

CELEBRUS COMMODITIES LIMITED

CIN: U67190KL2009PLC024798

27/540, III 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 SHAREHOLDERS

NOTICE OF EQUITY SHAREHOLDERS OF CELEBRUS COMMODITIES LIMITED CON-
VENED 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	10:45 AM
VENUE	BTH Bharat Hotel, Durbar Hall Road, Kerala - 682016.

INDEX

Sl. No.	CONTENTS	Page Nos.
1.	Notice of Meeting of the Equity Shareholders of Celebrus Commodities Limited as per the Order of the National Company Law Tribunal, Kochi Bench	1
2.	Explanatory Statement under Section 230(3) of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 <ul style="list-style-type: none">· Overview· Details of The Transferee/Applicant Company· Details of The Transferor Company· Board Approval· Details of the Scheme· Rationale and benefits for The Scheme· Summary of Valuation Report· Amount due to the Creditors· Disclosure on Effect of Demerger· Investigation· Approvals· Pre and Post Shareholding Pattern· Inspection	5 6 6 8 11 11 12 13 13 13 13 14 15 15 15
3.	Scheme of Demerger between Commodity Online (India) Limited and Celebrus Commodities Limited.	17
4.	Report adopted by the Board of Directors of the Transferee Company under Section 232(2) (c) of the Companies Act, 2013	17
5	Supplementary un-audited financial statements of the Transferee Company.	17
6	Proxy Form	18
7	Attendance Slip	20

BEFORE THE HONOURABLE NATIONAL COMPANY LAW TRIBUNAL,

KOCHI BENCH

C.A. No. (CAA)/15/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 Demerger between
Commodity Online (India) Limited and Celebrus Commodities Limited

CELEBRUS COMMODITIES LIMITED

(CIN: U67190KL2009PLC024798), a Company
incorporated under the Provisions of the Companies Act,
1956 having its registered office at 27/540, III Floor,
EAK Towers, Main Avenue, Panampilly Nagar, Kochi- 682036, Kerala.

: Applicant/Transferee Company

FORM NO. CAA-2

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF
CELEBRUS COMMODITIES 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 Commodities Limited (“Applicant Company” or “Transferee Company” 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 Transferee Company to be held for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Demerger between **Commodity Online (India) Limited** (“**Transferor Company**” or “**Demerged Company**” or “**COIL**”) and **Celebrus Commodities Limited** (“**Transferee Company**” or “**Resulting Company**” or “**CCL**”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made there under (“**Scheme of Demerger**” or “**Scheme**”).

TAKE FURTHER NOTICE that in pursuance of the Order and as directed therein, a meeting of the Equity shareholders of the Transferee Company will be held at BTH Bharat Hotel, Durbar Hall Road, , Kerala – 682016 on Thursday, January 9, 2020 at 10:45 AM 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, III 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 demerger process in the above company Application.

The above mentioned Scheme of Demerger, as approved by the Equity 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 Demerger, subject to approval of the Shareholders and Unsecured 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 the Equity Shareholders shall be in proportion to their shareholding in the Company as on the close of business hours 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 Demerger embodied in the Scheme of Demerger between Commodity Online (India) Limited and Celebrus Commodities 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 Demerger embodied in the scheme of Demerger between Commodity Online (India) Limited and Celebrus Commodities 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 demerger 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 Demerger 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 Equity Shareholder 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 Equity Shareholders by E-mail and through service by 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 is published on 06th December, 2019 through advertisement in the Kochi Edition of following newspapers, namely (i) Deepika and (ii) Times of India..

BEFORE THE HONOURABLE NATIONAL COMPANY LAW TRIBUNAL,

KOCHI BENCH

C.A. No. (CAA) /15/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 Demerger between

Commodity Online (India) Limited and Celebrus Commodities Limited

CELEBRUS COMMODITIES LIMITED

(CIN: U67190KL2009PLC024798), a Company
incorporated under the Provisions of the Companies Act,
1956 having its registered office at 27/540, III Floor,
EAK Towers, Main Avenue, Panampilly Nagar,
Kochi- 682036, Kerala

: Applicant/Transferee Company

**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 Honourable National Company Law Tribunal, Kochi Bench in the Company Application Number (CAA) 15/KOB/2019, to be held at BTH Bharat Hotel, Durbar Hall Road, , 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 Demerger between **Commodity Online (India) Limited (Transferor Company) and Celebrus Commodities 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, III Floor, EAK Towers, Main Avenue, Panampilly Nagar, Kochi- 682036, Kerala during the business hours of the Company from December 9, 2019 to January 8, 2020. In this statement, Commodity Online (India) Limited is referred to as “Transferor Company” and Celebrus Commodities Limited is hereinafter referred to as the “Transferee Company” or “Applicant Company”.

2. This statement explaining the terms of the Scheme of the Demerger 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. 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 Demerger between Commodity Online (India) Limited (Transferor Company) and Celebrus Commodities 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 TRANSFEEE COMPANY/APPLICANT COMPANY

4. **Celebrus Commodities Limited**, the Transferee Company, is an unlisted public company incorporated on September 24, 2009, under the Companies Act, 1956. The Transferee 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 transferee company is AADCC7582M. The e-mail address for all communications is giby.com@gmail.com. The Registered Office address of the transferee company is 27/540, III Floor, EAK Towers, Main Avenue, Panampilly Nagar, Kochi -682036, Kerala, India.
5. The main objects as per the Memorandum of Association and the main business of the transferee 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 Transferee Company including Authorized, Issued, Subscribed and Paid up Share Capital.

6. The capital structure of the Transferee 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.

7. The details of Promoters of the Transferee Company 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.

8. 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 CROSS ROAD, 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 TRANSFEROR COMPANY

9. **Commodity Online (India) Limited**, the Transferor Company, is an unlisted public company incorporated on November 29, 2006, under the Companies Act, 1956. The Corporate Identification Number (CIN) of the Transferor Company is CIN: U74999KL2006PLC020045. The Permanent Account Number of the Transferor Company is AACCC9654M. The e-mail address for all communications is giby.com@gmail.com. The Registered Office address of the Transferor Company 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 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 including Authorized, Issued, Subscribed and Paid up Share Capital.

12. The capital structure of the Transferor Company as on 31st March, 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 are as follows:

Sl. No.	NAME OF THE PROMOTER	RESIDENTIAL ADDRESS
1.	GEORGE IYPE	39/1680 KN2, ERINGOLIL, 33, VENNALA, CO-CHIN, 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-682 035

14. The details of the Directors of the Transferor Company 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.	JOSE THOMAS	NEDUMCANAL HOUSE, PALA P.O KOTTAYAM - 686575
3.	BINU KOTTAPPATTU 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 RELATIONSHIP SUBSISTING BETWEEN THE TRANSFEROR COMPANIES AND TRANSFEREE COMPANY

15. The Transferee Company (Celebrus Commodities Limited) is the wholly owned subsidiary of the Transferor Company (Commodities Online (India) Limited).

BOARD APPROVAL

16. The Board of Directors of the **Transferor Company** approved the Scheme on 27 September 2019. Details of Directors of the Transferor 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.	Mr. Jose Thomas	Voted in favour
3.	Mr. Binu Kottapaatu Alexander	Voted in favour
4.	Mr. Denny Kalapurakkal Kurien	Voted in favour
5.	Mr. George Iype	Voted in favour

17. 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.	Mr. Binu K Alexander	Voted in favour
3.	Mr. George Iype	Voted in favour

DETAILS OF THE SCHEME

18. The Scheme provides for the Demerger of Commodity Online (India) Limited (Transferor Company) and Celebrus Commodities Limited (Transferee Company).
19. 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.
20. 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.
21. Upon this Scheme becoming effective, the shareholders of the Transferor Company would be entitled to receive shares in the Transferee Company in proportion to their shareholding in the Transferor Company.
22. 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 OF THE SCHEME

23. The Demerged Company, by itself and through its subsidiaries, is engaged in the following business:
 - i. Developing and maintaining portals and online/electronic auction centers on commodities, to impart information/ news on commodities through all modes;
 - ii. Broking services in capital market and commodity market with membership in approved stock exchanges and commodity exchanges, and broking in currency futures;
 - iii. Mutual Fund distribution, insurance products distribution and distribution of any other financial products;
 - iv. Intermediation of approved financial products, portfolio management services, trading in approved future market segments and related services to the above mentioned services.

24. The Resulting Company is one of the wholly owned subsidiaries of the Demerged Company. The Demerged Company intends to be amalgamated with another company named Acumen Capital Market (India) Limited. In the Interim, the Resulting Company is faced with Show Cause Notice from the Enforcement Department of the Securities and Exchange Board of India. The Board of Directors of Acumen Capital Market (India) Limited is diffident in accepting such liability. Thus, with a view to amalgamate with Acumen Capital Market (India) Limited, the Board of Directors (defined herein) of the Demerged Company proposes to re-organize and segregate, by way of this Scheme, its business, Demerged Undertaking and investments in relation to the demerged business in the Resulting Company pursuant to the provisions of Section 230 to 232 and other relevant provisions of the Companies Act, 2013.
25. The Scheme does not have any adverse effect on any of the shareholders or creditors or employees of the Demerged Company.

SUMMARY OF VALUATION REPORT

26. A valuation report dated 30.08.2019 was issued by Independent Registered Valuer, CA Saji Sebastian. Accordingly, the shareholders of the Transferor Company will be issued and allotted Twenty Two Lakh shares of face value of Rs. 10/- each in the Transferee Company in proportion to their shareholding in the Transferor Company.

AMOUNT DUE TO THE CREDITORS

27. The amount due from the Transferor Company to its Unsecured Creditors as on March 31, 2019 is Rs. 7,32,083 /-
28. The amount due from the Transferee Company to its Secured Creditor as on March 31, 2019 is Rs. 1,95,92,428 /-.
29. The amount due from the Transferee Company to its Unsecured Creditors as on March 31, 2019 is Rs. 13, 17, 492 /-.

DISCLOSURE ON EFFECT OF DEMERGER

30. **Key Managerial Personnel:** Not Applicable.
31. **Directors:** Continuation of Directors in the Transferor Company and in the Transferee Company.

32. **Promoters:** Not Applicable.
33. **Non-Promoter Members:** Non Promoter Members of the Transferor Company will be issued and allotted shares in the Transferee Company as per the scheme of Demerger.
34. **Depositors:** Not Applicable
35. **Creditors:** There is no change in the status of the creditors pursuant to Demerger.
36. **Debenture Holders:** Not Applicable
37. **Deposit trustee and Debenture trustee:** Not Applicable
38. **Employees of the Company:** Upon the Scheme becoming effective, all the employees of the Transferor Company working in the demerged undertaking 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

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

Common directors

40. Mr. Giby Mathew, Mr. George Iype and Mr. Binu K Alexander who are the Directors in the Transferor Company are also the Directors in the Transferee Company.

INVESTIGATION

41. 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

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

PRE AND POST SHAREHOLDING PATTERN

43. The Pre and Post Shareholding Pattern of the Transferee Company is as follows:

Pre- Demerger Shareholding Pattern:

SL.NO	Name	No. of Shares	% of share capital
1	Commodity Online (I) Ltd	2,199,994	100.00%
2	Jerry Mathew	1	0.00%
3	George Iype	1	0.00%
4	Jose Thomas	1	0.00%
5	Binu Alexander	1	0.00%
6	Madhusudhanan EP	1	0.00%
7	Anoop Krishanan	1	0.00%
	TOTAL	2,200,000	100.00%

Post- Demerger Shareholding Pattern:

SL.NO	Name of Share Holder	Shares	% of share capital
1	GEORGE IYPE	483449	21.97%
2	JERRY MATHEW	612043	27.82%
3	BINU KOTTAPPATTU ALEXANDER	126476	5.75%
4	JOSE THOMAS	183003	8.32%
5	DENNY KALAPURACKAL KURIEN	361038	16.41%
6	ACUMEN CAPITAL MARKET INDIA LIMITED	282060	12.82%
7	MADHUSUDHANAN E P	42250	1.92%
8	GIBY MATHEW	1	0.00%
9	BINU JOSEPH	36560	1.66%
10	BIJU MATHEW	36560	1.66%
11	SARATH S PILLAI	36560	1.66%
	TOTAL	2200000	100.00%

INSPECTION

44. The following documents will be available to the Equity Shareholders for obtaining extracts from or for making or obtaining copies of or for inspection at the Registered Office of the Transferee Company at 27/540, III Floor, EAK Towers, Main Avenue, Panampilly Nagar,

Kochi- 682036, Kerala, from December 9, 2019 to January 8, 2020 on all working days during the business hours of the Company (except Saturdays, Sundays and public holidays):

- i. Certified copy of the order of the Honourable Tribunal dated 8th November, 2019 in C.A No. (CAA) 15/KOB/2019;
- ii. Copy of the Scheme of Demerger;
- iii. Latest audited financial statement of the company including consolidated financial statement;
- iv. 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;
- v. Valuation report made by the independent registered valuer dated 30.08.2019.

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 27/540, III Floor, EAK Towers, Main Avenue, Panampilly Nagar, Kochi- 682036, Kerala.

45. The members whose name appears on the Register of Members of the Company on March 31, 2019 (record date), is entitled to vote in the meeting on the basis of their proportionate share holding 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 DEMERGER BETWEEN COMMODITY ONLINE (INDIA) LIMITED AND
CELEBRUS COMMODITIES LIMITED.**

The Scheme of Demerger between Commodity Online (India) Limited and Celebrus Commodities Limited is available at the Registered office of the Transferee Company at 27/540, III 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://celebrus.in/SCHEME-OF-DEMERGER.pdf>

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

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

SUPPLEMENTARY ACCOUNTING STATEMENT.

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

CELEBRUS COMMODITIES LIMITED

CIN: U67190KL2009PLC024798

27/540, III Floor, EAK Towers,
Main Avenue, Panampilly Nagar, Kochi- 682036,
Kerala

Tel:- +914844291111

E-mail- giby.com@gmail.com

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

CELEBRUS COMMODITIES LIMITED

(CIN: U67190KL2009PLC024798), a Company
incorporated under the Provisions of the Companies Act,
1956 having its registered office at 27/540, III Floor,
EAK Towers, Main Avenue, Panampilly Nagar, Kochi- 682036, Kerala.

: Applicant/Transferee Company

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 Commodities 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 10:45 AM at BTH Bharat Hotel, Durbar Hall Road, , 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 Demerger between Commodity Online (India) Limited and Celebrus Commodities 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 a shareholder of the Transferee Company.

CELEBRUS COMMODITIES LIMITED

CIN: U67190KL2009PLC024798

27/540, III 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 9thJanuary 2020 at 10:45 AM at BTH Bharat Hotel, Durbar Hall Road, , 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 Transferee Company.

I/ We hereby record my presence at the NCLT CONVENED MEETING of the Company to be held at BTH Bharat Hotel, Durbar Hall Road, , Thursday the 9th January, 2020 at 10:45 AM.

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.