

Annexure E**Brief particulars of the transferee and transferor companies:**

S. N.	Particulars	Remarks		
1	Name of the Company	Gujarat Sidhee Cement Limited (Transferee Company)	Bhadra Textiles and Trading Private Limited (Transferor Company No. 1)	Villa Trading Company Private Limited (Transferor Company No.2)
2.	Exchange(s) Listed on	BSE Limited and National Stock Exchange of India Ltd.	Not applicable Unlisted Company	Not applicable -Unlisted Company
3.	Designated Stock Exchange	BSE Limited	Not applicable	Not applicable
4.	Scheme provides for	<ul style="list-style-type: none"> • For the purpose of the scheme of amalgamation of BTTPL and VTCPL with GSCL and their shareholders, the Appointed Date shall be 1st April 2020 or such other date as may be suggested by the NCLT; • GSCL shall account for the amalgamation in its books as per the applicable accounting principles prescribed under Indian Accounting Standard (Ind AS). • The business of the Transferor Company 1 and Transferor Company 2 including its properties and assets (whether movable tangible or intangible) of whatsoever nature including investments, shares, debentures, securities, loans and advances, licenses, permits, approvals, lease, tenancy rights, titles, permissions, if any, accumulated losses, if any, benefits of tax relief including under the Income-tax Act, 1961 such as credit for advance tax, taxes deducted at source, minimum alternate tax and all other rights, title, interest, contracts, consent, approvals or powers of every kind, nature and descriptions shall stand transferred to and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties and assets of the Transferee Company • All movable assets including sundry debtors, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any government, quasi-government, local or other authority or body or with any company or other person, the same shall, on and from the Appointed Date, stand transferred to and vested in Transferee Company without any notice or other intimation to the debtors; • BTTPL is Holding Company of GSCL. It presently holds 4,88,00,000 equity shares in GSCL constituting 55.82% of GSCL's paid-up share capital. • VTCPL is 100% wholly owned subsidiary company of GSCL. The equity shares of VTCPL held by GSCL directly and/or through its nominee(s) constituting the entire paid up share capital of the VTCPL, will stand cancelled. Accordingly, there will be no issue of shares of GSCL to the shareholders (including those holding the shares as nominees of the GSCL, if any) of the VTCPL. • Pursuant to the amalgamation, shareholders of BTTPL shall directly hold shares in GSCL through fresh issue of shares. • The investment held by the BTTPL in the equity share capital of GSCL shall, without any further application, act, instrument or deed stand cancelled. The shares held by the BTTPL in the dematerialized form shall be extinguished, on and from such issue and allotment of New Equity Shares. • All costs, charges and expenses relating to the scheme shall be borne by BTTPL. • Pursuant to the amalgamation, there would be no increase in the promoter shareholding of GSCL. The promoters would continue to hold the same percentage of shares in GSCL, pre and post amalgamation of BTTPL with GSCL. 		

5.	Consideration	<p>Upon this Scheme becoming effective and upon amalgamation of the Transferor Company 1 into the Transferee Company in terms of this Scheme, the Transferee Company shall, without any application, act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to the members of the Transferor Company 1 holding fully paid-up equity shares of the Transferor Company 1 and whose names appear in the register of members of the Transferor Company 1 as on the Record Date, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferor Company 1 / Transferee Company in the following proportion: <i>“4,88,00,000 fully paid up equity share of Rs. 10 each of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company 1 in proportion of their holding in the Transferor Company 1”</i></p> <p>The investment held by the Transferor Company 1 in the equity share capital of the Transferee Company shall, without any further application, act, instrument or deed stand cancelled.</p> <p>The shares held by the Transferor Company 1 and in dematerialized form shall be extinguished, on and from such issue and allotment of New Equity Shares.</p> <p>The New Equity Shares to be issued and allotted by the Transferee Company to the shareholders of the Transferor Company 1 shall be issued in dematerialized form.</p>																										
6.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR), 1957		No	No																								
7.	Report of Audit Committee	Audit Committee report dated <u>19th May 2020</u> has recommended the draft scheme for favorable consideration.	Not applicable	Not applicable																								
8.	Valuation Report from Independent	The share entitlement ratio have been derived based on Valuation report dated <u>19th May 2020</u> issued by <u>M/s.SSPA & Co, Chartered Accountants</u>																										
9.	Fairness opinion by Merchant Banker	<u>M/.Fortress Capital Management Services Pvt Ltd, Merchant Banker, in its fairness opinion dated <u>19th May 2020</u> has opined that the share entitlement ratio as recommended by the valuer is fair.</u>																										
10.	Pre and post scheme Shareholding Pattern of the listed Company	<p>Pre Scheme Shareholding Pattern: (as on the appointed date)</p> <table border="1" data-bbox="555 1626 1262 1771"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>61970201</td> <td>70.33</td> </tr> <tr> <td>Public</td> <td>25455188</td> <td>29.67</td> </tr> <tr> <td>Total</td> <td>87425389</td> <td>100.00</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern: (as on the appointed date)</p> <table border="1" data-bbox="555 1854 1262 2000"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>61970201</td> <td>70.33</td> </tr> <tr> <td>Public</td> <td>25455188</td> <td>29.67</td> </tr> <tr> <td>Total</td> <td>87425389</td> <td>100.00</td> </tr> </tbody> </table>			Category	No. of shares	%	Promoter	61970201	70.33	Public	25455188	29.67	Total	87425389	100.00	Category	No. of shares	%	Promoter	61970201	70.33	Public	25455188	29.67	Total	87425389	100.00
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12.	Pre and post scheme Shareholding pattern of Unlisted Company 2	<p>Pre-amalgamation shareholding pattern:</p> <table border="1" data-bbox="564 562 1270 703"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>41750177</td> <td>100.00</td> </tr> <tr> <td>Public</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>41750177</td> <td>100.00</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern:</p> <table border="1" data-bbox="564 763 1270 904"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>-</td> <td>-</td> </tr> <tr> <td>Public</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>-</td> <td>-</td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	41750177	100.00	Public	-	-	Total	41750177	100.00	Category	No. of shares	%	Promoter	-	-	Public	-	-	Total	-	-
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13.	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	The Transferee company will continue to maintain pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')																								
14.	Approval of shareholders through postal ballot and e- voting	Approval from the Public Shareholders through E-Voting is applicable.																								
15.	Compliance with Regulation 11 of the Listing Regulations	The Company has vide letter dated 12 th October 2020 confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.																								
16.	Statutory Auditor's certificate confirming the compliance of the accounting treatment as specified in Para (I)(A)(5) of the SEBI Circular	M/s. Bansi S. Mehta & Co, Chartered Accountants, Statutory Auditors of Gujarat Sidhee Cement Limited (Transferee Company), have provided the certificate dated 19 th May 2020, confirming the accounting treatment as per SEBI circular.																								

17.	Compliance Report As per SEBI circular	Compliance Report as the SEBI Circular is being submitted along with the application to be filed.		
18.	Net Worth (Rs. In crores)	Gujarat Sidhee Cement Limited (Transferee Company)	Bhadra Textiles and Trading Private Limited (Transferor Company 1)	Villa Trading Company Private Limited (Transferor Company 2)
	Pre	139.51	49.19	40.79
	Post	100.13	Nil	Nil
19.	Capital before the scheme (as on appointed date) (No. of equity shares as well as capital in rupees)	<p>The Authorised Capital of the Company is Rs.5,00,00,00,000.00/- (Rupees Five hundred crores only) divided into 500,000,000 (Fifty crores) Equity shares of Rs.10/- (Rupees ten only).</p> <p>The Issued capital of the Company is Rs.87,47,84,690/- (Rupees Eighty seven crores forty seven lakhs eighty four thousand six hundred ninety only) divided into 8,74,78,469 (Eight crores seventy four lakhs seventy eight thousand four hundred sixty nine) Equity shares of Rs.10/- (Rupees ten only).</p> <p>The subscribed and Paid Up capital is Rs.87,42,53,890/- (Rupees Eighty seven crores forty two lakhs fifty three thousand eight hundred ninety only) divided into 8,74,25,389 (Eight crores seventy four lakhs twenty five thousand three hundred eighty nine) Equity shares of Rs.10/- (Rupees ten only).</p>	<p>The Authorised Capital of the Company is Rs.110,00,000/- (Rupees One Crore Ten lakhs only) divided into 11,00,000 (Eleven Lakhs) Equity Shares of Rs.10/- (Rupees ten only).</p> <p>The Issued, Subscribed and Paid up Capital of the Company is Rs.95,69,660/- (Rupees Ninety five lakhs sixty nine thousand six hundred sixty only) divided into 9,56,966 (Nine lakhs fifty six thousand nine hundred sixty six) Equity shares of Rs10/- (Rupees ten only).</p>	<p>The Authorised Capital of the Company is Rs.42,00,00,000/- (Rupees Forty two crores only) divided into 4,20,00,000 (Four Crores Twenty lakhs) Equity Shares of Rs.10/- (Rupees ten only).</p> <p>The Issued, Subscribed and Paid up Capital of the Company is Rs.41,75,01,770/- (Rupees Forty one crore seventy five lakhs one thousand seven hundred seventy only) divided into 4,17,50,177 (Four crores seventeen lakhs fifty thousand one hundred seventy seven) Equity shares of Rs10/- (Rupees ten only).</p>
	No. of shares to be issued	4,88,00,000 Equity Shares of the face value of Rs.10/- each of GSCL shall be issued and allotted as fully paid up to the equity shareholders of BTTPL in the proportion of their holding in BTTPL.		VTCPL being 100% wholly owned subsidiary company of GSCL, no shares will be allotted.

	Cancellation of shares on account of cross holding, if any	Yes. There will be cancellation of 4,88,00,000 Equity shares of GSCL held by BTTPL, without any further act or deed. Accordingly, upon the Scheme becoming effective, the issued, subscribed and paid up share capital of GSCL, to the extent of the shares held by BTTPL in GSCL, shall be automatically cancelled and reduced in terms of section 66 of the Act.		The equity shares of VTCPL held by GSCL directly and/or through its nominee(s) constituting the entire paid up share capital of the VTCPL, will stand cancelled.
	Capital after the scheme (No. of equity shares as well as capital in rupees)	<p>The Authorised Capital of the Company will be Rs.543,10,00,000/- (Rupees Five hundred forty three crores ten lakhs only) divided into 54,31,00,000 (Fifty four crores thirty one lakhs) Equity shares of Rs.10/- (Rupees ten only).</p> <p>The Issued capital of the Company will be Rs.87,47,84,690/- (Rupees Eighty seven crores forty seven lakhs eighty four thousand six hundred ninety only) divided into 8,74,78,469 (Eight crores seventy four lakhs seventy eight thousand four hundred sixty nine) Equity shares of Rs.10/- (Rupees ten only).</p> <p>The subscribed and Paid Up capital will be Rs.87,42,53,890/- (Rupees Eighty seven crores forty two lakhs fifty three thousand eight hundred ninety only) divided into 8,74,25,389 (Eight crores seventy four lakhs twenty five thousand three hundred eighty nine) Equity shares of Rs.10/- (Rupees ten only).</p>	Not applicable	Not applicable
20.	Remarks, if any			

For Gujarat Sidhee Cement Limited


V. R. Mohnot
CFO & Company Secretary

