



**Gujarat Foils Limited**  
 CIN: U28999GJ1992PLC018570  
 Registered Office: 3436-3446, Phase-IV,  
 GIDC, Chhatral, Gandhi Nagar, Kalol,  
 Gujarat- 382729  
 Email: compliance@gujaratfoils.com  
 Website: www.gujaratfoils.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GUJARTA FOILS LIMITED AT THEIR MEETING HELD ON SEPTEMBER 14, 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED, WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

1.1. This report is under the provisions of Section 232(2)(c) of the Companies Act, 2013 (the "Act") and summarizes the effect of the Scheme of Amalgamation amongst Gujarat Foils Limited ("Transferor Company 1" or "Company"), Koeleman India Private Limited ("Transferor Company 2"), Noble Tech Industries Private Limited ("Transferor Company 3"), OAGRI Farm Private Limited ("Transferor Company 4"), OFG Manufacturing Businesses Private Limited ("Transferor Company 5"), OMAT Business Private Limited ("Transferor Company 6"), OMAT West Limited ("Transferor Company 7"), Saivana Garments Private Limited ("Transferor Company 8"), Sri Mukha Road Products & Civil Labs Private Limited ("Transferor Company 9"), Tangerine Skies Private Limited ("Transferor Company 10"), Wonderblues Apparels Private Limited ("Transferor Company 11") with OFB Tech Private Limited ("Transferee Company") and their respective shareholders and creditors) (the "Scheme") on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## 2. Cancellation of share capital of the Company

2.1. The Company is a wholly owned subsidiary of the Transferee Company. Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.

2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.





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Email: [compliance@gujaratfoils.com](mailto:compliance@gujaratfoils.com)  
Website: [www.gujaratfoils.com](http://www.gujaratfoils.com)

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

3.1 The Company is a wholly owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

For and on behalf of  
Gujarat Foils Limited

*Vikram Singh*



Vikram Singh  
Director  
DIN: 06595417

Address: C-8A/30, DLF Alameda, Sector-73,  
Begampur Khatola (101), Khandsa,  
Gurugram, Haryana – 122004

Date: September 14, 2024

Place: Gurugram

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF KOELEMEN INDIA PRIVATE LIMITED AT THEIR MEETING HELD ON 14.09.2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

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1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## 2. Cancellation of share capital of the Company

2.1. The Company is a step-down wholly owned subsidiary of the Transferee Company.



### KOELEMEN INDIA PRIVATE LIMITED

Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmedabad City, Ahmedabad- 380054, Gujarat, India

Factory Address: Survey No 38, NH-75, Bypass Road, Narasapura Post, Kolar Taluk & District – 563133, Karnataka State

CIN: U01120GJ1995PTC154545

PHONE: 08152 – 244531, 9818166815

E-MAIL: koeleman@koelemanindia.net;  
koeleman2023@gmail.com

Web: www.koelemanindia.com

Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.

2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the step-down wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

3.1 The Company is a step-down wholly owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

For and on behalf of  
Koeleman India Private Limited

  
Kapil Dev Kukreja  
Director  
DIN: 10043713  
Address: Ac-32, Tagore Garden,  
New Delhi, India 110027



Date: 14.09.2024

Place: Gurugram

**KOELEMAN INDIA PRIVATE LIMITED**

Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmedabad City, Ahmedabad- 380054, Gujarat, India

Factory Address: Survey No 38, NH-75, Bypass Road, Narasapura Post, Kolar Taluk & District – 563133, Karnataka State

CIN: U01120GJ1995PTC154545

PHONE: 08152 – 244531, 9818166815

E-MAIL: koeleman@koelemanindia.net;  
koeleman2023@gmail.com

Web: www.koelemanindia.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF NOBLE TECH INDUSTRIES PRIVATE LIMITED AT THEIR MEETING HELD ON 14<sup>TH</sup> SEPTEMBER 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

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1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## 2. Cancellation of share capital of the Company

2.1. The Company is a wholly-owned subsidiary of the Transferee Company. Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.

2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.



**NOBLE TECH INDUSTRIES PRIVATE LIMITED**

Regd. Office: B-1102, Sankalp Iconic Tower Opp. Vikramnagar, Bopal Ambli Road, Ahmedabad, Gujarat-380054, Bodakdev, Ahmedabad, Ahmadabad City, Gujarat, India, 380054

Plant Office : 14/2A2, Melpakkam Village, Uthiramerur, Taluk, Kancheepuram Dist. 603402

CIN: U72300GJ2004PTC154543

E-mail: nobletech2023@gmail.com

Phone: +91 73583 03317

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

3.1 The Company is a wholly-owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

**For and on behalf of  
Noble Tech Industries Private Limited**



**Vikram Singh  
Director**

**DIN: 06595417**

**Address -C-8A/30, DLF Alameda, Sector – 73,  
Begampur Khatola, Khandsa Gurgaon,  
Haryana- 122004**

**Date: 14.09.2024**

**Place: Gurgaon**

**NOBLE TECH INDUSTRIES PRIVATE LIMITED**

**Regd. Office: B-1102, Sankalp Iconic Tower Opp. Vikramnagar, Bopal Ambli  
Road, Ahmedabad, Gujarat-380054, Bodakdev, Ahmedabad, Ahmadabad City,  
Gujarat, India, 380054**

**Plant Office : 14/2A2, Melpakkam Village, Uthiramerur, Taluk,  
Kancheepuram Dist. 603402**

**CIN: U72300GJ2004PTC154543**

**E-mail: nobletech2023@gmail.com**

**Phone: +91 73583 03317**



**OAGRI Farm Private Limited**

**Corp. Office:**

#6th floor, Tower A, Global Business Park,

M.G Road, Gurugram-122001

Contact: 0124- 4006603

Email: [compliance@oagrifarm.com](mailto:compliance@oagrifarm.com)/[finance@oagrifarm.com](mailto:finance@oagrifarm.com)

Website: [www.oagrifarm.com](http://www.oagrifarm.com)

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF OAGRI FARM PRIVATE LIMITED AT THEIR MEETING HELD ON SATURDAY, SEPTEMBER 14, 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMAN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED, WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

1.1. This report is under the provisions of Section 232(2)(c) of the Companies Act, 2013 (the "Act") and summarizes the effect of the Scheme of Amalgamation amongst Gujarat Foils Limited ("Transferor Company 1"), Koeleman India Private Limited ("Transferor Company 2"), Noble Tech Industries Private Limited ("Transferor Company 3"), OAGRI Farm Private Limited ("Transferor Company 4" or "Company"), OFG Manufacturing Businesses Private Limited ("Transferor Company 5"), OMAT Business Private Limited ("Transferor Company 6"), OMAT West Limited ("Transferor Company 7"), Saivana Garments Private Limited ("Transferor Company 8"), Sri Mukha Road Products & Civil Labs Private Limited ("Transferor Company 9"), Tangerine Skies Private Limited ("Transferor Company 10"), Wonderblues Apparels Private Limited ("Transferor Company 11") with OFB Tech Private Limited ("Transferee Company") and their respective shareholders and creditors) (the "Scheme") on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## 2. Cancellation of share capital of the Company

2.1. The Company is a wholly owned subsidiary of the Transferee Company. Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.

2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the

**Formerly known as 'OFB Data Technologies Private Limited'**

Registered Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmadabad City, Gujarat, India, 380054

CIN: U01100GJ2020PTC154009

Phone: 0124-4006603



shareholders of the Company, as the Company is the wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

3.1 The Company is a wholly owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

For and on behalf of

OAGRI Farm Private Limited

Lokesh Garg  
Director

DIN: 06804212

Address: Plot No. 17, Hil Apartments  
78-A, First Floor, Rohini, Sector 13,  
Delhi-110085

Date: September 14, 2024

Place: Gurugram, Haryana

**Formerly known as 'OFB Data Technologies Private Limited'**

Registered Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev,  
Ahmadabad City, Gujarat, India, 380054

CIN: U01100GJ2020PTC154009

Phone: 0124-4006603



**OFG MANUFACTURING BUSINESSES PRIVATE LIMITED****Corp. Office:**

#6th floor, Tower A, Global Business Park,

M.G Road, Gurugram-122001

Contact: 0124- 4006603

Email: [compliance@ofgoods.in](mailto:compliance@ofgoods.in)

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF OFG MANUFACTURING BUSINESSES PRIVATE LIMITED AT THEIR MEETING HELD ON SEPTEMBER 14, 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED, WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY**

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2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

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**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

**Formerly known as 'OFCONS Projects And Services Private Limited'**

"Registered Office: B-1102, Sankalp Iconic Tower, Opp. Vikram Nagar, Bopal Ambli Road, Bodakdev

Ahmadabad City, Ahmedabad- 380054, Gujarat, India

CIN: U74999GJ2018PTC154232, Phone: +914048544016



**OFG MANUFACTURING BUSINESSES PRIVATE LIMITED**

**Corp. Office:**

#6th floor, Tower A, Global Business Park,  
M.G Road, Gurugram-122001  
Contact: 0124- 4006603  
Email: [compliance@ofgoods.in](mailto:compliance@ofgoods.in)

- 4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.
- 4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

**For and on behalf of  
OFG Manufacturing Businesses Private Limited**

  
  
**Lokesh Garg**  
**Director**  
**DIN: 06804212**  
**Address: Plot No. 17, H1 Apartments**  
**78-A, First Floor, Rohini, Sector 13,**  
**Delhi-110085**

**Date: September 14, 2024**  
**Place: Gurugram, Haryana**

**Formerly known as 'OFCONS Projects And Services Private Limited'**

"Registered Office: B-1102, Sankalp Iconic Tower, Opp. Vikram Nagar, Bopal Ambli Road, Bodakdev,  
Ahmadabad City, Ahmedabad- 380054, Gujarat, India  
CIN: U74999GJ2018PTC154232, Phone: +914048544016

**OMAT BUSINESS PRIVATE LIMITED**

CIN: U28990GJ2021PTC154374

Registered Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev,  
Ahmedabad City, Ahmedabad, Gujarat- 380054  
Email: Compliance@omatbusiness.in

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF OMAT BUSINESS PRIVATE LIMITED AT THEIR MEETING HELD ON SEPTEMBER 14, 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED, WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY**

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1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

**2. Cancellation of share capital of the Company**

2.1. The Company is a wholly owned subsidiary of the Transferee Company. Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company. ss

2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

**Corporate Office:**

6<sup>TH</sup> Floor, Tower A, Global Business Park  
M.G. Road, Gurugram, Haryana-122001  
Contact: 0124- 4006603

**OMAT BUSINESS PRIVATE LIMITED**

CIN: U28990GJ2021PTC154374

Registered Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev,  
Ahmedabad City, Ahmedabad, Gujarat- 380054  
Email: Compliance@omatbusiness.in

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

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4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

For and on behalf of  
OMAT Business Private Limited

*Vikram Singh*

Vikram Singh  
Director  
DIN: 06595417

Address: C-8A/30, DLF Alameda, Sector-73,  
Begampur Khatola (101), Khandsa,  
Gurugram, Haryana – 122004s



Date: September 14, 2024  
Place: Gurugram

**Corporate Office:**  
6<sup>TH</sup> Floor, Tower A, Global Business Park  
M.G. Road, Gurugram, Haryana-122001  
Contact: 0124- 4006603

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF OMAT WEST LIMITED AT THEIR MEETING HELD ON 14<sup>th</sup> SEPTEMBER 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

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- 1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## 2. Cancellation of share capital of the Company

- 2.1. The Company is a wholly owned subsidiary of the Transferee Company. Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.
- 2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to

**OMAT WEST LIMITED** (Formerly known as Shree Sidhballi Ispat Limited)

Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Ahmedabad, Bodakdev, Ahmadabad City, Ahmedabad- 380054, Gujarat, India

Factory Address: Plot C-2, MIDC, Growth Centre Tadali, Chandrapur, Maharashtra (India)- 442406

Branch Address: Mezzanine Floor, Hyatt Enclave, Humpyard Rd, Dharampeth Nagar, Dhantoli, Nagpur, Maharashtra 440012



CIN : U27109GJ2004PLC155136

E-MAIL : contact@ssil.ontonext.com

PHONE : +91 8956 3444 01

the shareholders of the Company, as the Company is the wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

3.1 The Company is a wholly owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

For and on behalf of  
OMAT West Limited



Name: Lokesh Garg  
Director  
DIN: 06804212  
Address: Plot No 17 Hil Apartments 78-A,  
First Floor, Rohini Sector 13 Delhi India 110085

Date: 14.09.2024  
Place: Gurgaon

**OMAT WEST LIMITED** (Formerly known as Shree Sidhballi Ispat Limited)

Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Ahmedabad, Bodakdev, Ahmadabad City, Ahmedabad- 380054, Gujarat, India

Factory Address: Plot C-2, MIDC, Growth Centre Tadali, Chandrapur, Maharashtra (India)- 442406

Branch Address: Mezzanine Floor, Hyatt Enclave, Humpyard Rd, Dharampeth Nagar, Dhantoli, Nagpur, Maharashtra 440012

CIN : U27109GJ2004PLC155136

E-MAIL : contact@ssil.ontonext.com

PHONE : +91 8956 3444 01

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SAIVANA GARMENTS PRIVATE LIMITED AT THEIR MEETING HELD ON 14<sup>TH</sup> DAY OF SEPTEMBER 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

1.1. This report is under the provisions of Section 232(2)(c) of the Companies Act, 2013 (the "Act") and summarizes the effect of the Scheme of Amalgamation amongst Gujarat Foils Limited ("Transferor Company 1"), Koeleman India Private Limited ("Transferor Company 2"), Noble Tech Industries Private Limited ("Transferor Company 3"), OAGRI Farm Private Limited ("Transferor Company 4"), OFG Manufacturing Businesses Private Limited ("Transferor Company 5"), OMAT Business Private Limited ("Transferor Company 6"), OMAT West Limited ("Transferor Company 7"), Saivana Garments Private Limited ("Transferor Company 8" or "Company"), Sri Mukha Road Products & Civil Labs Private Limited ("Transferor Company 9"), Tangerine Skies Private Limited ("Transferor Company 10"), Wonderblues Apparels Private Limited ("Transferor Company 11") with OFB Tech Private Limited ("Transferee Company") and their respective shareholders and creditors) (the "Scheme") on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## SAIVANA GARMENTS PVT. LTD.

Office Address: Plot No. 25 DLF, Industrial Area, Phase-2,  
Faridabad, Haryana-121003

Registered Address: B-1102, Sankalp Iconic Tower, Opp.  
Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmedabad City,  
Ahmedabad- 380054, Gujarat, India

CIN NO. : U18209GJ2022PTC154391

PHONE : 91-11-43159600

FAX : 91-11-43159600

Email : contact@saivana.ontonext.com

For Saivana Garments Private Limited



Authorised Signatory

**2. Cancellation of share capital of the Company**

2.1. The Company is a step down wholly owned subsidiary of the Transferee Company. Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.

2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the step down wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

3.1 The Company is a step down wholly owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

For and on behalf of

For Saivana Garments Private Limited



Name: Arth Mahendrakumar Patel

Director

DIN: 07498219

Address: 8, Shivdarshan Soc, Opp.Fun Point Club, Nr. New Gujarat High Court, S.G. Highway. Daskrol Sola Ahmadabad Gujarat 380060,

Date: 14.09.2024

Place: Gurugram

**SAIVANA GARMENTS PVT. LTD.**

Office Address: Plot No. 25 DLF, Industrial Area, Phase-2, Faridabad, Haryana-121003

Registered Address: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmedabad City, Ahmedabad- 380054, Gujarat, India

CIN NO. : U18209GJ2022PTC154391

PHONE : 91-11-43159600

FAX : 91-11-43159600

Email : contact@saivana.ontonext.com



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED AT THEIR MEETING HELD ON 14<sup>TH</sup> SEPTEMBER 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

1.1. This report is under the provisions of Section 232(2)(c) of the Companies Act, 2013 (the “Act”) and summarizes the effect of the Scheme of Amalgamation amongst Gujarat Foils Limited (“**Transferor Company 1**”), Koeleman India Private Limited (“**Transferor Company 2**”), Noble Tech Industries Private Limited (“**Transferor Company 3**”), OAGRI Farm Private Limited (“**Transferor Company 4**”), OFG Manufacturing Businesses Private Limited (“**Transferor Company 5**”), OMAT Business Private Limited (“**Transferor Company 6**”), OMAT West Limited (“**Transferor Company 7**”), Saivana Garments Private Limited (“**Transferor Company 8**”), Sri Mukha Road Products & Civil Labs Private Limited (“**Transferor Company 9**” or “**Company**”), Tangerine Skies Private Limited (“**Transferor Company 10**”), Wonderblues Apparels Private Limited (“**Transferor Company 11**”)

**SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED**

Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmedabad, Ahmadabad City, Gujarat, India, 380054

Plant Office 1: 549A, SECTOR 3 BAGDOON PITHAMPUR, Dhar, Madhya Pradesh, 454001

Plant Office 2: Sy. No. 533/A/B, Perecherla Village, Medikonduru Mandal, Guntur, Andhra Pradesh- 522438

CIN: U49231GJ2016PTC154544

E-mail: pmicompliance@ofbuisines.in

Phone: 0863 229 0188,

+91 89184 26613



with OFB Tech Private Limited (“**Transferee Company**”) and their respective shareholders and creditors (the “**Scheme**”) on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

- 1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## **2. Cancellation of share capital of the Company**

- 2.1. The Company is a step down wholly owned subsidiary of the Transferee Company. Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.

- 2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the step down wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

## **3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

- 3.1 The Company is a step down wholly owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

## **4. Effect of the Scheme on the Key Managerial Personnel (‘KMPs’) and Board of Directors of the Company**

- 4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.



**SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED**

Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmedabad, Ahmadabad City, Gujarat, India, 380054

Plant Office 1: 549A, SECTOR 3 BAGDOON PITHAMPUR, Dhar, Madhya Pradesh, 454001

Plant Office 2: Sy. No. 533/A/B, Perecherla Village, Medikonduru Mandal, Guntur, Andhra Pradesh- 522438

CIN: U49231GJ2016PTC154544

E-mail: pmicompliance@ofbuisines.in

Phone: 0863 229 0188,

+91 89184 26613

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

**For and on behalf of**

**Sri Mukha Road Products & Civil Labs Private Limited**

  


**Name: Vikram Singh**  
**Director**

**DIN: 06595417**

**Address: C-8A/30, DLF Alameda, Sector – 73,  
Begampur, Khatola, Khandsa Gurgaon Haryana- 122004**

**Date: 14.09.2024**

**Place: Gurugram**

**SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED**

**Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli  
Road, Bodakdev, Ahmedabad, Ahmadabad City, Gujarat, India, 380054**

**Plant Office 1: 549A, SECTOR 3 BAGDOON PITHAMPUR, Dhar, Madhya Pradesh,  
454001**

**Plant Office 2: Sy. No. 533/A/B, Perecherla Village, Medikonduru Mandal,  
Guntur, Andhra Pradesh- 522438**

**CIN: U49231GJ2016PTC154544**

**E-mail: pmicompliance@ofbuisines.in**

**Phone: 0863 229 0188,  
+91 89184 26613**

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TANGERINE SKIES PRIVATE LIMITED AT THEIR MEETING HELD ON SEPTEMBER 14, 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

1.1. This report is under the provisions of Section 232(2)(c) of the Companies Act, 2013 (the “Act”) and summarizes the effect of the Scheme of Amalgamation amongst Gujarat Foils Limited (“Transferor Company 1”), Koeleman India Private Limited (“Transferor Company 2”), Noble Tech Industries Private Limited (“Transferor Company 3”), OAGRI Farm Private Limited (“Transferor Company 4”), OFG Manufacturing Businesses Private Limited (“Transferor Company 5”), OMAT Business Private Limited (“Transferor Company 6”), OMAT West Limited (“Transferor Company 7”), Saivana Garments Private Limited (“Transferor Company 8”), Sri Mukha Road Products & Civil Labs Private Limited (“Transferor Company 9”), Tangerine Skies Private Limited (“Transferor Company 10” or “Company”), Wonderblues Apparels Private Limited (“Transferor Company 11”) with OFB Tech Private Limited (“Transferee Company”) and their respective shareholders and creditors (the “Scheme”) on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## 2. Cancellation of share capital of the Company

2.1. The Company is a step down wholly owned subsidiary of the Transferee Company.



### TANGERINE SKIES PRIVATE LIMITED

Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmadabad City, Ahmedabad- 380054, Gujarat, India

Factory Address: Plot No 153, Sector -04, IMT Manesar, Gurgaon, Haryana - 122052

CIN: U19119GJ2017PTC154064

PHONE: 0124 4318604

E-MAIL: tangerine@ofbusiness.in

Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.

2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the step down wholly owned subsidiary of the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

3.1 The Company is a step down wholly owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

**For and on behalf of**

**Tangerine Skies Private Limited**

  
  
**Name: Kapil Dev Kukreja**  
**Director**  
**DIN: 10043713**  
**Address: AC 32 Tagore Garden**  
**S.O West Delhi , New Delhi 110027**

**Date: 14.09.2024**

**Place: Gurugram**

**TANGERINE SKIES PRIVATE LIMITED**

**Regd. Office:** B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmadabad City, Ahmedabad- 380054, Gujarat, India

**Factory Address:** Plot No 153, Sector -04, IMT Manesar, Gurgaon, Haryana - 122052

**CIN:** U19119GJ2017PTC154064

**PHONE:** 0124 4318604

**E-MAIL:** tangerine@ofbusiness.in

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF WONDERBLUES APPARELS PRIVATE LIMITED AT THEIR MEETING HELD ON SEPTEMBER 14, 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

1.1. This report is under the provisions of Section 232(2)(c) of the Companies Act, 2013 (the "Act") and summarizes the effect of the Scheme of Amalgamation amongst Gujarat Foils Limited ("Transferor Company 1"), Koeleman India Private Limited ("Transferor Company 2"), Noble Tech Industries Private Limited ("Transferor Company 3"), OAGRI Farm Private Limited ("Transferor Company 4"), OFG Manufacturing Businesses Private Limited ("Transferor Company 5"), OMAT Business Private Limited ("Transferor Company 6"), OMAT West Limited ("Transferor Company 7"), Saivana Garments Private Limited ("Transferor Company 8"), Sri Mukha Road Products & Civil Labs Private Limited ("Transferor Company 9"), Tangerine Skies Private Limited ("Transferor Company 10"), Wonderblues Apparels Private Limited ("Transferor Company 11" or "Company") with OFB Tech Private Limited ("Transferee Company") and their respective shareholders and creditors (the "Scheme") on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## 2. Cancellation of share capital of the Company

2.1. The Company is a step down wholly owned subsidiary of the Transferee Company. Hence, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company.

2.2. Upon the Scheme becoming effective, no share of the Transferee Company shall be allotted to the shareholders of the Company, as the Company is the step down wholly owned subsidiary of



### WONDERBLUES APPARELS PRIVATE LIMITED

Regd. Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmadabad City, Ahmedabad - 380054, Gujarat, India

Factory Address: No. 48/1/2/3, Mysandra Mysore Road, Kengeri Hobli, Bangalore, Karnataka, India, 560059

CIN: U18100GJ2022PTC154029

PHONE: 09880888447, 09900578805

E-MAIL: [wonderbluesapparels@gmail.com](mailto:wonderbluesapparels@gmail.com)

the Transferee Company, and the issued and paid-up capital of the Company shall stand cancelled.

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

3.1 The Company is a step down wholly owned subsidiary of the Transferee Company. Hence, there are no non-promoter shareholders in the Company. The effectiveness of the Scheme shall have no adverse impact on the equity shareholders of the Company.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 Upon effectiveness of the Scheme, the Company shall stand dissolved without winding up and accordingly, its KMPs, if any, and Board of Directors shall cease to exist.

4.2 None of the directors, the KMPs, if any, of the Company and their 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

**For and on behalf of**

**Wonderblues Apparels Private Limited**

Name: Arth Mahendrakumar Patel

Director

DIN: 074982719

Address: 8, Shividarshan Society, Opp. Fun Point Club,  
Nr. New Gujarat High Court, S.G. Highway,  
Ahmedabad, Gujarat- 380060

Date: 14.09.2024

Place: Gurugram



**WONDERBLUES APPARELS PRIVATE LIMITED**

**Regd. Office:** B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev, Ahmadabad City, Ahmedabad - 380054, Gujarat, India

**Factory Address:** No. 48/1/2/3, Mysandra Mysore Road, Kengeri Hobli, Bangalore, Karnataka, India, 560059

**CIN:** U18100GJ2022PTC154029

**PHONE:** 09880888447, 09900578805

**E-MAIL:** [wonderbluesapparels@gmail.com](mailto:wonderbluesapparels@gmail.com)



OFB Tech Private Limited

Corp. Office:

#6th floor, Tower A, Global Business Park,

M.G. Road, Gurugram, Haryana-122001

Contact: 0124- 4006603

Email: [compliance@ofbusiness.in](mailto:compliance@ofbusiness.in)Website: [www.ofbusiness.com](http://www.ofbusiness.com)

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF OFB TECH PRIVATE LIMITED AT THEIR MEETING HELD ON SEPTEMBER 15, 2024 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AMONGST GUJARAT FOILS LIMITED, KOELEMEN INDIA PRIVATE LIMITED, NOBLE TECH INDUSTRIES PRIVATE LIMITED, OAGRI FARM PRIVATE LIMITED, OFG MANUFACTURING BUSINESSES PRIVATE LIMITED, OMAT BUSINESS PRIVATE LIMITED, OMAT WEST LIMITED, SAIVANA GARMENTS PRIVATE LIMITED, SRI MUKHA ROAD PRODUCTS & CIVIL LABS PRIVATE LIMITED, TANGERINE SKIES PRIVATE LIMITED, WONDERBLUES APPARELS PRIVATE LIMITED, WITH OFB TECH PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013, ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

## 1. Background

1.1. This report is under the provisions of Section 232(2)(c) of the Companies Act, 2013 (the "Act") and summarizes the effect of the Scheme of Amalgamation amongst Gujarat Foils Limited ("Transferor Company 1"), Koeleman India Private Limited ("Transferor Company 2"), Noble Tech Industries Private Limited ("Transferor Company 3"), OAGRI Farm Private Limited ("Transferor Company 4"), OFG Manufacturing Businesses Private Limited ("Transferor Company 5"), OMAT Business Private Limited ("Transferor Company 6"), OMAT West Limited ("Transferor Company 7"), Saivana Garments Private Limited ("Transferor Company 8"), Sri Mukha Road Products & Civil Labs Private Limited ("Transferor Company 9"), Tangerine Skies Private Limited ("Transferor Company 10"), Wonderblues Apparels Private Limited ("Transferor Company 11") with OFB Tech Private Limited ("Transferee Company" or "Company") and their respective shareholders and creditors) (the "Scheme") on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

1.2. The draft Scheme was placed before the Board of Directors for the purpose of identification.

## 2. Cancellation of share capital of the Transferor Companies

2.1 Since all the Transferor Companies being amalgamated into the Company are wholly owned subsidiaries (direct/indirect) of the Company, no shares of the Company shall be allotted under the Scheme in lieu or exchange of shares of the Transferor Companies. Since there is no issuance of shares, there will be no change in the shareholding pattern of the Company pursuant to the Scheme.



Registered Office: B-1102, Sankalp Iconic Tower, Opp. Vikramnagar, Bopal Ambli Road, Bodakdev,  
Ahmedabad City, Ahmedabad, Gujarat- 380054,  
CIN: U74140GJ2015PTC154393

*Amolapada*



2.2 Further, the investments in the shares of the Transferor Companies shall stand cancelled in the books of the Company and the entire share capital of the Transferor Companies shall be cancelled and extinguished.

**3. Effect of the Scheme on the shareholders (promoter and non-promoter) of the Company**

3.1. The Company has two class of shareholders, i.e. equity shareholders and preference shareholders. The effectiveness of the Scheme will have no impact on the shareholders of the Company. Accordingly, the shareholders of the Company shall continue to be the shareholders of the Company, even after the effectiveness of the Scheme.

**4. Effect of the Scheme on the Key Managerial Personnel ('KMPs') and Board of Directors of the Company**

4.1 The effectiveness of the Scheme will have no impact on the KMPs / Board of Directors of the Company. The KMPs / Board of Directors of the Company shall continue to be the KMPs / Board of Directors of the Company, even after the effectiveness of the Scheme.

4.1. None of the directors, the KMPs of the Company and their respective 'Relatives' (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme.

**For and on behalf of**  
**OFB Tech Private Limited**

*Asish Mohapatra*  


**Asish Mohapatra**  
**Director**  
**DIN: 06666246**  
**Address: H-12, Second Floor, Green Park Main,**  
**Hauz Khas, South Delhi, Delhi- 110016**

**Date: September 15, 2024**  
**Place: Gurugram**