ANNEXURE - "B"

3

SCHEME OF CAPITAL REDUCTION

OF

PREM SOMANI FINANCIALS SERVICES LIMITED

AND

ITS SHAREHOLDERS AND CREDITORS

[Under Section 66 Of The Companies Act, 2013 read with National Company Law Tribunal (Procedure For Reduction Of Share Capital Of Company) Rules, 2016]

PREAMBLE

A. BACKGROUND AND DESCRIPTION OF THE COMPANY

Prem Somani Financial Services Limited *(hereinafter referred to as "the company")* having CIN L72100RJ1991PLC006220 was incorporated under the Companies Act, 1956 as on 25th September, 1991 under the Companies Act, 1956.

The Equity shares of the company is listed on the BSE Limited with Code 530669.

The main objects of the Company are:

1. To design, plan, develop, make, establish, install, operate, provide, manage, maintain, promote, execute, implement customer interaction management services, consultancy services, or otherwise deal in, operate and facilitate in any manner the entire range of IT enabled services, web enabled services, value added services, Infrastructure work, Drinking water related work, Exports, Trading of goods and services, Power Transmission including all services related to access, storage, distribution and transmission of Internet, web page hosting, web site designing, electronic commerce services in various forms including but not restricted to voice,

For Prem Somani Financial Services Ltd.

Company Secretary

e-mail, chat and collaborative browsing, data base and data processing services, computer hardware and software systems, and all kinds of communication as are in use or may be developed in future with an intention of moving upstream in the value chain.

2. To provide information, undertake marketing of various services either directly or through Internet and related media. To gather information, act as a trader, importer, indentor, agent, distributor and to do E-commerce. To perform every act and provide all services relating to advertisement and marketing of various services throughout the world through web sites, on-line shops and other communication media.

B. BRIEF SUMMARY OF THE SCHEME

This scheme provides for Reduction of share Capital under Section 66 of the Companies Act 2013 read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions, if any, for undertaking financial reconstruction of Prem Somani Financial Services Limited through reduction of share capital whereby the company would write up part of the debit balance in profit and Loss account to the extent of Rs. 2,71,68,622/- (Rupees Two Crores Seventy-One Lakhs Sixty-Eight Thousand Six Hundred Twenty-Two Only) by reduction on 33,03,400 Equity Shares of Rs 10/- each in the existing paid-up Equity Share Capital of Rs. 3,30,34,000/- (Rupees Three Crores Thirty Lakhs Forty-Three Thousand Only).

C. RATIONALE AND SALIENT FEATURES

RATIONALE

For Prem Somani Financial Services Ltd.
Company Secretary

1. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.

2. Continuous Losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-align the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts. The Company has evaluated the effect of this upon the Company's functioning and has carefully examined different options available to the Company.

   After detailed deliberations the Board of Directors of the Company is of the view that reduction of capital in accordance with section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 is the only practical and economically efficient legal option available to the Company. In order to reflect its assets and liabilities at their real value and maximize its business value, the Company proposes to reduce the equity share capital of the Company.

3. For ensuring that the financial statements of the Company reflect the real picture and the Capital which is lost is not continued to be shown on the face of balance sheet it is necessary to carry out reduction of capital of the Company.

4. The reduction of Capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.

For Prem Samani Financial Services Ltd.

Company Secretary

1. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.

2. Continuous Losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-align the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts. The Company has evaluated the effect of this upon the Company's functioning and has carefully examined different options available to the Company.

   After detailed deliberations the Board of Directors of the Company is of the view that reduction of capital in accordance with section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 is the only practical and economically efficient legal option available to the Company. In order to reflect its assets and liabilities at their real value and maximize its business value, the Company proposes to reduce the equity share capital of the Company.

3. For ensuring that the financial statements of the Company reflect the real picture and the Capital which is lost is not continued to be shown on the face of balance sheet it is necessary to carry out reduction of capital of the Company.

4. The reduction of Capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.

For Prem Somani Financial Services Ltd.
Company Secretary

5. The Scheme of Reduction of Share Capital is presented with a view to achieve Restructuring of the Company which would result in reducing of the accumulated losses of the Company and improvement in the financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick company.

6. The Scheme of Reduction of Share Capital will result in reflecting the financial statements at the actual values which would enhance shareholders value and confidence.

SALIENT FEATURES OF THE SCHEME

This Scheme is presented as a Scheme of Reduction of Share Capital between Prem Somani Financial Services Limited and its creditors and Shareholder pursuant to Section 66 of Companies Act 2013 read with National Company L aw Tribunal (Procedure for reduction of share capital of company) Rules, 2016 and all other applicable provisions of the companies Act, 2013 or any other rule or Law for the time being in force.

The salient feature of the Scheme inter alia is as follows: -

1. The scheme provides for the reduction of the equity share capital of Prem Somani Financial Services Limited pursuant to section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.

For Prem Somani Financial Services Ltd.
Company Secretary

Part III - DEFINITIONS AND SHARE CAPITAL

DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

1. **"Act" or "The Act"** means the Companies Act, 2013, to the extent applicable, including the rules and regulations made there under and will include any statutory modifications, re-enactments and /or amendments thereof for the time being in force;
2. **"The Applicable Regulation"** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 as amended from time to time or any other applicable Law, act or Rule for the time being in force.
3. **"The Appointed Date"** means 1st day of April 2021, or such other date as the National company Law Tribunal (NCLT) Jaipur Bench, Registrar of Companies, Jaipur or any other competent or applicable authority may direct.
4. **"The Effective Date"** means the dates on which certified copies of the order(s) of the National company Law Tribunal (NCLT) Jaipur Bench Regional Director, Registrar of Companies or any other competent court or applicable authority is issued towards the reduction of share capital as per this scheme.
5. **"Record Date"** (For Reduction of capital) means the date to be fixed by the Board of Directors of the Company for the purpose of reckoning names

For Prem Somani Financial Services Ltd.
Company Secretary

of the Equity shareholders who shall be entitled to new share certificate, upon coming into effect, the reduction of Share Capital as per this Scheme.

6. **"Appropriate Authority"** shall, for the purpose of this Scheme, mean the National company Law Tribunal Jaipur Bench and/or Regional Director, Registrar of companies Jaipur or any other competent Court or applicable authority.
7. **"Company"** means Prem Somani Financials Services Limited, a company incorporated under the Companies Act, 1956 having registered office Flat No. 408, Second Floor, Anand Chamber, Harish Chandra Marg, Raisar Plaza, Indira Bajar, Jaipur-302001, Rajasthan and is engaged inter-alia in the business of providing IT and web enabled services.
8. **"Equity Shares"** means fully paid equity shares of Rs 10 each issued by the Company.
9. **"The Scheme"** means this scheme of capital reduction in its present form or with any modification(s) approved or imposed or directed by the National company Law Tribunal (NCLT) Jaipur Bench, Regional Director, Registrar of Companies Jaipur or any other competent court or authority.
10. **"Designated Stock Exchange"** shall mean BSE Limited for the purpose of this scheme.
11. **'Board' or 'Board of Directors'** means Board of Directors of the company (which expression shall be deemed to include any committee of Directors constituted by the Board thereof).

All the terms and words not defined in the scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act, other applicable laws, rules, regulations, bye laws, as the case may be or any statutory modifications or re-enactment thereof from time to time.

For Prem Somani Financial Services Ltd.
Company Secretary

SHARE CAPITAL

The Authorized, Issued, Subscribed and Paid-Up Equity Share Capital of Prem Somani Financial Services Limited as per the latest audited financials as at March 31, 2021 are as follows:

(i) Authorized share capital	
Particulars	**As at March 31, 2021**
Equity share capital 7000000 Equity shares of Rs. 10 each.	7,00,00,000
Total	**7,00,00,000**

(ii) Issued, subscribed and paid up

Particulars	**As at March 31, 2021**
Equity share capital 3303400 Equity shares of Rs. 10 each.	3,30,34,000
Total	**3,30,34,000**

REDUCTION OF SHARE CAPITAL AND ADJUSTMENT OF DEBIT BALANCE IN THE PROFIT AND LOSS ACCOUNT OF THE COMPANY

1. As per the provisions of Section 66 of the Act read with the applicable regulations:

   a) upon the scheme coming into effect from the appointed date:

   By the effective date and after securing necessary approvals and permissions, the accumulated losses of Rs. 2,71,68,622/- (Rupees Two

For Prem Somani Financial Services Ltd.

Company Secretary

Crores Seventy One Lakhs Sixty Eight Thousand Six Hundred Twenty Two Only) will be set off to the extent of the share capital cancelled i.e., 74 % of Rs. 3,30,34,000/- (Rupees Three Crore Thirty Lakhs Thirty-Four Thousand Only) which will amount to Rs. 85, 88, 840/- (Eighty-Five Lakh Eighty-Eight Thousand Eight Hundred Forty only) with effect from the appointed date.

2. The scheme seeks to reduce or otherwise alter the issued, subscribed and paid-up share capital of the company and the same will therefore remain reduced as a result of the scheme.

   On the effective date and after securing necessary approvals and permissions the company shall reduce its fully paid up equity share capital from Rs. 3,30,34,000/- (Rupees Three Crore Thirty Lakhs Thirty Four Thousand Only) divided into 33,03,400 (Thirty Three Lakhs Three Thousand Four Hundred) Equity Shares of Rs. 10/- each to Rs. 85, 88, 840/- (Eighty-Five Lakh Eighty-Eight Thousand Eight Hundred Forty only) divided into 8, 58, 884 (Eight Lakh Fifty-Eight Thousand Eight Hundred Eighty-Four) Equity Shares of Rs. 10/- (Rupees ten only) Each/- and the fractional shares will be rounded off to the next digit and will be paid off by the Company.

   The accumulated losses of Rs. 2,71,68,622 (Rupees Two Crores Seventy-One Lakhs Sixty-Eight Thousand Six Hundred Twenty-Two Only) will be set off to the extent of the share capital cancelled i.e 74 % of Rs. 3,30,34,000/- (Rupees Three Crore Thirty Lakhs Thirty-Four Thousand Only) which will amount to Rs. 2, 44, 45, 160 (Rupees Two Crore Forty-Four Lakh Forty-Five Thousand One Hundred Sixty Only).

   The revised structure of the share capital of the company shall be as specified in the below mentioned clause of the scheme. The company is not intending to call for any additional amount from any of the existing shareholders after reduction of capital as per the present scheme.

For Prem Somani Financial Services Ltd.

Company Secretary

3. The proposed reduction of capital under section the Act read with the applicable regulations shall be reflected in the books of accounts of the company in the following manner as on the effective date.

S. No.	Particulars	As on March 31, 2021	Post Reduction
1.	Authorized Share Capital a) No. of Shares b) Amount	 70,00,000 Equity Shares of Rs. 10 Each/- Rs. 7,00,00,000/-	 70,00,000 Equity Shares of Rs. 10 Each/- Rs. 7,00,00,000/-
2.	Issued & Subscribed Share Capital a) No. of Shares b) Amount	 33,03,400 Equity Shares of Rs. 10 Each/- Rs. 3,30,34,000 /-	 8, 58, 884 Equity Shares of Rs. 10 Each/- Rs. 85, 88, 840 /-
3.	Paid up Share Capital a) No. of Shares b) Amount	 33,03,400 Equity Shares of Rs. 10 Each/- Rs. 3,30,34,000 /-	 8, 58, 884 Equity Shares of Rs. 10 Each/- Rs. 85, 88, 840 /-

The pre and post reduction of Debit balance of Profit and Loss Account of the Company against its remaining Accumulated losses:

Particulars	Pre-reduction	Proposed reduction	Post-reduction
Profit and Loss (Dr.) i.e. Accumulated	Rs.2,71,68,622/-	Rs. 2, 44, 45, 160 /-	Rs.27, 23, 462/-

For Prem Somani Financial Services Ltd.

Company Secretary

Losses			

4. The Company acting through the Board of directors shall be empowered to advise the depository participant of the equity shareholders in dematerialized form, on the record date, the information of shareholding arising out of reorganization of capital pursuant to this Scheme for substitution thereof or in lieu of the certificates of the equity shares held by them before such reorganization of capital.
5. Those equity shareholders of the Company who continued to hold their equity shares in physical form as on the record date shall be issued fresh share certificates consequent upon the reduction of capital. Their original share certificates shall be deemed to be cancelled and non-useable and not tradable on any stock exchange or otherwise from and after the record date. The new share certificates of Company issued pursuant to this Scheme shall be delivered to such equity shareholders who hold their equity shares in physical form by registered post, irrespective of whether such equity shareholders surrender their old share certificates or not. The stock exchanges shall also be intimated on the record date of the non-tradability of the original share certificates so that they can intimate the company members by public notice displayed on the notice board and through electronic means.
6. Upon the Scheme into effect, with the above reduction of share capital of the Company in accordance with the above clauses, 33, 03, 400 (Thirty-Three Lakh Three Thousand Four Hundred) equity shares having a face value of Rs. 10/-each aggregating 3, 30, 34, 000/- (Rupees Three Crore Thirty Lakh Thirty-Four Thousand Only) shall be reorganized into 8, 58, 884 (Eight Lakh Fifty-Eight Thousand Eight Hundred Eighty-Four) equity shares having a face value of Rs. 10/-each aggregating 85, 88, 840 (Eighty-Five Lakh Eighty-Eight Thousand Eight Hundred Forty only).

For Prem Somani Financial Services Ltd.
Company Secretary

7. Consequently, every shareholder of the Company whose name appears in register of members on the record date shall be issued in total 8, 58, 884 (Eight Lakh Fifty-Eight Thousand Eight Hundred Eighty-Four) equity shares of the face value of Rs. 10/- each fully paid up held by them in the Company prior to Scheme.
8. Reduction and the consequent cancellation of the Equity Share Capital of the Company as hereinabove shall be affected as per the provisions of the Act read with the applicable regulations made there under upon the Scheme becoming effective. The order of National Company Law Tribunal (NCLT) Jaipur Bench/Regional Director, Registrar of Companies Jaipur or any other competent authority sanctioning the Schemes shall be order under the Act and applicable regulations for the purpose of confirming the reduction. The reduction does not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.
9. The Company shall not be required to use the words "AND REDUCED" as a part of its corporate name and such use is dispensed with.
10. The provisions of section 66 of the Act along with the Rules made therein read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 shall be operative and be applicable for this Scheme.

OBJECTS AND BENEFITS ARISING OUT OF THE SCHEME-

1. The Company has incurred heavy losses in past and has eroded its Net Worth. The Scheme, after full implementation, will result in making its Net Worth more realistic;

For Prem Somani Financial Services Ltd.
Company Secretary

2. The Scheme will enable the Company to overcome its financial difficulties and improve its working in the future;
3. Once the Scheme is sanctioned it would enable the company to share its future profits with its shareholders.
4. The true financial statements of the Company would ensure company to attract new source of avenue and in turn enhancement of its shareholders' value.
5. The Scheme will help the Growth of the Company, which will be in the interests of its employees, shareholders, the National and State Exchequer and the society in general; and
6. The Scheme will facilitate the company to expand & smoothen the business activities. The experience and expertise of the promoters will bring efficiency and professionalism in the management of the company.
7. This Scheme of Reduction of share Capital would result in the decrease in the accumulated losses of the Company and improvement in the financial health as more business activities shall brought into the company.
8. The scheme is only for reduction of capital of the company and it does not envisage transfer or vesting of any properties and/ or liabilities to or in favor of the Company.

For Prem Somani Financial Services Ltd.

Company Secretary

IMPACT OF THE SCHEME ON CREDITORS/ BANKS/ FINANCIAL INSTITUTIONS

The Reduction will not cause any prejudice to the interest of the Creditors/Banks/Financial institutions of the Company. The Creditors of company are in no way affected by the proposed reduction of the Equity share capital as there will not be any reduction in the amount payable to any of the Creditors arising out of this reduction. Further, the proposed reduction would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or pay the debts in ordinary course of business. The above proposal, does not in any manner, alter, vary, or affect the rights of the Creditors/Banks/Financial Institutions.

The Scheme in any manner whatsoever does not, alter, vary, or affect the payment of any types of dues or outstanding amounts including all or any of the statutory dues payable or outstanding.

CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions contained in the scheme, all contracts, deeds, bonds, debentures, agreements and other instruments of whatever nature to which the Company is a party subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favor of the Company, as the case may be, and shall be enforced as fully and as effectually as before such reduction.

LEGAL PROCEEDINGS

If any suit, writ petition, appeal, revision or other proceedings of whatever nature(hereinafter called "the Proceedings") by or against the company are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by the Reduction of capital, but the proceedings may be continued, prosecuted and

For Pram Somani Financial Services Ltd.
Company Secretary

enforced by or against the 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 Company before such Reduction.

OPERATIVE DATE OF THE SCHEME

The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

For Pram Somani Financial Services Ltd.
Company Secretary

COMPANY STAFF AND OTHER EMPLOYEES

All the staff and other employees in the service of the Company immediately before the Scheme shall stay as staff and other employees of the Company on the basis that:

1. Their service shall be continuous and shall not be interrupted by reason of reduction.
2. The terms and conditions of service applicable to the said staff workmen or employees after such Reduction shall not in any way be less favorable to them than those applicable to them immediately before the reduction.

CONDUCT OF BUSINESS BY COMPANY

The scheme does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of the company to meet its obligations/ commitments in the normal course of business. Further, this scheme would also not in any way adversely affect the ordinary operations of the company during the course or after the approval of Reduction of Capital.

PART V: GENERAL CLAUSES

JUSTIFICATION OF THE SCHEME:

1. The accumulated losses of the company as on 31st March, 2021 which amounted to Rs. 2,71,68,622/- has wiped off the entire net worth of the company. The company has been consistently running into losses and has substantial carried forward losses in its Financial Statements making it difficult for the company to either raise new resources for expansion or for any modernization. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed scheme would enable the company to show the actual financial

For Prem Somani Financial Services Ltd.
Company Secretary

position in its balance sheet to depict the representing assets value which in turn will enable it to approach for financial assistance in order to develop its business and thereby decrease accumulated losses to enhance the stakeholder's value.

2. In view of the above, the Company is seeking to reconstruct/ restructure its capital by way of writing off its accumulated capital loss against the reduction of its paid-up capital which is not represented by available assets.

For Ram Somani Financial Services Ltd.
Company Secretary

APPLICATIONS TO NATIONAL COMPANY LAW TRIBUNAL (NCLT) JAIPUR BENCH/REGIONAL DIRECTOR, REGISTRAR OF COMPANIES

The Company hereto shall, with all reasonable dispatch, make applications under Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 to National company Law Tribunal (NCLT), Jaipur Bench/Regional Director, Registrar of Companies Jaipur for sanctioning the Scheme.

ACCOUNTING TREATMENT

1. With effect from the Appointed date and upon the scheme becoming effective the amount of share capital as extinguished as per above shall be reduced from the Equity Share Capital of the company and correspondingly from debit balance of the Profit and Loss account of the Company.
2. The company will comply with all the relevant accounting policies and Indian Accounting Standards as applicable to the company in relation to the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company as per applicable Indian Accounting Standards and Accounting Treatment specified therein (to the extent applicable).

MODIFICATIONS/AMENDMENTS TO THE SCHEME

1. The Company through its Board of Directors or a Committee so assigned or formed and delegated powers for the said purpose may assent to any modification or amendment to the Scheme or agree to any terms and/or conditions which the NCLT Jaipur Bench and/or any other Competent authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the

For Dam Capital Financial Services Ltd.
Company Secretary

Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme in to effect.

2. For the purpose of giving effect to the scheme or to any modification thereof, the Board of Directors of the company (which expression shall be deemed to include any committee of Directors constituted by the Board thereof), are hereby authorized to give such directions and or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.
3. All amendments/modifications to the scheme pursuant to this clause shall be subject to the approval of NCLT Jaipur Bench/Regional Director, Registrar of Companies, Jaipur or any other competent authority.

SCHEME CONDTTIONAL ON APPROVALS/ SANCTIONS

The Scheme is conditional on and subject to:

1. The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Company.
2. The requisite resolution (s) under the applicable provisions of the said Act being passed by shareholders of the Company for any of the matters provided for or relating to the Scheme as may be necessary or desirable.
3. The company being a listed entity shall comply with formalities and procedure for designating BSE Limited as the Designated Stock Exchange for the purpose obtaining approval under Regulation 37 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 or any other applicable provisions or rules or laws for the time being in force.
4. The sanction of the National Company Law Tribunal (NCLT) Jaipur Bench/Regional Director, Registrar of Companies or any other competent authority under Section 66 of the Act, the Rules made there under read with National Company Law Tribunal (Procedure for Reduction of Share Capital

For Dam Somani Financial Services Ltd.
Company Secretary

of Company) Rules, 2016, in favor of the Company and to the necessary Order or Orders under the applicable sections and provisions, be obtained.

5. Any other sanction or approval of the Appropriate Authorities concerned as may be considered necessary and appropriate by the Board of Directors of the Company being obtained and granted in respect of any of the matter for which such sanction or approval is required.

EFFECT OF NON-RECEIPT OF APPROVALS/ SANCTIONS

In the event of any of the said sanctions approvals not being obtained and/ or the Scheme not being sanctioned by National Company Law Tribunal (NCLT) Jaipur Bench/Regional Director, Registrar of Companies or any other competent court or authority, this Scheme shall become null and void and the company shall bear and pay its respective costs, charges and expenses for and/or in connection with the Schemes, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Company respectively in relation to or in connection with the Scheme and of carrying out and implementing/completing the terms and provisions of the Schemes and/or incidental to the completion of the Schemes shall be borne and paid by the Company.

CANCELLATION OF OLD SHARE CERTIFICATES

For Prem Somani Financial Services Ltd.
Company Secretary

Upon this Scheme becoming finally effective, all the shareholders if, so required by the Company, shall surrender their shares certificates for cancellation thereof notwithstanding anything to the contrary, upon the issue of the new shares certificates in the Company to the shareholders whose names shall appear in the register of members of the company on such Record Date fixed as aforesaid, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record date. The Company may instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof. In the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the company, as consequences of the sanctioning of this scheme, shall be adopted making the necessary alterations in the depository accounts of shareholders.

LISTING AND OF SHARES

Notwithstanding the reduction of capital of the Company in pursuance of this scheme, the listing benefits of the company, for the existing shares being issued in prudence of this scheme, on all or any of the stock exchanges where the existing equity shares of the company are listed may continue and the company will comply the applicable provisions of the listing agreement with the stock exchange for listing and trading of shares.

For Tem Somani Financial Services Ltd.

Company Secretary