

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

Company Application (CAA) No. 138/KB /2021

In the matter of:
The Companies Act, 2013
And

In the matter of:
A petition under Sections 230 and 232
of the said Act
And

JKK FINANCE LIMITED, a company
incorporated under the provisions of
the Companies Act, 1956, having its
Registered Office at 6, Little Russell
Street, Kolkata - 700071, CIN
U67110WB2007PLC117971, PAN
AABCJ8737B within the aforesaid
jurisdiction.

And

In the matter of:
ARADHANA INVESTMENTS LIMITED,
a company incorporated under the
provisions of the Companies Act, 1956,
having its Registered Office at 5,
Middleton Street Kolkata - 700071,
CIN L67120WB1973PLC029135, PAN
AAECA1808K within the aforesaid
jurisdiction.

1. JKK FINANCE LIMITED -
Transferor Company
2. ARADHANA INVESTMENTS
LIMITED - Transferor Company
..... Applicants



I, Darshan Singh Anand, Advocate, having office at Suite - 1B, 1st Floor,
22/28A, Manoharpukur Road, Deshopriya Park, Kolkata 700029, do
hereby solemnly affirm and say as follows:-

1. Pursuant to an order dated 3rd November, 2021 and 25th January,
2022 passed by this Hon'ble Bench, I acted as the Chairman for the
meeting of the Shareholders of ARADHANA INVESTMENTS LIMITED,
being the Applicant Company No.2 above named (hereinafter referred
to as the "Transferor Company") held on Thursday, the 10th day of
March, 2022. My report as to the result of the said meeting is
annexed hereto and marked as "**A**".
2. The statements contained in the said report as to the conduct and
proceedings of the said meeting are true to my knowledge.

3. The statements regarding the value of the vote and other particulars of the said member are based on information derived from the records of the Transferor Company made available at the meeting and I believe them to be true.
4. The Attendance Sheet together with the Ballot Paper and Board Resolution in respect of the said meeting and the copy of the Scheme placed before the meeting and initialled by me for the purpose of identification are also annexed hereto and collectively marked as "**B**".
5. The proceedings of the said meeting are truly recorded in the Minutes thereof annexed hereto and marked as "**C**".
6. The report of the Scrutinizer is annexed hereto and marked as "**D**".
7. The statements contained in all the paragraphs of the foregoing affidavit are true to my knowledge.

SOLEMNLY AFFIRMED by the
said Darshan Singh Anand at Kolkata
this ___ day of March, 2022



Before me,

Commissioner

Solemnly Affirmed &
Declared before me on
Identification of advocate
P.K. DATTA
Notary

11 MAR 2022

Identified by me

Arun Kr. Sarkar
C.M.M. Court
Kolkata



REPORT OF THE CHAIRMAN

I, Darshan Singh Anand, the person appointed by this Hon'ble Bench to act as the Chairman for the meeting of the Shareholders of ARADHANA INVESTMENTS LIMITED, being the Applicant Company No.2 above named (hereinafter referred to as the "Transferor Company") summoned by notice served individually upon them through courier at the respective address and also by advertisement published once each in "Business Standard", Kolkata in its issue dated 10th March, 2022 and in 'Aajkaal', Kolkata in its issue dated 10th March, 2022 held at 6, Little Russell Street, Kolkata - 700071, on Thursday the 10th March, 2022 at 11:45 a.m. do hereby report to this Hon'ble Bench as follows:-

1. The said meeting was attended by 08 Shareholders of the Transferor Company present through person, authorized representatives and entitled together to 29050 number of equity shares which is 4.84 % of total Equity Share Capital.
2. A copy of the Scheme of Arrangement being Annexure "H" to the application of the applicants herein in Company Application (CAA) No. 138/KB/2021 together with all other papers sent therewith was taken as received, read and understood by the Shareholders attending the meeting and the question submitted to the meeting was whether the said Shareholders of the Transferor Company approved and agreed to the said Scheme submitted to the meeting with or without any modification thereto.
4. The Evoting facility was also availed to the shareholders for voting on the resolution. The Evoting starts from 07th March, 2022 at 10.00 AM and concluded on 09th March, 2022 at 05.00 PM.
5. The said meeting was unanimously of the opinion that the said Scheme should be approved and agreed to without any modification.
6. The result of the voting on the said question was as follows:
 - A. The under mentioned Shareholders of the Transferor Company voted in favour of the proposed Scheme being adopted and carried into effect without any modification.



Sl. No.	Folio No.	Name of the Shareholders	Number of Shares
1	00126	Kankaria traders & investments Pvt. Ltd	100
2	IN302927-10082325	Jai Kumar Kankaria	3850
3	1203330000841268	United Investment And Trading Co Pvt Ltd	5000
4	1203330000840509	Supreme Trade And Investment Pvt Ltd	5000
5	1203330000841253	Rajasthan Traders And Financers Pvt Ltd	5000
6	1203330000841819	Universal Traders And Investors Pvt Ltd	5000
7	1203330000844518	Awanti Fibre And Industries Ltd	5050
8	00152	Uttam Kumar Bothra	50
TOTAL			29050

B. The under mentioned Shareholders of the Transferor Company voted against the proposed Scheme being adopted and carried into effect without any modification.

Sl. No.	Folio No.	Name of the Shareholders	Number of Shares
1	-	-	-
TOTAL			

7. The result of the e-voting on the said question was as follows:-

Sl. No.	Folio No.	Name of the Shareholders	Number of Shares
1	1203330000859921	POONAM DUGAR	93000
2	IN302927-10048277	BINOD JUTE AND FIBRE LTD	49650
3	IN302927-10048716	H C COMMERCIAL LIMITED	106850
4	1203330000846378	KANKARIA TRADERS AND INVESTMENT PVT LTD	19400
5	1203330000751541	MORGAN WALKER INFRASTRUCTURE LIMITED	18000
6	1203330000841920	RELIANCE TRADERS AND INVESTORS PVT LTD	88600
7	1203330000956771	ZENITH ENTERPRISES LIMITED	15000
8	1203330001195640	MORGAN WALKER AND CO LIMITED	20000
9	1203330000902630	JAI KUMAR KANKARIA INVESTMENT PVT LTD	20000
10	IN303559-10018551	DIVYA DUGAR	93000
11	1203330000887569	RUSSELL PROPERTIES PVT LTD	32500
12	1203330000632384	AUCKLAND JUTE CO LIMITED	8800
TOTAL			564800

Dated this day of March, 2022.


CHAIRMAN

SCHEME OF ARRANGEMENT

BETWEEN
ARADHANA INVESTMENTS LIMITED
AND
JKK FINANCE LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

PART - I

1. DEFINITIONS :

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

- A. **“Act” or “The Act”** means the Companies Act, 2013.
- B. **“Appointed Date”** means the 1st day of April, 2020.
- C. **“Effective Date”** means the date when the certified copy of the order sanctioning the Scheme of Arrangement is filed with the Registrar of Companies, West Bengal by both the Companies respectively.
- D. **“Transferee Company”** means **JKK FINANCE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office 6, Little Russell Street, Kolkata - 700071, in the State of West Bengal, CIN U67110WB2007PLC117971, PAN AABCJ8737B, Incorporated on 21.08.2007.
- E. **“Transferor Company”** means **ARADHANA INVESTMENTS LIMITED**, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at 5, Middleton Street Kolkata - 700071, in the State of West Bengal CIN L67120WB1973PLC029135, PAN AAECA1808K, Incorporated on 15.12.1973.
- F. **“Investment Division”** means the Investment of the Transferor Company in shares and securities in bodies corporate and which includes:
- a) all present investments of whatsoever nature as on the Effective Date as appearing in the books of Transferor Company as current investments comprising of inventories and long-term investments, mutual funds, Government Bonds, Inter Corporate -Deposits ,demat accounts including all other interests or rights in or arising out of or relating to Investments of Transferor Company together with all rights, powers, interests, charges, privileges, benefits, entitlements, liberties, easements and advantages, appertaining to Investment Division is entitled to of whatsoever kind, nature of description held, applied for or as may be obtained hereafter together with the benefit of all contracts and engagements and all books, papers, documents and records relating to **“Investment Division”** of Transferor Company.



- b) all debts liabilities, duties, and obligations as on Appointed Date of the Transferor Company relating to and/or arising out of Investment Division including liabilities on account of unsecured loans, sundry creditors and liabilities whether or not provided for in the books of account of the Transferor Company and
- c) all the existing permanent employees of the Transferor Company engaged in or in relation to the Investment Division on the basis of continuity of service.
- G. **"Remaining Division"** means the remaining division of the Transferor Company which includes all the business undertaking, assets and liabilities of the Transferor Company; except the Investment Division.
- H. **"Tribunal"** or "Court" means the National Company Law Tribunal, Kolkata Bench.
- I. **"Scheme"** or **"the Scheme"** or **"this Scheme"** or **"Scheme of Arrangement"** means this Scheme of Arrangement in its present form or with any modification(s) approved or directed by the tribunal or any other authorities.
- J. The Scheme though effective from the Appointed Date shall become operative from the Effective date, if the effective date is later than appointed date.
- K. **"Proceedings"** include any pending suit, appeal or any legal proceedings of whatsoever nature in any court of law, or tribunal or any judicial or quasi judicial body or any assessments proceedings before any authority under any law and also arbitration proceedings.

PRESENT CAPITAL STRUCTURE

1. The Authorised Share Capital of the **Transferee Company** is Rs. 2,50,00,000/- divided into 25,00,000 Equity Shares of Rs 10/- each. The Issued, Subscribed and Paid up Share Capital of the **Transferee Company** is Rs 1,61,00,000/- divided into 16,10,000 Equity Shares of Rs 10/- each all fully paid-up.
2. The Authorised Share Capital of the **Transferor Company** is Rs. 1,00,00,000/- divided into 7,50,000 Equity Shares of Rs 10/- each and 25,000 Preference Shares of Rs. 100/- each. The Issued, Subscribed and Paid up Share Capital of the **Transferor Company** is Rs 60,00,000/- divided into 6,00,000 Equity Shares of Rs 10/- each all fully paid-up.

BUSINESS

3. The **Transferor Company** is engaged in the business of power generation, financing investment and real estate. The Company is listed with Calcutta Stock Exchange Association Limited (CSE).
4. The **Transferee Company** is engaged in the business of investment and trading in shares & securities. The Transferee Company is a registered Non Banking Financial Company registered with Reserve Bank of India



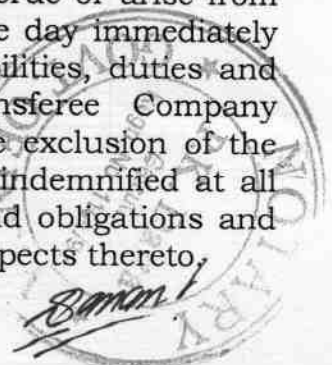
BACKGROUND, OBJECTIVES AND BENEFITS OF THE SCHEME

5. The Transferor Company has several business operations and under the competitive environment, it is necessary for the Transferor Company to re-define its objectives for strengthening its operational activities.
6. The Transferor Company has undertaken a large scale programme for expansion of its present business. To achieve optimum advantage and also to achieve greater efficiency and synergy in operations, it is desirable to reorganize the operation of the Investment Division into a separate entity. The Board of Directors of the Transferor Company felt that considering the requirement, and giving greater focus and attention on the operation of respective divisions of the Transferor Company would result in substantial improvement in the business activities overall. To meet the working capital requirement more effectively and conveniently it is considered desirable and expedient to reorganize and reconstruct the business and divisions of the Transferor Company by transferring the said Investment Division to the Transferee Company. It would independently finance the capital investment needed for business activities of the Investment Division separately and develop the same. The Transferor Company shall retain its Remaining Division to itself. The Investment Division has good prospect for growth and development of its business which requires induction of fresh finance which can be more conveniently and adequately raised in a separate company.
7. Under the present Scheme of Arrangement it is proposed to transfer the Investment Division of the Transferor Company to the Transferee Company in the manner and on the terms and conditions contained herein. The Scheme will enable the Transferee Company to acquire Investment Division and to develop and expand the same independently. The Scheme will result in independent growth and expansion of the respective business of the Transferor Company and will facilitate greater focus on the Transferor Company and to improve their profit potential.

PART -II

TRANSFER OF INVESTMENT DIVISION

1. With effect from the Appointed Date, the Investment Division of the Transferor Company shall pursuant to Section 232 of the Act and without any further act or deed be transferred to and vest in and be deemed to have been transferred to and vested in the Transferee Company for all the estates and interest of the Transferor Company therein, subject however to all charges, liens, lispensens, mortgages and encumbrances, if any, affecting the same or any part thereof.
2. All debts liabilities, duties and obligations of the Transferor Company relating to its Investment Division as on the close of business on the day immediately preceding the Appointed Date and all other liabilities of the Transferor Company relating to the Investment Division which may accrue or arise from the Appointed Date but which relate to the period up to the day immediately preceding the Appointed Date shall become the debts, liabilities, duties and obligations of the Transferee Company and the Transferee Company undertakes to meet, discharge and satisfy the same to the exclusion of the Transferor Company and to keep the Transferor Company indemnified at all times from and against all such debts, liabilities, duties and obligations and from and against all actions, demands and proceedings in respects thereto.



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EMPLOYEES

- 3(a) The Transferee Company undertakes to engage on and from the Effective Date of all the permanent employees of the Transferor Company engaged in the Investment Division on the same terms and conditions on which they were engaged by the Transferor Company as on the Appointed Date without any interruption of services as a result of the transfer of the Investment Division to the Transferee Company. The Transferee Company agrees that the services of all such employees with the Transferor Company relating to the Investment Division prior to such transfer shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits.
- b) The accumulated balances, if any, standing to the credit of the employees of the Investment Division of the Transferor Company in the existing funds of which they are members will be transferred to such other funds, as are recognized by the concerned authorities on application by the Transferee Company. Pending the transfer as aforesaid the dues of the employees of the Investment Division will be continued to be deposited in the existing respective funds. However, all arrears of salaries, wages, including liability on account of unpaid leave as payable on the Appointed Date shall be borne by and on account of the Transferor Company. The amount of liability, in respect of gratuity (determined as the sum payable on the Appointed Date as if the same were due) relating to the employees of the Investment Division shall be adjusted by the Transferor Company and transferred to the Transferee Company.

LEGAL PROCEEDINGS

4. If any legal proceedings by or against the Transferor Company relating to its Investment Division be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Investment Division of the Transferor Company or anything contained in this Scheme but the Proceedings including those by the creditors of the Transferor Company relating to the Investment Division 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 if this Scheme had not been made.

CONDUCT OF BUSINESS IN RELATION TO THE UNDERTAKING UP TO THE EFFECTIVE DATE

5. With effect from the Appointed Date and upto and including the date on which the Investment Division is duly transferred to the Transferee Company as provided herein:
- a) The Transferor Company undertakes to carry on the business of its Investment Division in the ordinary course of business and the Transferor Company shall be deemed to have carried on and to be carrying on all business and activities relating to its Investment Division for and on account of and in trust for the Transferee Company.
- b) All profits accruing to the Transferor Company or losses arising or incurred by the Transferor Company relating to its Investment Division for the period falling on and after the Appointed Date shall for all purposes be treated as the profits or losses, as the case may be of the Transferee Company and the Transferor Company undertakes not to utilize the profits, if any relating to its Investment Division for the purposes of declaring or paying any dividend in respect of the period falling on and after the Appointed Date.

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- c) The Transferor Company shall be deemed to have held and stood possessed of the properties so to be transferred to the Transferee Company for and on account of and in trust for the Transferee Company and accordingly, the Transferor Company shall not (without the prior written consent of the Transferee Company) alienate, charge or otherwise deal with or dispose off its Investment Division or any part thereof except in the usual course of business.
6. The transfer and vesting of the properties and liabilities of the Transferor Company relating to the Investment Division under this Scheme and the continuance of the Proceedings by or against Transferee Company under clause 11 of Part II hereof shall not affect any transaction or proceeding already completed by the Transferor Company on and after the Appointed Date to the end and intent that the Transferee Company accepts all acts, deeds and things done and executed by and/on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Transferee Company.

ACTS, CONTRACTS, DEEDS AND OTHER INSTRUMENTS

7. Subject to the other provisions contained in the Scheme all contracts, deeds, bonds, agreements, orders, insurance policies approvals from Government of India, Ministry of Commerce & Industry of the Investment Division, other instruments of whatsoever nature relating to the Undertaking of the Transferor Company to which the Transferor Company is a party subsisting or having effect immediately before this Scheme becomes operative shall remain in full force and effect against or in favor of the Transferee Company and may be enforced as fully and effectively as if instead of the Transferor Company, the Transferee Company had been a party thereto without further act and deed.

ACCOUNTING TREATMENT

8. For the purposes of this Scheme, a statement of account as on the date preceding the Appointed Date has been drawn up in respect of the Investment Division of the Transferor Company to be transferred to the Transferee Company as per this Scheme. The said statement of accounts is drawn up on the basis of books of account of the Transferor Company as on the day immediately preceding the Appointed Date. The value of the net assets of the Investment Division of the Transferor Company proposed to be transferred has been taken at the values as appearing in the books of account of the Transferor Company and reproduced as under :

SL NO	PARTICULARS	AMOUNT (in Rs)
	ASSETS	
1.	Noncurrent Investment	1,73,42,80,231
2.	Sundry Debtors	1,52,10,931
3.	Cash and Bank Balance	2,37,292
4.	Short Term Loans and advances	14,01,46,269
	TOTAL ASSETS	1,88,98,74,723
	LIABILITIES	
1.	Other current Liabilities	34,12,219
	TOTAL LIABILITIES	34,12,219
	NET ASSETS (Asset - Liabilities)	1,88,64,62,504

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ISSUE OF SHARES

9. Upon the transfer and vesting of the Investment Division of the Transferor Company to the Transferee Company in accordance with this Scheme, the Transferee Company shall without any further application issue and allot to every shareholders in the Transferor Company **21** (Twenty One only) Equity Shares of Rs 10/- each credited as fully paid up in the books of the Transferee Company for every **1** (One) Equity Share of Rs 10/- each fully paid up and held by such shareholder in the Transferor Company.
10. The Equity Shares of Transferee Company to be issued to the shareholders of Transferor Company as per Clause 9 above shall rank pari passu in all respects with the existing Equity Shares of Transferee Company including proportionate entitlement to dividend declared for the period after the effective date as decided by the Board of Directors of Transferee Company.

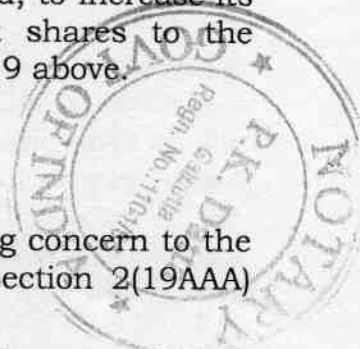
EFFECT OF OPERATIONALISATION OF THE SCHEME

11. After this Scheme becomes operative the Transferee Company shall also be entitled to realize all monies and complete and enforce all pending contracts and transactions in respect of Investment Division of the Transferor Company in the name of the Transferee Company in so far as may be necessary.
12. All the existing permanent employees of the Transferor Company relating to the Investment Division shall become the employees of the Transferee Company without interruption in services and on the basis of continuity of service and on terms not less favourable to them than those applicable to them on the Effective Date.
13. The assets of the Investment Division of the Transferor Company shall be transferred to the Transferee Company at the book value. The difference between the assets so transferred on the one hand and the share capital to be issued by the Transferee Company and the liabilities on the other hand shall be treated in the books of the Transferee Company as per the prevailing guidelines issued by the Institute of Chartered Accountants of India.
14. The excess of book value of assets over liabilities of the Investment Division of the Transferor Company to be vested in the Transferee Company as stated hereinabove shall be adjusted from the reserves and surplus of the Transferor Company.
15. Pursuant to this Scheme the Transferee Company agrees and undertakes to pay the loans/advances which shall be taken by the Transferor Company till the Effective Date pertaining to the Investment Division vested in it under this scheme.
16. The Transferee Company shall take necessary steps, if required, to increase its Authorised Share Capital to enable it to issue and allot shares to the shareholders of the Transferor Company in terms of paragraph 9 above.

TAX TREATMENT

17. The demerger of the Demerged Undertaking shall be as a going concern to the Transferee Company, in accordance with Section 2(19AA), Section 2(19AAA) and Section 2(41A) of the IT Act.
18. Further, Scheme has been drawn up to comply with the conditions relating to "Demerger" as provided in the Section 2(19AA), Section 2(19AAA) and Section 2(41A) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the IT Act, at a later date

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for any reason whatsoever, the relevant provisions of the IT Act shall prevail and the Scheme shall stand modified to the extent deemed necessary to comply with the IT Act. Such modifications, however, shall not affect the other parts of the Scheme.

PART - III

APPLICATION TO THE TRIBUNAL

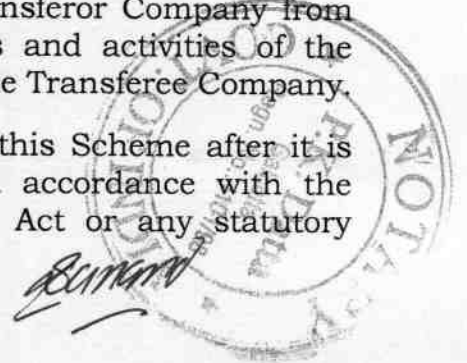
1. The Transferee Company and the Transferor Company shall make necessary application/petition before the Tribunal for the sanction of this Scheme of Arrangement.
2. Save and except the Investment Division of the Transferor Company and as expressly provided in this Scheme of Arrangement nothing contained in this Scheme of Arrangement shall affect the rest of the assets, liabilities and business of the Transferor Company which shall continue to belong to and be vested in and be owned, managed and run by the Transferor Company.

MODIFICATIONS AND ALTERATIONS TO THE SCHEME

3. The Transferee Company and the Transferor Company (through their respective Board of Directors) and in their full and absolute discretion, may assent to any alteration or modification to this Scheme which the Tribunal and/or any other Authority may deem fit to approve or impose.
4. The Scheme is conditional upon and subject to the following:-
 - a. The Scheme being approved by the respective requisite majorities of the shareholders of the Transferor Company and the Transferee Company, and thereafter it being sanctioned by the Tribunal.
 - b. Certified copies of the order of the Tribunal, sanctioning this Scheme, being filed with the Registrar of Companies, West Bengal by the Transferor Company and the Transferee Company.
5. The Transferee Company and the Transferor Company shall each be at liberty to withdraw from this Scheme of Arrangement in case any condition or alteration imposed by any authority is unacceptable to them.

EXPENSES CONNECTED WITH THE SCHEME

6. All costs, charges and expenses incurred in carrying out and implementing the terms and provisions of this Scheme and incidentals thereto including those incurred during negotiations leading to the Scheme shall be borne by the Transferor Company.
7. In the event of the above Sanctions/Approvals not being obtained and/or the Scheme not being sanctioned by the High Court and/or the Order or Orders not being passed as aforesaid, the Scheme shall become null and void and in that event the business and activities done by the Transferor Company from the Appointed Date will continue to be the business and activities of the Transferor Company without any right or obligation of the Transferee Company.
8. It is made clear that any amendment or alteration to this Scheme after it is sanctioned by the Tribunal shall be effected only in accordance with the statutory provisions contained in Section 231 of the Act or any statutory modification thereof.



ATTENDANCE SHEET

Attendance at the meeting of the Shareholders of Aradhana Investments Limited held at 6, Little Russell Street, Kolkata - 700071 on Thursday, the 10th day of March, 2022 at 11:45 A.M. pursuant to Order dated 3rd November, 2021 and 25th January, 2022 of the Hon'ble National Company Law Tribunal, Kolkata Bench.

Sl. No.	Name of the Shareholders	Present whether in person or by proxy	Name of the Proxy/ Representative in attendance, if any	Number of Shares	Identity Proof Taken	Signature of Shareholders/ Representative/ Proxy
1)	KANKARIA TRADERS & INVESTMENTS PVT. LTD.	Authorised Representative	GAUTAM BASAK	100	YES	<i>Gautam Basak</i>
2)	JAI KUMAR KANKARIA	In person	—	3850	YES	<i>Jai Kumar</i>
3)	UNITED INVESTMENT AND TRADING Co. PVT. LTD.	AUTHORISED REPRESENTATIVE	RAHUL SINGH	5000	YES	<i>Rahul Singh</i>
4)	SUPREME TRADE AND INVESTMENT PVT. LTD.	AUTHORISED REPRESENTATIVE	LAXMIDHAR DAS	5000	YES	<i>Laxmidhar Das</i>
5)	RAJASTHAN TRADERS AND FINANCIERS PVT. LTD.	Authorised Representative	DINESH JAJOO	5000	YES	<i>Dinesh Jajoo</i>
6)	UNIVERSAL TRADERS AND INVESTORS PVT. LTD.	AUTHORISED REPRESENTATIVE	FRANAY BOTHARA	5000	YES	<i>Bothara</i>
7)	AWANTI FIBRE AND INDUSTRIES LTD.	Authorised Representative	MANOJ KUMAR DUGAR	5050	YES	<i>Manoj Kumar Dugar</i>
8)	UTTAM KUMAR BOTHARA	In person	—	50	YES	<i>Uttam Kumar Bothara</i>



Annexure - B

Manoj Dugar
CHAIRPERSON

Before the National Company Law Tribunal
Kolkata Bench

CA (CAA) No.138/KB/2021

In the Matter of:
The Companies Act, 2013
And

In the Matter of:
An application under Sections 230 and 232 of the said Act
And

In the matter of:
1. JKK Finance Limited
2. Aradhana Investments Limited

..... Applicants

BALLOT PAPER

MEETING OF THE SHAREHOLDERS OF ARADHANA INVESTMENTS LIMITED HELD ON THURSDAY, THE 10TH DAY OF MARCH, 2022 AT 11.45 A.M.

Sl. No.	Particulars	Details
1.	Name of Shareholder (in block letters)	KANKARIA TRADERS & INVESTMENTS PVT. LTD.
2.	Postal Address	2/1, RUSSELL STREET, KOLKATA - 700071

I hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	Number of Shares	I assent to the resolution	I dissent from the resolution
"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) ("Scheme of Arrangement")	100	✓	

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(Signature of the Shareholder/ Proxy)

Place: Kolkata

Date: 10-03-2022

Notes:

- Ballot should be cast either in favour or against resolution by putting the tick (✓) mark in the column provided in the Ballot Paper.
- Unsigned, incomplete, improperly tick marked Ballot paper will be rejected. The Ballot Paper will also be rejected if it is received torn, defaced or mutilated.
- In case of Corporate Creditor, a certified copy of the resolution of the Corporate Creditor should be attached.

[Signature]
CHAIRPERSON

KANKARIA TRADERS AND INVESTMENT PVT LTD

CIN-U45201WB1970PTC027649,
2/1, RUSSELL STREET, Kolkata – 700071
Phones: 22872607 / 40060331 / 40073219
Fax: 22873159, Email: jkk@kankariagroup.com

EXTRACT OF THE RESOLUTION PASSED IN THE MEETING NO. 04/2021-22 OF THE BOARD OF DIRECTORS OF KANKARIA TRADERS AND INVESTMENT PVT LTD HELD ON TUESDAY, THE 01ST DAY OF MARCH, 2022 WHICH COMMENCED AT 11.30 A.M AND CONCLUDED AT 12.30 P.M. AT ITS REGISTERED OFFICE AT 2/1, RUSSELL STREET, KOLKATA-700071

ITEM NO. 02:

AUTHORITY TO ATTEND GENERAL MEETING:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force), Shri GAUTAM BASAK or failing him Shri P K BOTHRA be and are hereby authorized to act as the representative of the Company to attend and vote at the Meeting of the Equity Shareholders of Aradhana Investments Limited of whom the Company is a member convened by the National Company Law Tribunal, Kolkata by an order dated 03.11.2021 and 25.01.2022 for considering a Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED and JKK FINANCE LIMITED to be held on Thursday, the 10th day of March, 2022 and at any adjournment thereof and exercise the same rights and powers and in the same manner as the Company would exercise, if it were an individual member, creditor or holder of debentures of the Company, as long as the Company is a member of that Body Corporate.”

“RESOLVED FURTHER THAT the aforesaid representative(s) of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and incidental in this regard including but not limited to submitting a copy of this resolution duly certified by any of the Directors of the Company to anyone concerned or interested in the matter.”

CERTIFIED TRUE COPY
FOR KANKARIA TRADERS AND INVESTMENT PVT LTD



A handwritten signature in black ink, appearing to be "P. K. Bothra".

DIRECTOR
(DIN-00401414)





Goutam Basak

Kashipur Bank


সরকার
শিল্প
পরিচালনা
সংস্থা
পশ্চিমবঙ্গ

Address:
57/7/23, B.T. ROAD,
KASHIPUR, Cossapore H.O.,
Kolkata, West Bengal, 700002

ৱেবসাইট: www.wbdl.gov.in
ইমেইল: help@wbdl.gov.in
ফোন: 1800 300 1947

1947
1800 300 1947

www.wbdl.gov.in
F.O. Box No. 1947,
Bengaluru-560 801

Before the National Company Law Tribunal
Kolkata Bench

CA (CAA) No.138/KB/2021

In the Matter of:
The Companies Act, 2013
And

In the Matter of:
An application under Sections 230 and 232 of the said Act
And

In the matter of:
1. JKK Finance Limited
2. Aradhana Investments Limited

..... Applicants


BALLOT PAPER

MEETING OF THE SHAREHOLDERS OF ARADHANA INVESTMENTS LIMITED HELD ON THURSDAY, THE 10TH DAY OF MARCH, 2022 AT 11.45 A.M.

Sl. No.	Particulars	Details
1.	Name of Shareholder (in block letters)	JAI KUMAR KANKARIA
2.	Postal Address	6, LITTLE RUSSELL STREET, MIDDLETON ROW, KOL-71

I hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	Number of Shares	I assent to the resolution	I dissent from the resolution
"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) ("Scheme of Arrangement")	3,850	✓	


(Signature of the Shareholder/ Proxy)

Place: Kolkata

Date: 10.3.22

Notes:

- Ballot should be cast either in favour or against resolution by putting the tick (☑) mark in the column provided in the Ballot Paper.
- Unsigned, incomplete, improperly tick marked Ballot paper will be rejected. The Ballot Paper will also be rejected if it is received torn, defaced or mutilated.
- In case of Corporate Creditor, a certified copy of the resolution of the Corporate Creditor should be attached.


CHAIRPERSON

Before the National Company Law Tribunal
Kolkata Bench

CA (CAA) No.138/KB/2021

In the Matter of:
The Companies Act, 2013
And

In the Matter of:
An application under Sections 230 and 232 of the said Act
And

In the matter of:
1. JKK Finance Limited
2. Aradhana Investments Limited

..... Applicants

BALLOT PAPER

MEETING OF THE SHAREHOLDERS OF ARADHANA INVESTMENTS LIMITED HELD ON THURSDAY, THE 10TH DAY OF MARCH, 2022 AT 11.45 A.M.

Sl. No.	Particulars	Details
1.	Name of Shareholder (in block letters)	UNITED INVESTMENT AND TRADING CO. PVT. LTD.
2.	Postal Address	2/1, RUSSELL STREET, KOLKATA-700071

I hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	Number of Shares	I assent to the resolution	I dissent from the resolution
"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) ("Scheme of Arrangement")	5000	✓	

Rahul Singh

(Signature of the Shareholder/ Proxy)

Place: Kolkata

Date: 10/03/2022

Notes:

- Ballot should be cast either in favour or against resolution by putting the tick (☐) mark in the column provided in the Ballot Paper.
- Unsigned, incomplete, improperly tick marked Ballot paper will be rejected. The Ballot Paper will also be rejected if it is received torn, defaced or mutilated.
- In case of Corporate Creditor, a certified copy of the resolution of the Corporate Creditor should be attached.



[Signature]
CHAIRPERSON

UNITED INVESTMENT & TRADING CO PVT LTD

CIN-U65999WB1970PTC034118,
2/1, RUSSELL STREET, Kolkata – 700071
Phones: 22872607 / 40060331 / 40073219
Fax: 22873159, Email: jkk@kankariagroup.com

EXTRACT OF THE RESOLUTION PASSED IN THE MEETING NO. 05/2021-22 OF THE BOARD OF DIRECTORS OF UNITED INVESTMENT & TRADING CO PVT LTD HELD ON MONDAY, THE 28TH DAY OF FEBRUARY, 2022 WHICH COMMENCED AT 12.00 P.M AND CONCLUDED AT 01.00 P.M. AT ITS REGISTERED OFFICE AT 2/1, RUSSELL STREET, KOLKATA-700071

ITEM NO. 02:

AUTHORITY TO ATTEND GENERAL MEETING:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force), Shri RAHUL SINGH or failing him Shri GAUTAM BASAK be and are hereby authorized to act as the representative of the Company to attend and vote at the Meeting of the Equity Shareholders of Aradhana Investments Limited AND JKK Finance Limited of whom the Company is a member convened by the National Company Law Tribunal, Kolkata by an order dated 03.11.2021 and 25.01.2022 for considering a Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED and JKK FINANCE LIMITED to be held on Thursday, the 10th day of March, 2022 and at any adjournment thereof and exercise the same rights and powers and in the same manner as the Company would exercise, if it were an individual member, creditor or holder of debentures of the Company, as long as the Company is a member of that Body Corporate.”


“RESOLVED FURTHER THAT the aforesaid representative(s) of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and incidental in this regard including but not limited to submitting a copy of this resolution duly certified by any of the Directors of the Company to anyone concerned or interested in the matter.”



**CERTIFIED TRUE COPY
FOR UNITED INVESTMENT & TRADING CO PVT LTD**




**DIRECTOR
(DIN-00381223)**




 ভারতের নির্বাচন কমিশন
 পরিচয় পত্র
 ELECTION COMMISSION OF INDIA
 IDENTITY CARD
 IUE1950344





নির্বাচকের নাম : রাহুল সিং
 Elector's Name : Rahul Singh
 পিতার নাম : উমেশ সিং
 Father's Name : Umesh Singh
 লিঙ্গ/Sex : পুং/M
 জন্ম তারিখ
 Date of Birth : 05/08/1993

IUE1950344

ঠিকানা:
 446, রবীন্দ্র সরণী, কোলকাতা মিউনিসিপাল কর্পোরেশন,
 বর্তল্লা, কোলকাতা- 700006

Address:
 446, RABINDRA SARANI, KOLKATA
 MUNICIPAL CORPORATION,
 BURTOLLA, KOLKATA- 700006



Date: 15/12/2011

166-শ্যাম পুকুর নির্বাচন কেন্দ্রের নির্বাচক নিবন্ধন
 আধিকারিকের স্বাক্ষরের অনুলিপি
**Facsimile Signature of the Electoral
 Registration Officer for
 166-Shyampukur Constituency**

নির্বাচন পরিচালনা হচ্ছে লক্ষ্যে বিজ্ঞপ্তির তেওঁর নিচে নতুন ঠিকানা ও একটি
 নতুন সফল পত্র পরিচয়পত্র পাঠানোর জন্য নির্দেশ দেওয়া হয়েছে এই
 পরিচয়পত্রের নম্বরটি উল্লেখ করুন।
 In case of change in address mention this Card No.
 in the relevant Form for including your name in the
 roll at the changed address and to obtain the card
 with same number.

Rahul Singh


Before the National Company Law Tribunal
Kolkata Bench

CA (CAA) No.138/KB/2021

In the Matter of:
The Companies Act, 2013
And

In the Matter of:
An application under Sections 230 and 232 of the said Act
And

In the matter of:
1. JKK Finance Limited
2. Aradhana Investments Limited

..... Applicants

BALLOT PAPER

MEETING OF THE SHAREHOLDERS OF ARADHANA INVESTMENTS LIMITED HELD ON THURSDAY, THE 10TH DAY OF MARCH, 2022 AT 11.45 A.M.

Sl. No.	Particulars	Details
1.	Name of Shareholder (in block letters)	SUPREME TRADE AND INVESTMENT PVT. LTD.
2.	Postal Address	2/1, RUSSELL STREET, KOLKATA-700011

I hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	Number of Shares	I assent to the resolution	I dissent from the resolution
"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) ("Scheme of Arrangement")	5000	✓	

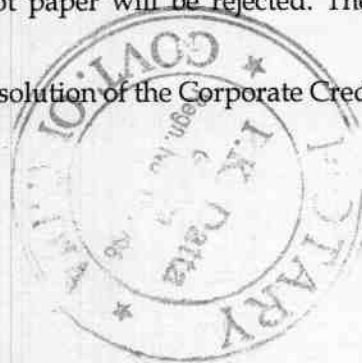
Laxmidhar Das
(Signature of the Shareholder/ Proxy)

Place: Kolkata

Date: 10-3-22

Notes:

- Ballot should be cast either in favour or against resolution by putting the tick (☐) mark in the column provided in the Ballot Paper.
- Unsigned, incomplete, improperly tick marked Ballot paper will be rejected. The Ballot Paper will also be rejected if it is received torn, defaced or mutilated.
- In case of Corporate Creditor, a certified copy of the resolution of the Corporate Creditor should be attached.



Dominand
CHAIRPERSON

SUPREME TRADE & INVESTMENT PVT. LTD.

CIN-U51909WB1970PTC034116,
2/1, RUSSELL STREET, Kolkata – 700071
Phones: 22872607 / 40060331 / 40073219
Fax: 22873159, Email: jkk@kankariagroup.com

EXTRACT OF THE RESOLUTION PASSED IN THE MEETING NO. 05/2021-22 OF THE BOARD OF DIRECTORS OF SUPREME TRADE & INVESTMENT PVT. LTD. HELD ON MONDAY, THE 28TH DAY OF FEBRUARY, 2022 WHICH COMMENCED AT 01.00 P.M AND CONCLUDED AT 03.00 P.M. AT ITS REGISTERED OFFICE AT 2/1, RUSSELL STREET, KOLKATA-700071.

ITEM NO. 02:

AUTHORITY TO ATTEND GENERAL MEETING:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force), Shri Lakshmi Dhār Das or failing him Shri Dasrath Das be and are hereby authorized to act as the representative of the Company to attend and vote at the Meeting of the Equity Shareholders of Aradhana Investments Limited AND JKK Finance Limited of whom the Company is a member convened by the National Company Law Tribunal, Kolkata by an order dated 03.11.2021 and 25.01.2022 for considering a Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED and JKK FINANCE LIMITED to be held on Thursday, the 10th day of March, 2022 and at any adjournment thereof and exercise the same rights and powers and in the same manner as the Company would exercise, if it were an individual member, creditor or holder of debentures of the Company, as long as the Company is a member of that Body Corporate.”

“RESOLVED FURTHER THAT the aforesaid representative(s) of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and incidental in this regard including but not limited to submitting a copy of this resolution duly certified by any of the Directors of the Company to anyone concerned or interested in the matter.”

**CERTIFIED TRUE COPY
FOR SUPREME TRADE & INVESTMENT PVT. LTD.**




**DIRECTOR
(DIN-00381223)**



आयकर विभाग
INCOME TAX DEPARTMENT

भारत सरकार
GOVT. OF INDIA

स्वायी सेवा संख्या कार्ड
Permanent Account Number Card
ALNPD8965F



नाम / Name
LAXMIDHAR DAS

पिता का नाम / Father's Name
JADAB DAS

जन्म की तिथि / Date of Birth
22/05/1977

Laxmidhar Das
एकर / Signature

Laxmidhar Das



Before the National Company Law Tribunal
Kolkata Bench

CA (CAA) No.138/KB/2021

In the Matter of:
The Companies Act, 2013
And

In the Matter of:
An application under Sections 230 and 232 of the said Act
And

In the matter of:
1. JKK Finance Limited
2. Aradhana Investments Limited

..... Applicants

BALLOT PAPER

MEETING OF THE SHAREHOLDERS OF ARADHANA INVESTMENTS LIMITED HELD ON THURSDAY, THE 10TH DAY OF MARCH, 2022 AT 11.45 A.M.

Sl. No.	Particulars	Details
1.	Name of Shareholder (in block letters)	RAJASTHAN TRADERS AND FINANCIERS Pvt. LTD.
2.	Postal Address	2/1, RUSSELL STREET, KOLKATA- 700071

I hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	Number of Shares	I assent to the resolution	I dissent from the resolution
"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) ("Scheme of Arrangement")	5000	✓	

(Signature of the Shareholder/ Proxy)

Place: Kolkata

Date: 10/03/22

Notes:

- Ballot should be cast either in favour or against resolution by putting the tick (☑) mark in the column provided in the Ballot Paper.
- Unsigned, incomplete, improperly tick marked Ballot paper will be rejected. The Ballot Paper will also be rejected if it is received torn, defaced or mutilated.
- In case of Corporate Creditor, a certified copy of the resolution of the Corporate Creditor should be attached.



[Signature]
CHAIRPERSON

RAJASTHAN TRADERS AND FINANCIERS PVT LTD

CIN-U65923WB1955PTC034120,
2/1, RUSSEL STREET, Kolkata – 700071
Phones: 22872607 / 40060331 / 40073219
Fax: 22873159, Email: jkk@kankariagroup.com

EXTRACT OF THE RESOLUTION PASSED IN THE MEETING NO. 05/2021-22 OF THE BOARD OF DIRECTORS OF RAJASTHAN TRADERS AND FINANCIERS PVT LTD HELD ON MONDAY, THE 28TH DAY OF FEBRUARY, 2022 WHICH COMMENCED AT 10.00 A.M AND CONCLUDED AT 11.00 A.M. AT ITS REGISTERED OFFICE AT 2/1, RUSSEL STREET, KOLKATA-700071

ITEM NO. 02:

AUTHORITY TO ATTEND GENERAL MEETING:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force), Shri DINESH JAJOO or failing him Shri PRANAY BOTHRA be and are hereby authorized to act as the representative of the Company to attend and vote at the Meeting of the Equity Shareholders of Aradhana Investments Limited of whom the Company is a member convened by the National Company Law Tribunal, Kolkata by an order dated 03.11.2021 and 25.01.2022 for considering a Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED and JKK FINANCE LIMITED to be held on Thursday, the 10th day of March, 2022 and at any adjournment thereof and exercise the same rights and powers and in the same manner as the Company would exercise, if it were an individual member, creditor or holder of debentures of the Company, as long as the Company is a member of that Body Corporate.”

“RESOLVED FURTHER THAT the aforesaid representative(s) of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and incidental in this regard including but not limited to submitting a copy of this resolution duly certified by any of the Directors of the Company to anyone concerned or interested in the matter.”

**CERTIFIED TRUE COPY
FOR RAJASTHAN TRADERS AND FINANCIERS PVT LTD**



PKB

DIRECTOR
(DIN- 00381223)

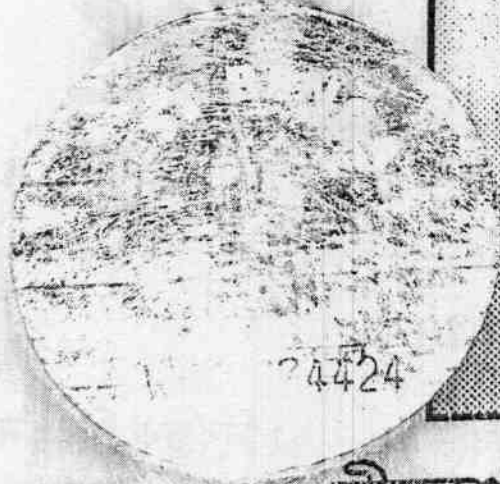




ভারতের নির্বাচন কমিশন
পরিচয় পত্র

ELECTION COMMISSION OF INDIA
IDENTITY CARD

HFG2635639



নির্বাচকের নাম

দীনেশ কুমার জাজু

Elector's Name

Dinesh Kumar Jajoo

পিতার নাম

ভীরুন্দন জাজু

Father's Name

Bhirundan Jajoo

লিঙ্গ/Sex

পুং M

জন্ম তারিখ

16/09/1964

Date of Birth



Dinesh Jajoo

HFG2635639

ঠিকানা:

89/124/1, পন্ডিত ঈশান চন্দ্র রোড, রিশড়া, রিশড়া,
হুগলী- 712248

Address:

89/124/1, PANDIT ISHAN CHANDRA ROAD,
RISHRA, RISHRA, HOOGHLY- 712248

Date: 14/11/2013

186-শ্রীরামপুর নির্বাচন কেন্দ্রের নির্বাচক নিবন্ধন

আধিকারিকের স্বাক্ষরের অনুমতি

Facsimile Signature of the Electoral
Registration Officer for
186-Sreerampur Constituency

ঠিকানা পরিবর্তন হলে নতুন ঠিকানায় ভোটার লিষ্টে নাম তোলা ও একই
নম্বরের নতুন সচিত্র পরিচয়পত্র পাওয়ার জন্য নির্দিষ্ট ফর্মে এই
পরিচয়পত্রের নম্বরটি উল্লেখ করুন।

In case of change in address mention this Card No.
in the relevant Form for including your name in the
roll at the changed address and to obtain the card
with same number.

204/0605

Before the National Company Law Tribunal
Kolkata Bench

CA (CAA) No.138/KB/2021

In the Matter of:
The Companies Act, 2013
And

In the Matter of:
An application under Sections 230 and 232 of the said Act
And

In the matter of:
1. JKK Finance Limited
2. Aradhana Investments Limited

..... Applicants

BALLOT PAPER

MEETING OF THE SHAREHOLDERS OF ARADHANA INVESTMENTS LIMITED HELD ON THURSDAY, THE 10TH DAY OF MARCH, 2022 AT 11.45 A.M.

Sl. No.	Particulars	Details
1.	Name of Shareholder (in block letters)	UNIVERSAL TRADERS AND INVESTORS PVT. LTD.
2.	Postal Address	2/1, RUSSELL STREET, KOLKATA - 700071

I hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	Number of Shares	I assent to the resolution	I dissent from the resolution
"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) ("Scheme of Arrangement")	5000	✓	



Bohra

(Signature of the Shareholder/ Proxy)

Place: Kolkata

Date: 10/03/22

Notes:

- Ballot should be cast either in favour or against resolution by putting the tick (☐) mark in the column provided in the Ballot Paper.
- Unsigned, incomplete, improperly tick marked Ballot paper will be rejected. The Ballot Paper will also be rejected if it is received torn, defaced or mutilated.
- In case of Corporate Creditor, a certified copy of the resolution of the Corporate Creditor should be attached.

Banarjee
CHAIRPERSON

UNIVERSAL TRADERS AND INVESTORS PVT. LTD.

CIN-U51909WB1970PTC034119,
2/1, RUSSELL STREET, Kolkata – 700071
Phones: 22872607 / 40060331 / 40073219
Fax: 22873159, Email: jkk@kankariagroup.com

EXTRACT OF THE RESOLUTION PASSED IN THE MEETING No. 05/2021-22 OF THE BOARD OF DIRECTORS OF UNIVERSAL TRADERS AND INVESTORS PVT. LTD. HELD MONDAY, THE 28TH DAY OF FEBRUARY, 2022 WHICH COMMENCED AT 01.00 P.M AND CONCLUDED AT 03.00 P.M. AT ITS REGISTERED OFFICE AT 2/1, RUSSELL STREET, KOLKATA-700071

ITEM NO. 02:

AUTHORITY TO ATTEND GENERAL MEETING:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force), Shri Pranay Bothra or failing him Shri U K Bothra be and are hereby authorized to act as the representative of the Company to attend and vote at the Meeting of the Equity Shareholders of Aradhana Investments Limited AND JKK Finance Limited of whom the Company is a member convened by the National Company Law Tribunal, Kolkata by an order dated 03.11.2021 and 25.01.2022 for considering a Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED and JKK FINANCE LIMITED to be held on Thursday, the 10th day of March, 2022 and at any adjournment thereof and exercise the same rights and powers and in the same manner as the Company would exercise, if it were an individual member, creditor or holder of debentures of the Company, as long as the Company is a member of that Body Corporate.”

“RESOLVED FURTHER THAT the aforesaid representative(s) of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and incidental in this regard including but not limited to submitting a copy of this resolution duly certified by any of the Directors of the Company to anyone concerned or interested in the matter.”

CERTIFIED TRUE COPY
FOR UNIVERSAL TRADERS AND INVESTORS PVT. LTD.



PKB
Pranay Bothra
DIRECTOR
(DIN-00381223)





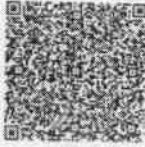
ভারতীয় বিশিষ্ট পরিচয় প্রাধিকরণ

ভারত সরকার

Unique Identification Authority of India
Government of India

তালিকাভুক্তির আই ডি/Enrollment No.: 1190/00020/00302

To
প্রদীপ বসু
Pranay Bothra
S/O Pradip Kumar Bothra
NEAR ALOKA CINEMA GANGES
GARDEN, C-2, 2ND FLOOR, A.106 K. C. SINGHA
ROAD SHIBPUR
Sibpur Haora
West Bengal 711102
9831000419



আপনার আধার সংখ্যা/ Your Aadhaar No. :

8012 9078 1184

আধার - সাধারণ মানুষের অধিকার



ভারত সরকার
GOVERNMENT OF INDIA



প্রদীপ বসু
Pranay Bothra
জন্ম সাল / Year of Birth : 1984
পুরুষ / Male



8012 9078 1184

আধার - সাধারণ মানুষের অধিকার

Bothra



CA (CAA) No.138/KB/2021

In the Matter of:
The Companies Act, 2013
And

In the Matter of:
An application under Sections 230 and 232 of the said Act
And

In the matter of:
1. JKK Finance Limited
2. Aradhana Investments Limited

..... Applicants

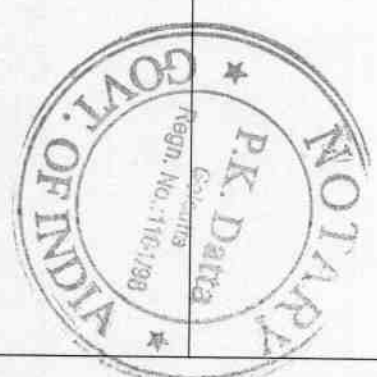
BALLOT PAPER

MEETING OF THE SHAREHOLDERS OF ARADHANA INVESTMENTS LIMITED HELD ON THURSDAY, THE 10TH DAY OF MARCH, 2022 AT 11.45 A.M.

Sl. No.	Particulars	Details
1.	Name of Shareholder (in block letters)	AWANTI FIBRE AND INDUSTRIES LTD.
2.	Postal Address	6, MIDDLETON STREET, KOLKATA-700071

I hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	Number of Shares	I assent to the resolution	I dissent from the resolution
"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) ("Scheme of Arrangement")	5050	<input checked="" type="checkbox"/>	<input type="checkbox"/>


Mrs. Kuma Dasgupta
(Signature of the Shareholder/ Proxy)

Place: Kolkata

Date: 10.03.2022.

Notes:

1. Ballot should be cast either in favour or against resolution by putting the tick (☑) mark in the column provided in the Ballot Paper.
2. Unsigned, incomplete, improperly tick marked Ballot paper will be rejected. The Ballot Paper will also be rejected if it is received torn, defaced or mutilated.
3. In case of Corporate Creditor, a certified copy of the resolution of the Corporate Creditor should be attached.


CHAIRPERSON

Awanti Fibre & Industries Ltd.

CIN- U17119WB1975PLC029885
5, MIDDLETON Street, Kolkata – 700071
Phones: 22872607 / 40060331 / 40073219
Fax: 22873159, Email: jkk@kankariagroup.com

EXTRACT OF THE RESOLUTION PASSED IN THE MEETING NO. 05/2021-22 OF THE BOARD OF DIRECTORS OF AWANTI FIBRE AND INDUSTRIES LTD HELD ON MONDAY, THE 28TH DAY OF FEBRUARY, 2022 WHICH COMMENCED AT 01.00 P.M. AND CONCLUDED AT 03.00 P.M. AT ITS REGISTERED OFFICE AT 5, MIDDLETON STREET, KOLKATA-700071

ITEM NO. 07:

AUTHORITY TO ATTEND GENERAL MEETING:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force), Shri Manoj Kumar Dugar or failing him Shri Pranay Bothra be and are hereby authorized to act as the representative of the Company to attend and vote at the Meeting of the Equity Shareholders of Aradhana Investments Limited AND JKK Finance Limited of whom the Company is a member convened by the National Company Law Tribunal, Kolkata by an order dated 03.11.2021 and 25.01.2022 for considering a Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED and JKK FINANCE LIMITED to be held on Thursday, the 10th day of March, 2022 and at any adjournment thereof and exercise the same rights and powers and in the same manner as the Company would exercise, if it were an individual member, creditor or holder of debentures of the Company, as long as the Company is a member of that Body Corporate.”

“RESOLVED FURTHER THAT the aforesaid representative(s) of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and incidental in this regard including but not limited to submitting a copy of this resolution duly certified by any of the Directors of the Company to anyone concerned or interested in the matter.”

**CERTIFIED TRUE COPY
FOR AWANTI FIBRE AND INDUSTRIES LTD**




**DIRECTOR
(DIN 00401414)**





Manoj Kumar Dugar



CA (CAA) No.138/KB/2021

In the Matter of:
The Companies Act, 2013
And

In the Matter of:
An application under Sections 230 and 232 of the said Act
And

In the matter of:
1. JKK Finance Limited
2. Aradhana Investments Limited

..... Applicants

BALLOT PAPER

MEETING OF THE SHAREHOLDERS OF ARADHANA INVESTMENTS LIMITED HELD ON THURSDAY, THE 10TH DAY OF MARCH, 2022 AT 11.45 A.M.

Sl. No.	Particulars	Details
1.	Name of Shareholder (in block letters)	UTTAM KUMAR BOTHRA
2.	Postal Address	9/8, SITANATH ROSE LANE, SALKIA, HOWRAH, WB-711104

I hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	Number of Shares	I assent to the resolution	I dissent from the resolution
"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) ("Scheme of Arrangement")	50	✓	



(Signature of the Shareholder/ Proxy)

Place: Kolkata
Date: 15/03/2022

Notes:

1. Ballot should be cast either in favour or against resolution by putting the tick (☐) mark in the column provided in the Ballot Paper.
2. Unsigned, incomplete, improperly tick marked Ballot paper will be rejected. The Ballot Paper will also be rejected if it is received torn, defaced or mutilated.
3. In case of Corporate Creditor, a certified copy of the resolution of the Corporate Creditor should be attached.

Boman
CHAIRPERSON



ভারত সরকার
Unique Identification Authority of India
Government of India

তালিকাভুক্তির আই ডি / Enrollment No.: 0000/00301/84667

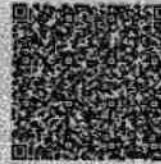
To
উত্তম কুমার বোধরা
UTTAM KUMAR BOTHRA
S/O Sampal Lal Bothra
9/8 SITANATH BOSE LANE
SALKIA
Haora Corporation,
Salkia
Haora
West Bengal 711106

19/12/2012

393357786



MA933577864FT



আপনার আধার সংখ্যা / Your Aadhaar No. :

9219 3535 6604

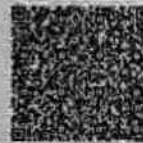
আমার আধার, আমার পরিচয়



ভারত সরকার
Government of India



উত্তম কুমার বোধরা
UTTAM KUMAR BOTHRA
পিতা : সম্পত লাল বোধরা
Father : SAMPAT LAL BOTHRA
জন্মতারিখ / DOB : 21/10/1963
পুরুষ / Male



9219 3535 6604

আমার আধার, আমার পরিচয়

[Handwritten signature]



ANNEXURE "C"

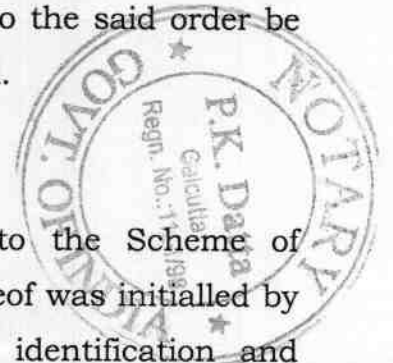
MINUTES of the proceedings of the meeting of the Shareholders in ARADHANA INVESTMENTS LIMITED, being the Applicant Company No. 2 above named (hereinafter referred to as the "Transferor Company") held in pursuance of the order of the Hon'ble NCLT, Kolkata Bench dated the 3rd November, 2021 and 25th January, 2022 at 6, Little Russell Street, Kolkata - 700071, on Thursday, the 10th day of March, 2022 at 11:45 a.m.

PRESENT:

- | | | |
|----------------------------|----|------------------------------|
| 1. Mr. Darshan Singh Anand | -- | The Chairman |
| 2. Ms. Tulip Mallick | -- | The Scrutinizer |
| 3. Mr. Kovid Mukherjee | -- | Practicing Company Secretary |

and 08 Shareholders of the Transferor Company present In person/ through authorized representative as per Attendance Sheet of the said meeting.

- CHAIRMAN :** Ms. Darshan Singh Anand took the Chair in pursuance of the said order dated 3rd November, 2021 and 25th January, 2022 passed by the Hon'ble NCLT Kolkata Bench
- QUORUM :** Requisite quorum being present, the Chairman declared the meeting properly constituted.
- NOTICE :** It was unanimously agreed that the Notice convening the meeting together with the Scheme of Arrangement and other documents sent therewith pursuant to the said order be taken as received and read.
- CHAIRMAN'S ADDRESS:** The Chairman referred to the Scheme of Arrangement a copy whereof was initialled by him for the purpose of identification and explained in short the purpose of the meeting. The Chairman then asked the members present to put any question arising out of the



subject before the meeting or to suggest any modification. No question was put nor was any modification proposed.

5. **RESOLUTION :**

The following resolution was proposed by Mr. Jai Kumar Kankaria Shareholder of the Transferor Company and seconded by Mr. Uttam Kumar Bothra Shareholder of the Transferor Company .

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferor Company) (“Scheme of Arrangement”)

The Chairman put the resolution to vote and Poll was taken.

The Scrutinizer examining the polling papers and submit its report to the Chairman with the evoting result.

The Chairman after receiving the report from the scrutinizer declared that the resolution had been carried unanimously with 100% votes having been cast in favour of the resolution and none cast against the resolution. The meeting then terminated with a vote of thanks to the Chair.

Bomani
CHAIRMAN



Before the National Company Law Tribunal
Kolkata Bench
Company Application (CAA) No. 138/KB /2021

In the matter of:
The Companies Act, 2013

And

In the matter of:
A petition under Sections 230 and 232 of
the said Act

And

JKK FINANCE LIMITED, a company
incorporated under the provisions of the
Companies Act, 1956, having its Registered
Office at 6, Little Russell Street, Kolkata -
700071, CIN U67110WB2007PLC117971,
PAN AABCJ8737B within the aforesaid
jurisdiction.

And

In the matter of:
ARADHANA INVESTMENTS LIMITED, a
company incorporated under the provisions
of the Companies Act, 1956, having its
Registered Office at 5, Middleton Street
Kolkata - 700071, CIN
L67120WB1973PLC029135, PAN
AAECA1808K within the aforesaid
jurisdiction.

1. JKK FINANCE LIMITED - Transferee
Company

2. ARADHANA INVESTMENTS LIMITED -
Transferee Company

.... .. Applicants

Scrutinizer's Report

**[Pursuant to directions of the National Company Law Tribunal, Kolkata Bench
vide its Order dated 3rd November, 2021 read with the Order dated 25th
January, 2022]**

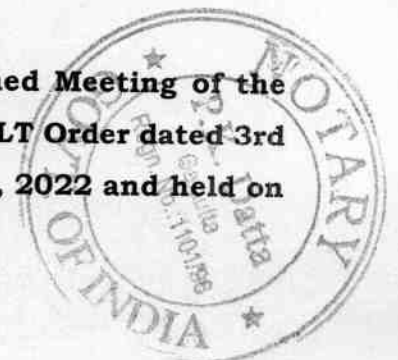
To

Mr. Darshan Singh Anand

The Chairperson appointed by National Company Law Tribunal, Kolkata Bench (NCLT)
for the meeting of Shareholders of JKK Finance Limited

Dear Sir

**Re: Consolidated Scrutinizer's report at the Tribunal Convened Meeting of the
Shareholders of Aradhana Investments Limited pursuant to NCLT Order dated 3rd
November, 2021 read along with the Order dated 25th January, 2022 and held on
Thursday, 10th March 2022 at 11:45 AM (IST).**



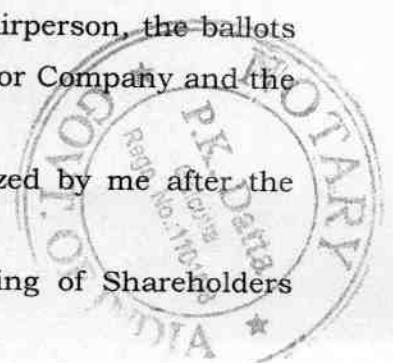
[Handwritten Signature]

1. NCLT, vide its Order dated **3rd November, 2021 and 25th January, 2022** ("**NCLT Order**") has *interalia* directed Aradhana Investments Limited ("**Transferor Company**") to hold a meeting of its Shareholders for the purpose of their considering, and if thought fit, approving, the proposed scheme of Arrangement of the Transferor Company with JKK Finance Limited ("**Transferee Company**") under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the **Act**").
2. In terms of the notice dated 01st February, 2022 ("**Notice**"), a meeting of the Unsecured Creditors of the Transferor Company was convened and held at 6, Little Russell Street, Kolkata - 700071 on Thursday, 10th March 2022 at 11:45 AM IST ("**the Meeting**"). However, the meeting has been conducted to the nearby area at 5, Middleton Street, 2nd Floor, Kolkata - 700 071 with proper notice due to renovation at the Original Venue.
3. The Transferor Company had provided, to its Shareholders, facility to exercise their right to vote on the resolution contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("**e-voting**"); and (ii) through ballot at the venue of the meeting ("**Ballot**").
4. I, Tulip Mallick, Advocate has been appointed as Scrutinizer for the purpose of scrutinizing the process of e-voting and Ballot on the proposed resolution contained in the Notice calling the Meeting.
5. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to voting through "e-voting" and "Ballot" on the resolution contained in the Notice.
6. My responsibility as Scrutinizer is to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice and "invalid" votes (if any), based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("**CDSL**"), the Agency engaged by the Transferor Company to provide the facility of e-voting and based on the ballots submitted by the shareholders/proxies/ representatives at the Meeting.

Further to above, I submit my report as under:

7. The Shareholders of the Transferor Company as on the "cut-off" date, as specified in the Notice, i.e., 03rd March, 2022 were entitled to vote on the resolution as set out in the Notice calling the Meeting and their voting rights were in proportion to their shareholding as on the cut-off date.
8. The e-voting, remained open from Monday 7th March, 2022 at 10:00 A.M IST till Wednesday, 9th March, 2022 5:00 P.M. IST.
9. The data pertaining to e-voting of Shareholders who voted "in favour" or "against" the resolution were generated from the e-voting website of CDSL i.e. www.evotingindia.com and scrutinized by me.
10. After the time fixed for closure of the Ballot box by the Chairperson, the ballots were reconciled with the records maintained by the Transferor Company and the authorizations lodged with the Transferor Company.
11. The votes cast through ballot at the meeting were scrutinized by me after the conclusion of the Meeting.
12. The resolution as set out in the Notice calling the meeting of Shareholders ("**Resolution**") is reproduced below:-

Tulip Mallick



“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Applicant Companies and subject to the approval by the requisite majority of the Shareholders of ARADHANA INVESTMENTS LIMITED and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Shareholders of ARADHANA INVESTMENTS LIMITED be and is hereby accorded to the Scheme of Arrangement between ARADHANA INVESTMENTS LIMITED (Transferor Company), with JKK FINANCE LIMITED (Transferee Company) (“Scheme of Arrangement”).


13. The Consolidated results of e-voting and Ballot, on the Resolution, scrutinized by me, are as under:

Votes cast by Shareholders of the Company

Mode of voting	Votes in Favour of Resolution			Votes Against the Resolution			Invalid Votes
	No of Shareholders (1)	No of Valid Votes (2)	Percentage	No of Shareholders (4)	No of Valid Votes	Percentage	No of Invalid Votes
E-voting	12	564800	94.13	-	-	-	-
Ballot at the meeting	8	29050	4.84	-	-	-	-
Total	20	593850	98.98	-	-	-	-

14. In view of the above scrutiny, I hereby certify that the abovementioned resolution has been approved and passed by requisite majority by the Shareholders of the Transferor Company as required under the Provisions of the Companies Act, 2013.

Thanking you
Yours faithfully



Tulip Mallick
Advocate
Place:[Kolkata]



Date: [10th March, 2022]

Countersigned by:

[Darshan Singh Anand]

Chairperson appointed by NCLT for the Meeting
of Shareholders of JKK Finance Limited

Place:[Kolkata]

Date: [10th March, 2022]

Encl : **Attendance Sheet along with Ballot Papers and KYC**

Amh :

