



## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

CIN: L45200MH1992PLC067837

Date: 29<sup>th</sup> March, 2024.

To,  
The Secretary, Listing Department  
BSE Limited,  
P J Towers, Dalal Street  
Mumbai – 400001

Scrip Code: 524642

Dear Sir / Madam,

Subject: Submission of Documents for the Scheme of Reduction of Equity Share Capital of the Company to the BSE Limited.

Pursuant to Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023, we hereby submit below documents for your kind consideration and issue of No Objection to move ahead with Reduction of Equity Share Capital Scheme:

1. Draft Scheme of reduction of Equity Share Capital between Company and Shareholders as Annexure A
2. Valuation Report by CA. Mohit Sagar, a Registered Valuer having Reg No. IBBI/RV/06/2019/11717, accompanied with an undertaking from the listed entity stating that no material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation as Annexure B
3. Report from the Audit Committee recommending the Draft Scheme as Annexure C
4. Fairness opinion by Swastika Investmart Limited, a SEBI Registered merchant banker on valuation of assets/shares done by the valuer as Annexure D



5. Pre and post Capital Reduction shareholding pattern of listed entity as Annexure E
6. Audited financials of last 3 years of listed entity along with Nine months un-audited financial with LRR as Annexure F
7. Auditor's Certificate to the effect that the accounting treatment contained in the scheme is in compliance with all the Accounting Standards as Annexure G
8. Detailed Compliance Report duly certified by the Company Secretary, Chief Financial Officer and the Executive Director, confirming compliance with various regulatory requirements specified for schemes and all accounting standards as Annexure H
9. Report from the Committee of Independent Directors recommending the draft Scheme as Annexure I
10. Report on Unpaid Dues as Annexure J
11. Undertaking in Relation to Non-Applicability of requirement prescribed N Para 10(A) Of SEBI/HO/CFD/POD-2/P/CIR/2023/93 Dated June 20, 2023, ("Sebi Circular) In Respect of the Scheme of Arrangement as Annexure K
12. Auditor Certificate on Non-applicability of conditions under Para 10(a) of the Master SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by Securities Exchange Board of India ("SEBI") as Annexure L
13. Board Resolution for Reduction of Equity Share Capital and Appointment of Designated Stock Exchange as Annexure M

You are requested to kindly consider the above.

Thanking you,

Yours Faithfully

**For and on behalf of Sikozy Realtors Limited**



Jigar Desai

Director

DIN: 00110653

Place: Mumbai





## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201,  
Tel.: 02148221745

**Annexure: A**

### **Draft**

SCHEME OF REDUCTION OF CAPITAL  
UNDER SECTION 66 OF THE COMPANIES ACT, 2013 READ WITH  
NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR  
REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016  
BETWEEN  
SIKOZY REALTORS LIMITED  
AND  
IT'S SHAREHOLDERS

The Scheme is divided into the following parts:

- (a) Part I deal with the preamble;
- (b) Part II deals with Rationale and salient Features of the scheme;
- (c) Part III deals with the Definitions and Share capital;
- (d) Part IV deals with Reduction of Share Capital and adjustment of Debit balance in the profit and Loss account of the Company;
- (e) Part V deals with the General Clauses.

### **PART I: PREAMBLE**

The Scheme of Reduction of Capital is made pursuant to the provisions of Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the company) Rules, 2016 as well as various other matters consequential or otherwise integrally connected herewith in the manner provided for in the scheme. The purpose of the Scheme is Reduction of Equity Share Capital under the provisions of Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the company) Rules, 2016 to undertake financial restructuring and reconstruction of the company whereby the company would write off carried forward accumulated losses of past years by reduction of 90% of its paid-up equity shares capital on proportionate basis so as to give true and realistic view of the value of the shares and present liner balance sheet of the company. This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts and also to operate with leaner base balance sheet.



## BRIEF BACK GROUND OF THE COMPANY

SIKOZY REALTORS LIMITED (hereinafter called "the Company" or "SRL") is a Company having CIN L45200MH1992PLC067837 was incorporated under the Companies Act, 1956, on 23<sup>rd</sup> July, 1992 in the name of Griffin Chemicals Limited, in the state of Maharashtra as a Public Limited Company with its Registered Office situated at B-3, Trishul Apartment, Village Mudre Khurd, Taluka-Karjat, Dist-Raigad and obtained Certificate of Commencement of Business on 8<sup>th</sup> October 1992, is engaged in the real estate business. The company marked its entry into the real estate business by undertaking a residential project at Ghatkopar in Mumbai.

The Main Objects of the Company as per clause III A of the Memorandum of Association are:

i). To carry on the business as developers, builders, erect, demolish, alter, repair, or removing contractors, estate agents, engineers, consulting engineers, supervisors, management consultants, advisors, architects, erectors, constructors, interior decorators of building, convention centre, business centre, club house, entertainment centre, roads, infrastructure facilities, school, colleges, hospitals, malls, retail spaces, shopping arcade, house apartment, structures, shelters and or residential, office, industrial, institutional or commercial complex, co-operative housing societies, township, holiday resorts, hotels, motels and to purchase, sale, resale, trade transfer, give on leave and license or to do business of the above in the manner whatsoever.

## PART II: RATIONALE & SALIENT FEATURES OF THE SCHEME

a. The Company has total accumulated losses of INR 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) as per the latest Audited financials i.e. as on 31<sup>st</sup> March, 2023, which has wiped off the value represented by the share capital of the company. The financial statement and balance sheet of the company is not reflecting the true health and position of the company. In order to ensure the financial statement of the company reflect the true and real state of affairs and position of the Company, and that the Capital which is lost due to past accumulated losses is no longer reflect in and continued to be shown on the facts of balance sheet of the Company, 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, it is necessary to write off the capital which is lost and not represented by any tangible assets.

b. In order to get fresh infusion of funds for the revival of business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the petitioner company have proposed a restructuring in a manner that the accumulated losses gets cleaned up to the extent possible;

c. 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 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.

d. 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.

e. 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.

f. 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 financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick company.

g. 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.

h. The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as whole.

i. The Scheme of Reduction, after full implementation, will result in making its balance sheet leaner and downsized.

j. The reflection of true financial statement of the Company would ensure company to attract new source of revenue.

#### SALIENT FEATURES OF THE SCHEME

This Scheme is presented as a Scheme of Reduction of Share Capital between "SRL" and Shareholders pursuant to section 66 of Companies Act 2013 read with National Company Law 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 features of the Scheme inter alia are as follows: -

The scheme provides for the reduction of the equity share capital of "SRL" pursuant to section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.



### Part III: DNFINITIONS AND SHARE CAPITAL

#### DEFINITIONS

In this scheme unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as mentioned herein below:

- 1.1. 'Act' means the Companies Act, 2013, as the case may be, the rules and regulations made there under and will include any statutory modifications, re-enactments and/or amendments thereof from time to time;
- 1.2. 'Accumulated Losses' means the losses that have been carried forward from previous years and the amount shown in the Audited balance sheet of the Company as on 31<sup>st</sup>March, 2023;
- 1.3. 'Board' or 'Board of Directors' means Board of Directors of the Company;
- 1.4. 'BSE' shall mean BSE Limited;
- 1.5. 'Company' means SIKOZY REALTORS LIMITED (hereinafter called "the Company" or "SRL") is a Company having CIN L45200MH1992PLC067837 was incorporated under the Companies Act, 1956, on 23<sup>rd</sup> July, 1992 in the name of Griffin Chemicals Limited. Subsequently the name of the company was changed to SIKOZY REALTORS LIMITED, vide fresh certificate of incorporation consequent to change of name issued by the Registrar of Companies on 26<sup>th</sup> May,2009.
- 1.6. 'Listing Regulation' shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- 1.7. 'Rules' means National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.
- 1.8. 'Listing Agreement' shall mean an agreement that is entered into between a recognized stock exchange and an entity, on the application of that entity to the recognized stock exchange, undertaking to comply with conditions for listing of designated securities as per the provisions of the Listing Regulations;
- 1.9. 'Record Date' shall mean the date to be fixed by the Board of Directors of the Company for reckoning the shareholding of the equity shareholders which shall be reduced upon coming into effect of this Scheme;
- 1.10. 'SEBI' shall mean the Securities and Exchange Board of India;
- 1.11. 'SEBI Circular' means Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023 as amended time to time issued by SEBI.
- 1.12. 'Stock Exchange' shall mean BSE Limited;



1.13. 'The NCLT' shall mean National Company Law Tribunal (NCLT) or such tribunal or any other appropriate forum or authority having jurisdiction to approve the Scheme as per the law for the time being in force;

1.14. 'The Effective Date' for the Scheme shall mean the date on which certified copies of the order of the NCLT under Sections 66 of the Companies Act, 2013 and other applicable provisions of the Act, if any, are filed with the Registrar of Companies;

1.15. 'This Scheme' or 'The Scheme' or 'Scheme' means this scheme of reduction of capital between the Company & its shareholders in its present form or with such alterations/modifications as may be approved by the National Company Law Tribunal (NCL T) of relevant jurisdiction under the applicable law;

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contract Regulation Act, 1956, Securities and Exchange Board of India Act, 1992, Companies Act, 2013, Depositories Act, 1996, Listing Regulations, Listing Agreement and other applicable laws, rules, regulations, bye Laws, as the case may be or statutory modifications or re-enactments thereof from time to time.

The share capital of the Company as on 31<sup>st</sup>March, 2023 is as under:

Particulars	Amount (In Rs.)
Authorized Share Capital	
8,00,00,000 Equity Shares of Re. 1/- each	8,00,00,000
Total	8,00,00,000
Issued, Subscribed and Paid-up Share Capital	
4,45,83,000 Equity Shares of Re. 1/- each	4,45,83,000
Total	4,45,83,000

Subsequent to 31<sup>st</sup>March, 2023 and up to the date of approval by the Board of Directors of the Company, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company.



#### PART IV: REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE COMPANY

As per the provisions of section 66 of companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016 and other applicable provisions if any:

- (a) The Company has total accumulated losses of INR 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) as per the latest Audited financials i.e. as on 31<sup>st</sup> March, 2023.
- (b) Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the Subscribed, Issued and Paid -up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Indian Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Indian Rupees One only) each to INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of Rs. 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) be and is hereby authorized to set off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.
- Since reduction of share capital is on proportionate basis, there shall not be any changes in the percentage shareholding of any shareholder of the Company.
- (c) The scheme does not involve any conveyance or transfer of any property of the Company and consequently the order of the Hon'ble National Company Law Tribunal of relevant jurisdiction approving the scheme will not attract any stamp duty, under the Stamp Act, in this regard.
- (d) Upon this Scheme becoming effective, the Company shall, without any further application, act, instrument or deed, give effect to the Capital Reduction and the revised structure of the share capital of the company shall be reflected in the books of accounts of the Company in the following manner as on the effective date.



Particulars	As on 31 <sup>st</sup> March, 2023		Post Capital reduction in terms of this Scheme	
	Number of Equity shares	Amount (INR)	Number of Equity shares	Amount (INR)
Authorized equity share capital	80000000	80000000	80000000	80000000
Authorized Unclassified Share Capital	-	-	-	-
Paid-up equity share capital	44583000	44583000	44,58,300	44,58,300

Reserves and Surplus:

Reserves	Pre – Capital Reduction	Post Capital Reduction
Securities Premium	1,80,61,870	1,80,61,870
Surplus		
Profit and Loss Account	(5,89,96,981)	(1,89,72,281)
Other Reserves	NIL	NIL

(e) Upon the scheme coming into effect, with the above reduction of the equity share capital of the company in accordance with the above clause:

Existing 4,45,83,000 Equity Shares of Rupees 1/- each shall be reorganized into 44,58,300 Equity Shares of Rupee 1/- each fully paid up. Consequently, every shareholders of the Company whose name appear on the register of members on the Record date shall be issued new equity shares of face value of Re. 1/- (Rupees One) fully paid up in proportion to their equity shares of Re. 1/- (Rupee One) fully paid up held by them in the company prior to the Scheme.

Any fraction shares arising on account of reduction and cancellation of equity shares capital, the Board of Directors/Committee(s) of the Board thereof, shall not issue fractional share certificate(s) and instead consolidate all such fractional entitlement(s), if any, and there upon issue and allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/ Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement(s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board/ Committee(s), and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s).”.

(f)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.



(g) Those equity shareholders of the Company who continue 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 holds their equity shares in physical form by registered post, irrespective of whether such equity shareholder 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 the electronic means.

The Company shall not be required to use the word "AND REDUCED" as part of its corporate name and such use is dispensed with.

## 2. APPROVAL OF THE EQUITY SHAREHOLDERS:

The scheme is required to be approved by the equity shareholders pursuant Section 66 of the Companies Act, 2013.

It is clarified that the approval of the members of the Company to the Scheme shall be deemed to be their consent for approvals also to the alteration of the Memorandum and Article of Association of the Company and consent for approval to any other applicable provisions as may be required under the Act or any other applicable laws, rules and regulations.

## 3. EFFECTS AND IMPACT OF THE SCHEME

3.1 The consent of the members of the Company to this Scheme of Reduction of Equity share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013.

3.2 The restructuring will also not cause any prejudice to the creditors of the Company. The creditors of the company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors.

3.3 The restructuring will also not cause any prejudice to the shareholders of the Company because due to losses incurred by the company the capital to be written off has already been lost and not represented by any tangible assets. Further the shareholding pattern of the Company pre and post implementation of the Scheme shall remain same.

### 3.4 Impact of the Scheme on Employees / workers:

The scheme shall not have any adverse impact on the employees and workers of the Company.

### 3.5 Impact of the Scheme on Creditors /Bank:



The scheme will not have any adverse impact on any of the Company's creditors / banks / financial institutions and lenders, if any. They would in fact be generally benefited as the Scheme would help improving the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's creditors / banks / financial institutions and lenders.

### 3.6 Effect on legal proceeding:

The scheme would not affect any legal or other proceeding by or against the Company.

3.7 notwithstanding the reduction as mentioned above, the Company shall not be required to add "and reduction" as suffix to its name and the Company shall continue with its existing name.

3.8 The provisions of this Part shall operate notwithstanding anything to the contrary in this scheme.

## **PART V: GENERAL CLAUSES JUSTIFICATION OF THE SCHEME:**

### 1. APPLICATION TO THE NATIONAL COMPANY LAW TRIBUNAL

The company shall make all applications/petitions as may be required under the applicable laws including but not limited to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 to the National Company law Tribunal of relevant jurisdiction for obtaining the sanction of the NCL T of this scheme of Reduction of Share Capital under Section 66 of the Companies Act, 2013 and for such orders for carrying this scheme into effect.

### 2. CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to:

- a. The Company obtaining the observation letter from the designated Stock Exchange for the implementation of the Scheme.
- b. The Scheme being agreed to by the respective requisite majorities of members of the Company as required under the Act.
- c. The requisite sanctions and approvals under the applicable law including but not limited to approvals, sanctions required under the SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and as amended if any from time to time issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be required by law in respect of this Scheme be obtained.
- d. The sanction of the National Company Law Tribunal (NCLT) Mumbai Bench/Regional Director Western Region, 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 of Company) Rules, 2016, in favor of the Company and to the necessary Order or Orders under the applicable sections and provisions be obtained.



e. The certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, Maharashtra, Mumbai.

### 3. ACCOUNTING TREATMENT

The Company will comply with all relevant Accounting Policies and Accounting Standard as regards to accounting for the reduction of capital in accordance with the applicable Accounting Standards.

### 4. COSTS, CHARGES AND EXPENSES

All past, present and future costs, charges, levies, duties and expenses in relation to or in connection with or incidental to the Scheme or the implementation thereof shall be borne by the Company and all of the above costs shall be treated as costs relating to the Scheme.

### 5. MODIFICATIONS /AMENDMENTS OF THE SCHEME

The Company by its Board or such other person or persons, as the Board may authorize, may make, or affect or assent to any modification or amendment of the Scheme which the National Company Law Tribunal and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith, as may be considered by the Board to be in the best interest of the Company and its members including the withdrawal of the Scheme, and do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to the Scheme.

### 6. SEVERABILITY

If, in the opinion of the Board, any part of the Scheme is found to be unworkable for any reason whatsoever, the same shall not affect the validity or implementation of other parts or provisions of the Scheme. If any part of this Scheme is hereof is invalid, ruled illegal by any appropriate authority of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Board that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become material adverse, in which case the Board shall attempt to bring a suitable modification to the Scheme. The Board shall be entitled to revoke, cancel and declare the Scheme of no effect, if the Board is of the view that the coming into effect of the Scheme would have adverse implications on the Company.

### 7. EFFECT OF NON-RECEIPT OF APPROVALS /SANCTIONS

In the event of any of the aforesaid sanctions and approvals not being obtained and/ or the Scheme not being sanctioned by the National Company Law Tribunal and/ or the order or orders not being passed as aforesaid, the Scheme shall become null and void, 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 and the Company shall bear and pay the costs, charges and expenses for or in connection with the Scheme.

8. THE FORM OF MINUTE PROPOSED TO BE REGISTERED UNDER SECTION 66 (5) OF THE COMPANIES ACT, 2013 IS AS FOLLOWS:

The Paid up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Indian Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Indian Rupees One only) each to INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each.

#### LISTING 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 the stock exchange 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.



Annexure D

# FAIRNESS CERTIFICATE

**SIKOZY REALTORS LIMITED**

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Fairness Certificate  
**October 2023**

By:

**SWASTIKA INVESTMART LIMITED**

**Category-I Merchant Banker**

**SEBI Reg. Number: INM000012102**



**INVESTMENT BANKING**

**Reg. Office:** Flat No.18, North Wing, Madhav  
Nagar,11/12, S.V. Rd, Andheri (W), Mumbai-58  
**Corporate Office:** 48, Jaora Compound, M. Y. H Road,  
Indore,-1

Mail ID: [merchantbanking@swastika.co.in](mailto:merchantbanking@swastika.co.in)

Phone Number: 0731-6644244

**Date: October 09<sup>th</sup>, 2023**

To,  
The Board of Directors,  
SIKOZY REALTORS LIMITED,  
B-3, Trishul Apartment Village Mudre Khurd,  
Taluka-Karjat, Raigad - 410201.

**SUBJECT: FAIRNESS OPINION ON THE PROPOSED SCHEME FOR REDUCTION OF CAPITAL OF SIKOZY REALTORS LIMITED.**

We understand that the Board of Directors of Sikozy Realtors Limited (hereinafter referred as "SRL") is considering a Scheme of Arrangement whereby there will be a Reduction of Capital of the Company (hereinafter referred to as "Proposed Scheme") under the Regulation 11 along with Regulation 37 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR") and section 66 of the Companies Act, 2013 and other applicable provisions in this relation (hereinafter referred to as "Act").

**The Proposed Scheme of arrangement for the Reduction of Capital provides for:**

- The Company has total accumulated losses of INR 5,89,96,981/- (Indian Rupees Five Crore Eighty-Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) as per the latest Audited financials i.e., as of 31<sup>st</sup> March, 2023.
- Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the Subscribed, Issued and Paid-up capital of the Company shall stand reduced from INR 4,45,83,000/- (Indian Rupees Four Crore Forty Five Lakhs Eighty Three Thousand Only) comprising of 4,45,83,000 (Four Crore Forty Five Lakhs Eighty Three Thousand) equity shares of INR 1/- (Indian Rupees One only) each to INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred Only) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred Only) equity shares of INR 1/- (Indian Rupees One only) each by cancelling and extinguishing INR 4,01,24,700/- (Indian Rupees Four Crore One Lakh Twenty Four Thousand Seven Hundred) divided into 4,01,24,700 (Four Crore One Lakh Twenty Four Thousand Seven Hundred) equity shares of INR 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of INR 5,89,96,981/- (Indian Rupees Five Crore Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) be and is hereby authorized to set off the accumulated losses of the Company of INR 4,01,24,700 /- (Indian Rupees Four Crore One Lakh Twenty Four Thousand and Seven Hundred Only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Indian Rupees Four Crore One Lakh Twenty Four Thousand and Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.

Since the reduction of share capital is on a proportionate basis, there shall not be any changes in the percentage shareholding of any shareholder of the Company.

- The scheme does not involve any conveyance or transfer of any property of the Company and consequently the order of the Hon'ble National Company Law Tribunal of relevant jurisdiction approving the scheme will not attract any stamp duty, under the Stamp Act, in this regard.

**1. BACKGROUND OF THE COMPANY**

- i. Sikozy Realtors Limited (hereinafter called "the Company" or "SRL") is a Company having CIN L45200MH1992PLC067837 was incorporated under the Companies Act, 1956, on 23<sup>rd</sup> July, 1992 in the name of Griffin Chemicals Limited, in the state of Maharashtra as a Public Limited Company with its Registered Office situated at Mumbai and obtained Certificate of Commencement of Business on 8<sup>th</sup> October 1992, is engaged in the real estate business. The company marked its entry into the real estate business by undertaking a residential project at Ghatkopar in Mumbai.
- ii. The Equity Shares of the Company are listed on BSE Limited.
- iii. The extracts of the Main object of the Company as per the Memorandum of Association are to as below:
  - To carry on the business as developers, builders, erect, demolish, alter, repair or Remo contractors, estate agents, engineers, consulting engineers, supervisors, manager consultants, advisors, architects, erectors,

constructors, interior decorators of build convention center, business center, clubhouse, entertainment center, roads, infrastructure facilities, school, colleges, hospitals, malls, retails spaces, shopping arcade, house, apartments structures, shelters and or residential, office, industrial, institutional or commercial comp co-operative housing societies, township, holiday resorts, hotels, motels and to purchase sale, resale, trade, transfer, give on leave and license or to do business of the above in manner whatsoever.

- iv. The Subscribed, Issued, and Paid-up capital of the Company is INR 4,45,83,000/- (Indian Rupees Four Crore Forty Five Lakhs Eighty Three Thousand Only) comprising of 4,45,83,000 (Four Crore Forty Five Lakhs Eighty Three Thousand) equity shares of INR 1/- (Indian Rupees One only) each.
- v. As per the latest Audited financials for the period ended 31<sup>st</sup> March, 2023, there is an accumulated loss of INR 5,89,96,981/- (Indian Rupees Five Crore Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only).

## **2. SCOPE AND PURPOSE OF THE REPORT**

- i. We understand that the Board of Directors of the Company wishes to Set off the accumulated losses by way of a corporate reduction exercise where the Issued, subscribed and Paid-up capital of the Company would be set off to the extent of INR 4,01,24,700/- (Indian Rupees Four Crore One Lakh Twenty Four Thousand Seven Hundred Only) thereby reducing the equity share capital by 90%.
- ii. In this connection the management of the company has engaged Swastika Investment Limited a SEBI Category-I Registered Merchant Banker to submit a Report on the fairness of the Scheme as per the requirements of SEBI Circular No. CFD/DIL3/CIR/201721 dated March 10<sup>th</sup>, 2017. Our Scope of work includes commenting only on the fairness of the scheme.
- iii. This report is subject to the Scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts and in conjunction with the relevant documents referred to in this Report. This report has been issued only for the purpose of facilitating the Scheme and should not be used for any other purpose.

## **3. SOURCE OF INFORMATION**

- i. Draft Scheme for Reduction of Capital between Sikozy Realtors Limited and its shareholders.
- ii. Audited financial statements for the period ended March 31<sup>st</sup>, 2023.
- iii. Other relevant details regarding the company such as the shareholding pattern and other relevant information and data including information in the public domain.
- iv. Valuation report from a registered valuer.

## **4. KEY FEATURES OF THE SCHEME**

- i. As per the Audited Financial Statements for the Period ended of 31<sup>st</sup> March 2023, there is an accumulated loss of INR 5,89,96,981/- (Indian Rupees Five Crore Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only).
- ii. As the Company has huge accumulated losses, and in order to give a true and fair view of the Financial of the Company and to reflect the Financial Position of the Company with available assets, the Board of Directors of the Company has felt the need to cancel any paid-up share Capital which is lost or is unrepresented by available assets.
- iii. The Benefits arising out of the Scheme of Reduction of Capital will enable the Company to:
  - (a) get a fresh infusion of funds for the revival of Business operations, which otherwise due to the presence of continuous losses is not possible, the promoters of the petitioner company have proposed restructuring in a manner that the accumulated losses get cleaned up to the extent possible;
  - (b) have a rational structure which is commensurate with its remaining business and assets;
  - (c) attract new sources of revenue;
  - (d) Overcome its financial difficulties and improve its working in the future and in turn enhancement of its shareholders value, Creditors, and all concerned as a whole;
  - (e) Reflect better its operational efficiency, and improvements in the future years and reflect the true share value.
- iv. Effect of the Scheme

The Pre and Post Reduction Shareholding Pattern of the Company will be as follows:

S. No.	Category	Pre-Scheme (Equity Shares of INR 1/- each.		Post-Scheme (Equity Shares of INR 1/- each.	
		No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
1.	Promoter & Promoter Group	1,21,000	0.27	12,100	0.27
2.	Public	4,44,62,000	99.73	44,46,200	99.73
	<b>Total</b>	<b>4,45,83,000</b>	<b>100.00</b>	<b>44,58,300</b>	<b>100.00</b>

- v. **Impact of the Scheme on Employees /Workers as mentioned in the Scheme for Reduction of Capital:** The Scheme shall not have any adverse impact on the employees and workers of the company.
- vi. **Impact of the Scheme on Creditors/ Bank as mentioned in the Scheme for Reduction of Capital:** The Scheme will not have any adverse impact on any of the Company's Creditors / Bank / Financial Institutions and lenders. They would in fact generally benefit as the scheme would help improve the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's Creditors/banks/ financial institutions and lenders.
- vii. **Impact of the Scheme on Legal Proceedings as mentioned in the Scheme for Reduction of Capital:** The Scheme would not affect any legal or other proceeding by or against the company.
- viii. Conditions Precedent as mentioned in the Scheme for Reduction of Capital:

The Scheme is conditional upon and subject to:

- The Company obtained the observation letter from the designated stock exchange for the implementation of the Scheme.
- The Scheme being agreed to by the respective requisite majorities of members of the Company as required under the Act.
- The requisite sanctions and approvals under the applicable law including but not limited to approvals, and sanctions required under the SEBI Circular (CFD/DI13/CIR/2017/21) Dated March 10, 2017, issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as may be required by law in respect of this scheme being obtained.
- The sanction of the National Company Law Tribunal (NCLT) Mumbai Bench/Regional Director Western Region, 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 of Company) Rules, 2016, in favor of the Company and to the necessary Order or Orders under the applicable sections and provisions be obtained.
- The certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, Maharashtra, Mumbai.

## **5. BASIS OF OUR OPINION**

Rationale of the Proposed Scheme (as per proposed Scheme for Reduction of Capital)

Upon the Scheme becoming effective and after obtaining the necessary approvals, consents, permissions, etc. the issued, subscribed, and Paid-up equity share capital of the Company shall be INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand Three Hundred Only) after reduction of INR 4,01,24,700 (Indian Rupees Four Crore One Lakh Twenty Four Thousand Seven Hundred Only).

The Scheme is merely a Reduction in the Paid-up Share Capital Account of the Company prepared in terms of Section 66 of the Companies Act, 2013, and does not envisage the transfer or vesting of any of the properties and/or liabilities of the Company to any person or entity. The Scheme also does not involve any conveyance or transfer of any property of the Company.

There is a reduction of the Paid-up Share Capital of the Company by 90%, so that post-reduction share capital shall be INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand Three Hundred Only) equity shares of INR 1/- (Indian Rupees One only) each shall be recognized into 44,58,300 Equity Shares, which is 10% of the present share capital of the company consequently, every shareholder of the company whose name appears in the Register of the Members on the Record date, 90% of the shares shall be reduced from each shareholder of the Company and equity shares

of the face value of INR 1/- fully paid up upheld by them in the company prior to the scheme. The reduction of the capital shall be on a proportionate basis and there shall not be any change in the percentage of shareholding of any shareholder of the company.

In order to re-align the relation between capital and assets; and to fairly reflect the liabilities and assets of the Company in its Books of Accounts; and for better presentation of the financial position of the Company, the Board of Directors of the Company has decided to write off the accumulated losses against reduction in the Paid-up share Capital of the Company in accordance with Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital of the Company) Rules, 2016 and other applicable provisions

## **6. OPINION AND CONCLUSION**

Subject to the caveats as detailed hereinafter, based on our review, as above and the information and explanation furnished to us, and also the fact that the requirement for valuation report as mentioned in Para 4 of Annexure-I to the SEBI circular No. CFD/DIL3/CIR/ 2017/21 dated March 10, 2017, is not applicable to the Proposed Scheme of Reduction of Capital of the Company Since:

- i. There shall not be any change in the proportion of Shareholding of any of the pre-scheme Shareholders of the Company post the proposed reduction of Capital.
- ii. There shall be allotment of any new equity shares upon reduction of Capital. There is only a reduction of the Paid-up Share Capital of the Company by 90% which shall be given effect.
- iii. All the pre-scheme shareholders shall remain the shareholders of the Company after the scheme in the same proportion.

Based on the information, material data made available to us including the valuation report and working thereto by the valuer CA Mohit Sagar, Chartered Accountants, Registered Valuer (S&FA), Registration No.: IBBI/RV/06/2019/11717, we report that:

**On the basis of the documents verified and information sought from the management of Sikozy Realtors Limited including valuation report and working thereto, to the best of our knowledge and belief, the methodology used and corresponding valuation of Equity Share suggested by the valuer CA Mohit Sagar, Chartered Accountants, Registered Valuer (S&FA), Registration No.: IBBI/RV/06/2019/11717, vide their Report dated October 03<sup>rd</sup>, 2023 appears to be Fair and Reasonable.**

Yours Faithfully,  
**For Swastika Investmart Limited.**

**Sunil** Digitally signed  
by Sunil Nyati  
Date:  
**Nyati** 2023.10.09  
19:41:03 +05'30'

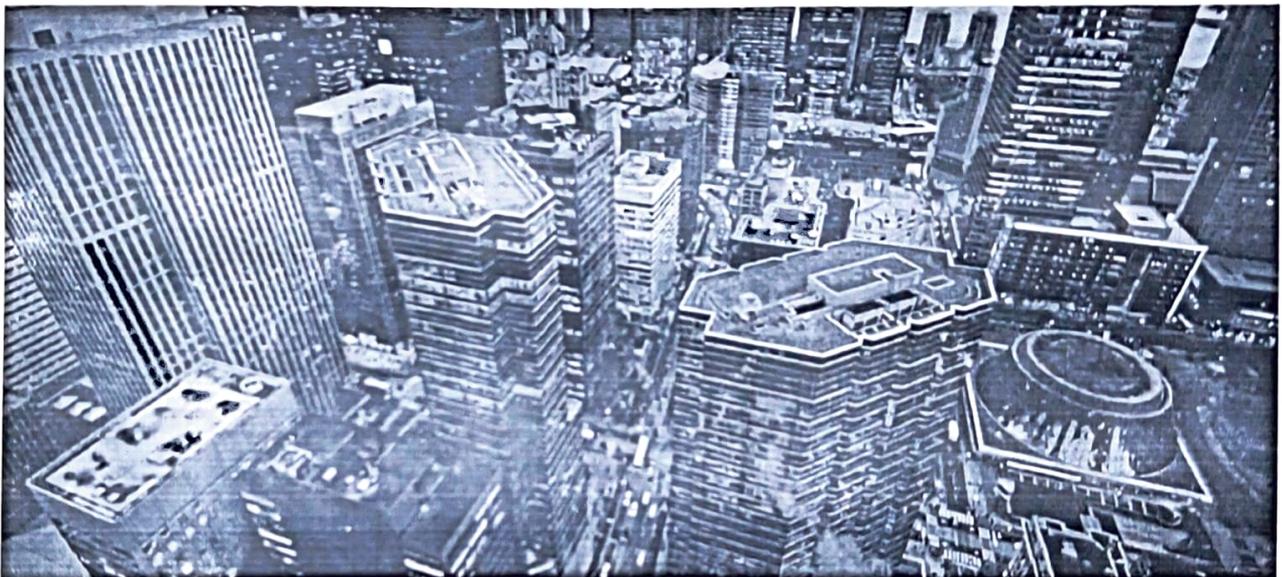
**Mr. Sunil Nyati**  
**Chairman and Managing Director**  
**DIN: 00015963**

## **Annexure-1: Caveats**

1. Our opinion and analysis is limited to the extent of review of documents as provided to us by the Management of Sikozy Realtors Limited and the Draft Scheme for Reduction of Share Capital. We have relied on the accuracy and completeness of all the information and explanations provided by the Management. We have not carried out any due diligence or Independent Verification or validation to establish its accuracy or sufficiency.
2. The Scope of our work has been limited both in terms of the areas of the Business and operations that we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
3. Our work does not constitute an audit, due diligence, or verification of historical financials or including the working results of the Company or the business referred to in this report. Accordingly, we do not express any opinion on the fairness or accuracy of any financial information referred to in this report.
4. The Fairness opinion is based on and is subject to the conditions mentioned under the Scheme for Reduction of Capital.
5. We have no present or planned future interest in Sikozy Realtors Limited and the fee payable for this opinion is not contingent upon the opinion reported herein. The Company has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy/omission is avoided in our opinion.
6. Our fairness opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Draft Scheme or any matter related thereto.
7. The opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this report. This opinion is issued on the understanding that the Management has drawn our attention all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.
8. We have assumed and relied upon the truth, accuracy, and completeness of the information, data, and financial terms provided to us used by us; we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company.
9. Our engagement is limited to preparing the report to be submitted to the client. We shall not represent in front of any person for answering any specific queries raised by them pertaining to this report and we shall not be liable to provide any evidence for any matters stated in the Report nor shall we be liable or responsible for providing any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report.
10. Whilst all reasonable care has been taken to ensure that the factual statements in the report are accurate, neither ourselves nor any of our Directors, Officers or Employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, with respect to the completeness, authenticity, or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report.
11. Our report should not be constructed as an opinion or certifying the compliance of the Draft Scheme for Reduction Capital with the provisions of any law including companies, taxation and capital market related laws or as regards any implication or issues arising from the proposed Draft Scheme for Reduction of Capital.

**VALUATION REPORT**

**For determining the Fair Value of Shares of  
"Sikozy Realtors Limited"**



**October 09, 2023**

**Prepared by:**

**CA Mohit Sagar**

**Registered Valuer (S&FA) under The Companies Act, 2013**

**Regn. No.- IBBI/RV/06/2019/11717**



**Strictly Private and Confidential**

October 09, 2023

To,

**Sikozy Realtors Limited,**

B-3, Trishul Apartment,

Village – Mudre Khutrd,

Taluka – Karjat, Raigad-410201

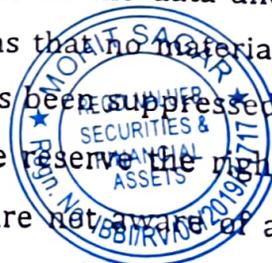
**Sub: Determination of Fair Value of Shares of Sikozy Realtors Limited.**

Dear Sir/ Madam

We refer to our engagement dated September 30, 2023 by Sikozy Realtors Limited ("Client") for carrying out the valuation analysis of Sikozy Realtors Limited ("Sikozy" or "Company") for determining the fair value of its shares as on September 30, 2023 ("Valuation Date") pertaining to the proposed reduction of share capital on account of proposed restructuring of the company. We are enclosing our report along with this letter.

This report has been prepared for with a limited purpose / scope, as identified / stated in the report and will be confidential and for use only to whom it is issued. It must not be copied, disclosed or circulated in any correspondence of discussions with any person, except to whom it is issued and to those who are involved in this transaction and for various approvals for this transaction.

The Client/Sikozy accepts full responsibility for all the data and information pertaining to the valuation report and confirms that no material information, vital for arriving at a decision for valuation has been suppressed or misstated while providing information to the valuer. We reserve the right to alter our conclusions should any information that we are not aware of at the time of preparing this report comes to light that has a material impact on the conclusions herein.



## CA MOHIT SAGAR

Registered Valuer (S&FA)

Registration No: IBBI/RV/06/2019/11717

45-Sant Nagar, Opp. Govt. College (Boys)

Civil Lines, Ludhiana (Punjab) - 141 001

Phone: (M) 9888084545, (O) 2410345

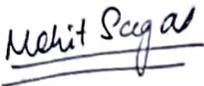
e-mail: mohit\_sagar@hotmail.com

This report has been based on the information provided by the Client/ Sikozy. The valuer has based his opinion on information provided and represented by the management of the Client/ Sikozy and did not independently verify the information provided to us and in that regard, the validity of the valuation depends on the completeness and accuracy of the information provided by the Client/ Sikozy. The valuation is on an arms' length basis.

This valuation report has been prepared in accordance with the International Valuation Standards issued by the International Valuation Standards Council (IVSC).

Based on our analysis of the business plans and projections provided by the Client/ Sikozy and subject to our comments as detailed in this report, we have arrived at an estimated fair equity value of Sikozy at **INR 226.02 Lakhs** and fair value per share is **INR 0.51**, as at the Valuation Date.

Signed by,



**CA Mohit Sagar**

Registered Valuer (Securities & Financial Assets)

Regn. No. - IBBI/RV/06/2019/11717

UDIN: 23099950BGXMCW1973



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Valuation Analysis

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## About the Company

Sikozy Realtors Limited is a Public company, limited by shares, listed on Bombay Stock Exchange (BSE). The Company's CIN: L45200MH1992PLC067837 and registered office is B-3, Trishul Apartment, Village – Mudre Khutrd, Taluka – Karjat, Raigad-410201, respectively.

## Shareholding Pattern as of the Valuation Date

### Annexure A

#### SIKOZY REALTORS LIMITED - - SHAREHOLDING PATTERN AS ON SEPTEMBER 30, 2023

S. No.	Category	Pre-Scheme (Equity Shares of INR 1/- each.		Post-Scheme (Equity Shares of INR 1/- each.	
		No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
1.	Promoter & Promoter Group	1,21,000	0.27	* 12,100	0.27
2.	Public	4,44,62,000	99.73	44,46,200	99.73
	<b>Total</b>	<b>4,45,83,000</b>	<b>100.00</b>	<b>44,58,300</b>	<b>100.00</b>

## Purpose of Valuation

This valuation report has been prepared by Mr. CA Mohit Sagar, Registered Valuer under the Companies Act 2013 for the asset class 'Securities & Financial Assets' ("**Valuer**") to ascertain the estimated fair value of shares of the Sikozy as of the valuation date. As represented by the Company's Management, Sikozy is proposing to reduce share capital:

- The Company has total accumulated losses of INR 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) as per the latest Audited financials i.e. as on 31<sup>st</sup> March, 2023, which has wiped off the value represented by the share capital of the company. The financial statement and balance sheet of the company is not reflecting the true health and position of the company. In order to ensure the financial statement of the company reflect the true and real state of affairs and position of the Company, and that the Capital which is lost due to past accumulated losses is no longer reflect in and continued to be shown on the facts of balance sheet of the Company, 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, it is necessary to write off the capital which is lost and not represented by any tangible assets.
- In order to get fresh infusion of funds for the revival of business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the company have proposed a restructuring in a manner that the accumulated losses gets cleaned up to the extent possible;



c. Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the Subscribed, Issued and Paid -up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Indian Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Indian Rupees One only) each to INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of Rs. 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) be and is hereby authorized to set off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.

Since reduction of share capital is on proportionate basis, there shall not be any changes in the percentage shareholding of any shareholder of the Company.

For this proposed transaction of Share capital reduction, the Valuer has been engaged by the Client for determining the estimated fair value of Company's shares as of the valuation date, for compliance with Companies Act/Rules



### **Valuation Date & Source of Information:**

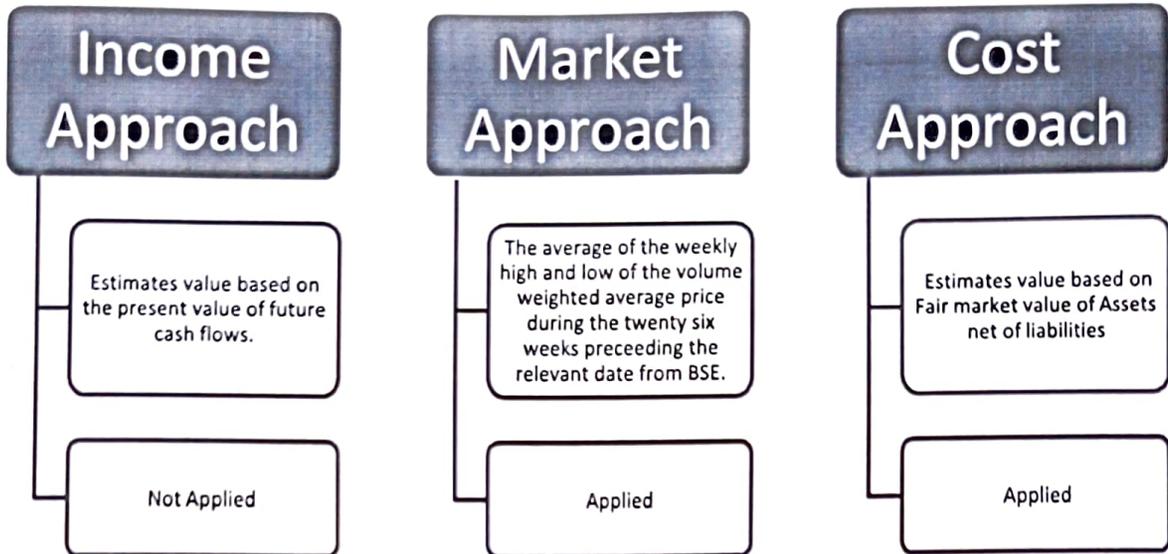
As represented by the Management of Sikozy, the date of valuation considered is September 30, 2023. In connection with this exercise, we have used the following information received from the Management and/or gathered from public domain:

1. Audited Financial Statements of the Sikozy as of March 31, 2023.
2. Un-Audited Financial Statements of the Sikozy as of June 30, 2023
3. Shareholding Pattern of the Sikozy as of September 30, 2023.
4. Economy & Industry data and analysis from websites of various Govt. departments and other sources.
5. Information provided by management on the Sikozy's current & future strategy, operations, customers, peers, industry etc.

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the management of Client/ Sikozy's. It may be mentioned that the Client has been provided an opportunity to review the draft report for the current job as part of our standard practice to make sure that factual inaccuracies/ omissions are avoided in the final report.



## Valuation Approaches and Methodologies



There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

According to standard valuation practice, the fundamental pre-condition for obtaining significant and comparable valuations is the consistency and comparability of the methods applied according to the characteristics of the companies and/ or groups being valued.

In addition, a second fundamental principle often adopted for determining enterprise value is the "stand alone" assumption. That is, a valuation perspective based on the current configuration and future prospects of the business on an independent basis, without taking any potential synergies from determining the equity Share value into account.



Valuation of the enterprise or its equity shares is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be even prepared to pay goodwill. This exercise may be carried out based on the generally accepted methodologies, the relative emphasis of each often varying with the factors such as:

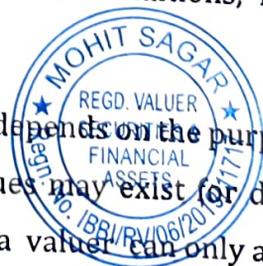
- Specific nature of the business
- Economic life cycle in which the industry or the business is operating, and
- Extent to which and comparable company information is available

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. In respect of going concerns, certain valuation technologies have evolved over time and are commonly in vogue. In this regard, we have evaluated suitability of commonly used approaches of valuation to determine the fair value of the business.

It should be understood that the valuation of any enterprise or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control.

In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although, different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.



There are various methods adopted for valuation of the Company. Certain methods are based on asset value of an entity while certain other methods are based on the earnings potential of the company. Each method proceeds on different fundamental assumptions which have greater or lesser relevance and at times even no relevance, to a given situation. Thus, the methods to be adopted for a particular valuation exercise must be judiciously chosen.

The following are commonly used and accepted methods for determining the Enterprise Value of a company/ business:

1. Asset Approach – Net Asset Value Method
2. Income Approach – Discounted Cash Flows method
3. Market Approach
  - a. Market Price method
  - b. Comparable Companies Market Multiples method

### **Asset Approach – Net Asset Value (NAV) Method**

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e., it does not meet the “going concern” criteria or in case where the assets base dominate earnings capability. The value arrived at under this approach is based on the estimated financial statements of the business and may be defined as Shareholder’s Funds or Net Assets owned by the business. The Net Assets Value is generally used as the minimum break-up value. for the transaction.

The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on the valuation date. Such value generally represents the support value in case of profit- making business and thus, has limited relevance in the valuation of the business of a going concern.

The valuation arrived at under the above mentioned methods could fluctuate with lapse of time, changes in prevailing market conditions and prospects, industry performance and general business and economic conditions financial and otherwise, of the companies, and other factors which generally influence the valuation of companies and their assets.

*The company has accumulated losses amounting to Rs 589.96 Lakhs which has resulted in substantial erosion of net worth of the company As per the Independent Auditor's Report on Financial Statement for the Financial Year 2022-23 there is material uncertainty relating to the going concern. In view of above, we have considered the book value of the company in determining the fair value of the shares of the company.*

#### Income Approach - Discounted Cash Flows method

The DCF method uses the future free cash flows of the business discounted by the cost of capital to arrive at the present value. In general, the DCF method is a strong and widely accepted valuation tool, as it concentrates on cash generation potential of a business, considering that this method is based on future potential and is widely accepted.

Using the DCF analysis involves determining the following:

*Estimating future free cash flows:*

Free cash flows are the cash flows expected to be generated by the enterprise that are available to all providers of capital - both debt and equity.

*Appropriate discount rate to be applied to cash flows i.e. the cost of capital:*

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.



To the values so obtained from DCF analysis, the amount of loans has to be adjusted to arrive at the total value available to the equity shareholders. The total value for equity shareholders is then divided by the total number of equity shares in order to work out the value per equity share of the companies.

**Sikozy has accumulated losses which have resulted in substantial erosion of net worth. The management has proposed the restructuring of share capital with the objective to raise funds for continuing operations of the company in future. However, management has not provided any concrete plan with reasonable future cash flows to enable us to value the company on the basis of discounted future cash flows. We have not considered income approach to value the shares of the company.**

## **Market Approach**

### **a) Market Price Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

This valuation reflects the price that the market at a point in time is prepared to pay for the equity shares. It is therefore influenced by the condition of the stock market, the concerns and opportunities that are seen for the business in the sector or market in which it operates. The market price also reflects the investor's view of the ability of the management to deliver a return on the capital it is using. In the case of companies not frequently traded, this value may be very different from the inherent value of the equity shares, but nevertheless forms a benchmark value.



**In the present case, the shares of Sikozy are listed on Bombay Stock Exchange in India. Thus, we have considered the average of the weekly high and low of the volume weighted average price during the twenty-six weeks preceeding the valuation date to arrive at the fair value of shares of the company.**

### **b) Comparable Companies Market Multiples method**

Under this method, value of the equity shares of a company/ business undertaking is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Under this methodology, market multiple of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. This approach is usually applied in case of valuation of unlisted companies. Some of the common multiples used in a valuation are listed below:

- Market Cap/ Sales Multiple
- Price/ Earnings Multiple
- Precedent Transactions Multiple Method



**As Sikozy is a listed entity presently not carrying on any operations, hence I have not assigned any weight to this method of valuation & have given this method a go bye.**

It is pertinent to mention that valuation of a business is not an exact science and ultimately depends upon a no. of factors like the past financials, expected financial results, industry scenario, market recognition, market price available on exchange, etc. Though there are multiple valuation methodologies, however based upon the facts of the instant case and taking into consideration the International Valuation Standards issued by the

International Valuation Standards Council (IVSC), we have carried out this Valuation Analysis of Sikozy based on the Discounted Cash Flow (DCF) Methodology.



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## Valuation Analysis

### Fair Value of Sikozy Realty Limited

Considering the nature and reliability of data, we have applied Net Assets method and Market Value method to arrive at the indicated Fair Value of the company. Our estimated The Fair Value of Shares of Sikozy Realtors Limited as of September 30, 2023, is presented below:

Valuation Approach	Total Value (in Lakhs)	Value Per Share	Weight	Weighted Value per Share
Cost Approach : Net Assets (Book Value) Method	34.02	0.08	50%	0.04
Market Approach: Market Value Method	418.02	0.94	50%	0.47
<b>Fair Value Per Share (Rs)</b>	<b>226.02</b>			<b>0.51</b>



**Calculation of Book Value – Net Asset Value Method**

Below is the Book Value of the Company. The company is non-operational there is no material change in financial position of the company from June 30, 2023 to September 30, 2023. We have considered audited financial results as on June 30 for calculating the book value:

<b>Statement of Assets and Liabilities as at 30th June,2023.</b>		<b>Rupees on Lakhs</b>
<b>S. No.</b>	<b>Particulars</b>	<b>As at 30-Jun-23 Un-Audited</b>
<b>A</b>	<b>ASSETS</b>	
<b>1</b>	<b>Non-Current Assets</b>	
	a) Property, Plant and Equipment	0.01
	<b>Sub-Total Non-Current Assets</b>	<b>0.01</b>
<b>2</b>	<b>Current Assets</b>	
	a) Inventories	13.21
	<b>b) Financial Assets:</b>	
	ii) Trade Receivables	11.90
	iii) Cash & Cash Equivalents	6.48
	iv) Other Bank Balances	0.24
	v) Loans	7.19
	<b>Sub-Total Current Assets</b>	<b>39.02</b>
	<b>TOTAL ASSETS</b>	<b>39.03</b>
<b>2</b>	<b>Liabilities</b>	
	<b>Non Current Liabilities</b>	<b>0.00</b>
<b>2</b>	<b>Current Liabilities</b>	
	<b>a) Financial Liabilities:</b>	
	i) Borrowings	4.33
	ii) Trade Payables	0.00
	<b>b) Other Current Liabilities:</b>	
	i) Other current financial liabilities	0.68
	ii) Provisions, Current	0.00
	iii) Current Tax Liabilities, net	0.00
	<b>Sub-Total Current Liabilities</b>	<b>5.01</b>
	<b>TOTAL OUTSIDE LIABILITIES</b>	<b>5.01</b>
	<b>BOOK VALUE (TOTAL ASSETS - TOTAL OUTSIDE LIABILITIES)</b>	<b>34.02</b>
	No. of Equity Shares (IN Lakhs)	445.83
	<b>Book Value per Share (in Rs)</b>	<b>0.08</b>



**Market Price Method 26 Weeks Volume Weighted Price of the Company from BSE from April 01,2023 to Sep 29,2023.**

Week	Date	Open Price	High Price	Low Price	Close Price	WAP	Vol of Share	WEEKLY HIGH	WEEKLY LOW	AVERAGE	WEEKLY VOLUME	WEEKLY TUM	WAP
Week1	29-Sep-23	0.88	0.93	0.88	0.92	0.90552144	11151						
Week1	29-Sep-23	0.93	0.98	0.93	0.96	0.94143408	15668						
Week1	27-Sep-23	0.88	0.95	0.88	0.9	0.90417378	2486						
Week1	26-Sep-23	0.92	0.93	0.92	0.92	0.92111847	12117						
Week1	25-Sep-23	0.92	0.93	0.92	0.92	0.92377664	13165						
Week2	23-Sep-23	0.9	0.92	0.9	0.92	0.90950208	3072						
Week2	21-Sep-23	0.9	0.9	0.89	0.89	0.89223584	10384						
Week2	20-Sep-23	0.86	0.87	0.86	0.87	0.86114787	7988						
Week2	18-Sep-23	0.88	0.88	0.87	0.87	0.87145188	8548	0.92	0.85	0.885	27552	24381.4	
Week3	14-Sep-23	0.84	0.9	0.84	0.88	0.85033557	9648						
Week3	13-Sep-23	0.9	0.9	0.89	0.87	0.86671812	2831						
Week3	12-Sep-23	0.88	0.93	0.88	0.9	0.90509512	12064						
Week3	11-Sep-23	0.87	0.92	0.87	0.92	0.88744515	8154	0.93	0.87	0.87	34998	30448.2	
Week4	08-Sep-23	0.85	0.91	0.85	0.91	0.866954113	7257						
Week4	07-Sep-23	0.9	0.9	0.89	0.89	0.891230253	8254						
Week4	06-Sep-23	0.85	0.86	0.85	0.86	0.855216474	10980						
Week4	05-Sep-23	0.82	0.85	0.82	0.82	0.82730041	12907						
Week4	04-Sep-23	0.86	0.86	0.84	0.86	0.859564763	11433	0.91	0.82	0.865	51501	44548.34	
Week5	01-Sep-23	0.78	0.82	0.78	0.82	0.81390857	12113						
Week5	31-Aug-23	0.86	0.86	0.85	0.85	0.85148115	94879						
Week5	30-Aug-23	0.83	0.85	0.82	0.85	0.834697218	4377						
Week5	29-Aug-23	0.8	0.84	0.8	0.83	0.819747951	3051						
Week5	28-Aug-23	0.89	0.89	0.84	0.84	0.84013948	1953	0.89	0.78	0.835	67822	54681.3	
Week6	23-Aug-23	0.82	0.88	0.82	0.88	0.84213725	1953						
Week6	22-Aug-23	0.88	0.91	0.84	0.84	0.844629046	40908						
Week6	21-Aug-23	0.84	0.88	0.84	0.88	0.87945283	8890						
Week6	20-Aug-23	0.82	0.84	0.82	0.84	0.832047371	8573						
Week6	19-Aug-23	0.89	0.89	0.84	0.84	0.84013948	7988	0.91	0.82	0.865	42617	54168.70	
Week7	18-Aug-23	0.83	0.9	0.83	0.85	0.839138452	1953						
Week7	17-Aug-23	0.9	0.9	0.89	0.89	0.890146424	10834						
Week7	16-Aug-23	0.88	0.91	0.88	0.9	0.89950498	7252						
Week7	14-Aug-23	0.83	0.83	0.83	0.82	0.81908717	8834	0.93	0.83	0.88	23435	20622.4	
Week8	11-Aug-23	0.95	0.95	0.87	0.89	0.870257082	32014						
Week8	10-Aug-23	0.93	0.93	0.91	0.91	0.911370968	12400						
Week8	09-Aug-23	0.92	0.94	0.92	0.95	0.928917809	819						
Week8	08-Aug-23	1	1	1	0.95	0.967450271	1658						
Week8	07-Aug-23	0.98	0.98	0.93	0.98	0.967344939	2695	1	0.87	0.935	40367	37761.84	
Week9	04-Aug-23	0.94	0.94	0.84	0.94	0.907342855	7934						
Week9	03-Aug-23	0.98	0.98	0.9	0.9	0.910232571	8351						
Week9	02-Aug-23	1	1	0.94	0.94	0.957600361	22117						
Week9	01-Aug-23	0.98	0.98	0.92	0.98	0.921058142	14327						
Week9	31-Jul-23	0.95	0.95	0.94	0.94	0.940171936	4684	1	0.86	0.93	35493	33006.4	
Week10	28-Jul-23	1.02	1.05	0.95	0.95	0.950127454	11112						
Week10	27-Jul-23	1	1	0.95	0.99	0.98950157	5848						
Week10	26-Jul-23	0.95	0.99	0.95	0.99	0.950570918	19968						
Week10	25-Jul-23	1	1.02	1	1	1.000110486	8055						
Week10	24-Jul-23	1.06	1.06	0.97	1.05	0.95717404	6721	1.06	0.95	1.005	53199	53464.95	
Week11	21-Jul-23	1.06	1.06	1.01	1.01	1.024658202	2328						
Week11	20-Jul-23	1.06	1.06	1.04	1.06	1.072916667	7584						
Week11	19-Jul-23	1.01	1.06	0.98	1.06	1.022120838	7238						
Week11	18-Jul-23	1.05	1.05	0.95	1.04	0.962698447	4021						
Week11	17-Jul-23	1.06	1.06	0.96	1	0.97740286	8034	1.06	0.98	1.02	37200	37744	
Week12	14-Jul-23	1.01	1.05	0.98	1.01	0.99702186	3867						
Week12	13-Jul-23	0.97	1.06	0.97	0.97	0.970306418	2848						
Week12	12-Jul-23	1.01	1.01	1	1.01	1.009898067	13004						
Week12	11-Jul-23	0.99	0.99	0.87	0.87	0.877800442	8018						
Week12	10-Jul-23	1.07	1.07	1.01	1.01	1.0070818	8618	1.07	0.85	1.01	81222	81834.2	
Week13	07-Jul-23	1.04	1.08	1.04	1.07	1.071480471	3742						
Week13	06-Jul-23	1.11	1.11	1.04	1.04	1.05282147	17611						
Week13	05-Jul-23	1.04	1.09	0.99	1.08	0.994870601	10108						
Week13	04-Jul-23	1.06	1.06	0.98	0.98	0.981400088	2480						
Week13	03-Jul-23	1.01	1.01	0.91	0.91	0.909870818	2407	1.11	0.84	1.035	41130	43390.2	
Week14	30-Jun-23	0.87	0.87	0.84	0.87	0.858426161	1138						
Week14	29-Jun-23	1.06	1.06	0.87	0.87	0.868040907	11008						
Week14	27-Jun-23	1.05	1.05	0.88	0.88	0.880380184	2461						
Week14	26-Jun-23	0.98	0.98	0.89	0.89	0.898927478	4804	1.08	0.84	1	30084	30084	
Week15	23-Jun-23	0.95	1.05	0.85	0.85	0.8479971789	1081						
Week15	22-Jun-23	1.06	1.06	1	1	1.060840728	1486						
Week15	21-Jun-23	1.04	1.06	1.02	1.02	1.028682046	8118						
Week15	20-Jun-23	1.04	1.04	1.04	1.04	1.040404040	2307						
Week15	19-Jun-23	1.14	1.14	1.06	1.06	1.061400088	2408	1.14	0.93	1.045	16831	17888.30	
Week16	16-Jun-23	1.07	1.14	1.07	1.04	1.07786007	8422						
Week16	15-Jun-23	1	1	0.91	0.91	0.910404040	1478						
Week16	14-Jun-23	0.88	1.14	0.88	0.88	0.88	4444						
Week16	13-Jun-23	1.09	1.09	0.88	0.88	0.881400088	8727						
Week16	12-Jun-23	1.14	1.14	1.06	1.06	1.061400088	8448	1.14	0.88	1.07	27514	28459.94	
Week17	09-Jun-23	0.9	1.05	0.9	0.9	0.910404040	8408						
Week17	08-Jun-23	0.95	0.99	0.88	0.88	0.881400088	7878						
Week17	07-Jun-23	1.05	1.05	0.8	0.8	0.810404040	8808						
Week17	06-Jun-23	0.88	0.88	0.88	0.88	0.880404040	8408						
Week17	05-Jun-23	0.93	0.93	0.81	0.81	0.811400088	7744	1.08	0.88	0.865	78156	27183.14	
Week18	03-Jun-23	0.94	1.08	0.84	0.84	0.841400088	12400						
Week18	01-Jun-23	1.06	1.06	1	1	1.060404040	8478						
Week18	31-May-23	1.07	1.07	1.03	1.03	1.030404040	8478						
Week18	30-May-23	1.01	1.01	0.84	0.84	0.840404040	7487						
Week18	29-May-23	1.01	1.01	0.83	0.83	0.831400088	8448	1.07	0.88	1	27065	27065	
Week19	26-May-23	1.07	1.07	0.87	0.87	0.871400088	8448						
Week19	25-May-23	1.02	1.02	0.84	0.84	0.841400088	1483						
Week19	24-May-23	1.08	1.08	0.88	0.88	0.880404040	8448						
Week19	23-May-23	0.98	1.03	0.87	0.87	0.871400088	8118						
Week19	22-May-23	0.99	0.99	0.85	0.85	0.850404040	8408	1.08	0.84	1.01	20418	20622.14	
Week20	19-May-23	1.04	1.04	0.88	0.88	0.881400088	1483						

# CA MOHIT SAGAR

Registered Valuer (S&FA)

Registration No: IBBI/RV/06/2019/11717

45-Sant Nagar, Opp. Govt. College (Boys)

Civil Lines, Ludhiana (Punjab) - 141 001

Phone: (M) 9888084545, (O) 2410345

e-mail: mohit\_sagar@hotmail.com



## **Caveats, Limitations and Disclaimers**

1. Our valuation exercise does not include:
  - a. any due diligence or audit or verification of the accuracy and completeness of documents and information made available to us
  - b. updating of the reports after submittal to the client
  - c. provision of technical, commercial, legal, tax and regulatory due diligence services
2. Our valuation exercise merely included a review and analysis of the available information, including analysis of the nature of business and a study of the economic status and prospects of the business at that point in time.
3. While the information contained herein is believed to be accurate, no representation or warranty, expressed or implied, is or will be made and no responsibility or liability will be accepted by the valuer as to, or in relation to the accuracy or adequacy of information. The opinions and recommendations in this report are provided in good faith.
4. Internally prepared financial statements including management accounts, and other pertinent information were provided by the client's management and are accepted without further verification as correctly reflecting the results of operations, financial and business conditions.
5. We reserve our right to alter our conclusions should any information that we are not aware of at the time of preparing this report comes to light that has a material impact on the conclusions herein.
6. The findings, observations, inferences, opinions and conclusions etc. of this exercise are being presented hereunder in the form of a Report.
7. This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use and the Regulations. We do not take any responsibility for the unauthorized use of this report.



8. The analysis of this report is based on my Professional Judgment, as the case may be, where the information has not been furnished by the Client.
9. We owe responsibility only to the Client/ Company who has appointed me under the terms of the engagement letter. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.
10. In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Client through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions/ forecasts/ other information given by the Sikozy.
11. The actual market price achieved may be higher or lower than our estimate of value depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price.
12. In no events shall the valuer be held responsible or liable for special, direct or consequential damages, as the assignment has been completed with best efforts, available knowledge & in good intentions following professional ethics.
13. The Sikozy and its management/representatives warranted to us that the information they supplied was complete and accurate to the best of their knowledge and, that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. We shall not



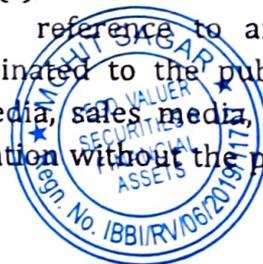
be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents.

14. The report assumes that the ALL/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies/business/assets will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet provided to us.
15. An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of the valuation date. Events occurring after the valuation date may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.
16. The valuation report is tempered by the exercise of judicious discretion by us, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the face of the Balance Sheet but could strongly influence the value.
17. We are independent of the Sikozy and have no current or expected interest in the Sikozy or its assets. The fee paid for our services in no way influenced the results of our analysis.
18. While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.
19. We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to



those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

20. The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.
21. The conclusion of value arrived at herein is valid only for the stated purpose as of the date of the valuation and may not be used out of the context presented herein.
22. Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be realizable. However, we independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.
23. The conclusion of value arrived at herein is based on the assumption that the current level of management expertise and effectiveness would continue to be maintained, and that the character and integrity of the enterprise through any sale, reorganization, exchange, or diminution of the owners' participation would not be materially or significantly changed.
24. The conclusion of value arrived at herein should not be construed by the reader as an Investment Advice in any matter whatsoever. Our Value Recommendation represents the considered opinion of the Valuer based on information furnished to them by the client and other sources.
25. Neither all nor any part of the contents of this report (especially the conclusion of value, the identity of any valuation specialist(s), or the firm with which such valuation specialists are connected or any reference to any of their professional designations) should be disseminated to the public through advertising media, public relations, news media, sales media, mail, direct transmittal, or any other means of communication without the prior written consent and approval of the Valuer.
26. This valuation reflects facts and conditions existing or reasonably foreseeable at the valuation date. Subsequent events have not been



considered, and we have no obligation to update or revise our report for such events and conditions.

27. The valuer, by reason of this valuation, is not required to give further consultation, testimony, or be in attendance in court with reference to the asset in question unless arrangement have been previously made.
28. Our engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.
29. No change of any item in this valuation report shall be made by anyone other than the Valuer and we shall have no responsibility for any such unauthorized change.
30. If prospective financial information approved by management has been used in our work, we have not examined or compiled the prospective financial information and therefore, do not express an audit opinion or any other form of assurance on the prospective financial information or the related assumptions.
31. While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the client. Our report is subject to the scope and limitations detailed herein. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
32. The valuation worksheets prepared for the exercise are proprietary to the valuer and cannot be shared. Any clarifications on workings will be provided on request, prior to finalizing the Report.





## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

### **Annexure: C**

**REPORT OF THE AUDIT COMMITTEE OF SIKOZY REALTORS LIMITED FOR RECOMMENDING THE DRAFT SCHEME OF REDUCTION OF CAPITAL OF THE COMPANY AT ITS MEETING HELD ON 13<sup>TH</sup> FEBRUARY 2024 AT 02:00 PM AT REGISTERED OFFICE OF THE COMPANY.**

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### **Members Present:**

- 1) Priyanka Garg – Independent Director- Chairperson
- 2) Parag Shah - Independent Director –
- 3) Jigar Desai – Non-Executive Director

### **In Attendance:**

- 1) Arpita Khandelwal – Company Secretary
- 2) Mangesh Kesarkar – Chief Financial Officer

### **Background:**

The Company had placed before the Independent Directors Committee draft scheme for Reduction of Capital ('Scheme') for recommendation by the Independent Directors Committee to the Board of Directors as required in terms of SEBI circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023, for the proposed schemes to be filed under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Scheme provides to write-off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty-Four Thousand Seven Hundred only) out of total accumulated losses of Rs. 5,89,96,981/- (Five Crores Eighty-Nine Lakhs Ninety-Six Thousand Nine Hundred and Eighty-One Only) reflected in the Audited standalone financial statements of the Company as on 31<sup>st</sup> March 2023, by reducing an amount of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty-Four Thousand Seven Hundred only) from the paid-up share capital of the Company and balance amount of Rs. 1,89,72,281/- (One Crore Eighty-Nine Lakhs Seventy-Two Thousand Two Hundred and Eighty-One) still showing in losses in the Company.

This report is made in order to comply with the requirements of the SEBI circular after considering the following.

- a. Draft Scheme of Reduction of Share Capital.
- b. Valuation report from an independent Registered Valuer, in terms of paragraph I (A) (4) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") and other related Circulars;
- c. Fairness opinion dated 09/10/2023 issued by **Swastika Investment Limited**, a Category-I Merchant Banker;
- d. Audited Financial Statement of the Company for the preceding three financial years;

**Proposed Capital Reduction:**

Salient features of proposed Scheme are as follows;

- i) The Subscribed, Issued and Paid -up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Indian Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Indian Rupees One only) each to INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of Rs. 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) be and is hereby authorized to set off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.
- ii) The reduction of capital shall be on proportionate basis and thus there shall not be any change in percentage shareholding of any shareholder of the Company, except adjustment due to fractional entitlement.
- iii) The Capital reduction is proposed for the benefit of the Company and its shareholders, creditors and all concerned, as a whole. The Capital reduction does not involve any cash outflow and therefore, would not affect the ability or liquidity of the Company to meet obligations/ commitments in the normal course of business.

**Need for the reduction of share capital and Rational for the Scheme:**

- a. The Company has the accumulated carry forward losses that the Company's balance sheet is reflecting and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books there by enabling the company to raise financial resources considering the business expansion programs and various Projects launches, that has been considered for development would need huge amount of investment both in terms of equity as well as debt. 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. The Chairman further explained that reduction of share capital in accordance with Section 66 and

**Proposed Capital Reduction:**

Salient features of proposed Scheme are as follows;

- i) The Subscribed, Issued and Paid -up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Indian Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Indian Rupees One only) each to INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of Rs. 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) be and is hereby authorized to set off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.
- ii) The reduction of capital shall be on proportionate basis and thus there shall not be any change in percentage shareholding of any shareholder of the Company, except adjustment due to fractional entitlement.
- iii) The Capital reduction is proposed for the benefit of the Company and its shareholders, creditors and all concerned, as a whole. The Capital reduction does not involve any cash outflow and therefore, would not affect the ability or liquidity of the Company to meet obligations/ commitments in the normal course of business.

**Need for the reduction of share capital and Rational for the Scheme:**

- a. The Company has the accumulated carry forward losses that the Company's balance sheet is reflecting and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books there by enabling the company to raise financial resources considering the business expansion programs and various Projects launches, that has been considered for development would need huge amount of investment both in terms of equity as well as debt. 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. The Chairman further explained that reduction of share capital in accordance with Section 66 and

**Synergies of business of the entities involved in the scheme:**

- a. In order to get fresh infusion of funds for the revival of business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the petitioner company have proposed a restructuring in a manner that the accumulated losses get cleaned up to the extent possible;
- b. 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 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.
- c. 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.

**Impact of the scheme on the shareholders:**

- a) The consent of the members of the Company to this Scheme of Reduction of Equity share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013.
- b) The restructuring will also not cause any prejudice to the creditors of the Company. For sake of clarity, it is specified that the reduction in share capital does not involve either diminution of any liability in respect of any unpaid capital or the payment to any shareholders or any paid-up capital or is any call being waived. The creditors of the company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors.
- c) The restructuring will also not cause any prejudice to the shareholders of the Company because due to losses incurred by the company the capital to be written off has already been lost and not represented by any tangible assets. Further the shareholding pattern of the Company pre and post implementation of the Scheme shall remain same.

**d) Impact of the Scheme on Employees / workers:**

The scheme shall not have any adverse impact on the employees and workers of the Company.

**e) Impact of the Scheme on Creditors /Bank:**

The scheme will not have any adverse impact on any of the Company's creditors / banks / financial institutions and lenders. They would in fact be generally benefited as the Scheme would help improving the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's creditors / banks / financial institutions and lenders.

**f) Effect on legal proceeding:**

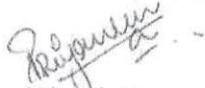
The scheme would not affect any legal or other proceeding by or against the Company.

All past, present and future costs, charges, levies, duties and expenses in relation to or in connection with or incidental to the Scheme or the implementation thereof shall be borne by the Company and all of the above costs shall be treated as costs relating to the Scheme. However, the benefit of the Scheme over longer period would outweigh such costs for members of the Company.

**Recommendation of the Audit Committee;**

The Audit Committee recommends the draft Scheme, inter-alia taking into consideration documents stated above, for favorable consideration by the Board of Directors of the Company, Stock Exchange, and Securities Exchange Board of India ('SEBI'), the shareholders of the Company and all other appropriate authorities.

**For Sikozy Realtors Limited**



**Priyanka Garg**

**Chairperson & Independent Director**

**DIN: 10427175**



Date: 13<sup>th</sup> February, 2024

Place: Mumbai



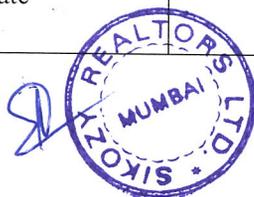
## SIKOZY REALTORS LIMITED

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

Annexure- E

Pre and Post Reduction of Share Capital Shareholding Pattern as on 31<sup>st</sup> December,2023.

Sr. No.	Description	Name of Shareholder	Pre Reduction of Share Capital		Post Reduction of Share Capital	
			No. of shares	%	No. of shares	%
(A)	<b>Shareholding of Promoter and Promoter Group</b>					
1	<b>Indian</b>					
	Individuals/ Hindu Undivided Family	Kamlesh Kantilal Desai	1,21,000	0.27	12037	0.27
(b)	Central Government/ State Government(s)					
(c)	Bodies Corporate					
(d)	Financial Institutions/ Banks					
(e)	Any Others					
	<b>Sub Total(A)(1)</b>		1,21,000	0.27	12037	0.27
2	<b>Foreign</b>					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)					
(b)	Bodies Corporate					
(c)	Institutions					
(d)	Any Others					
	<b>Sub Total(A)(2)</b>		0	0	0	0
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		1,21,000	0.27	12037	0.27
(B)	<b>Public shareholding</b>					
1	<b>Institutions</b>					
(a)	Mutual Funds/ UTI					
(b)	Financial Institutions / Banks					
(c)	Central Government/ State Government(s)					



(d)	Venture Capital Funds					
(e)	Insurance Companies					
(f)	Foreign Institutional Investors					
(g)	Foreign Venture Capital Investors					
(h)	Any Other					
	<b>Sub-Total (B)(1)</b>					
<b>2</b>	<b>Non-institutions</b>					
(a)	Bodies Corporate					
(b)	Individuals					
I	Individuals -i. Resident Individuals holding nominal share capital up to Rs. 2 lakhs		25531781	57.27	2553268	57.27
II	ii. Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs		16130673	36.18	1613012	36.18
(c)	Any Other		2799546	6.28	279981	6.28
	<b>Sub-Total (B)(2)</b>		<b>44462000</b>	<b>99.73</b>	<b>4446261</b>	<b>99.73</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>		<b>44462000</b>	<b>99.73</b>	<b>4446261</b>	<b>99.73</b>
	<b>TOTAL (A)+(B)</b>		<b>4,45,83,000</b>	<b>100</b>	<b>4458298</b>	<b>100</b>
<b>(C)</b>	Shares held by Custodians and against which DRs have been issued					
	<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>4,45,83,000</b>	<b>100</b>	<b>*4458298</b>	<b>100</b>

**\*Note: Any fraction arising while issuing new shares will be treated as per scheme of Reduction of Share Capital or decision taken by Board of Directors as per SEBI regulations.**

**For Sikozy Realtors Limited**



**Jigar Desai**

**Director**

**DIN: 00110653**

Date: 28<sup>th</sup> March, 2024

Place: Mumbai



## SIKOZY REALTORS LIMITED

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.

Annexure: F

Tel.: 02148221745

The financial details of the Sikozy Realtors Limited ("the Company") for the previous 3 years as per the audited statement of accounts and for the Nine months ended December 31, 2023 as per the unaudited financial statements:

(Rs. In Lakhs)

Particulars	For the Nine months ended 31st December, 2023	As per Last Audited Financial Year	1 Year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
	As on 31st December, 2023	2022-2023	2021-2022	2020-2021
	(Unaudited)	(Audited)	(Audited)	(Audited)
Equity Paid-up Capital	4,45,83,000/-	4,45,83,000/-	4,45,83,000/-	4,45,83,000/-
Reserves and Surplus	1,80,61,870/-	1,80,61,870/-	1,80,61,870/-	1,80,61,870/-
Carry forward losses	-5,99,70,121/-	-5,89,96,981/-	-5,79,48,834/-	-2,78,45,539/-
Net worth	26,74,749/-	36,47,889/-	46,96,036/-	3,47,99,331/-
Miscellaneous Expenditure	0	0	0	0
Secured Loan	0	0	0	0
Unsecured Loan	0	0	18,29,079/-	41,69,945/-
Fixed Assets	1,120/-	1,120/-	1,120/-	1,120/-
Income from Operations and other	0	0	0	32,05,001/-
Total Income	0	0	0	32,05,001/-
Total Expenditure	9,73,140/-	9,88,345/-	15,95,165/-	31,31,114/-
Profit before Tax	-9,73,140/-	-9,88,345/-	-3,01,03,295/-	73,887/-
Profit after Tax	-9,73,140/-	-10,48,147/-	-3,01,03,295/-	73,886/-
Cash Profit	0	0	0	0
EPS (Basic)	-0.021	-0.024	-0.675	0.002
Book value per Equity Share	0.06	0.78	0.11	0.78

Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.

Certified True Copy

For and on behalf of Sikozy Realtors Limited

Jigar Desai

Director

DIN: 00110653

Place: Mumbai

Date: 14<sup>th</sup> February, 2024





**B K G & Associates**  
**Chartered Accountants**

1/12, Ramesh Bhavan, 89, Tamba Kanta, Mumbai-400003 ; +919322236105,022-23446761

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**Annexure G**

CERTIFICATE

Annexure-III

To,  
The Board of Directors  
**SIKOZY REALTORS LIMITED**  
B-3, Trishul Apartment,  
Village Mudre Khurd, Taluka Karjat  
Raigarh – 410201

We, the statutory auditors of **Sikozy Realtors Limited**, (hereinafter referred to as “the Company”), have examined the proposed accounting treatment specified in clause **(d) of Part IV** of the Draft Scheme of Capital Reduction between Company and its Shareholders in terms of the provisions of section 66 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there-under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 .

This Certificate is issued at the request of the Sikozy Realtors Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited ("the Stock Exchange"). This Certificate should not be used for any other purpose without our prior written consent.

For B.K.G.& Associates

Chartered Accountant

Firm Registration Number:114852W

**Brij Kishor  
Gupta**

Digitally signed by Brij  
Kishor Gupta  
Date: 2024.03.16 11:28:08  
+05'30'

(B.K.Gupta)

Partner

Membership:040889

Place: Mumbai UDIN: **24040889BKEACP4978**

Date: 16<sup>th</sup> March , 2024



## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

### Annexure-H

#### **Compliance Report to be submitted alongwith the draft scheme for Reduction of Capital**

It is hereby certified that the draft scheme of arrangement involving **Sikozy Realtors Limited** does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Compliance Status
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	The Corporate Governance requirement as per Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to Company.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, The Company has complied with securities laws
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes
(b)	Para(I)(A)(2)	Conditions for schemes of arrangement involving Unlisted entities	Not Applicable (The Scheme of reduction of capital does not involve unlisted entities)
(c)	Para(I)(A)(4)(a)	Submission of Valuation Report	Not Applicable (Since there is no change in Shareholding pattern of the Company pursuant to Scheme of Reduction of Capital) but to support the draft scheme and to help Audit committee and Independent Directors for better decision, the Company has taken Valuation Report from registered valuer.

(d)	Para(I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes
(e)	Para(I)(A)(9)	Provision of approval of public shareholders through e-voting	Not Applicable

For Sikozy Realtors Limited

**Arpita  
Khandelwal**

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Arpita Khandelwal  
Date: 2024.03.26  
15:42:42 +05'30'

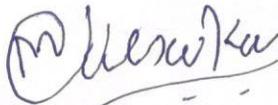
Arpita Khandelwal  
Company Secretary/ Compliance Officer

JIGAR  
KAMLESH  
SH  
DESAI

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by JIGAR  
KAMLESH DESAI  
Date: 2024.03.26  
15:24:47 +05'30'

Jigar Desai  
Non-Executive - Non Independent Director  
DIN: 00110653

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Sikozy Realtors Limited are in compliance with all the Accounting Standards applicable to a listed entity.



Mangesh Kesarkar  
Chief Financial Officer



JIGAR  
KAMLESH  
DESAI

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JIGAR KAMLESH  
DESAI  
Date: 2024.03.26  
15:25:33 +05'30'

Jigar Desai  
Non-Executive - Non Independent Director  
DIN: 00110653



## SIKOZY REALTORS LIMITED

Annexure I

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

**REPORT OF THE INDEPENDENT DIRECTORS OF SIKOZY REALTORS LIMITED FOR RECOMMENDING THE DRAFT SCHEME OF REDUCTION OF CAPITAL OF THE COMPANY AT ITS MEETING HELD ON 13<sup>TH</sup> FEBRUARY, 2024 AT 02:30 PM AT REGISTERED OFFICE OF THE COMPANY.**

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**Present:**

**Members Present:**

- 1) Parag Shah - Independent Director - Chairman
- 2) Priyanka Garg – Independent Director

**In Attendance:**

- 1) Arpita Khandelwal – Company Secretary
- 2) Mangesh Kesarkar – Chief Financial Officer

**Background:**

The Company had placed before the Independent Directors Committee draft scheme for Reduction of Capital ('Scheme') for recommendation by the Independent Directors Committee to the Board of Directors as required in terms of SEBI circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023, for the proposed schemes to be filed under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Scheme provides to write-off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) out of total accumulated losses of Rs. 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) reflected in the Audited standalone financial statements of the Company as on 31<sup>st</sup> March, 2023, by reducing an amount of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty-Four Thousand Seven Hundred only) from the paid-up share capital of the Company and balance amount of Rs. 1,89,72,281/- (One Crore Eighty-Nine Lakhs Seventy Two Thousand Two Hundred and Eighty One) still showing in losses in the Company.

This report is made in order to comply with the requirements of the SEBI circular after considering the following.

- a. Draft Scheme of Reduction of Share Capital.
- b. Valuation report from an independent Registered Valuer, in terms of paragraph I (A) (4) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") and other related Circulars.
- c. Fairness opinion dated 09/10/2023 issued by **Swastika Investment Limited**, a Category-I Merchant Banker.
- d. Audited Financial Statement of the Company for the preceding three financial years.

**Proposed Capital Reduction:**

Salient features of proposed Scheme are as follows.

- i) The Subscribed, Issued and Paid -up capital of the Company shall stand reduced from Rs. 4,45,83,000/- (Indian Rupees Four Crores Forty-Five Lakhs Eighty-Three Thousand)

comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of Rs. 1/- (Indian Rupees One only) each to INR 44,58,300/- (Indian Rupees Forty-Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty-Four Thousand Seven Hundred) equity shares of Rs. 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of Rs. 5,89,96,981/- (Five Crores Eighty-Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) be and is hereby authorized to set off the accumulated losses of the Company of Rs. 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.

- ii) The reduction of capital shall be on proportionate basis and thus there shall not be any change in percentage shareholding of any shareholder of the Company, except adjustment due to fractional entitlement.
- iii) The Capital reduction is proposed for the benefit of the Company and its shareholders, creditors and all concerned, as a whole. The Capital reduction does not involve any cash outflow and therefore, would not affect the ability or liquidity of the Company to meet obligations/ commitments in the normal course of business.

**Need for the reduction of share capital and Rational for the Scheme:**

- a. The Company has the accumulated carry forward losses that the Company's balance sheet is reflecting and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books there by enabling the company to raise financial resources considering the business expansion programs and various Projects launches, that has been considered for development would need huge amount of investment both in terms of equity as well as debt. 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. The Chairman further explained that reduction of share capital in accordance with Section 66 and other applicable provisions of the Companies Act, 2013, 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. Therefore, the Company proposes to reduce the equity share capital of the Company, in accordance with the provisions of the Companies Act, 2013. With this view the Company is planning to write-off accumulated losses of the Company of INR 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only), out of total accumulated losses of INR 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only), against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital

Reduction”) in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.

- b. In order to get fresh infusion of funds for the revival of business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the petitioner company have proposed a restructuring in a manner that the accumulated losses get cleaned up to the extent possible;
- c. 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 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.
- d. 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.
- e. 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.
- f. 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 financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick company.
- g. 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.
- h. The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as whole.
- i. The Scheme of Reduction, after full implementation, will result in making its balance sheet leaner and downsized.
- j. The reflection of true financial statement of the Company would ensure company to attract new source of revenue.

**Synergies of business of the entities involved in the scheme:**

- a. In order to get fresh infusion of funds for the revival of business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the petitioner company have proposed a restructuring in a manner that the accumulated losses get cleaned up to the extent possible.
- b. 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 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.

- c. 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.

**Impact of the scheme on the shareholders:**

- a) The consent of the members of the Company to this Scheme of Reduction of Equity share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013.
- b) The restructuring will also not cause any prejudice to the creditors of the Company. For sake of clarity, it is specified that the reduction in share capital does not involve either diminution of any liability in respect of any unpaid capital or the payment to any shareholders or any paid-up capital or is any call being waived. The creditors of the company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors.
- c) The restructuring will also not cause any prejudice to the shareholders of the Company because due to losses incurred by the company the capital to be written off has already been lost and not represented by any tangible assets. Further the shareholding pattern of the Company pre and post implementation of the Scheme shall remain same.

- d) Impact of the Scheme on Employees / workers:

The scheme shall not have any adverse impact on the employees and workers of the Company.

- e) Impact of the Scheme on Creditors /Bank:

The scheme will not have any adverse impact on any of the Company's creditors / banks / financial institutions and lenders. They would in fact be generally benefited as the Scheme would help improving the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's creditors / banks / financial institutions and lenders.

- f) Effect on legal proceeding:

The scheme would not affect any legal or other proceeding by or against the Company.

- g) Notwithstanding the reduction as mentioned above, the Company shall not be required to add "and reduction" as suffix to its name and the Company shall continue with its existing name.
- h) The provisions of this Part shall operate notwithstanding anything to the contrary in this scheme.

**Cost benefit analysis of the scheme:**

The Independent Directors Committee noted that the proposed Scheme if approved would, inter alia, provide the following benefit:

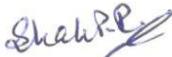
- a) The Company will be able to represent its accurate financial position and have more efficient capital structure.
- b) The proposed capital reduction, would address the over-capitalization issues faced by Company.

All past, present, and future costs, charges, levies, duties and expenses in relation to or in connection with or incidental to the Scheme or the implementation thereof shall be borne by the Company and all of the above costs shall be treated as costs relating to the Scheme. However, the benefit of the Scheme over longer period would outweigh such costs for members of the Company.

**Recommendation of the Independent Directors Committee.**

The Independent Directors Committee recommends the draft Scheme, inter-alia taking into consideration documents stated above, for favorable consideration by the Board of Directors of the Company, Stock Exchange, and Securities Exchange Board of India ('SEBI'), the shareholders of the Company and all other appropriate authorities.

For Sikozy Realtors Limited



Parag Shah  
Chairman & Independent Director  
DIN: 10126977



Date: 13<sup>th</sup> February, 2024

Place: Mumbai



## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

CIN: L45200MH1992PLC067837

Annexure- J

### REPORT ON UNPAID DUES

Sr. No.	Particulars	Details of dues/fine	Amount	Reason for non payment
1	Pending Dues of SEBI	Nil	N.A.	N.A.
2	Pending Dues of Stock Exchanges	Nil	N.A.	N.A.
3	Pending Dues of Depositories	Nil	N.A.	N.A.

For Sikozy Realtors Limited

  
Jigar Desai  
Director  
DIN: 00110653



Date: 28<sup>th</sup> March, 2024  
Place: Mumbai



## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SIKOZY REALTORS LIMITED AT THEIR MEETING HELD ON TUESDAY 13<sup>TH</sup> FEBRUARY, 2024 AT 04:00 PM AT THE REGISTERED OFFICE OF THE COMPANY.**

**"RESOLVED THAT** an undertaking signed by Mr. Jigar Desai, Director of the Company, for non-applicability of requirement prescribed in Para 10(a) the SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, in respect of proposed scheme of Reduction of Capital of the Company as place before the Board of Directors be and is hereby approved and

**FURTHER RESOLVED THAT** the said undertaking be issued to the concerned authorities along with the Certificates of Statutory Auditor of the Company B.K.G. & Associates, Chartered Accountants on the said undertaking as placed before the Board".

::CERTIFIED TRUE COPY::

For Sikozy Realtors Limited

Jigar Desai  
Director

DIN: 00110653



Date: 13<sup>th</sup> February, 2024

Place: Mumbai



## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201  
Tel.: 02148221745

### **Annexure: K**

#### **UNDERTAKING IN RELATION TO NON-APPLICABILITY OF REQUIREMENT PRESCRIBED IN PARA 10(A) OF SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023, ("SEBI CIRCULAR) IN RESPECT OF THE SCHEME OF ARRANGEMENT:**

This is in connection with the proposed Scheme of reduction of Paid Equity Share Capital ("the Proposed Scheme"/"the Scheme") of Sikozy Realtors Limited ("the Company") Pursuant to SEBI Circular, wherein the Securities and Exchange Board of India (SEBI) has mandated all listed companies to ensure that the scheme of arrangement submitted with the National Company Law Tribunal (NCLT) for sanction, provides for voting by public shareholders through e-voting in certain cases in terms of Para 10(a) of Master SEBI Circular, which stipulates as under.

Para 10(a) The Listed entities shall ensure that the Scheme of Arrangement submitted with the NCLT for sanction, provides for voting by public shareholders through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution.

The Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it, in the following cases:

- i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity, or
- ii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.
- iii. Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.
- iv. Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity;
- v. where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares;



Company, clearly stating the reasons for non-applicability of the aforesaid requirement. The Company hereby undertakes that the below requirements of SEBI circular pertaining to approval by majority of public shareholders are **Not Applicable** to the Company.

i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity,

ii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group,

iii. Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme,

iv. Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity;

v. where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares;

This undertaking is furnished in accordance with the approval of Board of Directors of the Company. Copy of Resolution is attached herewith.

In light of the above, the Company is not required to seek approval of the Public Shareholders through e-voting in relation to the Proposed Scheme.

For Sikozy Realtors Limited



Jigar Desai  
Director

DIN: 00110653

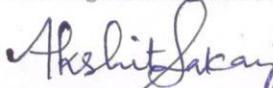
Date: 16<sup>th</sup> March, 2024

Place: Mumbai



For B.K.G. & Associates  
Chartered Accountants

Firm Registration Number: 114852 W



Akshit Arunkumar Jain  
Partner.

Membership: 170822





**B K G & Associates**  
**Chartered Accountants**

1/12, Ramesh Bhavan, 89, Tamba Kanta, Mumbai-400003 ; +919322236105,022-23446761

**Annexure L**

CERTIFICATE

The Board of Directors  
**SIKOZY REALTORS LIMITED**  
B-3, Trishul Apartment,  
Village Mudre Khurd, Taluka Karjat  
Raigarh - 410201

Sub: Undertaking for Non-applicability of conditions under Para 10(a) of the Master SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by Securities Exchange Board of India ("SEBI").(Hereinafter referred to as "The Undertaking")

Re: Scheme of Reduction of Capital of Sikozy Realtors Limited ("The Company")

Dear Sirs,

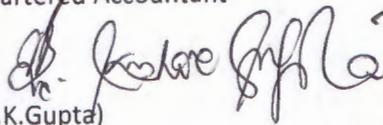
1. We, B.K.G.& Associates, Chartered Accountant are Statutory Auditor of the Sikozy Realtors Limited ("the Company") having registered office at 1/12 Ramesh Bhavan Tamba, Kanta ,Kalbadevi ,Mumbai 400003 .

have been requested by the Company to certify "**The Undertaking**" by the Company regarding non-applicability of Para 10(a) of Master SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (hereinafter referred to as "SEBI Circular") stating the reason thereof in respect of proposed scheme of Reduction of Capital of Sikozy Realtors Limited ("the Company") for the purpose of onward submission to BSE Limited ("BSE") in accordance with the SEBI Circular.

2. The accompanying **Undertaking** approved by the Board of Directors of the Company in its meeting held on 13<sup>th</sup> February, 2024 ("The Undertaking) stating the reason for non-applicability of Para 10(a) of SEBI Circular issued by the Securities Exchange Board of India ("SEBI") has been prepared by the management of the Company, pursuant to the requirement of the SEBI Circular in connection with the proposed Scheme, We have initialed the "**The Undertaking**" for identification purpose only.
3. The preparation of "The Undertaking "is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the content of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of "The Undertaking".
4. The Management is also responsible for ensuring that the Company complies with all requirements of the circular and the Companies Act, 2013 in relation to the proposed Scheme and for providing all the information to the stock exchange where the shares of the Company are quoted, SEBI and other competent authority (ies).

5. Pursuant to the SEBI Circular, it's our responsibility to examine the proposed scheme and certify whether the requirement in paragraph 10(a) as set out in "The Undertaking "are applicable to the proposed scheme.
6. We conducted our examination in accordance with the Guidance Note on Audit reports and Certificates for Special purposes issued by the Institute of Chartered Accountant of India.
7. Based on our examination as above, and the information and explanation furnished to us, we certify that, to the best of our knowledge, the requirement in Para 10(a) of SEBI Circular are not applicable to the Proposed Scheme for the reason as set out in "The Undertaking".
8. Our work was performed solely to assist the Board of Directors of the Company in meeting responsibility in relation to your Compliance with the SEBI Circular. Our obligation in respect of this certificate are entirely separate from , and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate or anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
9. This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to make its application to the BSE & SEBI and should not be used by any other person or for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B.K.G.& Associates  
Chartered Accountant

  
(B.K.Gupta)

Partner

Firm Registration Number:114852 W

Membership:040889

UDIN: 24040889BKEACQ6779

Place: Mumbai

Date: 16<sup>th</sup> March , 2024





## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

Annexure: M

CIN No.: L45200MH1992PLC067837

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SIKOZY REALTORS LIMITED AT THEIR MEETING HELD ON 13<sup>TH</sup> FEBRUARY, 2024, AT 04:00 PM AT THE REGISTERED OFFICE OF THE COMPANY.**

- 1. TO APPROVE CAPITAL REDUCTION OF 4,01,24,700 (FOUR CRORES ONE LAKH TWENTY FOUR THOUSAND SEVEN HUNDRED) EQUITY SHARES OF INR 1/- EACH OF THE COMPANY:**

The Chairman of the Meeting placed the agenda before the Board that in view of the accumulated carry forward losses that the Company's balance sheet is reflecting and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books there by enabling the company to raise financial resources considering the business expansion programs and various Projects launches, that has been considered for development would need huge amount of investment both in terms of equity as well as debt. 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. The Chairman further explained that reduction of share capital in accordance with Section 66 and other applicable provisions of the Companies Act, 2013, 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. Therefore the Company proposes to reduce the equity share capital of the Company, in accordance with the provisions of the Companies Act, 2013. With this view the Company is planning to write-off accumulated losses of the Company of INR 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only), out of total accumulated losses of INR 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only), against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme. After detailed deliberations, the Board of Directors of the Company passed the below Resolution:

**"RESOLVED THAT** pursuant to Sections 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable provisions of law, the Articles of Association of the Company, and subject to the confirmation of the



Hon'ble National Company Law Tribunal ("NCLT"), and such other approvals/ observations as may be required, and subject to such terms and conditions, as may be prescribed by BSE Limited ("Stock Exchange"), Securities and Exchange Board of India, and any other appropriate authority, while granting approval(s) or confirmation(s), and which may be agreed to by the board of directors of the Company ("Board") (which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board), the approval of the Board of Director of the Company subject to approval of Members of the Company in their meeting, be and is hereby accorded to reduce the issued, subscribed and paid-up equity share capital of the Company from INR 4,45,83,000/- (Indian Rupees Four Crores Forty Five Lakhs Eighty Three Thousand) comprising of 4,45,83,000 (Four Crores Forty Five Lakhs Eighty Three Thousand) equity shares of INR 1/- (Indian Rupees One only) each to INR 44,58,300/- (Indian Rupees Forty Four Lakhs Fifty Eight Thousand and Three Hundred) divided into 44,58,300 (Forty Four Lakhs Fifty Eight Thousand and Three Hundred) equity shares of INR 1/- (Indian Rupees One only) each by cancelling and extinguishing 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of INR 1/- (Indian Rupees One only) each, to write-off out of total accumulated losses of INR 5,89,96,981/- (Five Crores Eighty Nine Lakhs Ninety Six Thousand Nine Hundred and Eighty One Only) be and is hereby authorized to set off the accumulated losses of the Company of INR 4,01,24,700 /- (Rupees Four Crores One Lakh Twenty Four Thousand Seven Hundred only) against the paid up capital of the Company from the equity shareholders in a proportionate manner with respect to their shareholding in a company without payment of any consideration to the aforesaid INR 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred Only) ("Capital Reduction") in order to give true and fair view of books of accounts, on the terms and conditions as contained in the Scheme.

**RESOLVED FURTHER THAT** upon the confirmation of the Scheme by NCLT and the aforesaid authorities and becoming effective and operative, without any further act or deed by the equity shareholders (including but not limited to sending appropriate instructions to the depository participants), the above mentioned 4,01,24,700 (Four Crores One Lakh Twenty Four Thousand Seven Hundred) equity shares of the Company shall stand cancelled, extinguished and rendered invalid without any obligations and consequences of whatsoever nature to the Company.

**RESOLVED FURTHER THAT** subject to confirmation of the Scheme by NCLT and all other approvals from any other appropriate authorities, the Company shall not be required to add the words "And Reduced" to its name subsequent to such reduction of capital of the Company.

**RESOLVED FURTHER THAT** the Company shall not issue fractional share certificate(s) and instead consolidate all such fractional entitlement(s), if any, and there upon issue and allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/ Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement(s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board/ Committee(s), and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s).



**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to the resolution, including, making any modifications to the Scheme, statutory form filings, making application to authorities, regulatory or otherwise and to settle any matter, question, difficulty or doubt that may arise in regard to the Scheme as it may deem necessary, proper, desirable or expedient.

**RESOLVED FURTHER THAT** the Directors or Company Secretary of the Company are hereby jointly/ severally authorized, in its absolute discretion, to bring into effect the abovementioned resolution on such other terms and conditions as it may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate bodies/ authorities while according their sanction or consent to the Capital Reduction or to suspend, withdraw or revive the proposal for Capital Reduction from time to time as may be specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion.

**RESOLVED FURTHER THAT** the Company may delegate all or any of the powers herein conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Scheme and settle any questions or difficulties that may arise in regard to the Scheme.”

**RESOLVED FURTHER THAT** any Director of the Company / Company secretary of the Company be and hereby jointly or severally authorised to take all necessary steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and as the Board may in its absolute discretion deem and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, (including but not limited to):

- a) Finalizing, amending and settling the draft scheme, application / petition, and assent to such alterations, conditions and modifications, if any, or effect any other modification or amendment as the Board of Directors of the Company may consider necessary or desirable to give effect to the proposed reduction of share capital;
- b) Filing any affidavit, petition, pleading, application, form or reports before NCLT or any other statutory or regulatory authority including the concerned stock exchanges, SEBI, the Registrar of Companies, the Regional Director or such other authority as may be required in connection with the proposed reduction of capital or its sanction thereof and to do all such acts and deeds as they may deem necessary in connection therewith and incidental thereto;
- c) Making such alterations and changes in the scheme, application to be made to NCLT, as may be expedient or necessary or satisfying the conditions / requirement imposed by NCLT, SEBI and/or any



other statutory /regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application.

d) Signing all applications, petitions, affidavits, undertakings, documents, letters relating to the proposed reduction of capital and represent the Company before the NCLT and any other authorities in relation to any matter relating to the proposed reduction of capital or delegate such authority to any other person through a valid power of attorney;

e) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies Act, 2013, and Rules made thereunder and other applicable laws/regulations in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings and any nature whatsoever in relation to the above;

f) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, Merchant Bankers, auditors, accountants, Registrars or any other one or more agencies, as may be required in relation to or in connection with the proposed reduction of share capital, on such terms and conditions as they may deem fit, finalize fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favor of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard.

g) Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them.

h) Make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in this resolution.

i) Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent / required to be sent to concerned authorities on behalf of the Company.

j) To file requisite forms with the Registrar of Companies in connection with the proposed reduction of share capital during and after the process of sanction thereof.

k) Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid.

l) To accept services of notices or other Processes which may from time to time be issued in connection with the matter aforesaid.



m) To do all such acts and things and deal with all such matters and take all steps as may be necessary including any modification, if required, and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the purposes of this Resolution.

n) To give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all acts, deeds and tasks, as may be deemed necessary, expedient or proper to give effect to the proposed reduction of capital and for matters connected therewith or incidental thereto.

o) To delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer (s) of the Company.

**RESOLVED FURTHER THAT** the "Bombay Stock Exchange" would be the designated Stock Exchange for the purpose of coordinating with SEBI".

::Certified True Copy::

For Sikozy Realtors Limited



Jigar Desai  
Director

DIN: 00110653



Date: 13<sup>th</sup> February, 2024

Place: Mumbai



## **SIKOZY REALTORS LIMITED**

B-3, Trishul Apartment, Village - Mudre Khurd, Taluka - Karjat, Dist. - Raigad, Pin Code - 410201.  
Tel.: 02148221745

### **UNDERTAKING**

This is in connection with the proposed Scheme of reduction of Paid Equity Share Capital ("the Proposed Scheme"/"the Scheme") of Sikozy Realtors Limited ("the Company") Pursuant to SEBI Circular, wherein the Securities and Exchange Board of India (SEBI).

We hereby confirm that no material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation.

For Sikozy Realtors Limited

  
Jigar Desai  
Director  
DIN: 00110653



Date: 28<sup>th</sup> March, 2024

Place: Mumbai