

Sai Industries Limited

Regd. Office: 204, Aurobindo Place, Hauz Khas, New Delhi - 110 016.

Phone: 46051307

Fax : 26185828

E-mail : sai@vsnl.com

Website: www.shrisaiindustries.com

Brief particulars of the Sai Industries Limited (Transferee) and Skyway Ventures Limited (transferor/demerged companies)

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Sai Industries Limited	Skyway Ventures Limited
Date of Incorporation & details of name changes, if any	Incorporated on September 16, 1991.	<ol style="list-style-type: none"> 1. Incorporated as Visionary Realty Developers Limited on February 21, 2008 2. Change of name from Visionary Realty Developers Limited to Skyway Ventures Limited on September 18, 2013
Registered Office	204, Aurobindo Place, Hauz khas, New Delhi - 110 016	308, H-7, Aggarwal Plaza, Netaji Subhash Place, Delhi - 110 034
Brief particulars of the scheme	<ol style="list-style-type: none"> (a) Reduction of the liability on pre merger equity shares of the Transferee Company in respect of share capital not paid-up (b) Reduction of pre merger share capital of the Transferee Company (c) Amalgamation of Skyway Ventures Limited (the Transferor Company) with Sai Industries Limited (the Transferee Company) 	
Rationale for the scheme	<p>The overriding objective of the Scheme is to combine some of the existing varied businesses with an objective to raise overall profit growth. Combining the Transferor and Transferee Companies will achieve profit growth in their respective business segments which is growing faster and which can grow faster in the future, benefitting from the scale of enlarged group allowing the group to achieve</p>	



	strategic goals by exploring greater business focus and opportunities in other areas, and to be able to effectively take advantage of the strategic position of the entities involved and to provide synergy in operations and economic and cost effective services.	
Date of resolution passed by the Board of Director of the company approving the scheme	January 25, 2014	January 25, 2014
Date of meeting of the Audit Committee in which the draft scheme has been approved	January 25, 2014	N.A
Appointed Date	March 31, 2014 & April 1, 2014	March 31, 2014 & April 1, 2014
Name of Exchanges where securities of the company are listed	Bombay Stock Exchange, Delhi Stock Exchange, and Madras Stock Exchange	N.A
Nature of Business	To carry on the business of hire-purchase, lease, sub-lease, lending and advancing money; bill discounting; portfolio management; factoring; venture capital; real estate financing; shares; debentures and securities of all kinds and as traders, purchasers, sellers, importers, exporters and dealers of all kinds of electronics, Readymade Garments, agro products, engineering goods etc.	To Carry on the business as traders, purchasers, sellers, importers, exporters, contractors, distributors, agents, brokers, factors, stockiest, commission agents and dealers of Readymade garments and agro products, computer parts & accessories, etc.
Capital before the scheme	Rs. 2,96,75,910/-	Rs. 14,22,65,000/-
No. of shares to be issued	1,42,26,500	
Cancellation of shares on account of cross holding, if any	NIL	NIL



Capital after the scheme	Rs. 1,43,74,882/-				NIL			
Net Worth	(Rs. in crore)				(Rs. in crore)			
Pre	(0.24)				14.25			
Post	14.02				-			
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Anil Jatalia & Co., Chartered Accountants Registration No. 009501N							
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	a. Net Asset Value Method or Net Worth Method b. Profit Earning Capacity Basis Method c. Market Value Method							
Fair value per shares	Rs. Nil				Rs. 10/-			
Exchange ratio	1 (one) Equity Shares of Rs. 10 each, credited as fully paid-up to be issued by Transferee Company, for every 1 (one) Equity Shares of Rs. 10 each in Transferor Company							
Name of Merchant Banker giving fairness opinion	M/s Nexgen Financial Solutions Private Limited							
Shareholding pattern	Pre		Post		Pre		Post	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Promoter	12,31,397	41.05	1837070	12.78	17,75,500	14.26	-	-
Public	17,68,603	58.95	12537812	87.22	1,24,51,000	85.74	-	-
Custodian	-	-	-	-	-	-	-	-
TOTAL	30,00,000	100	14374882	100	1,42,26,500	100	-	-
No of shareholders	1,632		1,956		324		-	
Names of the Promoters	<ol style="list-style-type: none"> 1. Sai Agencies Private Limited 2. Sai Business & Consultancy Systems Private Limited 3. Sai Enterprises Private Limited 4. Niraj Kumar Singh 				<ol style="list-style-type: none"> 1. Prem Kumar 2. Lani Merchandise Private Limited 			

	<ol style="list-style-type: none"> 5. Juhi Singh 6. Sai Udyog Limited 7. Sai Capital Limited 	
Names of the Board of Directors	<ol style="list-style-type: none"> 1. Dr. Niraj Kumar Singh 2. Mr. Suryamani Uditnarain Pathak 3. Mr. Harish Kumar and 4. Ms. Juhi Singh 	<ol style="list-style-type: none"> 1. Anoop Aggarwal 2. Prem Kumar 3. Divyansh Kumar
Details regarding change in management control if any	<p>There would be no change in the shareholding pattern of the Transferee Company post Scheme of Arrangement. Mr. Prem Kumar and M/s Lani Merchandise Private Limited would be added in the Promoter and Promoter Group of M/s Sai Industries Limited</p>	

For SAI INDUSTRIES LIMITED

Niraj K Singh

Dr. Niraj K Singh
Chairman & Managing Director

Date: 25.02.2014

