



R.T.EXPORTS LIMITED

508 DALAMAL HOUSE
JAMNALAL BAJAJ MARG
NARIMAN POINT
MUMBAI 400 021
TEL: (91-22) 2284 0000
FAX: (91-22) 6630 7000
headoffice@rtexports.com

Date : 30 January, 2014

To,
The Manager,
Listing Department,
Bombay Stock Exchange,
Mumbai

Sub :- Submission of Notice for the Court Convened Meeting of the 6% Non Cumulative Redeemable Preference Shareholder(s) of R.T. Exports Ltd.

Dear Sir,

With reference to the above, please find enclosed herewith Notice for the Court Convened Meeting of the 6% Non Cumulative Redeemable Preference Shareholder(s) of R.T. Exports Ltd. to be held on Thursday, 27th February, 2014 at 12.00 noon at the registered office of the company at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021.

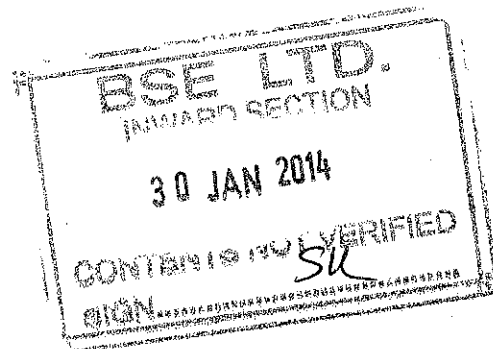
Kindly acknowledge the receipt of the same.

Thanking You

For R.T. Exports Limited


Director

Enclosure: a/a





R.T. EXPORTS LIMITED

Registered Office: 508, Dalamai House, Jamnalal Bajaj Road, Nariman Point,
Mumbai – 400 021.

NOTICE FOR THE COURT CONVENED MEETING OF 6% NON CUMULATIVE REDEEMABLE PREFERENCE SHAREHOLDER(S) OF R.T.EXPORTS LIMITED

Date	27 th February, 2014
Day	Thursday
Time	12.00 noon.
Place	508, Dalamai House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021

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IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 812- OF 2013

In the matter of the Companies Act, 1956;

-And-

In the matter of Sections 391 to 394 read with Section 100 to
105 of the Companies Act, 1956;

-And-

In the matter of Scheme of Arrangement between
R.T.EXPORTS LIMITED AND ASIAN WAREHOUSING
PRIVATE LIMITED

RT EXPORTS LIMITED, a company incorporated under the)
Companies Act, 1956, and having its registered office at 508,)
Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai -) ...Applicant Company.
400 021 .

**NOTICE CONVENING THE MEETING OF 6% NON CUMULATIVE REDEEMABLE PREFERENCE
SHAREHOLDER(S) OF R.T. EXPORTS LIMITED**

To,
The 6% Non Cumulative Redeemable Preference Shareholder(s) of R. T. EXPORTS LIMITED (the "Applicant /
Transferor Company")

TAKE NOTICE that by an Order made on the 13th day of December, 2013, in the above Company Application, the Hon'ble High Court of Judicature at Bombay has directed that a meeting of the 6% Non Cumulative Redeemable Preference Shareholder(s) of the Applicant Company be convened and held on Thursday, 27th February, 2014 at 12.00 noon at registered office at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021 to consider and if thought fit, to pass with or without modification(s) the following resolution under Section 391 to 394 and Section 78,80 and 100 to 105 of the Companies Act, 1956 as Special Resolution, for approval of arrangement embodied in the Scheme of Arrangement proposed to be made between R.T.Exports Limited, the Applicant / Transferor Company and Asian Warehousing Private Limited (Resulting / Transferee Company) and their respective shareholders and creditors.

Resolution No. 1: The proposed Scheme of Arrangement/Demerger

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and Section 100 to 105 and other applicable provisions of the Companies Act, 1956 ("Act") and subject to approval of the Hon'ble Bombay High Court, the SCHEME OF ARRANGEMENT made between R.T.EXPORTS LIMITED, the Applicant / Transferor Company and ASIAN WAREHOUSING PRIVATE LIMITED (the Resulting / Transferee Company), as circulated along with the notice of the meeting, a copy of which is placed before the meeting and for the purpose of identification signed by the Chairman thereof, be and is hereby approved and agreed to.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the above arrangement including combination of authorised capitals, including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary to give effect to the above Resolution or to carry out such modifications/directions as may be ordered by the Hon'ble High Court of Judicature at Bombay to implement the aforesaid Resolution."

Resolution No. 2: Reduction of Capital Reserve

"RESOLVED THAT pursuant to Article 10 of the Articles of Association of the Company and pursuant to the provisions of Sections 78, 80 and 100 to 105 and other applicable provisions of the Companies Act, 1956 (including any statutory re-enactment or amendment thereof) and subject to the confirmation of the Hon'ble High Court of Judicature at Bombay, and other appropriate authorities in this regard, consent of the Company be and is hereby accorded to utilizing either Capital Redemption Reserve of Rs. 3,47,84,300/- and /or Securities Premium Account amounting of Rs. 3,55,67,200/- for the purpose of adjusting / writing off Debit Balance / Goodwill of Rs. 3,42,31,000/- created on account of de-merger of Warehousing Business Division into Asian Warehousing Private Ltd. under clause 17 of the Scheme of Arrangement. "

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Directors be and are hereby authorized to give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise in regard to reduction in Share Capital Account and to do all acts, deeds, matters and things of whatsoever nature as the Directors in their absolute discretion consider necessary, expedient and proper."

TAKE FURTHER NOTICE that in pursuance of the said order and as directed therein, a meeting of the 6% Non Cumulative Redeemable Preference Shareholders of the Applicant Company will be held on Thursday, 27th February, 2014 at 12.00 noon at registered office at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021, at which time and place you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, or your authorised representative, is deposited at the Registered Office of the Applicant Company at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021, not later than 48 hours before the commencement of the said meeting.

The Hon'ble High Court has appointed Mr. Bhavik Bhimjyani, Director of the Applicant Company, failing him, Mr. Yogesh Dawda, Director of the Applicant Company, to be the Chairman of the said meeting.

A copy of the Scheme of Arrangement, the Explanatory Statement under section 393 of the Companies Act, 1956, Attendance Slip and a Form of proxy are enclosed.

Sd/-
Mr. Bhavik Bhimjyani
Chairman Appointed for the Meeting

Dated at Mumbai this 26th day of December, 2013

Registered Office:
508, Dalamal House,
Jamnalal Bajaj Road,
Nariman Point, Mumbai – 400 021

Note: All alterations made in the Form of Proxy should be initialed
Enclosed: As Above.

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 812 OF 2013

In the matter of the Companies Act, 1956;

-And-

In the matter of Sections 391 to 394 read with Section 100 to 105 of the Companies Act, 1956;

-And-

In the matter of Scheme of Arrangement between
R.T.EXPORTS LIMITED AND ASIAN WAREHOUSING
PRIVATE LIMITED

R.T.EXPORTS LIMITED, a company incorporated under the)
Companies Act, 1956, and having its registered office at 508,)
Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai -) ...Applicant Company.
400 021.

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

Pursuant to the Order dated 13th December 2013 passed by the Hon'ble High Court of Judicature at Mumbai in the Company Application referred to above, a meeting of the 6% Non Cumulative Redeemable Preference Shareholders of RT Exports Limited, (hereinafter referred to as "RTEL" or "the Applicant / Transferor Company"), is being convened on Thursday, 27th February, 2014 at 12.00 noon for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement (hereinafter referred to as "the Scheme") made between RT EXPORTS LIMITED, the Applicant / Transferor Company and ASIAN WAREHOUSING PRIVATE LIMITED (the Resulting / Transferee Company), companies incorporated under the Companies Act, 1956 (hereinafter referred to as "Act"), under Sections 391 to 394 and Section 78,80 and 100 to 105 of the Act.

In this Statement, RT EXPORTS LIMITED is hereinafter referred to as "RTEL" or "the Applicant / Transferor Company" as the context may admit and ASIAN WAREHOUSING PRIVATE LIMITED (is hereinafter referred to as "WAREHOUSE" or "Transferee Company") as the context may admit. Where the context so requires, the Applicant / Transferor / Demerged Company and the Resulting / Transferee Company are collectively referred to as the "Companies". Expressions used in this Explanatory Statement, if defined in the Scheme, shall have the same meaning as those defined in the Scheme, in the event, under the provisions of Sections 391 to 394 and Section 78,80 and 100 to 105 of the Companies Act, 1956, applications and petitions for arrangement are required to be filed before the High Court.

1. A copy of the Scheme, setting out the terms and conditions of the De-Merger of the Demerged /Transferor Company with the Resulting / Transferee Company, which has been approved by the Board of Directors of the Demerged /Transferor Company and the Resulting / Transferee Company at their respective meetings held on August 14, 2012 is attached to this Explanatory Statement.
2.
 - a) The Applicant / Demerged Company was incorporated on 1st May, 1980 as RT Exports Private Limited. The name of the company was changed to RT Exports Limited with effect from 18th December, 1992. The company made its public issue of 12,90,000 equity shares of Rs. 10/- each at a premium of Rs. 23/- per share in the year 1994 and the equity shares of the company are listed on BSE.
 - b) The Registered Office of the Applicant / Demerged Company is situated at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021.
 - c) The Share Capital of the Applicant Company as on the 31st day of March, 2013 is as under:

Authorized Share Capital	Amount in Rs.
1,70,00,000 Equity Shares of Rs. 10/- each	17,00,00,000
19,00,000 Preference Shares of Rs. 100/- each	19,00,00,000
TOTAL	36,00,00,000
Issued Subscribed & Paid Up Share Capital	
43,59,000 Equity Shares of Rs. 10/- each fully paid up	4,35,90,000
7,00,000 9% Cumulative Preference Shares of Rs. 100/- each fully paid up	7,00,00,000
7,95,415 6% Non Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up	7,95,41,500
TOTAL	19,31,31,500

There is no change in the share capital since then.

- d. The objects of the Applicant Company are set out in the Memorandum of Association. They are briefly as under:

Main objects of the Company to be pursued by the Company on its incorporation:

1. To grow, produce, buy, process, or otherwise acquire or import and sell, use merchandise, repack, export or otherwise dispose of or deal in and/or trade in Rice, Products, Readymade garments food grains, seeds, pulses, spices, cereals, oils, ghee salt, vegetables, fruits and other forest and agricultural products.
2. To carry on the business of importers and exporters, and for the purposes to buy, import, manufacture, process or otherwise acquire, export, sell, use merchandise, dispose of or otherwise trade or deal in all agricultural produce and industrial, commercial or consumer products, articles and things.
3. To construct, build, acquire, buy, obtain or lease or hire or let on hire, run, maintain, render or obtain services of warehouses, godowns, storing places, bonded warehouses cold storage and refrigeration and to do the business of ware house keepers and buy, acquire, run, become partners in or acquire interest in retail shops, wholesale business departmental stores, stalls for all types, kind and varieties of products and for the purpose to buy, sell, produce, manufacture, acquire, lease, hire, let on hire import, export, distribute, obtain agencies, distributorship or appoint gents, representatives, distributors sell or otherwise deal in all products, things, items, articles and the like.

- e. The Equity Shares of the Applicant Company are listed on Bombay Stock Exchange Limited.

3. a) The Resulting Company is incorporated under the Companies Act, 1956 on 8th day of May, 2012 as 'ASIAN WAREHOUSING PRIVATE LIMITED'.
b) The Registered Office of the Resulting Company is situated at 508, Dalam^{al} House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021.
c) The Share Capital of the Resulting Company as on the 31st day of March, 2013 is as under:

Authorised Share Capital	Amount (in Rs.)
10,000 Equity Shares of Rs. 10/- each	1,00,000
Total	1,00,000
Issued, Subscribed and Paid-up Share Capital	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000

As on date there is no change in the capital structure of the Resulting Company.

- d) The objects of the Resulting Company are set out in its Memorandum of Association. They are briefly as under:

1. To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, godowns, open platforms, refrigeration houses, refrigerated vans, and the business of processing, preservation and packaging of fruits or vegetables or meat and meat products or poultry or marine or dairy products or the integrated business of handling, storage and transportation of foodgrains and all fresh produce from farms, sea, field and all edible and consumer products storage facilities whether converted or unconverted and to undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities and to provide storage and protection of goods against insects, ants, rats, moisture, rain, fire and other natural or man-made calamities and other related infrastructure projects to operate, maintain and manage the same including supply, installation and operation of container handling equipment, receive, dispatch, deliver and clear containerized cargo at various parts in India and abroad and to carry on the business of Multimodal Transport Operations & forwarding of goods by Sea/Air/Railway and Road, labour contractor and work as Custom House Agent, Clearing and Forwarding, Consolidation Agents, Shipping Agents, Supervisors, Loss Adjuster, Stevedores, Charterers, Hirers, Freight Broker, Transporters, Bank Approved Agent and carry out Logistics or to do things for due performance of obligation and contracts with constituents, Clients, Port Trust, Shipping Companies, Banks, Government Bodies, Semi Government Authorities, Local Bodies and Indian Customs.

- e) The Equity Shares of the Resulting Company are, at present, not listed on any stock exchange.

4. The Applicant Company is now proposing:

- a. to transfer by way of de-merger the Warehousing Business of R.T.Exports Limited to Asian Warehousing Private Limited through a Scheme of Arrangement under Section 391 to 394 and Section 100 to 105 of the Companies Act, 1956.
- b. To adjust Debit Balance /Goodwill Created on account transfer of Warehousing Division against Capital Redemption Reserve and /or Securities Premium Account (i.e. capital reserves) under section 78, 80 and 100 to 105 of the Companies Act, 1956.

The Authorised Capital of RTEL is of Rs. 36,00,00,000/- consisting of consisting of 1,70,00,000 equity shares of Rs. 10/- each and 19,00,000 preference shares of Rs. 100/- each.

The subscribed and paid up capital of RTEL is of Rs. 19,31,31,500/- consisting of

43,59,000 Equity Shares of Rs. 10/- each fully paid up	4,35,90,000
7,00,000 9% Cumulative Preference Shares of Rs. 100/- each fully paid up	7,00,00,000
7,95,415 6% Non Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up	7,95,41,500

Clause 17 of the Scheme of Arrangement permits utilizing either Capital Redemption Reserve of Rs. 3,47,84,300/- and /or Securities Premium Account amounting of Rs. 3,55,67,200/- for the purpose of adjusting/ writing off Debit Balance /Goodwill of Rs. 3,42,31,000/- on de-merger of Warehousing Business Division into Asian Warehousing Private Ltd. under of the Scheme of Arrangement. Such utilization of either Capital Redemption Reserve account and /or Securities Premium Account (i.e., capital reserves accounts) forms an integral part of the Scheme and should be read in the context of whole Scheme and not on standalone basis.

- c. For the sake of clarity, it is specified that the utilization of either Capital Redemption Reserve and/or Securities Premium Account (i.e., capital reserve accounts) do not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid up share capital, hence the interest of the creditors of the Company are not affected in any way. The proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
- d. Further Article 10 of the Articles of Association of the Company permits the Company to reduce its capital reserve account. The capital reserve account will be subject to the approval of the Hon'ble High Court of Bombay as part of the Scheme or otherwise.

BACKGROUND TO THE SCHEME:

5. R.T.Exports Limited (RTEL) commenced its business in 1980 and is engaged in the business of production and export of rice (Agro Commodities) and over a period of time also started Warehousing of Agri Commodities. The Board of Directors of RTEL recognized the fact that there is a need to concentrate on the core business of the Company and with this objective in mind, it was thought appropriate to re-organise its businesses by way of demerger of Warehousing Division into Asian Warehousing Private Limited ('Resulting Company').
6. The scheme provides for transfer and vesting of Warehouse division of R.T.Exports Limited to Asian Warehousing Private Limited through a scheme of Arrangement, and consequent issue of equity shares by resulting company to shareholders of applicant company pursuant to section 391 to 394 and section 78, 80 and 100 to 105 and other relevant provision of the Act, and various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the scheme..

RATIONALE FOR THE SCHEME OF ARRANGEMENT / DEMERGER

The proposed Scheme of Arrangement between the Applicant Company and Resulting Company will result in economies of scale of operations and will allow R.T. Exports Limited to focus and to concentrate its growth efforts in Export business

7. The re-organisation of businesses as contemplated in the Scheme would, inter alia, will also have the following benefits:
 - a. The separation of non-core business from the core business and independent management of each of the businesses will ensure required depth and focus on each of the businesses and adoption of strategies necessary for the growth of respective businesses.
 - b. Greater internal control on the business processes by combining similar businesses together and ease of decision-making of the respective verticals.

- c. The nature of technology, risk and competition involved in each of the businesses is distinct from each other. Consequently each business or undertaking is capable of addressing independent business opportunities, deploying different technologies and attracting different sets of investors, strategic partners, lenders and other stakeholders.
8. The Scheme was placed before the Board of Directors of the Applicant Company and Resulting Company on August 14, 2012 whereas the Valuation Report of Hitesh Shah & Associates, Chartered Accountants, Mumbai, an Independent Valuer presented its report on the Share Swap ratio ("Valuation Report") which was placed before the Board. Vertex Securities Limited, Mumbai, Merchant Banker, has independently vetted the said valuation and has issued an opinion ("Fairness Opinion") which states that, as of such date, and based upon and subject to various limitations, assumptions and considerations set forth in such written opinion, the share swap ratio "of 0.80 (four fifth) Equity share of "WAREHOUSE" (the Resulting / Transferee Company) of face value of Re. 10/- each for every 1 (one) equity share of "RTEL" of face value of Re.10/- each, paid up held in the Applicant / Demerged Company on record date (as defined in the Scheme) is fair, from a financial point of view, to the shareholders of the Applicant / Demerged Company. The Share Swap ratio and the Fairness Opinion are available for inspection and shareholders should read the aforesaid report and opinion in their entirety for information regarding the assumptions made and factors considered in rendering the same.
 9. The Board of Directors of the Applicant Company has, based on and relying upon the aforesaid report/opinion, and on the basis of its independent evaluation and judgment, came to the conclusion that the proposed Share Swap ratio is fair and reasonable and has decided to incorporate the same in the Scheme of Arrangement, and approved the Scheme of Arrangement. Similarly, the Board of Directors of the Resulting / Transferee Company has on the basis of its independent evaluation and judgments, came to the conclusion that the proposed Share Swap ratio is fair and reasonable and have decided to incorporate the same in the Scheme of Arrangement, and approved the Scheme of Arrangement.
 10. It is therefore proposed that the transfer and vesting of Warehousing Business of R.T. Exports Limited to Asian Warehousing Private Limited by way of a demerger and setting off of Goodwill/ debit balance in the profit and loss account against capital reserve pursuant to a scheme of arrangement under Sections 391 to 394 and Section 78,80 and 100 to 105 and other relevant provisions of the Act.
 11. Further, as there is no issue of shares as mentioned under clause 5.16(a) i, ii, and iii of SEBI Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 which stipulates e voting in respect of the Proposed Scheme of Arrangement, The Board has considered in its meeting held on 14th November, 2013 that, clause 5.16(a) i, ii, and iii of above mentioned circulars are not applicable to the Proposed Scheme of Arrangement. Further the company has obtained a certificate under clause 5.16(b) of the above mentioned SEBI Circular from the Auditors of the company.

SALIENT FEATURES OF THE SCHEME

12. The Salient Features of the Scheme are:
 - a) The Scheme envisages the Demerger of Warehousing Business of R.T. Exports Limited to Asian Warehousing Private Limited pursuant to Section 391 to 394 and Section 78, 80 and 100 to 105 and other relevant provisions of the Act on a going concern basis the manner provided for in the Scheme.
 - b) The "Appointed Date" means the 1st day of April, 2012 or such other date as the High court may direct.
 - c) "Board of Directors" or "Board" in relation to each of the Demerged Company and the Resultant Company, as the case may be, means the board of directors of such companies, and shall include a committee duly constituted and authorized for the purposes of matters pertaining to the Demerger, the Scheme and / or any other matter relating thereto;
 - d) The "Effective Date" means the date on which certified copies of the High Court's Orders sanctioning the Composite Scheme of Arrangement are filed with the Registrar of Companies, Maharashtra.
 - e) The "Scheme" or "the Scheme" or "this Scheme" means this Composite Scheme of Arrangement in its present form or with any modification(s) made under clause 20 of this scheme as approved or directed by the Hon'ble High Court of Bombay or any other appropriate authority.
 - f) "The Transferor Company" or "the Demerged Company" or "RTEL" means R.T.EXPORTS LIMITED a Company incorporated under the Companies Act, 1956 having its registered office at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021.

- g) "The Transferee Company" or "the Resultant Company" or "WAREHOUSE" or "AWPL" means Asian Warehousing Private Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at 508, Dalamal House, Jammalal Bajaj Road, Nariman Point, Mumbai – 400 021.
- h) "Record Date" means the date to be fixed by the Board of Directors of the RTEL for the purpose of issue and allotment of shares by WAREHOUSE to the Shareholders of the RTEL in terms of this Scheme;
- i) The Shares allotted pursuant to the Scheme shall remain frozen in the Depositories System till listing/trading permission is given by the designated stock exchange.
- j) The Resulting Company will endeavor that the Equity Shares of the Company issued pursuant to this Scheme be listed and/or admitted to trading on the relevant Stock exchange/s, whether in India or abroad, where the equity shares of the Applicant company are presently listed and/or admitted to trading
- k) The Scheme is conditional upon and subject to:
- i) The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this scheme.
- ii) The sanction of the Hon'ble High Court of Bombay or any other authority under Section 391 to 394 and Section 78, 80 and 100 to 105 of the Act in favour of WAREHOUSE, the Warehousing Business of RTEL under the said provisions and to the necessary order or orders under Section 394 of the said Act being obtained and the same being filed with the Registrar of Companies.

The features set out above being only the salient features of the Scheme of Arrangement; the Members are requested to read the entire text of the Scheme of Arrangement annexed hereto to get fully acquainted with the provisions thereof.

13. The directors of the Applicant Company and the Resulting / Transferee Company may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the respective companies, or to the extent the said directors are common directors in the companies, or to the extent the said directors are the partners, directors, members, of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in any of the companies or to the extent they may be allotted shares in the Applicant Company as a result of the Scheme.
14. Mr. Rashmi Bhimjyani, Mr. Bhavik Bhavik Bhimjyani, Mr. Yogesh Dawda and Mr. Sheetal Mehta are Directors of Applicant Company.
15. Mr. Rashmi Bhimjyani and Mr. Bhavik Bhavik Bhimjyani, are Directors of Resulting Company.
16. The Directors of the Applicant Company have material interest in the Scheme of Arrangement. The shareholding pattern of the present directors of the Applicant / Transferor Company in the Applicant Company and the resulting company, as on September 30, 2013 are as under:

Sr.No	Name of the Directors	Equity Shares held in	
		RT EXPORTS LIMITED (the Applicant Company)	ASIAN WAREHOUSING PRIVATE LIMITED (the Resulting Company)
1	Mr. Rashmi C Bhimjyani	17,56,527	906
2	Mr. Bhavik R Bhimjyani	4,16,460	907

17. The Directors of the Resulting Company have material interest in the Scheme of Arrangement. The shareholding pattern of the present directors of the Resulting Company in the Applicant Company and the Resulting Company, as on September 30, 2013 are as under:

Sr.No	Name of the Directors	Equity Shares held in	
		ASIAN WAREHOUSING PRIVATE LIMITED (the Resulting Company)	RT EXPORTS LIMITED (the Applicant Company)
1	Mr. Rashmi C Bhimjyani	906	17,56,527
2	Mr. Bhavik R Bhimjyani	907	4,16,460

Upon effectiveness of the Scheme and listing of the shares of the Resulting Company, the Board of Directors of the Resulting Company will be re-constituted as required to comply with the requirements of the Listing Agreement in accordance with the applicable law.

18. The Shareholding Pattern of the Applicant / Demerged Company as on 30th September, 2013 is as follows:-

Statement showing shareholding pattern	Pre-Demerger (Face Value of Rs.10/-)			Post-Demerger (Face Value of Rs.10/-)		
	Number of shareholders	Total number of shares	Total shareholding as a percentage of total number of shares	Number of shareholders	Total number of shares	Total shareholding as a percentage of total number of shares
(A) Shareholding of Promoter and Promoter Group						
1 Indian						
Individuals/Hindu Undivided Family	5	2,782,106	63.82	5	2,782,106	63.82
Bodies Corporate	1	100,181	2.30	1	100,181	2.30
Sub Total	6	2,882,287	66.12	6	2,882,287	66.12
2 Foreign						
Total Shareholding of Promoter and Promoter Group (A)	6	2,882,287	66.12	6	2,882,287	66.12
(B) Public shareholding						
1 Institutions						
Mutual Funds/UTI	2	300	0.01	2	300	0.01
Financial Institutions / Banks	1	500	0.01	1	500	0.01
Any Other (specify)	1	550,000	12.62	1	550,000	12.62
Foreign Bodies Corporate	1	550,000	12.62	1	550,000	12.62
Sub Total	4	550,800	12.64	4	550,800	12.64
2 Non-institutions						
Bodies Corporate	39	73,845	1.69	39	73,845	1.69
Individuals						
Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	1979	500,792	11.49	1979	500,792	11.49
Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	6	279,841	6.42	6	279,841	6.42
Any Other (Specify)	220	71,435	1.64	220	71,435	1.64
Clearing Member	1	650	0.01	1	650	0.01
Hindu Undivided Families	7	4,555	0.10	7	4,555	0.10
Non Resident Indians	212	66,230	1.52	212	66,230	1.52
Sub Total	2244	925,913	21.24	2244	925,913	21.24
Total Public Shareholding (B)	2248	1,476,713	33.88	2248	1,476,713	33.88
Total (A)+(B)	2254	4,359,000	100.00	2254	4,359,000	100.00
(C) Shares held by custodians and against which Depository Receipts have been issued						
1 Promoter and Promoter group	0	0	0.00	0	0	0.00
2 Public	0	0	0.00	0	0	0.00
Sub Total	0	0	0.00	0	0	0.00
Total (A)+(B)+(C)	2254	4,359,000	100.00	2254	4,359,000	100.00

19. The Pre and Post Demerger Shareholding Pattern of the Resulting Company as on 30th September, 2013 is as follows:-

Statement showing shareholding pattern	Pre-Demerger (Face Value of Rs.10/-)			Post-Demerger (Face Value of Rs.10/-)		
	Number of shareholders	Total number of shares	Total shareholding as a percentage of total number of shares	Number of shareholders	Total number of shares	Total shareholding as a percentage of total number of shares
(A) Shareholding of Promoter and Promoter Group						
1 Indian						
Individuals/Hindu Undivided Family	4	3,630	36.30	5	2,225,685	63.82
Bodies Corporate	7	6,370	63.70	1	80,145	2.30
Sub Total	11	10,000	100.00	6	2,305,830	66.12
2 Foreign						
Total Shareholding of Promoter and Promoter Group (A)	11	10,000	100.00	6	2,305,830	66.12
(B) Public shareholding						
1 Institutions		0	0.00			
Mutual Funds/UTI	0	0	0.00	2	240	0.01
Financial Institutions / Banks	0	0	0.00	1	400	0.01
Any Other (specify)	0	0	0.00	1	440,000	12.62
Foreign Bodies Corporate	0	0	0.00	1	440,000	12.62
Sub Total	0	0	0.00	4	440,640	12.64
2 Non-Institutions		0	0.00			
Bodies Corporate	0	0	0.00	39	59,076	1.69
Individuals		0	0.00			
Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	0	0	0.00	1979	400,634	11.49
Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	0	0	0.00	6	223,873	6.42
Any Other (Specify)	0	0	0.00	220	57,148	1.64
Clearing Member	0	0	0.00	1	520	0.01
Hindu Undivided Families	0	0	0.00	7	3,644	0.10
Non Resident Indians	0	0	0.00	212	52,984	1.52
Sub Total	0	0	0.00	2244	740,730	21.24
Total Public Shareholding (B)	0	0	0.00	2248	1,181,370	33.88
Total (A)+(B)	11	10,000	100.00	2254	3,487,200	100.00
(C) Shares held by custodians and against which Depository Receipts have been issued						
1 Promoter and Promoter group	0	0	0.00	0	0	0.00
2 Public	0	0	0.00	0	0	0.00
Sub Total	0	0	0.00	0	0	0.00
Total (A)+(B)+(C)	11	10,000	100.00	2254	3,487,200	100.00

20. The Pre and Post Capital Structure of Applicant Company are as follows:

(Amount in Rs.)

	Amount in Rs.	
	Pre- Demerger	Post- Demerger
Authorized Share Capital		
1,70,00,000 Equity Shares of Rs. 10/- each	17,00,00,000	17,00,00,000
19,00,000 Preference Shares of Rs. 100/- each	19,00,00,000	19,00,00,000
TOTAL	36,00,00,000	36,00,00,000
Issued Subscribed & Paid Up Share Capital		
43,59,000 Equity Shares of Rs. 10/- each fully paid up	4,35,90,000	4,35,90,000
7,00,000 9% Cumulative Preference Shares of Rs. 100/- each fully paid up	7,00,00,000	7,00,00,000
7,95,415 6% Non Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up	7,95,41,500	7,95,41,500
TOTAL	19,31,31,500	19,31,31,500

21. The Pre and Post Capital Structure of Resulting Company are as follows:

(Amount in Rs.)

	Amount in Rs.	
	Pre- Demerger	Post- Demerger
Authorized Share Capital		
10,000 Equity Shares of Rs. 10/- each	1,00,000	
40,00,000 Equity Shares of Rs. 10/- each		4,00,00,000
TOTAL	1,00,000	4,00,00,000
Issued Subscribed & Paid Up Share Capital		
1,00,00 Equity Shares of Rs. 10/- each	1,00,000	
34,87,200 Equity Shares of Rs. 10/- each fully paid up		3,48,72,000
TOTAL	1,00,000	3,48,72,000

22. The applicant company has obtained the approval to the Scheme of Arrangement in the terms of clause 24(f) of the Listing Agreements of Bombay Stock Exchange Limited and received no objection letters from the BSE dated May 6, 2013.

23. Pursuant to the Scheme, the equity shares of the resulting company is proposed to be listed on the same stock exchanges on which the equity shares of the applicant company are listed viz. BSE. The BSE in its no-objection letter has prescribed, *inter alia* that the resulting company will have to fulfill the BSE criteria for listing and also comply with the provisions contained in SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013, Rules, Byelaws and Regulations of the BSE and other applicable statutory requirements. SEBI has vide its letter dated April 29,2013 to BSE has commented that "the company shall duly comply with various provisions of the aforesaid SEBI Circular". Accordingly, The resulting company will also, after effectiveness of the Scheme, enter into the Listing Agreements with the Stock Exchange as prescribed and be subject to the terms thereof including the corporate governance provisions as set out therein, to which the applicant company is also subject.

Subsequent to abovementioned Circular, on May 21, SEBI has vide its Circular dated CIR/CFD/DIL/8/2013 issued clarifications to the above mentioned Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Further, as there is no issue of shares, other entity involving promoter or Parent listed Company acquiring shares from the subsidiary by paying consideration to promoters, as mentioned under clause 5.16(a) i, ii, and iii of SEBI Circular No CIR/ CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 which stipulates voting by Public Shareholders through Postal Ballot and e voting after disclosure of all material facts in the explanatory statement in respect of the Proposed Scheme of Arrangement, clause 5.16(a) i, ii, and iii of above mentioned circulars are not applicable to the Proposed Scheme of Arrangement.

As required under clause 5.16(b) of the abovementioned circular, the company has obtained an undertaking for non applicability of clause 5.16(a) i, ii, and iii of SEBI Circular No CIR/ CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 as certified by the Auditors and the same is duly approved by the Board of Directors in its meeting held on 14th November, 2013

The no-objection letter from the BSE, undertaking of Auditors and Board Resolution are available for inspection and also on the Website of the Company, should be read in their entirety for information regarding the conditions imposed by the stock exchange, which the Applicant Company shall comply with.

24. The financial position of the Applicant company will not be adversely affected by the Scheme of Arrangement, Further, the rights and interests of the creditors (if any) of the Applicant Company will not be prejudicially affected by the Scheme as the Applicant Company, post arrangement will be able to meet its liabilities as they arise in the ordinary course of business. Further, the rights and interests of the shareholders and creditors of the Applicant Company will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all, called from them nor are their rights sought to be modified in any manner.
25. No investigation proceedings have been instituted or are pending under Sections 235 and 251 of the Companies Act, 1956, against the Applicant Company.
26. Corporate Members/creditors intending to send their authorised representatives to attend the meeting are requested to lodge a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate not later than 48 (forty eight) hours before commencement of the meeting, authorising such person to attend and vote on its behalf at the meeting.
27. An equity shareholder/creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him, and such proxy need not be a member/creditor of the Applicant Company. The instrument appointing the proxy should however be deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours before commencement of the meeting.
28. Inspection of the following documents may be had by the Equity Shareholders of the Applicant Company at the Registered Office on any working day (except Saturday and holidays) prior to the date of the meeting, during office hours.
 - a) Copy of Order dated 13th December, 2013, of the High Court at Bombay passed in Company Summons for Directions No. 812 of 2013 directing the convening of the meeting of the equity shareholders of the Applicant Company.
 - b) The Scheme of Arrangement.
 - c) The Memorandum and Articles of Association of the Applicant Company and the Resulting Company.
 - d) The Annual Report of the Applicant Company for last three financial years ended March 31, 2011, March 31, 2012 and March 31, 2013.
 - e) The Provisional Financial Statements of the Applicant Company as on September 30, 2013.
 - f) The Provisional Financial Statements of the Resulting Company as on September 30, 2013.
 - g) Valuation Report of Hitesh Shah & Associates, Chartered Accountants, Mumbai, on Share exchange ratio.
 - h) Fairness opinion issued by Vertex Securities Limited, Merchant Banker.
 - i) No Objection letters to the Scheme received from the Bombay Stock Exchange Limited dated 6th day of May 2013.
 - j) Undertaking from the Auditors to the effect that Clause 5.16(a) i,ii and iii of SEBI SEBI Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 which stipulates voting by Public Shareholders through Postal Ballot and e voting after disclosure of all material facts in the explanatory statement in respect of the Proposed Scheme of Arrangement are not applicable.

This statement may be treated as an Explanatory statement under Section 173 and also Section 393 of the Companies Act, 1956. A copy of the Scheme and this statement may be obtained from the Registered Office of the Applicant Company and / or at the office of the Advocates M/s Rajesh Shah & Co. 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Fort, Mumbai - 400 001, during ordinary business hours on all working days, except Saturday and holidays.

Dated this 26th December, 2013

Registered Office:
508, Dalamal House, Jamnalal Bajaj Road, Nariman
Point, Mumbai - 400 021

Sd/-
Bhavik Bhimjyani
Chairman appointed for the meeting.

SCHEME OF ARRANGEMENT
UNDER SECTION 391 TO 394, 78 READ WITH SECTION 100 TO 105
AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956
BETWEEN
RT EXPORTS LIMITED (the demerged Company)
AND
ASIAN WAREHOUSING PRIVATE LIMITED (the resulting company)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1. **PREAMBLE:**

This Composite Scheme of Arrangement ("the Scheme") is presented under Section 391 to 394 and Section 78, 100 to 105 and other applicable provisions of the Companies Act, 1956 for the demerger and transfer and vesting of the Warehousing Business of RT EXPORTS LIMITED into ASIAN WAREHOUSING PRIVATE LIMITED on a going concern basis;

2. **PARTS OF THE SCHEME**

The Scheme is divided into following parts:

- (a) Parts A deals with the Introduction and definitions;
- (b) Part B deals with the Demerger of Warehousing Business from RT EXPORTS LIMITED into ASIAN WAREHOUSING PRIVATE LIMITED;
- (c) Part C deals with the Utilisation of Reserves and Surplus.
- (d) Part D deals with the General Terms and Conditions

PART A

DEFINITIONS

3. **DEFINITIONS:**

- 3.1 In this Scheme, unless repugnant to the context, the following expressions shall have the following meanings :
- 3.2 "Act" or "The Act" means the Companies Act, 1956, or any statutory modifications, amendments or re-enactment thereof from time to time;
- 3.3 The "Appointed Date" means the 1st day of April, 2012 or such other date as the High court may direct.
- 3.4 "Board of Directors" or "Board" in relation to each of the Demerged Company and the Resultant Company, as the case may be, means the board of directors of such companies, and shall include a committee duly constituted and authorized for the purposes of matters pertaining to the Demerger, the Scheme and / or any other matter relating thereto;
- 3.5 The "Effective Date" means the date on which certified copies of the High Court's Orders sanctioning the Composite Scheme of Arrangement are filed with the Registrar of Companies, Maharashtra.
- 3.6 The "Scheme" or "the Scheme" or "this Scheme" means this Composite Scheme of Arrangement in its present form or with any modification(s) made under clause 20 of this scheme as approved or directed by the Hon'ble High Court of Bombay or any other appropriate authority.
- 3.7 "The Transferor Company" or "the Demerged Company" or "RTEL" means RT EXPORTS LIMITED a Company incorporated under the Companies Act, 1956 having its registered office at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021.
- 3.8 "The Transferee Company" or "the Resultant Company" or "WAREHOUSE" or "AWPL" means ASIAN WAREHOUSING PRIVATE LIMITED a Company incorporated under the Companies Act, 1956 and

having its registered office at 508, Dalamal House, Jammaal Bajaj Road, Nariman Point, Mumbai – 400 021.

- 3.9 "Record Date" means the date to be fixed by the Board of Directors of the RTEL for the purpose of issue and allotment of shares by WAREHOUSE to the Shareholders of the RTEL in terms of this Scheme;
- 3.10 "Warehousing Business" means the undertaking of RTEL engaged in the business of Warehousing and includes;
- 3.10.1 All assets and liabilities pertaining to the Warehousing Business of RTEL;
- 3.10.2 Without prejudice to the generality of the provisions of sub-clause 3.10.1 above, the Warehousing Business shall include, in particular;
- (i) The whole of the undertaking of Warehousing Business of RTEL, as a going concern, including all debts, liabilities, duties, obligations and provisions;
 - (ii) All assets and properties, whether movable or immovable, Intellectual Property Rights (I.P.R's) real or personal, in possession or reversion, leasehold land, factory shed, buildings, corporeal or incorporeal, tangible or intangible, present or contingent of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession and / or in the control of or vested in or granted in favour of or enjoyed by the Warehousing Business of RTEL such as industrial and other licenses, permits, quotas, approvals, import entitlements, excise license and registrations, lease, tenancy rights in relation to office or residential properties, permissions, investments, buildings, current assets, all deposits including security deposits, inventories/ stocks, funds, plants and machinery, electrical installation, office equipment, Xerox equipment, Air-conditioning plant, offices, capital work-in-progress, furniture, fixtures, computers, appliances, accessories, vehicles, incentives, if any, and all other rights, title, interest, labels and brand registrations, trademarks, patents and copyrights, technical know-how, trade names and other industrial or intellectual property rights of any nature whatsoever, contracts, agreements, consent, approvals or powers of every kind nature and description;
 - (iii) All permits, quotas, rights, entitlements, licenses including factory licenses, industrial licenses, leases, hire purchase arrangements, bids, tenders, letters of intent, expressions of interest, municipal and other statutory permissions, approvals, consents, registrations, subsidies, concessions, exemptions, remissions, tax deferrals, tenancies in relation to office, bank accounts, lease rights, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions, funds, benefits of all other interests in connection with or relating to the Warehousing Business of RTEL; and
 - (iv) All records, files, papers, engineering and process information, computer programs, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form in connection with or relating to the Warehousing Business of RTEL.
- 3.10.3 For the purpose of this Scheme, it is clarified that liabilities pertaining to the Warehousing Business of RTEL are:
- (a) The liabilities which arise out of the activities or operations of the Warehousing Business of RTEL.
 - (b) Specific loans and borrowings raised, incurred and utilized solely for the activities or operation of the Warehousing Business of RTEL; and
 - (c) Liabilities other than those referred to in sub- clauses (a) and (b) above, if any, being the amounts of general or multipurpose borrowings of RTEL prior to the Appointment Date, allocated to the Warehousing Business of RTEL in the same proportion in which the book value of the assets transferred under this Scheme bear to the total value of the assets of RTEL on the Appointed Date.
- 3.10.4 All employees of RTEL employed in the Warehousing Business of RTEL, as identified by the Board of Directors of RTEL, as on the Effective Date.
- 3.10.5 Any question that may arise as to whether a specific assets or liabilities pertains or does not pertain to the Warehousing Business of RTEL or whether it arises out of the activities or operations of the Warehousing Business of RTEL shall be decided by mutual agreement between the Boards of Directors of RTEL and WAREHOUSING.

- 3.11 "Remaining Business" means such business of RTEL after demerger of the Warehousing Business of RTEL (as defined in Clauses 3.10) and will consist of the properties, assets and liabilities of the business other than the Warehouse Business of RTEL.
- 3.12 "High Court" means the High Court of Judicature at Bombay.
- 3.13 "TRIBUNAL" means National Law Tribunal.
- 3.14 "Demerger" means the transfer by way of demerger of the demerged undertaking to the Resulting Company, and the consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company as set out in the scheme.
4. **DATE OF TAKING EFFECT AND OPERATIVE DATE**
The Scheme set out herein in its present form or with any modification (s) and amendment(s) made under clause 20 of the Scheme shall be effective from the Appointed Date but shall be operative from the Effective Date.
5. **SHARE CAPITAL**
- 5.1 The Authorized, Issued, Subscribed and Paid up Share Capital of the RTEL and the WAREHOUSE are as stated below:
Details of Capital of the RTEL as on 1st April, 2012 are as under:

Authorized Share Capital	Amount in Rs.
1,70,00,000 Equity Shares of Rs. 10/- each	17,00,00,000
19,00,000 Preference Shares of Rs. 100/- each	19,00,00,000
TOTAL	36,00,00,000
Issued Subscribed & Paid Up Share Capital	
43,59,000 Equity Shares of Rs. 10/- each fully paid up	4,35,90,000
7,00,000 9% Cumulative Preference Shares of Rs. 100/- each fully paid up	7,00,00,000
7,95,415 6% Non Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up	7,95,41,500
TOTAL	19,31,31,500

There is no change in the share capital since then.

- 5.3 Details of Capital of the AWPL as on the date of incorporation (i.e. May 8, 2012) is as under :

Authorized Share Capital	Amount in Rs.
10,000 equity shares of Rs. 10/- each	1,00,000
Issued Subscribed & Paid Up Share Capital	
10,000 equity shares of Rs. 10/- each fully paid.	1,00,000

There is no change in the share capital since then.

PART B - DEMERGER OF WAREHOUSING BUSINESS OF

RTEL INTO WAREHOUSE

6. TRANSFERS AND VESTING OF WAREHOUSING BUSINESS

- 6.1 The Warehousing Business of RTEL, as defined in Clause 3.10 shall stand transferred to and vested in or deemed to be transferred to and vested in WAREHOUSE, as a going concern, in accordance with Section 2 (19AA) of the Income Tax Act, 1961 and in the following manner:
- 6.2 With effect from the Appointed Date, the Warehousing Business of RTEL shall, under the provisions of Section 391 to 394 and all other applicable provisions, if any, of the Act, without any further Act or deed, stand transferred to and vested in and/or deemed to be transferred to and vested in WAREHOUSE, so as to vest in WAREHOUSE all the rights, title and interest pertaining to the Warehousing Business of RTEL.
- 6.3 The entire Warehousing Business of RTEL as a going concern along with liabilities and all the properties whether moveable or immovable, real or personal, corporeal or incorporeal, present or contingent including but without being limited to all assets, fixed assets, work-in-progress, current assets, investments, reserves, provisions, funds, quota rights, import quotas, licenses, registrations, patents, trade names, copyrights, trademarks and other industrial rights and licenses in respect thereof, leases, tenancy rights, flats, telephones, telexes, facsimile connections, e-mail connections, internet connections, installations and utilities, benefits of agreements and arrangements, powers,

authorities, permits, allotments, approvals, permissions, sanctions, consents, privileges, liberties, easements and all the rights, titles, interests, benefits and advantages of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Warehousing Business of RTEL as on the Effective Date shall be transferred to and vested in or deemed to be transferred to and vested in WAREHOUSE in the following manner :

- (a) With effect from the Appointed Date the whole of the properties, as aforesaid, of Warehousing Business of RTEL (except for the portions specified in Clause 6.3(b) and Clause 6.3(c) below of whatsoever nature and wheresoever situated and capable of being and passing by manual delivery and/or endorsement or otherwise howsoever) shall, under the provisions of Sections 391 to 394 and all other applicable provisions, if any of the Act, without any further act or deed be transferred to and vested in and/or be deemed to be transferred to and vested in WAREHOUSE so as to vest in WAREHOUSE the right title and interest of RTEL therein.
- (b) All the movable assets including cash in hand, if any, of Warehousing Business of RTEL, capable of passing by manual delivery or by endorsement and delivery shall be so delivered or endorsed and delivered as the case may be to 'WAREHOUSE' to the end and intent that the property therein passes to RTEL, on such delivery or endorsement and delivery. Such delivery and transfer shall be made on a date mutually agreed upon between the Board of Directors of RTEL and the Board of Directors of 'WAREHOUSE' within thirty days from the date of the last of Orders of the Hon'ble Court sanctioning the Scheme of Amalgamation specified herein under sections 391 to 394 and Section 78, 100 to 105 of the Act.
- (c) In respect of the movable properties other than specified in Clause 6.3(b) above including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, Semi Government, local and other authorities and bodies, the following modus operandi shall, to the extent possible, be followed :-
 - (i) WAREHOUSE shall give notice in such form as it may deem fit and proper, to each person, debtor or depositor, as the case may be, that pursuant to the Hon'ble Court having sanctioned the Scheme, the said debt, loan, advance or deposit be paid or made good or held on account of WAREHOUSE as the person entitled thereto to the end and intent that the right of the Warehousing Business of RTEL to recover or realize all such debts (including the debts payable by such person or deposited to the Warehousing Business of RTEL) stands transferred and assigned to WAREHOUSE and that appropriate entries should be passed in its books to record the aforesaid change.
 - (ii) RTEL shall also give notices in such form as it may deem fit and proper to each person, debtor or depositor of the Warehousing Business of RTEL, that pursuant to the Hon'ble Court having sanctioned the Scheme, the said debt, loan, advance or deposit shall be paid or made good or held on account of WAREHOUSE and that thereafter the right of RTEL to recover or realize the same stands extinguished.
- (d) If and to the extent there are inter corporate loans, Investments or balances between Warehousing Business of RTEL and 'WAREHOUSE', the obligations in respect thereof shall, on and from the Appointed Date, come to an end and corresponding suitable effect be given in the books of accounts and records of WAREHOUSE and RTEL. For removal of doubts it is hereby clarified that there would be no accrual of interest or other charges in respect of any such inter company loans or balances between RTEL and the Warehousing Business of RTEL from the Appointed date.

6.4 With effect from the Appointed Date, all debts, liabilities, duties, obligations of every kind, nature and description of RTEL relating to the Warehousing Business shall, without any further act or deed be and stand transferred to WAREHOUSE and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this sub-clause. After the Effective Date, WAREHOUSE undertakes to meet, discharge and satisfy the said liabilities to the exclusion of WAREHOUSE and to keep RTEL indemnified at all times from and against all such liabilities and from and against all actions, demands and proceedings in respect thereto.

6.5 With effect from the Appointed Date and upon the Scheme becoming effective, any statutory license, permission or approvals or consents, held by RTEL required to carry on operations in the Warehousing Business shall stand transferred to WAREHOUSE without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of WAREHOUSE. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses and consent shall vest in and become available to WAREHOUSE pursuant to the Scheme. In so far as the various incentives, subsidies, rehabilitation Schemes, special status and other benefits or privileges enjoyed, granted by any Government Body, local authority or by any other person, or availed of by RTEL relating to the warehousing Business, are concerned, the same shall vest with and be available to WAREHOUSE on the same terms and conditions.

7 ISSUE OF SHARES

7.1 Upon this scheme becoming operative and upon vesting of the Warehousing Business of RTEL in WAREHOUSE in terms of this Scheme, WAREHOUSE shall without any further application or deed,

