

**NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF QUANTUM
INFORMATION SERVICES PRIVATE LIMITED**

MEETING DETAILS:

Day Monday
Date 30th June, 2025
Time 2.30 PM IST
Link <https://us06web.zoom.us/j/82629166607?pwd=yanidmPlqeFvNRcH8FBVrHPWhgf0wd.1>

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Quantum Information Services Private Limited

Regd. & Corp. Office : 103, Regent Chambers, Nariman Point, Mumbai - 400 021.

Tel.: +91 22 6136 1200 • **Email :** info@personalfn.com • **Website :** www.personalfn.com
CIN : U65990MH1989PTC054667

Place:-Mumbai
Date:- 17th June, 2025

**FOR QUANTUM INFORMATION
SERVICES PRIVATE LIMITED**

Mr. I.V.Subramaniam
Director
DIN- 00253917
Chairman



Quantum Information Services Private Limited

Regd. & Corp. Office : 103, Regent Chambers, Nariman Point, Mumbai - 400 021.

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CIN : U65990MH1989PTC054667

NOTICE
FORM CAA-2

Pursuant to Section 230(3) and 233 of the Companies Act, 2013 read with rule 6 of Companies (Arrangement and Amalgamation) Rule 2016

NOTICE CONVENING MEETING OF THE MEMBERS OF QUANTUM INFORMATION SERVICES PRIVATE LIMITED (TRANSFEREE COMPANY)

Notice is hereby given that an Extra Ordinary General Meeting of the members of Quantum Information Services Private Limited (Transferee Company) will be held on Monday, June 30, 2025 at 2.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") for the purpose of considering and if thought fit, approving, with or without modification, the Scheme of Amalgamation (Merger by Absorption) (the "Scheme") of Equitymaster Research Private Limited ("Transferor Company") into Quantum Information Services Private Limited ("Transferee Company") and their respective shareholders.

SPECIAL BUSINESS:

APPROVAL FOR THE SCHEME OF AMALGAMATION (MERGER BY ABSORPTION) OF EQUITYMASTER RESEARCH PRIVATE LIMITED (TRANSFEROR COMPANY) INTO QUANTUM INFORMATION SERVICES PRIVATE LIMITED (TRANSFEREE COMPANY) AND THEIR RESPECTIVE MEMBERS

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to section 233 of the Companies Act, 2013 (hereinafter referred to as "The Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Act & rules made thereunder and Memorandum & Articles of Association of the Company and other applicable laws, Rules, Regulations and subject to the sanction of the Regional Director (Western Region), Ministry of Corporate Affairs (RD), consent of the Members be and is hereby accorded for approving the Scheme of Amalgamation of the Equitymaster Research Private Limited ("Transferor Company") into the Company ("Transferee Company") w.e.f. 1st April, 2025 being the Appointed Date, subject to the terms & conditions as contained in the proposed Scheme of Amalgamation (Merger by Absorption).

FURTHER RESOLVED THAT any of the Board of Directors of the Company, Amit Kumar – Senior Manager – Accounts & Finance and Ms. Swati Sawla, Compliance Officer be and is hereby authorized to do, sign and execute all such acts, deeds and documents and perform such acts, matters and things as may be necessary to give effect to the aforesaid scheme and to take all necessary steps to:

Quantum Information Services Private Limited

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CIN : U65990MH1989PTC054667

- a. do all such acts as may be required to comply with the provisions of the Companies Act, 2013 and all other applicable laws;
- b. evolve, decide upon or bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion;
- c. do all such acts, deeds, matters and things whatsoever, including settling any questions, doubt or difficulty that may arise with regard to or in relation to the Scheme, as it may in its absolute discretion consider necessary, expedient, fit and proper;
- d. settle any question or difficulty that may arise with regard to the implementation of the Scheme;
- e. sign all forms, applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
- f. do all such acts and things as may be considered necessary and expedient including in relation to combination/ consolidation of the authorized share capital or any other matter incidental to or connected to or covered as a part of the said Scheme;
- g. appear and represent the Company or authorize any other person to appear and represent the Company before the jurisdictional National Company Law Tribunal as applicable and other regulatory authorities including the Central Government, Regional Director, Ministry of Corporate Affairs, Registrar of Companies, Official Liquidator, Income tax department, and before all courts of law or tribunals for the purpose of the Scheme."

**BY THE ORDER OF THE BOARD
FOR QUANTUM INFORMATION
SERVICES PRIVATE LIMITED**



Place:-Mumbai
Date:- 17th June, 2025

Mr. I.V.Subramaniam
DIN- 00253917
Chairman

Quantum Information Services Private Limited

Regd. & Corp. Office : 103, Regent Chambers, Nariman Point, Mumbai - 400 021.

Tel.: +91 22 6136 1200 • **Email :** info@personalfn.com • **Website :** www.personalfn.com
CIN : U65990MH1989PTC054667

Notes:

1. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 in respect of the special business is annexed hereto and forms an integral part of the Notice.
2. A member entitled to attend and vote at the meeting is NOT entitled to appoint proxy to attend and vote instead of himself / herself, as the meeting will be held as per the framework prescribed by the Ministry of Corporate Affairs vide General Circular 14/2020 dated 8th April 2020 read with other applicable circulars, which provided relaxation to physical attendance of members in case of an Extra-ordinary General Meeting.
3. The Board of Directors of the Company has decided to adopt General Circular 20/ 2020 dated 05.05.2020, General Circular No. 02/ 2022 dated 05.05.2022, General Circular No. 10/ 2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), accordingly, the General Meeting of the Company is proposed to be conducted through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the meeting shall be at the registered office of the Company i.e. 103, Regent Chambers, Nariman Point, Mumbai, Maharashtra, India, 400021.
4. Further, in terms of aforesaid MCA Circulars, physical copies of the Notice of General Meeting are not required to be sent to the Members and have to be sent by emails to all the shareholders of the Company. The ID and password to attend the meeting through the Video Conferencing ("VC") facility will be provided in the email through which this notice will be circulated.
5. Since the EGM is being held through VC/OAVM, Route Map is not annexed to this notice.
6. The facility for joining the Meeting shall be open from 15 minutes before the time scheduled to start the meeting and shall not be closed until the expiry of 15 minutes after such scheduled meeting.
7. Members desirous of getting any information at the meeting about the Scheme of Amalgamation of the Transferor company into the Transferee Company are requested to send their query at the Registered office well in advance so that the same may reach the office at least seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.
8. Shorter Notice consents from 95% shareholders of the Company under 101(1), the Audited Statements of Company as on 31st March 2023, 31st March 2022, 31st March 2021, Memorandum and Articles of Association of Company are available for inspection on all working days between 11:00 am to 5:00 pm. in physical or electronic form at the Registered Office of the Company and also at the Meeting.
9. All the shareholders of the Company are encouraged to attend and vote in the EGM to be held through VC/OAVM.
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company.
11. In case voting by way of poll is required, the members can email their vote from their registered email ID on compliance@personalfn.com.

The Company has duly served an advance copy of the Scheme of Amalgamation (Merger by Absorption) under Form CAA-9 before the offices of Registrar of Companies, Mumbai on 30th April 2025 by hand delivery and via E-Form GNL-1 having SRN N30693527 dated 12th May 2025, to the office of the Official Liquidator, Mumbai by hand delivery on 30th April 2025 and to the Income Tax Authorities by hand delivery on 29th April 2025 in terms of Rule 25(1) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Furthermore, the Company has also filed their Declaration of Solvency in Form CAA-10 before the office of Registrar of Companies in electronic mode through E-Form GNL-2 having SRN AB3825759 dated 12th May 2025.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

None of the Directors or the Key Managerial Person or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Resolution proposed at item No.1.

The Board of Directors of your Company therefore recommends the Special Resolution, mentioned in the Notice, to be passed by the members.

Further pursuant to Section 230(3) of the Companies Act, 2013 read with sub-rule (3) of Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, the following documents are enclosed and the same form an integral part of this Explanatory Statement:-

- A) **Annexure 1** - For Equitymaster Research Private Limited - Statement under section 230(3) of the Companies Act read with rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) rules, 2016
- B) **Annexure 2** - For Quantum Information Services Private Limited - Statement under section 230(3) of the Companies Act read with rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) rules, 2016.
- C) **Annexure 3** - Board resolution dated 23rd April 2025, adopting the Scheme of Amalgamation (Merger by Absorption) of Equitymaster Research Private Limited into Quantum Information Services Private Limited
- D) **Annexure 4** - Proposed Scheme of Amalgamation (Merger by Absorption)
- E) **Annexure 5** - Declaration of Solvency in Form CAA -10 along with following attachments:
 - i) Board Resolutions approving the Scheme of Amalgamation (Merger by Absorption), appointing Authorized Representatives and approving the declaration of solvency;
 - ii) Statement of Assets and Liabilities
 - iii) Auditors Report on Statement of Assets and Liabilities
- F) **Annexure 6** - Attendance Slip

**FOR QUANTUM INFORMATION
SERVICES PRIVATE LIMITED**

I.V. Subramaniam



Place:-Mumbai
Date:- 17th June, 2025

**Mr. I.V.Subramaniam
Chairman /Director
DIN- 00253917**

Annexure 1

Statement under Section 230(3) of the Companies Act, 2013 read with sub rule (3) of rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, for Equitymaster Research Education Private Limited

Sr. No.	Particulars	Details of the Company
1.	Name of the company	Equitymaster Research Private Limited
2.	Corporate Identification Number (CIN)	U74999MH2007PTC175407
3.	Global Location Number (GLN)	Not Applicable
4.	Permanent Account Number (PAN)	AABCE8553C
5.	Date of incorporation	25/10/2007
6.	Type of the company (whether public or private or one-person company)	Private Limited Company
7.	Registered office address	103, Regent Chambers, First Floor, Nariman Point, Mumbai, Maharashtra, India, 400021
8.	E-mail address	sonal@equitymaster.com
9.	Summary of main object as per the Memorandum of association; and main business carried on by the company;	Equitymaster Research Private Limited is engaged in the following business: a. To carry on the business in India and/or abroad to gather, acquire, collate, preserve and disseminate, edit, summaries, amplify or publish information, data or views on trade, finance, commerce, industry, companies, society, culture, education, politics, sports or any other commercial information for the use of client, subscribers, associates or others and to relay the same on any medium, whether print, electronic, voice or visual and to undertake or cooperate in market research and other marketing assignments or activities.
10.	Details of change of name, registered office and objects of the company during the last five years	The name of the Transferor Company was changed from Equitymaster Agora Research Private Limited to Equitymaster Research Private Limited on 15th June 2024. However, there is no change in the registered office and objects of the Company.
11.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not Applicable
12.	Details of the capital structure of the company including authorised, issued, subscribed and paid-up	Authorized Share Capital 10,00,000 Equity Shares of INR 10/- each

	share capital	Issued, Subscribed and paid up Capital. 15,863 Equity Shares of INR 10/- each
13.	Names of the promoters and directors along with their addresses	As per Annexure (A)
14.	The fact and details of any relationship subsisting between both the Transferor and Transferee Company	The proposed Scheme of Amalgamation (Merger by absorption) is between Equitymaster Research Private Limited (Transferor Company) into Quantum Information Services Private Limited (Transferee Company). Equitymaster Research Private Limited is the wholly owned subsidiary of Quantum Information Services Private Limited
15.	The date of the Board Meeting at which the Scheme was approved by the board of directors	14/04/2025
16.	The name of the directors who voted in favour of the resolution.	i. Suresh Satramsingh Lulla ii. Murali Ananthan Krishnan
17.	The name of the directors who voted against the resolution.	None
18.	The name of the directors who did not vote or participate on such resolution	None
19.	Parties to the Scheme of Amalgamation (Merger by Absorption)	Equitymaster Research Private Limited (Transferor Company) and Quantum Information Services Private Limited (Transferee Company).
20.	Appointed Date	01/04/2025
21.	Effective Date	As mentioned in clause 1(k) of Part A of the Scheme of Amalgamation (Merger by Absorption), the date on which the certified copy of the Order of the Regional Director, Western Region, or other Competent/Appropriate Authority, sanctioning the Scheme is filed by the Transferor Company and Transferee Company with the concerned Registrar of Companies.
22.	Share Exchange Ratio	Not Applicable
23.	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company	The present case involves the merger of the Transferor Company with the Transferee Company. The Transferor Company being a 100% subsidiary of the Transferee Company, upon the scheme becoming effective, no shares shall be issued by the Transferee Company. The existing shareholding of

		the Transferee Company in the Transferor Company shall stand cancelled upon the scheme becoming effective. Therefore, no valuation report is required in the present case.
24.	Details of capital or debt restructuring, if any	Not Applicable
25.	Rationale for the compromise or arrangement;	The Transferor Company is the wholly owned subsidiary of the Company, and both the entities are engaged in similar business and complement each other. Thus, in order to simplify the corporate structure and to achieve inter-alia cost and operational efficiencies, amalgamation is being undertaken.
26.	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	<p>The amalgamation (merger by absorption) of the Transferor Company into the Transferee Company will explicitly result in the following benefits:</p> <ol style="list-style-type: none"> Enhanced Integration and Financial Strength: The merger of the Transferor Company into the Transferee Company will foster greater integration, bolstering both financial strength and flexibility. This strategic alignment will maximize overall shareholder value and significantly improve the competitive positioning of the unified entity in the marketplace. Optimized Cash Flow Management: The merger will result in efficient management of cash flows for both the Transferor Company and the Transferee Company, providing unrestricted access to capital. This enhanced liquidity will be strategically deployed to support both organic and inorganic growth initiatives, further maximizing shareholder returns. Augmented Organizational Capacity and Leadership: The pooling of human capital, comprising individuals with diverse expertise, talent, and extensive industry experience, will strengthen the leadership and organizational

		<p>capacity of the combined entity. This enriched talent pool will drive the company's ability to successfully navigate and thrive in a competitive industry landscape.</p> <p>4. Operational Efficiencies and Cost Savings: The integration will yield substantial cost savings through streamlined operations, including the rationalization, standardization, and simplification of business processes. The elimination of redundancies, alongside the optimization of compliance and administrative expenditure, will lead to a more efficient and cost-effective operation.</p>
27.	Amount due to unsecured creditors	Nil
28.	<p>Effect of the Scheme of Amalgamation (Merger by Absorption) on</p> <p>(a) key managerial personnel;</p> <p>(b) directors;</p> <p>(c) promoters;</p> <p>(d) non-promoter members;</p> <p>(e) depositors;</p> <p>(f) creditors;</p> <p>(g) debenture holders;</p> <p>(h) deposit trustee and debenture trustee;</p> <p>(i) employees of the company:</p>	<ul style="list-style-type: none"> ▪ The Scheme of Amalgamation (Merger by Absorption), if approved by the appropriate authorities, shall not have any adverse impact or effect on the Key Managerial Persons, Directors, Promoters, Non-Promoter members, Creditors, whether secured or unsecured, employees of the Companies involved in the Amalgamation. ▪ The Company does not have any Depositors or Debenture Holders. ▪ All employees of the Transferor Company, if any, in service on the date immediately preceding the date on which the Scheme finally takes effect, (i.e. the Effective Date) shall be offered employment in the Transferee Company on such date and such employees shall be employed with the Transferee Company without any break or interruption in service and on the terms and conditions not less favorable than those subsisting with reference to the Transferor Company as on the said date. ▪ All the key managerial personnel will be offered employment in the Transferee Company without any break or interruption in service on the same terms and conditions not less favorable than those subsisting

		<p>with the Transferor Company.</p> <ul style="list-style-type: none"> Also, upon coming into effect of the Scheme and with effect from the Appointed date all the debts, liabilities, duties, obligations, creditors and provisions of Transferor Company would without any further act or deed be transferred and/ or deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the liabilities of the Transferee Company.
29.	Effect of compromise or arrangement on material interests or Directors, Key Managerial Personnel (KMP) and Debenture Trustee.	<p>The Scheme of Amalgamation (Merger by Absorption), if approved by the appropriate authorities, shall not affect the material interests of Directors and Key Managerial Personnel.</p> <p>The Company does not have any Debenture Trustees</p>
30.	Investigation or proceedings, if any, pending against the Company under the Act:	There are no investigations or proceedings which are pending against the Transferor Company under the Companies Act, 2013/Companies Act, 1956.
31.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities	Approval of the regulatory authorities as prescribed under Section 233 of Companies Act, 2013 is required to be obtained.
32.	Document for Inspection	<p>The following documents are open for inspection, at the Registered Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Meeting of the Members of the Company and shall also be available for inspection at the venue of the proposed meeting of Members till the conclusion of the said meeting.</p> <ol style="list-style-type: none"> Latest audited financial statements of both the Transferor Company and Transferee Company for the financial year ending March 31, 2024. Latest unaudited financial statements of both the Transferor Company and Transferee Company for the period ending December 31, 2024. Copy of Scheme of Amalgamation (Merger by Absorption); Contracts or Agreements of the

		<p>Transferor Company, as may be material to the proposed Scheme of Amalgamation (Merger by Absorption);</p> <p>5. 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.</p>
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Annexure A

PART A - List of Promoters of Equitymaster Research Private Limited

Sr. No.	Name of Shareholders	Address of Shareholders	No. of Equity Shares	Percentage of holding	No. of Preference Shares	Percentage of holding
1.	Quantum Information Services Private Limited	103, regent Chambers, Nariman Point, Mumbai, Maharashtra - 400021	15,863	100%	-	-
	Total		15,863	100%	-	-

PART B - List of Directors of Equitymaster Research Private Limited

Sr. No.	Name of Director	Date of Birth	PAN	DIN	Date of Appointment	Address
1.	Suresh Satramsingh Lulla	07.07.1944	AABPL8330R	00278118	08/07/2019	7, Sindhu G Road, 87, Marine Drive, Mumbai-400002
2.	Murali Ananthan Krishnan	20.04.1959	AAEPM9082C	02495197	01/01/2021	701, Bella Vista 112/A, Central Avenue Road, Chembur, Mumbai-400071

ANNEXURE 2

Statement under Section 230(3) of the Companies Act, 2013 read with sub rule (3) of rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, for Quantum Information Services Private Limited

Sr. No.	Particulars	Details of the Company
1.	Name of the company	Quantum Information Services Private Limited
2.	Corporate Identification Number (CIN)	U65990MH1989PTC054667
3.	Global Location Number (GLN)	Not Applicable
4.	Permanent Account Number (PAN)	AAACQ0301M
5.	Date of incorporation	19/12/1989
6.	Type of the company (whether public or private or one-person company)	Private Limited Company
7.	Registered office address	103, Regent Chambers, Nariman Point, Mumbai, Maharashtra, India, 400021
8.	E-mail address	compliance@personalfn.com
9.	Summary of main object as per the Memorandum of association; and main business carried on by the company;	<p>Quantum Information Services Private Limited is engaged in the following business:</p> <p>a. To gather, acquire, collate, preserve and disseminate, edit, summarise, amplify or publish information or data on trade, commerce, industry, society, culture, education, politics, sports or any other commercial information for the use of client, subscribers, associates or others and to relay the same on any medium, whether print, electronic, voice or visual and to undertake or cooperate in market research and other marketing assignments or activities or to establish, promote or concur in establishing or promoting any company or companies having similar objects.</p> <p>b. To carry on the business on investment Company and to underwrite, sub-underwrite to invest in and acquire and to hold, sell, buy or otherwise deal either in the Company or in that of any nominee, in shares, stocks, debentures, debenture stock,</p>

		bonds, units, obligation and securities, issued or guaranteed by Indian or Foreign Governments, Stated, Dominion, Sovereigns, Municipalities or Public Authorities or Bodies and shares, stocks, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by any Company, Corporation, forum or person whether incorporated or established in India or elsewhere.
10.	Details of change of name, registered office and objects of the company during the last five years	Not Applicable
11.	Name of the stock exchange(s) where securities of the company are listed, if applicable	Not Applicable
12.	Details of the capital structure of the company including authorised, issued, subscribed and paid-up share capital	<p>Authorized Share Capital 1,00,00,000 Equity Shares of INR 1/- each</p> <p>Issued, Subscribed and paid-up Capital. 50,43,036 Equity Shares of INR 1/- each</p>
13.	Names of the promoters and directors along with their addresses	As per Annexure (A)
14.	The fact and details of any relationship subsisting between both the Transferor and Transferee Company	The proposed Scheme of Amalgamation (Merger by absorption) is between Equitymaster Research Private Limited (Transferor Company) into Quantum Information Services Private Limited (Transferee Company). Equitymaster Research Private Limited is the wholly owned subsidiary of Quantum Information Services Private Limited.
15.	The date of the Board Meeting at which the Scheme was approved by the board of directors	23 rd April 2025
16.	The name of the directors who voted in favour of the resolution.	i. Iyer Venkata Subramaniam ii. Suresh Satramsingh Lulla iii. Rafiq Kassamally Dossani iv. Murali Ananthan Krishnan
17.	The name of the directors who voted against the resolution.	None
18.	The name of the directors who did not vote or participate on such resolution	None

19.	Parties to the Scheme of Amalgamation (Merger by Absorption)	Equitymaster Research Private Limited (Transferor Company) and Quantum Information Services Private Limited (Transferee Company).
20.	Appointed Date	01/04/2025
21.	Effective Date	As mentioned in clause 1(k) of Part A of the Scheme of Amalgamation (Merger by Absorption), Effective Date means the date on which the certified copy of the Order of the Regional Director, Western Region, or other Competent/Appropriate Authority, sanctioning the Scheme is filed by the Transferor Company and Transferee Company with the concerned Registrar of Companies. Any references in this Scheme to the "date of coming into effect of the Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date.
22.	Share Exchange Ratio	Not Applicable
23.	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company	The present case involves the merger of the Transferor Company into the Transferee Company. The Transferor Company being a 100% subsidiary of the Transferee Company, upon the scheme becoming effective, no shares shall be issued by the Transferee Company. The existing shareholding of the Transferee Company in the Transferor Company shall stand cancelled upon the scheme becoming effective. Therefore, no valuation report is required in the present case.
24.	Details of capital or debt restructuring, if any	Not Applicable
25.	Rationale for the compromise or arrangement;	The Transferor Company is the wholly owned subsidiary of the Company, and both the entities are engaged in similar business and complement each other. Thus, in order to simplify the corporate structure, to achieve inter-alia cost and operational efficiencies and to optimized cash flow management, amalgamation is being undertaken.
26.	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	The amalgamation (merger by absorption) of the Transferor Company into the Transferee Company will explicitly result in the following benefits: 1. Enhanced Integration and

		<p>Financial Strength: The merger of the Transferor Company into the Transferee Company will foster greater integration, bolstering both financial strength and flexibility. This strategic alignment will maximize overall shareholder value and significantly improve the competitive positioning of the unified entity in the marketplace.</p> <p>2. Optimized Cash Flow Management: The merger will result in efficient management of cash flows for both the Transferor Company and the Transferee Company, providing unrestricted access to capital. This enhanced liquidity will be strategically deployed to support both organic and inorganic growth initiatives, further maximizing shareholder returns.</p> <p>3. Augmented Organizational Capacity and Leadership: The pooling of human capital, comprising individuals with diverse expertise, talent, and extensive industry experience, will strengthen the leadership and organizational capacity of the combined entity. This enriched talent pool will drive the company's ability to successfully navigate and thrive in a competitive industry landscape.</p> <p>4. Operational Efficiencies and Cost Savings: The integration will yield substantial cost savings through streamlined operations, including the rationalization, standardization, and simplification of business processes. The elimination of redundancies, alongside the optimization of compliance and administrative expenditure, will lead to a more efficient and cost-effective operation.</p>
27.	Amount due to unsecured creditors	
28.	Effect of the Scheme of Amalgamation (Merger by	<p>▪ The Scheme of Amalgamation (Merger by Absorption), if approved</p>

	<p>Absorption) on</p> <p>(a) key managerial personnel;</p> <p>(b) directors;</p> <p>(c) promoters;</p> <p>(d) non-promoter members;</p> <p>(e) depositors;</p> <p>(f) creditors;</p> <p>(g) debenture holders;</p> <p>(h) deposit trustee and debenture trustee;</p> <p>(i) employees of the company:</p>	<p>by the appropriate authorities, shall not have any adverse impact or effect on the Key Managerial Persons, Directors, Promoters, Non-Promoter members, Creditors, whether secured or unsecured, employees of the Companies involved in the Amalgamation.</p> <ul style="list-style-type: none"> ▪ The Company does not have any Depositors or Debenture Holders. ▪ All employees of the Transferor Company, in service on the date immediately, preceding the date on which the Scheme finally takes effect, (i.e. the Effective Date) shall be offered employment in the Transferee Company on such date and such employees shall be employed with the Transferee Company without any break or interruption in service and on the terms and conditions not less favorable than those subsisting with reference to the Transferor Company as on the said date. ▪ All the key managerial personnel will be offered employment in the Transferee Company without any break or interruption in service on the same terms and conditions not less favourable than those subsisting with the Transferor Company. ▪ Also, upon coming into effect of the Scheme and with effect from the Appointed Date all the debts, liabilities, duties, obligations, creditors and provisions of Transferor Company would without any further act or deed be transferred and/ or deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the liabilities of the Transferee Company.
29.	<p>Effect of compromise or arrangement on material interests or Directors, Key Managerial Personnel (KMP) and Debenture Trustee.</p>	<p>The Scheme of Amalgamation (Merger by Absorption), if approved by the appropriate authorities, shall not affect the material interests of Directors and Key Managerial Personnel.</p>

		The Company does not have any Debenture Trustees
30.	Investigation or proceedings, if any, pending against the Company under the Act:	There are no investigations or proceedings which are pending against the Company under the Companies Act, 2013.
31.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities	Approval of the regulatory authorities as prescribed under Section 233 of Companies Act, 2013 is required to be obtained.
32.	Document for Inspection	<p>The following documents are open for inspection, at the Registered Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Meeting of the Members of the Company and shall also be available for inspection at the venue of the proposed meeting of Members till the conclusion of the said meeting.</p> <ol style="list-style-type: none"> 1. Latest limited review financial statements of both the Transferor Company and Transferee Company for the financial year ending December 31, 2024. 2. Latest audited financial statements of both the Transferor Company and Transferee Company for the financial year ending March 31, 2024. 3. Copy of Scheme of Amalgamation (Merger by Absorption); 4. Contracts or Agreements of the Transferor Company, as may be material to the proposed Scheme of Amalgamation (Merger by Absorption); 5. 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.

FOR QUANTUM INFORMATION
SERVICES PRIVATE LIMITED

I. V. Subramaniam



Mr. I.V.Subramaniam
DIN- 00253917
Chairman/Director

Annexure A

PART A - List of Promoters of Quantum Information Services Private Limited

Sr. No.	Name of Shareholders	Address of Shareholders	No. of Shares	Percentage of holding
1.	Ajit Dayal	15, CCI Chambers, Dinsha Wachha Road, Churchgate, Mumbai 400020	38,88,402	77.10%
	Total		38,88,402	77.10%

PART B - List of Directors of Quantum Information Services Private Limited

Sr. No.	Name of Director	Date of Birth	PAN	DIN	Date of Appointment	Address
1.	Iyer Venkata Subramaniam	29.06.1962	AAAPI6441B	00253917	14/08/2008	605, Athena Building, Raheja Acropolis, Deonar, Mumbai 400088
2.	Suresh Satramsingh Lulla	07.07.1944	AABPL8330R	00278118	29/06/2020	7, Sindu G Road, 87, Marine Drive, Mumbai 400002
3.	Rafiq Kassamally Dossani	27-02-1954	ADWPD3681M	01229693	13/02/2002	48, Floor-4, Plot 62, Rajat Apartment, Bhausahab Hire Marg, Malabar Hill, Mumbai 400006
4.	Murali Ananthan Krishnan	20-04-1959	AAEPM9082C	02495197	25/06/2021	701, Bella Vista 112/A, Central Avenue Road, Chembur, Mumbai 400071