

CELEBRUS CAPITAL LIMITED

(CIN: U67120KL2009PLC024797)

Registered Office: 27/540, II Floor,
EAK Towers, Main Avenue, Panampilly Nagar,

Kochi- 682036, Kerala

Tel:- +914844291111

E-mail- giby.com@gmail.com

Website: <http://celebrus.in/>

NOTICE TO EQUITY SHARE HOLDERS

NOTICE OF EQUITY SHAREHOLDERS OF CELEBRUS CAPITAL LIMITED
CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY
LAW TRIBUNAL, KOCHI BENCH DATED 08-11-2019

DAY	Thursday
DATE	9th January 2020
TIME	3.15.P.M
VENUE	BTH Bharat Hotel, Durbar Hall Road, Ernakulam, Kerala - 682016.

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BEFORE THE HONOURABLE NATIONAL COMPANY LAW TRIBUNAL,

KOCHI BENCH

C.A. No.(CAA)/12/KOB/2019

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 of the Companies Act, 2013

And

In the matter of Scheme of Amalgamation between
Celebrus Capital Limited and Commodity Online (India) Limited

And

Acumen Capital Market (India) Limited

CELEBRUS CAPITAL LIMITED

(CIN: U67120KL2009PLC024797), a Company
incorporated under the Provisions of the Companies Act,
1956 having its registered office at 27/540, II Floor, EAK Towers,
Main Avenue, Panampilly Nagar, Kochi- 682036, Kerala

: Applicant/ Transferor Company 2

FORM NO. CAA-2

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF
CELEBRUS CAPITAL LIMITED, THE APPLICANT COMPANY, PURSUANT TO
THE ORDER DATED NOVEMBER 8, 2019 PASSED BY THE HON'BLE
NATIONAL COMPANY LAW TRIBUNAL, KOCHI BENCH**

To

The Equity Shareholders of Celebrus Capital Limited (“Applicant Company” or “Transferor Company 2” or “CCL”)

TAKE NOTICE that by an Order dated November 8, 2019 (“**Order**”), the Kochi Bench of the Hon'ble National Company Law Tribunal ("**Hon'ble NCLT**") has directed a meeting of Equity Shareholders ("**Shareholders**") of the Transferor Company 2 to be held for the purpose of considering, and if thought fit, approving with or without modification (s), the Scheme of Amalgamation for merger of the businesses of the entire undertakings of

Commodity Online (India) Limited and Celebrus Capital Limited (Transferor Companies) with Acumen Capital Market (India) Limited (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made there under (“**Scheme of Amalgamation**” or “**Scheme**”).

TAKE FURTHER NOTICE that in pursuance of the Order and as directed therein, a meeting of the Shareholders of the Transferor Company 2 will be held at BTH Bharat Hotel, Durbar Hall Road, Ernakulam, Kerala – 682016 on Thursday, January 9, 2020 at 3.15 PM and you are requested to attend the same.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the Registered Office of the Applicant Company at 27/540, II Floor, EAK Towers, Main Avenue, Panampilly Nagar, Kochi- 682036, Kerala, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. Form of proxy is attached with this notice.

TAKE FURTHER NOTICE that the Hon'ble NCLT has appointed Advocate Mr. Rejinark .P as the Advocate Commissioner, to carry out the Amalgamation process in the above company Application. The abovementioned Scheme of Amalgamation, as approved by the Shareholders, will be subject to further orders of the Hon'ble NCLT. This notice is given for transacting the special business mentioned below to be passed through voting at such Hon'ble NCLT Convened Meeting.

The Board of Directors of the Company, at its meeting held on 27.09.2019 has approved the above-mentioned Scheme of Amalgamation, subject to approval of the Shareholders and Creditors of the Company, as may be required, and subject to the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

The voting rights of Shareholders shall be in proportion to their shareholding in the Company as on 31.03.2019

It is informed by the Company that, at the meeting, the following resolutions will be considered and if thought fit, be passed, with or without modification(s):

"RESOLVED THAT to consider and, if thought fit, approve with (or without modification(s), the following Resolutions under Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment

thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the proposed amalgamation embodied in the scheme of amalgamation of Acumen Capital Market (India) Limited and Commodity Online (India) Limited and Celebrus Capital Limited and their respective shareholders(“Scheme”).”

*“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, if and when applicable, 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 Hon’ble National Company Law Tribunal, if and when applicable or by any regulatory or other authorities, while granting such consents, approvals and permissions, the proposed amalgamation embodied in the scheme of amalgamation of Acumen Capital Market (India) Limited and Commodity Online (India) Limited and Celebrus Capital Limited and their respective shareholders (“Scheme”) placed before this meeting and initialled by the Chairman 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 amalgamation 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 Hon'ble National Company Law Tribunal, Kochi Bench or such other regulatory/statutory authorities while sanctioning the amalgamation embodied in the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper.”*

The Explanatory Statement under Sections 230 to 232 of the Companies Act, 2013

read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, the Scheme and the other enclosures as indicated in the index are enclosed.

Place:- Ernakulam

Date:- 06.12.2019

Sd/-

P. REJINARK,
ADVOCATE COMMISSIONER.

Notes:

1. The proxy form should be deposited at the registered office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the meeting of the Equity Shareholders of the Applicant Company. The form of proxy is annexed to the notice herewith and also can be obtained free of charge at the registered office of the Applicant Company.
2. All alterations made in the proxy form should be initialed.
3. The member or his proxy, attending the meeting is requested to bring the attendance slip duly completed and signed.
4. Mr. Sarath Sasidharan, Practicing Company Secretary has been appointed as the scrutinizer to conduct the voting process through ballot/poll paper at the venue of the meeting in a fair and transparent manner.
5. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the scheme shall be acted upon only if a majority in number representing the three fourth in value of the members of the Applicant Company, voting in person or by proxy, agree to the Scheme.
6. The Notice, together with the documents accompanying the same, is being sent to the members by e-mail and through service by courier or registered post in case the e-mail address is not available with the Company. The notice will be displayed on the website of the Applicant Company i.e. <http://celebrus.in/> .
7. The notice convening the meeting will be published through advertisement in the Kochi Edition of the following newspapers, namely (i)Deepika, and (ii) Times of India

BEFORE THE HONOURABLE NATIONAL COMPANY LAW TRIBUNAL,

KOCHI BENCH

C.A. No.(CAA)/12/KOB/2019

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 of the Companies Act, 2013

And

In the matter of Scheme of Amalgamation between
Celebrus Capital Limited and Commodity Online (India) Limited

And

Acumen Capital Market (India) Limited and

CELEBRUS CAPITAL LIMITED

(CIN: U67120KL2009PLC024797), a Company
incorporated under the Provisions of the Companies Act,
1956 having its registered office at 27/540, II Floor,
EAK Towers, Main Avenue,
Panampilly Nagar, Kochi- 682036

Applicant/Transferor Company 2

**EXPLANATORY STATEMENT UNDER SECTION 230(3) OF THE COMPANIES
ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS
AND AMALGAMATIONS) RULES, 2016.**

1. This is the statement accompanying the Notice convening the meeting of the Equity Shareholders pursuant to the Order dated November 8, 2019, passed by the Honorable National Company Law Tribunal, Kochi Bench in the Company Application Number (CAA) No. 12/KOB/2019, to be held at BTH Bharat Hotel, Durbar Hall Rd, Ernakulam, Kerala-682016 on Thursday, 9th day of January, 2020 for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the proposed Scheme of Amalgamation between **Celebrus Capital Limited and Commodity Online (India) Limited (Transferor Companies) and Acumen Capital Market (India) Limited (Transferee Company)**. The certified copy of the said order will be available for inspection at the Registered Office of the Company at 27/540, II Floor, EAK Towers, Main Avenue, Panampilly Nagar. Kochi-

682036, during the business hours of the Company, from December 9, 2019 to January 8, 2020. In this statement, Commodity Online (India) Limited and Celebrus Capital Limited are hereinafter individually referred to as “Transferor Company 1” and “Transferor Company 2” or “Applicant Company” respectively and collectively referred to as the “Transferor Companies” and Acumen Capital Market (India) Limited is hereinafter referred to as the “Transferee Company”.

2. This statement explaining the terms of the Scheme of the Amalgamation is being furnished as required under Sections 230 to 232 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 of the Companies Act, 2013. Notice of the said meeting together with the copy of the Scheme which has been approved by the Board of Directors of the Company is enclosed herewith. The definitions contained in the Scheme shall also apply to this Explanatory Statement.

OVERVIEW

3. The Scheme envisages the Amalgamation of Commodity Online (India) Limited (Transferor Company 1) and Celebrus Capital Limited (Transferor Company 2) with Acumen Capital (India) Limited (Transferee company) under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, with effect from 31st March, 2019 (**‘Appointed Date’**).

DETAILS OF THE TRANSFEROR COMPANY 2/APPLICANT COMPANY:

4. **Celebrus Capital Limited**, the Transferor Company 2, is an unlisted public company incorporated on September 24, 2009, under the Companies Act, 1956. The Transferor Company 2 is a registered intermediary with SEBI (SEBI Reg. No: INZ000165237) and Member in BSE. The Corporate Identification Number (CIN) of the Transferor Company 2 is CIN: U67120KL2009PLC024797. The Permanent Account Number of the Transferor Company 2 is AADCC7583L. The e-mail address for all communications is giby.com@gmail.com. The Registered Office address of the Transferor Company 2 is 27/540, II Floor, EAK Towers, Main Avenue, Panampilly Nagar, Kochi-682036.
5. The main objects as per the Memorandum of Association and the main business of the Transferor Company 2 is as follows:

Carry on the business of broking services in capital market and debt market with membership in approved stock exchanges, dealing in currency and interest rate derivatives as member of exchanges distribution of financial products such as mutual fund products and insurance products, DEMAT account services as depository participant, portfolio management and investment advisory services as SEBI registered intermediary.

Details of change of Name, Registered Office and Objects of the company during the last 5 years: Not Applicable.

Details of the Capital Structure of the Transferor Company 2 including Authorized, Issued, Subscribed and Paid up Share Capital:

6. The capital structure of the Transferor Company 2 as on 31stMarch, 2019 are as follows:

PARTICULARS	AMOUNT (Rs)
Authorised Share Capital:	
2,00,00,000 Equity Shares of Rs.10 each	20,00,00,000
Issued, Subscribed and Fully Paid up Share Capital:	
45,00,000 Equity Shares of Rs.10 each, fully paid-up	4,50,00,000
Total	4,50,00,000

Names of the Promoters and Directors along with their addresses.

7. The details of Promoters of the Transferor Company 2 are as follows:

Sl.No.	NAME OF THE PROMOTER	RESIDENTIAL ADDRESS
1	COMMODITY ONLINE (INDIA) LIMITED	27/540, III FLOOR, EAK TOWERS,MAIN AVENUE, PANAMPILLY NAGAR, KOCHI-682036,KERALA
2	JERRY MATHEW	KALAPPURA HOUSE, PUTHENANGADY, KOTTAYAM, KERALA - 686 001.
3	GEORGE IYPE	KALAPPURA HOUSE,PUTHENANGADY, KOTTAYAM, KERALA - 686 001.
4	JOSE THOMAS	NEDUMCANAL HOUSE, PALA PO, KOTTAYAM DISTRICT,KOTTAYAM, KERALA -

		686 575.
5	SREEKUMAR RAGHAVAN	TC 12/137, PLAMOD, PATTOM PO,TRIVANDRUM -695 004
6	MADHUSUDHANAN EP	EMBRAM MADOM, NETTOOR,KOCHI, KERALA – 682 040.
7	ANOOP KRISHNAN	PUNNACKEL (H), RAJAMUDY PO,IDUKKI –685 604.

8. The details of the Directors of the Transferor Company 2 are as follows:

Sl. No	NAME OF THE DIRECTOR	RESIDENTIAL ADDRESS
1	GIBY MATHEW	10 G 1 RDS OASIS, 4TH CROSS ROAD, NETHAJI NAGAR, KADAVANTHARA,ERNAKULAM - 682020
2	BINU K ALEXANDER	B 3/104, LA HABITAT NRA YNA COMPLEX, HEBATPUR ROAD, THALTEJ, AHMEDABAD - 380059
3	GEORGE IYPE	FLAT NO.2A, RDS AVENUE ONE, NEAR PASSPORT OFFICE, PANAMPILLY NAGAR, ERNAKULAM -682036

DETAILS OF THE TRANSFEROR COMPANY 1

9. **Commodity Online India Limited**, the Transferor Company 1, is an unlisted public company incorporated on November 29, 2006, under the Companies Act, 1956. The Corporate Identification Number (CIN) of the Transferor Company 1 is CIN: U74999KL2006PLC020045. The Permanent Account Number of the Transferor Company 1 is AACCC9654M. The e-mail address for all communications is *giby.com@gmail.com*. The Registered Office address of the Transferor Company 1 is 27/540, III Floor, EAK Towers, Main Avenue, Panampilly Nagar, Kochi- 682036, Kerala.

10. The main objects as per the Memorandum of Association and the main business of the Transferor Company 1 is as follows:

Carry on the business of developing and maintaining portals and online/electronic auction centers on commodities, to impart information/news on commodities through all modes and to carry on the business of broking services in capital market and commodity market with membership in approved stock exchanges and commodity exchanges, mutual fund distribution, insurance products distribution, distribution of any other financial products, intermediation of approved financial

products, portfolio management services, broking in currency futures, trading in approved futures market segments and the related services to them.

Details of change of Name, Registered Office and Objects of the company during the last 5 years:

11. The Company has altered the Object Clause as per the special resolution passed at the Extra Ordinary General Meeting held on 25.09.2017. The substituted object clause is reproduced as follows:

Carry on the business of developing and maintaining portals and online/electronic auction centers on commodities, to impart information/news on commodities through all modes and to carry on the business of broking services in capital market and commodity market with membership in approved stock exchanges and commodity exchanges, mutual fund distribution, insurance products distribution, distribution of any other financial products, intermediation of approved financial products, portfolio management services, broking in currency futures, trading in approved futures market segments and the related services to them

Details of the Capital Structure of the Transferor Company 1 including Authorized, Issued, Subscribed and Paid up Share Capital.

12. The capital structure of the Transferor Company 1 as on 31stMarch, 2019 are as follows:

PARTICULARS	AMOUNT (Rs)
Authorised Share Capital:	
90,00,000 Equity Shares of Rs.10 each	9,00,00,000
Issued, Subscribed and Fully Paid up Share Capital:	
81,23,616 Equity Shares of Rs.10 each, fully paid-up	8,12,36,160
Total	8,12,36,160

Names of the Promoters and Directors along with their addresses.

13. The details of Promoters of the Transferor Company 1 are as follows:

Sl. No.	NAME OF THE PROMOTER	RESIDENTIAL ADDRESS
1	GEORGE IYPE	39/1680 KN2, ERINGOLIL, 33, VENNALA, COCHIN, KERALA -682028
2	BINU K ALEXANDER	B,16, SUVAS APARTMENT, NR J G INTERNATIONAL SCHOOL, GULAB TOWER, OFF SOLA ROAD, AHMEDABAD, GUJARAT - 380054
3	JERRY MATHEW	38/2058 SUKANTH VIHAR, PULLEPPADY JUNCTION, CHITTOOR ROAD, ERNAKULAM-682035

14. The details of the Directors of the Transferor Company 1 are as follows:

Sl.No	NAME OF THE DIRECTOR	RESIDENTIAL ADDRESS
1	GIBY MATHEW	10 G 1 RDS OASIS, 4TH CROSSROAD, NETHAJI NAGAR, KADAVANTHARA, ERNAKULAM - 682020
2	JOSE THOMAS	NEDUMCANAL HOUSE, PALA P.O KOTTAYAM-686575
3	BINU K ALEXANDER	B 3/104, LA HABITAT NR.AYNA COMPLEX,HEBATPUR ROAD,THALTEJ AHMEDABAD -380059
4	GEORGE IYPE	FLAT NO.2A, RDS AVENUE ONE, NEAR PASSPORT OFFICE, PANAMPILLY NAGAR ERNAKULAM-682036
5	DENNY KALAPURACKAL KURIEN	L 402, HIBISCUS BLOCK, ADARSH PALM, RETREAT DEVARABEESANAHALLI, BELLANDUR, BANGALORE -560103

DETAILS OF THE SUBSIDIARY OF TRANSFEROR COMPANY 1

15. **Celebrus Commodities Limited**, the Subsidiary of Transferor Company 1 (hereinafter referred to as “subsidiary company”), is an unlisted public company incorporated on September 24, 2009, under the Companies Act, 1956. The subsidiary company is a registered intermediary with SEBI (SEBI Reg. No: INZ000048935), Member in MCX, ICEX. The Corporate Identification Number (CIN) of the subsidiary Company is CIN: U67190KL2009PLC024798. The Permanent Account Number of the subsidiary company is AADCC7582M. The e-mail address for all communications is giby.com@gmail.com. The

Registered Office address of the subsidiary company is 27/540, III Floor, EAK Towers, Main Avenue, Panampilly Nagar, Kochi -682036, Kerala, India.

16. The main objects as per the Memorandum of Association and the main business of the subsidiary company is as follows:

to carry on the business of brokerage services in commodity futures market with membership in approved commodity exchanges, and related services in the commodity segment.

Details of change of Name, Registered Office and Objects of the company during the last 5 years: Not Applicable.

Details of the Capital Structure of the Subsidiary of Transferor Company 1 including Authorized, Issued, Subscribed and Paid up Share Capital.

17. The capital structure of the subsidiary company as on 31st March, 2019 are as follows:

PARTICULARS	AMOUNT (Rs)
Authorised Share Capital:	
60,00,000 Equity Shares of Rs.10 each	6,00,00,000
Issued, Subscribed and Fully Paid up Share Capital:	
22,00,000 Equity Shares of Rs.10 each, fully paid-up	2,20,00,000
Total	2,20,00,000

Names of the Promoters and Directors along with their addresses.

18. The details of Promoters of the subsidiary of the Transferor Company 1 are as follows:

Sl. No.	NAME OF THE PROMOTER	RESIDENTIAL ADDRESS
1	COMMODITY ONLINE (INDIA) LIMITED	27/540, III FLOOR, EAK TOWERS, MAIN AVENUE, PANAMPILLY NAGAR. KOCHI-682036, KERALA
2	JERRY MATHEW	KALAPPURA HOUSE, PUTHENANGADY, KOTTAYAM, KERALA - 686 001.
3	GEORGE IYPE	39/1680 KN2, ERINGOLIL, 33, VENNALA, COCHIN, KERALA –

		682 028
4	JOSE THOMAS	NEDUMCANAL HOUSE, PALA PO, KOTTAYAM DISTRICT,KOTTAYAM, KERALA -686 575.
5	SREEKUMAR RAGHAVAN	TC 12/137, PLAMOD, PATTOM PO,TRIVANDRUM -695 004
6	MADHUSUDHAN EP	EMBRAM MADOM, NETTOOR,KOCHI, KERALA – 682 040.
7	ANOOP KRISHNAN	PUNNACKEL (H), RAJAMUDY PO,IDUKKI –685 604.

19. The details of the Directors of the subsidiary of Transferor Company 1 are as follows:

SL. NO.	NAME OF THE DIRECTOR	RESIDENTIAL ADDRESS
1	GIBY MATHEW	10 G 1 RDS OASIS, 4TH CROSSROAD, NETHAJI NAGAR, KADAVANTHARA, ERNAKULAM -682020
2	BINU K ALEXANDER	B 3/104, LA HABITAT NR.AYNA COMPLEX,HEBATPUR ROAD,THALTEJ AHMEDABAD -380059
3	GEORGE IYPE	FLAT NO.2A, RDS AVENUE ONE, NEAR PASSPORT OFFICE, PANAMPILLY NAGAR ERNAKULAM 682036

DETAILS OF THE TRANSFEREE COMPANY

20. Acumen Capital Market (India) Limited, the Transferee Company is an unlisted public company incorporated on February 17, 1995 under the Companies Act, 1956 under the name and style of Peninsular Merchant Banking and Financial Services Limited, and subsequently changed its name to Peninsular Capital Market Limited on April 6, 1999, and to the present name Acumen Capital Market (India) Limited on January 30, 2008. The Transferee Company is a registered intermediary with SEBI (SEBI Reg. No: INZ000170434) and Member in NSE, BSE, NSDL, CDSL, MCX, NCDEX, ICEX, MSEI. The Corporate Identification Number (CIN) of the Transferee Company is CIN: U67120KL1995PLC008674. The Permanent Account Number of the Transferee Company is AABCP6649J. The e-mail address for all communications is admin@acumengroup.in. The Registered Office address of the Transferee Company is 38/1431, S T Reddiar Building, Veekshanam Road, Ernakulam, Kerala –682035.

21. The main objects as per the Memorandum of Association and the main business of the Transferee Company is as follows:

- i. To carry on the business of and/or to act as share, stock and finance brokers, merchant bankers, investment bankers, portfolio managers, Registrars to issue and transfer agents, underwriters, depository and clearing houses and/or to take up membership in any stock exchange including OTC Exchange, National Stock Exchange or any other Exchange in India or outside.*
- ii. To set up, incorporate and manage, provide and/or participate in providing venture capital, mutual funds, technology funds, underwriting fund or any other funds for seed capital, risk capital foundation, including giving guarantees or such other financial assistance as may be conducive for development of new enterprise, development of existing and new technology, to identify projects and project ideas, subject to the approval of concerned authorities.*
- iii. To carry on the business of and/or to act as research analysts, and to assist or to provide other research activities including activities engaged in preparation and/or publication of research report or research analysis or making "buy/sell/hold" recommendation on stocks and shares or giving price target or offering an opinion concerning public offer by companies.*

Details of change of Name, Registered Office and Objects of the company during the last 5 years:

22. The Company has altered the Object Clause (Object No. 3 was added by special resolution in the Extraordinary General Meeting held on 04-02-2016) which is reproduced as follows:

To carry on the business of and/or to act as research analysts, and to assist or to provide other research activities including activities engaged in preparation and/or publication of

research report or research analysis or making “buy/sell/hold” recommendation onstocks and shares or giving price target or offering an opinion concerning public offer by companies.

Details of the Capital Structure of the Transferee Company including Authorized, Issued, Subscribed and Paid up Share Capital.

23. The capital structure of the Transferee Company as on 31st March, 2019 are asfollows:

PARTICULARS	AMOUNT (Rs)
Authorized Share Capital:	
1,00,00,000 Equity Shares of Rs.10 each	10,00,00,000
6 % 50,00,000 Redeemable Preference Shares of Rs.10/each	5,00,00,000
Issued, Subscribed and Fully Paid up Share Capital:	
75,02,100 Equity Shares of Rs.10 each, fully paid-up	7,50,21,000
Add: 6,79,400 Equity Shares forfeited during the year	6,79,400
Total	7,57,00,400

Names of the Promoters and Directors along with their addresses.

24. The details of Promoters of the Transferee Company are asfollows:

Sl.No.	NAME OF THE PROMOTER	RESIDENTIAL ADDRESS
1	S.K.AGARWAL	SUKANTH VIHAR PULLEPADY JN. CHITTOOR ROAD ,ERNAKULAM- 682 035
2	SUMAN LATHA	38/2058, SUKANTH VIHAR , PULLEPPADY JUNCTION, CHITTOOR ROAD, ERNAKULAM- 682 035
3	CHANCHAL AGARWAL	38/2058, SUKANTH VIHAR , PULLEPPADY JUNCTION, CHITTOOR ROAD, ERNAKULAM- 682 035
4	AKSHAY KIRTHY AGARWAL	SUKANTH VIHAR, PULLEPPADY JUNCTION, CHITTOOR ROAD,ERNAKULAM- 682 035
5	KAUSHAL KUMARI AGARWAL	38/2058, SUKANTH VIHAR , PULLEPPADY JUNCTION, CHITTOOR ROAD, ERNAKULAM- 682 035
6	AKHILESH AGARWAL	11F, SKYLINE TOPAZ, KALOOR, KADAVANTHRA ROAD, KADAVANTHRA, COCHIN,ERNAKULAM-682020

25. The details of the Directors of the Transferee Company are as follows:

Sl. No	NAME OF THE DIRECTOR	RESIDENTIAL ADDRESS
1	GIBY MATHEW	10 G 1 RDS OASIS, 4TH CROSSROAD, NETHAJI NAGAR, KADAVANTHARA, ERNAKULAM -682020
2	RAJALAKSHMI SOMASUNDARAN NAIR	KEDARAM, 35/225, AUTOMOBILE ROAD, PALARIVATTOM P O, ERNAKULAM - 682025
3	AKSHAY KIRTHY AGARWAL	SUKANTH VIHAR, PULLEPPADY JUNCTION, CHITTOOR ROAD, ERNAKULAM- 682 035 CHITTOOR ROAD ERNAKULAM - 682035
4	SANTOSH KUMAR AGARWAL	MADUBAN , 51/2502 B KUNJAN BAVA ROAD, NEXT LANE TO EXCEL GARDEN VYTTILA, ERNAKULAM - 682019
5	AKHILESH AGARWAL	11F, SKYLINE TOPAZ, KALOOR KADAVANTHARA ROAD, COCHIN, ERNAKULAM - 682020
6	GEORGE IYPE	FLAT NO.2A, RDS AVENUE ONE, NEAR PASSPORT OFFICE, PANAMPILLY NAGAR ERNAKULAM -682036
7	MITHUN DAVIS	EDASSERY, ANGADIKADAVU.ROAD, ANGAMALY P O, THURAVOOR, ERNAKULAM , ANGAMALY 683572

DETAILS OF RELATIONSHIP SUBSISTING BETWEEN THE TRANSFEROR COMPANIES AND TRANSFEREE COMPANY

26. Celebrus Capital Limited (Transferor company 2) and Celebrus Commodities Limited are the wholly owned subsidiary companies of Commodity Online (India) Limited (Transferor company 1). A scheme of demerger between Commodity Online (India) Limited (Transferor Company 1) and Celebrus Commodities Limited (subsidiary company) has been submitted before the Hon'ble NCLT, Kochi Bench. The NCLT has ordered to convene a meeting for the approval of the scheme by the shareholders and creditors of the respective companies.

Pursuant to the said demerger, the demerged company (Transferor Company 1) would be amalgamated with the Transferee Company.

BOARD APPROVAL

27. The Board of Directors of the **Transferee Company** approved the Scheme on 27 September, 2019. Details of Directors of the Transferee Company who voted in favour/against/did not participate in the Meeting of the Board of Directors of the Company are given below:

Sl. No.	Name of Director	Voted in favour/against/did not participate
1.	Mr. Giby Mathew	Voted in favour
2.	Mrs.Rajalakshmi Somasundaran Nair	Voted in favour
3.	Mr. Akshay Kirthy Agarwal	Voted in favour
4.	Mr. S.K. Agarwal	Voted in favour
5.	Mr. Akhilesh Agarwal	Voted in favour
6.	Mr. Mithun Davis	Voted in favour
7.	Mr. George Iype	Voted in favour

28. The Board of Directors of the **Transferor Company 1** approved the Scheme on 27 September, 2019. Details of Directors of the Transferor Company 1 who voted in favour/against/did not participate in the Meeting of the Board of Directors of the Company are given below:

Sl. No.	Name of Director	Voted in favour/against/did not participate
1.	Mr. Giby Mathew	Voted in favour
2.	Mr. Jose Thomas	Voted in favour
3.	Mr. Binu K Alexander	Voted in favour

4.	Mr. Denny Kalapurakkal Kurien	Voted in favour
5.	Mr. George Iype	Voted in favour

29. The Board of Directors of the **Transferor Company 2** approved the Scheme on 27 September, 2019. Details of Directors of the Transferor Company 2 who voted in favour/against/did not participate in the Meeting of the Board of Directors of the Company are given below:

Sl. No.	Name of Director	Voted in favour/against/did not participate
1.	Mr. Giby Mathew	Voted in favour
2.	Mr. Jose Thomas	Voted in favour
3.	Mr. Jerry Mathew	Voted in favour
4.	Mr. George Iype	Voted in favour

DETAILS OF THE SCHEME

30. The Scheme provides for the Amalgamation of Commodity Online (India) Limited (Transferor Company 1) and Celebrus Capital Limited (Transferor Company 2) with Acumen Capital Market (India) Limited (Transferee Company).
31. The Appointed date for the Scheme is closing business hours as on March 31, 2019 or such other date the Hon'ble Tribunal may direct.
32. Effective Date means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the respective Registrar of Companies by the Transferor Company and by the Transferee Company.
33. Upon this Scheme becoming effective, the fully paid up Equity Shares of the face value of Rs.10 of the Transferee Company shall be issued and allotted as fully paid up to the shareholders of the Transferor Company 1 in the proportion of 2 (Two) equity

shares of Rs. 10 each of Transferee Company for every 9 (Nine) equity shares of Rs 10 each held in the Transferor Company 1 [Commodity online (India) Limited].

34. The rights and interest of the Members and creditors of the Transferee Company and the Transferor Companies will not be prejudicially affected by the Scheme.

RATIONALE AND BENEFITS FOR THE SCHEME

35. The Transferor Companies are primarily engaged in the business of broking in capital and commodity markets and related activities in India. The business activities of the Transferor Companies and Transferee Company are similar and complement each other. In view of that, the Board of Directors of the Transferor Companies believes that this scheme would be mutually beneficial in respect of the business and related activities in India and/or abroad, and to achieve greater infrastructure sharing, operational efficiencies and cost optimization. The Board of Directors of the Transferor Companies and the Board of Directors of the Transferee Company have considered the scheme, where under the entire Undertakings and business of the Transferor Companies would be transferred and vested with and into the Transferee Company pursuant to the provisions of Section 230 to 232 and other relevant provisions of the Companies Act, 2013.

SUMMARY OF VALUATION REPORT

36. The Valuation Report dated 14.09.2019 by Independent Registered Valuer, CA Saji Sebastian provides for the swap ratio as on 31.03.2019 as follows:
- i) The Equity Shareholders of the Commodity Online (India) Limited shall be issued and allotted 2 (Two) equity shares of Rs 10/- each of Acumen Capital Market (India) Limited for every 9 (Nine) equity shares of Rs.10/- each of the Commodity Online India Limited.
 - ii) Since Celebrus Capital Limited is the wholly owned subsidiary of Commodity Online (India) Limited, swap ratio is not applicable as the valuation has been considered in holding company.

AMOUNT DUE TO THE CREDITORS

37. The amount due from the Transferee Company to its Secured Creditors as on March 31, 2019 is Rs. 9,58,06,463 .
38. The amount due from the Transferee Company to its Unsecured Creditors as on March 31, 2019 is Rs 45,36,35,571.
39. The amount due from the Transferor Company 1 to its Unsecured Creditors as on March 31, 2019 is Rs. 7,32,083/-
40. The amount due from the Transferor Company 2 to its Unsecured Creditors as on March 31, 2019 is Rs. 19,89,497/-

DISCLOSURE ON EFFECT OF AMALGAMATION

41. **Key Managerial Personnel:** Cessation of Key Managerial Personnel of Transferor Companies and continuation of Key Managerial Personnel of the Transferee Company.
42. **Directors:**
 - i. Upon the Scheme becoming effective, the Directors of Transferor Company 1 namely Giby Mathew, Jose Thomas, Binu K Alexander, George Iype and Denny Kalapurackal Kurien cease to be Directors.
 - ii. Upon the Scheme becoming effective, the Directors of Transferor Company 2 namely Giby Mathew, Jose Thomas and Jerry Mathew cease to be Directors.
 - iii. Upon the Scheme becoming effective, the Directors of the Transferee Company namely Giby Mathew, Rajalakshmi Somasundaran Nair, Akshay Kirthy Agarwal, S.K. Agarwal, Akhilesh Agarwal, Midhun Davis and George Iype continue to be the Directors of the Transferee Company.
43. **Promoters:** Cessation of Promoters of Transferor Companies and there is no change in the Promoters of Transferee Company.
44. **Non-Promoter members:** Non Promoter Members of the Transferor Companies will be issued and allotted shares in the Transferee Company as per the scheme of Amalgamation and share exchange ratio fixed by the Independent Registered Valuer is 2 (Two) equity shares of Rs.10 each of Acumen Capital Market(India) Limited for every 9 (Nine) Equity Shares of Rs.10 each of Commodity Online (India) Limited.

There is no change in status of the Non-Promoter Members of the Transferee Company.

45. **Depositors:** Not Applicable
46. **Creditors:** Upon the Scheme becoming effective, all the Creditors of the Transferor Companies will be the Creditors of the Transferee Company.
47. **Debenture Holders :** Not Applicable
48. **Deposit trustee and Debenture trustee:** Not Applicable
49. **Employees of the Company:** Upon the Scheme becoming effective, all the employees of the Transferor Companies on the Effective Date shall become the employees of the Transferee Company without any break or interruption in service and on the same terms and conditions on which they are engaged as on the Effective Date.

**Disclosure about effect of compromise or arrangement on material interest of directors
Key Managerial Personnel (KMP) and Debenture trustee**

50. Save as provided in the Scheme, the Directors and Key Managerial Personnel (KMP), of the Transferee Company and the Transferor Companies may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in their respective companies and/or to the extent the said Director(s) are common director(s) of the Companies. Save as aforesaid, none of the said Directors or the Key Managerial Personnel has any material interest in the Scheme. There is no debenture trustee in any of the Companies.

Common directors

51. Mr. Giby Mathew and Mr. George Iype, who are also the Directors in the Transferor Companies, were appointed as Directors in the Transferee Company on 03.10.2018.

INVESTIGATION

52. No investigation proceedings have been instituted or are pending in relation to the Companies under Sections 210 to 229 of Chapter XIV of the Act or under the corresponding provisions of the Act of 1956. Further, no proceedings are pending under the Act or under the corresponding provisions of the Act of 1956 against any of the Companies.

APPROVALS

53. The Scheme is conditional upon and subject to necessary sanctions and approvals as set out in the Scheme.

PRE SHAREHOLDING PATTERN

54. The Pre Shareholding Pattern of the Transferor Company 2 is as follows:

Name of Share Holder	No of Share/ Debenture	%
COMMODITY ONLINE INDIA LIMITED	4499994	100
GEORGE IYPE	1	0
JERRY MATHEW	1	0
BINU K ALEXANDER	1	0
JOSE THOMAS	1	0
MADHUSUDHANAN E P	1	0
ANOOP KRISHNAN	1	0

INSPECTION

55. The following documents will be available to the shareholders for obtaining extracts from or for making or obtaining copies of or for inspection at the Registered Office of the Transferor Company 2 at 27/540, II Floor, EAK Towers, Main Avenue, Panampilly Nagar. Kochi- 682036, Kerala, on all working days during the business hours of the company(except Saturdays, Sundays and public holidays):

- a. Certified copy of the order of the Honourable Tribunal dated, 8th November, 2019 in C.A.No.(CAA) 12/KOB/2019;
- b. Copy of the Scheme of Amalgamation;
- c. Latest audited financial statement of the company including consolidated financial statement;

- d. The certificate issued by auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013;
- e. Valuation report made by the independent registered valuer dated 14.09.2019.

A copy of this Scheme, Explanatory Statement, Form of Proxy and Attendance Slip may be obtained free of charge on any working day prior to the date of meeting, from the Registered office of the Company situated at II Floor, EAK Towers, Main Avenue, Panampilly Nagar. Kochi- 682036, Kerala .

56. The Members whose name appears on the register of members of the Company on March 31st 2019 (record date), is entitled to vote in the meeting on the basis of their proportionate shareholding in the company, either in person or by proxy.

Place: Ernakulam

Date: 06.12.2019

Sd/-

P.REJINARK

Advocate Commissioner appointed for the Meeting

**SCHEME OF AMALGAMATION OF COMMODITY ONLINE (INDIA) LIMITED
AND CELEBRUS CAPITAL LIMITED WITH ACUMEN CAPITAL MARKET
(INDIA) LIMITED.**

The Scheme of Amalgamation of Commodity Online (India) Limited and Celebrus Capital Limited with Acumen Capital Market (India) Limited is available at the Registered office of the Transferor Company 2 at 27/540, II Floor, EAK Towers, Main Avenue, Panampilly Nagar. Kochi- 682036, Kerala. and on the website <http://celebrus.in/> as well as available at the following link : <http://acumenace.com:8998/forms/SCHEME%20OF%20ARRANGEMENT.pdf>

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF THE TRANSFEROR
COMPANY 2 UNDER SECTION 232(2) (C) OF THE COMPANIES ACT, 2013.**

The Report adopted by the Board of Directors of the Transferor Company 2 under section 232(2) (c) of the Companies Act, 2013 dated 27.09.2019 is available at the Registered office of the Transferor Company 2 at 27/540, II Floor, EAK Towers, Main Avenue, Panampilly Nagar. Kochi- 682036, Kerala.

SUPPLEMENTARY ACCOUNTING STATEMENT.

The supplementary un-audited statement of accounts of the Transferor Company 2 as on September 30, 2019 is available at the Registered office of the Transferor Company 2 at 27/540, II Floor, EAK Towers, Main Avenue, Panampilly Nagar. Kochi- 682036, Kerala.

BEFORE THE HONOURABLE NATIONAL COMPANY LAW TRIBUNAL,

KOCHI BENCH

C.A. No.(CAA)/12/KOB/2019

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 of the Companies Act, 2013

And

In the matter of Scheme of Amalgamation between
Celebrus Capital Limited and Commodity Online (India) Limited

And

Acumen Capital Market (India) Limited

CELEBRUS CAPITAL LIMITED

CIN: U67120KL2009PLC024797

Registered Office: 27/540, II Floor,

EAK Towers, Main Avenue, Panampilly Nagar.

Kochi- 682036, Kerala

: **Applicant/Transferor Company 2**

FORM OF PROXY

Name of the Equity Shareholder(s):

Registered Address:

E - Mail ID:

Folio No/DP ID & Client ID:

No. of Shares held:

I/We, being the Equity shareholder(s) holding _____ shares of Celebrus Capital Limited, hereby appoint Mr./Ms._____ and failing him / her Mr./Ms._____ and failing him / her Mr. /Ms._____ as my/our Proxy to attend and vote on a poll for me/us. The signature(s) of the Proxies are appended below to attend and vote (on Poll) for me/us and on my/our behalf at the NCLT CONVENED MEETING of the Company to be held on Thursday the 9th January, 2020 at 3.15 PM at BTH Bharat Hotel, Durbar Hall Road, Ernakulam, Kerala - 682016 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sl.No	Description of Resolution	For	Against
1.	Resolution pursuant to provisions of Section 230 of the Companies, Act 2013 read with relevant Rules and under relevant provisions of applicable law for approval of the Scheme of Amalgamation and Arrangement of Acumen Capital Market (India) Limited and Commodity Online (India) Limited and Celebrus Capital Limited and their respective shareholders.		

Signed this _____ day of _____ 2019/2020

Signature of Shareholder _____

Signature of first Proxy Holder _____

Signature of Second Proxy Holder _____

Signature of Third Proxy Holder _____

Notes:

1. This form in order to be effective must be duly stamped with One Rupee Revenue Stamp, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please select 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.
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the Proxy later in time shall be accepted.
5. Proxy need not be shareholder of the Transferor Company 2.

CELEBRUS CAPITAL LIMITED

CIN: U67120KL2009PLC024797

Registered Office: 27/540, II Floor,
EAK Towers, Main Avenue, Panampilly Nagar.
Kochi- 682036, Kerala
Tel:- +914844291111

E-mail- giby.com@gmail.com

Website: <http://celebrus.in/>

ATTENDANCE SLIP

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALLOF NCLT CONVENED MEETING ON Thursday the 9th January 2020 at 3.15. PM at BTH Bharat Hotel, Durbar Hall Road, Ernakulam, Kerala – 682016.

Name of Member(s)	
Registered Address	
Email ID	
DP ID	
Client ID	
Folio no.	
No. of shares held	

I/ We certify that I/ We am/ are registered shareholder/ proxy for the registered shareholder of the Transferor Company2.

I/ We hereby record my presence at the NCLT CONVENED MEETING of the Company to be held at BTH Bharat Hotel, Durbar Hall Road, Ernakulam, Thursday the 9th January, 2020 at 3:15 PM.

Shareholder's / Proxy's name (should be in BLOCK letters):

Signature of Shareholder /Proxy:

Place:

Date:

Notes:

1. Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall.
2. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.