

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF TREJHARA SOLUTIONS LIMITED RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION ("SCHEME") OF LP LOGISTICS PLUS CHEMICAL SCM PRIVATE LIMITED (THE "TRANSFEROR COMPANY") WITH TREJHARA SOLUTIONS LIMITED (THE "TRANSFeree COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Members present

Dr. Mahendra Mehta	Independent Director and Chairman of the Committee
Mr. Tushar Ranpara	Independent Director
Ms. Chetana Dasare	Independent Director

1. A draft of the Scheme of Amalgamation ("Scheme" or the "draft Scheme of Amalgamation") under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder between LP Logistics Plus Chemical SCM Private Limited ("Transferor Company") and Trejhara Solutions Limited ("Transferee Company") was placed before the Committee of Independent Directors.
2. The Equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The Company will be filing the Scheme along with the necessary information / documents with the BSE and NSE under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. This report of the Committee of Independent Directors is prepared and issued pursuant to comply with the requirements of the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI") (including any amendment(s) or modifications(s) thereto) after considering the following:
 - Draft Scheme of Amalgamation;
 - The Valuation Report on the Share Exchange/Entitlement Ratio dated March 26, 2024 of Mr. Dhawal Mehta, Registered Valuer (Registration No. IBBI/RV/06/2023/15462) ("Registered Valuer") in relation to the shares to be issued by the Transferee Company to the Shareholders of the Transferor Company pursuant to the Scheme ("Share Exchange Ratio Report");
 - Fairness Opinion Report dated March 26, 2024 issued by Kunvarji Finstock Private Ltd, a SEBI Registered Merchant Banker on the said Valuation Report ("Fairness Opinion");
 - Certificate issued by M/s. Bansi Khandelwal & Co., Chartered Accountants, the Statutory Auditors of the Company, confirming that the accounting treatment contained in the Scheme is in compliance with all the applicable accounting standard specified by the Central Government under section 133 of Companies Act, 2013 and other Generally accepted Accounting Principles,

4. The Scheme inter-alia provides for the following:

Amalgamation of LP Logistics Plus Chemical SCM Private Limited with and into Trejhara Solutions Limited, and consequent issue 2 (Two) fully paid-up equity shares of face value of Rs.10/- each of the Transferee Company for every 1 (One) equity shares of face value of Rs.10/- each held in the Transferor Company.

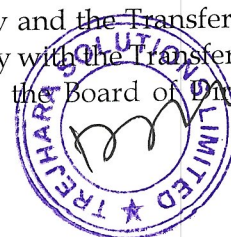


5. Rationale for the proposed Scheme is as under:

The proposed amalgamation is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. By amalgamation, the Transferor Company and the Transferee Company seek to diversify their market presence and product/service offerings in the logistics sector. This broader portfolio will enhance the ability to cross sell, navigate changing market dynamics and future growth potential for both the companies. The proposed Amalgamation of the Transferor Company into the Transferee Company also intends and seeks to achieve flexibility and integration of size, scale and financial strength. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies and other stakeholders of respective companies, *inter-alia*, on account of the following reasons:

- a) The proposed amalgamation will enable the Transferee Company to acquire the rapidly growing logistics business of the Transferor Company, large operations spread across India, Middle-East and Asia with a consolidated revenue size and good margins of Transferor Company and Transferee Company which will result in achieving greater financial strength and flexibility and to maximize overall shareholders' value.
- b) The Transferee Company being logistics solution provider, it's new age technology will help Transferor Company's logistic business to expand it's digital footprint through innovation and analytical capabilities;
- c) Both the Transferor Company and the Transferee Company have potential expansion plans in near future and the integration of their diverse operations in logistics sector will enable them to achieve desired objective and also enable the structure for attracting strategic partners / investors in the logistics sector.
- d) The proposed amalgamation of the Transferor Company with the Transferee Company would make available to them - financial resources, technological upgradation, technological capabilities as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value.
- e) The amalgamation will result in better integration, financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.
- f) Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.
- g) The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present are required to be made separately by the Transferee Company and Transferor Company.
- h) The amalgamation will lead to reduction in costs, pooling of business and strategic resources, greater cost-efficient services, enhanced support services, easy access/availment of all the services, economies of scale and the benefit of access to latest and advanced technologies.
- i) Greater degree of operational efficiency and optimum utilization of resources.
- j) The amalgamation will help in consolidating and improving the internal control systems and procedures which will bring greater management efficiency due to integration of various similar functions being carried out by the entities such as human resources, finance, legal, management, etc.

In view of the aforesaid, the Board of Directors of the Transferor Company and the Transferee Company have considered and proposed the amalgamation of the Transferor Company with the Transferee Company in order to benefit the stakeholders of both the companies. Accordingly, the Board of Directors of the



Transferor Company and the Transferee Company have formulated this Scheme for the transfer and vesting of the entire Undertaking and business of Transferor Company with the Transferee Company pursuant to the provisions of section 230 to section 232 and other relevant provisions of the Act.

6. **Consideration / Share Exchange Ratio:**

In respect of share exchange ratio, the Committee of Independent Directors noted, deliberated and confirmed that the report on recommendation of fair equity share entitlement ratio as recommended in the Share Exchange Ratio Report is fair to the shareholders. Upon scheme becoming effective, shares would be issued as under:

"2 (Two) fully paid-up equity shares of face value of Rs.10/- each of the Transferee Company for every 1 (One) equity shares of face value of Rs.10/- each held in the Transferor Company."

7. Further, the statutory auditors of the Transferee Company have confirmed that the Accounting Treatment as specified in the Scheme are in accordance with the applicable accounting standards specified under the provisions of the Companies Act, 2013 and the generally accepted accounting principles in India, and have issued a certificate confirming the same dated March 26, 2024.
8. The proposed Appointed Date for the Scheme is 1st April, 2024.
9. "Effective Date" means the later of the dates on which certified copies of the order passed by the National Company Law Tribunal, Mumbai sanctioning this Scheme is filed with the Registrar of Companies, Mumbai, in terms of the Act. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date, as defined in clause 1.7 of the Scheme.
10. Upon the Scheme becoming effective, the equity shares issued by the Transferee Company to the shareholders of the Transferor Company shall be listed on BSE and NSE (subject to trading permission granted by the Stock Exchanges).
11. The Scheme would be subject to the sanction and approval of the National Company Law Tribunal, the SEBI, BSE, NSE, Shareholders and other appropriate authorities.
12. The provisions of the Scheme have been drawn up to comply with the conditions relating to "Amalgamation" as defined under section 2(1B) of the Income Tax Act, 1961 and therefore, may not have any tax implications.
13. The Fairness Opinion confirmed that the share entitlement in the Valuation Report is fair to the Transferor Company, the Transferee Company and its shareholders. Thus, the said Scheme is not detrimental to the shareholders of Transferee Company, or for the Company itself.
14. **Recommendation of the Committee:**

Based on the foregoing this Committee is of the informed opinion that the proposed Scheme is not detrimental to the interests of the shareholders of the Company or the Company itself. In light of the



foregoing, the Committee of Independent Directors, after due deliberations and due consideration of all the terms of the Draft Scheme, Share Exchange Ratio Report, Fairness Opinion and the specific points mentioned above, recommends the Draft Scheme for favourable consideration by the Board of Directors of the Company, the BSE, NSE and the SEBI.

**By Order of the Committee of Independent Directors
For and on behalf of Trejhara Solutions Limited**



Dr. Mahendra Mehta
DIN: 00376396

Chairperson of the Committee of Independent Directors



Place: Mumbai

Date: March 26, 2024