating profit before Working Capital Changes		11,51,38,854		12,20,09,432
<u>Adjustments for:</u>				
(Increase) /decrease in Short term loans and advances	13,62,74,259		10,00,000	
(Increase) /decrease in Long term loans and advances			-	
(Increase) /decrease in Other Current Assets	(66,733)		-	
(Increase) /decrease in Non-Current Investments	(19,65,64,940)		(15,98,204)	
(Increase)/decrease in Other current liabilities	20,638	(6,03,36,776)		(5,98,204)
Cash Generated from operations		5,48,02,078		12,14,11,228
Direct Tax Paid		(2,66,65,708)		(4,05,00,000)
Net Cash Flow from Operating activities		2,81,36,370		8,09,11,228
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale/discard of Property, Plant & Equipments		-		91,059
(Purchase of Property, Plant & Equipments)		-		(1,29,863)
		-		(38,804)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Dividend (including Dividend Tax)		-		(18,95,982)
Net Cash used in Financing Activities		-		(18,95,982)
Net Increase/(Decrease) in Cash and Cash Equivalents		2,81,36,370		2,28,92,114
Cash and Cash Equivalent (Opening)		2,54,90,813		25,98,699
Cash and Cash Equivalent (Closing)		5,36,27,183		2,54,90,813

NOTES :

- i) The above Cash Flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 on Cash Flow Statement specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- ii) Figure in brackets represent cash outflow from respective activities.
- iii) Cash & Cash Equivalents do not include any amount which is not available to the Company for its use.
- iv) As breakup of Cash & Cash equivalents is also available in Note No.9, reconciliation of items of Cash & Cash equivalents as per Cash Flow Statement with the equivalent items reported in the Balance Sheet is not required and hence not provided.

LIKHAMI COMMERCIAL COMPANY LIMITED

Notes forming part of Financial Statements (Contd.)

NOTE - 2

Share capital

	As at 31st March, 2018		As at 31st March, 2017	
	No. of shares	Amount	No. of shares	Amount
	Rs.		Rs.	
(a) Authorised				
Equity Shares of Rs. 10/- each	50,00,000	<u>5,00,00,000</u>	50,00,000	<u>5,00,00,000</u>
(b) Issued, subscribed and fully paid up				
Equity Shares of Rs.10/- each fully paid up	46,55,000	<u>4,65,50,000</u>	46,55,000	<u>4,65,50,000</u>

(c) During the financial year 2014-2015, the Company issued 18 bonus shares of Rs. 10/- each fully paid for each equity share held by the members. The same was issued by capitalising General Reserve. Total number of shares issued was 44,10,000 and the amount of General Reserve Capitalised was Rs. 4,41,00,000/-.

(d) The Company has only one class of equity shares. The holders of the equity shares are entitled to receive dividends subject declared from time to time and are entitled to one vote per share.

(e) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

(f) Reconciliation of the number of Equity Shares Outstanding:

	As at 31st March, 2018		As at 31st March, 2017	
	No. of shares	Amount	No. of shares	Amount
Number of Shares outstanding at the beginning of the year	46,55,000	4,65,50,000	46,55,000	4,65,50,000
Number of Shares outstanding at the end of the year	<u>46,55,000</u>	<u>4,65,50,000</u>	<u>46,55,000</u>	<u>4,65,50,000</u>

(g) Shareholders holding more than 5 % of the equity shares in the Company :

	As at 31st March, 2018		As at 31st March, 2017	
	No. of shares held	% of holding	No. of shares held	% of holding
Ambuja Neotia Holdings (P) Ltd.	22,20,150	47.69	22,20,150	47.69
Govind Commercial Co. Limited	3,61,000	7.76	3,61,000	7.76
Mrs. Madhu Neotia	8,76,850	18.84	8,76,375	18.83
Radhakrishna BimalKumar Pvt. Ltd.	2,47,000	5.31	2,47,000	5.31
Mr. Banwarilal Dhandhania	3,61,000	7.76	3,61,000	7.76

LIKHAMI COMMERCIAL COMPANY LIMITED

Notes forming part of Financial Statements (Contd.)

NOTE - 3

Reserves and surplus

	As at 31st March, 2018		As at 31st March, 2017	
	Rs.	Rs.	Rs.	Rs.
Capital Reserve				
As per last account		17,44,860		17,44,860
General Reserve				
As per last account	86,74,50,000		86,74,50,000	
Add: Transfer from Surplus in the Statement of Profit and Loss	-	86,74,50,000	-	86,74,50,000
Reserve Fund*				
As per last account	29,82,06,752		28,22,86,752	
Add: Transfer from Surplus in the Statement of Profit and Loss	1,78,50,050	31,60,56,802	1,59,20,000	29,82,06,752
Surplus in the Statement of Profit and Loss				
Balance as per last account	20,09,09,352		13,72,30,493	
Add: Profit for the year	8,92,50,126		7,95,98,859	
Amount available for appropriation	29,01,59,478		21,68,29,352	
Less : Appropriations:				
Transfer to General Reserve	-		-	
Transfer to Reserve Fund	1,78,50,050		1,59,20,000	
Closing Balance		27,23,09,428		20,09,09,352
		1,45,75,61,090		1,36,83,10,964

*Reserve fund has been created pursuant to the provision of Section 45-1C of Reserve Bank of India Act, 1934.

- i) General Reserve is primarily created for the purpose of compliance with the requirements of Section 123(1) of the Companies Act, 2013. This is the free reserve and can be utilized for any general purpose like issue of bonus shares, payment of dividend, buy back of shares, etc.

NOTE - 4

Other current liabilities

	As at 31st March, 2018	As at 31st March, 2017
	Rs.	Rs.
Statutory Liabilities	37,530	25,550
Accrued expenses	98,893	90,235
Current Account with LLP	80,661	80,661
	2,17,084	1,96,446

NOTE - 5

Short Term Provisions

Provision against Standard Assets	29,20,390	30,38,160
	29,20,390	30,38,160

LIKHAMI COMMERCIAL COMPANY LIMITED
Notes forming part of Financial Statements (contd.)

NOTE 6

PROPERTY, PLANT AND EQUIPMENT

DESCRIPTION	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK			
	Cost as at 01.04.2017	Additions during the year	Deduction during the year	Total cost as at 31.03.2018	Upto 31.03.2017	For the year	Adjustment during the year	Total as at 31.03.2018	As at 31.03.2018	As at 31.3.2017
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
VEHICLES	68,396	-	-	68,396	3,436	6,498	-	9,934	58,462	64,960
TOTAL	68,396	-	-	68,396	3,436	6,498	0	9,934	58,462	64,960

PREVIOUS YEAR

PROPERTY, PLANT AND EQUIPMENT

DESCRIPTION	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK			
	Cost as at 01.04.2016	Additions during the year	Deduction during the year	Total cost as at 31.03.2017	Upto 31.03.2016	For the year	Adjustment during the year	Total as at 31.03.2017	As at 31.03.2017	As at 31.3.2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
VEHICLES	43,000	1,29,863	1,04,467	68,396	40,850	6,524.00	43,938	3,436	64,960	2,150
TOTAL	43,000	1,29,863	1,04,467	68,396	40,850	6,524	43,938	3,436	64,960	2,150

LIKHAMI COMMERCIAL COMPANY LIMITED

Notes forming part of Financial Statements (contd.)

NOTE 7

Non-current Investments

	As at 31st March, 2018	As at 31st March, 2017
	Rs.	Rs.
Long term		
(1) Quoted (Valued at cost less provision for other than temporary diminution)		
Other than trade investments (Fully Paid up)		
In equity shares of companies		
25 (Previous Year 25) Shares of Rs. 10/- each in Andhra Cements Ltd. (Net of Provision of Rs. 45/-, Previous year Rs. 45/-)	205	205
6,600 (Previous Year 6,600) Shares of Rs.10/- each in Aslan Lakto Ltd. (Net of Provision of Rs. 55,440/-, Previous year Rs. 55,440/-)	10,560	10,560
1,50,000 (Previous Year 15,000 of Rs. 10/-) Shares of Rs.1/- each in Dwarikesh Sugar Industries Ltd.	7,38,455	7,38,455
500,000 (Previous year 500,000) Shares of Rs. 10/- each in Electrosteel Steels Ltd. (Net of Provision of Rs. Nil-, Previous year Rs. Nil-)	19,25,000	19,25,000
250,000 (Previous Year 250,000) Shares of Rs.10/- each in Noida Toll Bridge Co. Ltd. (Net of Provision of Rs.64,85,000/-, Previous year 64,85,000/-)	28,12,500	28,12,500
500 (Previous year 500 of Rs. 1/- each) Shares of Rs.1/- each in State Bank of India.	9,186	9,186
5,000 (Previous Year 5,000) Shares of Rs.10/- each in Suvarna Aqua Ltd. (Net of Provision Rs. 128,849/-, Previous Year Rs.128,849/-).	1	1
185,000 (Previous Year 185,000) Shares of Re. 1/- each in Usha Martin Ltd. (Net of Provision of Rs. 122,49,725/-, Previous year Rs. 122,49,725/-)	32,28,250	32,28,250
TOTAL A	<u>87,24,157</u>	<u>87,24,157</u>
(ii) In Bonds of Companies		
50 (Previous Year 50) Bonds of Rs. 1,000,000/- each in Yes Bank Ltd.	5,00,00,000	5,00,00,000
TOTAL B	<u>5,00,00,000</u>	<u>5,00,00,000</u>

(2) Unquoted (Valued at cost less provision for other than temporary diminution)

(a) Trade investments (Fully Paid up)

In equity shares of companies

LIKHAMI COMMERCIAL COMPANY LIMITED
Notes forming part of Financial Statements (contd.)

NOTE 7 (Contd.)

	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
(l) Others:		
435,100 (Previous Year 435,100) Shares of Rs. 10/- each in Govind Commercial Co. Ltd. (Includes bonus 412,200, Previous year 412,200).	2,88,63,300	2,88,63,300
7,000 (Previous Year 7,000) Shares of Rs.10/- each in Mega Resources Ltd.	6,17,800	6,17,800
180,000 (Previous Year 180,000) Shares of Rs.10/- each in Raghuvir Vanijya Pvt. Ltd.	1,80,700	1,80,700
2,300,000 (Previous Year 2,300,000) Shares of Rs. 10/- each in Ambuja Neotia Holdings Pvt. Ltd.	4,41,36,250	4,41,36,250
(b) Other than trade investments (Fully Paid up)		
(i) In equity shares of companies		
Subsidiary Company		
174,994 Shares of Rs. 10/- each in Paradise Film Production (P) Ltd.(Net of Provision of Rs.1,387,454/- Previous Year Rs. 1,387,454/)	1	1
Associate Companies		
35,000 (Previous year 35,000) Shares of Rs. 10/- each in Classical Hospitality Venture Co. Ltd.(Net of Provision of Rs.61,600/-, Previous year Rs 61,600/-)	2,88,400	2,88,400
45,000 (Previous year 45,000) Shares of Rs. 10/- each in Ekantika Hospitality (P) Ltd.(Net of Provision of Rs.2,32,050/-, Previous year Rs. 2,32,050/-)	3,37,950	3,37,950
955,100 (Previous Year 455,100) Shares of Rs. 10/- each in Gajraj Securities & Services Pvt. Ltd. (Net of Provisions of Rs. 28,653/-, Previous Year Rs. 28,653/-).	95,22,347	95,22,347
350,000 (Previous Year 300,000) Shares of Rs. 10/- each in Himsikhar Properties (P) Ltd. (Net of Provision of Rs. 8,88,000/-, Previous year Rs.8,88,000/-)	24,72,000	21,12,000
Others		
30,000 (Previous Year 30,000) Shares of Re. 1/- each in All India Technologies Ltd.	1,33,000	1,33,000
40,000 (Previous year 40,000) Shares of Rs. 10/- each in Ambuja Motion Picture Co. Ltd.(Net of Provision of Rs.1,34,000/-, Previous year Rs.1,34,000/-)	2,66,000	2,66,000
1,750,000 (Previous Year 1,750,000) Shares of Rs. 10/- each in Ambuja Realty Development Limited (Net of Provision Rs. 98,00,000/-, Previous year Rs 98,00,000/)	2,52,00,000	2,52,00,000
15,000 (Previous year 15,000) Shares of Rs. 10/- each in Classical Paradise Hotels & Resort Ltd. (Net of Provision Rs.1,500/-, Previous year Rs 1,500)	1,48,500	1,48,500
525,000 (Previous year 520,000) Shares of Rs. 10/- each in C&C Real Estates (P) Ltd (Net of Provision Rs.1,61,200/-, Previous year Rs 1,61,200/)	50,88,800	50,38,800
2,20,100 (Previous Year 19,889) Shares of Rs.10/- each in Distant Horizon Orchard Pvt. Ltd. in lieu of shares in Saket Petrolub Pvt. Ltd.	1,35,34,350	4,88,100
192,500 (Previous year 192,500) Shares of Rs. 10/- each in Epoch Greenfields Parks Development Ltd.(Net of Provision of Rs.60,025/-, Previous year Rs. 60,025/-).	18,99,975	18,99,975
330,000 (Previous year 330,000) shares of Rs. 10/- each in Gajlakshmi IT Park Developers Ltd (Net of Provision of Rs. 62,700/-, Previous year Rs. 62,700/-)	32,37,300	32,37,300
90,000 (Previous year 90,000) Shares of Rs. 10/- each in Green Emerald Hotel & Resort Co. Ltd.(Net of Provision Rs.10,500/-, Previous year Rs.10,500/-)	9,04,500	9,04,500
Carried Forward	13,68,31,173	13,33,74,923

LIKHAMI COMMERCIAL COMPANY LIMITED
Notes forming part of Financial Statements(contd.)

NOTE 7 (Contd.)

		As at 31st March, 2018	As at 31st March, 2017
		Rs.	Rs.
Brought Forward		13,68,31,173	12,33,74,923
19,000	(Previous year 19,000) Shares of Rs. 10/- each in Harshada Hotels Co (P) Ltd.(Net of Provision Rs. 39,330/-, Previous year Rs.39,330/-)	1,50,670	1,50,670
75,000	(Previous Year 75,000) Shares of Rs. 10/- each in Kiwi Entertainment Vistas Ltd. (Net of Provisions Rs. 749,999/-, Previous Year Rs. 749,999/-).	1	1
318,000	(Previous year 318,000) Shares of Rs. 10/- each in Navin Buildcon (P) Ltd. (Net of Provision of Rs.Nil, Previous Year Rs.NIL)	31,80,000	31,80,000
300,000	(Previous year 300,000) Shares of Rs. 10/- each in Ivy Real Estates Pvt. Ltd (Net of Provision Rs.39,000/-, Previous year Rs. 39,000/-).	29,61,000	29,61,000
315,000	(Previous year 315,000) Shares of Rs. 10/- each in Panachwati Greenfield Pvt. Ltd.	31,50,000	31,50,000
50,000	(Previous Year 50,000) Shares of Rs. 10/- each in Park Hospitals.	5,00,000	5,00,000
29	(Previous year 29) Shares of Rs. 10/- each in Radhakrishna Dimalkumar Pvt. Ltd.	5,356	5,356
35,000	(Previous year 35,000) Shares of Rs. 10/- each in Rising Towers (P) Ltd (Net of Provision Rs.3,34,600/-, Previous year Rs 3,34,600/-)	15,400	15,400
365,000	(Previous year 365,000) Shares of Rs. 10/- each in Strong Walls Realty Ltd (Net of Provision Rs.65,700/-, Previous year Rs 65,700/)	35,84,300	35,84,300
250,000	(Previous Year 250,000) Shares of Rs. 10/- each in Sky B (Bangla) Pvt. Ltd. (Net of Provisions Rs. 2,372,500/-, Previous year Rs. 2,372,500/-).	1,27,500	1,27,500
38,600	(Previous Year 50,000) Shares of Rs. 10/- each in Studio for Architecture Landscape & Enterprise Pvt. Ltd.	3,86,000	5,00,000
78,000	(Previous year 78,000) Shares of Rs. 10/- each in Vistar Properties (P) Ltd.(Net of Provision of Rs. 26,520/-, Previous year Rs. 26,520/-)	7,53,480	7,53,480
60,000	(Previous year 60,000) Shares of Rs. 10/- each in Zoneith Greenfield Real Estate Ltd.(Net of Provision of Rs. 1,24,800/-, Previous year Rs.1,24,800/-)	4,75,200	4,75,200
TOTAL C		<u>15,21,20,080</u>	<u>13,87,77,830</u>

LIKHAMI COMMERCIAL COMPANY LIMITED
Notes forming part of Financial Statements(contd.)

NOTE 7 (Contd.)

	As at 31st March, 2016 Rs.	As at 31st March, 2017 Rs.
(ii) In Preference shares of companies		
200,000 (Previous Year 200,000) 8% Redeemable Cumulative Preference Shares of Rs. 100/- each in Dwarikesh Sugar industries Ltd.	2,06,26,500	2,06,26,500
35,000 (Previous Year 35,000) 12% Redeemable Preference Share of Rs. 100/- each in Sree Krishna Polystrap Pvt. Ltd.	35,00,000	35,00,000
31,250 (Previous Year Nil) Cumulative Compulsorily Convertible Preference Share of Rs. 10/- each in Seekho Education P Ltd.	25,00,000	-
1462 (Previous Year Nil) Cumulative Compulsorily Convertible Preference Share of Rs. 10/- each in We Techshiksha Labs P Ltd.	12,50,010	-
TOTAL D	2,78,76,510	2,41,26,500
(iii) In debentures of Companies		
5 (Previous Year 5) Non Convertible Debentures of Rs. 100/- each (Part B) in Andhra Cements Ltd.	800	800
2,50,000 (Previous Year Nil) Optionally Convertible Debentures of Rs. 10/ each in Ordunio Labs Pvt Limited	25,00,000	-
TOTAL E	25,00,800	800
(iv) In LLP Firm Catch 22 Informatics LLP	1,10,000	11,00,000
(v) In mutual funds		
Nil (Previous year 405329.266) Units in Birla Sunlife Cash Manager Growth Plan.	-	15,88,68,332
Nil (Previous Year 6593.091) Units in HDFC Cash Management Growth Plan.	-	1,68,638
131117.821 (Previous Year 140035.747) Units in BSI Saving Fund Growth Plan	4,00,85,641	4,28,12,050
Nil (Previous Year 81460.613) Units in Treasury Optimiser Fund Growth Plan	-	1,64,39,345
239876.700 (Previous Year 239876.700) Units in Sundaram Equity Multiplier Fund.	23,98,767	23,98,767
121355.305 (Previous year Nil) Units in Franklin India High Growth Plan.	49,50,000	-
14095.612 (Previous year Nil) Units in Franklin India Short Term Plan.	5,00,00,000	-
2553514.229 (Previous year Nil) Units in Franklin India Ultra Short Term Plan.	5,94,98,974	-
3638348.190 (Previous year Nil) Units in ICICI Prudential Equity Arbitrage.	5,00,00,000	-
192886.805 (Previous year Nil) Units in ICICI Prudential liquid .	4,93,32,716	-
4020179.938 (Previous year Nil) Units in IDFC Arbitrage Fund .	5,09,63,085	-
106807.983 (Previous year Nil) Units in Invesco India Contra Fund Growth.	49,50,000	-
2181.151 (Previous year Nil) Units in Invesco India Liquid Fund .	50,95,144	-
122335.583 (Previous year Nil) Units in Kotak Emerging Equity Scheme Growth .	49,50,000	-
4760626.107 (Previous year Nil) Units in Kotak Equity Arbitrage Fund .	5,12,50,980	-
1828.8101 (Previous year Nil) Units in Kotak Floater Short Term Fund .	50,97,611	-
185938.050 (Previous year Nil) Units in Motilal Oswal Most Focused 35 Fund.	49,50,000	-
384910.936 (Previous year Nil) Units in Motilal Oswal Ultra Short.	50,79,708	-
130037.616 (Previous year Nil) Units in SBI Blue Chip Fund Regular Growth	49,50,000	-
1915.151 (Previous year Nil) Units in SBI Premier Liquid Fund	50,97,186	-

TOTAL F	<u>39,86,49,812</u>	<u>22,06,87,132</u>
GRAND TOTAL A+ B+C+D+E+F	<u>63,99,81,359</u>	<u>44,34,16,419</u>
Aggregate amount of unquoted investments	64,78,37,333	44,40,84,938
Aggregate amount of quoted investments	2,76,43,216	2,76,43,216
Aggregate Market value of quoted investments	1,15,06,216	1,49,79,216
Aggregate Provision for diminution in value of investments	3,54,99,190	3,54,99,190

LIKHAMI COMMERCIAL COMPANY LIMITED

Notes forming part of financial statement (contd.)

	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
NOTE 8		
Long term loans and advances		
(Unsecured, Considered Good)		
Other loans and advances		
Advance taxes (Net of Provision)	7,90,75,176	7,84,09,468
	<u>7,90,75,176</u>	<u>7,84,09,468</u>
NOTE 9		
Cash and cash equivalents		
Balances with banks		
In Current Accounts	5,36,08,991	2,54,53,708
Cash on hand	18,192	37,105
	<u>5,36,27,183</u>	<u>2,54,90,813</u>
NOTE 10		
Short term loans and advances		
(Unsecured, Considered Good)		
Advance for Purchase of Investments	16,50,000	-
Loans to related parties (Refer Note no 15.4)		
Subsidiary Companies	2,54,81,863	2,30,00,000
Associate Companies	-	-
Other Related Parties	25,16,50,276	29,63,09,845
Other loans and advances		
Loan to others (Other than related parties)	44,14,63,383	53,66,02,640
Private Limited Companies in which Directors of the Company are Directors	1,15,00,000	1,21,32,296
Advance to Staff	25,000	-
	<u>73,17,70,522</u>	<u>86,80,44,781</u>
NOTE 11		
Other Current Assets		
Debenture interest receivable	68,054	-
Prepaid Expenses	-	1,321
Bond interest receivable	26,67,808	26,67,808
	<u>27,35,862</u>	<u>26,69,129</u>

LIKHAMI COMMERCIAL COMPANY LIMITED
Notes forming part of Financial Statements (contd.)

NOTE 12

Revenue from operations

	For the year ended 31st March, 2018 <u>Rs.</u>	For the year ended 31st March, 2017 <u>Rs.</u>
Interest income - On Loans	7,81,99,084	10,44,84,561
- On Bonds	47,50,000	47,50,000
- On Debentures	75,616	8,013
Dividend income		
Long term investment	2,05,21,837	4,35,967
Net gain on sale of investments		
Long Term	41,79,542	-
Current	1,51,72,900	1,19,91,477
Redemption of debentures	-	61,32,255
	<u>12,28,98,979</u>	<u>12,78,02,273</u>

NOTE 13

Employee benefits expenses

Salaries, bonus etc.	28,70,083	23,26,062
Staff welfare expenses	92,883	4,401
	<u>29,62,966</u>	<u>23,30,463</u>

NOTE 14

Other expenses

Rent	2,59,320	36,770
Electricity Charges	48,050	-
Rates & Taxes	2,44,059	76,186
Insurance	1321	1,482
Professional Service Charges	11,31,500	1,86,500
Printing & Stationery	3,780	55,450
Publicity & Advertisement Expenses	14,397	45,215
Telephone Expenses	63,995	68,533
Vehicle Expenses	-	29,785
De-Mat Charges	21,420	10,305
Payment to Auditors :		
As Audit Fees	65,000	65,000
As Tax Audit Fees	12,500	12,500
For Other Services	5,000	12,500
Directors' Meeting Fees	1,75,000	1,75,000
Corporate Social Responsibility Expenses (Donation to Charitable Trust)		
(Refer Note No. 15.8)	27,00,000	26,00,000
Miscellaneous Expenses	35,395	16,370
Provision for fall in value of Investments		15,98,204
Loss on Sale of Property, Plant and Equipment	-	30,529
Balances Written off	16,422	-
Provision against Standard Assets*	(1,17,770)	3,36,374
Loss from Partnership Firm	-	9,724
	<u>46,79,389</u>	<u>53,66,427</u>

*The Company has made a provision against Standard Assets, which has been charged to the Statement of Profit and Loss. This Provision has been made in accordance with Non-Banking Financial (Non Deposit Accepting or Holding) Companies prudential norms (Reserve Bank) Directions, 2007(as amended).

CHOICEST ENTERPRISES LIMITED

Unaudited Balance Sheet as at 31st March, 2018

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	24,50,00,000	24,50,00,000
Reserves and surplus	3	(24,65,55,056)	(23,69,18,871)
		(15,55,056)	80,81,129
Non-current liabilities			
Long-term borrowings	4	3,90,00,000	7,12,87,000
Other Long term liabilities	5	12,21,49,637	12,31,86,199
Long-term provisions	6	1,31,76,756	1,31,76,756
		17,43,26,393	20,76,49,955
Current liabilities			
Short-term borrowings	7	14,60,19,559	11,75,85,704
Trade payables	8	13,14,53,025	13,63,45,577
Other current liabilities	9	10,12,43,384	9,91,88,568
Short-term provisions	10	6,72,161	7,64,343
		37,93,88,129	35,38,84,193
TOTAL		55,21,59,468	56,96,15,276
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11		
Tangible assets		27,45,79,006	29,96,67,372
Intangible assets		68,87,900	13,10,503
Capital work-in-progress		3,75,13,805	1,76,183
		31,89,80,711	30,11,54,058
Non-current investments	12	3,52,14,600	3,52,14,600
Deferred Tax Assets (Net)	13	1,95,97,710	1,95,97,710
Long-term loans and advances	14	2,69,33,234	3,04,62,421
		8,17,45,544	8,52,74,731
Current assets			
Inventories	15	1,29,97,108	1,02,16,633
Trade receivables	16	6,75,06,958	4,88,35,153
Cash and cash equivalents	17	1,24,95,985	2,78,88,324
Short-term loans and advances	18	5,75,37,398	9,15,90,897
Other current assets	19	8,95,764	46,55,477
		15,14,33,214	18,31,86,484
TOTAL		55,21,59,468	56,96,15,274

Summary of significant accounting policies

1

CHOICEST ENTERPRISES LIMITED

Unaudited Statement of Profit and loss for the half year ended 31st March, 2018

(Amount in Rs.)

Particulars	Note No.		Year ended 31.03.2018	Year ended 31.03.2017
REVENUE				
Revenue from operations	20		70,83,93,113	60,09,05,137
Other income	21		2,08,00,007	3,03,85,212
			72,91,93,122	63,12,90,348
EXPENSES				
Consumption of Stores, provisons & others	22		17,76,89,387	14,62,20,948
Employee benefits expense	23		17,97,11,074	16,59,64,408
Finance costs	24		2,17,84,841	2,74,35,610
Depreciation and amortisation expense		3,45,61,817	3,40,47,982	3,40,25,902
less: Transfer from revaluation reserve		5,13,835		
Other expenses	25		32,50,82,186	27,09,98,936
			73,83,15,470	64,46,45,805
Profit before exceptional and extraordinary items and tax			(91,22,349)	(1,33,55,456)
Exceptional/ Extraordinary Items			-	-
Profit before tax			(91,22,349)	(1,33,55,456)
Tax Expense :				
Profit for the period			(91,22,349)	(1,33,55,456)

CHOICEST ENTERPRISES LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

1. Significant Accounting Policies

a) Accounting Convention:-

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year, except for the change in accounting policy explained below.

Assets and liabilities have been classified as current and non-current as per the Company's operating cycle and other criteria set out in the Schedule II to the Companies Act, 2013.

b) Tangible Assets:-

Tangible assets are stated at original cost including all related expenses of acquisition and installation unless revalued. Assets acquired on amalgamation are stated at book value of the amalgamated Company.

Capital Work in progress represent expenditures incurred in respect of capital project under development and are carried at cost. Cost includes land, related acquisition expenses, construction cost, borrowing cost capitalized and other direct expenditure.

c) Depreciation:-

Depreciation on fixed assets is provided on written down value method on the basis of useful life of assets under schedule II of the Indian Companies Act 2013. Depreciation on the increased value of Land & Building due to revaluation is adjusted with the Revaluation Reserve Account.

Intangible assets/ software licenses are amortised on their respective individual estimated useful live on written down method commencing from the date the asset is available to the company for its use.

d) Income:-

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sales & Services are stated net of discounts and taxes.

Non-refundable Joining fee equivalent to 40% of such fees received towards admission to the club(s) is recognized as income on admission of a member and joining fees equivalent to 60% thereof towards utilization of the club facilities is recognized as income equally over the membership period. Accounting of cancellation of membership is done as per terms of the club(s) membership.

Subscription Income in respect of members to whom services have been suspended on account of non-payment of dues is recognized as income in the year of receipt upon renewal/revival of membership.

Income from subsidy is recognized on cash basis.

e) Investments:-

Long-term investments are stated at cost and provision is made for diminution other than temporary, in the carrying value of investment. Current investments are carried at lower of cost and fair value.

f) Inventories:-

Inventories are stated at lower of cost or net realizable value. Cost is generally determined on weighted average basis.

g) Contingencies:-

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

CHOICEST ENTERPRISES LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

h) Retirement Benefits:-

Short -term Employee Benefits:

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

Long Term Employee Benefits:

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the year.

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets where such plans are funded. Measurement of any assets resulting from this calculation is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the scheme.

Other Long-term Employment Benefits (unfunded):

The cost of providing long-term employee benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Other long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

i) Borrowing Cost:-

Borrowing Costs relating to acquisition / construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete and commercially stabilized. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are expensed in the period in which they are incurred.

j) Taxes on income:-

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961. Deferred income taxes reflect the impact of current year, which are capable of reversal in one, or subsequent years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available in future against which such deferred tax assets can be realized. In situation where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that sufficient taxable income would be available in future against which such deferred tax asset can be realized.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note Issued by The Institute of Chartered Accountants of India, asset arising from MAT credit entitlement is recognised when such MAT became due. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during specified period.

k) Impairment:-

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

CHOICEST ENTERPRISES LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

l) Leases:-

Leases where lessor effectively retains substantially all the risks and benefits of ownership of the leases term are classified as operating leases. Operating lease payments/ receipts are recognized as an expense/ income in the Profit and Loss Statement on a straight-line basis over the lease term or on revenue sharing basis as per underlying agreement.

Cost, including depreciation is charged to profit and loss statement except for cost related to non-refundable club membership joining fees shared with lessor which is charged over the tenure of membership period.

m) Foreign Currency Transaction:-

Transaction in foreign currency is recognized in the reporting at current prevailing exchange rates on the transaction date. Foreign current monetary items are reported using the closing rates. Exchange difference arising on the settlement of monetary items or on reporting monetary items of the company at rates difference from those at which they were initially recorded during the year or reported in previous financial statements are recognized as income or expenses in the year in which they arise. Transaction completed during the year is accounted for at the ruling rates.

n) Cash & Cash equivalent:-

Cash & Cash equivalent as indicated in the cash flow statements comprises cash at bank and in hand and highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

CHOICEST ENTERPRISES LIMITED

Notes to the Financial Statements

(Amount in Rs.)

2 Share Capital	As at 31.03.2018	As at 31.03.2017
2.1 Authorised		
25,000,000 (Previous Year : 25,000,000) Equity shares of Rs.10 each	25,00,00,000	25,00,00,000
	25,00,00,000	25,00,00,000
2.2 Issued		
24,500,000 (Previous Year : 24,500,000) Equity shares of Rs.10 each	24,50,00,000	24,50,00,000
	24,50,00,000	24,50,00,000
2.3 Subscribed and paid-up		
24,500,000 (Previous Year : 24,500,000) Equity shares of Rs.10 each	24,50,00,000	24,50,00,000
	24,50,00,000	24,50,00,000

2.4 **Reconciliation of number of shares**

	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	Amount	Number of Shares	Amount
<u>Equity Shares</u>				
Balance at the beginning of the year	2,45,00,000	24,50,00,000	1,96,00,000	19,60,00,000
Add : Shares issued during the year	-	-	49,00,000	4,90,00,000
Less : Shares repurchased during the year	-	-	-	-
Balance as at the end of the year	2,45,00,000	24,50,00,000	2,45,00,000	24,50,00,000

2.5 **Rights, preferences and restrictions attaching to various classes of shares**

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

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

2.6 **Detail of shares held by holding company**

Sl. No	Name of the shareholders	No. of equity shares held in the aggregate	
		As at 31st March 2018	As at 31st March 2017
1	Ambuja Neotia Holding Pvt. Ltd	2,44,99,940	2,44,99,940

2.7 **Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Equity Shares :			
Ambuja Neotia Holding Pvt. Ltd	2,44,99,940	2,44,99,940	
	99.9998%	99.9998%	

CHOICEST ENTERPRISES LIMITED

	As at 31st March 2018	(Amount in Rs.) As at 31st March 2017
3 Reserves and Surplus		
3.1 Securities Premium Account		
Balance as at beginning of the year	2,900	2,900
Balance as at the end of the year	<u>2,900</u>	<u>2,900</u>
3.2 Revaluation Reserve		
Balance as at beginning of the year	1,24,71,719	1,30,07,634
Less: Adjusted with depreciation expenses during the year	5,13,835	5,35,915
Balance as at the end of the year	<u>1,19,57,884</u>	<u>1,24,71,719</u>
3.3 General Reserve		
Balance as at beginning of the year	6,57,165	6,57,165
Balance as at the end of the year	<u>6,57,165</u>	<u>6,57,165</u>
3.4 Surplus in Statement of Profit and Loss		
Balance as at beginning of the year	(25,00,50,655)	(23,66,95,199)
Profit/(loss) for the year	(91,22,349)	(1,33,55,456)
Balance as at the end of the year	<u>(25,91,73,004)</u>	<u>(25,00,50,655)</u>
TOTAL	<u>(24,65,55,056)</u>	<u>(23,69,18,871)</u>
4 Long-term borrowings		
Secured :		
Term Loan :		
From Bank : [Refer (a) below]	3,90,00,000	7,12,87,000
	<u>3,90,00,000</u>	<u>7,12,87,000</u>
Term Loans from Bank		
(a) Term of Repayment : Repayable in 28 structured quarterly installments (varying from Rs 3,000,000/- in first installment to Rs.7,500,000/- in the last installment) beginning from quarter November 2013, carrying interest of base rate plus 2.5% payable monthly		
Nature of Security : Exclusive charge by way of equitable mortgage on all the fixed assets of the hotel cum club located at Siliguri and equitable mortgage of 3.04 acres land and building thereon pertaining to club montana vista at siliguri. Equitable mortgage of land and building of base kitchen project and hypothecation of entire movable fixed assets (including plant and machinery) being created under the Base Kitchen project at Pagladanga-Kolkata		
5 Other Long-term liabilities		
Interest Free Membership Deposits	3,85,63,136	3,85,72,125
(Repayable after 30 years from the date of receipt of deposits)		
Advance membership fees received	8,35,86,501	8,46,14,074
	<u>12,21,49,637</u>	<u>12,31,86,199</u>

CHOICEST ENTERPRISES LIMITED

		(Amount in Rs.)	
		As at 31.03.2018	As at 31.03.2017
6	Long-term provisions		
	Provision for employee benefits		
	Provision for gratuity	1,01,77,943	1,01,77,943
	Provision for leave	29,98,813	29,98,813
		1,31,76,756	1,31,76,756
7	Short-term borrowings		
	Secured		
	Cash Credit facility from Banks [Refer (a) below]	1,94,96,934	1,99,42,437
	Overdraft facility from Banks [Refer (b) below]	8,15,22,626	8,76,43,267
	Unsecured		
	Loan from a related party	4,50,00,000	1,00,00,000
		14,60,19,559	11,75,85,704
(a)	Nature of Security		
	Exclusive charge by way of equitable mortgage on all the fixed assets of the hotel cum club located at Siliguri and equitable mortgage of 3.04 acres land and building thereon pertaining to club montana vista at siliguri and exclusive charges of entire current assets of the company both present and future.		
	Interest on such borrowing is payable monthly PLR plus 2.5% .		
(b)	Nature of Security		
	Extension of equitable mortgage of 35103 sq. ft. of space consisting of Food court & Ecohub at Ecopsace newtown, kolkata and extension of equitable mortgage of 19237 sq. ft. of office space and 7543 sq. ft. of terrace area of Ecopsace building.		
8	Trade payable		
	Others [Refer note below]	13,14,53,025	13,63,45,577
		13,14,53,025	13,63,45,577
	<u>Note:</u>		
(a)	No amount is due to Micro, Small and Medium enterprises (identified on the basis of information made available during the year by such enterprises to the Company). No interest in terms of Micro, Small and Medium Enterprises Development Act, 2006 has been either paid or accrued during the year.		
9	Other current liabilities		
	Current Maturities of long term debt (refer note 4a)	3,00,00,000	2,58,00,000
	Interest accrued and due on borrowings		4,06,108
	Advance from customers & members	3,46,66,638	2,49,91,703
	Advance from Related Party	45,01,412	45,01,412
	Advance membership fees received	1,14,60,663	1,22,24,661
	Statutory dues including provident fund and tax deducted at source	63,48,500	57,91,819
	Security and other deposits	81,70,074	82,71,870
	Sundry liabilities	60,96,099	1,72,00,995
	Capital liability		
		10,12,43,384	9,91,88,568
10	Short-term provisions		
	Provisions for employee benefits :		
	Gratuity	2,64,305	2,66,031
	Leave encashment	4,07,856	4,98,312
		6,72,161	7,64,343

11 - a) Tangible Assets

Particulars	(Amount in Rs.)									
	Gross Block Cost as at 31.03.2016	Additions	Sale / Deduction	Cost as at 31.03.2017	Depreciation Upto 31.03.2016	For the year	Adjustment on sales / Deduction	Upto 31.03.2017	Net Block As at 31.03.2017	As at 31.03.2016
Land										
- Freehold Land	7,38,529	-	-	7,38,529	-	-	-	-	7,38,529	7,38,529
- Leasehold Land	3,24,30,200	-	-	3,24,30,200	2,83,654	47,567	-	3,31,221	3,20,98,979	3,21,46,546
Building	23,12,72,645	4,58,724	-	23,17,31,369	6,43,92,113	79,94,137	-	7,23,86,250	15,93,45,119	15,68,80,532
Generator	89,95,828	-	-	89,95,828	48,19,823	7,78,456	-	55,98,280	33,97,548	41,76,005
Furniture & Fixtures	11,37,17,130	1,18,10,970	3,96,374	12,51,31,726	9,07,47,510	77,31,865	1,95,764	9,82,83,611	2,68,48,114	2,29,69,620
Electrical Installation	4,87,11,735	1,19,93,449	1,26,400	4,97,78,783	2,59,89,846	42,26,334	56,898	3,01,59,282	1,56,19,502	2,27,21,889
Kitchen Equipments	7,11,33,074	46,26,247	16,19,818	7,41,41,503	3,57,40,869	66,81,910	8,44,929	4,15,77,849	3,25,63,654	3,53,92,205
Music & Sound Equipments	84,41,332	2,45,580	-	86,86,922	51,31,275	6,69,662	-	58,00,937	28,85,985	33,10,057
Crockery & Cutlery	44,55,269	-	-	44,55,269	35,10,750	1,73,691	-	36,84,440	7,70,829	9,44,520
Air Conditioners	2,69,22,125	11,39,650	-	2,80,61,816	1,60,48,289	20,60,048	-	1,81,08,336	99,53,480	1,08,73,838
Office Equipments	34,83,940	14,45,900	-	49,29,840	25,14,021	5,31,161	-	30,45,181	18,84,658	9,69,919
Telephone & Intercoms	7,01,473	-	-	7,01,473	6,66,399	-	-	6,66,399	35,074	35,074
Computers & Peripherals	3,13,24,019	23,41,617	-	3,36,65,636	2,87,77,734	14,52,129	-	3,02,29,863	34,35,773	25,46,285
Plant & Machinery	60,91,668	16,224	-	61,07,892	28,34,157	6,01,410	-	34,35,567	26,72,325	32,57,511
Gym & Sports Equipment	85,77,915	1,56,298	-	87,34,214	45,29,028	8,13,645	-	53,42,673	33,91,541	40,48,888
Vehicle	4,85,829	-	3,98,419	87,410	2,86,061	13,241	2,38,266	61,036	26,374	1,99,768
Total	59,74,82,712	2,34,36,709	25,41,011	61,83,78,408	28,62,71,530	3,37,75,255	13,35,857	31,87,10,925	29,96,67,484	31,12,11,185
PREVIOUS YEAR	59,03,18,539	71,64,173	-	59,74,82,711	24,46,58,532	4,16,12,997	-	28,62,71,525	31,12,11,186	34,56,60,007
Capital Work in progress	3,33,451	-	1,57,268	1,76,183	-	-	-	-	1,76,183	3,33,451
PREVIOUS YEAR	9,54,913	1,67,285	7,88,747	3,33,451	-	-	-	-	3,33,451	9,54,913

b - In Tangible Assets

Particulars	(Amount in Rs.)									
	Gross Block Cost as at 31.03.2016	Additions	Sale / Deduction	Cost as at 31.03.2017	Depreciation Upto 31.03.2016	For the year	Adjustment on sales / Deduction	Upto 31.03.2017	Net Block As at 31.03.2017	As at 31.03.2016
Computer Software	46,46,686	4,39,525	-	50,86,211	29,85,146	7,86,562	-	37,75,708	13,10,503	16,57,540
Total	46,46,686	4,39,525	-	50,86,211	29,85,146	7,86,562	-	37,75,708	13,10,503	16,57,540
PREVIOUS YEAR	36,15,422	10,31,264	-	46,46,686	9,97,641	19,91,505	-	29,89,146	16,57,540	26,17,781

CHOICEST ENTERPRISES LIMITED

		(Amount in Rs.)	
		As at 31.03.2018	As at 31.03.2017
12	Non-current investments		
	Non-current investments		
	Long Term		
	unquoted, other than trade investment (Valued at cost)		
	I Investment in Equity Instruments		
	In Subsidiary Companies:		
	2,49,998 (Previous Year - 2,49,998) equity shares of Enrico Tea & Snacks Bar Pvt Ltd of Rs. 10/- each fully paid	24,99,980	24,99,980
	760,000 (Previous Year - 760,000) equity shares of City Tea Junction Pvt Ltd of Rs. 10/- each fully paid	76,00,000	76,00,000
	In Other Companies:		
	16,000 (Previous Year - 16,000) equity shares of RKBK Fiscal Services Pvt. Ltd of Rs. 10/- each fully paid	80,000	80,000
	250 (Previous Year - 250) equity shares of Property Care Services Ltd of Rs. 10/- each fully paid	2,500	2,500
	32,120 (Previous Year - 32,120) equity shares of SGBC Owner's Association (P) Ltd of Re. 1/- each fully paid	32,120	32,120
	Investment in Debentures		
	In Subsidiary Companies:		
	25,00,000 (Previous Year - 25,00,000) debentures of Enrico Tea & Snacks Bar Pvt Ltd of Rs. 10/- each fully paid	2,50,00,000	2,50,00,000
		3,52,14,600	3,52,14,600
	Unquoted investments		
	Aggregate Amount	3,52,14,600	3,52,14,600
13	Deferred Tax Assets		
	Timing difference resulting in liability /(asset) on account of :		
	Depreciation as per tax law and books	45,57,167	47,15,942
	Disallowances allowable for tax purpose on payment	7,59,88,869	7,73,32,206
		8,05,46,036	8,20,48,148
	Differential deferred tax asset not recognised [See below(a)]	6,09,48,326	6,24,50,438
		1,95,97,710	1,95,97,710
14	Long-term loans and advances		
	Unsecured considered good unless otherwise stated.		
	Security deposits	1,88,12,158	1,87,26,755
	Prepaid Expenses	-	2,29,677
	Advance tax	81,21,076	1,15,05,990
		2,69,33,234	3,04,62,421

In view of significant carried forward losses, the company has not recognized incremental differential net deferred tax assets, which are represented by unabsorbed depreciation losses and deductions allowable on payment basis for tax purposes as on the Balance Sheet date. Accordingly, the differential amount of Rs. 62450438/- (Previous year Rs 59053578/-) has not been recognized in the Statement of Profit and Loss.

CHOICEST ENTERPRISES LIMITED

		(Amount in Rs.)	
		As at 31.03.2018	As at 31.03.2017
15	Inventories		
	Stores & spares	35,61,695	21,74,786
	Provisions, wines & others	94,35,412	80,41,848
		1,29,97,108	1,02,16,633
16	Trade Receivables		
	Unsecured considered good unless otherwise stated.		
	Outstanding for a period exceeding 6 months from the date they are due for payment.	79,83,667	79,83,667
	Others	5,95,23,291	4,08,51,486
		6,75,06,958	4,88,35,153
17	Cash and bank balances		
	Cash and cash equivalents		
	Cash on hand (As certified by the management)	20,99,270	20,49,081
	Cheque in hand	(16,92,133)	24,176
	Bank balances		
	In current accounts	1,20,88,848	2,58,15,067
		1,24,95,985	2,78,88,324
18	Short-term loans and advances		
	Unsecured considered good otherwise stated.		
	Other loans and advances		
	Loan given to related party	7,00,000	3,50,00,000
	Advances to related party	2,43,43,659	2,43,43,659
	Advance recoverable in cash or in kind or for value to be received	1,41,02,465	1,42,78,848
	Credit receivable in respect of indirect taxes	1,13,01,389	1,35,79,411
	Prepaid expenses	70,89,885	43,88,979
		5,75,37,398	9,15,90,897
19	Other current assets		
	Interest receivable		
	From others(Loan)	8,95,764	46,55,477
		8,95,764	46,55,477

CHOICEST ENTERPRISES LIMITED

		(Amount in Rs.)	
20	Revenue from operations	Year ended 31.03.2018	Year ended 31.03.2017
	Rooms	2,60,54,737	2,62,02,093
	Food & Beverages	50,46,46,857	41,19,20,969
	Liquor	6,60,46,570	4,92,48,609
	Sale of services	7,07,43,328	7,13,36,082
	Membership fees	4,09,01,621	4,21,97,383
		70,83,93,113	60,09,05,137
21	Other Income		
	Interest received		
	Interest on Loan & Advance	7,16,186	36,83,736
	Interest on debenture from subsidiary Co.	2,50,000	2,50,000
	Interest on Income Tax refund		12,43,008
	Interest from Others	79,450	
	Dividend received	-	-
	Rent Income		
	Profit on sale of current (other than trade) investments	-	-
	Profit on Sale of Asset	-	87,064
	Commission	53,43,154	54,13,607
	Banquet Facilitation charges	45,16,000	26,84,004
	Liabilities no longer required written back	2,75,424	26,66,915
	Subsidy received	54,408	41,17,369
	Miscellaneous income	95,65,385	1,02,39,509
		2,08,00,007	3,03,85,212
22	Consumption of Stores, provisions & others		
	Opening stock	80,41,848	1,24,88,841
	Add: Purchases	17,90,82,951	14,17,73,956
		18,71,24,800	15,42,62,796
	Closing stock	94,35,412	80,41,848
	Change in Inventories - (Increase)/ Decrease	17,76,89,387	14,62,20,948
23	Employee benefits expense		
	Salaries and wages	15,30,23,132	14,37,90,028
	Contribution to provident and other funds	93,21,427	69,72,278
	Staff welfare expense	1,73,66,515	1,52,02,102
		17,97,11,074	16,59,64,408
24	Finance costs		
	Interest expense on		
	Bank	2,07,65,042	2,54,23,799
	Body Corporate	10,58,411	8,01,493
	Others	(38,612)	38,177
	Loan Renewal Charges		11,72,141
		2,17,84,841	2,74,35,610

CHOICEST ENTERPRISES LIMITED

(Amount in Rs.)

	Year ended 31.03.2018	Year ended 31.03.2017
25 Other expenses		
Electricity, Power & fuel expenses	5,86,73,517	4,91,24,057
Rent	9,92,23,806	8,46,49,461
Hire Charges-Refer note "A" below	2,47,19,152	1,54,92,052
Upkeep and maintenance	6,00,75,442	4,91,73,219
Packing Expenses	20,79,659	28,30,143
Repairs to		
Building	56,41,389	23,08,706
Machinery	4,10,009	2,50,843
Others	1,98,82,065	1,71,18,219
Insurance	12,27,241	10,36,395
Rates and taxes	87,84,078	83,99,986
Payments to statutory auditors		
as audit fees	3,50,000	4,52,250
as tax audit fees	56,500	50,250
Director sitting fees	2,00,200	2,01,000
Professional and consultancy charges-Refer note "A" below	78,06,199	69,21,802
Printing & Stationery	28,72,729	30,54,867
Bank Commission & charges	20,95,139	27,49,241
Travelling & conveyance expenses	54,49,064	46,09,270
Communication charges	26,48,296	35,78,354
Advertisement and publicity	65,01,225	54,03,910
Security charges	93,17,406	86,08,156
Loss on sale of assets	1,04,695	1,90,560
Irrecoverable balance written off	38,39,546	29,35,704
Miscellaneous expenses-Refer Note "A" below	31,24,830	18,60,490
	32,50,82,186	27,09,98,932

32. Earning Per Share

	2017-2018	2016-2017
Net Profit/(loss) For the Year	(9122349)	(13355456)
Weighted average number of Equity Shares outstanding during the year	24,500,000	23,452,877
Face Value Of Share (Rs)	10/-	10/-
Basic & Diluted Earning Per Share (Rs)	(0.37)	(0.57)

Report adopted pursuant to Section 232(2)(c) of the Companies Act, 2013 by the Board of Directors of Ambuja Realty Development Limited at their meetings held on 28th August, 2017 on the effect of Scheme of Arrangement

The Board of Directors at their meeting held on 28th August, 2017 after considering all relevant documents approved the Scheme of Arrangement between Ambuja Realty Development Limited ("ARDL"), Millennia Infrastructure Private Limited ("MIPL"), Likhmi Commercial Company Limited, ("LCCL") and Choicest Enterprises Limited ("CEL") and their respective shareholders for amalgamation of LCCL with CEL; demerger of the ARDL Club and Hospitality Division of ARDL and MIPL Club and Hospitality Division of MIPL to CEL; and reduction and reorganisation of the existing Share Capital of CEL.

Pursuant to Section 232(2)(c) of the Companies Act, 2013, the Board of Directors reports the effect of the Scheme as follows:-

1. At the outset, it is stated that no compromise or arrangement is proposed under the Scheme between the companies and any classes of persons other than the shareholders of the respective companies.
2. In so far as the shareholders are concerned, shareholders of ARDL (other than CEL itself) and shareholders of MIPL will receive Equity Shares in CEL in consideration of the demergers and also continue to hold their existing Equity Shares in ARDL and MIPL respectively. Further, shareholders of LCCL will also receive Equity Shares in CEL in consideration of the amalgamation. The share entitlement ratio for issue and allotment of Equity Shares in consideration of the demerger and amalgamation, as aforesaid, has been fixed on a fair and reasonable basis and on the basis of Share Entitlement Ratio Report of Messrs' Chaturvedi & Co, Chartered Accountants. There was no difficulty in valuation. The entitlement ratio is as under:-

A. Demerger of ARDL Club and Hospitality Division of ARDL to CEL

1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 129 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of ARDL in the capital of ARDL

B. Demerger of MIPL Club and Hospitality Division of MIPL to CEL

(a) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A1 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL;

(b) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A2 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL;

(c) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B1 Equity Shares of Re.1/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL; and

(d) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B2 Equity Shares of Re.1/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL.

C. For amalgamation of LCCL with CEL:

30 Equity Shares of Rs.10/- each in CEL credited as fully paid up for every 22 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of LCCL in the capital of LCCL

3. The effect of the Scheme on the various stakeholders, including shareholders, creditors, depositors/debenture holders/debenture trustees, employees, Promoter, Directors, key managerial personnel and non-promoter shareholders is summarised below:-

Effect of Scheme of Arrangement					
		ARDL	MIPL	LCCL	CEL
A.	Shareholders	The shareholders of ARDL (other than CEL) will receive Equity Shares in CEL in the entitlement ratio aforesaid and manner provided in clause 19 of the Scheme. They will also continue to hold their existing Equity Shares in ARDL.	The shareholders of MIPL will receive Equity Shares in CEL in the entitlement ratio aforesaid and manner provided in clause 27 of the Scheme. They will also continue to hold their existing Equity Shares in ARDL.	LCCL shall be dissolved without winding up pursuant to the Scheme. Accordingly, shareholders of LCCL will cease to be shareholders of LCCL. They will receive shares in CEL in consideration of the amalgamation in the entitlement ratio aforesaid and manner provided in Clause 11 of the Scheme.	CEL will issue new Equity Shares to the shareholders of ARDL, MIPL and LCCL in the entitlement ratio aforesaid and manner provided in clauses 11, 19 and 27 of the Scheme. The existing shareholding pattern of CEL will change accordingly.
B.	Creditors	Creditors relating to the ARDL Club and Hospitality Division of ARDL will cease to be creditors of ARDL for the debt relating to such division and become creditors of CEL on the same terms and conditions, as before. Other creditors of ARDL will continue to be creditors of ARDL on the same terms and conditions, as before.	Creditors relating to the MIPL Club and Hospitality Division of MIPL will cease to be creditors of MIPL for the debt relating to such division and become creditors of CEL on the same terms and conditions, as before. Other creditors of MIPL will continue to be creditors of MIPL on the same terms and conditions, as before.	Creditors of LCCL will cease to be creditors of LCCL and become creditors of CEL, on the same terms and conditions, as before	Existing Creditors of CEL will continue to be creditors of CEL on the same terms and conditions, as before.
C.	Debenture holders	There are no debenture holders	Debentures issued by MIPL will stand apportioned between MIPL and CEL as per Clause 21.3 of the Scheme. Debenture holders of MIPL will thus also become debentures of CEL	There are no debenture holders	There are no debenture holders at present

		Effect of Scheme of Arrangement			
		ARDL	MIPL	LCCL	CEL
			consequent to the Scheme.		
D.	Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees
E.	Employees	Employees of ARDL Club and Hospitality Division of ARDL will cease to be employees of ARDL and become employees of CEL on the same terms and conditions, as before. Other employees of ARDL will continue to be employees of ARDL, on the same terms and conditions, as before	Employees of MIPL Club and Hospitality Division of MIPL will cease to be employees of MIPL and become employees of CEL on the same terms and conditions, as before. Other employees of MIPL will continue to be employees of MIPL, on the same terms and conditions, as before	Employees of LCCL will cease to be employees of LCCL and become employees of CEL on the same terms and conditions, as before.	Existing employees of CEL will continue to be employees of CEL. The terms and conditions will be the same, as before.
F.	Promoters	All Companies are under common management and control. There will be no change in management and control of ARDL consequent to the Scheme. In so far as shares held by the promoters of ARDL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of ARDL, as stated above.	All Companies are under common management and control. There will be no change in management and control of MIPL consequent to the Scheme. In so far as shares held by the promoters of MIPL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of MIPL, as stated above.	All Companies are under common management and control. There will be no change in management and control of LCCL consequent to the Scheme. In so far as shares held by the promoters of LCCL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of LCCL, as stated above.	All Companies are under common management and control. There will be no change in management and control of CEL consequent to the Scheme. In so far as shares held by the promoters of CEL are concerned, no new shares will be issued to them in terms of the Scheme in their capacity as shareholders of CEL. New shares will be issued to the shareholders of ARDL, MIPL and LCCL in terms of the Scheme, as stated above.
G.	Non-promoter members	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above

Effect of Scheme of Arrangement					
		ARDL	MIPL	LCCL	CEL
H.	KMPs	They will continue to be KMPs of ARDL, as before	There are no KMPs	They will cease to be KMPs of LCCL and become employees of CEL	They will continue to be KMPs of CEL as before.
I.	Directors	They will continue to be Directors of ARDL, as before	They will continue to be Directors of MIPL, as before	They will cease to be Directors of LCCL.	Following the Scheme, the composition of the Board of Directors of CEL may change by appointments, retirements or resignations in accordance with the provisions of the Act and Memorandum and Articles of Association of CEL but the Scheme itself does not affect the office of Directors of CEL

4. In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Company and its shareholders, creditors and other stakeholders.

For and on behalf of the Board of Directors of:
Ambuja Realty Development Limited

Place: Kolkata
Date: 28th August, 2017

Report adopted pursuant to Section 232(2)(c) of the Companies Act, 2013 by the Board of Directors of Millennia Infrastructure Private Limited at their meetings held on 18th September, 2017 on the effect of Scheme of Arrangement

The Board of Directors at their meeting held on 18th September, 2017 after considering all relevant documents approved the Scheme of Arrangement between Ambuja Realty Development Limited ("ARDL"), Millennia Infrastructure Private Limited ("MIPL"), Likhani Commercial Company Limited, ("LCCL") and Choicest Enterprises Limited ("CEL") and their respective shareholders for amalgamation of LCCL with CEL; demerger of the ARDL Club and Hospitality Division of ARDL and MIPL Club and Hospitality Division of MIPL to CEL; and reduction and reorganisation of the existing Share Capital of CEL.

Pursuant to Section 232(2)(c) of the Companies Act, 2013, the Board of Directors reports the effect of the Scheme as follows:-

13. At the outset, it is stated that no compromise or arrangement is proposed under the Scheme between the companies and any classes of persons other than the shareholders of the respective companies.
14. In so far as the shareholders are concerned, shareholders of ARDL (other than CEL itself) and shareholders of MIPL will receive Equity Shares in CEL in consideration of the demergers and also continue to hold their existing Equity Shares in ARDL and MIPL respectively. Further, shareholders of LCCL will also receive Equity Shares in CEL in consideration of the amalgamation. The share entitlement ratio for issue and allotment of Equity Shares in consideration of the demerger and amalgamation, as aforesaid, has been fixed on a fair and reasonable basis and on the basis of Share Entitlement Ratio Report of Messrs' Chaturvedi & Co, Chartered Accountants. There was no difficulty in valuation. The entitlement ratio is as under:-

A. Demerger of ARDL Club and Hospitality Division of ARDL to CEL

1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 129 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of ARDL in the capital of ARDL

B. Demerger of MIPL Club and Hospitality Division of MIPL to CEL

(m) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A1 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL;

(n) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A2 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL;

(o) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B1 Equity Shares of Re.1/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL; and

(p) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B2 Equity Shares of Re.1/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL.

C. For amalgamation of LCCL with CEL:

30 Equity Shares of Rs.10/- each in CEL credited as fully paid up for every 22 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of LCCL in the capital of LCCL

15. The effect of the Scheme on the various stakeholders, including shareholders, creditors, depositors/debenture holders/debenture trustees, employees, Promoter, Directors, key managerial personnel and non-promoter shareholders is summarised below:-

		Effect of Scheme of Arrangement			
		ARDL	MIPL	LCCL	CEL
A.	Shareholders	The shareholders of ARDL (other than CEL) will receive Equity Shares in CEL in the entitlement ratio aforesaid and manner provided in clause 19 of the Scheme. They will also continue to hold their existing Equity Shares in ARDL.	The shareholders of MIPL will receive Equity Shares in CEL in the entitlement ratio aforesaid and manner provided in clause 27 of the Scheme. They will also continue to hold their existing Equity Shares in ARDL.	LCCL shall be dissolved without winding up pursuant to the Scheme. Accordingly, shareholders of LCCL will cease to be shareholders of LCCL. They will receive shares in CEL in consideration of the amalgamation in the entitlement ratio aforesaid and manner provided in Clause 11 of the Scheme.	CEL will issue new Equity Shares to the shareholders of ARDL, MIPL and LCCL in the entitlement ratio aforesaid and manner provided in clauses 11, 19 and 27 of the Scheme. The existing shareholding pattern of CEL will change accordingly.
B.	Creditors	Creditors relating to the ARDL Club and Hospitality Division of ARDL will cease to be creditors of ARDL for the debt relating to such division and become creditors of CEL on the same terms and conditions, as before. Other creditors of ARDL will continue to be creditors of ARDL on the same terms and conditions, as before.	Creditors relating to the MIPL Club and Hospitality Division of MIPL will cease to be creditors of MIPL for the debt relating to such division and become creditors of CEL on the same terms and conditions, as before. Other creditors of MIPL will continue to be creditors of MIPL on the same terms and conditions, as before.	Creditors of LCCL will cease to be creditors of LCCL and become creditors of CEL, on the same terms and conditions, as before	Existing Creditors of CEL will continue to be creditors of CEL on the same terms and conditions, as before.
C.	Debenture holders	There are no debenture holders	Debentures issued by MIPL will stand apportioned between MIPL and CEL as per Clause 21.3 of the Scheme. Debenture holders of MIPL will thus also become debentures of CEL.	There are no debenture holders	There are no debenture holders at present

Effect of Scheme of Arrangement					
		ARDL	MIPL	LCCL	CEL
			consequent to the Scheme.		
D.	Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees
E.	Employees	Employees of ARDL Club and Hospitality Division of ARDL will cease to be employees of ARDL and become employees of CEL on the same terms and conditions, as before. Other employees of ARDL will continue to be employees of ARDL, on the same terms and conditions, as before	Employees of MIPL Club and Hospitality Division of MIPL will cease to be employees of MIPL and become employees of CEL on the same terms and conditions, as before. Other employees of MIPL will continue to be employees of MIPL, on the same terms and conditions, as before	Employees of LCCL will cease to be employees of LCCL and become employees of CEL on the same terms and conditions, as before.	Existing employees of CEL will continue to be employees of CEL. The terms and conditions will be the same, as before.
F.	Promoters	All Companies are under common management and control. There will be no change in management and control of ARDL consequent to the Scheme. In so far as shares held by the promoters of ARDL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of ARDL, as stated above.	All Companies are under common management and control. There will be no change in management and control of MIPL consequent to the Scheme. In so far as shares held by the promoters of MIPL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of MIPL, as stated above.	All Companies are under common management and control. There will be no change in management and control of LCCL consequent to the Scheme. In so far as shares held by the promoters of LCCL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of LCCL, as stated above.	All Companies are under common management and control. There will be no change in management and control of CEL consequent to the Scheme. In so far as shares held by the promoters of CEL are concerned, no new shares will be issued to them in terms of the Scheme in their capacity as shareholders of CEL. New shares will be issued to the shareholders of ARDL, MIPL and LCCL in terms of the Scheme, as stated above.
G.	Non-promoter members	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above

Effect of Scheme of Arrangement					
		ARDL	MIPL	LCCL	CEL
H.	KMPs	They will continue to be KMPs of ARDL, as before	There are no KMPs	They will cease to be KMPs of LCCL and become employees of CEL	They will continue to be KMPs of CEL as before.
I.	Directors	They will continue to be Directors of ARDL, as before	They will continue to be Directors of MIPL, as before	They will cease to be Directors of LCCL.	Following the Scheme, the composition of the Board of Directors of CEL may change by appointments, retirements or resignations in accordance with the provisions of the Act and Memorandum and Articles of Association of CEL but the Scheme itself does not affect the office of Directors of CEL

16. In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Company and its shareholders, creditors and other stakeholders.

For and on behalf of the Board of Directors of:
Millennia Infrastructure Private Limited

Place: Kolkata

Date: 18th September, 2017

Report adopted pursuant to Section 232(2)(c) of the Companies Act, 2013 by the Board of Directors of Likhani Commercial Company Limited at their meetings held on 22nd September, 2017 on the effect of Scheme of Arrangement

The Board of Directors at their meeting held on 22nd September, 2017 after considering all relevant documents approved the Scheme of Arrangement between Ambuja Realty Development Limited ("ARDL"), Millennia Infrastructure Private Limited ("MIPL"), Likhani Commercial Company Limited, ("LCCL") and Choicest Enterprises Limited ("CEL") and their respective shareholders for amalgamation of LCCL with CEL; demerger of the ARDL Club and Hospitality Division of ARDL and MIPL Club and Hospitality Division of MIPL to CEL; and reduction and reorganisation of the existing Share Capital of CEL.

Pursuant to Section 232(2)(c) of the Companies Act, 2013, the Board of Directors reports the effect of the Scheme as follows:-

9. At the outset, it is stated that no compromise or arrangement is proposed under the Scheme between the companies and any classes of persons other than the shareholders of the respective companies.
10. In so far as the shareholders are concerned, shareholders of ARDL (other than CEL itself) and shareholders of MIPL will receive Equity Shares in CEL in consideration of the demergers and also continue to hold their existing Equity Shares in ARDL and MIPL respectively. Further, shareholders of LCCL will also receive Equity Shares in CEL in consideration of the amalgamation. The share entitlement ratio for issue and allotment of Equity Shares in consideration of the demerger and amalgamation, as aforesaid, has been fixed on a fair and reasonable basis and on the basis of Share Entitlement Ratio Report of Messrs' Chaturvedi & Co, Chartered Accountants. There was no difficulty in valuation. The entitlement ratio is as under:-

A. Demerger of ARDL Club and Hospitality Division of ARDL to CEL

1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 129 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of ARDL in the capital of ARDL

B. Demerger of MIPL Club and Hospitality Division of MIPL to CEL

- (i) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A1 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL;
- (j) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A2 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL;
- (k) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B1 Equity Shares of Re.1/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL; and
- (l) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B2 Equity Shares of Re.1/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL.

C. For amalgamation of LCCL with CEL:

30 Equity Shares of Rs.10/- each in CEL credited as fully paid up for every 22 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of LCCL in the capital of LCCL

11. The effect of the Scheme on the various stakeholders, including shareholders, creditors, depositors/debenture holders/debenture trustees, employees, Promoter, Directors, key managerial personnel and non-promoter shareholders is summarised below:-

Effect of Scheme of Arrangement				
	ARDL	MIPL	LCCL	CEL

		Effect of Scheme of Arrangement			
		ARDL	MIPL	LCCL	CEL
A.	Shareholders	The shareholders of ARDL (other than CEL) will receive Equity Shares in CEL in the entitlement ratio aforesaid and manner provided in clause 19 of the Scheme. They will also continue to hold their existing Equity Shares in ARDL.	The shareholders of MIPL will receive Equity Shares in CEL in the entitlement ratio aforesaid and manner provided in clause 27 of the Scheme. They will also continue to hold their existing Equity Shares in ARDL.	LCCL shall be dissolved without winding up pursuant to the Scheme. Accordingly, shareholders of LCCL will cease to be shareholders of LCCL. They will receive shares in CEL in consideration of the amalgamation in the entitlement ratio aforesaid and manner provided in Clause 11 of the Scheme.	CEL will issue new Equity Shares to the shareholders of ARDL, MIPL and LCCL in the entitlement ratio aforesaid and manner provided in clauses 11, 19 and 27 of the Scheme. The existing shareholding pattern of CEL will change accordingly.
B.	Creditors	Creditors relating to the ARDL Club and Hospitality Division of ARDL will cease to be creditors of ARDL for the debt relating to such division and become creditors of CEL on the same terms and conditions, as before. Other creditors of ARDL will continue to be creditors of ARDL on the same terms and conditions, as before.	Creditors relating to the MIPL Club and Hospitality Division of MIPL will cease to be creditors of MIPL for the debt relating to such division and become creditors of CEL on the same terms and conditions, as before. Other creditors of MIPL will continue to be creditors of MIPL on the same terms and conditions, as before.	Creditors of LCCL will cease to be creditors of LCCL and become creditors of CEL, on the same terms and conditions, as before	Existing Creditors of CEL will continue to be creditors of CEL on the same terms and conditions, as before.
C.	Debenture holders	There are no debenture holders	Debentures issued by MIPL will stand apportioned between MIPL and CEL as per Clause 21.3 of the Scheme. Debenture holders of MIPL will thus also become debentures of CEL	There are no debenture holders	There are no debenture holders at present

		Effect of Scheme of Arrangement			
		ARDL	MIPL	LCCL	CEL
			consequent to the Scheme.		
D.	Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees
E.	Employees	Employees of ARDL Club and Hospitality Division of ARDL will cease to be employees of ARDL and become employees of CEL on the same terms and conditions, as before. Other employees of ARDL will continue to be employees of ARDL, on the same terms and conditions, as before	Employees of MIPL Club and Hospitality Division of MIPL will cease to be employees of MIPL and become employees of CEL on the same terms and conditions, as before. Other employees of MIPL will continue to be employees of MIPL, on the same terms and conditions, as before	Employees of LCCL will cease to be employees of LCCL and become employees of CEL on the same terms and conditions, as before.	Existing employees of CEL will continue to be employees of CEL. The terms and conditions will be the same, as before.
F.	Promoters	All Companies are under common management and control. There will be no change in management and control of ARDL consequent to the Scheme. In so far as shares held by the promoters of ARDL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of ARDL, as stated above.	All Companies are under common management and control. There will be no change in management and control of MIPL consequent to the Scheme. In so far as shares held by the promoters of MIPL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of MIPL, as stated above.	All Companies are under common management and control. There will be no change in management and control of LCCL consequent to the Scheme. In so far as shares held by the promoters of LCCL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of LCCL, as stated above.	All Companies are under common management and control. There will be no change in management and control of CEL consequent to the Scheme. In so far as shares held by the promoters of CEL are concerned, no new shares will be issued to them in terms of the Scheme in their capacity as shareholders of CEL. New shares will be issued to the shareholders of ARDL, MIPL and LCCL in terms of the Scheme, as stated above.
G.	Non-promoter members	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above

		Effect of Scheme of Arrangement			
		ARDL	MIPL	LCCL	CEL
H.	KMPs	They will continue to be KMPs of ARDL, as before	There are no KMPs	They will cease to be KMPs of LCCL and become employees of CEL	They will continue to be KMPs of CEL as before.
I.	Directors	They will continue to be Directors of ARDL, as before	They will continue to be Directors of MIPL, as before	They will cease to be Directors of LCCL.	Following the Scheme, the composition of the Board of Directors of CEL may change by appointments, retirements or resignations in accordance with the provisions of the Act and Memorandum and Articles of Association of CEL but the Scheme itself does not affect the office of Directors of CEL

12. In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Company and its shareholders, creditors and other stakeholders.

For and on behalf of the Board of Directors of:
Likhaml Commercial Company Limited

Place: Kolkata

Date: 22nd September, 2017

Report adopted pursuant to Section 232(2)(c) of the Companies Act, 2013 by the Board of Directors of Choicest Enterprises Limited at their meetings held on 12th September, 2017 on the effect of Scheme of Arrangement

The Board of Directors at their meeting held on 12th September, 2017 after considering all relevant documents approved the Scheme of Arrangement between Ambuja Realty Development Limited ("ARDL"), Millennia Infrastructure Private Limited ("MIPL"), Likhmi Commercial Company Limited, ("LCCL") and Choicest Enterprises Limited ("CEL") and their respective shareholders for amalgamation of LCCL with CEL; demerger of the ARDL Club and Hospitality Division of ARDL and MIPL Club and Hospitality Division of MIPL to CEL; and reduction and reorganisation of the existing Share Capital of CEL.

Pursuant to Section 232(2)(c) of the Companies Act, 2013, the Board of Directors reports the effect of the Scheme as follows:-

5. At the outset, it is stated that no compromise or arrangement is proposed under the Scheme between the companies and any classes of persons other than the shareholders of the respective companies.
6. In so far as the shareholders are concerned, shareholders of ARDL (other than CEL itself) and shareholders of MIPL will receive Equity Shares in CEL in consideration of the demergers and also continue to hold their existing Equity Shares in ARDL and MIPL respectively. Further, shareholders of LCCL will also receive Equity Shares in CEL in consideration of the amalgamation. The share entitlement ratio for issue and allotment of Equity Shares in consideration of the demerger and amalgamation, as aforesaid, has been fixed on a fair and reasonable basis and on the basis of Share Entitlement Ratio Report of Messrs' Chaturvedi & Co, Chartered Accountants. There was no difficulty in valuation. The entitlement ratio is as under:-

A. Demerger of ARDL Club and Hospitality Division of ARDL to CEL

1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 129 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of ARDL in the capital of ARDL

B. Demerger of MIPL Club and Hospitality Division of MIPL to CEL

(e) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A1 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL;

(f) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A2 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL;

(g) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B1 Equity Shares of Re.1/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL; and

(h) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B2 Equity Shares of Re.1/- each fully paid-up held by the shareholders of MIPL in the capital of MIPL.

C. For amalgamation of LCCL with CEL:

30 Equity Shares of Rs.10/- each in CEL credited as fully paid up for every 22 Equity Shares of Rs.10/- each fully paid-up held by the shareholders of LCCL in the capital of LCCL

7. The effect of the Scheme on the various stakeholders, including shareholders, creditors, depositors/debenture holders/debenture trustees, employees, Promoter, Directors, key managerial personnel and non-promoter shareholders is summarised below:-

Effect of Scheme of Arrangement					
		ARDL	MIPL	LCCL	CEL
A.	Shareholders	The shareholders of	The shareholders	LCCL shall be	CEL will issue new

Effect of Scheme of Arrangement					
		ARDL	MIPL	LCCL	CEL
		ARDL (other than CEL) will receive Equity Shares in CEL in the entitlement ratio aforesaid and manner provided in clause 19 of the Scheme. They will also continue to hold their existing Equity Shares in ARDL.	of MIPL will receive Equity Shares in CEL in the entitlement ratio aforesaid and manner provided in clause 27 of the Scheme. They will also continue to hold their existing Equity Shares in ARDL.	dissolved without winding up pursuant to the Scheme. Accordingly, shareholders of LCCL will cease to be shareholders of LCCL. They will receive shares in CEL in consideration of the amalgamation in the entitlement ratio aforesaid and manner provided in Clause 11 of the Scheme.	Equity Shares to the shareholders of ARDL, MIPL and LCCL in the entitlement ratio aforesaid and manner provided in clauses 11, 19 and 27 of the Scheme. The existing shareholding pattern of CEL will change accordingly.
B.	Creditors	Creditors relating to the ARDL Club and Hospitality Division of ARDL will cease to be creditors of ARDL for the debt relating to such division and become creditors of CEL on the same terms and conditions, as before. Other creditors of ARDL will continue to be creditors of ARDL on the same terms and conditions, as before.	Creditors relating to the MIPL Club and Hospitality Division of MIPL will cease to be creditors of MIPL for the debt relating to such division and become creditors of CEL on the same terms and conditions, as before. Other creditors of MIPL will continue to be creditors of MIPL on the same terms and conditions, as before.	Creditors of LCCL will cease to be creditors of LCCL and become creditors of CEL, on the same terms and conditions, as before	Existing Creditors of CEL will continue to be creditors of CEL on the same terms and conditions, as before.
C.	Debenture holders	There are no debenture holders	Debentures issued by MIPL will stand apportioned between MIPL and CEL as per Clause 21.3 of the Scheme. Debenture holders of MIPL will thus also become debentures of CEL consequent to the	There are no debenture holders	There are no debenture holders at present

		Effect of Scheme of Arrangement			
		ARDL	MIPL	LCCL	CEL
			Scheme.		
D.	Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees	There are no Depositors/ Deposit Trustees/ Debenture Trustees
E.	Employees	Employees of ARDL Club and Hospitality Division of ARDL will cease to be employees of ARDL and become employees of CEL on the same terms and conditions, as before. Other employees of ARDL will continue to be employees of ARDL, on the same terms and conditions, as before	Employees of MIPL Club and Hospitality Division of MIPL will cease to be employees of MIPL and become employees of CEL on the same terms and conditions, as before. Other employees of MIPL will continue to be employees of MIPL, on the same terms and conditions, as before	Employees of LCCL will cease to be employees of LCCL and become employees of CEL on the same terms and conditions, as before.	Existing employees of CEL will continue to be employees of CEL. The terms and conditions will be the same, as before.
F.	Promoters	All Companies are under common management and control. There will be no change in management and control of ARDL consequent to the Scheme. In so far as shares held by the promoters of ARDL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of ARDL, as stated above.	All Companies are under common management and control. There will be no change in management and control of MIPL consequent to the Scheme. In so far as shares held by the promoters of MIPL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of MIPL, as stated above.	All Companies are under common management and control. There will be no change in management and control of LCCL consequent to the Scheme. In so far as shares held by the promoters of LCCL are concerned, new shares will be issued to them in terms of the Scheme in their capacity as shareholders of LCCL, as stated above.	All Companies are under common management and control. There will be no change in management and control of CEL consequent to the Scheme. In so far as shares held by the promoters of CEL are concerned, no new shares will be issued to them in terms of the Scheme in their capacity as shareholders of CEL. New shares will be issued to the shareholders of ARDL, MIPL and LCCL in terms of the Scheme, as stated above.
G.	Non-promoter members	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above	Same as stated in this column in item (A) above
H.	KMPs	They will continue to	There are no KMPs	They will cease to	They will continue to

		Effect of Scheme of Arrangement			
		ARDL	MIPL	LCCL	CEL
		be KMPs of ARDL, as before		be KMPs of LCCL and become employees of CEL	be KMPs of CEL as before.
I.	Directors	They will continue to be Directors of ARDL, as before	They will continue to be Directors of MIPL, as before	They will cease to be Directors of LCCL.	Following the Scheme, the composition of the Board of Directors of CEL may change by appointments, retirements or resignations in accordance with the provisions of the Act and Memorandum and Articles of Association of CEL but the Scheme itself does not affect the office of Directors of CEL.

8. In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Company and its shareholders, creditors and other stakeholders.

For and on behalf of the Board of Directors of:
Choicest Enterprises Limited

Place: Kolkata

Date: 12th September, 2017

Shareholdings of the Directors and Key Managerial Personnel ("KMP") of Applicant Companies and their relatives are as follows:-

	No. of Equity Shares in ARDL	No. of Equity Shares in MIPL	No. of Equity Shares in LCCL	No. of Equity Shares in CEL
Directors of ARDL				
Mr. Vikash Jaju	Nil	Nil	Nil	10
Mr. Bijay Khaitan	Nil	Nil	Nil	Nil
Mr. Chandra Prakash Kakarania	Nil	Nil	Nil	Nil
Mrs. Chandra Kanta Mitra	Nil	Nil	Nil	Nil
Mr. Umang Vikram Jain	Nil	Nil	Nil	Nil
KMPs of ARDL				
Mr. Giriraj Damani	Nil	Nil	Nil	Nil
Ms. Jaspreet Kaur	Nil	Nil	Nil	Nil
Relatives of Directors and KMPs of ARDL	Nil	Nil	Nil	Nil
Directors of MIPL				
Mr. Kan Singh Sodha	100	Nil	Nil	Nil
Mr. Giriraj Damani	Nil	Nil	Nil	Nil
Mr. Pramod Ranjan Dwivedi	100	Nil	Nil	Nil
Mr. Parthiv Neotia	Nil	Nil	1,52,000	Nil
KMPs of MIPL	Nil	Nil	Nil	Nil
Relatives of Directors and KMPs of MIPL				
Mr. Harshavardhan Neotia (Father of Mr. Parthiv Neotia)	58,99,400	Nil	38,000	Nil
Mrs. Madhu Neotia (Mother wife of Mr. Parthiv Neotia)	Nil	Nil	8,76,850	Nil
Ms. Paroma Neotia (Sister wife of Mr. Parthiv Neotia)	Nil	Nil	95,000	Nil
Directors of LCCL				
Mr. Banwarilal Dhandhanania	Nil	Nil	3,61,000	Nil
Mr. Chandra Kumar Kanoria	Nil	Nil	Nil	Nil
Mr. Naresh Kumar Jain	100	Nil	Nil	Nil
Mr. Sanjay Kumar Singh	Nil	Nil	Nil	Nil
KMPs of LCCL				
Mrs. Krishna Neotia	Nil	Nil	38,000	Nil
Relatives of Directors and KMPs of LCCL				
Mr. Harshavardhan Neotia (Son of Mrs. Krishna Neotia)	58,99,400	Nil	38,000	Nil
Mrs. Madhu Neotia (Son's wife of Mrs. Krishna Neotia)	Nil	Nil	8,76,850	Nil

Directors of CEL				
Mr. Harshavardhan Neotia	58,99,400	Nil	38,000	Nil
Mr. Naresh Kumar Jain	100	Nil	Nil	Nil
Mr. Pradeep Lal Mehta	Nil	Nil	Nil	10
Mr. Sujit Poddar	Nil	Nil	Nil	Nil
Mr. Jayabrato Chatterjee	Nil	Nil	Nil	Nil
Mr. Sudhir Kumar Dewan	Nil	Nil	Nil	Nil
Mr. Vivek Vikram Jain	Nil	Nil	Nil	Nil
KMPs of CEL				
Mr. Nitin Kohli	Nil	Nil	Nil	Nil
Mr. Bulaki Mundhra	Nil	Nil	Nil	Nil
Relatives of Directors and KMPs of CEL				
Mrs. Madhu Neotia (wife of Mr. Harshavardhan Neotia)	Nil	Nil	8,76,850	Nil
Mr. Parthiv Neotia (Son of Mr. Harshavardhan Neotia)	Nil	Nil	1,52,000	Nil
Ms. Paroma Neotia (Daughter of Mr. Harshavardhan Neotia)	Nil	Nil	95,000	Nil
Mrs. Krishna Neotia (Mother of Mr. Harshavardhan Neotia)	Nil	Nil	38,000	Nil

Dated : 28th August, 2017

The Board of Directors of:-

1. Ambuja Realty Development Limited
'Ecospace Business Park', Block 4B, 6th Floor,
Premises No. IIF/11, Action Area II, New Town,
Kolkata 700 156
2. Choicest Enterprises Limited
2B, Moulavi Muzibar Rahaman Sarani,
Kolkata 700 017
3. Likhmi Commercial Company Limited
'Ecospace Business Park', Block 3B, 1st Floor,
Premises No. IIF/11, Action Area II, New Town,
Kolkata 700 156
4. Millennia Infrastructure Private Limited
'Ecospace Business Park', Block 2B,
Premises No. IIF/11, Action Area II, New Town,
Kolkata 700 156

Dear Sirs,

Sub : Recommendation of Share Entitlement Ratio for the proposed (1) Amalgamation of Likhmi Commercial Company Limited with Choicest Enterprises Limited and (2) Demerger of Club and Hospitality Division of Ambuja Realty Development Limited and Club and Hospitality Division of Millenia Infrastructure Private Limited to Choicest Enterprises Limited upon reduction of existing share capital of Choicest Enterprises Limited in terms of Scheme of Arrangement between the said companies and their respective shareholders under Sections 230 and 232 of the Companies Act, 2013

We refer to your letter dated 1.8.2017 of CEL, letter dated 5.8.2017 of ARDL, letter dated 5.8.2017 of MIPL and letter dated 8.8.2017 of LCCL and subsequent discussions wherein you have asked for assistance in determining the share entitlement ratio for the purpose of (1) Amalgamation of Likhmi Commercial Company Limited ("LCCL") with Choicest Enterprises Limited and (2) Demerger of Club and Hospitality Division of Ambuja Realty Development Limited ("ARDL") and Club and Hospitality Division of Millenia Infrastructure Private Limited ("MIPL") to Choicest Enterprises Limited ("CEL") upon reduction of existing share capital of Choicest Enterprises Limited in terms of Scheme of Arrangement between the said companies and their respective shareholders under Sections 230 and 232 of the Companies Act, 2013 We give our report on the matter as follows:

1. SCOPE AND PURPOSE OF VALUATION:

- 1.1 ARDL is engaged in the business of developing and dealing in commercial complexes. The same include the three 'City Centre' malls at Siliguri, Haldia and Raipur; an office complex on the South Western side of the premises known as 'Ecospace Business Park' in New Town, Kolkata; and an office complex known as 'Ecocentre' in Salt Lake Sector V, Kolkata. Along with its said business of developing and dealing in commercial complexes, ARDL also undertook the business of developing and owning club and hospitality units for providing leisure, recreation, sports, accommodation, dining and banquet facilities and other allied facilities and services. The club and hospitality units developed by ARDL include a hospitality unit comprising twenty three rooms, lounge, restaurants and kitchen on the top two floors of the office building at Ecocentre and a club cum hospitality unit in the centre of the Ecospace Business Park premises containing, inter alia, banquet halls, lounge, restaurants, kitchens, sports museum, salon, gymnasium and a swimming pool.
- 1.2 MIPL is similarly engaged in the business of (a) developing and dealing in commercial complexes and (b) developing and owning a club and hospitality unit for providing leisure, recreation, accommodation, dining and banquet facilities and other allied facilities and services. MIPL has developed an office complex on the North Eastern side of the said Ecospace Business Park premises in New Town, Kolkata. Like ARDL, MIPL has also developed and owns a club cum hospitality unit in the centre of Ecospace Business Park which presently

contains, inter alia, eight rooms, food court, banquet hall, restaurants, auditorium, business centre and two retail shops.

- 1.3 It is clarified by the management of ARDL & MIPL that while the respective club and hospitality units of ARDL and MIPL are situated next to each other in Ecospace Business Park premises, the same were and continue to be owned by ARDL and MIPL separately and were also originally run separately. At present the running of both such units of ARDL and MIPL, excepting sports museum of ARDL, has been given to CEL, as mentioned hereinafter. The management of the hospitality unit of ARDL at Ecocentre has also been given on contractual basis to CEL. The earnings of ARDL and MIPL from the said club and hospitality units owned by them are linked to revenues from the operations thereof. The said clubs and hospitality units of ARDL and MIPL are operational, as aforesaid, and are monitored on a continuous basis by ARDL and MIPL.
- 1.4 As per management ARDL & MIPL the considerations, factors and financials applicable to the said business of ARDL and MIPL of developing and owning clubs and hospitality units are different and divergent in nature from their core business of developing and dealing in commercial complexes, though initially undertaken in conjunction with the same.
- 1.5 CEL is engaged primarily in the business of operating, managing and running clubs, restaurants and hospitality units which are owned by it as also those which have been taken on operating lease or management contract basis by CEL from ARDL, MIPL and other companies. CEL specialises in such business and has considerable goodwill, knowledge and expertise therein. The said business is carried on by CEL under several well known brands which include Conclave, Montana Vista, Verde Vista, Ecovista and Afrac amongst others. CEL has been looking at suitable proposals for consolidation and accessing larger funds for growth and expansion of its said business.
- 1.6 LCCL is a registered non-banking financial company ("NBFC") engaged in the business of investing and dealing in shares and securities and providing finance. LCCL has been looking at suitable proposals for diversification in suitable non-financial operating business and employing its resources directly in such business.
- 1.7 As informed to us by the management of these companies and as part of an overall restructuring plan, it is proposed to reorganise and reconstruct the said Companies by (1) amalgamating LCCL with CEL and (2) demerging the Club and Hospitality Division (including sports museum of ARDL) of ARDL ("**ARDL Club and Hospitality Division**") and Club and Hospitality Division of MIPL ("**MIPL Club and Hospitality Division**") to CEL upon (3) reduction of the existing Share Capital of CEL to 5% of such share Capital in the manner and on the terms and conditions stated in the said Scheme of Arrangement ('Scheme') pursuant to provisions of Sections 230 and 232 of the Companies Act, 2013.
- 1.8 In this context the above companies have approached us vide letter dated 1.8.2017 of CEL, letter dated 5.8.2017 of ARDL, letter dated 5.8.2017 of MIPL and letter dated 8.8.2017 of LCCL to submit a report recommending share entitlement ratio for the purpose of issue of equity shares in CEL to the shareholders of ARDL, MIPL and LCCL in connection with the proposed amalgamation and demerger with effect from the proposed Appointed Date being 1st April, 2017.

2. BRIEF BACKGROUND OF COMPANIES FORMING PART OF PROPOSED RESTRUCTURING

(A) ARDL:

- (i) The Company was incorporated on 10th October, 2005 under provisions of The Companies Act, 1956 and got certificate of commencement of business on 03rd November, 2005. The registered office of the Company is at "Ecospace Business Park", Block – 4 B, 6th Floor, Premises No. H/F/11, Action Area II, New Town, Kolkata – 700156.
- (ii) Authorised Share Capital of the company is 1,45,00,00,000/- divided into 12,50,00,000 Equity Shares of Rs. 10/- each and 20,00,000 Preference shares of Rs. 100/- each. The Issued, Subscribed and Paid up Share Capital as on 31.03.2017 was Rs. 1,12,50,00,000/- divided into 11,25,00,000/- Equity Shares of Rs. 10/- each all fully paid up. No amount is in arrear on account of Share Capital.

(iii) ARDL has reported net sales of Rs. 1,50,79,30,729/- and a net profit after tax of Rs. 71862385/- for the year ended 31st March, 2017.

(iv) "ARDL Club and Hospitality Division" is the undertaking of ARDL engaged in the business of developing and owning club and hospitality units for providing leisure, recreation, sports, accommodation, dining and banquet facilities and other allied facilities and services.

(B) MIPL:

(i) The Company was incorporated on 7th March, 2005 under provisions of The Companies Act, 1956. The registered office of the Company is at "Ecospace Business Park", Premises No. IIF/12, Block – 2 B, Action Area II, New Town, Kolkata – 700156.

(ii) Authorised Share Capital of the company is 10,00,00,000/- divided into 90,000 Equity Shares of Rs. 10/- each for Class A1, 90,000 Equity Shares of Rs. 10 each for Class A2, 7,82,00,000 Equity Shares of Rs. 1 each for Class B1, 1,99,99,900 Equity Shares of Rs. 1 each for Class B2, and 100 Equity Shares of Rs. 1 each for Class C. The Issued, Subscribed and Paid up Share Capital as on 31.03.2017 was Rs. 9,11,33,018/- divided into 90,000 Equity Shares of Rs. 10/- each for Class A1, 90,000 Equity Shares of Rs. 10 each for Class A2, 7,00,16,928 Equity Shares of Rs. 1 each for Class B1, 1,93,16,090 Equity Shares of Rs. 1 each for Class B2 all fully paid up. No amount is in arrear on account of Share Capital.

(iii) MIPL has reported net sales of Rs. 36,30,80,344/- and a net profit after tax of Rs.3,31,43,080/- for the year ended 31st March, 2017.

(iv) "MIPL Club and Hospitality Division" is the undertaking of MIPL engaged in the business of developing and owning club and hospitality unit for providing leisure, recreation, accommodation, dining and banquet facilities and other allied facilities and services.

(C) LCCL:

(i) The Company was incorporated on 2nd March, 1982 under provisions of The Companies Act, 1956. The registered office of the Company is at "Ecospace Business Park", Unit No. 0101, Block – 3 B, 1st Floor, Rajarhat, Kolkata – 700156.

(ii) Authorised Share Capital of the company is 5,00,00,000/- divided into 50,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid up Share Capital as on 31.03.2017 was Rs. 4,65,50,000/- divided into 46,55,000/- Equity Shares of Rs. 10/- each all fully paid up. No amount is in arrear on account of Share Capital.

(iii) LCCL has reported net sales of Rs. 12,78,02,273/- and a net profit after tax of Rs.7,95,98,859/- for the year ended 31st March, 2017.

(D) CEL:

(i) The Company was incorporated on 10th March, 1983 under provisions of The Companies Act, 1956. The registered office of the Company is at 2B, Moulavi Muzibar Rahaman Sarani, Kolkata 700 017 in the State of West Bengal.

(ii) Authorised Share Capital of the company is 25,00,00,000/- divided into 2,50,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid up Share Capital as on 31.03.2013 was Rs. 24,50,00,000/- divided into 2,45,00,000/- Equity Shares of Rs. 10/- each all fully paid up. No amount is in arrear on account of Share Capital.

(iii) CEL has reported net sales of Rs. 60,09,05,136/- and a net loss after tax of Rs. 1,33,55,456/- for the year ended 31st March, 2017.

3. PROPOSED RESTRUCTURING:

The Proposed Restructuring as per the Draft Scheme of Arrangement would be implemented through the following:

1: Reduction of Share Capital of Choicest.

The existing paid up Capital of Choicest of Rs. 24,50,00,000/- shall stand reduced to 5% i.e. Rs. 1,22,50,000/- which will be the reduced share capital.

2: Amalgamation of LCCL in to CEL

In terms of the Scheme, LCCL would be amalgamated into CEL.

In consideration of the amalgamation, equity shares of CEL will be issued to the shareholders of LCCL

3: Demerger and Vesting of Undertaking of ARDL, namely ARDL Club and Hospitality Division, to CEL

In terms of the Scheme, ARDL Club and Hospitality Division would stand demerged to CEL.

In consideration of the demerger, equity shares of CEL will be issued to the shareholders of ARDL.

4: Demerger and vesting of Undertaking of MIPL, namely MIPL Club and Hospitality Division, to CEL

In terms of the Scheme, MIPL Club and Hospitality Division would stand demerged to CEL.

In consideration of the demerger, equity shares of CEL will be issued to the shareholders of MIPL.

In terms of the Scheme, the reduction of existing Share Capital of CEL shall be effective and be deemed to be effective prior to the amalgamation and demergers. Further, amalgamation of LCCL with CEL shall be effective and be deemed to be effective prior to the demergers in terms of the Scheme.

3. FINANCIAL HIGHLIGHTS OF THE COMPANY :

The audited financial results of the companies for 2016-17 with the key particulars are as given below –

(A) ARDL–

Particulars	F.Y. 2016-17
Total Income	1,54,14,90,939
Total Expenses (Including depreciation)	1,46,96,28,554
Profit / (loss) before tax	7,18,62,385
Profit / (loss) after Tax	7,18,62,385

(B) MIPL–

Particulars	F.Y. 2016-17
Total Income	39,31,87,556
Total Expenses (Including depreciation)	36,00,44,476
Profit / (loss) before tax	3,31,43,080
Profit / (loss) after Tax	3,31,43,080

(C) LCCL--

Particulars	F.Y. 2016-17
Total Income	12,78,02,273
Total Expenses (Including depreciation)	77,03,414
Profit / (loss) before tax	12,00,98,859
Profit / (loss) after Tax	7,95,98,859

(D) CEL--

Particulars	F.Y. 2016-17
Total Income	63,12,90,348
Total Expenses (Including depreciation)	64,46,45,804
Profit / (loss) before tax	(1,33,55,456)
Profit / (loss) after Tax	(1,33,55,456)

4. SOURCES OF INFORMATION:

We have obtained data, information, explanations, documents, accounts, statements and sought clarifications to arrive at a fair share entitlement ratio. We have placed reliance on the draft Scheme of Arrangement and other data, information, documents, accounts, statements, information, explanations and clarifications provided to us by the Management of ARDL, MIPL, LCCL and CEL. Our assessment is dependent on such information being complete and accurate in all material respects.

It may be mentioned that the respective companies has been provided opportunity to review the draft report (excluding our recommendation of share allotment) for the current exercise as part of our standard practice to make sure that factual inaccuracies are avoided in our report.

We hereunder broadly summarise the principal sources of information obtained for arriving at share entitlement ratio:

(A) ARDL:

- (i) Memorandum & Articles of Association
- (ii) Audited financial statement of ARDL for the accounting year ended 31-03-2017.
- (iii) Certified Financial Statement of Demerged undertaking of the Company as on 31-03-2017.
- (iv) Market value of Land & Building of ARDL at Rajarhat, Kolkata as per valuation system of Directorate of Registration & Stamp Revenue.
- (v) Discussions with the Company Management in respect of financial accounts and Draft Scheme of Amalgamation prepared by them.

(B) MIPL:

- (i) Memorandum & Articles of Association
- (ii) Audited financial statement of MIPL for the accounting year ended 31-03-2017.
- (iii) Certified Financial Statement of Demerged undertaking of the Company as on 31-03-2017
- (iv) Market value of Land & Building of MIPL at Rajarhat, Kolkata as per valuation system of Directorate of Registration & Stamp Revenue.
- (v) Discussions with the Company Management in respect of financial accounts and Draft Scheme of Amalgamation prepared by them.

(C) LCCL:

1. Memorandum & Articles of Association
- (i) Audited financial statement of LCCL for the accounting year ended 31-03-2017.
- (iv) Valuation Report of the management of the Company giving break-up value of shares held by it in private limited Companies.
- (v) Discussions with the Company Management in respect of financial accounts and Draft Scheme of Amalgamation prepared by them.

(D) CEL:

1. Memorandum & Articles of Association
- (i) Audited financial statement of CEL for the accounting year ended 31-03-2017.
- (iii) Market value of Land & Building of CEL at Montana Vista, Siliguri as per valuation system of Directorate of Registration & Stamp Revenue as certified by the management.
- (iv) Market value of Land & Building of CEL at Pagladanga, Kolkata as per valuation system of Directorate of Registration & Stamp Revenue as certified by the management.
- (v) Market value of Building of CEL at Bidhan Nagar, Kolkata as per valuation system of Directorate of Registration & Stamp Revenue as certified by the management.
- (vi) Market value of Building of CEL at Beck Bagan Crosssing, Kolkata as per valuation system of Directorate of Registration & Stamp Revenue as certified by the management.
- (vii) Valuation Report of the management of the Company giving break up value of shares held by it in private limited Companies. In case of negative break-up value of share of private limited company same is taken at Rs. 1 per share.
- (viii) Discussions with the Company Management in respect of financial accounts and Draft Scheme of Amalgamation prepared by them.

5. FINANCE PROCEDURES ADOPTED IN CARRYING OUT THE VALUATION:

The procedures adopted by us for making the valuation include the following:

- (i) Review of the Past Audited financial statements of ARDL for the accounting years ending on 31-03-2017 and the details and the Balance Sheet of the undertakings being transferred as on 31.03.2017.
- (ii) Consideration of aforesaid market values of immovable property owned by ARDL, MIPL and CEL.

- (iii) Management valuation giving breakup value of shares held by the companies in private limited companies.
- (iv) Discussion with the management regarding their Restructuring Scheme, their past performance and future operations of the Transferor Company/Demerged Companies and the Transferee Company/Resulting Company and the future business to be taken up, growth perception, and other policies of the Transferor Companies and the Transferee Company and future expansion of business.
- (v) Review of some of the principal agreement and documents.
- (vi) Discussion with the management to obtain data, information, clarification etc. assumptions used by managements, its view and other enquires made regarding basis of the key assumptions and the analysis of the business of ARDL, MIPL, LCCL and CEL and the industry and economy as a whole in relation to valuation to be made.

6. VALUATION METHODOLOGY:

- (i) In the present analysis where the proposal is for amalgamation and demerger what is relevant is not the determination of the absolute values of the shares of the companies / undertakings separately but the determination of the relative values of the shares/ undertakings of the companies. It is similar to a barter system where relatives are required. We have determined such relative values as reported herein accordingly as on the Valuation Date of 31st March, 2017.
- (ii) Normally valuation of shares is made on consideration of some or all of a number of relevant factors such as Stock Exchange price, the dividend paid on shares, the relevant growth prospects, the ratio of distributable earnings to shareholders, the value of net assets of the Company, restriction on transfer of shares future earning of the company etc. The answer to the question whether some or all of these factors are to be applied will depend upon the circumstances of each case.
- (iii) In case of amalgamation and demerger of companies, the assets of amalgamating / demerging/ resulting companies may be taken for consideration as per estimated fair value but it is important to keep the current values of fixed assets in the backgrounds.

a) Asset Approach (Net Worth Method):

In this method the valuation is made by taking into consideration the book value of the total assets of the Company and deducting there from all debts, dues, borrowings and liabilities, including current and likely contingent liabilities and Preference Capital.

The Net worth so obtained is divided by the number of issued & subscribed Equity Shares to arrive at the value of each share by this method.

This method indicates the Value of the business by adjusting the assets and liabilities appearing in the Balance Sheet of the company, which are being valued as on the Valuation Date.

- The Fixed Assets (other than in house properties) may be adjusted by carrying out of revaluation where considered appropriate. For the purposes of the engagement, we have not carried out any Asset Revaluation ourselves as at March 31, 2017 and have relied on audited Balance Sheet of ARDL, MIPL, LCCL and CEL and considered the Assets at values appearing in the audited Balance Sheets as at March 31, 2013, excepting as stated below
- Investments In Shares are valued at market price as on the valuation date as appearing in the Balance Sheet only.
- Investments in unquoted shares by the Transferor Companies and the Transferee Company have been taken up at their breakup value as given by the management of the respective companies.
- Investments in properties have been valued by the valuers and are stated at their market valuation. Valuation so arrived at is added to the value of fixed assets.
- Cash and Cash Equivalents, Net current assets as on the Valuation Date, are adjusted on the basis of discussions regarding reliability with Management and are added to the value of fixed assets.

b) **Income Approach (Earning Method):** Income Approach (Earning Method) has not be considered as business unit along with fixed Asset are being transferred to CEL and LCCL is an NBFC having different kind of business activity.

c) **Market Approach (Market Value Method):**

The Market approach gives the value of the business based on comparison with other companies, other transactions of similar industries as well as the past transactions of the Company. The managements of the ARDL, MIPL, LCCL and CEL were of the view that business valuation under Market Price Method cannot be done mainly because as these are limited Companies but not listed.

Further, LCCL is an NBFC having property as well as investment which looking to the varying sizes and shares being privately held in LCCL, there are no comparable transactions which have been seen in the recent past. Hence this method has not been considered by us.

6.1 (A) Net worth of ARDL Club and Hospitality Division of ARDL as on 31-03-2017 considering market valuation of property and other assets at book value is worked out as follows

	As on 31/03/17
Tangible assets	16,19,68,989
Capital Work in Progress at Cost	20,49,03,988
Short-term loans and advances	1,09,84,804
Cash and Bank Balances	30,000
Total Assets	37,78,87,781
Less: Liabilities	
Long-term borrowings	6,93,47,315
Trade payables	4,39,536
Other Current Liabilities	6,876
Total Liabilities	6,97,93,727
Net Worth	30,80,94,054
No. Of share in ARDL of Rs. 10/-	11,25,00,000
Value per Share in respect of undertaking	2.74

(B) Net worth of MIPL Club and Hospitality Division of MIPL as on 31-03-2017 considering market valuation of property and other assets at Book Value. Details are worked out as follows

	As on 31/03/17	
Fixed assets	18,22,13,755	
Trade receivables	24,48,029	
Total Assets	18,46,61,784	
Less: Liabilities		
Long term borrowings	35239899	
Trade payables	40530	
Total Liabilities	3,52,80,429	
Net Worth	14,93,81,355	
Share Capital	9,11,33,018	
Class of Share	No. Of Share	Face Value
A1	90,000	10.00
A2	90,000	10.00
B1	7,00,16,928	1.00
B2	1,93,16,090	1.00
Equivalent Rs. 10 Shares *	91,13,301.80	
Value per Share (of equivalent Rs. 10 Paid Up) per share in respect of the undertaking	16.39	

* MIPL has various categories of paid up Capital with various amounts paid up for the purpose of valuation they have been converted to equivalent amount of Rs. 10/- per shares since all the share are held by single company. For the purpose of above valuation of share of MIPL, 10 equity shares of Rs. 1 has been consolidated in 1 share of Rs. 10.

(C) Net worth of LCCL as on 31-03-2017 considering market valuation of its quoted shares and breakup value for unquoted shares is worked out as follows

	As on 31/03/17
Property, Plant & Equipment	64,960
Non- current investment	1,26,75,83,120
Long Term Loan & Advances	7,84,09,468
Cash & Cash Equipment	2,54,90,813
Short Term Loan & Advances	86,80,44,781
Other Current Assets	26,69,129
	2,24,22,62,271
Less : Other current Liabilities	1,96,446
Short Term Provision	30,38,160
Capital Reserve	17,44,860
	49,79,466
	2,23,72,82,805
No. Of share	4655000
Value per Share of Rs. 10	480.62

(D) Net worth of CEL as on 31-03-2017 considering market valuation of its property & quoted shares and breakup value for unquoted shares is worked out as follows after reduction of Capital from Rs. 24,50,00,000 to Rs. 1,22,50,000.

	As on 31/03/17
Non-current assets	
Fixed assets	
Land & Building	62,05,64,242
Other Fixed Assets	10,87,95,248
Capital work-in-progress	1,76,183
Non-current investments	4,16,95,180
Deferred Tax Assets (Net)	1,95,97,710
Long-term loans and advances	3,04,62,422
Current assets	
Inventories	1,02,16,634
Trade receivables	4,88,35,153
Cash and cash equivalents	2,78,88,324
Short-term loans and advances	9,15,90,897
Other current assets	46,55,477
TOTAL Assets	1,00,44,77,470
Less : Liabilities	
Long-term borrowings	7,12,87,000
Other Long term liabilities	12,31,86,199
Long-term provisions	1,31,76,756
Short-term borrowings	11,75,85,704
Trade payables	13,63,45,577
Other current liabilities	9,91,88,568
Short-term provisions	7,64,343
Revaluation Reserve	1,24,71,719
Total Liabilities	57,40,05,866
Net Worth	43,04,71,603

No. Of share after reduction in Capital	12,25,000
Value per Share	351.41

6.2 We have ascertained the value of shares by Asset Method. We have not carried out any investigation into the affairs of the Company, its assets and liabilities.

6.3 **RECOMMENDATION OF RATIO OF ENTITLEMENT OF SHARE FOR THE PROPOSED RESTRUCTURING:**

Our Recommendation on entitlement of shares is made after considering reduction of paid up capital of CEL from 24,50,00,000 to Rs. 1,22,50,000 as in terms of the Scheme such reduction shall be effective and be deemed to be effective prior to the amalgamation and demergers. Our recommendation of ratio of entitlement after said reduction of paid up capital of CEL is given below:

(A) Demerger and Vesting of ARDL Club and Hospitality division of ARDL into CEL

Value of Shares of ARDL in respect of ARDL Club and Hospitality Division

Break up value of shares after considering Market / Fair value of some Assets (property & quoted shares at market value and breakup value of unquoted shares)	Rs. 2.74
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On the basis of the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, the share entitlement ratio in consideration of the demerger of the **ARDL Club and Hospitality Division** of ARDL into CEL is recommended as follows :

For every 129 (One Hundred Twenty Nine) fully paid equity shares of Rs. 10 (Rupee Ten) each held in ARDL; issue of 1 (one) fully paid equity shares of Rs. 10 (Rupee Ten) each of CEL.

We believe that the above share entitlement ratio is fair and reasonable considering that all the shareholders of ARDL will upon demerger, be the ultimate beneficial owners of CEL in the same ratio (inter se) as they hold shares in ARDL, as on record date.

(B) Demerger and Vesting of MIPL Club and Hospitality Division of MIPL into CEL

Value of Shares of MIPL in respect of MIPL Club and Hospitality Division:

Breakup value of shares after considering Market / Fair value of some Assets (quoted shares at market value and breakup value of unquoted shares) for per equity share of Rs. 10	Rs.16.39
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On the basis of the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, the share entitlement ratio in consideration of the demerger of the **MIPL Club and Hospitality division** of MIPL into CEL is recommended as follows:

- (a) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A1 Equity Shares of Rs.10/- each fully paid-up held in MIPL;
- (b) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 22 Class A2 Equity Shares of Rs.10/- each fully paid-up held in MIPL;
- (c) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B1 Equity Shares of Re.1/- each fully paid-up held in MIPL; and
- (d) 1 Equity Share of Rs.10/- each in CEL credited as fully paid up for every 220 Class B2 Equity Shares of Re.1/- each fully paid-up held in MIPL.

We believe that the above share entitlement ratio is fair and reasonable considering that all the shareholders of MIPL will upon demerger, be the ultimate beneficial owners of CEL in the same ratio (inter se) as they hold shares in MIPL, as on record date.

(C) Amalgamation of LCCL with CEL

Value of Shares of LCCL:

Breakup value of shares after considering Market / Fair value of some Assets (quoted shares at market value and break up value of unquoted shares)	Rs. 480.62
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Value of Shares of CEL:

Breakup value of shares after reduction in capital and considering Market / Fair value of some Assets (quoted shares at market value and break up value of unquoted shares)	Rs. 351.41
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On the basis of the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, the share entitlement ratio in consideration of amalgamation of LCCL with CEL is recommended as follows:

For every 22 (Twenty Two) fully paid equity shares of Rs. 10 (Rupee Ten) each held in MIPL; issue of 30 (Thirty) fully paid equity shares of Rs. 10 (Rupee Ten) each of CEL.

We believe that the above share entitlement ratio is fair and reasonable considering that all the shareholders of MIPL will upon merger, be the ultimate beneficial owners of CEL in the same ratio (inter se) as they hold shares in MIPL, as on record date.

7. DISTRIBUTION OF REPORT

This Report is prepared for the Management of ARDL, MIPL, LCCL and CEL and may be produced before the shareholders, respective Registrar of Companies, Hon'ble National Company Law Tribunal and any other government authorities in connection with the proposed purpose outlined in the Context, and the purported Section. It is not to be used, referred to, or distributed for any other purpose without our written permission. While due care has been exercised in carrying out the engagement, we shall not accept any responsibility or liability to third parties to whom our Report may have been shown or into whose hands it may come. Such parties are advised to carry out their own independent assessment or to obtain professional advice before taking relevant decisions.

8. CAVEATS, LIMITATIONS AND DISCLAIMERS:

Our Report is subject to the scope limitations detailed hereinafter. As such the Report is to be read in totality and not in parts, in conjunction with the relevant documents referred to therein.

For arriving at Share entitlement ratio, we were provided with both written and verbal information including market, technical, financial and operating data. We however, have evaluated the information provided to us by the companies through in depth enquiry, analysis and review but at the same time our work does not constitute an audit, due diligence or certification of the historical financial statements of the companies and business undertakings referred to in this Report. Through the above evaluation, nothing has come to our attention, to indicate that the information provided was materially mis-stated or incorrect or would not afford reasonable grounds upon which to base the Report. We do not imply and it should not be construed that we have verified any of the information provided to us by the Management. We are of the opinion that our verbal enquiry could not have better conclusion had there been a more extensive examination of the same. We have not analysed the Financial Statements of the companies and undertakings. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this Report. Our conclusion is based on the assumption, forecasts and other information given by / on behalf of the all companies. The management of all the companies has indicated to us that they have fully understood that any omissions, inaccuracies or misstatements might materially affect our results. We assume no responsibility for any errors in the above information furnished by ARDL, MIPL, LCCL and CEL and their impact on the present exercise. We also, assume no responsibility for technical information furnished to us by all the companies and believe the same to be reliable.

Our scope is limited to expression of our view on the proposed Share entitlement Ratio and its impact on the economic interest of the shareholders of ARDL, MIPL, LCCL and CEL . The Report should not be

construed as, our opinion or certifying the compliance of the Proposed Restructuring with the provisions of any law including the Companies Act, 1956, Companies Act 2013, FEMA, taxation related laws, capital market related laws, any accounting, taxation or legal implications or issues arising from Proposed Restructuring. This Report is issued on the understanding that Management has drawn our attention to all the matters which they are aware of concerning the financial position of the companies and undertakings and any other matter, which may have an impact on our opinion, on the share entitlement ratio for the Proposed Restructuring including and significant changes that have taken place or are likely to take place in the financial position of the companies and undertakings in connection with the Proposed Restructuring. Share entitlement ratio analysis and results are also specific to the date of this report. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report. It may not be valid for any other purpose or as at any other date. It may also not be valid if done on behalf of any other entity.

Please note that the valuation of a business or an enterprise, its equity shares or its equity options is not an exact science and ultimately depends upon what the enterprises or shares might be worth to an independent investor or buyer. Therefore, there is no indisputable single Share Entitlement Rate based on the information available to us and within the scope and constraints of this Engagement Letter, others may have a different opinion. The Client acknowledges and agrees that the final responsibility for determination of the Share Entitlement Ratio for the Proposed Restructuring and factors other than our Report with need to be taken into account in determining such ratios; these will include the Client's assessment of the Proposed Restructuring and may include the input of other professional advisors. The fee for the Report is not contingent upon the results reported.

The Valuation is also based on market values of assets as on the valuation date.

This Report does not address the relative merits of the Proposed Restructuring as compared with any other alternative business transaction, or other alternatives, or whether or not such alternative could be achieved or are available. The valuation of shares made by us is only indicative as the value at which shares shall be exchanged shall depend on the parties themselves. Any decision by the clients regarding whether or not to proceed with the Proposed Restructuring shall rest solely with the Client. We owe not to proceed with the Proposed Restructuring shall rest solely with the Client. We owe responsibility to only the Boards of Directors of the companies that have retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this Report.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Restructuring exercise. In addition, we express no opinion or recommendation as to how the shareholders of the companies should vote at any shareholders meeting(s) to be held in connection with the Proposed Restructuring.

We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other person to the Company. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Company, their directors, employees or agents. In no circumstances shall the liability of a Valuer, its partners, its directors or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

We do not accept any liability to any third party in relation to the issue of the Report and our Report is conditional upon an express indemnity from the Company in our favour holding us harmless from and against any cost, damage, expense and other consequences in connection with the provision of this Report. It is clarified that the Report is not a fairness opinion under any of the stock exchange / listing regulations. This Report is not a substitute for the third party's own due diligence / appraisal / enquiries / independent advice that the third party should undertake for his purpose.

Our conclusion on the reasonableness of Share Entitlement ratio assumes that the assets and liabilities of the demerged entities remain intact as of the date of forming such opinion on Share Entitlement Ratio.

We have relied upon the information, data and explanations given to us by the Management of ARDL, MIPL, LCCL and CEL for the purposes of opining on the Share Entitlement Ratio in connection with Proposed Restructuring.

For **Chaturvedi & Company**

Chartered Accountants

F.R. No. 302137E

Sd/-

Nilima Joshi

(Partner)

Mr. No. 52122

Company Application No.108 of 2018
Before the National Company Law Tribunal
Kolkata Bench

In the Matter of the Companies Act, 2013 – Sections 230(1)
read with Section 232(1)

And

In the Matter of:

1. Ambuja Realty Development Limited
2. Millennia Infrastructure Private Limited
3. Likhmi Commercial Company Limited
4. Choicest Enterprises Limited

..... Applicants.

PROXY FORM FOR MEETING OF UNSECURED CREDITORS

I/ We (*) the undersigned Unsecured Creditors of Ambuja Realty Development Limited (CIN U45201WB2005PLC105860) do hereby nominate and appoint

1. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
3. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
4. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her

as my/our PROXY to act for me/us at the meeting of the Unsecured Creditors of Ambuja Realty Development Limited to be held on Wednesday, the 4th day of July, 2018 at 11:00 A.M. at 'Conclave, 216 Acharya Jagadish Chandra Bose Road, Kolkata 700 017' for the purpose of considering and if thought fit, approving with or without modification, the proposed Scheme of Arrangement between Ambuja Realty Development Limited, Millennia Infrastructure Private Limited, Likhmi Commercial Company Limited and Choicest Enterprises Limited and their respective shareholders and at such meeting or any adjournment thereof to vote for me/us and in my/our name _____ [here, 'if for', insert 'for'; 'if against', insert 'against' and in the latter case, strike out the words below after 'Scheme of Arrangement'] the said Scheme of Arrangement either with or without modification as my/our proxy may approve.

Name of the Unsecured Creditor:
Address:
Email Id:

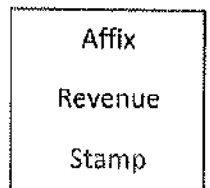
Signed this..... day of2018

Signature of Unsecured Creditor

Signature of Proxy holder(s).....

NOTES:

1. Please affix appropriate Revenue Stamp before putting Signature.



2. The proxy must be duly stamped, signed and completed must be deposited at the registered office of the company at least 48 hour before the commencement of the meeting
 3. A proxy need not be an Unsecured Creditor of the Company.
 4. Alterations, if any made in the Form of Proxy must be initialled by the Unsecured Creditor.
 5. In case of multiple proxies, the Proxy later In time shall be accepted.
- (*) Strike out whichever not applicable.

Company Application No.108 of 2018
Before the National Company Law Tribunal
Kolkata Bench

In the Matter of the Companies Act, 2013 – Sections 230(1)
read with Section 232(1)

And

In the Matter of:

1. Ambuja Realty Development Limited
2. Millennia Infrastructure Private Limited
3. Likhmi Commercial Company Limited
4. Choicest Enterprises Limited

..... Applicants.

PROXY FORM FOR MEETING OF UNSECURED CREDITORS

I/ We (*) the undersigned Unsecured Creditors of Millennia Infrastructure Private Limited (CIN U09219WB2005PTC195323) do hereby nominate and appoint

1. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
3. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
4. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her

as my/our PROXY to act for me/us at the meeting of the Unsecured Creditors of Millennia Infrastructure Private Limited to be held on Wednesday, the 4th day of July, 2018 at 11:30 A.M. at 'Conclave, 216 Acharya Jagadish Chandra Bose Road, Kolkata 700 017 for the purpose of considering and if thought fit, approving with or without modification, the proposed Scheme of Arrangement between Ambuja Realty Development Limited, Millennia Infrastructure Private Limited, Likhmi Commercial Company Limited and Choicest Enterprises Limited and their respective shareholders and at such meeting or any adjournment thereof to vote for me/us and in my/our name _____ [here, 'if for', insert 'for'; 'if against', insert 'against' and in the latter case, strike out the words below after 'Scheme of Arrangement'] the said Scheme of Arrangement either with or without modification as my/our proxy may approve.

Name of the Unsecured Creditor:
Address:
Email Id:

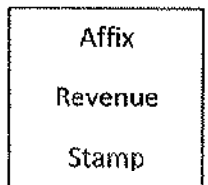
Signed this..... day of2018

Signature of Unsecured Creditor

Signature of Proxy holder(s).....

NOTES:

3. Please affix appropriate Revenue Stamp before putting Signature.



4. The proxy must be duly stamped, signed and completed must be deposited at the registered office of the company at least 48 hour before the commencement of the meeting
3. A proxy need not be an Unsecured Creditor of the Company.
- 4 Alterations, if any made in the Form of Proxy must be initialled by the Unsecured Creditor.
5. In case of multiple proxies, the Proxy later in time shall be accepted.

(*) Strike out whichever not applicable.

Company Application No.108 of 2018
Before the National Company Law Tribunal
Kolkata Bench

In the Matter of the Companies Act, 2013 – Sections 230(1)
read with Section 232(1)

And

In the Matter of:

1. Ambuja Realty Development Limited
2. Millennia Infrastructure Private Limited
3. Likhmi Commercial Company Limited
4. Choicest Enterprises Limited

..... Applicants.

PROXY FORM FOR MEETING OF UNSECURED CREDITORS

I/ We (*) the undersigned Unsecured Creditors of Choicest Enterprises Limited (CIN U51109WB1983PLC036021) do hereby nominate and appoint

1. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
3. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her
4. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her

as my/our PROXY to act for me/us at the meeting of the Unsecured Creditors of Choicest Enterprises Limited to be held on Wednesday, the 4th day of July, 2018 at 12:00 Noon at 'Conclave, 216 Acharya Jagadish Chandra Bose Road, Kolkata 700 017' for the purpose of considering and if thought fit, approving with or without modification, the proposed Scheme of Arrangement between Ambuja Realty Development Limited, Millennia Infrastructure Private Limited, Likhmi Commercial Company Limited and Choicest Enterprises Limited and their respective shareholders and at such meeting or any adjournment thereof to vote for me/us and in my/our name _____ [here, 'if for', insert 'for'; 'if against', insert 'against' and in the latter case, strike out the words below after 'Scheme of Arrangement'] the said Scheme of Arrangement either with or without modification as my/our proxy may approve.

Name of the Unsecured Creditor:

Address:

Email Id:

Signed this..... day of2018

Signature of Unsecured Creditor

Signature of Proxy holder(s).....

NOTES:

5. Please affix appropriate Revenue Stamp before putting Signature.



6. The proxy must be duly stamped, signed and completed must be deposited at the registered office of the company at least 48 hour before the commencement of the meeting
 3. A proxy need not be an Unsecured Creditor of the Company.
 4. Alterations, if any made in the Form of Proxy must be initialled by the Unsecured Creditor.
 5. In case of multiple proxies, the Proxy later in time shall be accepted.
- (*) Strike out whichever not applicable.

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Name of Unsecured	
Name of Proxyholder/ Authorised Representative, attending, if any*	
Address of Unsecured Creditor	

I hereby record my presence at the Meeting of the Unsecured Creditors of **Ambuja Realty Development Limited**, convened pursuant to order of the Hon'ble National Company Law Tribunal, Kolkata Bench, on Wednesday, the 4th day of July, 2018 at Conclave, 216, Acharya Jagadish Chandra Bose Road, Kolkata 700 017.

Signature of the Unsecured Creditors /Authorised Representative/Proxyholder*

* Strike out whichever is not applicable.

ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting Hall)

Name of Unsecured	
Name of Proxyholder/ Authorised Representative, attending, if any*	
Address of Unsecured Creditor	

I hereby record my presence at the Meeting of the Unsecured Creditors of **Millennia Infrastructure Private Limited**, convened pursuant to order of the Hon'ble National Company Law Tribunal, Kolkata Bench, on Wednesday, the 4th day of July, 2018 at Conclave, 216, Acharya Jagadish Chandra Bose Road, Kolkata 700 017.

Signature of the Unsecured Creditors /Authorised Representative/Proxyholder*

* Strike out whichever is not applicable.

ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting Hall)

Name of Unsecured	
Name of Proxyholder/ Authorised Representative, attending, if any*	
Address of Unsecured Creditor	

I hereby record my presence at the Meeting of the Unsecured Creditors of **Choicest Enterprises Limited**, convened pursuant to order of the Hon'ble National Company Law Tribunal, Kolkata Bench, on Wednesday, the 4th day of July, 2018 at Conclave, 216, Acharya Jagadish Chandra Bose Road, Kolkata 700 017.

Signature of the Unsecured Creditors /Authorised Representative/Proxyholder*

* Strike out whichever is not applicable.