PRS
ASSOCIATES
COMPANY SECRETARIES

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

JAIPUR BENCH

COMPANY SCHEME APPLICATION NO. CA CAA) NO. 2 - 230-232 / JPR/ 2026

AND

IA (CA) NO. 52 / JPR/2026

In the matter of the Companies Act, 2013

AND

In the matter of application under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

AND

In the matter of Agribiotech Industries Limited, a Company incorporated under the provisions of the Companies Act, 1956 having CIN U15511RJ2004PLC019885

AND

In the matter of Agribio Spirits Limited, a Company incorporated under the Provisions of the Companies Act, 1956 having CIN L11010RJ1975PLC045573.

AND

In the matter of Scheme of Amalgamation (Merger by Absorption) of Agribiotech Industries

Limited ('the Transferor Company') with Agribio Spirits Limited ('the Transferee Company') and their respective shareholders and Creditors

Agribio Spirits Limited (ASL)
a company registered under the Companies Act, 1956
having its registered office at 111, Signature Tower,
DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan - 302015
CIN: L11010RJ1975PLC045573
PAN :- AAACG9331M
Email id :-info@abil.co.in ... Applicant Company No. 2 / Transferee Company

To,
The Registrar,
National Company Law Tribunal,
Jaipur Bench, Jaipur.

Sir,

Be pleased to take on record the accompanying Chairperson's Report dated 24th October, 2026 alongwith Affidavit of Ms. Nandini Gore Chairperson appointed by Hon'ble NCLT, Jaipur Bench, for the Meeting of Equity Shareholders of Agribio Spirits Limited the Transferee Company on behalf of the Applicant Company in the above matter.

Dated 6th November, 2026

Yours Faithfully,
For PRS Associates
Company Secretaries

CS Sanjay Shringarpure
Authorized Representative

Encl. as above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

JAIPUR BENCH

COMPANY SCHEME APPLICATION NO. CA CAA) NO. 2 - 230-232 / JPR/ 2026

AND

IA (CA) NO. 52 / JPR/2026

In the matter of the Companies Act, 2013

AND

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In the matter of Agribiotech Industries Limited, a Company incorporated under the provisions of the Companies Act, 1956 having CIN *U15511RJ2004PLC019885*

AND

In the matter of Agribio Spirits Limited, a Company incorporated under the Provisions of the Companies Act, 1956 having *CIN L11010RJ1975PLC045573.*

AND

In the matter of Scheme of Amalgamation (Merger by Absorption) of Agribiotech Industries Limited ('the Transferor Company') with Agribio Spirits Limited ('the Transferee Company') and their respective shareholders and Creditors

Agribio Spirits Limited (ASL)
a company registered under the Companies Act, 1956
having its registered office at 111, Signature Tower,
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CIN: L11010RJ1975PLC045573
PAN :- AAACG9331M
Email id :-info@abil.co.in ... Applicant Company No. 2 / Transferee Company

NOTARY JULI NAMA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026 GOVT. OF INDIA

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2026

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For **PRS ASSOCIATES**

Company Secretaries

CS Sanjay Shringarpure

Authorised Representative for the Applicant Company

ICSI Membership No. F 2857, ICSI – COP No. - 6107

Omega Business Park, 309, 3rd Floor,

Road No. 33, Opp. Kamgar Hospital,

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NOTARY JULINAMA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026 GOVT. OF INDIA

ATTESTED

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24 OCT 2026

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENCH, AT JAIPUR

COMPANY SCHEME APPLICATION C.A. (C.A.A) No. 02/ (JPR) of 2026

AND

IA(CA) NO. 52 /JPR/2026

In the matter of the Companies Act, 2013

AND

In the matter of application under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

AND

matter of Agribiotech Industries Limited, a Company incorporated under the provisions of the Companies Act, 1956 having CIN U15511RJ2004PLC019885

AND

In the matter of Agribio Spirits Limited, a Company incorporated under the Provisions of the Companies Act, 1956 having CIN L11010RJ1975PLC045573.

AND

In the matter of Scheme of Amalgamation (Merger by Absorption) of Agribiotech Industries Limited (the *"Transferor Company"*) with Agribio Spirits Limited (the *"Transferee Company"*) and their respective shareholders and Creditors

Agribiotech Industries Limited ("ABIL")
A public limited company registered under the provisions of the Companies Act, 1956 having its **Registered Office** at 111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan – 302015.
CIN: U15511RJ2004PLC019885
PAN: AAFCA1695R
Email ID: info@abil.co.in

NOTARY JULIANA JAIPUR (Raj.) Regd. No. 12154 Comm. Expired on 14-12-2026 GOVT. OF INDIA

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Jaipur Raj. (India)
24 OCT 2026

...Applicant Company No. 1/ Transferor Company/ABIL

WITH

Agribio Spirits Limited ("ASL")
A public limited company registered under the provisions of the Companies Act, 1956 having its **Registered Office** at 111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan - 302015.
CIN: L11010RJ1975PLC045573
PAN: AAACG9331M
Email ID: - info@abil.co.in

...Applicant Company No. 2/ Transferee Company/ASL

MEMO OF PARTIES

IN THE MATTER OF: -

Agribiotech Industries Limited ("ABIL")
A public limited company registered under the provisions of the Companies Act, 1956 having its **Registered Office** at 111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan - 302015.
CIN: U15511RJ2004PLC019885
PAN: AAFCA1695R
Email ID: info@abil.co.in

...Applicant Company No. 1/ Transferor Company/ABIL

WITH

Agribio Spirits Limited ("ASL")
A public limited company registered under the provisions of the Companies Act, 1956 having its **Registered Office** at 111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan - 302015.
CIN: L11010RJ1975PLC045573
PAN: AAACG9331M
Email ID: - info@abil.co.in

...Applicant Company No. 2/ Transferee Company/ASL

Humble Applicant Companies

Place: **Jaipur**
Date: 24-10-2026

THROUGH COUNSELS

For PRS Associates,
Practicing Company Secretaries, Thane

Sanjay Shringarpure
(FCS: 2857, CP: 6107)
Authorized Representative for the Applicants
Address: Omega Business Park, 309, 3rd Floor, Road No. 33, Opp. Kamgar Hospital Wagle Estate, Thane (West) 400604, Maharashtra
Telephone No. 022/20814500 / 98200 30276
Email ID:- ss@prssec.com

NOTARY GOVT. OF INDIA JAGDISH NAMA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2026

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

JAIPUR BENCH

COMPANY SCHEME APPLICATION NO. CA CAA) NO. 2-230-232 / JPR/ 2026

AND

IA(CA) NO. 52 /JPR/2026

In the matter of the Companies Act, 2013

AND

In the matter of application under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

AND

In the matter of Agribiotech Industries Limited, a Company incorporated under the provisions of the Companies Act, 1956 having CIN U15511RJ2004PLC019885

AND

In the matter of Agribio Spirits Limited, a Company incorporated under the Provisions of the Companies Act, 1956 having CIN L11010RJ1975PLC045573.

AND

In the matter of Scheme of Amalgamation (Merger by Absorption) of Agribiotech Industries Limited ('the Transferor Company') with Agribio Spirits Limited ('the Transferee Company') and their respective shareholders and Creditors

Agribio Spirits Limited ("ASL")
A public limited company registered under the provisions of the Companies Act, 1956 having its **Registered Office** at 111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan - 302015.
CIN: L11010RJ1975PLC045573
PAN: AAACG9331M
Email ID: - info@abil.co.in

...Applicant Company No. 2/ Transferee Company/ASL

NOTARY GOVT. OF INDIA JULI NAMA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026

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Jaipur Raj. (India)
24 OCT 2026

BRIEF SYNOPSIS

i. The Joint Company Scheme Application is filed under section and in accordance with Sections 230 to 232 of the Companies Act, 2013 to obtain sanction of this Hon'ble Bench to the Scheme of Amalgamation of Agribiotech Industries Limited ('the Transferor Company') with Agribio Spirits Limited ('the Transferee Company').

ii. **Incorporation Date:**

a. **Agribiotech Industries Limited** ("the Applicant No. 1 / Transferor Company" - ABIL) was incorporated on 11th November, 2004.

b. **Agribio Spirits Limited** ("the Applicant No. 2 / Transferee Company" - ASL) was incorporated on 06th June, 1975.

iii. **"Appointed Date"** means 1st October 2024 the Adjudicating Body may direct or fix, for the purpose of amalgamation of ABIL with ASL under this Scheme as per Clause 4.5 of the Scheme.

iv. **Board Meeting:** The Scheme of Merger by absorption has been approved by the Board of Directors of the Applicant No. 1 / Transferor Company and Applicant No. 2 / Transferee Company on 31.12.2024 in their respective meetings. The certified true copy of the Board Resolution is attached as **Exhibit J & K'** to the Application.

v. **NOC from Stock Exchange:** A copy of Observation Letter/No-objection letter issued by BSE Limited for the Applicant No. 2 / Transferee Company as per Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and marked as **Exhibit - "N"**.

vi. The Transferee Company states that the Company has filed a Joint Company Scheme Application No. C.A.(C.A.A.) 02 (JPR) of 2026 wherein the Hon'ble Bench vide its order dated 13th day of August, 2026 has directed to convene and hold the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Transferee Company.

vii. The Transferee Company states that the Company has filed an Inter locutory application No. IA(CA) NO. 52 /JPR/2026 for seeking modification in Order dated 13th August, 2026 for additional time for conducting the NCLT convened Meeting and filing chairman's Report, wherein the Hon'ble Bench vide its Order 3rd September, 2026 has granted additional time for holding the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Transferor Company and filing chairman's report.

NOTARY JULI NAMA JAIPUR (Raj.) Regd No. 2154 Comm. Expired 04-12-2026 GOVT. OF INDIA

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NOTARY PUBLIC
Jaipur Raj. (India)

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viii. The Transferee Company as per the directions of Hon'ble Bench vide its order dated dated 13th day of August, 2026 as modified vide Order dated 3rd day September, 2026 have sent / dispatched the Notices of the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Transferee Company on 21st September, 2026 by way of e-mail to those whose email addresses were available with the Company and through speed post / courier whose email addresses were not available with the Company or whose emails have been bounced.

ix. The notice of the meetings was jointly published in the Newspapers namely, Business Standard in English on 22nd September, 2026 and Business Standard in Hindi on 22nd September, 2026.

x. The Affidavit of Mr. Ratan Singh Managing Director dated 7th October, 2026 in Company Application C.A. (C.A.A) 02 (JPR) of 2026 in respect of notices to Equity Shareholders, Secured Creditors and Unsecured Creditors and Services and Publication of Notices of Agribio Spirits Limited filed before the Hon'ble NCLT on 16th October, 2026 in compliance with the directions of the Order dated 21st August, 2026 of Hon'ble NCLT

xi. The Meeting of Equity Shareholders of the Transferee Company was held on Saturday the 24th October, 2026 at 3.00 p.m. through physical means alongwith Video Conferencing ('VC') facility / Other Audio-Visual Means ('OAVM') deemed to be convened at 10th Floor, Signature Elite, J-7 Narayan Singh Circle, Jaipur - 302004 Rajasthan.

xii. The Scrutinizer has submitted his report dated 24th October, 2026 to the chairperson.

xiii. Hence present chairperson's report

For **PRS ASSOCIATES**

Company Secretaries

Shringarpure

CS Sanjay Shringarpure

Authorised Representative for the Applicant Company
ICSI Membership No. F 2857, ICSI - COP No. - 6107
Omega Business Park, 309, 3rd Floor,
Road No. 33, Opp. Kamgar Hospital,
Wagle Estate, Thane (West) 400604 Maharashtra
Email ID: ss@prssec.com
Mobile No. - +91-98200 30279

NOTARY GOVT. OF INDIA JULI NAMA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026

Care

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

JAIPUR BENCH

COMPANY SCHEME APPLICATION NO. CA CAA) NO. 2-230-232 / JPR/ 2026

AND

IA(CA) NO. 52 /JPR/2026

In the matter of the Companies Act, 2013

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A public limited company registered under the provisions of the Companies Act, 1956 having its **Registered Office** at 111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan - 302015.
CIN: L11010RJ1975PLC045573
PAN: AAACG9331M
Email ID: - info@abil.co.in

Care

...Applicant Company No. 2/ Transferee Company/ASL

NOTARY GOVT. OF INDIA
JULINAMA
JAIPUR (Raj.)
Regd No. 12154
Comm. Expired on 04-12-2026

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Jaipur Raj. (India)
24 OCT 2026

LIST OF DATES & EVENTS

DATES	EVENTS
11.11.2004	Incorporation of Agribiotech Industries Limited (**"ABIL"**) the Transferor company under the erstwhile provisions of the Companies Act, 1956
06.06.1975	Incorporation of Giri Finance & Trading Limited the Transferee Company under the erstwhile provisions of the Companies Act, 1956
27.06.1975	Giri Finance & Trading Limited obtained the certificate for commencement of business
04.05.2001	The name of the Transferee Company has been changed from Giri Finance & Trading Limited to Beekay Niryat Limited
26.02.2014	The Registered Office of the Transferee Company has been shifted from the *'State of West Bengal'* to the *'State of Rajasthan'* after sanctioning the petition by the Hon'ble Regional Director, Eastern Region – Kolkata
15.11.2024	The name of the transferee company has been changed from Beekay Niryat Limited to its present name i.e. Agribio Spirits Limited
31.12.2024	Draft Scheme of Amalgamation of Agribiotech Industries Limited (the **"Transferor Company"**) with Agribio Spirits Limited (the **"Transferee Company"**) was approved by the Board of Directors of both the companies.
17.02.2026	NOC obtained from BSE Limited for the Applicant No. 2 / Transferee Company as per Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
27.03.2026	CA (CAA) 02 (JPR) of 2026 filed before the Hon'ble NCLT
13.08.2026	Minutes of Order passed by the Hon'ble Tribunal in C.A.(CAA)/02/JPR/2026
21.08.2026	Inter Locutory Application No. IA(CA) NO. 52 /JPR/2026 filed before the Hon'ble NCLT
03.09.2026	IA allowed by the Hon'ble Tribunal in IA(CA)No. 52/JPR/ 2026
21.09.2026	Notice convening meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors together with a copy of Scheme of Amalgamation and Explanatory Statement sent by way of email / Speed Post / Courier to each of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Company No. 1 / Transferee Company
22.09.2026	Newspaper Publication – published in Business Standard (in English)
22.09.2026	Newspaper Publication – published in Business Standard (in Hindi)
16.10.2026	Authorized Representative's Affidavit of service of notice and explanatory statement upon Equity Shareholders, Secured Creditors and Unsecured Creditors and publication of newspaper advertisement by the Petitioner Company No. 1 / Transferee Company
24.10.2026	The Meeting of the Equity Shareholders of the Applicant No 2 / Transferee Company was held through physical means alongwith Video Conferencing (VC) /Other Audio - Visual Means ("OAVM") held at 10th Floor, Signature Elite, J-7 Narayan Singh Circle, Jaipur – 302004 Rajasthan.
24.10.2026	Scrutinizer submitted his report
	Report of the Chairperson for the NCLT convened meeting of the Equity Shareholders of the Applicant No 2 / Transferee Company

For **PRS ASSOCIATES**
Company Secretaries

CS Sanjay Shringarpure
Authorised Representative for the Applicant Company
ICSI Membership No. F 2857, ICSI – COP No. - 6107
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Wagle Estate, Thane (West) 400604 Maharashtra
Email ID: ss@prssec.com Mobile No. - +91-98200 30276

NOTARY JULI NAMA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026 GOVT. OF INDIA

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2026

FORM NO. CAA - 4

[PURSUANT TO RULE 13(2) AND RULE 14 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

JAIPUR BENCH

COMPANY SCHEME APPLICATION NO. CA CAA) NO. 2 - 230-232 / JPR/ 2026

AND

IA (CA) NO. 52 / JPR/2026

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Agribio Spirits Limited (ASL)
a company registered under the Companies Act, 1956
having its registered office at 111, Signature Tower,
DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan - 302015
CIN: L11010RJ1975PLC045573
PAN :- AAACG9331M
Email id :-info@abil.co.in ... Applicant Company No. 2 / Transferee Company

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026

NOTARY GOVT. OF INDIA JAIPUR (Raj.) Regd. No. 12134 Comm. Expired on 04-12-2026

REPORT BY CHAIRPERSON

I, Nandini Gore, appointed by the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal") Jaipur Bench vide its order dated 13th August, 2026 as modified vide Order dated 3rd September, 2026 ("Orders") **(Annexure A)** to act as a Chairperson of the meeting of the Equity Shareholders of Agribio Spirits Limited, summoned by notice dated 17th September, 2026 served upon them and vide advertisement dated 22nd September, 2026 published in 'Business Standard' in English and 'Business Standard' in Hindi.

The meeting of the Equity Shareholders was held on Saturday, 24th October, 2026 at 3.00 p.m. through physical means along with Video Conferencing (VC) /Other Audio - Visual Means ("OAVM") held at 10th Floor, Signature Elite, J-7 Narayan Singh Circle, Jaipur - 302004 Rajasthan.

The above stated documents have already been annexed to the Affidavit of Service of Notices which has been filed before this Tribunal.

I do hereby report to the Hon'ble NCLT as follows:

1. By the said Order of the Hon'ble Tribunal, the Applicant Company No. 2 / Transferee Company was required to provide remote e-voting facility and e-voting facility and physical voting through Ballot at the meeting to its Equity Shareholders in respect of the resolution for approving the Scheme of Merger by Absorption of Agribiotech Industries Limited with Agribio Spirits Limited and their respective shareholders ('Scheme').

2. The entire process of conducting the aforesaid meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") and Remote E-voting and E-voting during the Tribunal convened meeting was done with the assistance of Central Depository Services (India) Limited ("CDSL") appointed by the Applicant Company No. 2 / Transferee Company. The procedure to attend the meeting and e-voting and voting through ballot was informed to all the Equity shareholders in the Notice itself as well as in the advertisement.

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026

3. As per the directions of the said Order of the Hon'ble Tribunal, the meeting of the Equity Shareholders of the Applicant Company No. 2 / Transferee Company was held on Saturday

the 24th October, 2026 at 3.00 p.m. through physical means VC/OAVM facility provided by Central Depository Services (India) Limited ("CDSL"), for the purpose of the Scheme and I presided over the said meeting. The said meeting commenced at the appointed time.

4. By the said Order of the Hon'ble Tribunal, the quorum was fixed for the meeting as prescribed under section 103 of the Companies Act, 2013.

5. The said meeting was Physically / virtually attended by Twenty-Eight (28) Equity Shareholders of the Applicant Company No. 2 / Transferee Company entitled together to 53,10,154 Equity Shares of the face value of Rs. 10/- each representing 48.79% of the total number of shares of 1,08,84,237 (One Crore Eight Lakhs Eighty-Four Thousand Two Hundred Thirty-Seven) of the Applicant Company No. 2 Company / Transferee Company. Therefore, the requirement of quorum in relation to meeting of the Equity Shareholders of the Applicant Company No. 2 / Transferee Company, as stipulated in the said Order and as per the provisions of Section 103 of the Companies Act, 2013, was complied with.

6. The remote e-voting period remained open from Monday, 19th October, 2026 at 09:00 a.m. (IST) to Friday 23rd October, 2026 at 5:00 p.m. (IST). The equity shareholders, of the Transferee Company attending the Meeting through VC / OAVM, and who have not cast their vote through remote e-voting prior to the Meeting were entitled to exercise their vote using the e-voting facility made available during the Meeting through VC/OAVM or physically through ballot paper facility made available during the meeting.

7. Since the notice convening the meeting of the Equity Shareholders, the explanatory statement and the annexures thereto were already circulated in advance, the same were taken as read. I explained the salient features and rationale of the Scheme. I, thereupon, asked the Equity Shareholders present at the said meeting whether they wish to speak or ask questions or queries if any, on the scheme of Amalgamation.

8. None of the Equity shareholders present at the meeting expressed their desire to address the meeting.

NOTARY JALINAMA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026 GOVT. OF INDIA

ATTESTED

NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2026

9. Thereafter, the question whether the Equity Shareholders of the Applicant Company No. 2 / Transferee Company approve the Scheme was submitted in the form of a resolution moved, reading as under:

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof , for the time being in force),the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the rules, circulars and notifications made there under as may be applicable, Section 2(1B) and other applicable provisions of the Income-Tax Act, 1961, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 issued by the Securities and Exchange Board of India(**"SEBI"**) and as amended from time to time, read with the observation letters dated 17th February, 2026 issued by BSE Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal, Jaipur Bench(**"NCLT"**)and /or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme and 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 deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution),the proposed Scheme of Amalgamation between Agribiotech Industries Limited (ABIL) (Transferor Company) and Agribio Spirits Limited (ASL) (Transferee Company) and its Shareholders and Creditors (**"Scheme'**) placed before this meeting and initialed by the Chairperson of the meeting for the purpose of identification (the **"Scheme"**), as per the draft enclosed to this notice, be and is hereby approved;*

__RESOLVED FURTHER THAT__ for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026

NOTARY
JULI NAHA
JAIPUR (Raj.)
Regd. No. 2154
Comm. Expired on
04-12-2026
GOVT. OF INDIA

accounting entries and / or making such adjustments in the books of accounts, transfer /vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter what so ever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and /or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection there with and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."

10. Thereafter the said resolution on the Scheme was put to vote for those Equity Shareholders who had not casted their vote through remote e-voting. The Equity Shareholders were requested to cast their votes either through e-voting or ballot at the meeting.

11. Mr. Ansh Kakar Advocate was appointed as the Scrutinizer by the Hon'ble Tribunal acted as Scrutinizer.

12. The under mentioned Equity Shareholders who voted through Remote E-voting and vote through E-voting system during the meeting through VC/OAVM or through ballot in **Favour** of the proposed Scheme of Amalgamation being adopted and carried into effect are as follows:

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Sr. No.	Name of Equity Shareholders	Address	Nos. of Equity shares held	Nos. of votes
1.	Dhanji Dharamshi Patel	Shreeji Height, Flat No. 1703- B Wing, Plot No.1 A B C, Sector- 46a Nerul -400 706	125102	125102
2.	Rashila Pravin Gami	Flat No 101, Plot No 54, Sector -10a Vashi 400 703	110000	110000
3.	Jyoti Suresh Gami	Flat 101, Lal Krupa Niwas, Plot 54 Sector 10a, Vashi 400 703	110000	110000
4.	Urmila Ambalal Gami	C 3 S 16, M G Complex, Sector 14 Vashi- 400 703	110000	110000
5.	Mana Murji Gami	Flat No 201, Plot No- 54, Sector 10 A, Vashi 400 703	110000	110000
6.	Jayshree Shavji Gami	B -1407, Kanchan Junga, Plot No 20 ,Sector 11, Kopar khairne -400 709	110000	110000
7.	Bhagwati Goyal	G 21, Azad Nagar, Near Kumbha Circle, Bhilwara- 311 001	39000	39000
8	Bhanupriya	Plot No 125, Kalwar Road, Jhotwara, Jaipur, Rajasthan- 302012	4000	4000
9	Apparao Baddhu Rathod	Vijapur Road, Balaji Nagar, Solapur 413 319	559	559
10	Asha Mitesh Thakkar	Room 85, Uday Nagar, B R Road, Mulund West -400 080	4500	4500
11	Durgesh Tanigajalam Acharya	B 184, Valnai Hutment Cly, Malad West, Near Municipal School, Mumbai, Suburban -400 064	5008	5008
12	Rahul Eknath Salvi	B 15, Kirloskar Housing Society, Manjari Road, Mahadev Nagar, Manjari Bk, Manjari Khurd, Pune - 412307	500	500
13	Murji Bhanji Gami	Plot No 54, Flat No 201, Sector Thane Maharashtra 400 703	310195	310195
14	Suresh Bhanji Gami	Flat No 101, Lal Krupa Niwas, P 10 A, Vashi, Navi Mumbai, Thane Mumbai- 400 703	304175	304175
15	Bindiya Ambalal Gami	C 3 S 16, Sector 14, M G Complex Thane, Maharashtra 400703	50000	50000
16	Prabha Kailas Newale	Upale Dumala, Upale Dumala Tal Barshi- 413 401	865	865
17	Subodh Keshav Gawade	Shree Vijay, Plot No 575, 1st Floor, Block No 03, Taluka Police Station 410 206.	3172	3172
18	Bhupendra Padmakar Kathe	E 6 C J, Munoth Nagar, 1st Floor, Mahatma Phule Road, Near Old Post Office, Panvel- 410 206	9927	9927
19	Rahul Ramchandra Pati	Lamer Residency, A -501, Near Channel Upwan Building, Sai Nagar Panvel 410 206	5000	5000
20	Swapnaja Balachandra Naik	122, Barachittekeri Gunavante Honnavar, Uttar Kannada Karnataka 581 348	1024	1024
21	Malti Vijay Thakkar	Mau Moti Mau Moti Kachchh, 370 445	9000	9000
22	Chetana Ashirwad Bhange	B -402, Prakash Memories Bhartiya Vidyapeeth Mage, Katraj Dairy Javal Ambegao 411 046	1700	1700
23	Sneha Swapnil Newale	Plot Upale Dumala, Solapur -413 401	10000	10000
24	Supriya Mrutyunjay Madhabhave	Kumbhar Galli Hat- 416 143	970	970
25	Vrushali Darshan Patil	Building H2, Flat No -402, Park I Nagar, Pune Phursungi Fursungi	1848	1848

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		Maharashtra -412308 Phursungi 412 308		
26	Rakhee Amit Atawane	1452 B, Atawane Bldg, Shivaji Road Nr Marut Mandir Line, Ali 410 206	21111	21111
27	Durgesh Tanigajalam Acharya	B 184 Valnai Hutment Cly Malad West Near Muncipal School 400 064	11295	11295
28	Prasad Madhukar Ghodinde	Flat No 124 A Wing Godavari Bldg No 01 Kalpataru Riverside Complex Opp Panchamukhi Mandir 410 206	500	500
29	Jyoti Tulsidas Khiya	29 3rd Floor Laxmibai Bhosle B Shivajinagar Patel Chowk Walgle Estate Thane 400 604	3619	3619
30	Unnati Umesh Thakekar	Rachana Residanci A 204 Tilak Bekari Panvel Panvel Panvel Ra 0206 Panvel 410 206	1454	1454
31	Dhanesh Pratap Mehta	Vignahar Height Flat No 801 Plot No 5 6 Nerul Off Pam 400 706	6448	6448
32	Reshma Sagar Surwase	At Nanaj Nannaj Nanaj Solapur Nanaj 413 222	950	950
33	Malhar Rajendra Atawane	Rajendra Atawane B No 8 1452 B Shivaji Road Panve Office 410 206	2508	2508
34	Manisha Manohar Thakekar	A 204 Rachana Residency Opp Om Bakery Tilak Road Panvel 410 206	902	902
35	Nandini Navanath Sawant	W O Navanath Sawant 1 Om Akruti Chs K D Agarwal Hall 421 201	1175	1175
36	Surekha Namdev Yajgar	W O Namdev Yajgar Post Pophali Tal Mohol Dist Solapur 413 213	1641	1641
37	Samant Maithili Nilesh	B 2 4 Pioneer Chs Ground Floor Swami Nityanand Road Panvel 410 206	5022	5022
38	Bhawna Agarwal .	C 2302 Oberoi Exquisite Mohan Gokhale Road Goregaon East 400 063	10000	10000
39	Ganesh Tukaram Misal	S O Tukaram Hari Misal 112 Mit Murud Janjira Near Hanuman Man Murud Janjira Murud Raigarh Ma 402 401	1375	1375
40	Jay Haresh Vora	Flat No.15 Narendra Apartment 2nd Floor Sarojini Road Nr Dena Bank Vile Parle West 400 056	20000	20000
41	Komal Choudhary	E 112 Sadabahar Block Pawansut Marg Rampath Shyam Nagar Jaipur 302 019	3300	3300
42	Hemant N. Sarvaiya H.U.F.	702 Raghunath Tower Devidas Lane Borivali W 400 103	50000	50000
43	Hemant N. Sarvaiya	702 Raghunath Tower Devidas Lane Borivali W 400 103	360000	360000
44	Bayant Kaur Sahni	11 24 Ab Second Floor Gurdwara Road Tilak Nagar 110 018	400	400
45	Rigmadirappa Investments Private Limited	9 Hungerford Street Kolkata 700 017	1858207	1858207
46	Ashutosh Bajoria	404 Nemi Sagar Colony Queens Road Jaipur- 302021	1344893	1344893
47	Puja Bajoria	404 Nemi Sagar Colony Queens Road Jaipur- 302021	1506467	1506467
48	Mars Comtrade Pvt. Ltd.	1162 Kucha Mahajani Chandni Chowk Delhi-110 006	7858	7858
49	Ramgopal Sharma	56 C Monika Vihar 1st Mangyawas Rd Sanganer P O Box Mansarovar Jaipur Rajasthan India 302 020	822	822
50	Aman Sharma	56 C Monika Vihar 1st Mangyawas Rd Sanganer P O Box Mansarovar Jaipur Rajasthan India 302 020	3200	3200

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51	Surendra Sharma	P No 7 Hanuman Vatika Opp 9 Dukangokulpura Kalwar Road Jaipur-302 012	01	01
52	Narendra Kumar Agrawal	E 112 Shyam Nagarpawansut Ma Rg Sadabahar Blockrampat Jaipur 302 019	1500	1500
53	Arun Vashist	22 Amar Nagar (Rfc Colony) Vaishali nagar Vaishali Nagar Jaipur302 021	4284	4284
54	Arun Vashist Huf	22 Amar Nagar (Rfc Colony) Vaishali Nagar Vaishali Nagar Jaipur302 021	1200	1200
55	Ishaan Vashishtha	22 Amar Nagar (Rfc Colony) Vaishali Nagar Vaishali Nagar Jaipur302 021	1000	1000
56	Rajeev Sharma	B-10/139 Sukh Samridhi Apartm vaishali Nagarjaipur Rajasthan-302021	25480	25480
	TOTAL		**66,93,157**	**66,93,157**

13. The under mentioned Equity Shareholders who voted through Remote E-voting and vote through E-voting system during the meeting through VC/OAVM or through ballot **against** the proposed Scheme of Amalgamation being adopted and carried into effect are as follows: -

Sr. No.	Name of Equity Shareholders	Address	Nos. of Equity shares held	Nos. of votes
1.	NIL			

14. There was one (1) invalid vote casted by the Equity Shareholder holding 18,58,207 Equity Shares.

15. The Copy of the consolidated Scrutinizer Report issued by Mr. Ansh Kakar Advocate is enclosed and the details of the remote e-voting and the e-voting at the meeting and voting through ballot at the meeting is as under:

A. ***Voting by remote e-voting through CDSL:***

i. Forty (40) Equity Shareholders holding 37,41,085 Equity shares representing value of equity shares of Rs. 3,74,10,850/- (Rupees Three Crores Seventy-Four Lakhs Ten Thousand Eight Hundred Fifty only) voted through remote e-voting.

ii. Out of above, Forty (40) Equity Shareholders holding 37,41,085 Equity Shares representing value of equity shares of Rs. 3,74,10,850/- (Rupees Three Crores Seventy-Four Lakhs Ten Thousand Eight Hundred Fifty only) voted in favour of the resolution.

iii. None of the Equity Shareholders voted against the resolution.

iv. No vote was treated as invalid.

B. ***E-Voting at the meeting through CDSL:***

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i. Five (5) Equity Shareholders holding 55,367 Equity shares representing value of equity shares of Rs. 5,53,670/- (Rupees Five Lakhs Fifty-Three Thousand Six Hundred Seventy only) voted through remote e-voting.

ii. Out of above, Five (5) Equity Shareholders holding 55,367 Equity Shares representing value of equity shares of Rs. 5,53,670/- (Rupees Five Lakhs Fifty-Three Thousand Six Hundred Seventy only) voted in favour of the resolution.

iii. None of the Equity Shareholders voted against the resolution.

iv. No vote was treated as invalid.

C. **Voting through Ballot at the Meeting**

i. Twelve Equity(12) Shareholders holding 47,54,912 Equity shares representing value of equity shares of Rs. 4,75,49,120/- (Rupees Four Crores Seventy-Five Lakhs Forty-Nine Thousand One Hundred Twenty only) voted through ballot.

ii. Out of above, Eleven (11) Equity Shareholders holding 28,96,705 Equity Shares representing value of equity shares of Rs. 2,89,67,050/- (Rupees Two Crores Eighty-Nine Lakhs Sixty-Seven Thousand Fifty only) voted in favour of the resolution.

iii. None of the Equity Shareholders voted against the resolution.

iv. One (1) Equity shareholder holding 18,58,207 Equity Shares representing value of Equity shares of Rs. 1,85,82,070/- (Rupees One Crore Eighty-Five Lakhs Eighty-Two Thousand Seventy only) was treated as invalid.

D. ***The combined results of the remote e-voting and e-voting at the meeting and by ballot at the meeting are as follows:***

i. Fifty-Six (56) Equity Shareholders representing 61.49% of the total equity share capital exercised their voting rights through valid votes.

ii. Fifty-Six (56) Equity Shareholders holding 66,93,157 Equity shares representing value of equity shares of Rs. 6,69,31,570/- (Rupees Six Crores Sixty-Nine Lakhs Thirty-One Thousand Five Hundred Seventy only) voted in favour of the resolution.

iii. None of Equity Shareholders voted against the resolution.

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iv. One (1) Equity shareholder holding 18,58,207 Equity Shares representing value of Equity shares of Rs. 1,85,82,070/- (Rupees One Crore Eighty-Five Lakhs Eighty-Two Thousand Seventy only) was treated as invalid.

16. As per Notice and Explanatory Statement served to the Equity Shareholders, Equity Shareholders as on cut-off date (i.e. 30th September, 2025) are considered for the purpose of computing the above voting results.

The resolution was passed by the requisite majority of Fifty-Six (56) Equity Shareholders representing 100% in numbers and 100% in value.

17. Further, the number of votes cast by the Fifty three (53) Public Shareholders holding Nineteen Lakhs Eighty Three Thousand Five Hundred Ninety (19,83,590) equity shares representing 100% in numbers and 100% in favour of the resolution approving the proposed Scheme of Merger by Absorption were far more than the number of votes cast against it by the None (-) Public Shareholders holding Zero (0) equity shares representing NIL % in numbers and NIL%, thereby approving the resolution as required as per SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023, by requisite majority of 100% in value.

18. Hereto annexed and marked as **Annexure 'B'** is Result of voting through remote e-voting and through e-voting at the Meeting and through ballot at the meeting of the Equity shareholders of the Applicant Company No. 2 / Transferee Company.

19. Hereto annexed and marked as **Annexure 'C'** is the consolidated scrutinizer's report dated 24th October, 2026 providing the details of remote e-voting and e-voting at the meeting.

Dated this 24th day of October, 2026

Ms. Nandini Gore
Chairperson Appointed for the Meeting

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भारतीय गैर न्यायिक

एक सौ रुपये Rs. 100

रु. 100 ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

राजस्थान RAJASTHAN CE 885991

21 OCT 2026

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

JAIPUR BENCH

COMPANY SCHEME APPLICATION NO. CA CAA) NO. 2 - 230-232 / JPR/ 2026

AND

IA (CA) NO. 52 / JPR/2026

Agribio Spirits Limited .....Applicant Company No. 2 / Transferee Company

AFFIDAVIT VERIFYING THE CHAIRPERSON'S REPORT

I, Ms. Nandini Gore d/o Mr. A. V Kshirsagar, an Indian Inhabitant aged about 58 years having my address at R/o, 12- C, Red MIG flats, Rajouri Garden, Subhash Nagar Raod, New Delhi- 110 027, presently in Jaipur solemnly affirm as follows:

NOTARY GOVT. OF INDIA JULIANA JAIPUR (Raj.) Regd. No. 12154 Comm. Expired on 04-12-2026

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1. By an Order made by Hon'ble NCLT, Bench at Jaipur on 13th August, 2026 as modified vide Order dated 3rd September, 2026 and as per the directions of the said order, in the above matter, I was appointed as a chairperson to preside over the meeting of the Equity Shareholders of Agribio Spirits Limited ordered to be convened and held on Saturday, the 24th day of October, 2026 at 3.00 p.m. through physical means alongwith Video Conferencing / Other Audio-Visual Means ("VC/OAVM"). The said meeting was convened and held, for the purpose of considering and if thought fit, approving, the Scheme of Amalgamation between Agribiotech Industries Limited ("the Applicant Company No. 1 / Transferor Company") and Agribio Spirits Limited ("the Applicant Company No. 2 / Transferee Company') and their respective shareholders.

2. The said meeting of Equity Shareholders of the said Applicant Company No. 2 / Transferee Company was accordingly held on Saturday the 24th October, 2026 at 3.00 p.m. The said meeting commenced in time and I presided over the said meeting as a chairperson.

3. I, accordingly as the Chairperson of the said meeting submitted my report dated 24th day of October, 2026 as to the result of the meeting. The report submitted herewith for proceeding of the meeting is true to my knowledge, information and belief and I believe the same to be true.

Solemnly affirmed at Jaipur

This 24th day of October, 2026.

Ms. Nandini Gore

Chairperson Appointed for the Meeting

Deponent

For **PRS ASSOCIATES**
Company Secretaries

Shringarpure

CS Sanjay Shringarpure

Authorised Representative for the Applicant Company
ICSI Membership No. F 2857
ICSI - COP No. - 6107
Omega Business Park, 309, 3rd Floor,
Road No. 33, Opp. Kamgar Hospital,
Wagle Estate, Thane (West) 400604 Maharashtra
Email ID: ss@prssec.com Mobile No. - +91-98200 30276

NOTARY GOVT. OF INDIA JULI NAHTA JAIPUR (Raj.) Regd. No. 12114 Comm. Expired on 04-12-2026

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Exhibit A

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IN THE NATIONAL COMPANY LAW TRIBUNAL
JAIPUR BENCH

CORAM: **MS. REETA KOHLI,**
HON'BLE JUDICIAL MEMBER

MS. KAVITA BHATNAGAR
HON'BLE TECHNICAL MEMBER

CA (CAA) No.- 2/230-232/JPR/2026

Section: Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

IN THE MATTER OF SCHEME OF AMALGAMATION OF

AGRIBIOTECH INDUSTRIES LIMITED ("ABIL")
(Transferor Company/Applicant Company No. 1)
AND

AGRIBIO SPIRITS LIMITED ("ASL")
(Transferee Company/Applicant Company No. 2/)

MEMO OF PARTIES

AGRIBIOTECH INDUSTRIES LTD.
CIN- U15511RJ2004PLC019885
PAN- AAFCA1695R
R/o-111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan — 302015.

...Transferor Company/ Applicant Company No. 1

AND

AGRIBIO SPIRITS LIMITED
CIN- L11010RJ1975PLC045573
PAN- AAACG9331M
R/o- 111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan — 302015.

... Transferee Company/ Applicant Company No. 2

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For the Petitioner : Mr. Sanjeev Shringarpure, CS

Sdr

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Sdr

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Order Pronounced On: 13.08.2026

ORDER

1. This Application is jointly filed by the Applicant Companies herein, namely *Agribiotech Industries Limited ("ABIL")* ('Transferor Company'/ 'Applicant Company No. 1) and *Agribio Spirits Limited ("ASL")* ('Transferee Company/ 'Applicant Company No. 2) under Sections 230-232 of the Companies Act, 2013 read with Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules') in relation to the Scheme of Amalgamation (Merger by Absorption) ('Scheme') proposed between *Agribiotech Industries Limited ("ABIL")* ('Transferor Company'/ 'Applicant Company No. 1) and *Agribio Spirits Limited ("ASL")* ('Transferee Company/ 'Applicant Company No. 2).

2. The Applicant Companies have preferred the present Application seeking the reliefs:

   *i) Allowed/ permitted to convene, hold and conduct an appropriate meeting of the **Equity Shareholders** of the Applicant Company No.1 /Transferor Company, with respect to appointment of the chairperson and scrutinizer, fixation of quorum, dispatch of Notices, voting including e-voting and publication of notices in newspapers and such other directions, as may be necessary and expedient for convening the meeting of the Equity Shareholders of the Applicant Company No. 1/Transferor Company;*

   *ii) Allowed/permitted to convene, hold and conduct an appropriate meeting of the **Equity Shareholders** of the Applicant Company No. 2/Transferee Company, appointment of the chairperson and scrutinizer, fixation of quorum, dispatch of Notices, voting including e-voting and publication of notices in newspapers and such other directions, as may be necessary for convening of the meeting of the Equity Shareholders of the Applicant Company No. 2/Transferee Company;*

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iii) *Allowed/permitted to convene, hold and conduct an appropriate meeting of the* ***Secured Creditors*** *representing 100% of the total outstanding of the Secured Creditors of the Applicant Company No. 1/Transferor Company, appointment of the chairperson and scrutinizer, fixation of quorum, dispatch of Notices, voting including e-voting and publication of notices in newspapers and such other directions, as may be necessary and expedient for convening the meeting of the Secured Creditors of the Applicant Company No. 1/Transferor Company;*

iv) *Allowed/permitted to convene, hold and conduct an appropriate meeting of the Secured Creditors representing 100% of the total outstanding of the Secured Creditors of the Applicant Company No. 2/Transferee Company, appointment of the chairperson and scrutinizer, fixation of quorum, dispatch of Notices, voting including e-voting and publication of notices in newspapers and such other directions, as may be necessary and expedient for convening the meeting of the Secured Creditors of the Applicant Company No. 2 / Transferee Company;*

v) *Allowed/permitted to convene, hold and conduct an appropriate meeting of the* ***Unsecured Creditors*** *of the Applicant Company No. 1/Transferor Company, appointment of the chairperson and scrutinizer, fixation of quorum, dispatch of Notices, voting including e-voting and publication of notices in newspapers and such other directions, as may be necessary and expedient for convening the meeting of the Unsecured Creditors of the Applicant Company No. 1 / Transferor Company;*

vi) *Allowed/permitted to convene, hold and conduct an appropriate meeting of the* ***Unsecured Creditors*** *of the Applicant Company No. 2/Transferee Company, appointment of the chairperson and scrutinizer, fixation of quorum, dispatch of Notices, voting including e-voting and publication of notices in newspapers and such other directions, as may be necessary and expedient for convening the meeting of the Unsecured Creditors of the Applicant Company No. 2 / Transferee Company;*

vii) *Allowed/permitted to send notices to all the concerns including but not limited to the Central Government of India acting through the Regional Director, the Registrar of Companies, the Goods and Services Tax authorities (GST) and Income Tax authorities including their respective Nodal Officer(s), Official Liquidator fin case of Applicant Company No. 1), BSE Limited (in case of Applicant Company No. 2), and Securities and Exchange Board of India ("SEBI") (in case of Applicant Company No. 2), and other Sectoral Regulatory Authorities, if any, in case of both the Applicant Companies;*

Sd-

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viii) *Any other applicable and necessary order(s) or direction(s) may be passed and the Applicant Company No.1/Transferor Company and Applicant Company No. 2/Transferee Company be allowed and permitted to seek approval of the instant application/petition for amalgamation without any further delay or formalities before the Hon'ble NCLT, Jaipur (Bench) and both the applicants pray accordingly; and/or*

ix) *Pass such other/further order(s) or direction(s) as this Hon'ble Tribunal may deem fit and proper in the present facts and circumstances.*

3. An Affidavit in support of the Application sworn for and on behalf of the Transferor Company and Transferee Company by *Mr. Ashutosh Bajoria and Mr. Ratan Singh* respectively has been filed, being the authorized representative of Applicant Companies along with the Board Resolution dated 31.12.2024 duly authorizing the same.

4. It has been submitted that the Applicant Company No. 1/Transferor Company namely, *Agribiotech Industries Limited* is incorporated under the provisions of Companies Act, 1956 on 11.11.2004. The Applicant Company No. 2/ Transferee Company namely, *Agribio Spirits Limited* is incorporated under the provisions of the Companies Act, 1956 on 06.06.1975.

5. It is stated that the name of the Transferee Company has been changed from *Giri Finance & Trading Limited* to *Beekay Niryat Limited* and a fresh Certificate of Incorporation consequent on change of name dated 04.05.2001 was issued by the Registrar of Companies, West Bengal, Kolkata. Subsequently, the Transferee Company again changed the name from *Beekay Niryat Limited* to its present name, *Agribio Spirits Limited* and a fresh Certificate of Incorporation consequent on change of name dated

Sd/-

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15.11.2024 was issued by the Government of India, Ministry of Corporate Affairs.

6. Upon perusal of the Application, the details of the capital structure of the Applicant Companies as reflected in the master data is tabulated below for reference:

Sr. No	*Name of the Company*	*Authorized Share Capital*	*Issued, Subscribed and Fully paid-up Share Capital*
1.	*Agribiotech Industries Limited (Transferor Company)*	Rs. 18,50,00,000/- divided into 1,85,00,000 Equity Shares of INR 10/- each	Rs. 17,63,76,960/- divided into 1,76,37,696 Equity Shares of INR 10/-each
2.	*Agribio Spirits Limited (Transferee Company)*	Rs.11,00,00,000/- divided into 1,10,00,000 Equity Shares of INR 10/- each	Rs.10,88,42,370/- divided into 1,08,84,237 Equity Shares of INR 10/-each

7. The Applicant Companies have also filed respective Memorandum and Articles of Association of the Companies, inter alia delineating their object clauses annexed with the Application as Exhibit-A & Exhibit-B at Page no. 121-226 of the Application. The Applicant Companies have filed copy of the Audited Financial Statements for the year ending 31.03.2025.

8. The Board of Directors of the Applicant Companies have approved the Scheme of Amalgamation; certified true copy of the Board Resolution dated 31.12.2024 has been annexed as Exhibit-J & Exhibit-K respectively of the Application.

Sd-

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9. As per the terms of the Scheme, upon the Scheme becoming effective and in consideration of the merger by absorption and vesting of the business of the Transferor Company with the Transferee Company, in accordance with this Scheme, the Transferee Company shall, without any further application or deed, issue and allot to shareholders of the Transferor Company whose names appear in the register of members of the Transferor Company as on the Record Date or to such of their heirs, executors, administrators or the successors-in-title, as the case may be recognized by the Board of Directors, in the following manner:

> *"Eighty-Five (85) fully paid-up Equity Shares of Rs. 10/- each of the Transferee Company shall be issued and allotted for every one Hundred (100) fully paid-up Equity Shares of Rs. 10/- each held in the Transferor Company." ("Share Entitlement Ratio")*
>
> *AND*
>
> *Ninety-Seven (97) 0.01% fully paid-up Non-Convertible Redeemable Preference Shares (NCRPS) of Rs. 10/- each at a redemption price of Rupees One Hundred Twenty-Six and paise Twenty only (Rs 126.20) per share of the Transferee Company shall be issued and allotted for every one Hundred (100) fully paid-up Equity Shares of Rs. 10/- each held in the Transferor Company." ("Share Entitlement Ratio")*

10. Further, the Applicant No. 2 / Transferee Company (Agribio Spirits Limited) is an entity listed on BSE Limited ('BSE'). Hence, before filing a Company Scheme Application before this Tribunal, it was required to seek approval from the stock exchanges where its shares are listed and Securities and Exchange Board of India ('SEBI'), in terms of master circular

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SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20.06.2023 and other applicable SEBI Circulars. The Applicant No. 2 / Transferee Company has received an observation letter from the BSE Limited on 17.02.2026 which is annexed as **Exhibit – N** (Page nos. 560-563) to the Company Application.

11. The rationale for the proposed Scheme, as stated in the Application is reproduced hereunder:

i. *ASL holds 29.76% in ABIL and both ABIL and ASL are under the same management with common promoters, it is proposed to integrate the respective business activities of both entities in a single entity. This will enable following:*

ii. *ABIL is primarily engaged in the business inter alia manufacturing, selling and trading in alcohol / liquor. ASL has recently changed its object clause to engage in the business of alcohol / liquor. Thus, the Transferor Company and the Transferee Company are engaged in similar business. Hence, the amalgamation of Transferor Company into Transferee Company shall provide an opportunity to the Scheme entities to better consolidate their assets and utilize the same more efficiently which will be in the interest of all stakeholders.*

iii. *The integration of ABIL's liquor business into ASL will result into the inorganic acquisition of business of liquor under a single entity thus the Transferee company will have off the rack manufacturing set up as well as foray into a marketing through Government agency M/S. Rajasthan State Ganganagar Sugar Mills Ltd. Thus, the combined entity can deal into Neutral Alcohol (Spirit for Liquor and Bottling of liquor under various brands), Rectified Spirit and Country Liquor of various brands.*

iv. *The Shareholders of the Transferee Company will directly participate in the assets / business / profits of the Transferor Company and are expected to benefit from business expansion, reduced finance cost, improved profitability and additional resources to fund business growth.*

v. *Simplify group and business structure and achieve operational synergies;*

vi. *Focused and holistic approach of the management towards combined business operations and integration of business operations would enable the Transferee Company to provide significant impetus to its growth;*

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vii. *The combined entity on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz. partnerships, acquisitions and market expansion thereby enhancing financial prospects. It will also strengthen the transferee company's market presence in the liquor production industry.*

viii. *The amalgamation will result inter alia in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure, leveraging sales and distribution network and simplification of overlapping infrastructure.*

ix. *Create value for stakeholders, including respective shareholders, customers, lenders and employees as the combined business would benefit from increased scale, innovations in technology and expanded market reach with increased growth opportunities, higher cross selling opportunities to a larger base of customers, improvement in productivity and operational efficiencies, amongst others;*

x. *Upon merger, the combined entity would have improved financial health and better ability to also raise finances with the larger asset base and customer network to boost its future growth*

xi. *Reduced operational costs due to combined efforts, eliminating duplication of administrative work, communications / coordination efforts across the group entities, multiplicity of legal and regulatory compliances thereby ensuring optimum utilization of available resources and integrated management focus which will enable a structured, sharper and better management focusing on holistic growth of the businesses;*

xii. *There is no likelihood that any shareholder or creditor or employee of ABIL and ASL would be prejudiced as a result of the Scheme. Thus, the merger is in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.*

12. Further, it is stated that the Appointed Date as per the Scheme is 01.10.2024. however, this Tribunal vide Order dated 16.04.2026 sought clarification regarding the delay in filing the Application as the Appointed date in the present case is 01.10.2024, whereas the Scheme Application was filed on

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02.04.2026. The Applicant Companies *vide* Affidavit 1090/2026 dated 07.05.2026, submitted the reasons for delay in filing of the instant Application as the Appointed Date is 01.10.2024 and same are reproduced hereunder:

a) *The Board of Directors of Transferor Company (ABIL) and Transferee Company (ASL) at their respective Board Meetings held on 31.12.2024 passed resolution and unanimously approved the said Scheme of Amalgamation. The Certified true copies of the same are annexed and marked as Exhibit - "J" and Exhibit - "K" to Company Scheme Application, respectively.*

b) *The shares of the Transferee Company i.e. Agribio Spirits Limited ("ASL") are listed on BSE Limited. In view of the same the Transferee Company needs to take the approval under the provisions of Regulations 37 of SEBI (LODR), Regulations, 2015 read with Master Circular No. SEBI/HO/CFD/POD 2/P/CIR/2023/93 dated 20.06.2023 issued by the Securities and Exchange Board of India ("SEBI"). The Transferee Company ("ASL") being a listed Company, has to make prior application to BSE Limited for seeking its No-Objection letter and subsequently, also from SEBI to the Scheme of Amalgamation before the Scheme of Arrangement is submitted before the NCLT, Jaipur ("Bench") for its applicable sanction.*

c) *Because of the compliance of the above provision, the Transferee Company had applied to BSE Limited on 14.01.2025. The copy of the letter dated 13.01.2025 filed on 14.01.2025 with BSE Limited is annexed hereto and Marked as ANNEXURE - 2.*

d) *Thereafter, as per the requirements of point no. 2 (k) - submission of documents forming Part - I - A of SEBI Master circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20.06.2023, the listed company (being the "Transferee Company") has have to compulsorily obtain the No-Objection Certificate(s) ("NOC") from the lending Scheduled Commercial Banks/Financial Institutions/Debenture Trustees (if any), from not less than 75% of the Secured Creditors in value. The copy of the email dated 28.08.2025 received from SEBI is enclosed herewith and marked as ANNEXURE - 18.*

e) *Thereafter, since both the Applicant Companies have their consortium fundings ®& lenders, accordingly they have approached various*

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lenders and obtained No-Objection certificates/letters from their respective Secured Creditors. The copies of all such NOC(s) obtained are enclosed with the CA (CAA) No. 2/230-232/JPR/2026 and marked as Exhibit "Q-3" and "R3" therein, respectively.

f) It is also germane to mention here, that pursuant to the Regulation 37 of SEBI (LODR) Regulations, 2015 read with BSE Observation letter dated 17.02.2026, the validity of BSE observation letter is Six (6) months from the date of the said letter, within which the Transferee Company (ASL) has to file scheme before the Hon'ble NCLT. Therefore, both the Companies have filed the scheme before the Hon'ble NCLT, Jaipur (Bench) on 27.03.2026 i.e. within Thirty-Nine (39) days from the date of BSE Observation Letter dated 17.02.2026.

g) Therefore, the applicant companies could not able to file application before the Hon'ble NCLT within a period of one (1) year from the Appointed Date. Further as per the aforesaid circular the justification for delay could not incorporated in the scheme for the reason that any change/modification in the scheme requires prior approval of BSE/SEBI. Hence, it was not possible to incorporate the reason in the draft scheme.

h) Further the Appointed Date is not significantly ante — dated from the date of of Board Meeting and filing of application with the Hon'ble NCLT and also it is not against the public interest. The Applicant No.2/Transferee Company has_ received BSE's Observation Letter on 17.02.2026. Thus, the application is filed before the Hon'ble NCLT, Jaipur ("Bench") in the month of March, 2026 only.

13. The Authorised Representative for the Applicant Companies submits that the Statutory Auditors of the respective Applicant Companies have opined that the Accounting Treatment proposed under the Scheme is in compliance with Accounting Standards prescribed under provisions of Section 133 of the Companies Act, 2013 read with applicable rules & regulations framed in this regard. The copy of certificate of the statutory auditor in this regard of the respective Applicant Companies is annexed as "Exhibit - L" (Page nos.

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550-554) and "Exhibit-M" (Page nos. 555-559), respectively to the Company Scheme Application.

14. It is averred in the Application that to the knowledge of the Petitioner Companies (Transferor Company and Transferee Company), no litigations are filed or pending against either of these Applicant Companies under the Insolvency and Bankruptcy Code, 2016 (IBC). And no action taken/pending by Govt./Regulatory body/ Agency against the entities involved in the scheme for the period of recent eight (8) years, except the following cases against the Transferor Company i.e. Agribiotech Industries Limited ("ABIL") as under:

A. *The Rajasthan State Excise Department has raised the demand of Rs. 1,770.72 Lakhs on presumptive basis vide various Demand Recovery Notices on account of non-verification of some of export permits (relating to inter-state sales) issued by the Excise Authority of importing states. Further, the Rajasthan State Excise department has raised a demand of Rs. 3,36.40 Lakhs on account of interest for delay in payment of state excise demand. The Company has deposited total amount of demand including interest in various years.*

Out of total demand (including interest) as mentioned above the company has charged Rs. 630.56 Lakhs to Profit & Loss Account upto 31.03.2012 in respective year of payment made. However, based on legal opinion, the remaining amount Rs. 1,476.56 Lakhs has been shown as recoverable vide Note No. 7 under the fread "Other Non-Current Assets" as the demand is sub-judice before appellate authorities. During the F.Y. 2022-23 the demand has been confirmed by the appellate authority therefore the company/ABIL has made the

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provision of Rs. 1,476.56 Lakhs and charged the same from retained earning under "other equity capital". The Company/ABIL has duly filed an appropriate appeal before the Hon'ble High Court of Rajasthan, Jaipur (Bench) against the said order and the same is pending for decision

B. *The Directorate of Enforcement, vide its order dated 31.10.2018 provisionally attached the immovable property of the company situated at SP-156, RIICO Industrial Area, Ajitgarh, Distt. Sikar to the extent of Rs. 838.35 lakhs for 180 days for scheduled offence under PMLA, 2002. The said order has been stayed by appellate authority vide its order dated 06.05.2019. Company approached appellate authority for release of land. The appellate authority allowed to release the land by placing fixed deposit of Rs. 838.35 lakhs with department, accordingly the company has placed the fixed deposit of 838.35 Lakhs with the department. Thereafter, vide order dated 30th June 2025, the Appellate authority allowed to continue the attachment on the FDR in substitution of the attachment of immovable property for which consent has been given by the Company.*

15. In relation to the Transferor Company and the Transferee Company, the details of their Equity Shareholders, Secured and Unsecured Creditors are tabulated as below:

	Transferor Company	***Transferee Company***
Equity Shareholders	12	2317
Secured Creditors	8	6
Unsecured Creditors	283	13

16. In relation to the Transferor Company, it is represented that the Company has 12 Equity Shareholders as on 30.09.2025. Also, the Company has 8 Secured Creditors whereas the count of Unsecured Creditors is 283 which

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was updated *vide* Affidavit 1981/2026 dated 04.08.2026. Similarly, the Transferee Company has 2317 Equity Shareholders, 6 Secured Creditors and 13 Unsecured Creditors as on 30.09.2025.

17. Taking into consideration the Application filed by the Applicant Companies and the documents filed therewith, this Tribunal proposes and hereby issues the following directions with respect to calling, convening and holding of the meetings of the Equity Shareholders, Secured and Unsecured Creditors or dispensing with the same as well as issue of notices, including by way of paper publication, as follows:

In relation to Applicant Transferor Company -

17.1. ***With respect to Equity Shareholders:***

Since it is represented that there are 12 (Twelve) Equity Shareholders in the Transferor Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of its shareholders. Therefore, this Tribunal is of the view that a meeting of the Equity Shareholders of the Applicant Transferor Company is required to be held within 45 days from the date passing of this order through physical means along with Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

17.2. ***With respect to Secured Creditors:***

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Since it is represented that there are 8 (Eight) Secured Creditors in the Transferor Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of its Secured Creditors. Therefore, this Tribunal is of the view that a meeting of the Secured Creditors of the Applicant Transferor Company is required to be held within 45 days from the date passing of this order through physical means along with Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

17.3. ***With respect to Unsecured Creditors:***

Since it is represented that there are 283 (Two Hundred Eighty-Three) Unsecured Creditors in the Transferor Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of its Unsecured Creditors. Therefore, this Tribunal is of the view that a meeting of the Unsecured Creditors of the Applicant Transferor Company is required to be held within 45 days from the date passing of this order through physical means along with Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

In relation to Applicant Transferee Company –

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17.4. ***With respect to Equity Shareholders:***

Since it is represented that there are 2317 (Two Thousand three Hundred Seventeen) Equity Shareholders in the Transferee Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of its shareholders. Therefore, this Tribunal is of the view that a meeting of the Equity Shareholders of the Applicant Transferee Company is required to be held within 45 days from the date passing of this order through physical means along with Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

17.5. ***With respect to Secured Creditors:***

Since it is represented that there is 6 (Six) Secured Creditor in the Transferee Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of the Secured Creditor. Therefore, this Tribunal is of the view that a meeting of the Secured Creditor of the Applicant Transferee Company is required to be held within 45 days from the date passing of this order through physical means along with Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting

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being issued through post, courier or email ids registered with the Applicant Company.

17.6. ***With respect to Unsecured Creditors:***

Since it is represented that there are 13 (Thirteen) Unsecured Creditors in the Transferee Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of the Unsecured creditors. Therefore, this Tribunal is of the view that a meeting of the Unsecured creditors of the Applicant Transferee Company is required to be held within 45 days from the date passing of this order through physical means along with Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

18. **Directions for Meetings to be held are issued as under: -**

The above-stated meetings of the Applicant Companies shall be called, convened and conducted through physical means along with VC & OAVM, subject to the notice of the meeting being issued through post/courier/e-mail, as specified below:

18.1. Holding the meetings and conclusion of the voting of the Applicant Companies shall be done through physical means along with VC & OAVM, within 45 days of passing of this Order, following the Companies Act, 2013, and applicable Rules & Guidelines. The

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quorum of the meetings shall be in terms of Section 103 of the Companies Act, 2013.

18.2. The Chairpersons and Scrutinizers for aforesaid meetings of the Transferor and Transferee Company is as follows:

Particulars	Chairperson	Scrutinizers
Meeting to be held of Equity Shareholder and Secured Creditor of Transferor Company and meeting of Secured and Unsecured Creditors of Transferee Company	Mr. Ajit Kumar Singh IAS (Retd.), (Mobile No. 9983388888, email id: ajitsinghias@gmail.com	Mr. Gaurav Garg (Mobile No. 8968347578, email id: cagauravgarg1@gmail.com
Meeting to be held of Unsecured Creditors of Transferor Company	Mr. Atul Lakhanpal (Mobile No. 9646733630, email id: atul.lakhanpal@rediffmail.com	Mr. Balvinder Sangwan (Mobile No. 8800944058, email id: balvinder-sangwan.92@gmail.com
Meeting to be held of Equity Shareholders of Transferee Company	Ms. Nandini Gore (Mobile No. 9810062568, email id: gorenandini@yahoo.com	Mr. Ansh Kakkar (Mobile No. 9870420938, email id: advocate.anshkakkar@gmail.com

18.3. The honorarium of the Chairperson for the aforesaid meetings of the Applicant Companies shall be Rs. 1,00,000/- (Rupees One Lakh Only) and the honorarium of the Scrutinizer shall be Rs. 50,000/-

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(Rupees Fifty Thousand Only) in addition to re-imbursement of their incidental and out of pocket expenses. The Chairperson and Scrutinizer will file their report within a week of conclusion of the meetings. They shall be fully assisted by the authorized representative / Company Secretary and other relevant staff of the Applicant Companies.

18.4. Individual notice(s) of the above said meetings shall be sent by the Applicant Companies the Equity Shareholders, Secured Creditors and Unsecured creditors on record of the company through registered post or speed post or courier or e-mail, 30 days in advance before the scheduled date of meeting, indicating the day, date, time and link to meeting through physical means along with VC & OAVM as aforesaid, together with a copy of the Scheme, copy of explanatory statement required to be sent along with any other documents as prescribed under the Companies Act, 2013, and Rules / Guidelines thereunder and also any information / document as specified in this order which shall also be duly sent with the notice.

18.5. It is further directed that along with the notice, the Applicant Companies shall also send statement(s) explaining the effect of the Scheme on the creditors, key managerial personnel, promoters and non-promoter members, etc. along with effect of the arrangement for

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amalgamation on any material interests of the Directors of the Company, as provided under sub- section 3 of Section 230 of the Act.

18.6. The Applicant Companies shall publish advertisement, indicating the day, date, time and link of the meeting to be conducted through physical means along with VC & OAVM as aforesaid, with a gap of at least 30 clear days before the holding of the meeting through VC & OAVM, to be published in two leading daily Newspapers with large circulation in the area, in English and in vernacular, stating that the copies of Scheme and the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 shall be available and provided free of charge at the registered office of the Applicant Companies to eligible persons. The Applicant Companies shall also publish the notice on its website, if any.

18.7. The Applicant Companies shall send notice individually and in compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in Form No. CAA 3 along with a copy of the Scheme, the Explanatory Statement and the disclosures mentioned in Rule 6 of the Rules to the Income Tax Authorities (indicating the respective PAN Nos.), ROC and Official Liquidator concerned, Regional Director - MCA (North Western Region), RBI, SEBI, BSE and National Stock Exchange as well as other sectoral regulators or authorities, if

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applicable, as an advance notice for their representation / observation, if any. The Applicant Company shall file affidavit regarding sectoral regulators that may be concerned and include a specific prayer with respect to notices to relevant regulators and authorities also at the stage of second motion. In case the Scheme is exempted under the Competition Act, 2002, an affidavit to this effect shall be given. Otherwise, notice to Competition Commission of India may also be issued.

18.8. The Applicant Companies shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by any Creditors and Equity Shareholders of the Applicant Companies, entitled to vote as aforesaid.

18.9. The authorized representative of the Applicant Companies shall furnish an affidavit of service of notice of meeting and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meeting.

18.10. All the aforesaid directions are to be complied with strictly in accordance with the applicable law, including forms and formats contained in the Companies (Companies, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013.

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19. This Application bearing CA (CAA) No.- 2/230-232/JPR/2026 stands allowed subject to the foregoing terms.

20. Copy of this order be provided to the Applicant Companies and the designated Chairpersons and Scrutinizers.

Sd/-

REETA KOHLI
JUDICIAL MEMBER

Sd/-

KAVITA BHATNAGAR
TECHNICAL MEMBER

GOVT. OF INDIA
NOTARY
JULI NAGAL
JAIPUR (RAJ.)
Regd. No. 12...
Comm. Expired on
04-12-2026

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NATIONAL COMPANY LAW TRIBUNAL
JAIPUR BENCH
(through web-based video conferencing platform)

Item No. 101
IA (CA) No. 52/JPR/2026
CA (CAA) No. 02/230-232/JPR/2026
Under Section 230-232 of
Companies Act, 2013

In the matter of:

Agribiotech Industries Ltd. (ABIL) **... Demerged Company**

And

Agribio Spirits Ltd. (ASL) **... Resulting Company**

Coram: HON'BLE MS. REETA KOHLI, JUDICIAL MEMBER
HON'BLE MS. KAVITA BHATNAGAR, TECHNICAL MEMBER

PRESENT: -

For the Petitioner : CS Sanjay B. Shringarpure

ORDER

IA (CA) No. 52/JPR/2026

The prayer in the present application is for modification of order to the extent of holding the meetings of equity shareholders as well as secured and unsecured creditors from 45 days to 75 days and also for submission of the report of the Chairperson from 7 to 15 days. In view of the submissions made by the counsel for the applicant, allowed as prayed for. IA disposed off.

Sd/-
(Kavita Bhatnagar)
Technical Member
September 03, 2026

Sd/-
(Reeta Kohli)
Judicial Member

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Exhibit B

ANNEXURE B

Result of voting through remote e-voting and through e-voting at the Meeting of the Applicant Company No. 2 / Transferee Company

A. Votes cast by **Public Shareholders** (excluding promoter & promoter group, subsidiaries and associates of the Company) as required under Part I(A)(IO)(b) of the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 (SEBI Scheme Circular): -

i. Voted in **favour** of the Resolution: -

Mode of Voting	No. of Public Shareholders	No. of Votes cast by Public Shareholders	% of total no. of valid votes cast
Remote E-Voting	39	18,82,878	94.92
E-voting at Meeting	5	55,367	2.79
By Ballot	9	45,345	2.29
Total	**53**	**19,83,590**	**100.00**

ii. Voted **against** the Resolution: -

Mode of Voting	No. of Public Shareholders	No. of Votes cast by Public Shareholders	% of total no. of valid votes cast
Remote E-Voting	0	0	0
E Voting at Meeting	0	0	0
By Ballot	0	0	00
Total	**0**	**0**	

iii. Invalid Votes: -

Mode of Voting	No. of Public Shareholders	No. of Votes cast by Public Shareholders	% of total no. of valid votes cast
Remote E-Voting	0	0	0
E- Voting at Meeting	0	0	0
By Ballot	0	0	0
Total	**0**	**0**	**0**

Pursuant to the SEBI Scheme Circular, the votes cast by the public equity shareholders in favor of the proposed resolution are more than the number of votes cast by the public shareholders against it.

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B. Votes cast by **Equity Shareholders** of the Applicant Company

i. Voted in **favour** of the Resolution: -

Mode of Voting	No. of Equity Shareholders	No. of Votes cast by Equity Shareholders	% of total no. of valid votes cast
Remote E-Voting	40	37,41,085	55.89
E-Voting at Meeting	5	55,367	0.83
By Ballot	11	28,96,705	43.28
Total	**56**	**66,93,157**	**100.00**

ii. Voted **against** the Resolution: -

Mode of Voting	No. of Equity Shareholders	No. of Votes cast by Equity Shareholders	% of total no. of valid votes cast
Remote E-Voting	0	0	0
E-Voting at Meeting	0	0	0
By Ballot	0	0	0
Total	**0**	**0**	**0**

iii. Invalid Votes: -

Mode of Voting	No. of Equity Shareholders	No. of Votes cast by Equity Shareholders
Remote E-Voting	0	0
E-Voting at Meeting	0	0
By Ballot	1	18,58,207
Total	**0**	**0**

Pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013, the votes have been cast by majority of persons representing three fourth in value of the equity shareholders in favor of the proposed resolution.

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Exhibit 'C' 44

Advocate Ansh Kakar

(B.Com, LLB, CS)

Address: 105, Gulmohar Complex, Near Bus Depot, Station Road, Goregaon (East), Mumbai-400063

Contact: +91 9870420938

Email ID: advocate.anshkakar@gmail.com

To,

Ms. Nandini Gore
The Chairperson appointed by the Hon'ble National Company Law Tribunal,
Jaipur Bench

In the matter of the Meeting of the Equity Shareholders of AGRIBIO SPIRITS LIMITED held on 24th *day of October, 2026 through physical means along with Video Conferencing (VC) /Other Audio* -Visual Means ("OAVM").

Subject: Combined Scrutinizer's Report and Voting Results of the Meeting of the Equity Shareholders of Agribio Spirits Limited ("Company") held on Saturday, the 24th day of October, 2026 at 3.00 p.m. (IST) ("Meeting") convened as per the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT").

Dear Madam,

I am pleased to submit the Combined Scrutinizer's Report and Voting Results for remote e-voting , the e -voting during the Meeting and the Voting through poll at the Meeting of the Equity Shareholders of Agribio Spirits Limited ("Company") held on Saturday, the 24th day of October, 2026 at 3.00 p.m. (IST) ("Meeting") through physical means along with Video Conferencing (VC) /Other Audio-Visual Means ("OAVM") at 10th Floor, Signature Elite, J-7 Narayan Singh Circle, Jaipur – 302004 Rajasthan.

The copy of which is attached herewith as Annexure.

Thanking you,

Ansh Kakar
Advocate
Registration No. MAH/9769/2025
Date: 24th October, 2026
Place: Jaipur

Cc – To,
The Managing Director,
AGRIBIO SPIRITS LIMITED,
302, Signature Elite. J-7, Govind Marg,
Narayan Singh Circle, Jaipur –302004 Rajasthan

GOVT. OF INDIA JULIA JAIPUR Regd No. 12156 Comm. Expired on 04-12-2026 NOTARY

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026

Advocate Ansh Kakar
(B.Com, LLB, CS)
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FORM NO. MGT 13

Combined Scrutinizer's Report for voting through remote e-voting, E-voting during the Meeting and Voting through ballot during the Meeting of the Equity Shareholders of Agribio Spirits Limited ("Company").

[Pursuant to the directions of the National Company Law Tribunal, Jaipur bench vide its order dated 13th day of August, 2026 as modified vide order dated 3rd day of September, 2026]

[Pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

Ms. Nandini Gore
The Chairperson appointed by the Hon'ble National Company Law Tribunal,
Jaipur Bench for the meeting of Equity Shareholders of Agribio Spirits Limited.

Dear Sir,

Consolidated Scrutinizer's Report on Remote E-voting process and E-Voting conducted at the meeting including voting through ballot of Equity Shareholders of Agribio Spirits Limited ("the Company") convened by the Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT") held on Saturday, the 24th day of October, 2026 at 3.00 p.m. conducted through physical means along with Video Conferencing (VC) /Other Audio - Visual Means ("OAVM") (hereinafter referred to as "the Meeting"), vide NCLT's Order dated 13th day of August, 2026 as modified vide order dated 3rd day of September, 2026.

The Hon'ble National Company Law Tribunal, Jaipur Bench ("**Tribunal**"), vide order dated 13th day of August, 2026 as modified vide order dated 3rd day of September, 2026 in Company Scheme Application No. CA(CAA) No. 2 - 230-232 / JPR / 2026 and IA(CA)/52/JPR/ 2026 ("**Orders**"), has *inter alia* directed Agribio Spirits Limited (the "**Company**") to convene and hold a meeting of the Equity Shareholders of the Company (**"Equity Shareholders"**) for the purpose of considering and approving the Scheme of Amalgamation between Agribiotech Industries Limited (ABIL) (Transferor Company) and Agribio Spirits Limited (ASL) (Transferee Company) and its Shareholders and Creditors pursuant to Sections 230 to 232 read with other relevant provisions if any of the Companies Act, 2013 ("Scheme") through physical means along with Video Conferencing (VC) /Other Audio-Visual Means ("OAVM").

As per the directions in the said Orders and in terms of the notice of the meeting of Equity Shareholders dated 17th September, 2026 ("**Notice**"), the meeting of the Equity Shareholders was convened and held on Saturday, the 24th day of October, 2026 at 3.00 p.m. IST through physical means along with VC / OAVM (the "**Meeting**").

As directed by the Hon'ble Tribunal, the Company had provided the Equity Shareholders, the facility to vote on the resolution using an electronic voting system **(i)** remotely, before the Meeting, during the period specified in the Notice ("**remote e-voting**"); **(ii)** at the Meeting ("**e-voting at the meeting**") and **(iii)** voting through ballot during the Meeting.

1. I, Ansh Kakar Advocate, was appointed by the Hon'ble National Company Law Tribunal, Jaipur Bench, vide its Order dated 13th day of August, 2026 as modified vide Order dated 3rd day of September, 2026 passed in Company Application No. CA (CAA) NO.-2/230-232 /JPR/ 2026 and IA(CA) No. 52/ JPR /2026 as "the Scrutinizer" for the meeting of the Equity Shareholders held on Saturday, the 24th day of October, 2026 at 3.00 p.m. conducted through physical means along with VC / OAVM, pursuant to applicable provisions of the Companies Act, 2013 (the "Act") and Rules thereunder, in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular

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Jaipur Raj. (India)

24 OCT 2026

Advocate Ansh Kakar
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No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and and the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('**MCA**') (collectively referred to as '**MCA Circulars**') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (hereinafter referred to as the '**Circular issued by SEBI**') read with NCLT's order dated 13th day of August, 2026 as modified vide Order dated 3rd day of September, 2026, for the purpose of scrutinizing the process of remote e-voting, by e-voting at the Meeting and voting through ballot papers at the Meeting seeking approval of the Equity Shareholders to the proposed Scheme of Amalgamation between Agribiotech Industries Limited (ABIL) (Transferor Company) and Agribio Spirits Limited (ASL) (Transferee Company) and its Shareholders and Creditors pursuant to Sections 230 to 232 read with other relevant provisions if any of the Companies Act, 2013 ("Scheme"), in terms of the Notice dated 17th day of September, 2026.

2. As the Scrutinizer, I have to scrutinize:

(i) process of e-voting remotely, before the Meeting using an electronic voting system on the dates referred to in the Notice calling the NCLT convened Meeting of Equity Shareholders (remote e-voting); and

(ii) process of e-voting at the Meeting through electronic voting system (e-voting) and

(iii) Voting at the Meeting by way of ballot paper made available during the Meeting.

3. Management's Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and applicable Rules read with MCA Circulars referred above relating to voting through electronic means (i.e. by remote e-voting), and e- voting at the Meeting and voting through ballot papers at the Meeting in respect of the resolution contained in the Notice dated 17th day of September, 2026.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for the voting process through electronic means (i.e. by remote e-voting), e-voting at the meeting of the Equity Shareholders conducted through VC/OAVM and physical voting by ballots is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL),the authorized agency engaged by the Company to provide e-voting facility and ballot papers / attendant papers/ documents furnished to me electronically / physically by the Company and/ or CDSL for my verification.

5. Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Tuesday, 30th September, 2025 were entitled to vote on the resolution and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

6. Quorum

At the time of commencement of the meeting a total of 22 members were present, thereby satisfying the requirement as prescribed under Section 103 of Companies Act, 2013.

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Jaipur Raj.(India)
24 OCT 2026

Advocate Ansh Kakar
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7. **Dispatch of Notice Convening the Meeting of The Equity Shareholders**

The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent through email / Speed Post/ Courier to the Equity Shareholders whose names were registered with the Company/ depositories.

As directed by the said Orders, the Company had published advertisements of the Notice in the 'Business Standard' in English language, (Jaipur Edition) and in the "Business Standard" in Hindi Language, (Jaipur Edition) on Tuesday, 22nd September, 2026 both having wide circulation in Jaipur.

8. **Combined Voting Process through E-Voting and physical voting through Ballot Paper**

i. The remote e-voting period remained open from Monday, 19th October, 2026 (09:00 a.m.) to Friday, 23rd October, 2026 (5:00 p.m.).

ii. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.

iii. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

iv. During the meeting, 12 ballot papers were cast. However, one vote was deemed invalid as the shareholder had already submitted their vote via remote e-voting.

v. On completion of e-voting during the NCLT convened Meeting, we unblocked the results of the remote e-voting in the presence of Mr. Yogendra Kumar Sharma and Mr. Mahendra Saini who acted as witness as prescribed in Sub Rule 4 (xii) of the said Rule 20 and e-voting by members at the meeting on the CDSL e- voting platform and downloaded the results.

Mr. Yogendra Kumar Sharma Mr. Mahendra Saini

vi. Votes were reconciled with the records maintained by the Company and Registrar and Share Transfer Agent (RTA) with respect to authorizations lodged with the company

vii. Thereafter the details containing inter alia, list of Equity Shareholders, who have voted "for" or "against" the Resolution that was put to vote, was generated from the e-voting website of CDSL i.e. (www.evotingindia.com)

9. I, submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the Meeting of the Equity Shareholders conducted through VC/OAVM based on the reports downloaded from CDSL e-voting Website: (www.evotingindia.com) and Voting at the Meeting by way of ballot papers physically.

Resolution:

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Jaipur Raj. (India)

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof , for the time being in force), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the rules, circulars and notifications made there under as may be*

24 OCT 2026

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applicable, Section 2(1B) and other applicable provisions of the Income-Tax Act, 1961, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 issued by the Securities and Exchange Board of India("SEBI") and as amended from time to time, read with the observation letters dated 17th February, 2026 issued by BSE Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal, Jaipur Bench("NCLT")and /or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme and 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 deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution),the proposed Scheme of Amalgamation between Agribiotech Industries Limited (ABIL) (Transferor Company) and Agribio Spirits Limited (ASL) (Transferee Company) and its Shareholders and Creditors ("Scheme') placed before this meeting and initialed by the Chairperson of the meeting for the purpose of identification (the"Scheme"), as per the draft enclosed to this notice, be and is hereby approved;

***RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and / or making such adjustments in the books of accounts, transfer /vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter what so ever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and /or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection there with and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."*

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Jaipur (Raj.) (India)

ITEM NO. 1:

Approval of the Scheme of Amalgamation between Agribiotech Industries Limited ("the Transferor Company") with Agribio Spirits Limited ("the Transferee Company") and their respective shareholders.

24 OCT 2026

Advocate Ansh Kakar
(B.Com, LLB, CS)
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Email ID: advocate.anshkakar@gmail.com

E-VOTING

(i) Voted in **favour** of the resolution

Number of members voted		**Number of votes cast by them**	
Remote E-Voting	**E-Voting at the meeting**	**Remote E-Voting**	**E-Voting at the meeting**
40	5	37,41,085	55,367
Total - 45		**Total - 37,96,452**	

(ii) Voted **against** the resolution

Number of members voted		**Number of votes cast by them**	
Remote E-Voting	**E-Voting at the meeting**	**Remote E-Voting**	**E-Voting at the meeting**
0	0	0	0
Total – 0		**Total - 0**	

(iii) **Invalid/Abstain** votes

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
0	0

PHYSICAL

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
12	28,96,705	60.92%

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
0	**0**	**0**

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	***Total number of votes cast by them***
1	**18,58,207**

SUMMARY OF COMBINED VOTING RESULTS AS PER COMPANIES ACT, 2013.

Voted in favour of the resolution			**Voted against the resolution**		
Number of members voted	**Number of votes cast by them**	**% of total number of valid vote cast**	**Number of members voted**	**Number of votes cast by them**	**% of total number of valid vote cast**
`57	66,93,157	100%	0	0	0

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NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2020

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Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	18,58,207

10. Based on the foregoing, the Resolution as mentioned in serial No. 1 forming part of the Notice dated 17th September, 2026 stands passed with requisite majority under remote e-voting, e- voting at the Meeting and Ballot voting during the Meeting.

11. Based on the foregoing, the Resolution as proposed in the Notice dated 17th September, 2026 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., on 24th October, 2026 with a majority of Equity Shareholders representing three-fourths in value of the Equity Shareholders who have voted in favour through remote-e-voting or by way of e- voting at the meeting or by the Ballot voting during the Meeting.

12. The electronic and physical data and all other relevant records relating to e-voting and the Poll Papers are under my safe custody and will be handed over to Mr. Ratan Singh Managing Director of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the Meeting.

Thanking you,

ADV.ANSH KAKAR
(B.Com, LLB, CS)
105, Gulmohar Complex CHS. Ltd,
Next To Bus Depot, Opp. Anupam Cinema,
Goregaon East, Mumbai-400063
Contact No:- +91 9870420938
E-mail- advocate.anshkakar@gmail.com
Regn.No. MAH/9769/2025

Ansh Kakar

Advocate

Registration Number: MAH/9769/2025

Place :- Jaipur

Date :- 24th October, 2026

NOTARY JULIANA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026 GOVT. OF INDIA

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026

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Email ID: advocate.anshkakar@gmail.com

To,

Ms. Nandini Gore
The Chairperson appointed by the Hon'ble National Company Law Tribunal,
Jaipur Bench

In the matter of the Meeting of the Equity Shareholders (Public Category) of AGRIBIO SPIRITS LIMITED held on 24th day of October, 2026 through physical means along with Video Conferencing (VC) /Other Audio -Visual Means ("OAVM").

Subject: Combined Scrutinizer's Report and Voting Results of the Meeting of the Equity Shareholders (Public Category) of Agribio Spirits Limited ("Company") held on Saturday, the 24th day of October, 2026 at 3.00 p.m. (IST) ("Meeting") convened as per the directions of the Hon'ble *National Company Law Tribunal, Jaipur Bench* ("NCLT").

Dear Madam,

I am pleased to submit the Combined Scrutinizer's Report and Voting Results for remote e-voting , the e -voting during the Meeting and the Voting through poll at the Meeting of the Equity Shareholders **(Public Category)** of Agribio Spirits Limited ("Company") held on Saturday, the 24th day of October, 2026 at 3.00 p.m. (IST) ("Meeting") through physical means along with Video Conferencing (VC) /Other Audio-Visual Means ("OAVM") at 10th Floor, Signature Elite, J-7 Narayan Singh Circle, Jaipur – 302004 Rajasthan.

The copy of which is attached herewith as Annexure.

Thanking you

Ansh Kakar
Advocate
Registration No. MAH/9769/2025
Date: 24th October, 2026
Place: Jaipur

Cc – To,
The Managing Director,
AGRIBIO SPIRITS LIMITED,
302, Signature Elite. J-7, Govind Marg,
Narayan Singh Circle, Jaipur –302004 Rajasthan

NOTARY JULINAMA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026 GOVT. OF INDIA

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2026

Advocate Ansh Kakar

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FORM NO. MGT 13

Combined Scrutinizer's Report for voting through remote e-voting, E-voting during the Meeting and Voting through ballot during the Meeting of the Equity Shareholders (Public Category) of Agribio Spirits Limited ("Company").

[Pursuant to the directions of the National Company Law Tribunal, Jaipur bench vide its order dated 13th day of August, 2026 as modified vide order dated 3rd day of September, 2026]

[Pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

Ms. Nandini Gore
The Chairperson appointed by the Hon'ble National Company Law Tribunal,
Jaipur Bench for the meeting of Equity Shareholders of Agribio Spirits Limited.

Dear Sir,

Consolidated Scrutinizer's Report on Remote E-voting process and E-Voting conducted at the meeting including voting through ballot of Equity Shareholders (Public Category) of Agribio Spirits Limited ("the Company") convened by the Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT") held on Saturday, the 24th day of October, 2026 at 3.00 p.m. conducted through physical means along with Video Conferencing (VC) /Other Audio - Visual Means ("OAVM") (hereinafter referred to as "the Meeting"), vide NCLT's Order dated 13th day of August, 2026 as modified vide order dated 3rd day of September, 2026.

The Hon'ble National Company Law Tribunal, Jaipur Bench ("**Tribunal**"), vide order dated 13th day of August, 2026 as modified vide order dated 3rd day of September, 2026 in Company Scheme Application No. CA(CAA) No. 2 - 230-232 / JPR / 2026 and IA(CA)/52/JPR/ 2026 ("**Orders**"), has *inter alia* directed Agribio Spirits Limited (the "**Company**") to convene and hold a meeting of the Equity Shareholders (Public category) of the Company (**"Equity Shareholders – Public Category**") for the purpose of considering and approving the Scheme of Amalgamation between Agribiotech Industries Limited (ABIL) (Transferor Company) and Agribio Spirits Limited (ASL) (Transferee Company) and its Shareholders and Creditors pursuant to Sections 230 to 232 read with other relevant provisions if any of the Companies Act, 2013 ("Scheme") through physical means along with Video Conferencing (VC) /Other Audio-Visual Means ("OAVM").

As per the directions in the said Orders and in terms of the notice of the meeting of Equity Shareholders dated 17th September, 2026 ("**Notice**"), the meeting of the Equity Shareholders was convened and held on Saturday, the 24th day of October, 2026 at 3.00 p.m. IST through physical means along with VC / OAVM (the "**Meeting**").

As directed by the Hon'ble Tribunal, the Company had provided the Equity Shareholders the facility to vote on the resolution using an electronic voting system **(i)** remotely, before the Meeting, during the period specified in the Notice ("**remote e-voting**"); **(ii)** at the Meeting ("**e-voting at the meeting**") and **(iii)** voting through ballot during the Meeting.

1. I, Ansh Kakar Advocate, was appointed by the Hon'ble National Company Law Tribunal, Jaipur Bench, vide its Order dated 13th day of August, 2026 as modified vide Order dated 3rd day of September, 2026 passed in Company Application No. CA (CAA) NO.-2/230-232 /JPR/ 2026 and IA(CA) No. 52/ JPR /2026 as "the Scrutinizer" for the meeting of the Equity Shareholders held on Saturday, the 24th day of October, 2026 at 3.00 p.m. conducted through physical means along with VC / OAVM, pursuant to applicable provisions of the Companies Act, 2013 (the Act) and as referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular

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NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2026

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No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and and the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('**MCA**') (collectively referred to as '**MCA Circulars**') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (hereinafter referred to as the '**Circular issued by SEBI**') and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 **("SEBI Circular")** issued by the Securities and Exchange Board of India **("SEBI")** read with NCLT's order dated 13th day of August, 2026 as modified vide Order dated 3rd day of September, 2026, for the purpose of scrutinizing the process of remote e-voting, by e-voting at the Meeting and voting through ballot papers at the Meeting seeking approval of the Equity Shareholders (Public Category) to the proposed Scheme of Amalgamation between Agribiotech Industries Limited (ABIL) (Transferor Company) and Agribio Spirits Limited (ASL) (Transferee Company) and its Shareholders and Creditors pursuant to Sections 230 to 232 read with other relevant provisions if any of the Companies Act, 2013 ("Scheme"), in terms of the Notice dated 17th day of September, 2026.

2. As the Scrutinizer, I have to scrutinize:

(i) process of e-voting remotely, before the Meeting using an electronic voting system on the dates referred to in the Notice calling the NCLT convened Meeting of Equity Shareholders (Public Category) (remote e-voting); and

(ii) process of e-voting at the Meeting through electronic voting system (e-voting) and

(iii) Voting at the Meeting by way of ballot paper made available during the Meeting.

3. Management's Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and applicable Rules read with MCA Circulars referred above relating to voting through electronic means (i.e. by remote e-voting), and e- voting at the Meeting conducted through VC/OAVM and voting through ballot papers at the Meeting of the Equity shareholders (Public Category) in respect of the resolution contained in the Notice dated 17th day of September, 2026.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for the voting process through electronic means (i.e. by remote e-voting), e-voting at the meeting of the Equity Shareholders (Public Category) conducted through VC/OAVM and physical voting by ballots is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL),the authorized agency engaged by the Company to provide e-voting facility and ballot papers / attendant papers/ documents furnished to me electronically / physically by the Company and/or CDSL for my verification.

5. Cut-off date

The Equity Shareholders (Public Category) of the Company as on the "cut-off" date, as set out in the Notice, i.e., Tuesday, 30th September, 2025 were entitled to vote on the resolution and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

NOTARY JULINAMA JAIPUR (Raj.) No. 12154 Expired on 2026 GOVT. OF INDIA

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2025

Advocate Ansh Kakar
(B.Com, LLB, CS)
Address: 105, Gulmohar Complex, Near Bus Depot, Station Road, Goregaon (East),
Mumbai-400063
Contact: +91 9870420938
Email ID: advocate.anshkakar@gmail.com

6. Quorum

At the time of commencement of the meeting a total of 22 members were present, thereby satisfying the requirement as prescribed under Section 103 of Companies Act, 2013.

7. Dispatch of Notice Convening the Meeting of The Equity Shareholders

The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent through email / Speed Post/ Courier to the Equity Shareholders whose names were registered with the Company/ depositories.

As directed by the said Orders, the Company had published advertisements of the Notice in the 'Business Standard' in English language, (Jaipur Edition) and in the "Business Standard" in Hindi Language, (Jaipur Edition) on Tuesday, 22nd September, 2026 both having wide circulation in Jaipur.

8. Combined Voting Process through E-Voting and physical voting through Ballot Paper

i. The remote e-voting period remained open from Monday, 19th October, 2026 (09:00 a.m.) to Friday, 23rd October, 2026 (5:00 p.m.).

ii. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.

iii. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

iv. I did not find any poll papers invalid

v. On completion of e-voting during the NCLT convened Meeting, we unblocked the results of the remote e-voting in the presence of Mr. Yogendra Kumar Sharma and Mr. Mahendra Saini who acted as witness as prescribed in Sub Rule 4 (xii) of the said Rule 20 and e-voting by members at the meeting on the CDSL e- voting platform and downloaded the results.

Mr. Yogendra Kumar Sharma Mr. Mahendra Saini

vi. Votes were reconciled with the records maintained by the Company and Registrar and Share Transfer Agent (RTA) with respect to authorizations lodged with the company

vii. Thereafter the details containing inter alia, list of Equity Shareholders, who have voted "for" or "against" the Resolution that was put to vote, was generated from the e-voting website of CDSL i.e. (www.evotingindia.com)

9. I, submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e- voting at the Meeting of the Equity Shareholders (Public Category) conducted through VC/OAVM based on the reports downloaded from CDSL e-voting website: (www.evotingindia.com) and Voting at the Meeting by way of ballot papers physically.

NOTARY JULI NAIN JAIPUR (Raj.) Regd. No. 12154 Expired on 12-2026 GOVT OF INDIA

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
21 OCT 2026

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof , for the time being in force),the Companies (Compromises, Arrangements and

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*Amalgamations) Rules, 2016 and the rules, circulars and notifications made there under as may be applicable, Section 2(1B) and other applicable provisions of the Income-Tax Act, 1961, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 issued by the Securities and Exchange Board of India(**"SEBI"**) and as amended from time to time, read with the observation letters dated 17th February, 2026 issued by BSE Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal, Jaipur Bench(**"NCLT"**)and /or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme and 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 deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution),the proposed Scheme of Amalgamation between Agribiotech Industries Limited (ABIL) (Transferor Company) and Agribio Spirits Limited (ASL) (Transferee Company) and its Shareholders and Creditors **("Scheme')** placed before this meeting and initialed by the Chairperson of the meeting for the purpose of identification (the **"Scheme"**), as per the draft enclosed to this notice, be and is hereby approved;*

***RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and / or making such adjustments in the books of accounts, transfer /vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter what so ever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and /or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection there with and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."*

NOTARY JULINA GOVT. OF INDIA JAIPUR (Raj.) Regd. No. 1215 Comm. Expired on 04-12-2026

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026

Advocate Ansh Kakar
(B.Com, LLB, CS)
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Email ID: advocate.anshkakar@gmail.com

ITEM NO. 1:

Approval of the Scheme of Amalgamation between Agribiotech Industries Limited ("the Transferor Company") with Agribio Spirits Limited ("the Transferee Company') and their respective shareholders.

COMBINED VOTING RESULTS OF PUBLIC SHAREHOLDERS & NON-PROMOTER- NON-PUBLIC SHAREHOLDER (In terms of Part - 1(A)(10)(a) of SEBI Master circular No SEBI/HO/CFD/POD/P/CIR/2023/93 dated June 20, 2023).

E-VOTING – public Category

(i) Voted in **favour** of the resolution

Number of members voted		Number of votes cast by them	
Remote E-Voting	E-Voting at the meeting	Remote E-Voting	E-Voting at the meeting
39	5	18,82,878	55,367
Total – 44		Total - 19,38,245	

(ii) Voted **against** the resolution

Number of members voted		Number of votes cast by them	
Remote E-Voting	E-Voting at the meeting	Remote E-Voting	E-Voting at the meeting
0	0	0	0
Total – 0		Total – 0	

(iii) **Invalid/Abstain** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

PHYSICAL - public category

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	45,345	100%

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

NOTARY JULINA GOVT. OF INDIA JAIPUR (Raj.) Regd No. 12154 Comm. Expired on 04-12-2026

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026

Advocate Ansh Kakar

(B.Com, LLB, CS)

Address: 105, Gulmohar Complex, Near Bus Depot, Station Road, Goregaon (East), Mumbai-400063

Contact: +91 9870420938

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SUMMARY OF COMBINED VOTING RESULTS OF PUBLIC SHAREHOLDERS & NON-PROMOTER- NON-PUBLIC SHAREHOLDER (IN TERMS OF PART - 1(A)(10)(A) OF SEBI MASTER CIRCULAR NO SEBI/HO/CFD/POD/P/CIR/2023/93 DATED JUNE 20, 2023).

Voted in favour of the resolution			Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid vote cast	Number of members voted	Number of votes cast by them	% of total number of valid vote cast
53	19,83,590	100%	0	0	0

10. Based on the foregoing, the Resolution as mentioned in serial No. 1 forming part of the Notice dated 17th September, 2026 stands passed with requisite majority under remote e-voting, e- voting at the Meeting and Ballot voting during the Meeting.

11. Based on the foregoing, the Resolution as proposed in the Notice dated 17th September, 2026 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders (Public Category) of the Company, i.e., on 24th October, 2026 with the votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.

12. The electronic and physical data and all other relevant records relating to e-voting and the Poll Papers are under my safe custody and will be handed over to Mr. Ratan Singh Managing Director of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the Meeting.

Thanking you,

Ansh Kakar

Advocate

Registration Number: MAH/9769/2025

Place :- Jaipur

Date :- 24th October, 2026

ADV.ANSH KAKAR
(B.Com, LLB, CS)
105, Gulmohar Complex CHS. Ltd.
Next To Bus Depot, Opp. Anupam Cinema,
Goregaon East, Mumbai-400063
Contact No.:- +919870420938
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Regn.No. MAH/9769/2025

NOTARY JULNAMA GOVT. OF INDIA Jaipur (Raj.) Regd. No. 12154 Comm. Expired on 09-12-2025

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)

24 OCT 2026

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

JAIPUR BENCH

COMPANY SCHEME APPLICATION NO. CA CAA) NO. 2 - 230-232 / JPR/ 2026

AND

IA (CA) NO. 52 / JPR/2026

In the matter of the Companies Act, 2013

AND

In the matter of application under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

AND

In the matter of Agribiotech Industries Limited, a Company incorporated under the provisions of the Companies Act, 1956 having CIN U15511RJ2004PLC019885

AND

In the matter of Agribio Spirits Limited, a Company incorporated under the Provisions of the Companies Act, 1956 having CIN L11010RJ1975PLC045573.

AND

In the matter of Scheme of Amalgamation (Merger by Absorption) of Agribiotech Industries Limited ('the Transferor Company') with Agribio Spirits Limited ('the Transferee Company') and their respective shareholders and Creditors

Agribio Spirits Limited (ASL)
a company registered under the Companies Act, 1956
having its registered office at 111, Signature Tower,
DC-2, Lal Kothi Scheme, Tonk Road, Jaipur, Rajasthan – 302015
CIN: L11010RJ1975PLC045573
PAN :- AAACG9331M
Email id :-info@abil.co.in ... Applicant Company No. 2 / Transferee Company

AFFIDAVIT VERIFYING CHAIRPERSON'S REPORT FOR THE MEETING OF EQUITY SHAREHOLDERS DATED 24TH OCTOBER, 2026 OF AGRIBIO SPIRITS LIMITED

For PRS ASSOCIATES **Company Secretaries**
Authorised Representative for the Applicant Company
ICSI Membership No. F 2857, ICSI – COP No. – 6107
Omega Business Park, 309, 3rd Floor, Road No. 33, Opp. Kamgar Hospital, Wagle Estate, Thane (West) 400604
Email ID: ss@prssec.com Mobile No. - +91-98200 30276

NOTARY JULI NAMA JAIPUR (Raj.) Regd. No. 12154 Comm. Expired on 04-12-2026 GOVT. OF INDIA

ATTESTED
NOTARY PUBLIC
Jaipur Raj. (India)
24 OCT 2026