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 23rd October, 2026 alongwith Affidavit of Mr. Ajit Kumar Singh Chairperson appointed by Hon'ble NCLT, Jaipur Bench, for the Meeting of Unsecured Creditors 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

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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

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Jaipur Raj. (India)
23 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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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

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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

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

NOTARY PUBLIC Jaipur Raj. (India)

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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.
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CIN: L11010RJ1975PLC045573
PAN: AAACG9331M
Email ID: - info@abil.co.in

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

Humble Applicant Companies

Place: **Jaipur**
Date: 23-10-2026

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

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

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

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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

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CIN: L11010RJ1975PLC045573
PAN: AAACG9331M
Email ID: - info@abil.co.in

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

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

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.

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Jaipur Raj. (India)

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

23 OCT 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 Unsecured Creditors of the Transferee Company was held on Friday the 23rd October, 2026 at 4.30 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 23rd October, 2026 to the chairperson.

xiii. Hence present chairperson's report

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,
Wagle Estate, Thane (West) 400604 Maharashtra
Email ID: ss@prssec.com
Mobile No. - +91- 98200 30276

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Jaipur Raj. (India)

23 OCT 2026

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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

JAIPUR BENCH

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

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Email ID: - info@abil.co.in

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

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23 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	Authorised 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
23.10.2026	The Meeting of the Unsecured Creditors of the Applicant No 2 / Transferee Company was held through physical means alongwith Video Conferencing (VC) /Other Audio - Visual Means ("OAVM") to be held at 10th Floor, Signature Elite, J-7 Narayan Singh Circle, Jaipur - 302004 Rajasthan.
23.10.2026	Scrutinizer submitted his report
	Report of the Chairperson for the NCLT convened meeting of the Unsecured Creditors 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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GOVT. OF INDIA
JULI NAMA
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JAIPUR (Raj.)
Regd No. 12154
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04-12-2026

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23 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

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CIN: L11010RJ1975PLC045573
PAN :- AAACG9331M
Email id :-info@abil.co.in ... Applicant Company No. 2 / Transferee Company

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

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REPORT BY CHAIRPERSON

I, Ajit Kumar Singh, 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 Unsecured Creditors 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 Unsecured Creditors was held on Friday, 23rd October, 2026 at 4.30 p.m. through physical means along with Video Conferencing (VC) /Other Audio - Visual Means ("OAVM") to be 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 Unsecured Creditors 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 Unsecured Creditors in the Notice itself as well as in the advertisement.

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3. As per the directions of the said Order of the Hon'ble Tribunal, the meeting of the Unsecured Creditors of the Applicant Company No. 2 / Transferee Company was held on Friday the 23rd October, 2026 at 4.30 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 nine (9) Unsecured Creditors of the Applicant Company No. 2 / Transferee Company entitled together to Rs. 1,88,71,176/- representing 97.76% of the total value of Unsecured Creditors of Rs. 1,93,03,230/- (Rupees One Crore Ninety-Three Lakhs Three Thousand Two Hundred Thirty only) of the Applicant Company No. 2 Company / Transferee Company. Therefore, the requirement of quorum in relation to meeting of the Unsecured Creditors 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 Thursday 22nd October, 2026 at 5:00 p.m. (IST). The Unsecured Creditors 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 Secured Creditors, 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 Unsecured Creditors 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 Unsecured Creditors present at the meeting expressed their desire to address the meeting.

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9. Thereafter, the question whether the Unsecured Creditors 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, 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*

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Jaipur Raj. (India)
23 OCT 2026

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04-12-2026
Comm. Expired On
Regd. No. 12154
JAIPUR (Raj.)
NOTARY

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 Unsecured Creditors who had not casted their vote through remote e-voting. The Unsecured Creditors were requested to cast their votes either through e-voting or ballot at the meeting.

11. Mr. Gaurav Garg practicing Chartered Accountant (Membership No. F 526314) was appointed as the Scrutinizer by the Hon'ble Tribunal acted as Scrutinizer.

12. The under mentioned Unsecured Creditors 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 Unsecured Creditors	Address	Value of Debts (Rs)	Nos. of votes
1.	Agribiotech Industries Limited	111, Signature Tower, Dc-2, Lal kothi S-cheme, Tonk Road, Jaipur - 302015	86,93,137	86,93,137
2.	PRS Associates	Omega Business Park ,309 Third Floor, Wagle Estate Thane (W)	2,17,212	2,17,212
3	Ashish NK Agrawal & Associates	E-112, Sadabahar Bloc, Pawansut Marg, Ram Path Shyam Nagar Jaipur	60,000	60,000
4	Narender Kumar Agarwal	E-112, Sadabahar Bloc, Pawansut Marg, Ram Path Shyam Nagar Jaipur	6,101	6,101
5	R P Khandelwal & Associate	402, Venkateshwar Tower, Near Cine Star, Central Spine, Vidhydhar Nagar, Jiapur-302039	2,77,200	2,77,200
6	Aditi Towers Pvt Ltd.	401, 3rd Floor, Felicity Aura, Gautam Marg, Vaishali Nagar, Jaipur-302021	4,16,000	4,16,000
7	KHMKA Fibres	23a, Netaji Subhas Road, 8th Floor Room No.9, Kolkata	46,83,050	46,83,050
8	Silican Housing Systme Limited	23a, Netaji Subhas Road, 8th Floor Room No.9, Kolkata	8,30,986	8,30,986
9	Sudershan Enterprises	23a, Netaji Subhas Road, 8th Floor Room No.9, Kolkata	36,87,490	36,87,490
	TOTAL		**1,88,71,176**	**1,88,71,176**

13. The under mentioned Unsecured Creditors 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 Unsecured Creditors	Address	Value of Debts (Rs)	Nos. of votes
1.	NIL			

14. The Copy of the consolidated Scrutinizer Report issued by Mr. Gaurav Garg (Membership No. F-526314), Practicing Chartered Accountant 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. Two (2) Unsecured Creditors having an outstanding balance of Rs. 89,10,349/- voted through remote e-voting.

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ii. Out of above, two (2) Unsecured Creditors having an outstanding balance of Rs. 89,10,349/- voted in favour of the resolution.

iii. None of the Unsecured Creditors voted against the resolution.

iv. No vote was treated as invalid.

B. E-Voting at the meeting through CDSL:

None of the Unsecured Creditors exercised their right to vote at the meeting.

C. Voting through Ballot at the Meeting

i. Seven (7) Unsecured Creditors having an outstanding balance of Rs. 99,60,827/- voted through ballot.

ii. Out of above, Seven (7) Unsecured Creditors having an outstanding balance of Rs. 99.60.827/- voted in favour of the resolution.

iii. None of the Unsecured Creditors voted against the resolution.

iv. No vote 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. Nine (9) Unsecured Creditors having an outstanding balance of Rs. 1,88,71,176/- representing 97.76% of the total Unsecured Creditors exercised their voting rights through valid votes.

ii. Nine (9) Unsecured Creditors having an outstanding balance of Rs. 1,88,71,176/- voted in favour of the resolution.

iii. None of Unsecured Creditors voted against the resolution.

iv. No vote was treated as invalid.

15. As per Notice and Explanatory Statement served to the Unsecured Creditors 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 nine (9) Unsecured Creditors representing 100% in numbers and 100% in value.

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16. 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 Unsecured Creditors the Applicant Company No. 2 / Transferee Company.

17. Hereto annexed and marked as **Annexure 'C'** is the consolidated scrutinizer's report dated 23rd October, 2026 providing the details of remote e-voting and e-voting at the meeting.

Dated this 23rd day of October, 2026

Mr. Ajit Kumar Singh
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 885989

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

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AFFIDAVIT VERIFYING THE CHAIRPERSON'S REPORT

I, Mr. Ajit Kumar Singh, an Indian Inhabitant aged about 70 years having my address at R/o 12, Palm Court Colony, Ganga Marg, (Kho Nagorian Road) Jagatpura, Jaipur - 302017 solemnly affirm as follows:

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Ajit Singh

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 Unsecured Creditors of Agribio Spirits Limited ordered to be convened and held on Friday, the 23rd day of October, 2026 at 4.30 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 Unsecured Creditors of the said Applicant Company No. 2 / Transferee Company was accordingly held on Friday the 23rd October, 2026 at 4.30 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 23rd 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 23rd day of October, 2026.

Mr. Ajit Kumar Singh

Chairperson Appointed for the Meeting

Deponent

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,
Wagle Estate, Thane (West) 400604 Maharashtra
Email ID: ss@prssec.com Mobile No. - +91-9820302578

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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

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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

For the Petitioner : Mr. Sanjay Shringarpure, CS

Sdr

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;*

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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

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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.

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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.

<u>In relation to Applicant Transferee Company –</u>

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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.

REETA KOHLI
JUDICIAL MEMBER

KAVITA BHATNAGAR
TECHNICAL MEMBER

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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

A. Votes cast by **Unsecured Creditors** of the Applicant Company

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

Mode of Voting	No. of Unsecured Creditors	No. of Votes cast by Unsecured Creditors	% of total no. of valid votes cast
Remote E-Voting	2	89,10,349	47.22
E-Voting at Meeting	0	0	0
By Ballot	7	99,60,827	52.78
Total	**9**	**1,88,71,176**	**100**

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

Mode of Voting	No. of Unsecured Creditors	No. of Votes cast by Unsecured Creditors	% 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 Unsecured Creditors	No. of Votes cast by Unsecured Creditors	% 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 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 Unsecured Creditors in favor of the proposed resolution.

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Exhibit 'C'

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BEFORE THE HON'BLE NATIONAL COMPANY LAW

TRIBUNAL, JAIPUR BENCH

In the matter of the Companies Act, 2013;

AND

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

AND

In the matter of Scheme of Amalgamation between AGRIBIOTECH INDUSTRIES LIMITED ("ABIL") ('the Transferor Company') and AGRIBIO SPIRITS LIMITED ("ASL") ('the Transferee Company') and their respective shareholders ('Scheme') and Creditors.

Pursuant to Section 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules') and Rule 20 of the Companies (Management and Administration) Rules 2014 and other applicable Rules and Order of the Hon'ble NCLT, JAIPUR Bench dated 13th day of August, 2026 as modified vide order dated 3rd day of September, 2026.

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To,

Mr Ajit Kumar Singh IAS(Retd.)

The Chairperson appointed by the Hon'ble National Company Law Tribunal,

Jaipur Bench

In the matter of the Meeting of the Unsecured Creditors of AGRIBIO SPIRITS LIMITED held on 23rd 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 Unsecured Creditors of Agribio Spirits Limited ("Company") held on Friday, the 23rd day of October, 2026 at 4.30 p.m. (IST) ("Meeting") convened as per the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT").

Dear Sir,

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 Unsecured Creditors of Agribio Spirits Limited ("Company") held on Friday, the 23rd day of October, 2026 at 4.30 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.

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The copy of which is attached herewith as Annexure.

Thanking you

Yours Faithfully

FCA Gaurav Garg

COP: 526314

UDIN: 26526314DNAMBK9990

Date: 23.10.2026

Place: Jaipur

Cc – To,

The Managing Director,

AGRIBIO SPIRITS LIMITED,

302, Signature Elite. J-7, Govind Marg,

Narayan Singh Circle, Jaipur –302004 Rajasthan

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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 Unsecured Creditors 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,

Mr. Ajit Kumar Singh IAS (Retd.)

The Chairperson appointed by the Hon'ble National Company Law Tribunal,

Jaipur Bench for the meeting of Unsecured Creditors 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 Unsecured Creditors of Agribio Spirits Limited ("the Company") convened by the Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT") held on Friday, the 23rd day of October, 2026 at 4.30 p.m. conducted through physical means along

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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 Unsecured Creditors of the Company ("**Unsecured Creditors**") 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 Unsecured Creditors dated 17th September, 2026 ("**Notice**"), the meeting of the Unsecured Creditors was convened and held on Friday, the 23rd day of October, 2026 at 4.30 p.m. IST through physical means along with VC / OAVM (the "**Meeting**").

As directed by the Hon'ble Tribunal, the Company had provided the Unsecured Creditors, the facility to vote on the resolution using an

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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, FCA Gaurav Garg, Practicing Chartered Accountant, 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 Unsecured Creditors held on Friday, the 23rd day of October, 2026 at 4.30 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 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**') 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 Unsecured Creditors to the proposed Scheme of Amalgamation

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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 Unsecured Creditors (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.

Management's Responsibility

3. 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.

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Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for the voting process through electronic means (i.e. by remote e-voting), e-voting at the meeting of the Unsecured Creditors 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.

Cut-off date

5. The Unsecured Creditors 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 outstanding in the books of the Company as on the cut-off date.

Dispatch of Notice Convening the Meeting of The Unsecured Creditors

6. 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 Unsecured Creditors whose names were registered with the Company.

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7. 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 Thursday, 22nd 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 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. **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.

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Mr. Yogendra Kumar Sharma **Mr. Mahendra Saini**

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vi. Votes were reconciled with the records maintained by the Company with respect to authorizations lodged with the company

vii. Thereafter the details containing inter alia, list of Unsecured Creditors, 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 Unsecured Creditors 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:

***"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 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*

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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*

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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 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 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

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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."

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.

E-VOTING

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

Number of Unsecured Creditors voted		**Value of Unsecured Debts (Rs.)**	
Remote E-Voting	**E-Voting at the meeting**	**Remote E-Voting**	**E-Voting at the meeting**
2	89,10,349	None	None

List of the Unsecured creditors voted are as below:

Sr. No.	**Name of the Unsecured Creditor**	**No. of Shares held**
1.	Agribiotech Industries Limited	86,93,137/-
2.	PRS Associates	2,17,212/-
Total		**89,10,349/-**

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(ii) Voted **against** the resolution

Number of Unsecured Creditors voted		**Value of Unsecured Debts (Rs.)**	
Remote E-Voting	**E-Voting at the meeting**	**Remote E-Voting**	**E-Voting at the meeting**
None	None	None	None

(iii) **Invalid/Abstain** votes

Total number of Unsecured Creditors whose votes were declared invalid	**Value of Unsecured Debts (Rs.)**
None	None

PHYSICAL

Voted **in favour** of the resolution:

Number of Unsecured Creditors present and voting (in person or by proxy)	**Value of Unsecured Debts (Rs.)**	**% of total number of valid votes cast**
7	99,60,827	100%

Note: Members who had already cast their votes through remote e-voting were physically present at the meeting for the purpose of determining quorum. However, they did not vote at the meeting, as their votes had already been cast through the e-voting process.

List of the Unsecured creditors voted are as below:

Sr. No.	**Name of the Unsecured Creditor**	**No. of Shares held**
1.	Ashish NK Agrawal & Associates	60,000/-
2.	Narender Kumar Agarwal	6,101/-

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3.	R P Khandelwal & Associates	2,77,200/-
4.	Aditi Towers Pvt Ltd.	4,16,000/-
5.	KHMKA Fibres	46,83,050/-
6.	Silican Housing Systme Limited	8,30,986/-
7.	Sudershan Enterprises	36,87,490
Total		**99,60,827/-**

Voted **against** the resolution:

Number of Unsecured Creditors present and voting (in person or by proxy)	**Value of Unsecured Debts (Rs.)**	**% of total number of valid votes cast**
None	None	None

Invalid votes:

Total number of Unsecured Creditors (in person or by proxy) whose votes were declared invalid	**Value of Unsecured Debts (Rs.)**
None	None

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

Voted in favour of the resolution			Voted against the resolution		
Number of Unsecured Creditors voted	**Number of votes cast by them**	**% of total number of valid vote cast**	**Number of Unsecured Creditors voted**	**Number of votes cast by them**	**% of total number of valid vote cast**
9	1,88,71,176/-	100%	None	None	None

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 Unsecured Creditors of the Company, i.e., on 23rd October, 2026 with a majority of Unsecured Creditors representing three-fourths in value of the Unsecured Creditors 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.

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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,

Yours faithfully,

FCA Gaurav Garg

COP: 526314

UDIN: 26526314DNAMBK9990

Date: 23.10.2026

Place: Jaipur

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JULIMA
JAIPUR (RAJ.)
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04-12-2026
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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 UNSECURED CREDITORS DATED 23RD 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. - +91-9820030396

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