**RESOLUTION []: SCHEME OF ARRANGEMENT/AMALGAMATION**

Resolution

**SES RECOMMENDATION**

Recommendation text of scheme wala

**THE SCHEME**

**OVERVIEW**

Overview

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **PROFILES OF THE COMPANIES** | | | | | | | |
|  | **Company Name 1** | **Company name 2** |
| Background | bg 1 | bg 2 |
| Nature of Business | nob1 | nob 2 |
| Authorized Capital | ac 1 | ac 2 |
| Issued, Subscribed and Paid-up Capital | issue 1 | issue 2 |

Relationship b/w parties

**RATIONALE FOR THE SCHEME**

rational for scheme

**KEY STEPS IN THE SCHEME**

key steps in scheme

**THE SCHEME OF ARRANGEMENT**

the scheme of arrangement

|  |  |
| --- | --- |
| **Consideration** | **cosideration** |
| Valuation / Fairness Opinion | valuation |
| Payment of Consideration | payment of consideration |
| Transfer of Assets/ Liabilities | transfer |
| Remaining Business | remaining business |
| Type of Transaction | type of transaction |

**Time Line:**Time line value

**CHANGE IN SHAREHOLDING PATTERN**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Category** | **Pre Arrangement** | | **Post Arrangement** | |
| **Number of shares** | **% shareholding** | **Number of shares** | **% shareholding** |
| Promoter group | 10 | 12.50 | 10 | 12.50 |
| Public (Institutional) | 30 | 37.50 | 30 | 37.50 |
| Other Public | 40 | 50.00 | 40 | 50.00 |
| Total | 80 | 100 | 80 | 100 |

changes in shareholding pattern text

**CHANGE IN CAPITAL STRUCTURE**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Share Capital Structure** | | | | |
|  | **Pre-scheme of arrangement** | | **Post-scheme of arrangement** | |
| Authorized | 90 | 90 | 90 | 90 |
| Issued | 90 | 90 | 90 | 90 |

changes in capital structure text

**COMPANY'S DECLARATIONS**

**Complaints/investigations against the Company:** yo yo

**Approval from Stock Exchange:** toto

**CONFLICT OF INTERESTS**

**Common Directors:**common directors

**Directors’ Shareholdings:** share holding

**SES ANALYSIS OF THE SCHEME**

Is any class of shareholders benefitted more at the cost of others, directly or indirectly? Extra scrutiny in cases where promoter entity is involved. Analysis text

Are there any potential conflicts which may lead the directors to vote for the scheme? Analysis text