

**ADDENDUM TO THE**

**SCHEME OF AMALGAMATION**

**IN THE MATTER OF COMPANIES ACT OF 1956**

**AND**

**IN THE MATTER OF THE SCHEME OF AMALGAMATION BETWEEN**

**SPG MULTI TRADE PRIVATE LIMITED**

**AND**

**ARCHANA HITECH CONSULTANTS LIMITED**

**AND**

**VANDANA HITECH SYSTEMS LIMITED**

**WITH**

**GANON TRADING AND FINANCE COMPANY LIMITED**

**AND THEIR RESPECTIVE MEMBERS AND CREDITORS**

**UNDER SECTION 391 TO 394 OF COMPANIES ACT 1956**

1. This is the addendum to the Scheme of Amalgamation (hereinafter referred to as the “**Scheme**”) inter-alia provides for the amalgamation of SPG Multi Trade Private Limited, Archana Hitech Consultants Limited and Vandana Hitech Systems Limited with Ganon Trading and Finance Company Limited which was presented before the Board of Directors of the said Companies and the Board of Directors of the respective Companies vide resolution dated February 1, 2013 had approved the Scheme of Amalgamation.
2. Thereafter as per Clause 24 (f) of the Listing Agreement between the Transferee Company and the Bombay Stock Exchange Limited, the Transferee Company had submitted the draft Scheme along with all other necessary documents on 11<sup>th</sup> February 2013 for approval to Bombay Stock Exchange Limited.

3. Consequently, before obtaining the approval as per Clause 24 (f) of the Listing Agreement, the Securities and Exchange Board of India (SEBI) issued a Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 which was applicable to all the Scheme of Amalgamation involving listed company.
4. SEBI under the said Circular has inter alia made it mandatory for the listed companies to incorporate in the Scheme, the matters as contained in the following clause:

F. Approval of Shareholders to Scheme Through Postal Ballot And e- Voting:

5.16. Listed companies shall ensure that the Scheme submitted with the Hon'ble High Court for sanction, provides for obtaining shareholders' approval through special resolution passed through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution. The Scheme shall also provide that the special resolution shall be acted upon only if the votes cast by public shareholders in favor of the proposal amount to at least two times the number of votes cast by public shareholders against it.

5. Therefore, in compliance with the aforesaid requirement provided under the circular, the First Transferor Company, the Second Transferor Company, the Third Transferor Company and the Transferee Company proposes to insert the following clause in the Scheme of Amalgamation

'The approval of members of the Transferee Company to the Scheme shall be obtained through a Special Resolution passed through Postal Ballot and e-Voting. The Special Resolution shall be acted upon only if the vote cast by the public shareholders in favour of the Scheme amount to at least two times the number of votes cast by public shareholders against the Scheme.'

6. The present Addendum may be read as a part and parcel of the Scheme of Amalgamation of SPG Multi Trade Private Limited, Archana Hitech Consultants Limited and Vandana Hitech Systems Limited with Ganon Trading and Finance Company Limited in which the above mentioned clause is being inserted in the Scheme and the said Addendum shall not be treated as an independent document.