

Dynamic Portfolio Management & Services Ltd.

Regd. Office: 1403, Vikram Tower 16, Rajendra Place, New Delhi-110008,
Phone: 9017255300 Website: www.dynamicwealthservices.co.in,
Email: dpms.kolkata@gmail.com, CIN: L74140DL1994PLC304881

Date: 7th February, 2024

To,

**The General Manager
Department of Corporate Affairs
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001**

Reg.: Scrip Code 530779

Subject: - Outcome of the Separate Meeting of Independent Directors of the Company under Regulation 25(3) of SEBI(LODR) Regulation 2015 and Schedule IV of the Companies Act 2013 held on, 5th February, 2024

Pursuant to Regulation 25(3) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, a separate meeting of Independent Director held on 5th February, 2024 at 11:00 AM at 53/7, Desh Bandhu Gupta Rd, Block 53, Karol Bagh, New Delhi, Delhi, 110005 and transacted the following businesses:

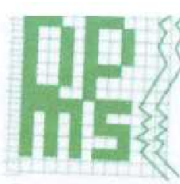
1. Reviewed the performance of non-independent directors and the board of directors as whole of the Company.
2. Reviewed the performance of the Chairperson of the company taking into account the views of Executive Directors and Non-Executive Directors.
3. Assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.
4. Recommending the Scheme of Amalgamation of Bharat Rasayan Finance Limited with Dynamic Portfolio Management and Services Limited. **Copy of Report of Independent Director's Committee Meeting is enclosed for your kind perusal as Annexure-I**

You are requested to kindly consider this outcome of Independent Director's Meeting as final and the outcome submitted on 5th February, 2024 were not to be taken on record, due to submission of wrong Annexure.

For Dynamic Portfolio Management and Services Ltd.


Neeti Mahansaria
Company Secretary and Compliance Officer





Dynamic Portfolio Management & Services Ltd

Regd. Office: 1403, Vikram Tower 16, Rajendra Place, New Delhi-110008.

Phone: 9017255300 Website: www.dynamicwealthservices.co.in

Email: dpms.kolkata@gmail.com. CIN: L74140DL1994PLC304881

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LIMITED ('TRANSFEEE COMPANY') RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN BHARAT RASAYAN FINANCE LIMITED AND DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Members Present:

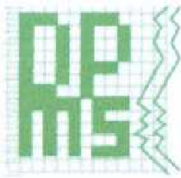
Name		Designation
Mr. Sujoy Chakraborty	-	Chairperson
Mr. Sushil Kumar	-	Member
Mrs. Anita Mittal	-	Member

In Attendance:

Name		Designation
Ms. Neeti Mahansaria	-	Company Secretary & Compliance Officer

1. Background:

- 1.1. A meeting of Committee of Independent Directors (ID Committee) of Dynamic Portfolio Management & Services Limited ("DPMSL" or "Company" or "Transferee Company") was held on February 05, 2024 to inter-alia consider and recommend the draft Scheme of Amalgamation of Bharat Rasayan Finance Limited ("BRFL" or "Transferor Company") with and into the Transferee Company in the manner set out in the Scheme ("Scheme") in accordance with Section 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments) or amendment(s) thereof and the rules made thereunder ("Act") and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") issued by the Securities and Exchange Board of India ("SEBI") read with Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time ("SEBI Circular"), and the Reserve Bank of India Act, 1934 and any other law for the time being in force and such other applicable rules, regulations, guidelines and circulars issued by any regulatory authorities from time to time.
- 1.2. The Transferee Company is incorporated under the provisions of the Companies Act, 1956 and is primarily engaged in the business of Non-Banking Financial Institution. The equity shares of the Transferee Company are listed on the BSE Limited ("BSE").
- 1.3. The Transferor Company is incorporated under the provisions of the Companies Act, 1956 and is primarily engaged in the business of Financial Services.
- 1.4. The Scheme inter-alia provides for Amalgamation of the Transferor Company with and into the Transferee Company in the manner set out in the Scheme. Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without winding up.
- 1.5. This report of the ID Committee is made in order to comply with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") and any amendments / modifications thereof and applicable provisions of Companies Act, 2013 and rules made thereunder.



2. Documents Reviewed:

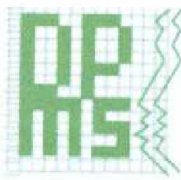
The following documents were placed before the meeting of the Committee of Independent Directors of the Company held on February 05, 2024, which were considered and taken on record by the members of the Committee of Independent Directors while deliberating on the Scheme:

- a. Draft Scheme duly initialed by the Company Secretary for the purpose of identification;
- b. Valuation Report dated 01st February, 2024 issued by Hitesh Jhamb, Registered Valuer having IBBI registration No. IBBI/RV/11/2019/12355 recommending the share exchange ratio for the Scheme ("Amalgamation Share Entitlement Report");
- c. Fairness opinion dated 02nd February, 2024 issued by M/s. Expert Global Consultants Private Limited, SEBI Registered Cat I Merchant Banker having SEBI Registration No. INM000012874 on the fairness of the share exchange ratio for the Scheme as recommended under the Amalgamation Share Entitlement Report ("Fairness Opinion Report");
- d. Draft certificate issued by M/s. Arora & Bansal, Chartered Accountants, Statutory Auditor of the Transferee Company confirming that the Scheme is in compliance with applicable Accounting Standards prescribed under the provisions of Section 133 of the Act read with relevant rules issued thereunder and other generally accepted accounting principles in India and as specified under Paragraph (A)(5) of the Part I of the SEBI Circular.

3. Salient features of the Scheme:

3.1. The Committee of Independent Directors noted the salient features of the Scheme, which inter-alia, are as under:

- 3.1.1. The Scheme is presented inter-alia under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, SEBI Circular read with Section 2(1B) and other applicable provisions of the Income Tax Act, 1961 and applicable provisions of the Reserve Bank of India and other applicable law, if any. The Part II of the Scheme provides for the amalgamation of the Transferor Company with the Transferee Company in the manner set out in the Scheme and dissolution of the Transferor Company without winding up including various other matters consequent and incidental thereto or otherwise integrally connected thereto;
- 3.1.2. Upon the Scheme becoming effective, all assets, liabilities, contracts, employees, if any, records, etc. of the Transferor Company shall stand transferred to the Transferee Company subject to the provisions of the Scheme;
- 3.1.3. Pursuant to the receipt of the no-objection certificate/ observation letter of the BSE/ SEBI, approval of members of the Transferor Company and Transferee Company and other stakeholders, in accordance with the Act, approvals required from regulatory authorities (if any), sanction of the Scheme by the National Company Law Tribunal, New Delhi Bench ("NCLT Delhi") and filing of the order passed by the NCLT New Delhi with the Registrar of Companies, Delhi ("ROC"), the Scheme shall become effective from the Appointed Date.
- 3.1.4. The Appointed Date for the Scheme shall be January 01, 2024 or such other date as may be approved by the NCLT or any other appropriate authority and accepted by the Board of Directors.



Dynamic Portfolio Management & Services Ltd

Regd. Office: 1403, Vikram Tower 16, Rajendra Place, New Delhi-110008,

Phone: 9017255300 Website: www.dynamicwealthservices.co.in,

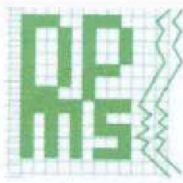
Email: dpms.kolkata@gmail.com, CIN: L74140DL1994PLC304881

- 3.1.5. In terms of Paragraph A(10) of Part I of the SEBI Circular, the Scheme is required to be approved by the public shareholders of the Transferee Company and shall be acted upon only if votes cast by the public shareholders in favor of the Scheme are more than the number of votes cast against it.
- 3.1.6. The consideration for amalgamation of the Transferor Company with the Transferee Company shall be discharged by the Transferee Company through issuance and allotment of fresh equity shares of the face value of INR 10 (Rupees Ten) each to the shareholders of the Transferor Company in the following manner:
- 3.1.7. The fresh equity shares to be issued and allotted by the Transferee Company will be listed in compliance with the applicable laws.
- 3.1.8. Upon the Scheme becoming effective, the Transferor Company will be dissolved without winding up.

4. Rationale of the scheme:

4.1. The Amalgamation pursuant to this Scheme would, in alia, have the following benefits:

- a. the Amalgamation is founded on leveraging of the significant complementarities that exist between the Transferor Company and the Transferee Company and the Amalgamation would create meaningful value to various stakeholders including respective shareholders, customers, employees, as the combined business would benefit from increased scale, wider product diversification, diversified balance sheet and the ability to drive synergies across revenue opportunities, operating efficiencies and underwriting efficiencies, amongst others;
- b. the Transferee Company had applied for, and successfully acquired, a NBFC License from the RBI in 2021 and such a NBFC platform can serve as a cornerstone for generating significant business and fostering additional growth. Such a platform has the potential to provide a stable funding base, facilitating the expansion of the Acquiring Company's non-banking financial institution (NBFI) activities following the amalgamation;
- c. the independent operations of the Transferor Company and Transferee Company leads to incurrance of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company;
- d. the amalgamation will contribute to furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration,



Dynamic Portfolio Management & Services Ltd

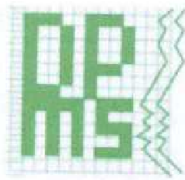
Regd. Office: 1403, Vikram Tower 16, Rajendra Place, New Delhi-110008,

Phone: 9017255300 Website: www.dynamicwealthservices.co.in,

Email: dpms.kolkata@gmail.com CIN: L74140DL1994PLC304881

streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and Transferee Company;

- e. the synergies created by the scheme would increase operational efficiency and integrate business functions;
- f. the proposed Amalgamation will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range;
- g. Further, This Scheme for Amalgamation of the Transferor Company with the Transferee Company would result, inter-alia, in the following additional benefits to their respective members:
 - i. Optimum and efficient utilization of capital, resources, assets and facilities;
 - ii. Enhancement of competitive strengths including financial resources;
 - iii. Consolidation of businesses and enhancement of economic value addition and shareholder value;
 - iv. Obtaining synergy benefits;
 - v. Better management and focus on growing the businesses.
 - vi. The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.
 - vii. A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith and will be in public interest. The amalgamation will be conducive for better and more efficient and economical control over the business and financial conduct of the Companies.
- h. Due to the aforesaid reasons, it is considered desirable and expedient to amalgamate all the companies in accordance with this Scheme, pursuant to Section 230 - 232 of the Companies Act, 2013;
- i. the amalgamation will facilitate operation on a broader scale and allocation of resources to more productive and affordable uses leading to economies of scale, which will, in turn, result in larger benefits for the stakeholders;
- j. the amalgamation will provide continued employment to the existing workers and staff of the Transferor Company, who would continue to be gainfully employed;
- k. the amalgamation will improve the corporate image of the Transferee Company in the industry, which will eventually benefit the stakeholders of the Transferor Company as well;
- l. the amalgamation will result in the overall efficiency in the business operations of the Transferee Company and will also help in achieving economy of scale in administration, technical and commercial spheres and will improve the collective efforts in concentrating on building up goodwill;
- m. the Amalgamation will lead to avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
- n. the Amalgamation, through the Scheme, shall result in bolstering the capital base and balance sheet of the Transferee Company.



Dynamic Portfolio Management & Services Ltd

Regd. Office: 1403, Vikram Tower 16, Rajendra Place, New Delhi-110008,
Phone: 9017255300 Website: www.dynamicwealthservices.co.in,
Email: dpms.kolkata@gmail.com. CIN: L74140DL1994PLC304881

4.2. Accordingly, to achieve the abovementioned benefits, this Scheme is being proposed for transfer and vesting of business and undertaking of Transferor Company in Transferee Company.

5. Synergies for the entities involved in the Amalgamation:

The Committee of Independent Directors deliberated about the synergies of business of the entities involved in the Scheme, which inter-alia, are as under:

- a. Since both the companies are engaged in the business of Financial Services, the proposed amalgamation would help the amalgamated entity achieve operational synergies.
- b. Further, as stated in the rationale of the Scheme, the proposed amalgamation will result in pooling of resources resulting in efficient management, greater economies of scale, building a stronger resource base for future growth and creation of a leading energy platform in India.
- c. The Scheme also ensures simplified and streamlined corporate structure. It helps in achieving reduction in overall operational and compliance costs.

6. Impact of the Scheme on the shareholders of the Transferee Company:

After careful deliberation and thorough examination of all aspects of the Scheme, including its rationale and the review of the aforementioned documents, the Committee of Independent Directors expresses the view that the Scheme is not anticipated to adversely affect the shareholders or stakeholders of the Transferee Company.

The shareholders and stakeholders of the Transferee Company stand to gain from the inorganic growth facilitated by the pooling of resources, operational synergies, and the establishment of a prominent lending platform in India. The impact of the Scheme on shareholders, including the public shareholders, is expected to be uniform, with no shareholder experiencing any disproportionate advantage or disadvantage.

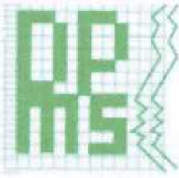
Fresh equity shares of the Transferee Company, as outlined in the key features of the Scheme, will be allocated to the shareholders of the Transferor Company.

In light of the outlined benefits in the Scheme's rationale, the Independent Directors Committee members have reached the conclusion that the Scheme is in the best interest of shareholders of both the Transferor and Transferee Companies, with no detrimental effects expected for the shareholders.

7. Cost benefit analysis of the Scheme:

The Committee of Independent Directors deliberated on the cost benefit analysis of the Scheme, which inter-alia, is as under:

- a. The Scheme is expected to increase the value of the Transferee Company primarily on account of benefits and synergies detailed above.
- b. Simplified and streamlined corporate structure would help in achieving reduction in overall operational and compliance costs.
- c. The benefits of the Scheme over a longer-term period would far outweigh the cost of implementation of the Scheme.



Dynamic Portfolio Management & Services Ltd.

Regd. Office: 1403, Vikram Tower 16, Rajendra Place, New Delhi-110008,

Phone: 9017255300 Website: www.dynamicwealthservices.co.in,

Email: dpms.kolkata@gmail.com, CIN: L74140DL1994PLC304881

8. Opinion on Share Exchange Ratio:

The Committee of Independent Directors has noted that the share exchange ratio as specified under the Amalgamation Share Entitlement Report and has been found it to be fair under the Fairness Opinion Report.

9. Recommendation of the ID Committee:

Taking into consideration all the foregoing including the draft Scheme, its rationale and benefit and that the Scheme is not detrimental to the Shareholders of the Company, the ID Committee after due deliberations unanimously recommends the draft Scheme to the Board of Directors of the Company for its favorable consideration and approval. The Scheme placed before the meeting of the Committee of Independent Directors is not detrimental to the shareholders of the Transferee Company.

By Order of the Committee of Independent Directors of
Dynamic Portfolio Management & Services Limited

Mr. Sujoy Chakraborty
Chairperson of Independent Director's Committee
DIN: 05216758

Date:- February 07, 2024

Place:- New Delhi