

INLAND PRINTERS LIMITED

Reg. Off.: 800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai-400057

Tel.: (022)-40482500

Email: inlandprintersltd@gmail.com

CIN: L99999MH1978PLC020739

Website: www.inlandprinters.in

REPORT OF THE AUDIT COMMITTEE OF INLAND PRINTERS LIMITED RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION OF PARTHIV CORPORATE ADVISORY PRIVATE LIMITED WITH INLAND PRINTERS LIMITED

MEMBERS PRESENT IN THE MEETING:

1. Ms. Dhvani Punamiya
2. Mr. Bhavesh Patel
3. Ms. Nidhi Parekh

IN ATTENDANCE:

- | | |
|----------------------|-------------------------|
| 1. Ms. Bhumi Mistry | Company Secretary |
| 2. Mr. Bhavesh Patel | Chief Financial Officer |

BACKGROUND:

1. A meeting of the Audit Committee of Inland Printers Limited ("IPL/ The Company") was held on 9th March, 2023, to consider and recommend the proposed Scheme of Amalgamation between Parthiv Corporate Advisory Private Limited and the Company under Section 230 to 232 of the Companies Act, 2013. ("the Act") and thereby dissolution of Parthiv Corporate Advisory Pvt Limited.

2. This report of the Audit Committee is made in order to comply with the requirements of the circular No. SEBI/HO/CFD/DIL1/CIRP/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India ("SEBI").

3. The following documents were placed before the Audit Committee:

i) Draft Scheme of Amalgamation duly initialed by the Company Secretary of the Company for the purpose of identification;

ii) Valuation Report dated 9th March, 2023 issued by M/s Nishant Soni & Associates, Chartered Accountants, Mumbai, describing inter alia the methodology adopted by them in arriving at the share valuation including the share entitlement ratio and setting out the details of computation of fair entitlement ratios for the proposed amalgamation ("Valuation Report")

iii) Fairness Opinion dated 9th March, 2023 issued by Beeline Capital Advisors Private Limited, a SEBI Registered Merchant Banker, providing its opinion on the fairness of the Valuation Report and the Share Entitlement Ratio.

iv) Certificate dated 9th March, 2023, of NGS & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company confirming that the accounting treatment in the draft Scheme is in accordance with the applicable accounting standards under the Companies Act, 2013 and other accounting principles generally in India.

ADVANTAGES OF MERGER

The Chairman informed that the Rationale of the Scheme are more particularly given in the Scheme of Amalgamation which *inter alia* includes consolidation of the business of the Transferor Company and the Transferee Company, which would make the business activities more sustainable in the long term as well as help them to grow faster and create value for stakeholders including respective shareholders, customers, lenders and employees as the combined business would benefit from increased scale, expanded reach, higher cross selling opportunities to a larger base of customers, improvement in productivity amongst others.

RATIONALE FOR MERGER

- (a) To consolidate the business of the Transferor Company and the Transferee Company, which would make the business activities more sustainable in the long term as well as help them to grow faster.
- (b) Create value for stakeholders including respective shareholders, customers, lenders and employees as the combined business would benefit from increased scale, expanded reach, higher cross selling opportunities to a larger base of customers, improvement in productivity amongst others;
- (c) Better administration and cost optimization are expected to flow from more focused operational efforts, standardization and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses as well as compliance cost;
- (d) Pooling of resources and achieving economies of scale;
- (e) Greater integration and flexibility to Transferee Company and strengthen its position in terms of asset base, revenues and service range;
- (f) Pursuant to the implementation of the Scheme, the objects of the Transferor Company and the Transferee Company can be conveniently, advantageously and economically carried on by a single entity.
- (g) The restructuring proposed under the Scheme will not affect the normal business operations of the Transferee Company, but would improve the same.
- (h) To achieve the desired objectives, a Scheme of Amalgamation has been arrived at by the Board of Directors of the aforesaid companies and it has been decided to make the requisite application before the Hon'ble National company Law Tribunal Mumbai bench, Mumbai

INLAND PRINTERS LIMITED

Reg. Off.: 800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai-400057

Tel.: (022)-40482500

Email: inlandprintersltd@gmail.com

CIN: L99999MH1978PLC020739

Website: www.inlandprinters.in

under Sections 230 of the Companies Act, 2013 for the sanction of the following Scheme of Amalgamation (hereinafter referred to as the 'Scheme') of the aforesaid companies.

- (i) In view of the aforesaid, the Board of Directors of the Transferor Company and the Transferee Company have (i) considered and proposed the merger / amalgamation of the Transferor Company into and with the Transferee Company for the benefit of all the stakeholders of the Transferor Company and Transferee Company; and (ii) formulated this Scheme of merger for the transfer and vesting of the entire Undertaking and business of the Transferor Company into and with the Transferee Company pursuant to the provisions of Section 230 to Section 232 and other relevant provisions of the Act.

SYNERGIES OF BUSINESS

The main object of the Transferee Company is printing and allied work however, during the past few years, the Company has not carried out any business and is not generating any revenue from its operations. This Scheme of Amalgamation provides for merger of Transferor Company into and with the Transferee and in order to carry on the activities currently being carried on by the Transferor Company and in addition to that the company propose to carry on the business of FinTech, upon coming into effect of the Scheme, the main objects in the memorandum of association are being amended pursuant to clause 13 of the Scheme of Amalgamation.

IMPACT OF THE SCHEME ON THE SHAREHOLDERS

- a. Upon this scheme coming into effect, every member of the Transferor Company holding fully paid up equity shares in the Transferor Company and whose names appear in the Register of Members of the Transferor Company on the record date will receive the equity shares issued by the Transferee Company would be listed on BSE and will unlock the value of the Transferor Company, for the shareholders of the Transferor Company.
- b. Upon the sanction of the Scheme of Amalgamation by NCLT, Mumbai Bench, Mumbai and the Scheme becoming effective and on allotment of shares to the shareholders of the Transferor Company, the Promoter Shareholders of the Transferor Company shall become the Promoter Shareholders of the Transferee Company. The allotment and change in management shall be pursuant to and is an integral part of the Scheme and such change being pursuant to the Scheme of Amalgamation under section 230 to 232 of the Companies Act, 2013 and being exempt under Regulation 10 of the SEBI (SAST) regulations, 2011 shall not trigger the open offer requirement under Regulation 3 and/or 4 of the SEBI (SAST) Regulation, 2011.
- c. It is further clarified that upon the sanction of the Scheme of Amalgamation by the NCLT, Mumbai Bench, Mumbai and upon the Scheme of Amalgamation becoming effective the existing promoters of the transferee company namely Kiran Patel and Bhavesh Patel shall be reclassified as non-promoters of the Transferee company pursuant to regulation 31A(10) of the

SEBI(LODR) Regulations, 2015 as amended and accordingly relinquished the management control of the Transferee company in favor of incumbent promoters of the transferor company

RECOMMENDATION OF THE AUDIT COMMITTEE:

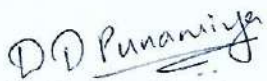
The Committee reviewed the aforesaid documents and after consideration of the same and due deliberations thereon by the members of the Audit Committee, the Committee relying upon the opinions contained in the said document and also the fairness opinion issued by the Merchant Banker, the committee unanimously decided to accept the Valuation and the proposed Share Swap Ratio as stated hereunder;

33,34,833 (Thirty-Three Lakhs Thirty-Four Thousand Eight Hundred Thirty-Three) Equity Share of Rs.10/- each fully paid up of the Transferee Company for every 1,00,000 (One Lakh) Equity Shares of Rs.10/- each fully paid up held in Transferor Company."

The Audit Committee unanimously agreed to recommend the Scheme of Amalgamation between Parthiv Corporate Advisors Private Limited and the Company, to the Board of Directors of the Company for further consideration, inter alia, in pursuant to the requirements of Stock Exchanges, SEBI and other Regulatory Authorities including National Company Law Tribunal.

The Committee authorized the Chairman of the Committee to forward this report and recommendation to the Board of Directors of the Company.

**By order of the Audit Committee
For Inland Printers Limited**



Chairman of the Committee

Place: Mumbai

Date: March 9, 2023