

ZETATEK INDUSTRIES PRIVATE LIMITED

Registered Office: Plot No.31,T.I.E.Balanagar, Hyderabad, Telangana,500037

Corporate Identity Number:U29119TG1990PTC011812

Tel. No:040-23721000; **Fax No:** 040-23720305

Website: www.zetatek.in;

Email: accounts@zetatekindia.com

NOTICE OF THE MEETING OF THE SECURED CREDITORS OF ZETATEK INDUSTRIES PRIVATE LIMITED CONVENED AS PER THE DIRECTIONS OF THE HYDERABAD BENCH OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

Day:	Tuesday
Date:	28 th March, 2023
Time:	11.00 a.m.
Venue:	Plot No.31, T.I.E., Balanagar, Hyderabad - 500037, Telangana

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Form No. CAA 2
(Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of
Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016)

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH
CA (CAA) NO.4 /230/HDB/2023
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
ZETATEK INDUSTRIES PRIVATE LIMITED
(TRANSFEROR COMPANY-1)
AND
MOTION DYNAMIC PRIVATE LIMITED
(TRANSFEROR COMPANY-2)
AND
ZETATEK TECHNOLOGIES PRIVATE LIMITED
(TRANSFeree COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Zetatek Industries Private Limited

(CIN: U29119TG1990PTC011812)
Plot No.31,T.I.E.,Balanagar, Hyderabad,
Telangana, 500037

... Applicant No.1/Transferor Company-1

Motion Dynamic Private Limited

(CIN: U32309TG2003PTC058750)
H.No. 60-78/Part(West), Plot No.
127/part, Survey No: 150, IDA Gandhi
Nagar, Quthbullapur,Hyderabad,
Telangana 500055

... Applicant No.2/Transferor Company-2

Zetatek Technologies Private Limited

(CIN: U29100TG1993PTC016336)
Plot No.31, T.I.E, Balanagar, Hyderabad,
Telangana, 500037

... Applicant No.3/Transferee Company

**NOTICE CONVENING MEETING OF THE SECURED
CREDITORS**

To,
The Secured Creditors of **Zetatek Industries Private limited**

Notice is hereby given that by an Order dated the 16th February, 2023, the Hyderabad Bench of The Hon'ble National Company Law Tribunal has, inter-alia, directed a Meeting to be held for the Secured Creditors of Zetatek Industries Private Limited (Transferor Company-1) for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme of Amalgamation proposed to be made between Zetatek Industries Private Limited, (Transferor Company-1) and Motion Dynamic Private Limited (Transferor Company-2) and Zetatek Technologies Private Limited (Transferee Company) and their respective shareholders and creditors.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Secured Creditors of Zetatek Industries Private Limited (Transferor Company-1) will be held at Plot No.31, T.I.E., Balanagar, Hyderabad, Telangana, 500037, on **Tuesday, the 28th day of March, 2023 at 11.00 A.M.**, at which time and place the Secured Creditors of Zetatek Industries Private Limited (Transferor Company-1) are requested to attend.

At the said meeting, approval of the Secured Creditors of the **Zetatek Industries Private Limited** (Transferor Company-1) is sought for the Scheme of Amalgamation by passing the following Resolution(s) as Special Resolution(s):

"RESOLVED THAT pursuant to and in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval by The Hon'ble National Company Law Tribunal, Hyderabad Bench and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions of all appropriate statutory authorities including but not limited to Registrar of Companies, Telangana, Regional Director, South East Region, Official Liquidator etc., if any required and while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Scheme of Amalgamation between M/s. Zetatek Industries Private Limited (Transferor Company-1) and Motion Dynamic Private Limited (Transferor Company-2) with M/s Zetatek Technologies Private Limited (Transferee Company), circulated to the Secured Creditors along with the notice and placed before the meeting and initialed by the Chairman for identification purpose, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts , deeds, matters and things, which the Board considers necessary, requisite, desirable or appropriate and to make, agree or accept such modifications/ amendments/ limitations and/ or conditions arising out of or by virtue of the said Scheme of Amalgamation or as may be directed or imposed by The Hon'ble

National Company Law Tribunal, Hyderabad Bench and/or any other authorities which the Board considers necessary to effectively implement the said Scheme.”

Copies of the Scheme of Amalgamation and the Explanatory Statement under Sections 102, 230 and 232 of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with the enclosures as indicated in this notice, can be obtained free of charge at the registered office of the Company.

The Hon'ble National Company Law Tribunal, Hyderabad Bench has appointed Mr. J. Raghu, Advocate as a Chairperson of the said Meeting and Ms. Devangi Kariya, PCS as the Scrutinizer for convening the said Meeting.

The Scheme of Amalgamation, if approved, by the Secured Creditors in the meeting, will be subject to the subsequent approval of the Hyderabad Bench of The Hon'ble National Company Law Tribunal.



J. Raghu
Advocate

Chairman appointed for the Meeting

Place: Hyderabad
Date: 23.02.2023

Notes:

1. Only Secured creditors of Zetatek Industries Private Limited Company to whom this notice is sent may attend and vote (either in person or by proxy or by authorized representative under applicable provisions of the Act) at the meeting of the Secured Creditors. The authorized representative of a body corporate which is a Secured Creditors of the Company may attend and vote at the meeting provided a certified true copy of the resolution of the Board or letter or other governing body of the body corporate authorizing such representative to attend at the meeting is deposited at the registered office of the Company not later than 48 (forty eight) hours before the schedule time of the commencement of meeting.
2. Secured creditors or their proxy or their authorized representatives attending the meetings are requested to bring a copy of the notice of the meeting and produce it at the entrance of the meeting venue along with duly filled in and signed attendance slip and authorisation letter, if any. Any alteration made in the form of Proxy should be initialed.
3. The Proxies/Authorized representatives should carry their identity proof i.e. a Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card.
4. The Notice is being sent to all the Secured creditors of the Company as on 23.02.2023. This notice of the Meeting of the Secured creditors of Zetatek Industries Private Limited is also displayed / posted on the website of Zetatek Industries Private Limited.(Website: www.zetatek.in)
5. The Secured creditors shall have right to one vote each irrespective of the value of debt.
6. The Notice convening the aforesaid meeting will be published through advertisement in Business Standard in the English language and translation thereof in Nava Telangana in the Telugu language, having wide circulation in the district where the registered office of Zetatek Industries Private Limited, is situated.
7. The Notice of the meetings will be served to the Regional Director (South East Region), Registrar of Companies, Hyderabad and official liquidator, Hyderabad and other statutory authorities as may be directed by the Tribunal in its order.
8. The queries, if any, related to the Scheme should be sent to Zetatek Industries Private Limited in the name of the Director at the Registered Office of the Company or addressed to his email address secretarial@zetatekindia.com in such a way that the Company will receive the same at least 7 days before the meeting.
9. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Secured creditors at the Registered Office of the applicant Company on all working days (except Saturdays, Sundays and Public Holidays) between 10.30 a.m. and 12.30 p.m. upto one day prior to the date of the meeting.

10. The resolution shall be deemed to be passed on the date of the concerned meeting, i.e., 28th March, 2023 subject to receipt of the requisite number of votes in favour of the resolution.
11. Pursuant to directions of the Tribunal, the notice of the meeting is being sent to the Secured creditors in physical form as per the permitted mode and also to the e-mail IDs of the Secured creditors registered with the Company.
12. Route Map of the venue of the Meeting is given at the end of the Explanatory Statement.
13. **PROCEDURE AND INSTRUCTIONS FOR ATTENDANCE REGISTRATION:**
Secured creditors are requested to tender their attendance slips at the registration counters at the venue of the Meeting and seek registration before entering the meeting hall. The creditors are requested to carry authorization letters, Proxy Forms, their valid photo identity along with the above attendance slip for verification purpose.

Encl: As stated above

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH
C.A. (CAA) NO.4 /230/HDB/2023
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
ZETATEK INDUSTRIES PRIVATE LIMITED
(TRANSFEROR COMPANY-1)
AND
MOTION DYNAMIC PRIVATE LIMITED
(TRANSFEROR COMPANY-2)
AND
ZETATEK TECHNOLOGIES PRIVATE LIMITED
(TRANSFeree COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE SCHEME OF AMALGAMATION BETWEEN ZETATEK INDUSTRIES PRIVATE LIMITED (TRANSFEROR COMPANY-1) AND MOTION DYNAMIC PRIVATE LIMITED (TRANSFEROR COMPANY-2) AND ZETATEK TECHNOLOGIES PRIVATE LIMITED (TRANSFeree COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS:

Pursuant to the Order dated the **16th February, 2023** passed by The Hon'ble National Company Law Tribunal, Hyderabad Bench, ("NCLT") in the Company Scheme Application CA(CAA) No.04/230/HDB/2023, a meeting of the Secured Creditor of Zetatek Industries Private Limited, (hereinafter referred to as "Zetatek Industries or Transferor Company-1"), is being convened at Plot No.31, T.I.E. Balanagar, Hyderabad, Telangana, 500037 on Tuesday, the 28th day of March, 2023 at 11.00 AM for the purpose of considering, and, if thought fit, approving, with or without modifications(s), the proposed Scheme of Amalgamation between Zetatek Industries Private Limited (hereinafter referred to as 'Zetatek Industries' or 'the Transferor Company-1'), Motion Dynamic Private Limited (hereinafter referred to as 'Motion Dynamic' or 'the Transferor Company-2') and Zetatek Technologies Private Limited (hereinafter referred to as 'Zetatek Technologies ' or 'the Transferee Company). The detailed terms of the Amalgamation are appearing in the enclosed draft of the Scheme of Amalgamation (hereinafter referred as "the Scheme").

I. Background of Zetatek Industries Private Limited , Motion Dynamic Private Limited and Zetatek Technologies Private Limited:

A. ZETATEK INDUSTRIES PRIVATE LIMITED (Transferor Company-1/Applicant No.1) (CIN: U29119TG1990PTC011812; PAN: AAACZ0671R).

- (a) **ZETATEK INDUSTRIES PRIVATE LIMITED (Transferor Company-1)** was originally incorporated under the name and style "Zetatek Electronics Private Limited" in the State of Telangana (erstwhile Andhra Pradesh), under the provisions of the Companies Act, 1956, vide Corporate Identification Number: U29119TG1990PLC011812, issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh) on 03.10.1990. Subsequently, the name of the Company was changed from "Zetatek Electronics Private Limited" to Zetatek Industries Private limited on 09.11.1995 by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh) later, the Company was converted from a Private Limited Company to a Public Limited Company in the name and style of "Zetatek Industries Private limited" to "Zetatek Industries Limited" on 28.12.1995 by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent to the conversion of the Company was issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh) and Later the Company has converted itself from Public Limited Company to a Private Limited Company in the name and style "Zetatek Industries Private Limited" on 27.02.2021 by following due procedure laid down under the applicable provisions of Companies Act, 2013, and a fresh certificate of Incorporation consequent to the conversion of the Company was issued by the Registrar of Companies, Telangana.
- (b) The Registered Office of the Company is situated at Plot No. 31, T.I.E., Balanagar, Hyderabad – 500037 in the State of Telangana. The e-mail address of the Company is accounts@zetatekindia.com.
- (c) There was no change in the Registered Office and the Objects of the Company in the last 5 years.
- (d) The authorized share capital of Zetatek Industries Private Limited is Rs. 7,75,00,000/- (Rupees Seven Crores Seventy Five lakhs only.) divided into 77,50,000 (Seventy Seven Lakhs and Fifty Thousand only) Equity Shares of Rs. 10/- each. The issued, subscribed and paid up share capital of Zetatek Industries Private Limited as on the date of filing of the application with The Hon'ble National Company Law Tribunal, Hyderabad Bench is Rs. 7,62,44,490/- (Rupees Seven Crores Sixty Two lakhs Forty Four Thousand and Four hundred Ninety only) divided into 76,24,449 (Seventy six lakhs twenty four thousand and four hundred and forty nine only.) Equity Shares of Rs. 10/- each.
- (e) Summary of the main objects as per the Memorandum of Association of Zetatek Industries (Transferor Company-1) and the main businesses carried on by it are stated below:
1. To carry on the business as manufactures, processors, convertors products, buyers, sellers, suppliers, stockiest, agents, merchants, distributors, concessionaires of and dealers, marketers and maintenance and servicing of circuit

Breaker, Relays, Solid state power supplies., inverters & converters, amplifiers, servo controllers, UPS systems microprocessor based & Computerized process controllers, Temperature controllers, industrial Timers, Electro-Hydraulic & Electro-Mechanical items.

2. To carry on business of manufacturer Import & Export, deal in assemble for SKD & CKD of manufacturer supplies of and dealers in motion simulation Rate tables, Vibration Testing Machines and associated Systems.
 3. To carry on business of manufactures of Electromagnetic Transformers for use in instrumentation, control panels UPS, inventors, Chargers, Power supplies and other Electrical & Electronic Equipments.
 4. To carry on business of Import Export deal in assembly from SKD & CKD of Environmental Test Chambers continued Vibration and test Chambers, Thermal Shock Chamber, Altitude Chamber, Humidity Chambers and associated Equipments.
 5. To carry on business of Import Export deal in assemble from SKD & CKD Of Medical Equipments like jet ventilators Argon and Krypton Lasers, Yag Lasers, Slit lamp Microscopes, blood Glass Analyzers, Laparoscopic Instruments, laparoscopic imaging cameras and other Medical Instruments and Equipments.
 6. To manufacture, assemble, test, market and distribute computers, computer-based equipment, computer peripherals, displays and other allied product. And to develop on and offshore including through exports of manpower customized and/or packaged software including software consultancy of any kind and be vendors of software consultancy for domestic and international consumption.
- (f) This Scheme of Amalgamation is for the purpose of amalgamation of two Companies namely Zetatek Industries Private Limited (Transferor Company-1) and Motion Dynamic Private Limited (Transferor Company-2) with Zetatek Technologies Private Limited (Transferee Company). This Scheme was approved by the Board of Directors of Zetatek Industries Private Limited at its Meeting held on 20th December, 2022 and authorized the Executive Director/Director to make any amendments, alterations and modifications in the said Scheme as may be deemed desirable or expedient or as may be directed by the Tribunal.

(g) All the Directors voted in favour of the resolution for the Scheme of Amalgamation:

- Mr. Rachakonda Ravi Kumar
- Mr. Vivek Gandikota

No director had applied for Leave of Absence.

(h) The Names, the addresses and the shareholding details of the Promoters, the Directors and the Key Managerial Persons (KMP) of Zetatek Industries Private Limited are as follows:

Sl no	Name of the Shareholder And Promoter	Father's/ Mothers' / Spouse Name	No. of Equity Shares Held	% Of Holding	Address
1	Mr. Rachkonda Siva Kumar	S/o. R. Siva	28,87,170	37.87%	H. NO. 8-2-293/82/G/A, 202, Aditya Elegance,

		Swamy Sastry				Road No.34, Jubilee Hills, Hyderabad-500033, Telangana
2	Mr.Rachakonda Ravi Kumar	S/o. R. Siva Swamy Sastry	14,82,850	19.45%		H NO 8-2-416, Flat No A-GO6, Stone Valley Apartments, Road No 4, Banjara Hills, khairatabad, Hyderabad-500 034, Telangana
3	Mrs.Rachakonda Ramadevi	W/o. R. Siva Kumar	67,251	0.88%		H. NO. 8-2-293/82/G/A, 202, Aditya Elegance, Road No.34, Jubilee Hills, Hyderabad-500033, Telangana
4	Mrs. Gandikota Mrudula	W/o. Vizaya Shesha Kumar Gandikota	24,595	0.32%		H. NO. 8-2-334/41/A, #204, Aditya Gardenia, Road No.7, Banjara Hills, Hyderabad - 500034, Telangana
5	Mrs. Rachakonda Aruna Ravi Kumar	W/o. R. Ravi Kumar	120	0.00%		H NO 8-2-416, Flat No No A-GO6, Stone Valley Apartments, Road No 4, Banjara Hills, khairatabad, Hyderabad-500 034, Telangana
6	Zetatek Technologies Private Limited	NA	31,62,463	41.48%		Plot No. 31, T.I.E., Balanagar, Hyderabad - 500037, Telangana
	Total		76,24,449	100		-

SHARES HELD BY DIRECTORS

Sl no	DIN	Name of the Director	Designation	Equity shares held	ADDRESS
1	00184740	Mr. Ravi Kumar Rachakonda	Executive Director	14,82,850	8-2-416,Flat No:A-GO6,Stone Valley Apartment, Road No:4, Banjara Hills Khairathabad Hyderabad, Telangana 500034
2	08065758	Mr. Gandikota Vivek	Director	NIL	8-2-334/1/A,Flat No - 204, Aditya Gardenia, Road No -07, Banjara Hills, Hyderabad, Telangana-,500034

B. MOTION DYNAMIC PRIVATE LIMITED (Transferor Company-2/Applicant No.2)
(CIN: U32309TG2003PTC058750; PAN: AADCM8128R).

(a) **MOTION DYNAMIC PRIVATE LIMITED (Transferor Company-2)** was originally incorporated under the name and style "Motion Dynamics Private limited" under

the provisions of Companies Act, 1956, in the State of Karnataka, vide Corporate Identification Number: U32309KA2003PTC032211, issued by the Registrar of Companies, Bangalore, Karnataka on 07.07.2003. Subsequently, the registered office of the Company was shifted to the State of Telangana (erstwhile Andhra Pradesh) vide Corporate Identification Number (CIN): U32309TG2003PTC058750. Later, the name of the Company was changed from "Motion Dynamics Private limited" to "Motion Dynamic Private limited" by following due procedure laid down under the applicable provisions of Companies Act, 2013 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Telangana on 27.12.2019.

- (b) The Registered Office of the Company is situated at H. No. 60-78/Part(West), Plot No. 127/part, Survey No: 150, IDA Gandhi Nagar, Quthbullapur Hyderabad-500055, Telangana, India. The e-mail address of the Company is accounts@zetatekindia.com.
- (c) There was no change in the Registered Office of the Company and the Objects of the Company in the last 5 years.
- (d) The authorized share capital of Motion Dynamic Private Limited is Rs. 1,00,00,000/- (Rupees One Crore only.) divided into 10,00,000 (Ten Lakhs only) Equity Shares of Rs. 10/- each. The issued, subscribed and paid up share capital of Motion Dynamic Private Limited as on the date of filing of the Application with the Hon'ble National Company Law Tribunal, Hyderabad Bench is Rs. 97,76,970/- (Rupees Ninety Seven Lakhs Seventy Six Thousand and Nine Hundred and Seventy only.) divided into 9,77,697 (Nine lakhs seventy seven thousand and Six hundred and ninety seven only) Equity Shares of Rs. 10/- each.
- (e) Summary of the main objects as per the Memorandum of Association of Motion Dynamic (Transferor Company-2) and the main businesses carried on by it are stated below:
1. To carry on the business as manufactures, processors, convertors products, buyers, sellers, suppliers, stockiest, agents, merchants, distributors, concessionaires of and dealers, marketers and a maintenance and servicing of circuit Breakers, Relays, Solid state power supplies, inverters and converters, amplifiers, servo controllers, UPS systems microprocessor based & Computerized process controllers, Temperature controllers, industrial Timers, Electro dynamic, Elector Hydraulic & Electro-Mechanical items.
 2. To carry on business of manufacturer Import & Export, deal in assemble for SKD &CKD & manufacture supplies of and dealers in motion simulation Rate tables, Vibration Testing Machines and associated Systems.
 3. To carry on business of manufactures of Dedromagnetic Transformers for used in instrumentation, control panels UPS, inventors, Chargers, Power supplies and other Electrical & Electronic Equipments.
 4. To carry on business of Manufacturer Import, Export deal in assembly from SKD & CKD of Environmental Test Chambers continued Vibration and test Chambers, Thermal Shock Chamber, Altitude Chamber, Humidity Chambers and associated Equipments.

5. To carry on business of Manufacturer Import Export deal in assemble from SKD & CKD Of Medical Equipments like jet ventilators Argon and Krypton Lasers, Yag Lasers, Slit lamp Microscopes, blood Glass Analyzers, Laparoscopic Instruments, laparoscopic imaging cameras and other Medical Instruments and Equipments.

(f) This Scheme of Amalgamation is for the purpose of amalgamation of two Companies namely Zetatek Industries Private Limited (Transferor Company-1) and Motion Dynamic Private Limited (Transferor Company-2) with Zetatek Technologies Private Limited(Transferee Company). This Scheme was approved by the Board of Directors of Motion Dynamic Private Limited at its Meeting held on 20th December,2022 and authorized the Whole Time Director/Director to make any amendments, alterations and modifications in the said Scheme as may be deemed desirable or expedient or as may be directed by the Tribunal.

(g) All the Directors voted in favour of the resolution for the Scheme of Amalgamation:

- Mr. Rachakonda Ravi Kumar
- Mr. Rachakonda Arihanth

No director had applied for Leave of Absence.

(h) The Names, the addresses and the shareholding details of the Promoters, the Directors and the Key Managerial Persons (KMP) of Motion Dynamic Private Limited are as follows:

Sl n o	Name of the Shareholder And Promoter	Father's/ Mothers'/ Spouse Name	No. of Equity Shares Held	% Of Holding	Address
1	Mr. Rachkonda Siva Kumar	S/o. R. Siva Swamy Sastry	4,82,097	49.31%	H. NO. 8-2-293/82/G/A, 202, Aditya Elegance, Road No.34, Jubilee Hills, Hyderabad- 500033, Telangana
2	Mr.Rachakonda Ravi Kumar	S/o. R. Siva Swamy Sastry	4,80,000	49.09%	H NO 8-2-416, Flat No A-GO6, Stone Valley Apartments, Road No 4, Banjara Hills, khairatabad, Hyderabad- 500 034, Telangana
3	Mrs. Rachakonda Aruna Ravi Kumar	W/o. R. Ravi Kumar	15,000	1.54%	H NO 8-2-416, Flat No No A-GO6, Stone Valley Apartments, Road No 4, Banjara Hills, khairatabad, Hyderabad- 500 034, Telangana
4	Mr.Rachakonda Arihanth	S/o. R. Siva Kumar	300	0.03%	H. NO. 8-2-293/82/G/A, 202, Aditya Elegance, Road No.34, Jubilee Hills, Hyderabad- 500033, Telangana

5	Mr.Rachakonda Akshay	S/o R. Ravi Kumar	300	0.03%	H NO 8-2-416, Flat No No A-GO6, Stone Valley Apartments, Road No 4, Banjara Hills, khairatabad, Hyderabad-500 034, Telangana
Total			9,77,697	100	

SHARES HELD BY DIRECTORS

Sl no	DIN	Name of the Director	Designation	Equity shares held	ADDRESS
1	00184740	Mr. Ravi Kumar Rachakonda	Whole Time Director	4,80,000	8-2-416,Flat No:A-G06,Stone Valley Apartment, Road No:4, Banjara Hills, Khairathabad, Hyderabad, Telangana 500034
2	08065740	Mr. Arihanth Rachakonda	Director	NIL	H.NO. 8-2-293/82/G/A, 202, Aditya Elegance, Road No. 34, Jubilee Hills,Hyderabad, Telanagana 500033

C. ZETATEK TECHNOLOGIES PRIVATE LIMITED (Transferee Company/Applicant No.3) (CIN: U29100TG1993PTC016336 ; PAN: AAACZ0672N).

(a) **ZETATEK TECHNOLOGIES PRIVATE LIMITED (Transferee Company)** was originally incorporated under the name and style "Zetatek Exports Private Limited" under the provisions of Companies Act, 1956, on 23.09.1993, in the State of Telangana (erstwhile Andhra Pradesh), vide Corporate Identification Number (CIN): U51909TG1993PTC016336, issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh). Subsequently, the name of the Company was changed from "Zetatek Exports Private Limited" to "Zetatek Consultants (India) Private Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, State of Telangana (erstwhile Andhra Pradesh) on 24.02.1998. Subsequently, the name of the Company was again changed from "Zetatek Consultants (India) Private Limited" to its present name, i.e."Zetatek Technologies Private Limited " by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh), on 17.04.2009.

(b) The Registered Office of the Company is situated at Plot No. 31, T.I.E., Balanagar, Hyderabad – 500037, Telangana, India. The e-mail address of the Company is accounts@zetatekindia.com.

- (c) There was no change in the Registered Office of the Company and the Objects of the Company were changed in the Extra Ordinary General Meeting held on 26.11.2019.
- (d) The authorized share capital of Zetatek Technologies Private Limited is Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only.) divided into 12,00,000 (Twelve Lakhs) Equity Shares of Rs.10/- (Rupees Ten only). The issued, subscribed and paid up share capital of Zetatek Technologies Private Limited as on the date of filing of the Application with the Hon'ble National Company Law Tribunal, Hyderabad Bench is Rs. 1,19,14,120/- (Rupees One Crore Nineteen Lakh Fourteen Thousand One Hundred and Twenty only.) divided into 11,91,412 (Eleven Lakhs Ninety-One thousand four hundred and Twelve) Equity Shares of Rs. 10/- each.
- (e) Summary of the main objects as per the Memorandum of Association of Zetatek Technologies (Transferee Company) and the main businesses carried on by it are stated below:
1. To carry on the business as manufactures, processors, convertors, products, buyers, sellers, suppliers, stockiest, agents, merchants, distributors, concessionaires of and dealers, marketers and maintenance and servicing of circuit Breaker , Relays, Solid state power supplies., inverters & converters, amplifiers, servo controllers, UPS systems microprocessor based & Computerized process controllers, Temperature controllers, industrial Timers, Electro-Hydraulic & Electro-Mechanical items. To carry on business of manufacturer, Import & Export, deal in assemble for SKD &CKD of manufacturer supplies of and dealers in motion simulation Rate tables, Vibration Testing Machines and associated Systems. To carry on business of manufacturer Import & Export, Microelectronic and electronic components, devices, equipments, high technology products such as electronic used in satellite system, space research and aircrafts and to carry on the business of development and marketing of software.
 2. To carry on business of manufactures of Electromagnetic Transformers for use in instrumentation, control panels UPS, inventors, Chargers, Power supplies and other Electrical & Electronic Equipments and to manufacture design, develop, built, process, alter, convert, modify or otherwise deal with missile / Military/ Space components, equipments, machines, tools, parts, spares and all other components used in the aerospace industry. To carry on business of Import Export deal in assemble from SKD & CKD of Environmental Test Chambers continued Vibration and test Chambers, Thermal Shock Chamber, Altitude Chamber, Humidity Chambers and associated Equipments. To carry on business of Import Export deal in assemble from SKD & CKD Of Medical Equipments like jet ventilators Argon and Krypton Lasers, Yag Lasers, Slit lamp Microscopes, blood Glass Analyzers, Laparoscopic Instruments, laparoscopic imagine cameras and other Medical Instruments and Equipments. To manufacture, assemble, test, market and distribute computers, computer based equipment, computer peripherals, displays, all kinds of electrical and electronic components used in satellite systems, space research application, industrial business and household applications and specialized equipment required for defence, civil aviation, Aerospace and other allied product. And to develop on and off shore including through exports of manpower customized and/or packaged software including software consultancy of any kind and be vendors of software consultancy for domestic and international consumption.

3. To carry on the business of consultants, advisers, representatives in respect of any Electrical, Electronic, Mechanical, Consumer Goods, Industrial Goods, Fancy Goods, Plant and Machineries, Computers, Computer Software, Spares and any other items. To act as advisers, agents, consultants and represent for Foreign Manufacturers for sales and servicing of their goods, services and technology in India or elsewhere.
4. To carry on the business or vocation of acting as advisers and consultants on all matters and problems relating to the technical Industries, civil, administration, finance and organization management, commencement or expansion of industry. Purchasing techniques and business (including construction of plants and buildings), production, purchases, sales, material and cost control, marketing, advertisement, publicity, personnel, export and import to and for institutions, concerns, bodies, associations incorporated, departments and services of the Government, public or local authorities, trusts, scientific research and Development Centers, and to be appointed as technical, financial, industrial administration, civil consultants.
5. To enter into any arrangement by way of a turnkey project involving supply of technical, civil financial, administrative, plant and merchandise, information, knowledge and experience and as such, undertake for and on behalf of a client to set up any plant or project in or outside India. To investigate on behalf of any company, corporation, body corporate, industries, firm, association or any person and collect information and data and submit reports on feasibility of new projects and / or improvements to and / or expansion or existing projects and diagnose operational difficulties and weaknesses and suggest remedial measures to improve and modernize existing units.

(f) This Scheme of Amalgamation is for the purpose of amalgamation of two Companies namely Zetatek Industries Private Limited (Transferor Company-1) and Motion Dynamic Private Limited (Transferor Company-2) with Zetatek Technologies Private Limited (Transfree Company). This Scheme was approved by the Board of Directors of Zetatek Technologies Private Limited at its Meeting held on 20th December, 2022 and authorized the Directors to make any amendments, alterations and modifications in the said Scheme as may be deemed desirable or expedient or as may be directed by the Tribunal.

(g) All the Directors voted in favour of the resolution for the Scheme of Amalgamation:

- Mr. Rachakonda Ravi Kumar
- Mr. Gandikota Vivek

No director had applied for Leave of Absence.

(h) The Names, the addresses and the shareholding details of the Promoters, the Directors and the Key Managerial Persons (KMP) of Zetatek Technologies Private Limited are as follows:

Sl n o	Name of the Shareholder And Promoter	Father's/ Mothers'/ Spouse Name	No. of Equity Shares Held	% Of Holding	Address

1	Mr. Rachkonda Siva Kumar	S/o. R. Siva Swamy Sastry	10,88,864	91.39%	H. NO. 8-2-293/82/G/A, 202, Aditya Elegance, Road No.34, Jubilee Hills, Hyderabad-500033, Telangana
2	Mr.Rachakonda Rama Devi	W/o R. Siva Kumar	1,02,548	8.61%	H. NO. 8-2-293/82/G/A, 202, Aditya Elegance, Road No.34, Jubilee Hills, Hyderabad-500033, Telangana
Total			11,91,412	100	

SHARES HELD BY DIRECTORS

Sl no	DIN	Name of the Director	Designation	Equity shares held	ADDRESS
1	00184740	Mr. Ravi Kumar Rachakonda	Director	Nil	8-2-416,Flat No:A-G06,Stone Valley Apartment, Road No:4, BanjaraHills Khairathabad, Hyderabad, Telangana 500034
2	08065758	Mr. Gandikota Vivek	Director	NIL	8-2-334/1/A,Flat No - 204, Aditya Gardenia, Road No -07, Banjara Hills,Hyderabad,Telangana-,500034

II. Rationale of the Scheme and Benefits to the Company, Members, creditors and others.

The proposed amalgamation would result in better and efficient utilization of resources of the Transferor Company-1, Transferor Company-2 and Transferee Company, reduction in overheads and other expenses resulting in synergy of operations and economies of scale and create a stronger base for future growth of the amalgamated entity. To have better administrative and managerial control for the management, as the amalgamation of the companies would ensure synergy in administration and management. The Transferee Company will derive and avail the benefits of assets and reserves of the Transferor Company-1 and Transferor Company-2, thereby increasing its financial strength and the ability to make larger investments and help in expeditious and economical implementation of its proposed projects thereby enhancing the value of its business and asset base to result in maximization of shareholders wealth. The proposed Amalgamation in general will have beneficial results for the Companies, their shareholders, employees and all other stakeholders.

This Scheme of Amalgamation is in the interest of Zetatek Industries, Motion Dynamic and Zetatek Technologies, their respective shareholders, employees and all concerned. The Scheme does not affect the interest of the workers, employees of the Transferor Company-1 and Transferor Company-2, as their services shall be deemed to have been continuous and not interrupted by reason of the Amalgamation. The terms and conditions of service applicable to such staff, workmen or employees after the

amalgamation shall not in any way be less favorable than those applicable to them immediately preceding the Amalgamation.

1. Salient Features of the Scheme:

The salient features of the Scheme are summarized as follows:

- a. Appointed/ Transfer Date is 1st April, 2022 or such other date as may be fixed by The Hon'ble National Company Law Tribunal, Hyderabad Bench.
 - b. The Scheme shall be effective from the Effective Date.
 - c. The Transferee Company, Zetatek Technologies, holds 41.48% equity share capital of Transferor Company-1, Zetatek Industries and on the approval of the Scheme, the said shares shall stand cancelled automatically without any further application, act or deed and there shall be no obligation in that behalf.
 - d. On the Scheme becoming effective, the Transferor Company-1 and Transferor Company-2 shall without any further act, instrument or deed stand dissolved without being wound-up.
2. The features set out above being only the salient features of the Scheme, the members / Equity Shareholders are requested to read the enclosed Scheme to get themselves acquainted with all the detailed provisions thereof.
 3. The rights and interests of the members, the creditors, the Promoters, the Directors, and the employees of Zetatek Industries, Motion Dynamic and Zetatek Technologies will not be prejudicially affected by the Scheme.
 4. The Scheme will not adversely affect the rights of any of the creditors of the said Companies in any manner whatsoever and due provisions have been made for payment of liabilities as and when the same fall due in the usual course.
 5. None of the Directors or Key Managerial Personnel of Zetatek Industries Private Limited (except for Rachakonda Ravi Kumar, along with his relatives are deemed to be interested in the proposed Scheme to the extent of their holdings of Equity Shares) has any other interest. Thus the proposed Scheme does not have any effect on the Promoters, Directors and the Key Managerial Personnel of Zetatek Industries. The effect of the Scheme on the interests of the Directors and Key Managerial Personnel and their relatives or Promoters, is not different from the effect of the Scheme on other shareholders of Zetatek Industries.
 6. Upon sanction of Scheme of Amalgamation by the Hon'ble National Company law Tribunal, Hyderabad Bench, the Authorised Share Capital of Zetatek Technologies Private Limited shall stand amended to Rs. 9,95,00,000/- (Rupees Nine crores Ninety Five Lakhs only) divided into 99,50,000 (Ninety Nine Lakhs Fifty thousand Only) Equity shares of Rs.10 each.
 7. The Valuation report has been obtained from Mr. V. Gangadhar Rao. N, Registered Valuer and the valuation report is available for inspection at the registered office of the Company. As per the valuation, the share value of ZETATEK TECHNOLOGIES PRIVATE LIMITED is Rs.404.32/- per share, the share valuation of ZETATEK INDUSTRIES PRIVATE LIMITED is Rs. 47.76/- per share with a swap ratio of 8.47:1 and the Share valuation MOTION DYNAMIC PRIVATE LIMITED is Rs. 77.46/- per share with a swap ratio of 5.22:1.
 8. As on 30th November,2022 the Transferor Company-1 has 1 Secured creditors amounting to Rs. Rs.13,01,29,587 /-

9. There are no investigations pending against any of the Companies involved in this Scheme.
10. The Company believes that other than sanction of the Hon'ble National Company Law Board and the Secured Creditors, no other approval, etc., is required for implementing the proposed Scheme of Amalgamation.
11. The Directors of Zetatek industries Private Limited are deemed to be interested in the proposed Scheme to the extent of their holdings of Equity Shares in Zetatek Industries and Motion Dynamic and Zetatek Technologies.
12. Copies of the following documents are open for obtaining extract from or for making or obtaining copies of or inspection at the registered office of Zetatek Industries on any working day:
 - a. Memorandum and Articles of Association of Zetatek Industries, Motion Dynamic and Zetatek Technologies.
 - b. Copy of the Scheme of Amalgamation;
 - c. Latest audited financial statements of the Company
 - d. Copy of the Order dated 16.02.2023 passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench directing the convening of the meeting of the Secured creditors of the Applicant Company;
 - e. The certificate issued by Auditor of the Company to the effect that the accounting treatment proposed in the scheme of amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
 - f. Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;

Dated this 23rd day of February, 2023



J. Raghu
Advocate
Chairperson of the Meeting

ROUTE MAP

LOCATION OF THE VENUE OF MEETING AT PLOT NO.31, T.I.E. BALANAGAR, HYDERABAD, TELANGANA 500037



ZETATEK INDUSTRIES PRIVATE LIMITED

Registered Office: Plot No.31,T.I.E.Balanagar, Hyderabad, Telangana,500037

Corporate Identity Number: U29119TG1990PTC011812

Tel. No:040-23721000; **Fax No:** 040-23720305

Website: www.zetatek.in;

Email: accounts@zetatekindia.com

MEETING OF THE SECURED CREDITORS

ATTENDANCE SLIP

(Please fill attendance slip and hand it over at the entrance of the Meeting Hall)

Name of the Secured creditor	
Address	
Amount Due in Rs. As on 30.11.2022	

I hereby record my presence at the meeting of the Secured Creditor held on Tuesday, 28th day of March, 2023 at 11.00 AM, at Plot No.31, T.I.E. Balanagar, Hyderabad, Telangana, 500037, convened pursuant to the directions of National Company Law Tribunal, Hyderabad Bench, vide order dated 16th February, 2023 passed in Company Scheme Application CA(CAA) No.4/ 230/ HDB/ 2023.

Date:

Signature of Secured Creditor/
Authorised Representative

Place:

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U29119TG1990PTC011812

Name of the Company: **ZETATEK INDUSTRIES PRIVATE LIMITED**

Registered office: Plot No.31,T.I.E. Balanagar, Hyderabad, Telangana,500037

Name of the Secured Creditor(s):
Registered address:
E-mail Id:
Amount Due (in Rs.)

I/We, being the Secured Creditors of _____ and having Rs. _____ amount outstanding as on 30th November, 2022 from the above named Company, hereby appoint:

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Secured Creditors Meeting of the Company, to be held on 28.03.2023 at Plot No.31, T.I.E., Balanagar, Hyderabad - 500037, Telangana, at 11.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions
1. To consider and approve the scheme of amalgamation of Zetatek Industries Private limited and Motion dynamic Private Limited with Zetatek Technologies Private Limited

Signed this _____ day of March 2023

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Affix Revenue Stamp

AUTHORISATION FORM

CIN : U29119TG1990PTC011812
Name of the Company : **ZETATEK INDUSTRIES PRIVATE LIMITED**
Registered office : Plot No.31,T.I.E.Balanagar, Hyderabad, Telangana,500037

Name of the Secured Creditor :	
Registered Address :	
E-mail Id :	
Amount Due (in Rs.) :	

I/We, being the Secured Creditor of _____ and having Rs. _____ amount outstanding as on 30th November, 2022 from the above named Company, hereby appoint

1. Name :
Address :
E-mail Id :

Signature or failing him

2. Name :
Address :
E-mail Id :

Signature or failing him

as my/our authorised representative to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of Secured Creditor of the Company, to be held on the Tuesday, the 28th day of March, 2023 at Plot No.31,T.I.E. Balanagar, Hyderabad, Telangana, 500037 at 11.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Vote		
	For	Against	Abstain
1. To consider and approve the scheme of amalgamation of Zetatek Industries Private limited and Motion dynamic Private Limited with Zetatek Technologies Private Limited			

Signed this day of 2023

Signature of Secured Creditor

Affix Revenue Stamp not less than Rs. 1
--

Signature of Authorised Representative

Note:

1. This form of authorisation form in order to be effective should be duly completed and deposited at the Corporate Office of the Company situated at Plot No.31,T.I.E. Balanagar, Hyderabad, Telangana,500037 or shall be carried to the venue on the day of meeting and should be deposited at the entrance of the meeting venue.
2. If the creditor(s) leaves the 'For', 'Against', 'Abstain' column blank against any or all of the resolutions, your authorised representative will be entitled to vote in the manner as he/she may deem appropriate.

Important:

1. The Secured creditor or the Authorized Representative attending this meeting must bring this attendance slip.
2. The Secured creditor or the Authorized Representative are requested to bring their copy of notice for reference at the meeting.
3. The Secured creditors are requested to hand over the enclosed Attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.

Date:

The Board of Directors,
ZETATEK INDUSTRIES PRIVATE LIMITED
Plot No.31, T.I.E. Balanagar, Hyderabad, Telangana, 500037

Dear Sirs,

Sub: Authorisation letter to attend Meeting of Secured Creditors of Zetatek Industries Private Limited as per the Order of the Hon'ble NCLT, Hyderabad Bench

We, M/s. are having our Registered Office at we are the Secured creditor of M/s..... with an outstanding amount of Rs./- as on **30th November, 2022**. We hereby appoint Mr. to attend and vote at the Meeting of Secured Creditors as per the Order of the Hon'ble National Company Law Tribunal, Hyderabad Bench to be held on 28.03.2023, on our behalf.

For M/s.

Signature :

Name:

Designation:

Company Stamp


SCHEME OF AMALGAMATION
OF
ZETATEK INDUSTRIES PRIVATE LIMITED
(TRANSFEROR COMPANY-1)
AND
MOTION DYNAMIC PRIVATE LIMITED
(TRANSFEROR COMPANY-2)
WITH
ZETATEK TECHNOLOGIES PRIVATE LIMITED
(TRANFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PART A

1. DESCRIPTION OF COMPANIES:

1.1. ZETATEK INDUSTRIES PRIVATE LIMITED ("TRANSFEROR COMPANY-1") was originally incorporated under the name and style "Zetatek Electronics Private Limited" in the State of Telangana (erstwhile Andhra Pradesh), under the provisions of Companies Act, 1956, vide Corporate Identification Number: U29119TG1990PLC011812 issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh) on 03.10.1990, Subsequently, the name of the Company was changed from "Zetatek Electronics Private Limited" to Zetatek Industries Private limited on 09.11.1995 by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh) later, the Company was converted from a Private Limited Company to a Public Limited Company in the name and style of

For ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD.


DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.

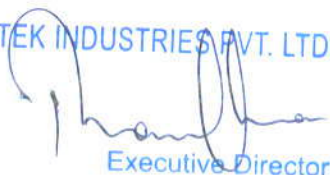

Director

"Zetatek Industries Private limited" to "Zetatek Industries Limited" on 28.12.1995 by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent to the conversion of the Company was issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh) and Later the Company has converted itself from Public Limited Company to a Private Limited Company in the name and style "Zetatek Industries Private Limited" on 27.02.2021 by following due procedure laid down under the applicable provisions of Companies Act, 2013, and a fresh certificate of Incorporation consequent to the conversion of the Company was issued by the Registrar of Companies, Telangana, vide Corporate Identification Number: U29119TG1990PTC011812 the Company is having its registered office at Plot No. 31, T.I.E. Balanagar, Hyderabad – 500037 in the State of Telangana. The PAN of the Company is AAACZ0671R.

The main objects of the Transferor Company-1 are as follows:

1. To carry on the business as manufactures, processors, convertors products, buyers, sellers, suppliers, stockiest, agents, merchants, distributors, concessionaires of and dealers, marketers and maintenance and servicing of circuit Breaker, Relays, Solid state power supplies., inverters & converters, amplifiers, servo controllers, UPS systems microprocessor based & Computerized process controllers, Temperature controllers, industrial Timers, Electro-Hydraulic & Electro-Mechanical items.
2. To carry on business of manufacturer Import & Export, deal in assemble for SKD & CKD of manufacturer supplies of and dealers in motion simulation Rate tables, Vibration Testing Machines and associated Systems.
3. To carry on business of manufactures of Electromagnetic Transformers for use in instrumentation, control panels UPS, inventors, Chargers, Power supplies and other Electrical & Electronic Equipments.
4. To carry on business of Import Export deal in assembly from SKD & CKD of Environmental Test Chambers continued Vibration and test Chambers, Thermal

ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.


DIRECTOR


Director

Shock Chamber, Altitude Chamber, Humidity Chambers and associated Equipments.

5. To carry on business of Import Export deal in assemble from SKD & CKD Of Medical Equipments like jet ventilators Argon and Krypton Lasers, Yag Lasers, Slit lamp Microscopes, blood Glass Analyzers, Laparoscopic Instruments, laparoscopic imagin cameras and other Medical Instruments and Equipments.
6. To manufacture, assemble, test, market and distribute computers, computer-based equipment, computer peripherals, displays and other allied product. And to develop on and offshore including through exports of manpower customized and/or packaged software including software consultancy of any kind and be vendors of software consultancy for domestic and international consumption.

1.2 MOTION DYNAMIC PRIVATE LIMITED ("TRANSFEROR COMPANY-2") was originally incorporated under the name and style "Motion Dynamics Private limited" under the provisions of Companies Act, 1956, in the State of Karnataka, vide Corporate Identification Number: U32309KA2003PTC032211, issued by the Registrar of Companies, Bangalore, Karnataka on 07.07.2003. Subsequently, the registered office of the Company was shifted to the State of Telangana (erstwhile Andhra Pradesh) vide Corporate Identification Number (CIN): U32309TG2003PTC058750. Later, the name of the Company was changed from "Motion Dynamics Private Limited" to "Motion Dynamic Private limited" by following due procedure laid down under the applicable provisions of Companies Act, 2013 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Telangana on 27.12.2019. The Company is having its registered office at H. No. 60-78/Part (West), Plot No. 127/part, Survey No: 150, IDA Gandhi Nagar, Quthbullapur Hyderabad -500055, in the State of Telangana. The PAN of the Company is AADCM8128R.

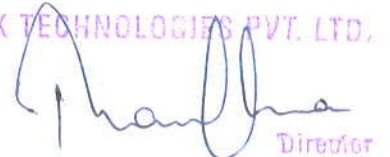
For ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD.


DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.


Director

The main objects of the Transferor Company-2 are as follow:

1. To carry on the business as manufactures, processors, convertors products, buyers, sellers, suppliers, stockiest, agents, merchants, distributors, concessionaires of and dealers, marketers and a maintenance and servicing of circuit Breakers, Relays, Solid state power supplies, inverters and converters, amplifiers, servo controllers, UPS systems microprocessor based & Computerized process controllers, Temperature controllers, industrial Timers, Electro dynamic, Elector Hydraulic & Electro-Mechanical items.
2. To carry on business of manufacturer Import & Export, deal in assemble for SKD &CKD & manufacture supplies of and dealers in motion simulation Rate tables, Vibration Testing Machines and associated Systems.
3. To carry on business of manufactures of Dedromagnetic Transformers for used in instrumentation, control panels UPS, inventors, Chargers, Power supplies and other Electrical & Electronic Equipments.
4. To carry on business of Manufacturer Import, Export deal in assembly from SKD & CKD of Environmental Test Chambers continued Vibration and test Chambers, Thermal Shock Chamber, Altitude Chamber, Humidity Chambers and associated Equipments.
5. To carry on business of Manufacturer Import Export deal in assemble from SKD & CKD Of Medical Equipments like jet ventilators Argon and Krypton Lasers, Yag Lasers, Slit lamp Microscopes, blood Glass Analyzers, Laparoscopic Instruments, laparoscopic imaging cameras and other Medical Instruments and Equipments.

1.3 ZETATEK TECNOLOGIES PRIVATE LIMITED ("TRANSFEREE COMPANY") was originally incorporated under the name and style "Zetatek Exports Private Limited" under the provisions of Companies Act, 1956, on 23.09.1993 in the State of Telangana (erstwhile Andhra Pradesh), vide Corporate Identification Number (CIN):

For ZETATEK INDUSTRIES PVT. LTD. For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.


Executive Director


DIRECTOR



Director

U51909AP1993PTC016336, issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh). Subsequently, the name of the Company was changed from "Zetatek Exports Private Limited" to "Zetatek Consultants (India) Private Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, State of Telangana (erstwhile Andhra Pradesh) on 24.02.1998. Subsequently, the name of the Company was again changed from "Zetatek Consultants (India) Private Limited" to its present name, i.e., "Zetatek Technologies Private Limited" by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Telangana (erstwhile Andhra Pradesh), on 17.04.2009. The present Corporate Identification Number (CIN) of the Company is U29100TG1993PTC016336. The company is having its registered office at Plot No. 31, T.I.E. Balanagar, Hyderabad - 500037 in the State of Telangana. The PAN of the Company is AAACZ0672N.

The main objects of the Transferee Company are as follows:

1. To carry on the business as manufactures, processors, convertors, products, buyers, sellers, suppliers, stockiest, agents, merchants, distributors, concessionaires of and dealers, marketers and maintenance and servicing of circuit Breaker , Relays, Solid state power supplies., inverters & converters, amplifiers, servo controllers, UPS systems microprocessor based & Computerized process controllers, Temperature controllers, industrial Timers, Electro-Hydraulic & Electro-Mechanical items. To carry on business of manufacturer, Import & Export, deal in assemble for SKD &CKD of manufacturer supplies of and dealers in motion simulation Rate tables, Vibration Testing Machines and associated Systems. To carry on business of manufacturer Import & Export, Microelectronic and electronic components, devices, equipments, high technology products such as electronic used in

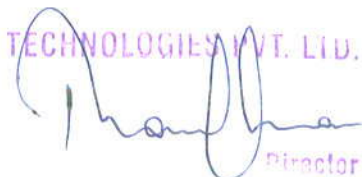
For ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD.

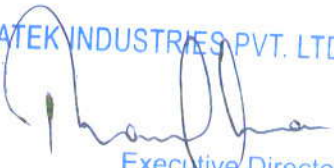

DIRECTOR


For ZETATEK TECHNOLOGIES PVT. LTD.

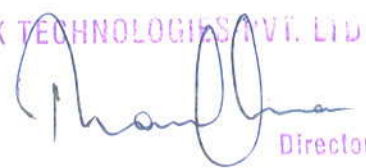

Director

satellite system, space research and aircrafts and to carry on the business of development and marketing of software

2. To carry on business of manufactures of Electromagnetic Transformers for use in instrumentation, control panels UPS, inventors, Chargers, Power supplies and other Electrical & Electronic Equipments and to manufacture design, develop, built, process, alter, convert, modify or otherwise deal with missile / Military/ Space components, equipments, machines, tools, parts, spares and all other components used in the aerospace industry. To carry on business of Import Export deal in assembly from SKD & CKD of Environmental Test Chambers continued Vibration and test Chambers, Thermal Shock Chamber, Altitude Chamber, Humidity Chambers and associated Equipments. To carry on business of Import Export deal in assemble from SKD & CKD Of Medical Equipments like jet ventilators Argon and Krypton Lasers, Yag Lasers, Slit lamp Microscopes, blood Glass Analyzers, Laparoscopic Instruments, laparoscopic imagine cameras and other Medical Instruments and Equipments. To manufacture, assemble, test, market and distribute computers, computer based equipment, computer peripherals, displays, all kinds of electrical and electronic components used in satellite systems, space research application, industrial business and household applications and specialized equipment required for defence, civil aviation, Aerospace and other allied product. And to develop on and off shore including through exports of manpower customized and/or packaged software including software consultancy of any kind and be vendors of software consultancy for domestic and international consumption.
3. To carry on the business of consultants, advisers, representatives in respect of any Electrical, Electronic, Mechanical, Consumer Goods, Industrial Goods, Fancy Goods, Plant and Machineries, Computers, Computer Software, Spares

For ZETATEK INDUSTRIES PVT. LTD.

Executive Director

For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.

DIRECTOR


Director

and any other items. To act as advisers, agents, consultants and represent for Foreign Manufacturers for sales and servicing of their goods, services and technology in India or elsewhere.

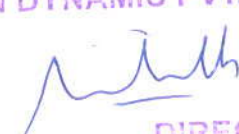
4. To carry on the business or vocation of acting as advisers and consultants on all matters and problems relating to the technical Industries, civil, administration, finance and organization management, commencement or expansion of industry. Purchasing techniques and business (including construction of plants and buildings), production, purchases, sales, material and cost control, marketing, advertisement, publicity, personnel, export and import to and for institutions, concerns, bodies, associations incorporated, departments and services of the Government, public or local authorities, trusts, scientific research and Development Centers, and to be appointed as technical, financial, industrial administration, civil consultants.
5. To enter into any arrangement by way of a turnkey project involving supply of technical, civil financial, administrative, plant and merchandise, information, knowledge and experience and as such, undertake for and on behalf of a client to set up any plant or project in or outside India. To investigate on behalf of any company, corporation, body corporate, industries, firm, association or any person and collect information and data and submit reports on feasibility of new projects and / or improvements to and / or expansion or existing projects and diagnose operational difficulties and weaknesses and suggest remedial measures to improve and modernize existing units.

2. DEFINITIONS

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

For ZETATEK INDUSTRIES PVT. LTD.

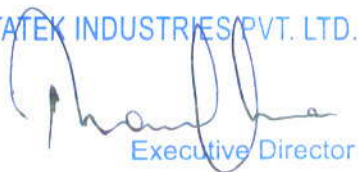
Executive Director

For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.

DIRECTOR


Director

- 2.1 **"Act"** means the Companies Act, 1956 and/or Companies Act, 2013 (wherever applicable) as amended from time to time and the Rules made there under or any statutory modification or re-enactment thereof for the time being in force;
- 2.2 **"Amalgamated Entity"** means **"ZETATEK TECHNOLOGIES PRIVATE LIMITED"** after approval of the Scheme of Amalgamation by National Company Law Tribunal.
- 2.3 **"Appointed Date"** or **"Transfer Date"** means the date from which this Scheme shall become operative viz., **01.04.2022** or in case the Hon'ble National Company Law Tribunal, Hyderabad Bench modifies the Appointed Date to such other date, then the same shall be the Appointed Date.
- 2.4 **"Board"** means the Board of Directors of the Transferor Company-1 and Transferor Company-2 and/or the Transferee Company, as the case may be.
- 2.5 **"Effective Date"** shall mean the date on which the certified copy of the order of the Tribunal sanctioning the Scheme vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Company-1 and Transferor Company-2 in the Transferee Company is filed with Registrar of Companies, Telangana, Hyderabad after obtaining the consents, approvals, permissions, resolutions, agreements, sanctions and orders necessary thereof.
- 2.6 **"NCLT"** or **"Tribunal"** means the Hyderabad Bench of Hon'ble National Company Law Tribunal constituted under Section 408 of the Companies Act, 2013 having jurisdiction in relation to Transferor Company-1 and Transferor Company-2 and Transferee Company or such other competent authority under law to whom this Scheme in its present form is submitted for sanctioning under Sections 230 – 232 of the Act;
- 2.7 **"Record Date"** means the date on which the Board of Directors of Transferee Company decides for nullifying the shares of the Transferor Company-1 and Transferor Company-2 i.e., cancellation of the shares held by the Transferee Company.

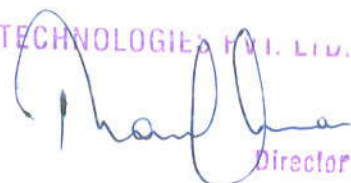
For ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD.


DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.


Director

2. 8 **"Scheme"** means this Scheme of Amalgamation pertaining to the amalgamation of the Transferor Company-1, Transferor Company-2 and the Transferee Company in its present form or with any modification(s) approved or imposed or directed by the Tribunal, or as may be modified from time to time.
2. 9 **"Transferor Companies"** means ZETATEK INDUSTRIES PRIVATE LIMITED and MOTION DYNAMIC PRIVATE LIMITED.
2. 10 **"Transferee Company"** means ZETATEK TECHNOLOGIES PRIVATE LIMITED.
2. 11 **"Tribunal"** means the Hyderabad Bench of National Company Law Tribunal constituted under Section 408 of the Companies Act, 2013.
2. 12 **"Shareholders"** shall mean the holder(s) of shares of the Transferor Company-1 and Transferor Company-2 and the Transferee Company.
2. 13 **The "said Assets"** shall mean and include the Undertaking, the entire business, all cash balance with banks, inter-corporate deposits, investments, housing loans, advances, fixed assets and other assets, all other movable and immovable properties (including immoveable properties more particularly mentioned in the **Schedule-1** hereto), estates, lands, buildings, installations, plant and machinery, furniture and fittings, vehicles, office equipment, shares, stocks securities, spares, tools and instruments, inventories, book debts, remittances in transit, post-dated cheques, benefit of any security arrangements including assigned insurance policies, National Savings Certificates, Indira Vikas Patra or any other instrument, postage stamps on hand, pre-paid expenses, concessions, tax exemptions, tax credits, Income-tax paid in advance, reversions, powers, authorities, allotments, approvals, consents, licences, Leases, registrations agreements, contracts, engagements, arrangements of all kinds, rights, privileges, title, interests, benefits and advantages of whatsoever nature and where so ever situate, trade names and other intellectual property rights of any nature whatsoever, permits, approvals, authorizations, right to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity connections,

For ZETATEK INDUSTRIES PVT. LTD.



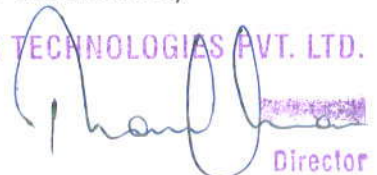
Executive Director

For MOTION DYNAMIC PVT. LTD.



DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.



Director

power plants, electricity generation & installations, and other services, reserves, provisions, funds, benefits of all agreements and all other interests of whatsoever nature, whether in India or abroad belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or enjoyed by the Transferor Company-1 and Transferor Company-2.


2. 14 **The "said Liabilities"** shall mean all debts, whether statutory, revenue or otherwise, term deposits, borrowings, bills payable, interest accrued and all other liabilities including Contingent Liabilities, duties, undertakings and obligations of the Transferor Company-1 and Transferor Company-2.

2. 15 **"Undertaking" or "Undertakings"** shall in relation to Transferor Company-1 and Transferor Company-2 means the whole of the business carried on by such Transferor Company-1 and Transferor Company-2 and shall include: -

(a) all the assets and liabilities of whatsoever nature shown in the books of the Transferor Company-1 and Transferor Company-2 including immovable, movable, intellectual property rights, bills, etc., wherever situated of the Transferor Company-1 and Transferor Company-2 as on the Appointed Date;

(b) all the assets wherever situated, whether movable or immovable, tangible or intangible, including all plant and machinery, buildings, offices, depots together with all present and future rights pertaining to the transferred undertakings and properties of the Transferor Company-1 and Transferor Company-2, including all cash balance with banks, inter-corporate deposits, investments, advances, fixed assets and other assets, all other movable and immovable properties, estates, lands, buildings, installations, plant and machinery, furniture and fittings, vehicles, office equipment, shares, stocks securities, spares, tools and instruments, inventories, book debts, remittances in transit, benefit of any security arrangements including assigned insurance policies, or any other instrument, postage stamps on hand, pre-paid expenses, concessions, tax exemptions, tax credits, Income-tax paid in advance,


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Executive Director

For MOTION DYNAMIC PVT. LTD.


DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.


Director

reversions, powers, authorities, allotments, approvals, consents, licences, Leases, registrations agreements, contracts, engagements, arrangements of all kinds, rights, privileges, title, interests, benefits and advantages of whatsoever nature and where so ever situate, trade names and other intellectual property rights of any nature whatsoever, permits, approvals, authorizations, right to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity connections, electricity generation & installations, and other services, reserves, provisions, funds, benefits of all agreements and all other interests of whatsoever nature, whether in India or abroad belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or enjoyed by the Transferor Company-1 and Transferor Company-2.

- (c) all the debts, liabilities, (including Contingent and future liabilities), duties and obligations of the Transferor Company-1 and Transferor Company-2 including export obligations;
- (d) all the reserves, movable and immovable properties, estates, assets, all permits, quotas, rights, entitlements, industrial and other licences, approvals, consents from various authorities (whether granted or pending) tenancies, offices and depots, trademarks, patents, copyrights, trade secrets, confidential information, inventions, know-how, goodwill, all other intellectual property, bank accounts, privileges, receivables, all rights in goods sold or leased, benefits, and all rights and benefits (including liabilities) under the sales tax deferrals/incentives granted by Government of Telangana or any other Government, power (electricity) subsidies whether granted or pending with Government, reimbursements, excise duty benefits and other benefits, lease rights, licences, all benefits and rights under pending applications and clearances, powers and facilities of every kind, nature and description of whatsoever nature, rights to use and avail of telephones, telexes, facsimile

For ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD.


DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.


Director

connections and installations, utilities, electricity connections, power plants, electricity generation & installations and other services, provisions, funds benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to Transferor Companies, business and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals;

- (e) all earnest moneys and/or security deposits paid by the Transferor Company-1 and Transferor Company-2 in connection with or relating to the Transferor Company-1 and Transferor Company-2 businesses; and
- (f) all necessary records, files, papers engineering and process information, computer programmes, manuals, data catalogues, quotations, sales and advertising materials, list of present and former customers and suppliers, customer credit information, customer pricing information and other records in connection with or relating to Transferor Company-1 and Transferor Company-2 business.
- (g) All Taxes paid under the Income Tax Act by the Transferor Company-1 and Transferor Company-2 whether Advance Tax, Self Assessment Tax, Minimum Alternate Tax and all other taxes paid and pending for adjustment against tax payable for the respective years.
- (h) All refunds/ reimbursement receivable by the Transferor Company-1 and Transferor Company-2 from Central Excise, Customs, DGFT, sales Tax or any other Government.

3. CAPITAL STRUCTURE:


3.1 TRANSFEROR COMPANY-1

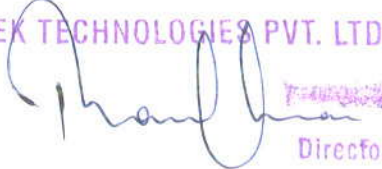
Presently the share capital of Zetatek Industries Private Limited (Transferor Company -1) is as under

Authorized Share Capital:

For ZETATEK INDUSTRIES PVT. LTD.

Executive Director

For MOTION DYNAMICS PVT. LTD.

DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.

Director

Particulars	Amount in Rs.
77,50,000 Equity Shares of Rs.10/- each	7,75,00,000
Total	7,75,00,000

Issued, Subscribed and Paid-up Capital:

Particulars	Amount in Rs.
76,24,449 Equity Shares of Rs. 10/- each	7,62,44,490
Total	7,62,44,490

31, 62,436 equity shares are held by the Transferee Company in Transferor Company-1.

3. 2 TRANSFEROR COMPANY -2

Presently the share capital of Motion Dynamic Private Limited (Transferor Company -2) is as under:

Authorized Share Capital:

Particulars	Amount in Rs.
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	1,00,00,000

Issued, Subscribed and Paid-up Capital:


Particulars	Amount in Rs.
9,77,697 Equity Shares of Rs. 10/- each	97,76,970
Total	97,76,970


3. 3 TRANSFEEE COMPANY:

Presently the share capital of Zetatek Technologies Private Limited (Transferee Company) is as under:

For ZETATEK INDUSTRIES PVT. LTD.

 Executive Director

For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.

 DIRECTOR


 Director

Authorized Share Capital:

Particulars	Amount in Rs.
1,20,00,000 Equity Shares of Rs.10/- each	1,20,00,000
Total	1,20,00,000

Issued, Subscribed and Paid-up Capital:

Particulars	Amount in Rs.
11,91,412 Equity Shares of Rs.10/- each	1,19,14,120
Total	1,19,14,120

4. OPERATIVE DATE OF THE SCHEME

Upon becoming effective this Scheme, shall operate retrospectively with effect from the Transfer Date/Appointed Date.

5. TRANSFER OF UNDERTAKING:

5.1 Upon the Scheme becoming effective, with effect from the opening of business as on the Transfer Date, the entire Undertakings of the Transferor Company-1 and Transferor Company-2 shall, without any further act or deed and without registration of any document or order with any registering authority including the Registrar of Sub-Assurances and without payment of any further stamp duty on such transfer be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company pursuant to the provisions of Section 232 and other applicable provisions of the said Act.

5.2 Subject to the provisions of this Scheme in relation to the mode of transfer and vesting and pursuant to the provisions of Section 232(4) of the said Act, all the properties, estates, assets, rights, title and interest of Transferor Company-1 and Transferor Company-2 in the said assets shall, without any further act or deed and without registration of any document or order with any registering authority

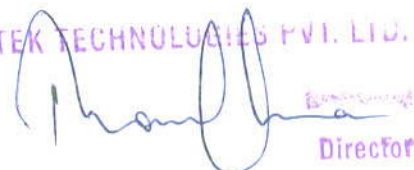
For ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD.


DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.


Director

including the Registrar of Sub-Assurances and without payment of any further stamp duty on such transfer (except as required under Article 20(d) of Schedule IA as applicable to the State of Telangana) be transferred to and vested in the Transferee Company so as to become as and from the Transfer Date, the estates, assets, rights, title and interests of the Transferee Company.

Provided that the transfer and vesting as aforesaid shall be subject to existing securities, mortgages, charges or any other encumbrances (if any, as may be subsisting) over or in respect of the said assets or any part thereof.

5. 3 Without prejudice to the above Clause, in respect of such of the said Assets as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company-1, Transferor Company-2, and shall become the property of the Transferee Company in accordance with applicable provisions of law;
5. 4 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Company-1 and Transferor Company-2 shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall make applications to and obtain relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.
5. 5 The said Assets, other than the assets transferred in the manner provided in the aforesaid Clause and comprised in the undertaking of the Transferor Company-1 and Transferor Company-2, whether or not included in the books of the Transferor Company-1 and Transferor Company-2 shall, without any further act, instrument

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Executive Director

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DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.


Director

or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company on the Transfer Date, by virtue of the order of sanction of the Tribunal under the provisions of Section 232 of the Act and the Transferee Company shall be entitled to get the change in the legal rights mutated in its name in the records of the statutory / regulatory / government authorities.

5. 6 All the said Liabilities of the Transferor Company-1 and Transferor Company-2 shall stand transferred to or be deemed to have been transferred, without any further act, instrument or deed, to the Transferee Company, pursuant to the provisions of Section 232 and other applicable provisions of the said Act so as to become as and from the Transfer Date, the debts, liabilities, duties, Undertakings and obligations of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause;

5. 7 Upon the coming into effect of this Scheme, any loans or other obligations due between or amongst the Transferor Company-1 and Transferor Company-2 and the Transferee Company, if any, shall stand discharged and there shall be no liability in this behalf by or from one company to another company and in so far as any securities or notes issued by the Transferor Company-1 and Transferor Company-2, and held by the Transferee Company, are concerned, the same shall, unless sold or transferred by the Transferee Company at any time prior to the Effective Date also stand discharged and cancelled as on the Effective Date, and shall be of no effect and the Transferor Company-1 and Transferor Company-2 shall have no further obligations outstanding in that behalf.

5. 8 Since the entire Undertakings of the Transferor Company-1 and Transferor Company-2 together with all the assets and liabilities stand transferred to and vested in the Transferee Company, all assets, whether tangible or intangible, all the liabilities including contingent liabilities, losses, provisions, and reserves of the


For ZETATEK INDUSTRIES PVT. LTD.


Executive Director

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DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.


Director

Transferor Company-1 and Transferor Company-2 shall, with effect from the Transfer Date be deemed to be the assets, losses, liabilities including contingent liabilities, provisions and reserves of the Transferee Company on the same terms and conditions.

5. 9 There is no likelihood that any creditor of the Transferor Company-1, Transferor Company-2 / Transferee Company would be prejudiced as a result of the Scheme and there is no arrangement or compromise with any of the creditors of the said companies.

5. 10 Upon the Scheme becoming effective, the Transferee Company will carry on the business activity of Transferor Company-1 and Transferor Company-2.

6. TRANSFER OF RIGHTS AND OBLIGATIONS UNDER CONTRACTS, DEEDS AND OTHER INSTRUMENTS

6. 1 On and from the Transfer Date, and subject to the provisions of this Scheme all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which the Transferor Company-1 and Transferor Company-2 are the party or to the benefit of which the Transferor Company-1 and Transferor Company-2 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effective against or in favour of the Transferee Company as the case may be and may be enforced as fully and effectually as if, instead of the Transferor Company-1 and Transferor Company-2, the Transferee Company had been a party or beneficiary thereto. The Transferee Company shall if necessary and if so required for the purpose of complying with the regulatory provisions enter into and/or issue and/or execute deeds, writings or confirmations or enter into any arrangement or confirmations or novations in order to give formal effect to the provisions of this Clause, if so required or if it becomes necessary.

For ZETATEK INDUSTRIES PVT. LTD.



Executive Director

For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.



DIRECTOR




Director

6.2 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation or any other writings in favour of the secured creditors or other creditors of the Transferor Company-1 and Transferor Company-2 in favour of any other party to any contract or arrangement to which the Transferor Company-1 and Transferor Company-2 are party or is subject to in order to give formal effect to the provisions contained in this Scheme. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Company-1 and Transferor Company-2 and to implement or carry out all such formalities or compliances referred to above on the part of the Transferor Company-1 and Transferor Company-2 to be carried out or performed.

7. LEGAL PROCEEDINGS

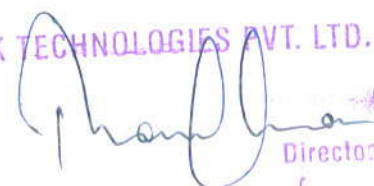
With effect from the Effective Date, if any suit, petition, appeal, revision or other proceedings of whatever nature (hereinafter called "the Proceedings") by or against the Transferor Company-1 and Transferor Company-2 under any statute, whether pending on the Transfer Date, or which may be instituted in future (whether before or after the effective date) in respect of any matter arising before the effective date and relating to the Transferred Undertaking as agreed between the Transferor Company-1 and Transferor Company-2 and the Transferee Company shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the said assets/liabilities of the Transferor Company-1 and Transferor Company-2 or of anything contained in the Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company-1 and Transferor Company-2 as if the Scheme had not been made.

ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.


DIRECTOR


Director

8. STAFF, WORKMEN AND EMPLOYEES OF THE TRANSFEROR COMPANY-1 AND TRANSFEROR COMPANY-2

All the staff, workmen and other employees on the permanent rolls, trainees and consultants of the Transferor Company-1 and Transferor Company-2 immediately before the Transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company on the basis that:

- 8.1 Their services shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking;
- 8.2 The terms and conditions of services applicable to the said staff, workmen or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately before the transfer; and
- 8.3 It is expressly provided that so far as, the Provident Fund amounts paid by the Transferor Company-1 and Transferor Company-2 payable by itself and deducted from the employee's wages and salaries and deposited with the Regional Provident Fund Commissioner, for and on behalf of the staff including workmen and other employees of the Transferor Company-1 and Transferor Company-2 is concerned, the same shall, upon the Scheme becoming effective shall stand substituted as if made by the Transferee Company for all purpose with the said Regional Commissioner of Provident Fund in the name of the Transferee Company and it is hereby clarified that for the aforesaid purpose the services of the employees who are employees of the Transferor Company-1 and Transferor Company-2 as on the Effective Date shall be treated as having been in the employment of the Transferee Company without any break of the service as having been in the continuous service of the Transferee Company.

9. CONDUCT OF BUSINESS BY THE TRANSFEROR COMPANY-1 AND TRANSFEROR COMPANY-2 UPTO THE EFFECTIVE DATE

For ZETATEK INDUSTRIES PVT. LTD. For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.

 Executive Director

 DIRECTOR


 Director


With effect from the Transfer Date upto and including the Effective Date:

- 9.1 The Transferor Company-1 and Transferor Company-2 shall carry on and be deemed to have carried on all its business and activities with due diligence and prudence and shall be deemed to have held and been in possession of all the said Assets for and on account of and in trust for the Transferee Company.
- 9.2 The transfer and vesting of the property and liabilities and the continuance of the proceedings by the Transferee Company under this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Company-1 and Transferor Company-2 in the ordinary course of business on and after the Appointed Date but prior to the effective date and all such acts, deeds and things done and executed by the Transferor Company-1 and Transferor Company-2 in respect thereto shall be deemed to be done by the Transferee Company as if done and executed on behalf of itself.
- 9.3 All the profits/ losses or incomes accruing or arising to the Transferor Company-1 and Transferor Company-2 or expenditure or losses arising or incurred by the Transferor Company-1 and Transferor Company-2 shall for all purposes be treated and be deemed to be and accrue as the profits/ losses or incomes or rights and privileges or expenditure or losses of the Transferee Company, as the case may be, including for the purposes of taxation.
- 9.4 Provided always that the Transferor Company-1 and Transferor -2 and the Transferee Company shall have the liberty to take up any new projects, avail any new loans and facility and raise any debentures and to create any mortgage or charge on their respective properties and/or to declare any interim dividend on its Equity Shares (provided however the Transferor Company-1 and Transferor Company-2 shall obtain the consent of the Board of Directors of the Transferee Company for declaring any dividend) and otherwise carry on all activities in the usual course of business.

ZETATEK INDUSTRIES PVT. LTD.

Executive Director

For MOTION DYNAMIC PVT. LTD. - For ZETATEK TECHNOLOGIES PVT. LTD.

DIRECTOR


Director


10. DIVIDENDS, PROFITS, BONUS / RIGHTS SHARES:

- 10.1 The Transferor Company-1 and Transferor Company-2 shall be entitled to declare and pay dividend, whether interim or final, to their shareholders for any financial year or any period from the date of filing of scheme up to the effective date subject, however, to the prior written approval of the Board of the Transferee Company and subject to such other agreements entered into by the Transferor Company-1 and Transferor Company-2.
- 10.2 Subject to the provisions of the Scheme, the profits of the Transferor Company-1 and Transferor Company-2 for the period beginning from 01.04.2022 (being the Appointed Date) shall belong to and be the profits of the Transferee Company and will be available to the Transferee Company for being disposed of in any manner as it thinks fit including declaration of dividend by the Transferee Company in respect of its financial year ending 31st March, 2023 or any year thereafter.
- 10.3 The Transferor Company-1 and Transferor Company-2 shall not issue or allot any Rights Shares or Bonus Shares out of its Authorized or un-issued Share Capital for the time being except with the permission of the Board of the Transferee Company.

11. TAXATION MATTERS:

- 11.1. Upon the Scheme becoming effective, all taxes payable by the Transferor Company-1 and Transferor Company-2 under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956 or other applicable laws/ regulations dealing with taxes/ duties/ levies (hereinafter referred to as "Tax Laws") shall be to the account of the Transferee Company; similarly all credits for tax deduction at source on income of the Transferor Company-1 and Transferor Company-2, or obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company-1 and Transferor Company-2 shall be made or deemed to have been made and

OF ZETATEK INDUSTRIES PVT. LTD.


Executive Director

For MOTION DYNAMIC PVT. LTD. OF ZETATEK TECHNOLOGIES PVT. LTD.


DIRECTOR


Director

duly complied with by the Transferee Company if so made by the Transferor Company-1 and Transferor Company-2. Similarly, any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Transferee Company if so made by the Transferor Company-1 and Transferor Company-2. Further, the Minimum Alternate Tax paid by the Transferor Company-1 and Transferor Company-2 under Section 115 JB and/ or other provisions (as applicable) of the Income-tax Act, 1961, shall be deemed to have been paid on behalf of the Transferee Company, and the Minimum Alternate Tax credit (if any) of the Transferor Company-1 and Transferor Company-2 as on the Appointed Date or accruing after the Appointed Date shall stand transferred to the Transferee Company and such credit would be available for set-off against the tax liabilities of the Transferee Company. Any refunds under the Tax Laws due to the Transferor Company-1 and Transferor Company -2 consequent to the assessments made of the Transferor Company-1 and Transferor Company-2 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

11.2. All taxes of any nature, duties, cess or any other like payments or deductions made by the Transferor Company-1 and Transferor Company-2 or any of their agents to any statutory authorities such as income tax, sales tax, and service tax, or any tax deduction/ collection at source, tax credits under Tax Laws, relating to the period after the Appointed Date shall be deemed to have been on account of or paid by the Transferee Company, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Transferee Company upon the Effective Date and upon relevant proof and documents being provided to the said authorities.

11.3. All cheques and other negotiable instruments and payment orders received in the name of the Transferor Company-1 and Transferor Company-2 after the Effective

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Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company. Similarly, the banker of the Transferee Company shall honour cheques issued by the Transferor Company-1 and Transferor Company-2 for payment on or after the Appointed Date and presented after the Effective Date.

12. OBJECTS/BENEFITS OF THE AMALGAMATION


- 12.1. The amalgamation would result in better and efficient utilization of resources of the Transferor Company-1, Transferor Company-2 and Transferee Company, reduction in overheads and other expenses resulting in synergy of operations and economies of scale and create a stronger base for future growth of the amalgamated entity.
- 12.2. To have better administrative and managerial control for the management, as the merger of the companies would ensure synergy in administration and management.
- 12.3. The Transferee Company will derive and avail the benefits of assets and reserves of the Transferor Company-1 and Transferor Company-2, thereby increasing its financial strength and the ability to make larger investments and help in expeditious and economical implementation of its proposed projects thereby enhancing the value of its business and asset base to result in maximization of shareholders wealth.
- 12.4. The proposed Amalgamation in general will have beneficial results for the Companies, their shareholders, employees and all other stakeholders.

13. CONSIDERATION

- 13.1 As per the valuation obtained from Independent Chartered Accountant, the share value of **ZETATEK TECHNOLOGIES PRIVATE LIMITED** is **Rs.404.32/-** per

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share, the share valuation of **ZETATEK INDUSTRIES PRIVATE LIMITED** is Rs. **47.76/-** per share with a swap ratio of 8.47:1 and the Share valuation **MOTION DYNAMIC PRIVATE LIMITED** is Rs. **77.46/-** per share with a swap ratio of 5.22:1.

13.2 The Transferee Company shall, upon coming into effect of the Scheme, and in consideration for the transfer of and vesting of the entire undertaking of the Transferor Company-1 shall issue and allot 5,26,799 equity shares of Rs. 10/- each to the shareholders of the Transferor Company-1 whose names appear in the Register of Members as on the Record Date in such proportion held by them. Equity shares of 31,62,463, shall be cancelled, as the said shares are being held by Transferee Company aggregating to 41.48% of the paid-up capital of the Transferor Company-1.



13.3 The Transferee Company shall, upon coming into effect of the Scheme, and in consideration for the transfer of and vesting of the entire undertaking of the Transferor Company-2 shall issue and allot 1,87,298 Equity shares of Rs. 10/- each to the shareholders Transferor Company-2 whose names appear in the Register of Members as on the Record Date in such proportion held by them.

13.4 The Equity Shares in the Transferee Company to be issued to the members of the Transferor Company-1 and Transferor Company-2 shall be subject to the Memorandum and Articles of Association of the Transferee Company. The Equity Shares so issued shall rank pari-passu in all respects with the existing shares of the Transferee Company and any fractions, arising thereof shall be rounded off to nearest integer.

13.5 The issue and allotment of Equity Shares in the Transferor Company-1 and Transferor Company-2, by the Transferee Company to the shareholders of the Transferor Company-1 and Transferor Company-2, provided in this Scheme is an integral part hereof and shall be deemed to have been carried out without any

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further act or deed by the Transferee Company as if the procedure laid down under relevant provisions of the Act and any other applicable provisions of the Act were duly complied with.

14. REORGANISATION OF SHARE CAPITAL OF THE TRANSFEEE COMPANY:

Upon the Scheme becoming fully effective:

14.1. The Authorized Share Capital of Transferor Company-1 and Transferor Company-2 shall be combined with the Authorized Share Capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Company-1 and Transferor Company-2 on their Authorized Share Capital, shall be deemed to have been so paid by the Transferee Company on the combined Authorized Share Capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased Authorized Share Capital.

PRE-MERGER

(Amount in Rs.)

AUTHORISED SHARE CAPITAL	ZETATEK INDUSTRIES PRIVATE LIMITED	MOTION DYNAMIC PRIVATE LIMITED	ZETATEK TECHNOLOGIES PRIVATE LIMITED
Amounts (Rs.)	7,75,00,000 (divided into 77,50,000 Equity Shares of Rs. 10/- each)	1,00,00,000 (divided into 10,00,000 Equity Shares of Rs. 10/- each)	1,20,00,000 (divided into 12,00,000 Equity Shares of Rs. 10/- each)
TOTAL (Rs.)	7,75,00,000	1,00,00,000	1,20,00,000

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**POST MERGER AUTHORISED SHARE CAPITAL OF ZETATEK TECHNOLOGIES
PRIVATE LIMITED** (Amount in Rs.)

AUTHORISED SHARE CAPITAL	Rs. 9,95,00,000/- (99,50,000) equity shares of Rs.10 each)
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14.2. Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and hereby stand altered, modified and amended pursuant to the provisions of Companies Act, 2013 as may be applicable by deleting the existing Clause and replacing it by the following without following the procedure laid down in section 61:

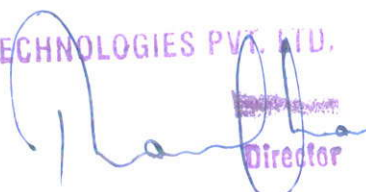
"The Share Capital of the Company is Rs.9,95,00,000/-(Rupees Nine Crores Ninety-Five Lakhs only) divided into 99,50,000 (Ninety-Nine Lakhs Fifty Thousand) equity shares of Rs. 10/- each (Rupees Ten only) with a power to increase or reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such as preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the provisions of the Companies Act, 2013."

14.3. For the purposes of this Re-organization clause, on the approval of the shareholders of the companies to the Scheme it shall be deemed that the said shareholders have also accorded all relevant consents under the provisions of Companies Act, 2013 to the extent the same may be considered applicable. The sanction of the Tribunal, under section 230 and 232 of the Companies Act, 2013 for the Scheme shall consequentially deemed to be a sanction under such applicable provisions of the Companies Act, 2013 read with rules made there under.

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15. CANCELLATION OF CERTIFICATES REPRESENTING SHARES OF TRANSFEROR COMPANIES

Upon this Scheme coming into effect, the equity share held in demat by the shareholders of Zetatek Industries Private Limited (Transferor Company 1) and the equity share certificates held by the shareholders of Motion Dynamic Private Limited (Transferor Company 2) shall be rendered invalid and deemed to have been cancelled automatically without any act or deed on part of the Transferee Company. Further wherever such shares are held in dematerialized form, as a consequence of the scheme, the depository participant shall cancel the entry in the demat account of the respective shareholders of Zetatek Industries Private Limited (Transferor Company 1) without any act or deed on the part of the Transferee Company.


**PART B
GENERAL**

16. APPLICATION TO THE TRIBUNAL

The Transferor Company-1, Transferor Company-2 and Transferee Company hereto shall, with all reasonable dispatch, make Company Joint Application/ Petition under Section 230 and 232 of the said Act, to the Tribunal for sanctioning this Scheme of Amalgamation. Upon the Scheme being sanctioned the Transferor Company-1 and Transferor Company-2 shall be dissolved without winding up.

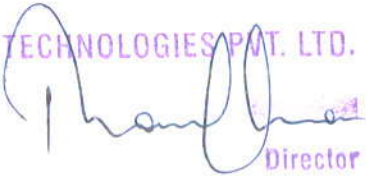
17. MODIFICATION / AMENDMENTS TO THE SCHEME

17.1 The Transferor Company-1 and Transferor Company-2 and the Transferee Company may make or consent from time to time on behalf of all persons concerned to any modifications or amendments to this Scheme or to any conditions

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or limitation which the Tribunal or any other authority under law may direct or impose or which may otherwise be considered necessary to resolve all doubts or difficulties that may arise in implementing and/or carrying out the Scheme and to do and execute all acts, deeds, matters and things necessary for putting the Scheme into effect. The aforesaid powers of the Transferor Company-1 and Transferor Company-2 and the Transferee Company may be exercised by their respective Board of Directors or any other person authorized in that behalf by the concerned Board.

17.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company and the Transferor Company-1, Transferor Company-2 respectively or any person authorized by the respective Boards in that behalf may give and is authorized to give all such directions as are necessary or desirable as the respective Boards may think fit and such determination or directions, as the case may be, shall be final and binding on all parties in the same manner as if the same were specifically incorporated in this Scheme.


18. SCHEME CONDITIONAL UPON APPROVALS/SANCTIONS

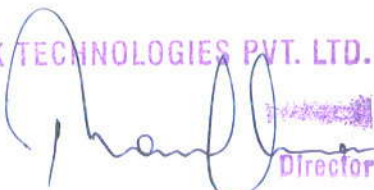
This Scheme will become effective upon the Effective Date and subject to the availability of each of the following, if required under law: -

- 18.1 The approval to the Scheme by the requisite majority at the Meetings, if directed to be convened by Tribunal.
- 18.2 The sanction of the Scheme by Tribunal under Section 230 and 232 of the said Act and necessary orders passed in this behalf.
- 18.3 The certified copies of the orders issued by the Tribunal referred to in this Scheme being filed with the Registrar of Companies, Telangana.

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19. EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS

In the event of any of the aforesaid sanctions and approvals not being obtained and / or the Scheme not being sanctioned by the Tribunal and/or the order or orders not being passed as aforesaid on or before 31st December 2023 within such further period or periods as may be agreed upon between the Transferor Company-1 , Transferor Company-2 and the Transferee Company through their respective Board of Directors, the Scheme shall become null and void and each party shall bear and pay its respective cost, charges and expenses for and / or in connection with the Scheme.

20. DISSOLUTION OF THE TRANSFEROR COMPANY-1 AND TRANSFEROR COMPANY-2:

Upon approval of this Scheme by the Tribunal, the Transferor Company-1(viz. Zetatek Industries Private Limited) and Transferor Company-2 (viz. Motion dynamic Private Limited) shall be dissolved without winding up and without any further act or deed on the part of the Transferor Company-1 and Transferor Company-2 pursuant to the provisions of Section 232 of the Companies 2013 Act.

21. ACCOUNTING OF AMALGAMATION

Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the Accounting Standards as specified under section 133 of the Companies Act 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and other generally accepted accounting principles.

22. EXPENSES CONNECTED WITH THE SCHEME

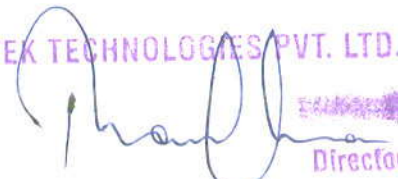
All costs, charges and expenses of the Transferor Company-1 and Transferor Company-2 and the Transferee Company respectively in relation to or in connection

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with this Scheme and incidental to the completion of the amalgamation of the Transferor Company-1 and Transferor Company-2 with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company.

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 DIRECTOR

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SCHEDULE -1

DESCRIPTION OF PROPERTY

PROPERTY -1

All that Piece and Parcel of land and Building

Reference: Sale deed No: 1189 dated 22.03.1999

Address: House No. T.I.E.31, unit bearing No.31/1, in the Survey Nos.1,2,3,40,41,42 & 45 admeasuring 1258.22 sq. yards situated at Plot No. 31, Technocrats Industrial Estate, Balanagar, Hyderabad - 500 037, Telangana (erstwhile Kajaguda Village, Balanagar Mandal, Kukatpally Municipality, Ranga Reddy District)

Boundaries As per legal document:

North: Industry on Plot No. 30
South: Industry on Plot No. 32
East: 50 feet wide road
West: Industry on Plot No. 36

PROPERTY -2

All that Piece and Parcel of land and Building

Reference: Sale deed No: 8711 dated 20.11.1995

Rectification Deed: Deed No: 11167 dated 21.09.2012

Address: Survey Nos.198/ 6A land admeasuring 3.25 acres, situated at 15 Road of Gagillapur Village, Qutubullapur Mandal, Ranga Reddy Dist, Telangana

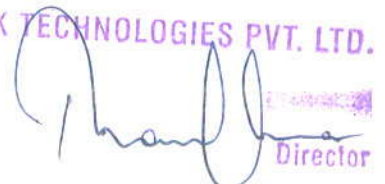
Boundaries as per legal Document:

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Executive Director

For MOTION DYNAMIC PVT. LTD. For ZETATEK TECHNOLOGIES PVT. LTD.


DIRECTOR


Director

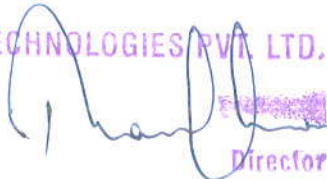
North : Land of Gade Show Reddy in Sy No. 198/ 6 Part
South : Sy No.188,
East : Land of Metadoors Pvt Ltd
West : 40 feet wide road

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Executive Director

For MOTION DYNAMIC PVT. LTD.

DIRECTOR

For ZETATEK TECHNOLOGIES PVT. LTD.

Director