



**ORRA FINE JEWELLERY PRIVATE LIMITED**

**CIN:** U36911MH1991PTC061736

**Registered Office:** House of ORRA, Aver House Building, Plot B-26, Off. New Link Road,  
Opp. Citi Mall, Andheri West, Mumbai- 400053, Maharashtra

**Phone:** 022 6680 77777

**Email:** shripad.nene@orra.co.in | **Website:** www.orra.co.in

**NOTICE CONVENING MEETING OF SECURED CREDITORS OF  
ORRA FINE JEWELLERY PRIVATE LIMITED PURSUANT TO ORDER DATED 25 NOVEMBER 2022 OF  
THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

<b>MEETING</b>	
Day	Thursday
Date	12 January 2023
Time	4:00 p.m. (IST)
Mode of meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting shall be conducted in physical mode at registered office of the Company
Venue	House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West, Mumbai- 400053, Maharashtra

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**The Notice of the Meeting, Statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules and Annexure I to Annexure IV should be read together.**

## FORM NO. CAA. 2

[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH

CA (CAA) No. 265/MB/2022

IN THE MATTER OF SECTION 230  
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN ORRA FINE JEWELLERY  
PRIVATE LIMITED AND ITS SHAREHOLDERS

ORRA Fine Jewellery Private Limited, a )  
Company incorporated under the Companies )  
Act, 1956 having Corporate Identity Number: )  
U36911MH1991PTC061736 and having its )  
registered office at House of ORRA, Aver House )  
Building, Plot B-26, Off. New Link Road, Opp. )  
Citi Mall, Andheri West, Mumbai- 400053 )  
Maharashtra ) .... Company / Applicant Company

NOTICE CONVENING MEETING OF THE SECURED CREDITORS OF ORRA FINE JEWELLERY PRIVATE  
LIMITED

To,

**All the Secured Creditors of ORRA Fine Jewellery Private Limited**

1. NOTICE is hereby given that, pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**") *vide* its order dated 25 November 2022 ("**Tribunal Order**"), a meeting of the secured creditors of the Company, will be held for the purpose of their considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between ORRA Fine Jewellery Private Limited ("**Company**") and its shareholders ("**Scheme**") on Thursday, 12 January 2023 at 4:00 p.m. (IST).
2. Pursuant to the said Tribunal Order and as directed therein, the meeting of the secured creditors of the Company ("**Meeting**") will be held at House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West, Mumbai- 400053 Maharashtra to consider and, if thought fit, pass with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and Section 230(6) of the Act as amended:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the

*National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between ORRA Fine Jewellery Private Limited and its shareholders (“**Scheme**”) on the terms and conditions as stated therein placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.*

**RESOLVED FURTHER THAT** *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”*

3. **TAKE FURTHER NOTICE** that the secured creditor shall attend and vote at the Meeting in person or by proxy provided that the form of proxy in the prescribed form is duly signed by the secured creditor or its authorised representative and is deposited at the registered office of the Company at House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West Mumbai- 400053 Maharashtra not later than 48 (forty-eight) hours before the time fixed for the Meeting. The form of proxy can be obtained free of charge from the registered office of the Company during the normal business hours on working days.
4. A copy of the Scheme, Statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”) along with all annexures to Statement are enclosed herewith. A copy of this Notice and the accompanying documents can be obtained free of charge at the registered office of the Company and are also placed on the website of the Company and can be accessed at: [www.orra.co.in](http://www.orra.co.in).
5. The Tribunal has appointed Mr. Cecil De Santa Maria (Chief Operating Officer of the Company), failing whom, Mr. Devkishan Kothari (Chief Financial Officer of the Company), to be the Chairperson for the Meeting and Mr. Rupesh Mahadeshwar, Company Secretary (Membership No 36933) of M/s. R Mahadeshwar & Co, Practicing Company Secretaries and failing whom, Mr. Muzaffar Shaikh (Membership No. 27680) of M/s. MM Shaikh & Associates, Practicing Company Secretaries to be the Scrutinizer for the Meeting.

6. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Mumbai, 9 December 2022

Sd/-

**Mr. Cecil De Santa Maria**  
**Chairperson appointed by the Tribunal for the Meeting**

**Registered office:**

House of ORRA, Aver House Building, Plot B-26, Off.  
New Link Road, Opp. Citi Mall,  
Andheri West, Mumbai- 400053, Maharashtra  
CIN: U36911MH1991PTC061736  
Website: [www.orra.co.in](http://www.orra.co.in)  
Email: [shripad.nene@orra.co.in](mailto:shripad.nene@orra.co.in)  
Tel: 022 6680 77777

**Notes for Meeting of Secured Creditors of the Company**

1. The Board of Directors of the Applicant Company *vide* resolution dated 19 September 2022 has approved the Scheme.
2. Pursuant to the Order passed by the NCLT, the Meeting of the secured creditors of the Company will be held in physical mode.
3. The secured creditors of the Company who have an outstanding balance as on the close of business hours as on the cut-off date i.e. 15 November 2022 may attend and vote at the Meeting either in person or by appointment of proxy or in the case of a body corporate, by an authorised representative, in pursuance of Section 113 of the Act. The authorised representative of the body corporate who is a secured creditor of the Company may attend and vote at the Meeting, provided a copy of the resolution passed by the board of directors or other governing body of the body corporate, authorising such representative to attend and vote at the Meeting is duly certified copy by a director, manager, secretary or other authorised officer of such body corporate and is deposited at the registered office of the Company not later than 48 (forty-eight) hours before the scheduled time of the commencement of the Meeting.
4. The proceedings of the Meeting will be conducted at the registered office of the Company located at House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West, Mumbai- 400053 Maharashtra.
5. The quorum of the Meeting of the secured creditors of the Company shall be 2 (two) secured creditors.
6. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a secured creditor is entitled to inspect the proxies lodged during the normal business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
7. The Notice convening the Meeting will be published through advertisement in 'Business Standard' in the English language and translation thereof in 'Loksatta' in the Marathi language, both having circulation in Maharashtra.
8. A secured creditor or his/her Proxy is requested to bring the copy of the notice to the Meeting and produce the attendance slip, duly signed and completed, at the entrance of the Meeting venue.
9. The documents referred to in the accompanying Statement shall be open for inspection by the secured creditors at the registered office of the Company during normal business hours on working days up to the date of the Meeting.
10. Secured creditors who have an outstanding balance as on the close of business hours as on 15 November 2022, being the cut-off date, will be entitled to exercise their right to vote on the above resolution. The outstanding amount of the secured creditors of the Company shall be in accordance with the books/register of the Company.
11. Voting rights of a secured creditor of the Company shall be in proportion to the outstanding amount due by the Company as on the cut-off date i.e. 15 November 2022.

12. The Notice, together with the documents accompanying the same, is sent to all the secured creditors by e-mail to their respective email address as per the records of the Company or by speed post or courier or by air mail or registered post acknowledgement due to those secured creditors whose email address are not available with the Company.
13. Persons who are not secured creditors of the Company as on the cut-off date i.e. 15 November 2022 should treat this notice for information purposes only.
14. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 read with CAA Rules, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the secured creditors of the Company, present and voting, in person or by proxy, approve the Scheme.
15. The scrutinizer will submit his report to the Chairperson of the Meeting after completion of the scrutiny of the votes cast by the secured creditors. The results, together with the consolidated scrutinizer's report will be displayed on the website of the Company at [www.orra.co.in](http://www.orra.co.in) and at the registered office of the Company.
16. The Chairperson of the Meeting shall have all powers under the CAA Rules, as may be applicable, in relation to the conduct of the Meeting including for deciding procedural questions that may arise at the Meeting or at any adjournment thereof or any other matter including, an amendment to the Scheme or resolution, if any, proposed at the Meeting by any person(s).

**IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH**

**CA (CAA) No. 265/MB/2022**

**IN THE MATTER OF SECTION 230  
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**AND**

**IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN ORRA FINE JEWELLERY  
PRIVATE LIMITED AND ITS SHAREHOLDERS**

**ORRA Fine Jewellery Private Limited, a )**  
 Company incorporated under the Companies )  
 Act, 1956 having Corporate Identity Number: )  
 U36911MH1991PTC061736 and having its )  
 registered office at House of ORRA, Aver House )  
 Building, Plot B-26, Off. New Link Road, Opp. )  
 Citi Mall, Andheri West Mumbai- 400053 )  
 Maharashtra ) **.... Company / Applicant Company**

**STATEMENT UNDER SECTION 230 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES") TO THE NOTICE OF THE MEETING OF SECURED CREDITORS OF ORRA FINE JEWELLERY PRIVATE LIMITED CONVENED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("TRIBUNAL") DATED 25 NOVEMBER 2022 ("TRIBUNAL ORDER")**

**I. Meeting for the Scheme**

This is a Statement accompanying the Notice convening the meeting of secured creditors of ORRA Fine Jewellery Private Limited ("**Company**") for the purpose of their considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between ORRA Fine Jewellery Private Limited and its shareholders ("**Scheme**"). The Scheme provides for reduction of share capital of the Company, whereby the Identified Shares of the Company (*as defined in the Scheme*), held by the Identified Shareholder (*as defined in the Scheme*), shall be reduced, pursuant to the provisions of Section 230 and other applicable provisions of the Act. This Scheme also provides for various other matters consequential thereto or otherwise integrally connected therewith. A copy of the Scheme is attached hereto as **Annexure I**.

Capital terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

**II. Rationale and Benefits of the Scheme**

The circumstances which justify and/or have necessitated the said Scheme and the benefits of the same are, *inter alia*, as follows:

1. *"Over the past few years, the shareholders of the Company, except the Identified Shareholder, are actively involved in managing the affairs of the Company.*



2. *The Identified Shareholder of the Company has expressed a desire to continue as a shareholder in the Company in a capacity which can best serve its financial interests. Further, the Identified Shareholder does not desire to be exposed to the risk generally related to equity shareholders and hence, intends to limit the risk of being an equity shareholder of the Company to the extent commercially feasible.*
3. *As the Company is a private company, the rights and benefits attached to preference shares will best suit the financial needs of the Identified Shareholder. In order, to meet the above objective, the Scheme contemplates reduction of share capital and cancellation of the Identified Shares of the Company and issue of preference shares thereof.*
4. *The balance equity shares held by the Identified Shareholder will enable the Identified Shareholder to continue to participate in the growth and profits of the Company.*
5. *The Scheme is in the interest of all stakeholders of the Company.”*

### III. Background of the Company

#### 1. Particulars of the Company

- (a) ORRA Fine Jewellery Private Limited (“**Company**”) having Corporate Identity Number (CIN) U36911MH1991PTC061736 was incorporated on 17 May 1991, as a private company, under the provisions of the Companies Act, 1956 as ‘Inter Gold Gems Private Limited’ and the Registrar of Companies, Maharashtra issued a Certificate of Incorporation dated 17 May 1991. Subsequently, the name of the Company was changed to its present name ‘ORRA Fine Jewellery Private Limited’ with effect from 19 November 2015 and the Registrar of Companies, Mumbai issued a Certificate of Incorporation dated 19 November 2015. The registered office of the Company was earlier located at Plot No. 12, CTS 60/A of Village Wadhwan, Chakravarty Ashok Road, Kandivali East, Mumbai – 400101, Maharashtra. The Board of Directors of the Company *vide* its resolution dated 21 February 2022 approved the proposal to shift the registered office of the Company. The Registrar of Companies, Maharashtra *vide* its approval dated 7 March 2022, approved the shift of registered office of the Company. The current registered office of the Company is situated at House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West, Mumbai- 400 053, Maharashtra. Its Permanent Account Number with the Income Tax Department is AAACI1062K. The email address of the Company is: shripad.nene@orra.co.in and website is [www.orra.co.in](http://www.orra.co.in). Except as stated above, during the last five years, there has been no change in the name and registered office of the Company. The equity shares of the Company are not listed on any of the stock exchanges.
- (b) Main objects of the Company, as per its Memorandum of Association, have been reproduced below for the perusal of the secured creditors:
  - (1) *“To carry on the business of manufacture or trade, import and export of industrial diamonds, natural diamonds, gems rubies, precious and semi-precious stones and articles thereof, gold, silver and other jewellery of all varieties, grades and colour.”*

During the last five years, there has been no change in the objects clause of the Company.

- (c) The Company is incorporated for the purpose of manufacturing and trading in jewellery and precious and semi-precious stones.
- (d) The authorised, issued, subscribed and paid-up share capital of the Company as on 30 November 2022 is as follows:

Particulars	Amount in INR
<b>Authorised share capital</b>	
90,00,000 equity shares of INR 10 each	9,00,00,000
<b>Total</b>	<b>9,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
66,55,135 equity shares of INR 10 each	6,65,51,350
<b>Total</b>	<b>6,65,51,350</b>

The unaudited financial statements of the Company as on 30 September 2022 is attached hereto as **Annexure II**.

- (e) The details of Directors and Promoter of the Company as on 30 November 2022 along with their addresses are mentioned herein below:

Sr. No.	Name	Category	Address
<b>Directors</b>			
1.	Mr. Amar Kishorchandra Kothari	Director	B/2301, Legend, Banganga, Walkeshwar, Malabar Hill, Mumbai - 400006, Maharashtra.
2.	Mr. Russell Arunkumar Mehta	Director	25-B, Ridge Road, B G Kher Marg, Malabar Hill, Mumbai – 400006, Maharashtra.
3.	Mr. Dipu Mehta	Managing Director	Villa Yasmeeen 3 - ST, Emirates Hill Third Premise Number 394997409, P.O. Box 340502, Dubai, UAE.

Sr. No.	Name	Address
<b>Promoter</b>		
1.	Rosy Blue (India) Private Limited	1608/1609, Prasad Chambers, Opera House Mumbai – 400 004.
2.	Mr. Dipu Mehta	Villa Yasmeen 3 - ST, Emirates Hill Third Premise Number 394997409, P.O. Box 340502, Dubai, UAE.
3.	Inter Gold (India) Private Limited	Plot No. 34. Seepz Andheri – East, Mumbai - 400 096.

#### IV. SALIENT FEATURES OF THE SCHEME

1. The salient features of the Scheme, *inter alia*, are as stated below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause 1 of Part I of the Scheme:
  - (a) The Scheme provides for reduction of share capital of the Company, whereby the Identified Shares of the Company (*as defined in the Scheme*), held by the Identified Shareholder (*as defined in the Scheme*), shall be reduced, pursuant to the provisions of Section 230 and other applicable provisions of the Act.
  - (b) Upon the Scheme becoming effective and in consideration of the reduction of the share capital and cancellation of the Identified Shares of the Company and subject to provisions of this Scheme, the Company shall, without any further application, consent, acts, instrument or deed, issue and allot, to the Identified Shareholder as under:

*“1 (One) fully paid-up redeemable preference share having face value of INR 210 (Indian Rupees Two hundred ten only) each of the Company (“New Preference Shares”) for every 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten only) each of the Company held by the Identified Shareholder.”*
  - (c) The Appointed Date of the Scheme shall mean the Effective Date.
  - (d) The Scheme shall become effective and operative from the Effective Date.
  - (e) The equity shares of the Company are not listed on any of the stock exchanges.

**Note: The above are the salient features of the Scheme. The secured creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.**

#### V. BOARD APPROVALS

1. The Board of Directors of the Company at its Meeting held on 19 September 2022

unanimously approved the Scheme, as given below:

Name of Director	Voted in favour/ against/ did not participate or vote
Mr. Amar Kishorchandra Kothari	In favour
Mr. Russell Arunkumar Mehta	In favour
Mr. Dipu Mehta	In favour

2. In addition to the approval of the Tribunal, the Company will obtain such necessary approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as may be required.

**VI. Interest of Directors, Key Managerial Personnel (KMPs), their relatives and Debenture Trustee**

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their shareholding in the Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme. There are no Debenture Trustee of the Company.

**VII. Effect of the Scheme on stakeholders**

The effect of the Scheme on various stakeholders is summarised below:

**1. Equity shareholders, KMPs, promoter and non-promoter shareholders**

The effect of the Scheme on the equity shareholders, KMPs, promoter and non-promoter shareholders of the Company is given in the report adopted by the Board of Directors of the Company on 19 September 2022 pursuant to the provisions of Section 232(2)(c) of the Act which is attached as **Annexure III** to this Statement.

**2. Directors**

- (i) The Scheme will have no effect on the office of the existing Directors of the Company. Further, no change in the Board of Directors of the Company is envisaged on account of the Scheme. It is clarified that, the composition of the Board of Directors of the Company may change by appointments, retirements or resignations in accordance with the provisions of the Act and Memorandum and Articles of Association of the Company.
- (ii) The effect of the Scheme on the Directors of the Company in their capacity as equity shareholders of the Company is same as in case of other equity shareholders of the Company, as mentioned in the aforesaid report attached as Annexure III hereto.

**3. Employees**

- (i) The employees of the Company shall, in no way, be affected by the Scheme, as there is no transfer of employees under the Scheme.
- (ii) On the Scheme becoming effective, all the employees of the Company shall continue with their employment, without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date.

**4. Creditors (other than Debenture holders and Bond holders)**

- (i) The Scheme does not involve any compromise or arrangement with the creditors of the Company. The rights of the creditors of the Company shall not be impacted pursuant to the Scheme and there will be no reduction in their claims on account of the Scheme. There is no likelihood that the creditors of the Company would be prejudiced in any manner as a result of the Scheme being sanctioned.

**5. Debenture holders, Bond holders and Debenture Trustees**

- (i) The Company has not issued any debentures. Hence, no debenture trustees have been appointed by the Company.

**6. Depositors and Deposit Trustees**

- (i) The Company has not accepted any deposits within the meaning of the Act and Rules framed thereunder. Hence, no Deposit Trustees have been appointed.
- (ii) Thus, the Scheme will have no adverse effect on the aforesaid stakeholders.

**VIII. NO INVESTIGATION PROCEEDINGS**

No investigation proceedings have been instituted or are pending against the Company under Sections 210 to 229 of Chapter XIV of the Companies Act, 2013 or corresponding provisions under the Companies Act, 1956. Further, there are no ongoing adjudication & recovery proceedings, prosecution initiated and enforcement action taken, against the Company, which if results in an adverse outcome may materially and adversely affect the Scheme, the Company's operations or its financial position, as the case may be.

**IX. Amounts due to secured creditors and unsecured creditors**

- (i) The amount due to secured creditors of the Company, as on 15 November 2022 is INR 203,86,43,115/-
- (ii) The amount due to unsecured creditors of the Company, as on 15 November 2022 is INR 153,84,92,922/-
- (iii) The Scheme embodies the arrangement between the Company and its shareholders. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors of the Company.

**X. Share Capital / Debt Restructuring**

The Scheme does not provide for any debt restructuring. Pursuant to the Scheme, the Identified Shares of the Company held by the Identified Shareholder will stand cancelled and reduced. As consideration of the said reduction and cancellation of the Identified Shares, the Identified Shareholder will be issued and allotted New Preference Shares (*as defined in the Scheme*) in the manner specified in the Scheme.

**XI. The pre and post Scheme shareholding pattern of the Company is as follows:**

**Pre-Scheme equity shareholding pattern of the Company**

(Based on shareholding data as on 31 October 2022)

Sr. No.	Category of shareholder	No. of fully paid-up equity shares held	%
(A)	Rosy Blue (India) Private Limited (Identified Shareholder)	45,00,595	<b>67.63</b>
(B)	Dipu Dilip Mehta	21,50,540	32.31
(C)	Inter Gold (India) Private Limited	4,000	0.06
<b>Grand Total (A+B+C)</b>		<b>66,55,135</b>	<b>100</b>

**Pre-Scheme preference shareholding pattern of the Company**

(Based on shareholding data as on 31 October 2022)

Sr. No.	Category of shareholder	No. of fully paid-up equity shares held	%
(A)	Not Applicable	Not Applicable	Not Applicable
<b>Grand Total</b>		Not Applicable	Not Applicable

**Post-Scheme equity shareholding pattern of the Company**

(Based on shareholding data as on 31 October 2022)

Sr. No.	Category of shareholder	No. of fully paid-up equity shares held	%
(A)	Rosy Blue (India) Private Limited (Identified Shareholder)	<b>7,54,595</b>	25.94
(B)	Dipu Dilip Mehta	21,50,540	73.92
(C)	Inter Gold India Private Limited	4,000	0.14

Sr. No.	Category of shareholder	No. of fully paid-up equity shares held	%
<b>Grand Total (A+B+C)</b>		<b>29,09,135</b>	<b>100</b>

#### Post-Scheme preference shareholding pattern of the Company

(Based on shareholding data as on 31 October 2022)

Sr. No.	Category of shareholder	No. of fully paid-up equity shares held	%
(A)	Rosy Blue (India) Private Limited (Identified Shareholder)	37,46,000	100
<b>Grand Total</b>		<b>37,46,000</b>	<b>100</b>

#### XII. Other information

A copy of the Scheme has been filed by the Company with the Registrar of Companies, Mumbai.

#### XIII. Valuation report

A copy of the valuation report dated 19 September 2022 issued by Mr. Shashank Maloo, Registered Valuer (“**Valuation Report**”) in connection with the Scheme is attached hereto as **Annexure IV**.

#### XIV. Inspection of Documents

Electronic copy of following documents will be available for inspection at the registered office of the Company during normal business hours on working days prior to the date of the Meeting:

- (a) Memorandum and Articles of Association of the Company;
- (b) Audited financial statements of the Company as on 31 March 2022;
- (c) Unaudited financial statements of the Company as on 30 September 2022;
- (d) Certificate issued by M/s. M M Nissim & Co LLP, Chartered Accountants, Statutory Auditors of the Company on the accounting treatment proposed in the Scheme;
- (e) Copy of the Scheme; and
- (f) Copy of the Order of the Hon’ble National Company Law Tribunal, Mumbai Bench.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its equity shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the equity

shareholders.

A copy of this Scheme, Statement, Form of Proxy and Attendance Slip may be obtained free of charge on any working day prior to the date of the meeting, from the registered office of the Company situated at House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West Mumbai- 400053 Maharashtra.

Mumbai, 9 December 2022

Sd/-

**Mr. Cecil De Santamaria**  
**Chairperson appointed by the Tribunal for the Meeting**

**Registered office:**

House of ORRA, Aver House Building, Plot B-26, Off.  
New Link Road, Opp. Citi Mall,  
Andheri West Mumbai- 400053 Maharashtra  
CIN: U36911MH1991PTC061736  
Website: [www.orra.co.in](http://www.orra.co.in)  
Email: [Shripad.nene@orra.co.in](mailto:Shripad.nene@orra.co.in)  
Tel: 1800-2661888



# ANNEXURE I

## SCHEME OF ARRANGEMENT

BETWEEN

ORRA FINE JEWELLERY PRIVATE LIMITED

AND

ITS SHAREHOLDERS

---

UNDER SECTION 230 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

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**(A) PREAMBLE**

This scheme of arrangement ("**Scheme**") provides for reduction of share capital of the Company (*as defined hereinafter*), whereby the Identified Shares of the Company (*as defined hereinafter*), held by the Identified Shareholder (*as defined hereinafter*), shall be reduced, pursuant to the provisions of Section 230 and other applicable provisions of the Act (*as defined hereinafter*). This Scheme also provides for various other matters consequential thereto or otherwise integrally connected therewith.

**(B) DESCRIPTION OF THE COMPANY**

ORRA Fine Jewellery Private Limited ("**Company**") is a company incorporated under the provisions of the Companies Act, 1956. The Company is incorporated for the purpose of manufacturing and trading in jewellery and precious and semi-precious stones. The equity shares of the Company are not listed on any recognized stock exchanges in India.

**(C) RATIONALE FOR THE SCHEME**

1. Over the past few years, the shareholders of the Company, except the Identified Shareholder, are actively involved in managing the affairs of the Company.
2. The Identified Shareholder of the Company has expressed a desire to continue as a shareholder in the Company in a capacity which can best serve its financial interests. Further, the Identified Shareholder does not desire to be exposed to the risk generally related to equity shareholders and hence, intends to limit the risk of being an equity shareholder of the Company to the extent commercially feasible.
3. As the Company is a private company, the rights and benefits attached to preference shares will best suit the financial needs of the Identified Shareholder. In order, to meet the above objective, the Scheme contemplates reduction of share capital and cancellation of the Identified Shares of the Company and issue of preference shares thereof.
4. The balance equity shares held by the Identified Shareholder will enable the Identified Shareholder to continue to participate in the growth and profits of the Company.
5. The Scheme is in the interest of all stakeholders of the Company.

**(D) PARTS OF THE SCHEME**

The Scheme is divided into the following parts:

1. **PART I** deals with the definitions of capitalized terms used in this Scheme, the details of the share capital, shareholding pattern of the Company and date of taking effect and implementation of this Scheme;
2. **PART II** deals with the reduction of the Identified Shares of the Company and issue of consideration thereof, pursuant to the provisions of Section 230 and other applicable provisions of the Act; and
3. **PART III** deals with the general terms and conditions applicable to this Scheme.

**PART I****DEFINITIONS AND SHARE CAPITAL****1. DEFINITIONS**

- 1.1 In this Scheme, (i) capitalised terms defined by inclusion in quotations and/ or parenthesis shall have the meanings so ascribed; and (ii) the following expressions shall have the meanings ascribed hereunder:

**“Act”** means the Companies Act, 2013;

**“Applicable Law”** or **“Law”** means any applicable national, foreign, provincial, local or other law including applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Company; and (b) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Company as may be in force from time to time;

**“Appointed Date”** means the Effective Date;

**“Appropriate Authority”** means:

- (a) the government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, tribunal, central bank, commission or other authority thereof; and
- (b) any governmental, quasi-governmental or private body or agency lawfully exercising or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing, exporting or other governmental or quasi-governmental authority including without limitation, and the Tribunal

**“Board”** in relation to the Company means the board of directors of the Company and shall include a committee of directors or any person authorized by such board of directors or such committee of directors duly constituted and authorized for the matters pertaining to this Scheme or any other matter relating hereto;

“**Company**” means ORRA Fine Jewellery Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number U36911MH1991PTC061736 and its registered office at House of ORRA, Aver House Building, Plot B 26, Opp. Citi Mall, Off. New Link Road, Andheri West, Mumbai – 400 053, Maharashtra;

“**Effective Date**” means the date on which the certified copies of the order of the Tribunal approving the Scheme is filed with the RoC by the Company;

Reference in this Scheme to the date of “**coming into effect of this Scheme**” or “**effectiveness of this Scheme**” or “**effect of this Scheme**” or “**upon the Scheme becoming effective**” shall mean the Effective Date;

“**Identified Shares of the Company**” means 37,46,000 (Thirty seven lakh forty six thousand) fully paid-up equity shares of face value of INR 10 (Rupees Ten) each of the Company, held by the Identified Shareholder particularly mentioned in **Schedule I** hereto;

“**Identified Shareholder**” means Rosy Blue (India) Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having CIN U36911MH1998PTC114312;

“**INR**” means Indian Rupee, the lawful currency of the Republic of India;

“**Person**” means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority;

“**RoC**” means the relevant jurisdictional Registrar of Companies having jurisdiction over the Company;

“**Scheme**” or “**this Scheme**” means this scheme of arrangement as modified from time to time;

“**Tax Laws**” means all Applicable Laws dealing with Taxes including but not limited to income-tax, wealth tax, sales tax / value added tax, service tax, goods and service tax, excise duty, customs duty or any other levy of similar nature;

“**Tax**” or “**Taxes**” means all forms of taxes and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies, whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value, goods and services or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, collection at source, dividend distribution tax, advance tax, minimum alternate tax, goods and services tax or otherwise or attributable directly or primarily to the Company or any other Person and all penalties, charges, costs and interest relating thereto; and

“**Tribunal**” means the Mumbai Bench of the National Company Law Tribunal having jurisdiction over the Company.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting the singular shall include the plural and *vice versa*;

1.2.2 headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are for information and convenience only and shall be ignored in construing the same;

and

1.2.3 the words “include” and “including” are to be construed without limitation.

## 2. SHARE CAPITAL AND SHAREHOLDING PATTERN

2.1 The share capital of the Company as on date of approval of the Scheme by the Board is as under:

Particulars	INR
<b>Authorised Share Capital</b>	
90,00,000 equity shares of INR 10 each	9,00,00,000
<b>Total</b>	<b>9,00,00,000</b>
<b>Issued subscribed and paid-up share capital</b>	
66,55,135 equity shares of INR 10 each	6,65,51,350
<b>Total</b>	<b>6,65,51,350</b>

2.2 The shareholding pattern of the Company as on date of approval of the Scheme by the Board is as under:

Sr. No.	Name of the shareholder	No. of shares held	Shareholding Percentage (%)
1.	Identified Shareholder	45,00,595	67.63
2.	Dipu Dilip Mehta	21,50,540	32.31
3.	Inter Gold India Private Limited	4,000	0.06
	<b>Total</b>	<b>66,55,135</b>	<b>100</b>

## 3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

This Scheme in its present form or with any modification(s) made as per Clause 11 of this Scheme, shall become effective and operative from the Effective Date.

### PART II

#### ARRANGEMENT WITH THE IDENTIFIED SHAREHOLDER

## 4. ARRANGEMENT WITH THE IDENTIFIED SHAREHOLDER

4.1 With effect from the Effective Date, the Identified Shares of the Company shall without any further application, act, instrument or deed, stand reduced, extinguished and cancelled.

4.2 The reduction of share capital and cancellation of the Identified Shares of the Company shall be effected as an integral part of this Scheme under Section 230 to 232 of the Act, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall confirm the reduction and reorganization of capital of the Company.

4.3 On effecting the reduction of share capital and cancellation of Identified Shares of the Company as stated in Clause 4.1 above, the share certificates in respect of the Identified Shares of the Company held by the Identified Shareholder shall also be deemed to have been cancelled.

- 4.4 Notwithstanding the reduction of share capital and cancellation of the Identified Shares, the Company shall not be required to add 'And Reduced' as suffix to its name consequent upon the reduction of capital under Clause 4.1 above.
- 4.5 The reduction of share capital and cancellation of Identified Shares of the Company, does not involve any diminution of liability of in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.
- 4.6 The Company submits that the proposed reduction of the share capital and cancellation of the Identified Shares of the Company as stated above is in conformity with and does not violate or circumscribe any provision of the Act.
- 4.7 All actions taken by the Company pursuant to and in accordance with this Scheme shall be deemed to have not breached any terms and conditions or any other provisions of the Law.
- 4.8 This Scheme is an "arrangement" between the Company and its shareholders under Section 230 of the Act and does not envisage the transfer of vesting of any properties and/or liabilities as contemplated in Sections 230 to 232 and other applicable provisions of the Act. This Scheme does not involve any "conveyance" or "transfer" of any property/ liabilities and does not relate to amalgamation or merger or demerger of companies in terms of Sections 230 to 232 of the Act, and accordingly this Scheme and the order sanctioning this Scheme shall not be deemed to be a conveyance within the meaning of the Maharashtra Stamp Act, 1958, and therefore no stamp duty shall be payable on the Scheme and / or the order sanctioning this Scheme.
- 4.9 The approval of the Scheme by the shareholders by the Company shall be deemed to be sufficient for the purposes of effecting the said reduction of the share capital and cancellation of the Identified Shares of the Company and no further resolution under any other applicable provisions of the Act would be required to be separately passed.
- 4.10 Notwithstanding anything to the contrary in any other instrument, deed or writing, upon the Scheme being sanctioned by the Tribunal, it shall be binding upon the shareholders and all other Persons concerned.

## 5. CONSIDERATION

- 5.1 Upon the Scheme becoming effective and in consideration of the reduction of the share capital and cancellation of the Identified Shares of the Company and subject to provisions of this Scheme, the Company shall, without any further application, consent, acts, instrument or deed, issue and allot, to the Identified Shareholder as under:

*1 (One) fully paid-up redeemable preference share having face value of INR 210 (Indian Rupees Two hundred ten only) each of the Company ("New Preference Shares") for every 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten only) each of the Company held by the Identified Shareholder.*

- 5.2 The New Preference Shares shall be issued on terms and conditions consistent with the principal terms and conditions set out in **Schedule II** hereto.
- 5.3 The New Preference Shares shall be subject to the provisions of the memorandum of association and articles of association of the Company.
- 5.4 The issue and allotment of New Preference Shares, is an integral part hereof and shall be

deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Company or its shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the shareholders of the Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of New Preference Shares.

- 5.5 The register of members maintained by the Company and/ or, other relevant records, whether in physical or electronic form, maintained by the Company, in terms of Applicable Laws shall (as deemed necessary by the Board) be updated to reflect the issue of New Preference Shares in terms of this Scheme.
- 5.6 In the event, the Company restructures its equity share capital by way of share split / consolidation / issue of bonus shares etc., during the pendency of the Scheme, the consideration, per Clause 5.1 above shall be adjusted accordingly, to consider the effect of any such corporate actions.
- 5.7 The Company shall, to the extent required, increase its authorized share capital in order to issue New Preference Shares and will comply with the relevant provisions of the Act to increase its authorized share capital.
- 5.8 The Company shall, to the extent required, amend its memorandum of association to increase its authorized share capital in order to issue New Preference Shares, as per the applicable provisions of the Act, prior to allotment of the New Preference Shares and amend its articles of association to reflect such increase.

## **6. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY**

### **6.1 Accounting treatment in the books of the Company:**

6.2 The Company shall credit to its preference share capital account, the aggregate face value of the New Preference Share issued by it pursuant to Clause 5.1 of this Scheme with a corresponding debit to its equity share capital and securities premium account as explained in clause 6.3 below.

6.3 With effect from the Appointed Date, the company; shall account for reduction and reorganization of capital in accordance with Indian Accounting Standards notified under Section 133 of the Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time (Ind AS) and other accounting principles generally accepted in India, in its books of accounts:

6.3.1 Debit the Share Capital Account by Rs. 3,74,60,000/- (Rupees Three Crore Seventy Four - Lakh and Sixty Thousand) being 37,46,000 shares of Face Value Rs. 10 each.

6.3.2 Debit the Securities Premium account to the extent of Rs. 74,92,00,000/- (Rupees Seventy - Four Crore Ninety-Two lakhs only) being 37,46,000 shares of @ Rs 200 per share.

6.3.3 Credit the Redeemable Preference Share account by Rs. 78,66,60,000/- (Rupees Seventy-Eight crore Sixty-Six Lakhs and Sixty thousand only) being 37,46,000 share of Face Value Rs. 210 per share.

**PART III****GENERAL TERMS & CONDITIONS****7. EMPLOYEES**

The employees of the Company shall, in no way, be affected by the Scheme, as there is no transfer of employees under the Scheme. On the Scheme becoming effective, all the employees of the Company shall continue with their employment, without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date.

**8. CREDITORS**

The creditors of the Company shall, in no way, be affected by the Scheme, as there is no reduction in the amount payable to any of the creditors and no compromise or arrangement is contemplated with the creditors. Thus, the Scheme would not, in any way, adversely affect the operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of its business.

**9. TAXES**

Upon the Scheme becoming effective, the Company shall continue to pay Taxes in accordance with and subject to Applicable Law.

**10. APPLICATIONS/PETITIONS TO THE TRIBUNAL**

The Company shall make and file all applications and petitions under Section 230 and other applicable provisions of the Act before the Tribunal, for sanction of this Scheme under the provisions of the Act.

**11. MODIFICATION OR AMENDMENTS TO THIS SCHEME**

11.1 The Board may consent to any conditions or limitations or may make any modifications to the Scheme that the Tribunal or any other Appropriate Authority may impose.

11.2 For the purposes of giving effect to this Scheme, the Board may give such directions including directions for settling any question or difficulty that may arise and such directions shall be binding as if the same were specifically incorporated in this Scheme.

**12. WITHDRAWAL OF THIS SCHEME AND NON-RECEIPT OF APPROVALS**

12.1 The Company shall be at liberty to withdraw the Scheme, any time before the Scheme is effective.

12.2 In the event of withdrawal of the Scheme under Clause 12.1 above, no rights and liabilities whatsoever shall accrue or be incurred by the Company or its shareholders or creditors or employees or any other Person.

12.3 In the event of any of the requisite sanctions and approvals not being obtained on or before such date as may be decided by the Company, this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred upon the Company or their shareholders or creditors or employees or any other Person in terms of this

Scheme.

**13. COSTS AND EXPENSES**

All costs, charges, taxes, duties, levies, fees and expenses, if any, to the extent applicable and payable in connection with this Scheme, shall be borne and paid by the Company.



**SCHEDULE I – LIST OF IDENTIFIED SHARES OF COMPANY HELD BY THE IDENTIFIED SHAREHOLDER**

SR. NO.	NO. OF SHARES	DISTINCTIVE NOS.		CERTIFICATE NOS.	FOLIO NO.
		FROM	TO		
1.	100	101	200	2	10
2.	20,000	5,001	25,000	7	10
3.	1,00,000	25,001	1,25,000	8	10
4.	1,00,000	1,25,001	2,25,000	9	10
5.	1,00,000	2,25,001	3,25,000	10	10
6.	1,00,000	3,25,001	4,25,000	11	10
7.	50,000	4,25,001	4,75,000	12	10
8.	15,000	4,75,001	4,90,000	13	10
9.	50	4,90,001	4,90,050	14	10
10.	6,09,950	4,90,051	11,00,000	15	10
11.	100	11,00,001	11,00,100	20	10
12.	9,900	11,00,101	11,10,000	21	10
13.	40,000	11,10,001	11,50,000	22	10
14.	50,000	11,50,001	12,00,000	23	10
15.	5,00,000	12,00,001	17,00,000	24	10
16.	900	2,451	3,350	25	10
17.	19,00,000	20,00,001	39,00,000	27	10
18.	75,000	19,00,001	19,75,000	35	10
19.	75,000	18,00,001	18,75,000	39	10
<b>Total</b>	<b>37,46,000</b>	-	-	-	-

**SCHEDULE II - TERMS OF ISSUE OF NEW PREFERENCE SHARES**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Terms</b>
1.	Face value per share	INR 210 (Indian Rupees Two hundred ten only)
2.	Dividend	0.001% per annum, payable annually, subject to declaration of the dividend by the Board of the Company and deduction of taxes
3.	Accumulation of dividend	The New Preference Shares shall be non-cumulative, non-convertible and non-participating in nature
4.	Voting rights	Non-voting
5.	Tenure	20 (twenty) years from the date of allotment
6.	Redemption	The New Preference Shares shall be compulsorily redeemed on the expiry of 20 (twenty) years from the date of allotment thereof at par, provided that, the Board shall have an option to redeem the New Preference Shares any time after expiry of 3 years from the date of allotment thereof at par
7.	Listing	The New Preference Shares will not be listed on any stock exchanges in India or abroad
8.	Other terms	As may be decided by the Board and incorporated in the articles of association of the Company

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## ANNEXURE II

ORRA Fine Jewellery Pvt Ltd

BALANCESHEET AS AT 30th September 2022 (Provisional)

	SCH	30/09/2022 RUPEES
<b>SOURCES OF FUNDS</b>		
<b>SHARE HOLDERS' FUNDS</b>		
Share Capital & Reserves	1	1,522,769,486
<b>LOAN FUNDS</b>		
Secured Loans	2	2,125,399,469
Unsecured Loans	3	279,551,181
	<b>TOTAL</b>	<b>3,927,720,136</b>
<b>APPLICATIONS OF FUNDS</b>		
<b>FIXED ASSETS</b>		
Gross Block		1,691,874,829
Less : Depreciation		42,090,857
<b>Net Block</b>		<b>1,649,783,972</b>
<b>CURRENT ASSETS, LOANS AND ADVANCES :</b>		
Inventories	6	4,426,818,769
Sundry Debtors	7	327,518,047
Cash and Bank Balances	8	104,961,686
Loans and Advances	9	549,797,335
		<b>5,409,095,837</b>
<b>LESS :</b>		
<b>CURRENT LIABILITIES AND PROVISIONS :</b>		
Current Liabilities	10	3,004,342,379
Provisions	11	126,817,295
		<b>3,131,159,674</b>
<b>NET CURRENT ASSETS</b>		<b>2,277,936,164</b>
	<b>TOTAL</b>	<b>3,927,720,136</b>



ORRA Fine Jewellery Pvt LtdPROFIT AND LOSS ACCOUNT FOR THE PERIOD 1st APR to 30th September 2022 (Provisional)

	SCH	30/09/2022 RUPEES
Sales		4,494,178,994
COGS		2,913,732,583
<b>Gross Profit</b>		<b>1,580,446,411</b>
<b>GP (%)</b>		<b>35.17%</b>
Employee Cost	15	256,298,542
Advertising & Sales Promotion	16	232,007,447
Scheme Bonus	16	74,432,197
Rent / Commission	16	183,506,800
Other Gen Admin Exps	16	289,504,184
Finance Cost	17	139,734,545
Depreciation		42,090,857
<b>Total Exps</b>		<b>1,217,574,571</b>
Profit / (Loss) Before Other Income		362,871,840
Other Income	12	2,093,769
Profit / (Loss) Before Tax		364,965,609
Less : Provision for Tax		91,854,545
Profit / (Loss) after Tax		273,111,065



ORRA Fine Jewellery Pvt LtdSCHEDULES ATTACHED TO AND FORMING PART OF  
BALANCE SHEET AS AT 30th September 2022

	<u>30/09/2022</u>
	<u>Rs</u>
<b><u>SCHEDULE 1 :</u></b>	
<b><u>AUTHORISED :</u></b>	
90,00,000 Equity Shares of Rs.10/- each	<u>90,000,000</u>
<b><u>ISSUED, SUBSCRIBED AND PAID UP</u></b>	
66,55,135 Equity Shares of Rs.10/- each fully paid-up	66,551,350
<b><u>Reserves &amp; Surplus</u></b>	
Share Premium	1,563,648,600
Share Based Payment Reserve	20,333,678
Capital Redemption Reserve	1,500,000
Profit & Loss	(129,264,142)
TOTAL	<u>1,456,218,136</u>
	1,522,769,486
<b><u>SCHEDULE 2 :</u></b>	
<b><u>SECURED LOANS</u></b>	
From Banks - Working Capital	2,125,399,469
( Secured loan against hypothecation of inventories, book debts, personal guarantee of some of the directors and their relatives and corporate guarantees of holding company)	
TOTAL	<u>2,125,399,469</u>
<b><u>SCHEDULE 3 :</u></b>	
<b><u>UNSECURED LOANS</u></b>	
From Holding Company & Relative	279,551,181
From Director	-
TOTAL	<u>279,551,181</u>



ORRA Fine Jewellery Pvt LtdSCHEDULES ATTACHED TO AND FORMING PART OF  
BALANCE SHEET AS AT 30th September 202230/09/2022  
RsSCHEDULE 6 :  
INVENTORIES \*

Finished Goods & Raw Materials	4,426,818,769
TOTAL	<u>4,426,818,769</u>

SCHEDULE 7 :  
SUNDRY DEBTORS  
(Unsecured-Considered Good)  
Due for More than Six Months  
Others

	327,518,047
TOTAL	<u>327,518,047</u>

SCHEDULE 8 :  
CASH AND BANK BALANCES  
Cash in hand

18,062,051

BALANCES WITH SCHEDULED BANKS

In Current Accounts / CC & OD	86,265,806
In Fixed Deposit Accounts	633,830
TOTAL	<u>104,961,686</u>

SCHEDULE 9 :  
LOANS AND ADVANCES

(Unsecured-Considered Goods)	
Deferred Tax Asset	82,115,810
Advance Recoverable in Cash or in kind	8,406,662
Other Current Assets	46,367,750
Advance Tax Paid	26,600,000
Deposits	160,078,744
Other Non Current Assets	226,228,369
TOTAL	<u>549,797,335</u>

SCHEDULE 10 :  
CURRENT LIABILITIES

Sundry Creditors	999,953,113
Advance from Customers	613,553,052
Other Liabilities	1,390,836,214
TOTAL	<u>3,004,342,379</u>



ORRA Fine Jewellery Pvt LtdSCHEDULES ATTACHED TO AND FORMING PART OF  
BALANCE SHEET AS AT 30th September 2022

30/09/2022

Rs

SCHEDULE 11 :PROVISIONS:

Provision for Gratuity / Others	34,962,751
Provision for Tax / Others	91,854,545
<b>TOTAL</b>	<b>126,817,296</b>

SCHEDULE 12 :OTHER INCOME

Profit / Loss on Sale of Asset	2,064,834
Foreing Exchange Rate Difference	-
Miscellaneous Income / OCI	28,935
<b>TOTAL</b>	<b>2,093,769</b>

SCHEDULE 13 :STOCK DIFFERENTIALStock of Finished Goods

At the year end	4,426,818,769
At the Commencement of the year	4,071,776,446
Less : Value of Stock Recycled	
<b>TOTAL</b>	<b>355,042,323</b>

SCHEDULE 14 :MANUFACTURING ExpensesCOGS

Labour Charges (Net)	2,895,026,956
Stores Consumed	437,578
Stamping Charges	385,023
Melting and Refining Charges	16,895,963
	987,063
<b>TOTAL</b>	<b>2,913,732,583</b>

SCHEDULE 15 :EMPLOYEE COST

Salaries, Wages and Allowances	229,832,171
Contribution to Provident Fund and Other Allied Funds	8,765,846
Staff Welfare Expenses	9,300,524
Gratuity / Bonus	8,400,000
<b>TOTAL</b>	<b>256,298,542</b>





ORRA Fine Jewellery Pvt LtdSCHEDULES ATTACHED TO AND FORMING PART OF  
BALANCE SHEET AS AT 30th September 202230/09/2022  
Rs**SCHEDULE 16 :****OTHER EXPENSES**

Advertisement and Sales Promotion	232,007,447
Scheme Bonus	74,432,197
Rent, Rates and Taxes	182,622,915
Brokerage & Commission	883,884
Electricity Charges	17,483,135
Conveyance . Travelling and Vehicle Expenses	21,214,893
Repairs and Maintenance	33,943,249
Postage and Telephone Expenses	16,745,094
Legal and Professional charges	11,809,104
Security Service Charges	16,048,392
Other Expenses	129,481,874
Printing and Stationery	3,675,724
Packing Material	4,504,388
Insurance Charges	4,823,264
Display Material	4,991,356
Exhibition Expenses	16,723,989
Transportation Charges	765,866
Software Maintenance Exps.	7,294,035
Sundry Balances W/off	(180)
<b>TOTAL</b>	<b>779,450,628</b>

**SCHEDULE 17 :****FINANCE COST :**

Interest	99,741,986
Bank Charges	11,831,569
Service Charges	28,160,990
<b>TOTAL</b>	<b>139,734,545</b>





## ANNEXURE III

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ORRA FINE JEWELLERY PRIVATE LIMITED AT ITS MEETING HELD ON 19 SEPTEMBER 2022 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT BETWEEN ORRA FINE JEWELLERY PRIVATE LIMITED AND ITS SHAREHOLDERS UNDER SECTION 230 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS**

### 1. Background

- 1.1. The Board of Directors ("**Board**") of Orra Fine Jewellery Private Limited ("**Company**") at its meeting held on 19 September 2022, have approved the Scheme of Arrangement between Orra Fine Jewellery Private Limited and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 ("**Act**") ("**Scheme**").
- 1.2. Provisions of Section 232(2)(c) of the Act requires the Board to adopt a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board of the Company is accordingly made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The following documents were, *inter alia*, placed before the Board of the Company:
  - 1.4.1. Draft Scheme; and
  - 1.4.2. Copy of the Valuation Report dated 19 September 2022, issued by Mr. Shashank Maloo, Registered Valuer ("**Registered Valuer**") ("**Valuation Report**").

### 2. Valuation Report | Entitlement Ratio | Issue of consideration pursuant to the Scheme

- 2.1. The Registered Valuer has approved the following fair share swap ratio report:

*1 (One) fully paid-up redeemable preference share having face value of INR 210 (Indian Rupees Two hundred ten only) each of the Company ("**New Preference Shares**") for every 1 (One) fully paid-up equity share of face value of INR 10 (Indian Rupees Ten only) each of the Company held by the Identified Shareholder.*
- 2.2. The Registered Valuer has certified the abovementioned consideration for the Scheme is fair and reasonable.
- 2.3. No special valuation difficulties were reported by the Registered Valuer.

**3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

- 3.1. With effect from the Effective Date (*as defined in the Scheme*), the Identified Shares (*as defined in the Scheme*) held by the Identified Shareholder (*as defined in the Scheme*) shall stand reduced, extinguished and cancelled.
- 3.2. Upon the Scheme becoming effective and as consideration for the reduction, extinguishment and cancellation of the Identified Shares, the Company shall issue New Preference Shares (*as defined in the Scheme*) on the terms as specified in Schedule I to the Scheme, as per the fair share swap ratio specified in Paragraph 2.1 above.

**4. Effect of the Scheme on the KMPs of the Company**

Pursuant to the Scheme, there shall be no adverse impact on the existing KMPs of the Company.

In view of the Board, the Scheme would be in the best interest of all stakeholders of the Company.

**For and on behalf of the Board**



**Name: Mr. Dipu Mehta**  
**Designation: Managing Director**  
**DIN: 08750601**  
**Place: Mumbai**  
**Date: 19 September 2022**

## ANNEXURE IV

ORRA Fine Jewellery  
Private Limited

Valuation report on Fair  
Value of Equity Shares

**Shashank Maloo**  
Chartered Accountant, Registered Valuer-SFA

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## Valuation Analysis

We refer to our Engagement appointment us as independent valuers of **ORRA Fine Jewellery Private Limited** (the “Company”). In the following paragraphs, we have summarized our valuation Analysis (the “Analysis”) of the equity shares of the Company as informed by the management and detailed herein, together with the description of the methodologies used and limitation on our scope of work.

### 1 Context and Purpose

Based on discussion with the management, we understand that the Company’s management has requested us to provide a valuation report to the Board of Directors of the Company on the fair value of equity shares for the proposed reduction of share capital of the Company pursuant to a Scheme of Arrangement between the Company and its shareholders under the Section 230 and other applicable provisions of Companies Act, 2013 and rules framed thereunder. (“**Proposed Scheme**” or “**Scheme**”).

### 2 Background of the Company

ORRA Fine Jewellery Private Limited (‘the Company’ or ‘OFJPL’), a company incorporated under the provisions of Companies Act, 1956 with its registered office at HOUSE OF ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West, Mumbai-400 053 is engaged in the business of manufacturing and trading in jewellery and precious and semi-precious stones.

The management of the Company has informed us that pursuant to the Proposed Scheme, 3,746,000 equity shares of the Company held by Rosy Blue (India) Private Limited will stand reduced, extinguished and cancelled and as consideration for the said reduction and cancellation of the said equity shares held by Rosy Blue (India) Private Limited, the Company will issue, Redeemable Preference Shares.

Further data of the company as under:

CIN	U36911MH1991PTC061736
Company / LLP Name	ORRA FINE JEWELLERY PRIVATE LIMITED
ROC Code	RoC-Mumbai
Registration Number	061736
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital (Rs)	90,000,000
Number of Members (Applicable in case of company without Share Capital)	0
Date of Incorporation	17/05/1991
Registered Address	HOUSE OF ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West Mumbai Mumbai City MH 400053 IN
Email Id	taxation@orra.co.in
Whether Listed or not	Unlisted
Date of last AGM	20/09/2021
Date of Balance Sheet	31/03/2021
Company Status (for e filing)	Active



**List of shareholders as on report date**

Name	No. of shares	% Holding
Rosy Blue (India) Private Limited	4,500,595	67.63%
Mr. Dipu Mehta	2,150,540	32.31%%
Inter Gold (India) Private Limited	4,000	0.06%
<b>TOTAL</b>	<b>6,655,135</b>	<b>100.00%</b>

**List of Directors/ Signatory details**

DIN/PAN	Name	Begin date
0000011569	Amar Kishorchandra Kothari	16/09/2019
0000049766	Russell Arunkumar Mehta	17/08/2002
0008750601	Dipu Mehta	01/04/2020
AXOPN0942R	Shripad Ganesh Nene	09/10/2020

**3 Valuation Premise**

The premise of value for our analyses is going concern value as there is neither a planned or contemplated discontinuance of any line of business nor any liquidation of the Company.

**4 Valuation Date**

The Analysis of the Fair Value of the Equity shares has been carried out based on the financials as on 31 March 2022.

The transaction is proposed to be carried out with effect from the Appointed Date, as specified in the Scheme. The Appointed Date of the Scheme is the Effective Date. The Effective Date of the Scheme means the date on which the certified copies of the order of the jurisdictional National Company Law Tribunal approving the Scheme is filed with the jurisdictional Registrar of Companies by the Company.

**5 Valuation Standards**

The Report has been prepared in compliance with the internationally accepted valuation standards and valuation standard adopted by ICAI Registered Valuers Organisation.

**6 Valuation Methodology and Approach**

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being In possession of the pertinent facts and neither being under any compulsion to act.

Valuation of a business is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- whether the entity is listed on a stock exchange
- industry to which the Company belongs
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated



- Extent to which industry 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 techniques have evolved over time and are commonly in vogue. These can be broadly categorised as follows:

- a) Asset Approach

**Net Asset Value Method (“NAV”)**

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can generate and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

- b) Market Approach

**Comparable Company Market Multiple Method**

Under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. The difficulty here is the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

Whereas no publicly traded company provides an identical match to the operations of a given company, important information can be drawn from the way comparable enterprises are valued by public markets. In case of early stage company and different business model the problem aggravates further.

**Comparable Transactions Multiple Method**

This approach is somewhat similar to the market multiples approach except that the sales and EBITDA multiples of reported transactions in the same industry in the recent past are applied to the sales and EBITDA of the business being valued. In case of the early stage company, this method can't be applied.

- c) Income Approach

**Discounted Cash Flows - “DCF”**

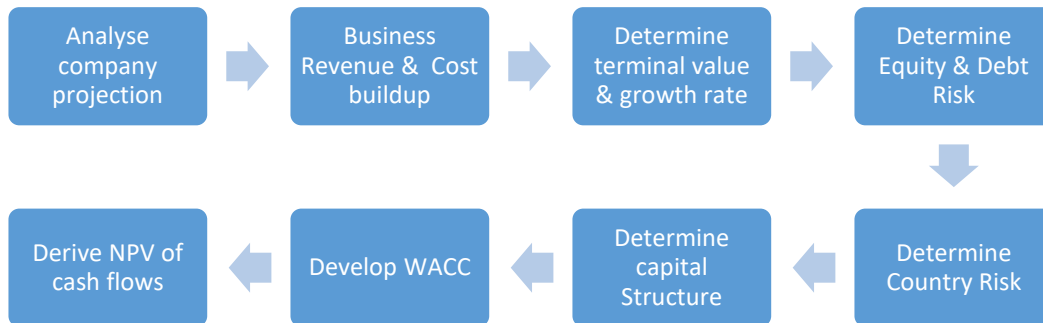
DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Beta is an adjustment that uses historic stock market data to measure the sensitivity of the Company's cash flow to market indices, for example, through business cycles.



The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a Company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows



### Valuation Methodology

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.

In the instant case, based on the nature and stage of the business of the Company, availability of data and generally acceptable valuation methodologies, we have valued the Equity Shares using the DCF method.

Our choice of methodology and valuation has been arrived using usual and conventional methodologies adopted for purposes of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

Keeping in mind the context and purpose of the Report, we have used the DCF method as it captures the growth potential of the business going forward. We have used this method to calculate the fair value of the Equity Shares of the Company based on the financial projections prepared by the Management of the Company.

We have considered the outstanding 342,500 ESOPs as on report date while arriving at the diluted no. of Equity shares for the purpose of valuation.

Further, based on the discussion with the management of the Company, the value of equity shares as on the Valuation Date has been adjusted for right issue of equity shares which is approved by board resolution dated August 23, 2022.





## 7 Source of Information

The Analysis is based on a review of the business plan of the Company provided by the Management and information relating to sector as available in the public domain. Specifically, the sources of information include:

- Management certified unaudited financial statements for valuation date i.e. 31 March 2022;
- Management certified projected financial statements for period of 5 years ending 31 March 2027;
- Details of Shareholding and numbers of Equity Shares as on report date;
- Draft of the Proposed Scheme;
- Discussions with the Management of the Company;
- All Company specific information were sourced from the management of the Company, either in the written hard copy or digital form;
- Other information / data available in public domain.

In addition to the above, we have also obtained such other information and explanations from the Company as were considered relevant for the purpose of the valuation. It may be mentioned that the Management has been provided the opportunity to review our draft report as part of our standard practice to make sure that factual inaccuracies are avoided in our final report.

## 8 Caveats

Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

Our review of the affairs of the Company and their books and account does not constitute an audit in accordance with Auditing Standards. We have relied on explanations and information provided by the Management of the Company and accepted the information provided to us as accurate and complete in all respects. We have not independently investigated or otherwise verified the data provided. Nothing has come to our attention to indicate that the information provided had material mis-statements or would not afford reasonable grounds upon which to base the Report.

The report is based on the financial projections provided to us by the Management of the company and thus the responsibility for forecasts and the assumptions on which they are based is solely that of the Management of the Company and we do not provide any confirmation or assurance on the achievability of these projections. It must be emphasized that profit forecasts necessarily depend upon subjective judgement. Similarly, we have relied on data from external sources. These sources are considered to be reliable and therefore, we assume no liability for the accuracy of the data. We have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant.



The valuation worksheets prepared for the exercise are proprietary to the Valuer and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of our engagement.

The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them.

The Valuation Analysis contained herein represents the value only on the date that is specifically stated in this Report. This Report is issued on the understanding that the Management of the Company has drawn our attention to all matters of which they are aware, which have an impact on our Report 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.

We have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.

The valuer, by reason of performing this valuation and preparing this report, is not to require to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement.

Our Valuation analysis should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.

## 9 Distribution of Report

The Analysis is confidential and has been prepared exclusively for **ORRA Fine Jewellery Private Limited** to meet the requirements of Companies Act, 2013. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of the valuer. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that the report will be shared with the investor / buyers of the Company / submission to government authorities and regulators towards statutory compliances.

## 10 Opinion of Fair Value of Equity Shares and Recommendation of Fair Shares Swap Ratio

a. Based on our valuation exercise Fair Value of the Equity shares is as under:

Method	Value	Weight	Product
<b>DCF Method</b>	146.93 crore	100%	146.93 crore
	No. of shares (diluted) as on report date		<b>6,997,635</b>
<b>Value Per Share (Rs.) (rounded off)</b>			<b>210.00</b>



- b. Based on the above Fair Value of the Equity shares of the Company, the fair share swap ratio for the Proposed Scheme has been arrived as under:

*1 (One) fully paid up redeemable preference share having face value of INR 210 (Rupees Two Hundred and Ten) each of the Company for every 1 (One) fully paid up equity share of face value of INR 10 (Rupees Ten) each of the Company held by Rosy Blue (India) Private Limited.*

We trust the above meet your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours faithfully



**Shashank Maloo**

Registered Valuer – Securities or Financial Assets

Reg. No.: IBBI/RV/07/2019/12701

UDIN: 22169375AWXNXC7182

Date: 19 September 2022

Place: Mumbai

## 11 Annexure A Free Cash Flows

We have been provided with the business projection of the Company for **Five years** by the Management, which we have considered for our Analysis. Accordingly, the projected free cash flows to Firm ("FCFF") based on these financial statements is set out below:

<i>INR in Crore</i>					
Particulars / Years	31-Mar-23	31-Mar-24	31-Mar-25	31-Mar-26	31-Mar-27
No. of Months (Cumulative)	12	24	36	48	60
<b>EBIT</b>	<b>48.38</b>	<b>55.55</b>	<b>63.95</b>	<b>70.65</b>	<b>77.08</b>
<i>Adjustments</i>					
Less :Tax on EBIT	(10.43)	(13.98)	(16.10)	(17.78)	(19.40)
Add :Depreciation	7.27	7.30	7.08	6.71	6.25
Less :Capital Expenditure	(7.50)	(7.50)	(5.63)	(4.22)	(3.16)
Less :Change in Working Capital	(39.15)	(27.53)	(17.78)	(9.79)	(8.36)
<b>Free Cash flows to Firm ('FCFF')</b>	<b>(1.43)</b>	<b>13.83</b>	<b>31.53</b>	<b>45.57</b>	<b>52.40</b>
Discount Factor	0.88	0.78	0.69	0.61	0.53
<b>Present Value ('PV') of FCFF</b>	<b>(1.26)</b>	<b>10.76</b>	<b>21.64</b>	<b>27.59</b>	<b>27.98</b>

Particulars	INR in Crore
EBITDA (FY 2026-27)	83.33
Growth Rate (%)	3.50%
<b>EBITDA for perpetuity</b>	<b>86.25</b>
Less: Taxes @ 25.17%	(21.71)
Less: Capital Expenditure	(3.16)
Add: Tax benefit on depreciation on Capital Expenditure	0.39
Less: Incremental Working Capital requirement	(13.57)
<b>Cash Flows for perpetuity (Net)</b>	<b>48.20</b>
<b>Capitalised value for perpetuity</b>	<b>488.43</b>
Add: Tax benefit on depreciation on WDV at the end of explicit period	5.19
<b>Post Tax Terminal Value</b>	<b>493.62</b>

Particulars	INR in Crore
NPV of explicit period	86.71
Present Value of perpetuity	263.59
<b>Enterprise Value</b>	<b>350.30</b>
Less: Debt outstanding as on 31 March 2022	(227.31)
Add: Cash & Bank Balance as on 31 March 2022	4.23
Add: Cash Inflow from Exercise of ESOPs	9.33
Less: Contingent Liabilities as on 31 March 2022	(5.63)
<b>Equity Value</b>	<b>130.93</b>
Add: Right Issue post 31 March 2022 but before report date	16.00
<b>Equity Value (Adjusted)</b>	<b>146.93</b>
Dilutive No. of Equity shares as on report date	6,997,635
<b>Value Per Equity Share (In INR)</b>	<b>209.98</b>



**Assumptions**

<b>Cost of Equity</b>	<b>17.76%</b>
Weightage	50.00%
Long Term Growth Rate	5.00%
Risk free rate	6.34%
Equity risk premium	6.42%
Company specific risk	5.00%
Beta	

<b>Cost of debt (effective)</b>	<b>8.98%</b>
Weightage	50.00%
Cost of debt	12.00%
Tax benefit	3.02%

The weightage average cost of capital (WACC) for the Company is 13.37%.

**Terminal Value**

The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimates growth rate of the industry and economy. Based on dynamics of the sector and discussions with the Management we have assumed a terminal growth rate of 3.50% for the Company beyond the projections periods.

Using these cash flows and a discount rate of 13.37%, we estimate the equity value of the Company **Rs. 146.93 crores.**

**Discount Factor**

Discount Factor considered for arriving at the present value of the free cash flows to the firm is the WACC.

The cost of equity is computed using the capital asset pricing model (CAPM) using the formula shown below.

$$R_e = R_f + B (R_m - R_f) + CSP$$

Where,

R<sub>f</sub> = Risk free rate;

R<sub>m</sub> =Market return;

B = sensitivity of the index to the market / measure of market risk

CSP – Company Specific Risk

Post-tax cost of debt is considered for calculating cost of debt.



Particulars	Rate	Source
Risk free return (Rf)	6.34%	10-year bond yield from Gsec
Market Return (Rm)	6.42%	Source: <a href="http://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/ctryprem.html">http://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/ctryprem.html</a>
Measure of market risk(B)	1.00	No peer available
Company Specific Risk	5.00%	For uncertainty related to CF Projections, Illiduidity Discount and Contingencies
Cost of debt	12.00%	
Tax benefit	25.17%	

Based on the above parameters, the WACC has been calculated at **13.37%**.

*(This space is intentionally left blank)*



**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**ORRA Fine Jewellery Private Limited**

CIN: U36911MH1991PTC061736

**Registered Office:** House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West, Mumbai- 400053, Maharashtra

**Email:** shripad.nene@orra.co.in

**Before the National Company Law Tribunal  
Bench, at Mumbai**

**In the matter of the Companies Act, 2013**

**AND**

**Scheme of Arrangement between ORRA Fine Jewellery Private Limited and its shareholders**

**AND**

**In the matter of Section 230 and other applicable provisions of the Companies Act, 2013**

ORRA Fine Jewellery Private Limited

**... Company**

Name of the Secured Creditor: \_\_\_\_\_

Registered Address:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Email-Id: \_\_\_\_\_

I/ We being the Secured Creditor(s) of ORRA Fine Jewellery Private Limited having an outstanding amount of \_\_\_\_\_ hereby appoint:

1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2) Email-ID: \_\_\_\_\_

3) Signature: \_\_\_\_\_

Or failing him / her

4) Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Email id: \_\_\_\_\_

Signature: \_\_\_\_\_

As my / our proxy and whose signature(s) are appended above to attend and vote (on Poll) for me/ us and on my/ our behalf at the Meeting of the Company to be held at House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West Mumbai- 400053 Maharashtra, 12 January 2022 at 4:00 p.m. (IST) and at any adjournment or adjournments thereof in respect of such resolutions and in such manner as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution	For	Against
1	Approval of Scheme of Arrangement between ORRA Fine Jewellery Private Limited (" <b>Company</b> ") and its shareholders (" <b>Scheme</b> ").		

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Signature of Secured Creditor \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Please  
affix  
Revenue  
Stamp of  
Re. 1

#### NOTES:

- 1) This Form of Proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) Please affix revenue stamp before putting signature.
- 3) In case of any alterations made in the Form of Proxy, the alteration should be initialed.
- 4) In case of multiple proxies, the proxy later in time shall be accepted.



- 5) Proxy need not be the creditor of the Company.
- 6) Body Corporate secured creditor(s) would be required to deposit certified copies of board resolutions or power of attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the registered office of Company at least 48 hours before the time of holding the Meeting.
- 7) This is only optional, please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**ORRA Fine Jewellery Private Limited**

CIN: U36911MH1991PTC061736

**Registered Office:** House of ORRA, Aver House Building, Plot B-26, Off.  
New Link Road, Opp. Citi Mall, Andheri West, Mumbai- 400053, Maharashtra

**Email:** shripad.nene@orra.co.in

**ATTENDANCE SLIP**

**MEETING OF THE SECURED CREDITORS ON THURSDAY, 12 JANUARY 2023 AT 4:00 P.M. (IST)**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

Name of Secured Creditor	
Address	
Amount outstanding as on 15 November 2022	
Name of the Proxy holders / Authorised Representative*	

\* To be filled in by the Proxy in case he/she attends instead of the secured creditor

I/We hereby record my/our presence at the convened Meeting of the secured creditors of ORRA Fine Jewellery Private Limited, the Company, convened at House of ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West, Mumbai- 400053, Maharashtra on Monday 12 January 2022 at 4:00 p.m. (IST) pursuant to the Order dated 25 November 2022 of the Hon'ble Tribunal.

\_\_\_\_\_  
Secured Creditor / Proxy / Authorised Representative

**NOTE:**

1. Secured creditors attending the meeting in person or by proxy or through authorised representative are requested to complete and bring the attendance slip with them and hand it over at the entrance of the Meeting hall.

2. Creditor/proxy holder who desire to attend the meeting should bring his / her copy of the Notice for reference at the Meeting.
3. Secured creditors are informed that no duplicate slips will be issued at the venue of the Meeting and they are requested to bring this slip for the Meeting.

If, undelivered return to:

**ORRA Fine Jewellery Private Limited**

House of ORRA, Aver House Building, Plot B-26, Off.

New Link Road, Opp. Citi Mall, Andheri West, Mumbai- 400053, Maharashtra

Route map to the Meeting venue

