

AMRIT CORP. LIMITED

Corporate Identification No. (CIN): U15141UP1940PLC000946

Regd. Office: CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G.T.Road, Ghaziabad – 201 009 (UP)

Website: www.amritcorp.com, E-mail: info@amritcorp.com, Tel.: 0120-4506900, Fax: 0120-4506910

NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF AMRIT CORP. LIMITED PURSUANT TO THE ORDER DATED OCTOBER 05, 2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH

Meeting Details	
Day	Saturday
Date	December 02, 2023
Time	3.00 p.m. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench, the Meeting shall be conducted through video conferencing/other audio-visual means.
Cut-off date for sending notice to eligible shareholders	September 15, 2023
Cut-off date for e-voting	September 15, 2023
Remote e-voting start date and time	Tuesday, November 28, 2023 at 9:00 a.m. (IST)
Remote e-voting end date and time	Friday, December 01, 2023 at 5:00 p.m. (IST)
E-voting during the meeting	Saturday, December 02, 2023 from 3.00 pm upto 15 minutes from the conclusion of the meeting.

SN	Index	Page No.
1.	Notice of meeting of the secured creditors of Amrit Corp. Limited under Section(s) 230 to 232 of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('CAA Rules') ('Notice').	3
2.	Explanatory Statement in terms of Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the CAA Rules.	11
Annexures		
3.	Annexure 1 Scheme of Amalgamation of Amrit Agro Industries Limited ('Transferor Company') with Amrit Corp. Limited ('Transferee Company'/'the Company') and their respective shareholders under Sections 230 to 232 of the Act ('Scheme').	35
4.	Annexure 2 Valuation Report issued by CA Tejas Jatin Parikh, Partner, Registered Valuer, Gokhale & Sathe, Chartered Accountants, Mumbai appointed by the Transferee Company and the Transferor Company;	59

5.	Annexure 3 & 4 Reports adopted by the respective Boards of Directors of the Transferor Company and the Transferee Company, pursuant to the provisions of Section 232(2)(c) of the Act	67
6.	Annexure 5 Report of the Audit Committee of the Transferee Company recommending the Scheme	81
7.	Annexure 6 Shareholding pattern of the Transferor Company and the Transferee Company (Pre and Post-Scheme of Amalgamation)	87
8.	Annexure 7 Certificates of the Statutory Auditors of the Transferee Company and Transferor Company confirming that the accounting treatment specified in the Scheme is in compliance with Section 133 of the Act and applicable accounting standards;	89

The Notice of the Meeting, Statement pursuant to Section(s) 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') and Rule 6 of The Companies (Compromises, Arrangements And Amalgamations) Rules, 2016, and Annexure 1 to Annexure 7 constitute a single and complete set of documents and should be read in conjunction with each other, as they form an integral part of this document.

**IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD
BENCH
CA(CAA) No.23/ALD of 2023**

FORM NO. CAA.2

[Pursuant to Section 230(3) of the Companies Act, 2013 and
Rule 6 and 7 of the Companies (Compromises, Arrangements and
Amalgamations) Rules, 2016]

In the matter of Sections 230 to 232 of the
Companies Act, 2013 read with the
Companies (Compromises, Arrangements
and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Amalgamation
of Amrit Agro Industries Limited
(**'Transferor Company'**) with Amrit
Corp. Limited (**'Transferee Company'
or 'Company'**) and their respective
shareholders.

Amrit Corp. Limited (CIN:
U15141UP1940PLC000946) a company
incorporated under the Indian Companies
Act, 1913 and a public limited company
within the meaning of Companies Act, 2013
and having its Registered Office at CM-28,
First Floor, Gagan Enclave, Amrit Nagar, G
T Road, Ghaziabad-201 009, Uttar Pradesh
and Corporate Office at A-95, Sector – 65,
Noida – 201 309 (U.P.).

..... Transferee Company

**NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF
AMRIT CORP. LIMITED (TRANSFEREE COMPANY) AS PER THE
DIRECTIONS OF HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
ALLAHABD BENCH, PRAYAGRAJ**

To,
**The Secured Creditors of
Amrit Corp. Limited**

Notice is hereby given that, by an Order dated October 05, 2023 read with Rectification Order dated October 06, 2023 in Company Application No. CA(CAA)/No. 23/ALD/2023 (**'Order'**), the Hon'ble National Company Law Tribunal, Allahabad Bench (**'Hon'ble Tribunal'** or **'NCLT'**) has directed, inter alia, that a meeting of the Secured Creditors of the Transferee Company be convened and held on **Saturday, December 02, 2023 at 3:00 p.m.** (IST) through video-conferencing or other audio-visual means (**'VC/OAVM'**) (**'Meeting'**) to consider and if thought fit, to approve, with or without modification(s), the Scheme of Amalgamation of Amrit Agro Industries Limited (**'Transferor Company'**) with Amrit Corp. Limited (**'Transferee Company'** or **'Company'**) and their respective shareholders (**'Scheme'**). Pursuant to the said Order

of NCLT and as directed therein, the Meeting of the Secured Creditors of the Company will be held through VC/OAVM on Saturday, December 02, 2023 at 3:00 p.m. (IST) in compliance with the provisions of the Companies Act, 2013 ('Act') read with the applicable general circulars issued by the Ministry of Corporate Affairs.

The Scheme, if approved by the requisite majority of Secured Creditors of the Company as per Section 230(6) of the Act will be subject to subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

In compliance with the provisions of the said Order of NCLT and the relevant provisions of the Companies Act, 2013, if any, and the guidelines issued by the Ministry of Corporate Affairs, the Company has provided the facility of remote e-voting prior to the Meeting as well as e-voting during the Meeting, using the services of National Securities Depository Limited ('NSDL') so as to enable the Secured Creditors to consider and if thought fit, approve, with or without modification(s), the Scheme by way of approval of the Resolution mentioned below. The Secured Creditors may refer the 'Notes' to this Notice for further details on remote e-voting prior to the Meeting as well as e-voting during the Meeting.

As per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench vide its order dated October 05, 2023 read with Rectification Order dated October 06, 2023, Ms. Deepa Krishan has been appointed as the Chairperson and Mr. Vipin Kushwaha has been appointed as Co-Chairperson of the said meeting. Further Mr. Ankit Kumar Singh has been appointed as Scrutinizer for the Meeting to scrutinize the process of remote e-voting prior to the Meeting as well as e-voting during the Meeting, to ensure that it is fair and transparent. The Chairperson shall submit the report to NCLT in Form No. CAA-4, the result of the meeting as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within 15 days from the date of conclusion of the meeting.

The Explanatory Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with a copy of the Scheme and other Annexures to the Statement are enclosed herewith. A copy of this Notice, Statement and the Annexures are available on the website of the Company at www.amritcorp.com, the website of NSDL at www.evoting.nsdl.com being the Depository appointed by the Company to provide remote e-voting/e-voting and other facilities for the Meeting. A copy of the Notice together with the accompanying documents can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the Registered Office of Amrit Corp. Limited at CM-28, First Floor, Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad-201 009, Uttar Pradesh, between 10:30 a.m. (IST) to 5:00 p.m. (IST) up to the date of the meeting. Alternatively, a written request in this regard, may be addressed to the Company Secretary at info@amritcorp.com and the Company will arrange to send the same to you at your registered address.

The Secured Creditors are requested to consider, and if thought fit, with or without modification(s), pass the following Resolution with requisite majority:

“RESOLVED THAT in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), guidelines issued by the Ministry of

Corporate Affairs, Section 2(1B) of the Income-tax Act, 1961, the Memorandum and Articles of Association of Amrit Corp. Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Allahabad bench (hereinafter referred to as '**Hon'ble Tribunal**'/'**NCLT**') and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, 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 other person authorised by the Board to exercise its powers including the powers conferred by this Resolution), the proposed Scheme of Amalgamation of Amrit Agro Industries Limited ('**Transferor Company**') with Amrit Corp. Limited ('**Transferee Company**' or '**Company**') and their respective shareholders ('**Scheme**'), as enclosed with this Notice of the NCLT convened Meeting of the Secured Creditors, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any statutory/ regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Secured Creditors and the Secured Creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Committee of the Directors, Director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company.”

Sd/-
Deepa Krishan
Chairperson appointed by NCLT for the Meeting

Date: October 16, 2023

Place: Gurugram

Registered Office:

CM-28, First Floor, Gagan Enclave,
Amrit Nagar, G T Road,

Ghaziabad-201 009, Uttar Pradesh

Email :info@amritcorp.com

Website: www.amritcorp.com

CIN No. U15141UP1940PLC000946

NOTES:

1. The present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal, Allahabad Bench and the relevant provisions of the Companies Act, 2013, if any, and the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. The deemed venue of the meeting shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Sections 102, 230 to 232 of the Act read with other applicable provisions of the Act, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. As per the directions provided in the Order of the NCLT, and in compliance with the guidelines issued by the Ministry of Corporate Affairs, the Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode via e-mail to those Secured Creditors whose e-mail addresses are registered with the Company as on September 15, 2023. Physical copy of this Notice along with accompanying documents are sent through Registered Post/Speed Post/Courier to those Secured Creditors whose email addresses are not registered with the Company or who request for the same.

The Notice convening the Meeting in Form CAA-2 will be published through advertisement in (i) Financial Express (Ghaziabad Edition) in English language and (ii) Hindi translation thereof in Jansatta (Ghaziabad Edition) and having wide circulation in Ghaziabad (NCR) where the Registered Office of the Company is situated.

4. The Secured Creditors may note that the documents mentioned in the Index are also available on the website of the Company at www.amritcorp.com and on the website of NSDL at www.evoting.nsdl.com.
5. In terms of the Order passed by the Hon'ble Tribunal, the Notice of the aforesaid meeting is required to be sent to the Secured Creditors of the Transferee Company as on September 15, 2023 the purpose of attending and voting at the said Meeting. In view of the same, the Notice of the meeting of Secured Creditors of the Transferee Company is being sent to all the Secured Creditors of the Company as on September 15, 2023 and such Secured Creditors are entitled to attend and vote at the said Meeting.
6. The voting rights of the Secured Creditors shall be in proportion to their respective outstanding amount in the books of account of the Company as on the close of business hours of September 15, 2023.
7. The voting period for remote e-voting (prior to the Meeting) shall commence on and from Tuesday, November 28, 2023 at 9:00 a.m. (IST) and shall end on Friday, December 01, 2023 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL thereafter. **The Company is additionally providing the facility of e-voting at the Meeting.**

8. **PURSUANT TO THE PROVISIONS OF THE ACT, A SECURED CREDITORS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A SECURED CREDITOR OF THE COMPANY.**
9. Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting. The facility of participation at the Meeting through VC/OAVM will be made available to the Secured Creditors on a first come first served basis as per guidelines issued by the Ministry of Corporate Affairs.
10. Pursuant to the provisions of the Act, the institutional/corporate secured creditors are required to send legible scan of certified true copy of its Board or governing body Resolution/Power of attorney/Authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the Meeting through VC/OAVM on its behalf and vote at the Meeting. The said Resolution/Authorisation, self-attested by the person so authorized to attend the meeting, shall be sent to the Transferee Company at info@amritcorp.com and to the scrutinizer appointed for the meeting at cs.ankitsingh22@gmail.com at least forty eight (48) hours before the Meeting. A copy of the above e-mail should also be marked to NSDL at evoting@nsdl.co.in.
11. The Secured Creditors attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum. Further, the Order also directs that in case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum.
12. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle Secured Creditors from attending the Meeting. However, after exercising right to vote through remote e-voting prior to the Meeting, a Secured Creditor shall not be allowed to vote again at the Meeting. In case the Secured Creditors cast their vote via both the modes i.e. remote e-voting prior to the Meeting as well as during the Meeting, then voting done through remote e-voting before the Meeting shall prevail. Once the vote on a resolution is cast by the Secured Creditors, whether partially or otherwise, the Secured Creditors shall not be allowed to change it subsequently.

The Secured Creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.

13. M/s National Securities Depository Limited (NSDL) has been appointed to provide remote e-voting facility before the meeting and to provide e-voting platform during the meeting, in a secured manner; as well as to provide platform for convening the meeting through Video Conferencing.
14. Secured Creditors who have not registered their e-mail id, can get the same registered by sending the request to the Company Secretary of the Company at info@amritcorp.com/pkdas@amritcorp.com

15. In case of any difficulty in registering the e-mail id; Remote e-voting e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:

Mr.Sharwan Mangla General Manager Mas Services Ltd.	98117 42828 sm@masserv.com
Mr.Pranab Kumar Das Company Secretary Amrit Corp. Limited	9911441040 pkdas@amritcorp.com

16. Voting may be made through remote e-voting which will be available during the prescribed period before the meeting (as given below); and through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	Tuesday, November 28, 2023 at 9:00 A.M. IST
End of remote e-voting	Friday, December 01, 2023 at 5:00 P.M. IST

The remote e-voting module shall be disabled by NSDL for voting thereafter.

17. All the Secured Creditors will be entitled to attend the meeting through Video Conferencing. The facility for e-voting shall also be made available at the meeting. However, the Secured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote again at the meeting.

INSTRUCTIONS FOR THE SECURED CREDITORS FOR REMOTE E-VOTING AND JOINING THE MEETING ARE AS UNDER:

The remote e-voting period begins **Tuesday, November 28, 2023 at 9:00 A.M. IST** and ends **Friday, December 01, 2023 at 5:00 P.M. IST**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Secured Creditors, whose names appear in the creditors list as on September 15, 2023, may cast their vote electronically. The voting right of creditors shall be in proportion to their respective amount.

LOGIN METHOD FOR CREDITORS:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following **URL: <https://www.evoting.nsd.com>** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Enter user ID as given in email.
5. Enter password as given in email.
6. Enter Captcha.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now you will have to click on “Login” button.
9. After successful login you will be able to see EVEN of Company
10. Select EVEN of company to cast your vote.
11. Now you are ready for e-voting as the voting page open.
12. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the amount of debt for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
13. Upon confirmation the message “Vote cast successfully” will be displayed.
14. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
15. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

INSTRUCTIONS FOR CREDITORS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Creditors will be provided with a facility to attend the NCLT meeting through VC/OAVM through the NSDL e-Voting system. Creditors may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
2. After click on link system will be re-direct at cisco website
3. Enter your first name.
4. Enter your last name.
5. Enter your email id.
6. Click on join now.
7. If Cisco driver not available in your system, please click on run temporary driver.
8. Creditors are encouraged to join the Meeting through Laptops for better experience.
9. Further, Creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

10. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
11. Creditors who would like to express their views/have questions may send their questions in advance mentioning their name, email-id, mobile number at pkdas@amritcorp.com /info@amritcorp.com.The same will be replied by the Company suitably.

Sd/-
Deepa Krishan
Chairperson appointed by NCLT for the Meeting

Date: October 16, 2023

Place: Gurugram

Registered Office:

CM-28, First Floor, Gagan Enclave,

Amrit Nagar, G T Road,

Ghaziabad-201 009, Uttar Pradesh

Email :info@amritcorp.com

Website: www.amritcorp.com

CIN No. U15141UP1940PLC000946

**IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD
BENCH
CA(CAA) No.23/ALD of 2023**

In the matter of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Amalgamation of Amrit Agro Industries Limited ('**Transferor Company**') with Amrit Corp. Limited ('**Transferee Company**' or '**Company**') and their respective shareholders.

Amrit Corp. Limited (CIN: U15141UP1940PLC000946) a company incorporated under the Indian Companies Act, 1913 and a public limited company within the meaning of Companies Act, 2013 and having its Registered Office at CM-28, First Floor, Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad-201 009, Uttar Pradesh and Corporate Office at A-95, Sector – 65, Noida – Transferee Company 201 309 (U.P.).

EXPLANATORY STATEMENT UNDER SECTION(S) 102, 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ('ACT') AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016, ACCOMPANYING THE NOTICE OF THE MEETING OF THE SECURED CREDITORS OF AMRIT CORP. LIMITED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH DATED OCTOBER 05, 2023

I. Meeting for the Scheme

This is a Statement accompanying the Notice convening the meeting of the Secured Creditors of Amrit Corp. Limited, as per the directions given by the the Hon'ble National Company Law Tribunal, Allahabad Bench ('**Hon'ble Tribunal**' or '**NCLT**') vide its Order dated October 05, 2023 read with Rectification Order dated October 06, 2023 passed in the Company Application No. CA(CAA) No. 23/ALD/2023. The Meeting is scheduled to be held on Saturday, December 02, 2023 at 3.00 p.m. (IST), through video-conferencing or other audio-visual means ('**VC/OAVM**') for the purpose of considering, and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of Amrit Agro Industries Limited ('**Transferor Company**') with Amrit Corp. Limited ('**Transferee Company**' or '**Company**') and their respective shareholders ('**Scheme**').

Capitalised terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

A copy of the Scheme is enclosed herewith as Annexure 1.

I. Scheme:

The Scheme of Amalgamation inter alia provides for:

- (a) Amalgamation of AAIL (Transferor Company) with ACL (Transferee Company);
- (b) Transfer and vesting of the entire business of the Transferor Company including inter alia all movable/ immovable properties, tangible/intangible properties, if any, and all secured and unsecured debts, liabilities, including contingent liabilities and taxation obligations of the Transferor Company in the Transferee Company;
- (c) Cancellation of the investment held by the Transferor Company in the form of equity shares of the Transferee Company;
- (d) Issue and allotment of One (1) Optionally Convertible Redeemable Preference Shares (“OCRPS”) of INR 10 each fully paid-up by the Transferee Company for every one (1) equity share of INR 10 each of the Transferor Company in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company with the Transferee Company with an option to convert the OCRPS into two (2) equity shares of INR 10/- each fully paid-up of the Transferee Company for every twenty three (23) OCRPS of INR 10 each fully paid-up held by the shareholders of the Transferor Company, in one tranche, within a period not exceeding six (6) months from the date of allotment of OCRPS;
- (e) In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period of 6 (six) months from the date of allotment of such OCRPS.
- (f) Transfer of the Authorized Share Capital of the Transferor Company to the Transferee Company and consequential increase in the Authorized Share Capital of the Transferee Company as provided in Part C of the Scheme;
- (g) Dissolution of the Transferor Company without winding-up.

II. Need, Rationale and Benefits of the Scheme:

Both the Transferor Company and the Transferee Company have been promoted by the same promoters and belong to the same group. Both the companies were listed public companies and have now been delisted under and in accordance with SEBI regulations. The Scheme proposes to consolidate the Transferor Company with the Transferee Company and scale down the number of companies so as to create a large unified entity to achieve optimal and efficient utilization of

resources, avoid overlap of compliance related costs and enhance operational and management efficiencies. The merger of the Transferor Company with the Transferee Company pursuant to this Scheme would have, inter-alia, the following benefits:

- (i) The consolidation of the Group companies as a single entity will lead to efficient utilization of the capital and financial resources and will provide several benefits including streamlined group structure by reducing number of entities, reducing the multiplicity of legal and regulatory compliances and rationalization of cost;
- (ii) Lead to the creation of a larger unified entity with a wider and stronger capital and asset base, having greater capacity for conducting its operations more efficiently and competitively;
- (iii) Result in reduction in fixed expenses, overheads, administrative and other expenditure of the group companies and eliminate multi-layer structure, managerial overlaps and cost duplication;
- (iv) Consolidation of managerial expertise of the companies will facilitate greater focus and utilization of resources;
- (v) Provide exit opportunity to the shareholders of the Transferor Company at a Fair Value of their equity shares.

In view of the above, the Scheme is beneficial and in the best interest of shareholders, creditors and employees of both the Transferor as well as the Transferee companies.

III. Background of the companies involved in the Scheme:

(1) Amrit Agro Industries Ltd. (“Transferor Company”/”AAIL”)

(a) Particulars

Amrit Agro Industries Limited having CIN: U01111UP1985PLC010776 and PAN No.AAACA0374N, is an unlisted public company within the meaning of Companies Act, 2013 incorporated on 9th September, 1985, having its Registered Office at CM-28, First Floor, Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad-201009, Uttar Pradesh and Corporate Office at A-95, Sector – 65, Noida – 201 309 (U.P.).

The Transferor Company, since its inception, had been engaged in the business of manufacture and distribution of potato wafers and conventional namkeens and had the manufacturing facilities at Noida (U.P.) and Silvassa (Dadra and Nagar Haveli). The Transferor Company sold the potato wafers business and ‘Uncle Chipps’ brand together with the specified assets in the year 2000 to M/s Frito-Lay India. Since then the Transferor Company is engaged in the business of trading in various agri and other products and has deployed surplus funds by way of investment in various financial instruments.

The Transferor Company made initial public offering of equity shares in the year 1987 and was listed for trading with the Delhi Stock Exchange Ltd. Subsequently, the shares were also listed with the U.P. Stock Exchange Ltd. and Ludhiana Stock Exchange Ltd. All these three regional stock exchanges became non-operational and were derecognized by SEBI vide Circular No. SEBI/HO/MRD/DSA/ CIR/P/2016/110 dated October 10, 2016. The SEBI circular also provided that (i) the companies exclusively listed on the non-operational/de-recognized stock exchanges which fail to obtain listing in any other stock exchange having nationwide trading terminals will cease to be listed companies and (ii) will be required to provide an exit opportunity to the public shareholders at a fair value.

In accordance with the SEBI Circular dated October 10, 2016, one of the Promoters of the Transferor Company, namely Amrit Banaspati Company Private Limited (ABCPL) provided Exit Offer to buy back all the equity shares from the public shareholders of the Transferor Company, at the fair value of INR 67/- per equity share of INR 10/- each. The Promoters bought back all the equity shares of AAIL offered by the Public Shareholders under the exit offer. The status of the Transferor Company changed to “Unlisted Public Company” w.e.f. 02.01.2018. As of now, AAIL has 2,787 Public Shareholders holding 8,23,865 equity shares representing 12.93% of the paid-up equity share capital of AAIL.

(b) Main Objects of the Transferor Company as per Memorandum of Association:

- i) To erect, build, manage a factory or factories for the manufacture, refinement, processing, preservation, dehydration, extruding, canning, bottling, freezing, packing and repacking of fruits, potatoes and other vegetable products, cereal products, betel concentrates, nectars, jelly, pulp, purees, beans, cocktail, ketchups, jams and murrabas, pickles, slices, health foods and drinks, milk, milk powder, cream, butter, cheese, condensed milk and baby foods, aerated non-aerated mineral and artificial water drinks, ghee, fats, snacks, fast foods, cooked or boiled or fried foods, sweet meats and namkins, honey, custard and provisions of all kinds and every descriptions and to carry on the business of export, import, brokers, commission agents and dealers of food products of all kinds.*
- ii) To acquire, promote, establish and carry on business of manufacture and processing of high protein soya bean meal, high proteins foods, soya floor, soya milk, textured proteins, proteins concentrates, protein isolates, lecithin, glycerin, emulsyfites, oiled, de-oiled cakes, refined oil, hydrogenated oils (vanaspati).*
- iii) To acquire, promote, establish and carry on the business of manufacture and processing of margarine, peanut butter, peanut milk, refined oil from or out of cottonseeds, castor, linseeds, sunflower, soyabean, ricebran, groundnut and other types of edible and non-edible essential and non-essential oil seeds and vegetable seeds of all kinds by any type of processing viz. ordinary crushing, solvent extraction, chemical or any other process and to utilize the oils and*

cakes and proteins to be produced therefrom.

- iv) *To carry on the business of manufacture and processing of nutrition foods, cattle feeds, manure, fatty acids, soaps, perfumes, chemicals and other products in which such oilseeds, oils, oilcakes and proteins referred to in Clause 2 are utilized and of making, preparing and processing of formulations and by products of oil-seeds, oils, proteins from the products aforesaid.*

(c) Capital Structure of the Transferor Company as on March 31, 2023:

	Particulars	(INR/crore)
Authorized		
1,00,00,000	Equity Shares of INR 10/- each	10.00
15,00,000	7% Redeemable Preference shares of INR 10/- each	1.50
		11.50
Issued:		
63,72,265	Equity Shares of INR 10/- each	6.37
Subscribed and paid-up		
63,72,265	Equity Shares of INR 10/- each	6.37

There has been no change in the Authorized, Issued, Subscribed & Paid-up Share Capital after 31st March, 2023.

(d) Financial details of the Transferor Company

The summarized financial position of the Transferor Company as per the Audited Financial Statements for the financial year ended March 31, 2023 is as under:

ASSETS	Amount (Rs. In Lakh)
Non-Current Assets	1,511.19
Current assets	117.52
TOTAL	1,628.71
LIABILITIES	Amount (Rs. In Lakh)
<u>Equity</u>	
Equity Share Capital	637.23
Other Equity (Reserve & Surplus)	979.07
Non-Current Liabilities	0.31
Current Liabilities	12.10
TOTAL	1,628.71

No material change has taken place in the financials of the Transferor Company after 31.03.2023.

The audited Financial Statements of the Transferor Company for the financial year ended March 31, 2023 are available on its website www.amritagro.com and are available for inspection at the Registered Office of the Transferor Company.

(e) The details of Promoters (including promoter group), Directors and KMPs of the Transferor Company as on September 15, 2023 are as follows:

Details of Promoters and Promoter Group:

Sl No	Name	Address
1.	Shri Naresh Kumar Bajaj	56, Model Town, G.T.Road, Ghaziabad - 201001(U.P.)
2.	Shri Ashwini Kumar Bajaj	56, Model Town, G.T.Road, Ghaziabad - 201001(U.P.)
3.	Shri Vikram Kumar Bajaj	56, Model Town, G.T.Road, Ghaziabad - 201001(U.P.)
4.	Smt. Vandana Bajaj	56, Model Town, G.T.Road, Ghaziabad - 201001(U.P.)
5.	Smt. Jaya Bajaj	56, Model Town, G.T.Road, Ghaziabad - 201001(U.P.)
6.	Amrit Banaspati Co. Pvt.Ltd.	A-95, Sector-65, NOIDA - 201309
7.	A.K.Bajaj Investment Pvt. Ltd.	A-95, Sector-65, NOIDA - 201309

** The Transferor Company is a subsidiary of Amrit Banaspati Company Pvt. Ltd.*

Details of Directors and Key Managerial Personnel (“KMP”) :

Sl No	Name of the Director/ KMP	DIN	Designation	Address
1.	Shri Naresh Kumar Bajaj	00026221	Chairman & Director	56, Model Town, G.T.Road, Ghaziabad - 201001(U.P.)
2.	Shri Vikram Kumar Bajaj	00026236	Vice-Chairman & Director	56, Model Town, G.T.Road, Ghaziabad - 201001(U.P.)
3.	Shri Alok Mathur	00034815	Director	C/o Bansilal & Sons, 3, G.T. Road, Sahibabad, Ghaziabad - 201001

4.	Smt. Jaya Bajaj	03341936	Managing Director	56, Model Town, G.T.Road, Ghaziabad - 201001(U.P.)
5.	Shri Jagdish Chand Rana	00026190	Additional Director	B-1701, 17 th Floor, Tower-B Prateek Stylome, Plot No. GH 04/B, Sector-45, NOIDA – 201 301.

** The Transferor Company has inducted Mr. J.C.Rana (DIN 00026190) as Additional Director on the Board effective 30.06.2023.*

(2) Amrit Corp. Ltd. (“Transferee Company”/”ACL”)

(a) Particulars

Amrit Corp. Limited having CIN: U15141UP1940PLC000946 and PAN No.AAFCA7387Q, is an unlisted public company within the meaning of Companies Act, 2013, having its Registered Office at CM-28, First Floor, Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad-201 009, Uttar Pradesh and Corporate Office at A-95, Sector – 65, Noida – 201 309 (U.P.).

The Transferee Company was incorporated as a public company on 29th March, 1940 in the name of Amrit Banaspati Company Ltd. (ABCL), under the provisions of Indian Companies’ Act VII of 1913. The Equity Shares of ACL were listed on Bombay Stock Exchange Ltd. (BSE Ltd.) in the year 1941. The name of the Company was changed from Amrit Banaspati Company Limited to Amrit Corp. Ltd. in the year 2007 pursuant to a Scheme of Arrangement wherein demerger of the edible oils and paper businesses of the Transferee Company into two separate entities was approved by the jurisdictional High Courts of Allahabad, Delhi and Chandigarh. The Scheme came into force on 23rd June, 2007. Pursuant to the said Scheme of Arrangement, the paid-up capital of the Transferee Company was restructured and reduced to 32,13,231 equity shares of INR 10/- each and the Company was relisted with BSE Ltd. with restructured paid-up capital of INR 321.32 lakhs on 21.09.2007 (Code:507525). The Transferee Company is now engaged in the business of manufacturing and distribution of dairy milk/milk products and has deployed surplus funds by way investment in various financial instruments.

In compliance with the SEBI (Delisting of Equity Shares) Regulations, 2021 (“Delisting Regulations”), certain members/entities of the Promoter Group acquired a total of 5,82,129 equity shares of INR 10/- each of the Company including the shares offered by the Public Shareholders during the exit window period from June 3, 2022 to June 2, 2023, at the Exit Price of INR 945/- per equity share determined in accordance with the Reverse Book Building Process prescribed under the Delisting Regulations. Consequently, the Transferee Company is now ‘unlisted public company’. As of now, there are 5,691 public shareholders holding 1,90,678 number of equity shares representing 6.28% of the paid-up equity share capital of the Transferee Company.

(b) Main Objects of the Transferee Company as per Memorandum of Association:

- i) *To carry on the business of manufacturing, producing buying, selling, stocking, supplying, exchanging, converting, altering, distributing, importing, exporting, processing, packaging, repacking all kinds of edible oils and fats including but not limited to vegetable ghee, vegetable oil, filtered refined & micro refined vegetable oils, hydrogenated vegetable oil, bakery shortening, margarine, oil cakes, soaps, acid oil, chemicals, oleo chemicals, cattle feed, oxygen, hydrogen or any other gas and all other intermediate and bye products of oils & fats of whatsoever nature and description, all kinds of seeds and to cultivate, grow, purchase or otherwise acquire and sell and trade in seeds and other oleaginous substances and products and to crush and extract oil from oil-seeds and other substances or products capable of being conveniently carried on or otherwise directly or indirectly calculated to enhance the value of any of the Company's property or rights for the time being of the Company.*
- ii) *To carry on the business of manufacturing, producing buying, selling, stocking, supplying, exchange, converting, altering, distributing, importing, exporting, processing, packaging, repacking or otherwise handling or dealing dairy milk and milk products, including flavouredmilk, milk beverages and concentrates, ice-cream, ice cream mixes, dairy desserts, milk shakes, milk powder, cheese, yoghurt, curd, baby foods, protein foods, sweets and other dairy preparation of every kind, nature and description, soya milk, flavoured soya milk butter, soya milk products and preparations, , soya baby foods, extruded snacks, other preparations of soya, soya cereals and lentils, including flour and dal, soya tofu, soya paneer, salad dressing and to promote the cultivation of soyabean, to convert soyabean into oils and its products by any process.*
- iii) *To carry on the business of development construction and operation of shopping malls, multiplexes, retailing outlets, shopping centres, residential/commercial townships, group housing buildings/flats and other construction/real estate activity individually or in combination formats comprising flats, buildings, shops, offices and/or units for residential commercial, retail or shopping purposes convention centres, recreation centres, amusement parks, exhibition and/or display platforms, arenas or spaces In whatsoever forms, theatres, art galleries, cafeterias, restaurants, parking spaces etc. and to arrange or give on rental, lease or on hire, have a business conducting arrangement or undertaking actual retailing activities or sell the shops, offices and/or units etc. to manufacturers, trade bodies, traders, service providers Including architects, engineering consultancy firms, finance companies, banks and/or any other persons or organizations/ legal entitles and render services for running such shopping malls, complexes or departmental stores as also conducting events either directly or through event management*

companies, providing services as event managers, holding exhibitions, seminars, competitions, conferences, movie festivals, theatre showings, music and dance recitals, cultural events and regional/national festivals, art shows and other related events in the mall complex for its promotion and to purchase, lease, exchange or otherwise acquire land or any interest or right connected with any land with or without building.

- iv) *To carry on the business of building, running and managing hotels, motels, restaurants, resorts, recreation centre, holiday camps, amusement parks, guest houses, banquets halls, restaurants, picnic spot, canteens, caterers, cafes, taverns, pubs, bars, beerhouses, refreshment rooms, clubs and lodging or apartments, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, health centre, conference centre, gymnastics, yoga centre, catering and hospitality services, massage and beauty parlours in and outside India and related activities thereto.*
- v) *To carry on the business of manufacturing, producing, buying, selling stocking, supplying, exchanging, converting, altering, distributing, importing, exporting, processing, extruding, canning, bottling, freezing, packing, preserving, dehydrating, packing and repacking of fruits, potatoes, potato chips, vegetable products, cereal products, beetel leaf, pan masala, nectars, jelly, pulp, beans, ketchups, jams, desserts, chocolates, toffees, murabbas, pickles, health foods, drinks, drinking water, aerated waters, non-aerated minerals, artificial water drinks, soft drinks, concentrates, squashes, sorbets, liquors, soups, beverages, juices, juice concentrates, synthetic concentrates of every description, fats, snacks, namkeens, fast foods, cooked or boiled or fried foods, malted foods, weaning foods, flour ,bread & bakery products and confectionary items.*
- vi) *To carry on the business of rendering business advisory & consultancy services including market intelligence & risk management services, project feasibility studies and services relating to business process outsourcing, knowledge process outsourcing, legal process outsourcing, medical transcription, data processing/search/mining/ analysis and to establish, run & manage call centers, back office & help-desks and to act as management consultants, financial consultants, HR consultants and to provide consultancy and advisory services for all kinds of credit syndication & fund raising from overseas markets and bank & financial services franchisees/outsourcing services.*
- vii) *To carry on the business as buyers, sellers, import traders, export traders, importers, exporters, distributors, agents, brokers, stockists, commission agents and dealers of all kinds of consumer, industrial or engineering goods, commodities, products or material as may be permissible under trade policy and to act as a recognised trading house and/or export house.*

(c) Capital Structure of the Transferee Company as on March 31, 2023

	Particulars	(INR/crore)
Authorized		
2,00,00,000	Equity Shares of INR 10/- each	20.00
50,00,000	Redeemable Preference shares of INR 10/- each	5.00
		25.00
Issued:		
30,38,231	Equity Shares of INR 10/- each	3.04
Subscribed and paid-up		
30,38,231	Equity Shares of INR 10/- each	3.04

There is no change in the Authorized, Issued, Subscribed and Paid-up Share Capital after 31stMarch. 2023 till the date of this Scheme being approved by the respective Board of Directors except the buy-back of the equity shares by the promoters of the Transferee Company from the Public Shareholders under the SEBI Delisting Regulations.

(d) Financial details of the Transferee Company

The summarized financial position of the Transferee Company as per the Audited Financial Statements for the financial year ended March 31, 2023 is as under:

ASSETS	Amount (Rs. In Lakh)
Non-Current Assets	14,052.71
Current assets	8,169.32
TOTAL	22,222.03
LIABILITIES	Amount (Rs. In Lakh)
<u>Equity</u>	
Equity Share Capital	303.82
Other Equity (Reserve & Surplus)	19,865.40
Non-Current Liabilities	447.75
Current Liabilities	1,605.06
TOTAL	22,222.03

No material change has taken place in the financials of the Transferee Company after 31.03.2023.

The audited Financial Statements of the Transferee Company for the financial year ended March 31, 2023 are available on its website

www.amritcorp.com and are available for inspection at the Registered Office of the Transferee Company.

(e) The details of Promoters (including promoter group), the Directors and KMPs of the Transferee Company as on September 15, 2023 are as follows:

Details of Promoters and Promoter Group:

Sl. No.	Name	Address
1.	Shri Naresh Kumar Bajaj	56, Model Town, Ghaziabad - 201 001
2.	Shri Ashwini Kumar Bajaj	56, Model Town, Ghaziabad - 201 001
3.	Shri Vikram Kumar Bajaj	56, Model Town, Ghaziabad - 201 001
4.	Smt. Vandana Bajaj	56, Model Town, Ghaziabad - 201 001
5.	Smt. Jaya Bajaj	56, Model Town, Ghaziabad - 201 001
6.	Shri Varun Bajaj	56, Model Town, Ghaziabad - 201 001
7.	Shri Arnav Bajaj	56, Model Town, Ghaziabad - 201 001
8.	Smt. RadhikaJatia	JatiaSadan 81 Worli Sea Face Mumbai Maharashtra 400025
9.	Smt. SnehaJatia	JatiaSadan 81 Worli Sea Face Mumbai Maharashtra 400025
10.	Smt. SunitaMor	D F N Colony P O Shreeram Nagar, Vizianagaram 535101
11.	Smt. Anuradha Gupta	Flat No.-B-402 IVth Floor, Printer Apartment, Sector-13, Rohini Delhi
12.	Amrit Banaspati Company Pvt. Ltd.	A-95, Sector-65, NOIDA - 201309
13.	AK Bajaj Investment Pvt. Ltd.	A-95, Sector-65, NOIDA - 201309
14.	Amrit Agro Industries Ltd.	CM/28 (First Floor), Gagan Enclave, Amrit Nagar, GT Road, Ghaziabad – 201009 (U.P.)

Details of Directors and Key Managerial Personnel (“KMP”) :

Sl No	Name	Designation	DIN	Address
1.	Shri Naresh Kumar Bajaj	Chairman & Managing Director	00026221	56, Model Town, Ghaziabad - 201 001
2.	Shri Girish Narain Mehra	Director	00059311	House No.217, Sector 15-A, NOIDA – 201 301
3.	Shri Mohit Satyanand	Director	00826799	House No.S-349, Panchsheel Park, New Delhi – 110017.

4.	Shri K.R.Ramamoo rthy	Director	00058467	519, 8th Cross Road, J P Nagar III Phase, Bangalore – 560 078.
5.	Shri Sujal Anil Shah	Director	00058019	M/s SSPA & Co. Chartered Accountants, 1st Floor, “Arjun”, Plot No.6A, V. P. Road, Andheri (W), Mumbai – 400 058
6.	Shri Sundeep Aggarwal	Director	00056690	23, Loni Road, Mohan Nagar, Ghaziabad – 201 007
7.	Shri Vikram Kumar Bajaj	Director	00026236	56, Model Town, Ghaziabad 201 001
8.	Shri Ashwini Kumar Bajaj	Vice-Chairman & Managing Director	00026247	56, Model Town, Ghaziabad 201 001
9.	Shri B.P.Maheshwari	Chief Financial Officer	-	House No.8, Sector-1, ChiranjivVihar, Ghaziabad – 201002 (U.P.)
10.	Shri P.K.Das	Company Secretary	-	Flat no. C-9/13 Tower -C, Himalaya Pride Plot No. GH-10B, Sector Techzone-IV Greater Noida - 201306 (UP)

** The Transferee Company is a subsidiary of Amrit Banaspati Company Pvt. Ltd.*

IV. Salient features of the Scheme:

- (a) The Scheme shall take effect from the **Appointed Date** i.e. 1st April, 2023 or such other date as the National Company Law Tribunal, Allahabad Bench, U.P. (“NCLT”) may direct;
- (b) **“Effective Date”** shall be the last of the following dates or such other date as the Hon’ble NCLT may direct, namely:
- (i) the date on which the last of the certified copy of the order of the Hon’ble NCLT sanctioning the Scheme is filed with the Registrar of Companies, Kanpur

- (ii) the date on which last of the consents, approvals, sanctions and/or orders as are provided in the Scheme have been obtained;
- (c) Upon the coming into effect of this Scheme, all the employees in the service of the Transferor Company, if any, immediately preceding the Effective Date shall become employees of the Transferee Company on the basis that:
- (i) their services shall be deemed to have been continuous and not have been interrupted by reasons of the said transfer.
- (ii) The terms and conditions of service applicable to employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately preceding the transfer.
- (d) The entire business as also the assets and liabilities of the Transferor Company shall be transferred to and vested in the Transferee Company on and from the Appointed Date on a going concern basis, in consideration for issue and allotment of 1 (One) 7% Non-Cumulative, Non-Participating Optionally Convertible Redeemable Preference Share (“OCRPS”) of INR 10/- each, by the Transferee Company on the terms & conditions given hereunder, for every 1 (One) equity share of INR 10/- each held by all the shareholders of the Transferor Company, whose names appear in the Register of Members of the Transferor Company as on the Record Date fixed for the purpose, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title, as may be recognized by the Board of the Transferee Company.
- (e) The terms and conditions for issue of OCRPS shall be as under :-

(i) Nature of the share	Non-Cumulative, Non-Participating, Optionally Convertible Redeemable Preference Shares of INR 10/- each
(ii) Tenure of OCRPS	Tenure of OCRPS shall not exceed 6 (Six) months from the date of allotment of OCRPS
(iii) Dividend on OCRPS	The OCRPS shall bear non-cumulative dividend of 7% per annum payable on yearly basis till the date of conversion of the OCRPS into equity shares or redemption of OCRPS. The dividend shall be calculated on pro-rata basis i.e. from the date of allotment of the OCRPS.
(iv) Listing of OCRPS	The OCRPS shall not be listed on any stock exchange.
(v) Terms of conversion and/or redemption of OCRPS	(a) The OCRPS will be convertible into two (2) equity share of INR 10/- each fully paid-up of the Transferee Company for every twenty three (23)

	<p>OCRPS held by the shareholders, in one tranche at the option of the allottees within a period not exceeding 6 (six) months from the date of allotment of OCRPS as may be decided by the Transferee Company.</p> <p>(b) (i) In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period not exceeding 6 (six) months from the date of allotment of such OCRPS as may be decided by the Transferee Company.</p> <p>(b) (ii) Redemption shall be in accordance with the Companies Act, 2013.</p>
(vi) Other terms of issue of OCRPS	<p>(a) OCRPS shall be issued in dematerialization form and the equity shares arising on conversion shall also be issued in dematerialization form;</p> <p>(b) The holder of OCRPS shall not have the option to opt for part conversion. It shall be entitled to opt only for conversion of all the OCRPS into equity shares of INR 10/- each in a single tranche only;</p> <p>(c) The OCRPS shall not be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid;</p> <p>(d) OCRPS shall be unsecured;</p> <p>(e) The equity shares to be allotted on conversion of the OCRPS shall rank pari-passu in all respects, including with respect to dividend with the</p>

	<p>then fully paid-up equity shares;</p> <p>(f) The claims of the holder of OCRPS shall be subordinated to the claims of all secured/unsecured/subordinated creditors of the Company but shall rank senior to the claims of the equity shareholders of the Transferee Company;</p> <p>(g) The voting rights of the persons holding the OCRPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.</p>
--	--

- (f) The fractional entitlements arising on account of conversion of OCRPS into equity shares shall be consolidated and allotted to a nominee of the Transferee Company upon trust to sell the equity shares representing such fractions at not less than the fair value of INR 73.60 per OCRPS as determined by Valuer, CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) and to distribute the sale proceeds to those shareholders of the Transferee Company who are entitled to such fractions in the proportion to which they are so entitled. Any fractional part remaining after such consolidation and disposal shall be ignored.
- (g) The said OCRPS to be issued by the Transferee Company in terms hereof shall be subject to the Memorandum and Articles of Association of the Transferee Company and other relevant provisions of the Act.
- (h) Upon the OCRPS in the Transferee Company being issued and allotted, the equity shares held by the Members in the Transferor Company shall automatically become invalid and cancelled. Consequently, the share certificates representing such equity shares in the Transferor Company shall automatically stand cancelled, invalid and non-transferable.
- (i) The exchange ratio for conversion of OCRPS into equity shares of Transferee Company and the redemption price of INR73.60 per OCRPS of INR 10/- each is the fair value of the equity shares of INR10/- each of the Transferor Company determined by Valuer, CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201).

Note: The Secured Creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

V. Valuation Report:

As per Valuation Report dated September 11, 2023 issued by Valuer, CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201):

- (i) Fair exchange ratio for the proposed amalgamation of AAIL with ACL is as under:

“One (1) 7% Optionally Convertible Redeemable Preference Share (OCRPS) of ACL of INR 10 each fully paid up for every 1 (One) equity shares of AAIL of INR 10 each fully paid up”;

- (ii) Conversion ratio of OCRPS into equity shares of ACL for those shareholders who exercise the option to convert OCRPS into equity shares of ACL would be as under:

“2 (two) equity shares of ACL of INR 10 each fully paid up for every twenty three (23) 7% OCRPS of ACL of INR 10 each fully paid-up”;

- (iii) Redemption value for those shareholders who do not exercise the option to convert OCRPS into equity shares of ACL would be:

“INR 73.60 per OCRPS”.

Valuation Report dated September 11, 2023 issued by Valuer, CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) is enclosed herewith as Annexure 2. The Valuation Report is also available for inspection at the Registered Office of the Company.

The proposed Scheme was placed before the Audit Committee of Amrit Corp. Ltd. at its meeting held on September 15, 2023. The Audit Committee took into account the Valuation Report provided by the Valuers and recommended the proposed Scheme to the Board of Directors of the Company.

The Board of Directors of the Company took into account the recommendations of the Audit Committee, Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS provided in the Valuation Report dated September 11, 2023 issued by the Independent Registered Valuer.

Based on the aforesaid, the Board of Directors of the Company has come to conclusion that the Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS provided in the Valuation Report are fair and reasonable and accordingly approved the same at its meeting held on September 15, 2023.

VI. Future Prospects:

The future prospects of the combined entity are bright as the merger will enable it to achieve business synergy due to economies of scale, rationalization of the operational cost and optimal utilization of the various resources. **The redemption of OCPRS to the shareholders of the Transferor Company will provide liquidity/marketability since its existing equity shares are not traded at the stock exchanges and it is difficult for the public shareholders to find any buyers for their equity shares and neither buyers nor sellers have reference to fair value/price of the equity shares at which they may buy or sell the shares. This will also reduce the cost of the Transferee Company involved in handling and servicing the large number of shareholders.**

VII. Relationship subsisting between Parties to the Scheme

- a. The Transferor Company is a subsidiary of Amrit Banaspati Company Pvt. Ltd. which holds 62.65% of equity shares of Transferor Company as on the date of this Notice.
- b. The Transferee Company is also a subsidiary of Amrit Banaspati Company Pvt. Ltd. which holds 57.29% of equity shares of Transferee Company as on the date of this Notice.
- c. The Transferor Company holds 2,52,127 Equity Shares of INR 10/- each constituting 8.30% of the Paid-up Share Capital of the Transferee Company. The said investment of the Transferor Company shall be cancelled upon giving effect to the Scheme.
- d. Both Transferor Company and the Transferee Company have been promoted by the same promoters and are related parties of each other as per the provisions of the Companies Act, 2013. The amalgamation shall not attract the requirements of Section 188 of the Companies Act, 2013 (related party transactions), pursuant to the clarifications provided by the Ministry of Corporate Affairs vide its General Circular No. 30/2014 dated July 17, 2014.
- e. Mr. Naresh Kumar Bajaj and Mr. Vikram Kumar Bajaj are serving on the Board of the Transferor Company and the Transferee Company. Apart from them, there are no common directors on the Boards of the Transferor Company and the Transferee Company.
- f. Mr. Jagdish Chand Rana, Director on the Board of Transferor Company, is Executive Director of the Transferee Company and is also a part of the senior management of the Transferee Company.

VIII. Board Approvals

The Board of Directors of the Transferor Company has unanimously approved the Scheme and adopted a Report dated September 15, 2023 as per Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme on each class of shareholders (promoter and non-promoter), creditors, Key Managerial Personnel and employees of Amrit Agro Industries Limited and laying out, in particular, the share exchange ratio and setting out the salient features and commercial rationale

behind the Scheme. None of the Directors of the Transferor Company voted against the Scheme. Mr. N.K.Bajaj, Mr.V.K.Bajaj and Mrs.Jaya Bajaj, Directors, being promoters of both the Transferor as well as the Transferee Companies, did not vote or participate in the discussions on the resolution. The Report of the Board of Directors of the Transferor Company is annexed as Annexure 3.

The Board of Directors of the Transferee Company has unanimously approved the Scheme and adopted a Report dated September 15, 2023 as per Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme on each class of shareholders (promoter and non-promoter), creditors, Key Managerial Personnel and employees of Amrit Corp. Limited and laying out, in particular, the share exchange ratio and setting out the salient features and commercial rationale behind the Scheme. None of the Directors of the Transferee Company voted against the Scheme. Mr. N.K.Bajaj, Mr.A.K.Bajaj and Mr.V.K.Bajaj, Directors, being promoters of both the Transferor as well as the Transferee Companies, did not vote or participate in the discussions on the resolution. Also enclosed is the Report of the Audit Committee dated September 15, 2023 recommending the proposed Scheme to the Board of Directors of the Company taking into consideration, inter alia, the Valuation Report provided by CA TejasJatin Parikh, Partner, Gokhale&Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201). The Reports of the Board of Directors and Audit Committee of the Transferee Company are annexed as Annexures 4 and 5 respectively.

IX. Interest of Directors, KMPs and their relatives:

Amrit Agro Industries Limited ('Transferor Company')

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Transferor Company.

Amrit Corp. Limited ('Transferee Company')

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Transferee Company.

X. Effect of the Scheme

Effect of Scheme on Directors, Promoters, KMPs, Non-promoter members, Creditors and employees of the Transferor Company

1. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):

(a) The equity shares of the Transferee Company held by the Transferor

Company shall stand cancelled in their entirety, which shall be effected as part of the Scheme and not in accordance with Section 66 of the Companies Act, 2013.

- (b) As far as the equity shareholders of the Transferor Company i.e. both promoter shareholders as well as non-promoter shareholders, are concerned, the amalgamation of the Transferor Company with the Transferee Company as per the Scheme will result in all such shareholders of the Transferor Company, as on the Record Date, receiving Non-Cumulative, Non Participating, Optionally Convertible Redeemable Preference Shares (OCPRS) in the manner as stipulated in Part C of the Scheme.
- (c) Upon the Scheme becoming effective, the Transferee Company shall without any further application, act or deed, issue and allot One (1) 7% Non-Cumulative, Non Participating, Optionally Convertible Redeemable Preference Shares (OCPRS) of INR 10/- each on the terms & conditions given in the Scheme for every one (1) equity share of INR 10/- held by all the shareholders of the Transferor Company, whose name(s) appear(s) in the register of members of the Transferor Company as on the Record Date fixed for the purpose or to such all other respective heirs, executors, administrators or other legal representatives or other successors and titles as may be recognized by the Board of Directors of the Transferee Company. The issuance of OCRPS in terms of the Scheme, will have no significant impact on the shareholders of the Transferee Company, except consequent dilution upon issuance of the New Shares.
- (d) The terms of OCRPS interalia provide that:
 - i. the OCRPS will be convertible into two (2) equity share of INR 10/- each fully paid-up of the Transferee Company for every 23 (twenty three) OCRPS held by the shareholders, in one tranche at the option of the allottees within a period not exceeding 6 (six) months from the date of allotment of OCRPS, as may be decided by the Transferee Company;
 - ii. In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period not exceeding 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.

2. Effect on the Directors and Key Managerial Personnel:

The Board of Directors of the Transferor Company shall stand dissolved upon the Scheme coming into effect.

Pursuant to the Scheme, the Transferor Company shall be dissolved without winding up and therefore current KMPs of the Transferor Company shall cease to hold their positions and cease to be the KMPs of the Transferor Company.

Further, the Board of Directors and/or KMPs shall also be affected to the extent of the equity shares (if any) held by them or their relatives in the Transferor Company. The effect of the Scheme on the interests of the Board of Directors and/or KMPs and their relatives holding shares (if any) in the Transferor Company, is not different from the effect of the Scheme on other shareholders of the Transferor Company

3. Effect on the creditors:

There are no unsecured creditors in the Transferor Company. As regards the secured creditors, there is only one secured creditor of one car loan, the outstanding amount of which is Rs.0.98 lakhs, obtained by the Transferor Company for funding the car pertaining to the Company.

Under the Scheme no arrangement or compromise is being proposed with the creditors of the Transferor Company. The liability of the creditors of the Transferor Company, under the Scheme, is neither being reduced nor being extinguished.

4. Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Transferor Company) are being affected. The services of the staff and employees of the Transferor Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the staff and employees of the Transferor Company will be deemed to have become employees of the Transferee Company pursuant to the Scheme with effect from the Effective Date.

All such Employees shall be deemed to have become employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company, shall not be less favorable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

Effect of Scheme on Directors, Promoters, KMPs, Non-promoter members, Creditor and employees of the Transferee Company

1. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):

As far as the equity shareholders of the Transferee Company i.e. both promoter shareholders as well as non-promoter shareholders, are concerned, the amalgamation of the Transferor Company with the Company will result in (i) increase of the public shareholding in the Transferee Company by 1.57% (i.e. from 6.28% to 7.85%) and in turn reduce the promoter group shareholding of the Transferee Company to that extent in case all the equity shareholders of the Transferor Company opt for conversion of OCRPS into

equity shares and (ii) dilution of the public shareholding in the Transferee Company's shares by 0.45% and in turn will increase the promoter group shareholding of the Transferee Company's shares to that extent in case all the public shareholders of the Transferor Company chose not to convert OCRPS into equity shares but to redeem the OCRPS.

Further, the Transferee Company shall without any further application, act or deed, issue and allot One (1) 7% Non-Cumulative, Non Participating, Optionally Convertible Redeemable Preference Shares (OCRPS) of INR 10/- each on the terms & conditions given in the Scheme for every one (1) equity share of INR 10/- held by all the shareholders of the Transferor Company, whose name(s) appear(s) in the register of members of the Transferor Company as on the Record Date fixed for the purpose or to such all other respective heirs, executors, administrators or other legal representatives or other successors and titles as may be recognized by the Board of Directors of the Transferee Company. The issuance of OCRPS in terms of the Scheme, will have no significant impact on the shareholders of the Transferee Company, except consequent dilution upon issuance of the New Shares.

The terms of OCRPS interalia provide that:

- (a) the OCRPS will be convertible into two (2) equity share of INR 10/- each fully paid-up of the Transferee Company for every 23 (twenty three) OCRPS held by the shareholders, in one tranche at the option of the allottees within a period not exceeding 6 (six) months from the date of allotment of OCRPS, as may be decided by the Transferee Company;
 - (b) In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period not exceeding 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.
2. Effect on the Directors and Key Managerial Personnel:

There shall be no effect on the Board of Directors and/or KMPs of the Transferee Company except to the extent that Mr. Jagdish Chand Rana, Executive Director of the Company, currently holding directorship in the Transferor Company, shall cease to be director of the Transferor Company and except to the extent of the equity shares held (if any) by the directors/KMPs and their relatives in the Transferor Company.

The effect of the Scheme on the interests of the Board of Directors and/or KMPs and their relatives holding shares in the Transferee Company, is not different from the effect of the Scheme on other shareholders of the Transferee Company.

3. Effect on the creditors:

In the Transferee Company, the outstanding amounts of the secured and unsecured creditors are Rs.152.43 lakhs and Rs.58.78 lakhs respectively as on

15.09.2023. Under the Scheme no arrangement or compromise is being proposed with the creditors (secured or unsecured) of the Transferee Company. The Transferee Company is a continuing company and the liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

4. Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Transferee Company) are being affected. The services of the staff and employees of the Transferee Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company ('Employees') will be deemed to have become employees of the Transferee Company pursuant to the Scheme with effect from the Effective Date.

All such Employees shall be deemed to have become employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company, shall not be less favorable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

5. Effect on the deposit holders:

As on date of this notice, the Transferee Company has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders does not arise.

XI. Shareholding Pattern

The shareholding pattern of the Transferor Company and the Transferee Company (pre Scheme and post Scheme) for equity shares as on March 31, 2023 is enclosed herewith as Annexure 6.

The entire pre-Scheme shareholding of the Transferor Company shall stand cancelled and accordingly, there will be no post-Scheme shareholding pattern for equity shares of the Transferor Company.

XII. Auditors' Certificate on conformity of accounting treatment specified in the Scheme with Accounting Standards

The Auditors of the Transferor Company and of the Transferee Company have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. Certificates of the Auditors are enclosed herewith as Annexure-7.

XIII. Filing of the Scheme

A copy of the Scheme has been filed by the Transferee Company with the Registrar of Companies, Kanpur, U.P. in Form No GNL-1 on October 11, 2023.

XIV. Investigation proceedings

No investigation proceedings have been instituted and/or are pending against the Transferee Company and the Transferor Company under the Act.

XV. Inspection of Documents

Electronic copy of following documents will be available for inspection in the 'Investor Relations' section of the website of the Company: www.amritcorp.com

- a) Certified Copy of Order dated October 05, 2023 and Rectification Order dated October 06, 2023 passed by the Hon'ble National Company Law Tribunal, Allahabad Bench, in Company Application No. CA(CAA) No. 23/ALD/2023, directing inter alia the calling, convening and conducting of the meeting of equity shareholders of the Transferee Company;
- b) Memorandum and Articles of Association of the Transferee Company and the Transferor Company;
- c) Audited Financial Statements of the Transferee Company for the financial year ended March 31, 2023;
- d) Audited Financial Statements of Transferor Company for the financial year ended March 31, 2023;
- e) Copy of Scheme of Amalgamation of the Transferor Company with the Transferee Company and their respective shareholders;
- f) Certificates of the Statutory Auditors of the Transferee Company and Transferor Company confirming that the accounting treatment specified in the Scheme is in compliance with Section 133 of the Act and applicable accounting standards;
- g) Valuation Report issued by CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai appointed by the Transferee Company and Transferor Company;
- h) Reports adopted by the respective Boards of Directors of the Transferor Company and the Transferee Company, pursuant to the provisions of Section 232(2)(c) of the Act;
- i) Report of the Audit Committee of the Transferee Company recommending the Scheme;
- j) Copy of the e-form of GNL-1 through which the Scheme has been filed by the Transferee Company with the Registrar of Companies, U.P., along with

challan evidencing proof of submission;

k) All other documents referred to or mentioned in the Statement to this Notice.

Note: All documents of the Transferor Company available for inspection at the Registered Office of the Transferee Company are certified true copies.

Additionally, the Register of Shareholding of Directors and Key Managerial Personnel of the Transferee Company will be available for inspection at the Registered Office of the Transferee Company.

The above documents shall be available for obtaining extract from or for making copies of by the creditors at the Registered Office of the Transferee Company on all working days, between Monday to Friday except public holidays, between 10:30 a.m. (IST) to 4:00 p.m. (IST) up to the date of the Meeting. All the above documents are displayed on the website of the Transferee Company at www.amritcorp.com.

Considering the rationale and benefits, the Board of Directors of the Transferee Company recommends the Scheme for approval of the creditors, as it is in the best interest of the Transferee Company and its stakeholders.

The Directors and KMPs of the Transferor Company and the Transferee Company, holding shares in the Transferor Company and the Transferee Company respectively as mentioned above, and relatives of the Directors/KMPs of the Transferor Company and the Transferee Company do not have any concern or interest, financially or otherwise, in the Scheme except as shareholders in general. Further, Shri Naresh Kumar Bajaj and Shri Vikram Kumar Bajaj, who are the common directors on the Boards of the Transferor Company and the Transferee Company, are considered interested only to the extent of their directorships and shareholding, if any.

Sd/-
Deepa Krishan
Chairperson appointed by NCLT for the Meeting

Date: October 16, 2023

Place: Gurugram

Registered Office:

CM-28, First Floor, Gagan Enclave,

Amrit Nagar, G T Road,

Ghaziabad-201 009, Uttar Pradesh

Email : info@amritcorp.com

Website: www.amritcorp.com

CIN No. U15141UP1940PLC000946

**SCHEME OF AMALGAMATION
OF
AMRIT AGRO INDUSTRIES LIMITED (“AAIL”)
WITH
AMRIT CORP. LIMITED (“ACL”)
AND
THEIR RESPECTIVE SHAREHOLDERS**

GENERAL

1. PREAMBLE

The Scheme of arrangement (**“the Scheme”**) is presented under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, as may be applicable, for amalgamation of Amrit Agro Industries Limited (**“AAIL” or “Transferor Company”**) with Amrit Corp. Limited(**“ACL” or “Transferee Company”**)and their respective shareholders and various other matters consequential, incidental, supplementary or otherwise integrally connected therewith.

2. BACKGROUND OF THE COMPANIES

2.1 AMRIT AGRO INDUSTRIES LIMITED (“AAIL” or “Transferor Company”) having CIN: U01111UP1985PLC010776, is an unlisted public company within the meaning of Companies Act, 2013 incorporated on 9th September, 1985 and having its Registered Office at CM-28, First Floor, Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad-201009, Uttar Pradesh and Corporate Office at A-95, Sector – 65, Noida – 201 309 (U.P.).

The Transferor Company, since its inception, had been engaged in the business of manufacture and distribution of potato wafers and conventional namkeens and had the manufacturing facilities at Noida (U.P.) and Silvassa (Dadra and Nagar Haveli). The Transferor Company sold the potato wafers business and ‘Uncle Chipps’ brand together with the specified assets in the year 2000 to M/s Frito-Lay India. Since then the Transferor Company is engaged in the business of trading in various agri and other products and has deployed surplus funds by way of investment in various financial instruments.

The Transferor Company made initial public offering of equity shares in the year 1987 and was listed for trading with the Delhi Stock Exchange Ltd. Subsequently, the shares were also listed with the U.P. Stock Exchange Ltd. and Ludhiana Stock Exchange Ltd. All these three regional stock exchanges became non-operational and were derecognized by SEBI vide Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016. The SEBI circular also provided that (i) the companies exclusively listed on the non-operational/de-recognized stock

exchanges which fail to obtain listing in any other stock exchange having nationwide trading terminals will cease to be listed companies and (ii) will be required to provide an exit opportunity to the public shareholders at a fair value.

In accordance with the SEBI Circular dated October 10, 2016, one of the Promoters of the Transferor Company, namely Amrit Banaspati Company Private Limited (ABCPL) provided Exit Offer to buy back all the equity shares from the public shareholders of the Transferor Company, at the fair value of INR 67/- per equity share of INR 10/- each. The Promoters bought back all the equity shares of AAIL offered by the Public Shareholders under the exit offer. The status of the Transferor Company changed to “Unlisted Public Company” w.e.f. 02.01.2018. As of now, AAIL has 2,785 Public Shareholders holding 8,23,865 equity shares representing 12.93% of the paid-up equity share capital of AAIL.

2.2 AMRIT CORP. LIMITED (“ACL” or “Transferee Company”) having CIN: U15141UP1940PLC000946 is an unlisted public company within the meaning of Companies Act, 2013 and having its Registered Office at CM-28, First Floor, Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad-201 009, Uttar Pradesh and Corporate Office at A-95, Sector – 65, Noida – 201 309 (U.P.).

Amrit Corp. Ltd. was incorporated as a public company on 29th March, 1940 in the name of Amrit Banaspati Company Ltd. (ABCL), under the provisions of Indian Companies’ Act VII of 1913. The Equity Shares of the Company were listed on Bombay Stock Exchange Ltd. (BSE Ltd.) in the year 1941. The name of the Company was changed from Amrit Banaspati Company Limited to Amrit Corp. Ltd. in the year 2007 pursuant to a Scheme of Arrangement wherein demerger of the edible oils and paper businesses of the Transferee Company into two separate entities was approved by the jurisdictional High Courts of Allahabad, Delhi and Chandigarh. The Scheme came into force on 23rd June, 2007. Pursuant to the said Scheme of Arrangement, the paid-up capital of the Transferee Company was restructured and reduced to 32,13,231 equity shares of Rs.10/- each and the Company was relisted with BSE Ltd. with restructured paid-up capital of Rs.321.32 lakhs on 21.09.2007 (Code:507525). The Transferee Company is now engaged in the business of manufacture and distribution of dairy milk/milk products and has deployed surplus funds by way of investment in various financial instruments.

In compliance with the SEBI (Delisting of Equity Shares) Regulations, 2021 (“Delisting Regulations”), certain members/entities of the Promoter Group acquired a total of 5,82,129 equity shares of INR 10/- each of the Company including the shares offered by the Public Shareholders during the exit window period from June 3, 2022 to June 2, 2023, at an Exit Price of Rs.945/- per equity share determined in accordance with the Reverse Book Building Process prescribed under the Delisting Regulations. Consequently, the Transferee Company is now ‘unlisted public company’. As of now, there are 5,691 public shareholders holding 1,90,678 number of equity shares representing 6.28% of the paid-up equity share capital of the Transferee Company.

3. PURPOSE OF SCHEME

The Scheme also provides for:

- (a) Transfer and vesting of the entire business of the Transferor Company including inter alia all movable & immovable properties, if any, tangible & intangible properties and all secured and unsecured debts, liabilities, including contingent liabilities, debts and taxation obligations of the Transferor Company.
- (b) Issue and allotment of shares and/or securities by the Transferee Company to the shareholders of the Transferor Company as per exchange ratio in consideration of the amalgamation;
- (c) Cancellation of the investment held by the Transferor Company in the form of equity shares of the Transferee Company;
- (d) Dissolution of the Transferor Company without winding-up; and
- (e) Various other matters, consequential, supplemental and/or otherwise integrally connected herewith.

4. NEED, RATIONALE AND BENEFITS OF THE SCHEME

4.1 Both the Transferor Company and the Transferee Company have been promoted by the same promoters and belong to the same group. Both the companies were listed public companies and have now been delisted under and in accordance with SEBI regulations. The Scheme proposes to consolidate the Transferor Company with the Transferee Company and scale down the number of companies so as to create a large unified entity to achieve optimal and efficient utilization of resources, avoid overlap of compliance related costs and enhance operational and management efficiencies. The merger of the Transferor Company with the Transferee Company pursuant to this Scheme would have, inter-alia, the following benefits:

- i) The consolidation of the Group companies as a single entity will lead to efficient utilization of the capital and financial resources and will provide several benefits including streamlined group structure by reducing number of entities, reducing the multiplicity of legal and regulatory compliances and rationalization of cost;
- ii) Lead to the creation of a larger unified entity with a wider and stronger capital and asset base, having greater capacity for conducting its operations more efficiently and competitively;
- iii) Result in reduction in fixed expenses, overheads, administrative and other expenditure of the group companies and eliminate multi-layer structure, managerial overlaps and cost duplication;

- iv) Consolidation of managerial expertise of the companies will facilitate greater focus and utilization of resources.
- v) Provide Exit Opportunity to the shareholders of the Transferor Company at a Fair Value of their equity shares.

4.2 In view of the above, the Board of Directors of the Transferor and the Transferee Companies are of the opinion that the Scheme shall be beneficial and in the best interest of shareholders, creditors and employees of both the Transferor as well as the Transferee companies.

5 PARTS OF THE SCHEME

The Scheme is divided into following parts:

- (i) Part A – dealing with the definitions of the terms used in the Scheme and setting out the Share Capital of the Transferor Company and the Transferee Company;
- (ii) Part B – dealing with the transfer and vesting of the Undertaking of the Transferor Company with and into the Transferee Company;
- (iii) Part C – dealing with the issuance of shares and clubbing of Authorized Share Capital;
- (iv) Part D – dealing with the accounting treatment in the books of the Transferee Company;
- (v) Part E – dealing with the general clauses, terms and conditions as applicable to the Scheme.

The Scheme also provides for various other matters consequential or otherwise integrally connected thereto.

PART A– DEFINITIONS/INTERPRETATION AND SHARE CAPITAL

I DEFINITIONS

- 1.1 In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings given below;
- (a) “**Act**” means the Companies Act, 2013 and shall include any statutory modifications, re-enactment or amendment thereof for the time being in force;
 - (b) “**Accounting Standard**” means the Indian Accounting Standards as notified under Section 133 of the Act read together with Rule 3 of the Companies (Indian accounting Standards) Rules, 2015, as amended from time to time, issued by the Ministry of Corporate Affairs and the other accounting principles generally accepted in India;

- (c) **“Applicable Laws”** shall mean any applicable law, statute, ordinance, rule, regulation, guideline or policy having the force of law;
- (d) **“Appointed Date”** for the purposes of this Scheme means April 01, 2023 or such other date as the Hon’ble National Company Law Tribunal (NCLT) either of its own or at the request of the respective Company may fix;
- (e) **“Board”** or **“Board of Directors”** means the Board of Directors of the Transferor Company or the Transferee Company, as the case may be, and shall, unless it is repugnant to the context or otherwise, include a Committee of Directors or any person authorized by the Board of Directors or such Committee of Directors;
- (f) **“Book Value”** shall for the purpose of Part III , means the value(s) of the assets and liabilities of the Transferor Company, as appearing in the books of accounts, at the close of the business as on the day immediately preceding the Appointed Date;
- (g) **“Effective Date”** shall be the last of the following dates or such other date as the Hon’ble National Company Law Tribunal (NCLT) may direct, namely:
 - (i) the date on which the last of the certified copy of the order of the Hon’ble National Company Law Tribunal (NCLT) of Uttar Pradesh at Allahabad sanctioning the Scheme is filed with the Registrar of Companies, Kanpur.
 - (ii) the date on which last of the consents, approvals, sanctions and/or orders as are hereinafter referred to in Para 8.5, of this Scheme have been obtained.

References in this Scheme to the date of the “coming into effect of this Scheme” or “effectiveness of this Scheme” shall mean the Effective date;

- (h) **“Record Date”** means the date to be fixed by the Board of Directors of the Transferee Company after the Effective Date with reference to which the eligibility of shareholders of the Transferor Company shall be determined in terms of the Scheme for issuance of shares/securities of the Transferee Company.
- (i) **“ROC”** means Registrar of Companies, Kanpur, in respect of both the Transferor and the Transferee Companies.
- (j) **“Scheme”** means the Scheme of Amalgamation of Amrit Agro Industries Limited with Amrit Corp. Limited in its present form, with or without any

amendment or modifications, as approved and sanctioned by the National Company Law Tribunal (NCLT);

- (k) **“Transferee Company”** or **“ACL”** means Amrit Corp. Limited, a company incorporated under the provisions of the Companies Act, 1913 and having its registered office at CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad – 201009, Uttar Pradesh;
- (l) **“Transferor Company”** or **“AAIL”** means Amrit Agro Industries Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad – 201009, Uttar Pradesh.
- (m) **“The Tribunal or Hon’ble Tribunal”** means the Hon’ble National Company Law Tribunal (NCLT) at Allahabad.
- (n) **“Undertaking”** means and includes:
 - (i) all the assets and properties of the Transferor Company as on the Appointed Date as a going concern and shall include without limitation the entire business, all the properties (whether movable or immovable, freehold or leasehold, or leave and licensed or right of way and all documents of title, rights, easements in relation thereto including declarations, receipts, tangible or intangible), plant and machinery, buildings and structures, including any advances for acquisition of land, allotment letters, sanctions, approvals, permits granted by any government or any other authority, applications made to any Governmental Authority, fees, charges, payments of any nature made to any Governmental Authority, offices, residential and other premises, capital work in progress, vehicles, furniture, fixtures, office equipment, computers, appliances, accessories, power lines, deposits, stocks, preliminary expenses, pre-operative expenses, assets, investments of all kinds and in all forms (including shares, scrips, stocks, bonds, debenture stocks, units or pass through certificates, security receipts, units of mutual funds), inventory, actionable claims, current assets (including inventories, bills of exchange, credits), written off accounts, earnest monies and sundry debtors, margin money deposits, securitization receivables, capital advances, cash balances with banks (including cash and bank balances deposited with any banks or entities), loans, advances, contingent rights or benefits of assets or properties or other interests held in trust, receivables, benefit of any deposits, financial assets, leases (including lease rights), hire purchase contracts and assets, lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, permissions, permits, quotas, rights, entitlements, guarantees, authorizations, approvals, agreements, contracts, leases, licenses (to the extent transferable under Applicable Laws), registrations, tenancies, benefits of all taxes including but not limited to advance taxes and taxes deducted at source, tax related assets/credits, including but not limited to service tax input credits, GST credits or set-offs, advance tax, self-assessment tax, minimum alternate tax credit, deferred tax assets/liabilities,

tax deducted/collected at source and tax refunds, contingent rights or benefits, receivables, including dividend declared or interest accrued thereon, exemptions, benefits, incentives, privileges and rights under state tariff regulations and under various laws, loan agreements, titles, interests, trade and service names and marks, track record, patents, copyrights, logos, corporate names, brand names, domain names and other intellectual property and all registrations, goodwill, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data), trade secrets, confidential business information and other proprietary information belonging to or utilized for the business and activities of the Transferor Company, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves(viz. securities premium, retained earnings, general reserve, capital reserve, special reserve, capital redemption reserve and any other reserve), provisions, funds, benefits of all agreements, all records, files, papers, computer programmes, manuals, data, catalogues, sales and advertising materials, test reports, computer programmes and all other books and records, whether in physical or electronic form, lists and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and other records, all earnest monies and/or security deposits paid by the Transferor Company as on the Appointed Date, whether in India or abroad, of whatsoever nature and wherever situated (hereinafter referred to as the “Assets”);

(ii) any of the present and future liabilities of the Transferor Company including all debts, loans (whether denominated in rupees or a foreign currency and whether secured or unsecured), all guarantees, assurances, commitments, term deposits, time and demand liabilities, borrowings, bills payable, interest accrued and all other duties, liabilities, undertakings and obligations of any nature or description, whether fixed, contingent or absolute, including any post-dated cheque or guarantees, letters of credit, letters of comfort or other instruments which may give rise to a contingent liability in whatever form;

(iii) without prejudice to the generality of the above sub clauses, the Undertaking of the Transferor Company shall include all the Transferor Company’s contracts, agreements, operation and maintenance contracts, loan agreements, trustee agreements, security documents with respect to lending and financial contracts, approvals attached to the security documents, rights and benefits under any agreement, title deeds, insurance contracts and policies, term sheets, credit assessment memoranda, KYC documents, letters of intent, hire and purchase arrangements, lease/license agreements, tenancy rights, purchase and other agreements with suppliers/manufacturers of goods/service providers, other arrangements, undertakings, assets, including licenses, permits, authorizations, quota rights, trade marks, patents and other industrial and intellectual properties, import quotas, telephones, telex, facsimile and other communication facilities, rights and benefits of all agreements, guarantees including guarantees given by the state government(s), deeds, insurance policies , any

scheme (including any scheme for benefit of employees) and all other interests, rights and powers of every kind, nature and description whatsoever, privileges and all other rights, liberties, easements, advantages, benefits and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Transferor Company;

- (iv) all the employees on the payroll of Transferor Company as on the Effective Date;
- (v) all deposits and balances with government, quasi – government, local and other authorities and bodies, customers, and other persons, paid by the Transferor Company, directly or indirectly;
- (vi) all the legal, taxation and other proceedings of whatsoever nature viz. both existing and future proceedings including all pending direct tax and indirect tax litigations.

1.2 Interpretations

- (a) Headings of Clauses, Sub-Clauses and Annexure are only for convenience and shall be ignored for the purpose of interpretation.
- (b) Unless the context of this Scheme otherwise requires:
 - (i) words denoting the singular or plural also include the plural or singular, respectively;
 - (ii) words of any gender are deemed to include all genders;
 - (iii) the terms "hereof", "herein", "hereby", "hereto" and derivative or similar words refer to this Scheme or specified clauses of this Scheme, as the case may be;
 - (iv) references to Recitals, Clauses and Annexure refers to the recitals, clauses and annexure of this Scheme;
 - (v) reference to any legislation or law or to any provision thereof shall include references to any such legislation or law as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, and any reference to statutory provision shall include any subordinate legislation made from time to time under that statutory provision;
 - (vi) the word "include" and "including" shall be construed without limitation.

2. SHARE CAPITAL

- 2.1 The position of the Authorized, Issued, Subscribed and Paid up Capital of the

Transferor and Transferee Company as on March 31, 2023 are as follows:

Name of the Company	Authorized Share Capital	Issued, Subscribed and Paid Up Capital
Amrit Agro Industries Limited (“ Transferor Company ”)	INR 11,50,00,000/- (INR Eleven Crore Fifty Lakh) consisting of 1,00,00,000 (One Crore) equity shares of INR 10/- (Rupees Ten) each and 15,00,000 (Fifteen Lakh) 7% Redeemable preference Shares of INR 10/- each.	INR 6,37,22,650/- (INR Six Crore Thirty Seven Lakh Twenty Two Thousand Six Hundred Fifty) consisting of 63,72,265 (Sixty Three Lakh Seventy Two Thousand Two hundred Sixty Five) equity shares of INR 10/- (Rupees Ten) each.
Amrit Corp. Limited (“ Transferee Company ”)	INR 25,00,00,000/- (INR Twenty Five Crore) consisting of 2,00,00,000 (Two crores) equity shares of Rs. 10/- (Rupees Ten) each and 50,00,000 (Fifty Lakh) – Redeemable Preference Shares of INR 10/- (Rupees Ten) each.	INR 3,03,82,310/- (INR Three Crore, Three Lakh Eighty Two Thousand Three Hundred and Ten only) consisting of 30,38,231 (Thirty Lakh Thirty Eight Thousand Two Hundred and Thirty One) equity shares of INR 10/- (Rupees Ten) each

- 2.2 There is no change in the issued, subscribed and paid up capital structure of the Transferor Company or the Transferee Company after 31st March, 2023 till the date of this Scheme being approved by the respective Board of Directors. The Transferor Company holds 2,52,127 equity shares in the Transferee Company representing 8.30% of the issued capital.
- 2.3 It is provided that till the Scheme becomes effective both the companies i.e. Transferor Company and the Transferee Company, are free to alter their share capital as required by respective businesses, subject to the necessary approvals from their respective Board of Directors and shareholders, if required.

**PART B – TRANSFER AND VESTING OF UNDERTAKING OF
TRANSFEROR COMPANY WITH THE TRANSFEE COMPANY**

4. TRANSFER AND VETTING OF THE UNDERTAKING

- 4.1 Upon the Scheme becoming effective and with effect from the Appointed Date and subject to the provisions of the Scheme, including in relation to the mode of transfer or vesting, the entire business of the Transferor Company including all movable and immovable properties, if any, tangible and intangible properties

including but not limited to actionable claims, assets, buildings, offices, computers, furniture & fixtures, office equipments, communication facilities, inventories including but not limited to inventories, material in transit, debtors, loans & advances, cash in hand, cash at bank, bank balances, security deposits, Inter Corporate Deposits (ICD's), investments of all kinds including but not limited to investments made in the equity shares, preference shares, debentures, bonds, mutual funds and other financial instruments/ securities and also as share application money, lease and hire purchase contracts, licensing arrangements, lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, consents, licenses, registrations, contracts, agreements, engagements, arrangements of all kind, rights, titles, interests, benefits, easements, and privileges, if any of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company, including but without being limited to intellectual property rights of any nature whatsoever, permits, approvals, authorizations, rights to use telephones, telexes, facsimile connections and installations, utilities, electricity, gas and other services, reserves, provisions, funds, benefits of all agreements and all other interests (hereinafter referred to as "**said Assets**") shall be transferred to and stand vested in and/ or be deemed to be transferred to and stand vested in the Transferee Company as a going concern pursuant to the provisions of section 230 to 232 and other applicable provisions of the Act, so as to become on, and from the Appointed Date, the estate, assets, rights, title and interests of the Transferee Company and its successors.

- 4.2 All the said Assets that have accrued or which may accrue to the Transferor Company on or after the Appointed Date shall pursuant to the provisions of section 230 and 232 of the Act and without any further act, instrument or deed, be transferred to and stand vested in and/ or be deemed to have been transferred to and vested in and be available to the Transferee Company and its successors.
- 4.3 Without prejudice to Clause 4.1 and 4.2 above, after the Scheme becomes effective, in respect of such of the said Assets of the Transferor Company as are movable in nature, or incorporeal property, or are otherwise capable of transfer by manual delivery or by endorsement and delivery including but not limited to the securities held by the Transferor Company in dematerialized mode, the same may be so transferred to the Transferee Company and its successors and shall upon such transfer become the property and an integral part of the Transferee Company. In respect of such of the said Assets other than those referred hereinabove, the same shall, without any further act, instrument or deed, be transferred and vested in and/ or be deemed to be transferred to and vested in the Transferee Company pursuant to an order being made thereof under section 232 of the Act.
- 4.4 (a) All the licenses, permits, quotas, approvals, permissions, incentives, minimum alternate tax credit, input tax credit or any such similar tax credit, by whatever name called, sales tax deferrals, brought forward business losses, loans, subsidies, concessions, grants, rights, claims including but not limited to actionable claims, leases, tenancy rights, liberties, and other benefits or privileges enjoyed or conferred upon or held or availed of by and all rights and benefits that have accrued, which may accrue to the

Transferor Company shall, pursuant to the provisions of section 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the Transferee Company and its successors, so as to become as and from the Appointed Date the licenses, permits, quotas, approvals, permissions, incentives, minimum alternate tax credit, input tax credit or any such similar tax credit, by whatever name called, sales tax deferrals, brought forward business losses, loans, subsidies, concessions, grants, rights, claims including but not limited to actionable claims, leases, tenancy rights, liberties and other benefits or privileges are valid, effective and enforceable on the same terms and conditions to the extent permissible under law and shall be duly and appropriately mutated or endorsed by the authorities concerned therewith in favour of the Transferee Company and its successors.

- (b) The tax deducted at source (TDS)/ advance tax, if any, paid by the Transferor Company under the Income Tax Act, 1961 or any other statute in respect of income of the Transferor Company assessable for the period commencing from Appointed date shall be deemed to be the tax deducted from/ advance tax paid by the Transferee Company and credit for such TDS/ advance tax shall be allowed to the Transferee Company and its successors notwithstanding that certificates or challans for TDS/ advance tax are in the name of the Transferor Company and not in the name of the Transferee Company or its successors, as the case may be.
- (c) The income tax, including the minimum alternate tax paid on the book profits, or any such similar tax, by whatever name called, if any, paid by the Transferor Company on or after the Appointed Date, in respect of income assessable from that date, shall be deemed to have been paid by or for the benefit of the Transferee Company and its successors. The Transferee Company and its successors shall, after the Effective Date, be entitled to file the relevant returns with the authorities concerned for the period after the Appointed Date notwithstanding that the period for filing such return may have elapsed. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any year, if so necessitated or consequent to this Scheme; notwithstanding that the time prescribed for such revision may have elapsed.
- (d) Similarly, any other taxes including but not limited to Goods & Service Tax, value added tax, sales tax, paid by the Transferor Company, if any, on or after the Appointed Date, in respect of the period after such date shall be deemed to have been paid by or for the benefit of the Transferee Company. The Transferee Company shall, after the Effective Date, be entitled to file the relevant returns with the authorities concerned for the period after the Appointed Date, notwithstanding that the time prescribed for filing such return may have elapsed. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any year, if so necessitated or consequent to this Scheme notwithstanding that the time prescribed for such revision may have elapsed.

- (e) Without prejudice to generality of the aforesaid, concessional or statutory forms under the laws of the Central or State Goods & Service Tax or Value Added Tax (VAT) or Sales Tax or local levies issued or received by the Transferor Company, if any in respect of period commencing from the Appointed Date shall be deemed to be issued or received in the name of the Transferee Company and benefit of such forms shall be allowable to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Company.
- 4.5 Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of the Transferor Company shall stand transferred by the order of the Hon'ble National Company Law Tribunal (NCLT or The Tribunal) to the Transferee Company, the Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning Tribunal.
- 4.6 Upon coming into effect of the Scheme, all patents, trademarks, copyright, if any, registered with the authorities concerned or applications submitted at any time on or before the Effective Date by the Transferor Company shall stand transferred and vested along with the undertaking in the name of Transferee Company, without any further act or deed. The Transferee Company, however, shall after the Scheme becoming effective file the relevant intimation(s) with the concerned statutory authority(ies) who shall take them on record pursuant to vesting orders of the sanctioning authority.
- 4.7 With effect from the Effective Date and until such time the names of the bank accounts of the Transferor Company are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in its name, in so far as may be necessary.
- 4.8 The Transferee Company, at any time after the coming into effect of this Scheme, may execute deeds of confirmation in favour of any party to any contract or arrangement to which any of the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writing on behalf of the Transferor Company to carry out or perform all such formalities or compliance, referred to above on the part of the Transferor Company to be carried out or performed.
- 4.9 Upon the coming into effect of the Scheme and with effect from the Appointed Date:
- (a) All secured and unsecured debts, liabilities including contingent liabilities, whether disclosed or undisclosed, duties taxes and obligations of the Transferor Company along with any charge, encumbrance, lien or security thereon (hereinafter referred to as the "said liabilities") shall also vested or be deemed to be and stand vested, without any further act, instrument or deed, to the Transferee Company, pursuant to the provisions of section 232

of the said Act so as to become the debts, liabilities, duties and obligations of the Transferee Company, and further, that it shall not be necessary to obtain separate consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this clause. It is clarified that in so far as the said Assets of the Transferor Company are concerned, the security or charge over said Assets or any part thereof, relating to any loans, debentures or borrowing of the Transferor Company, shall without any further act deed continue to relate to such Assets or any part thereof, after the Effective Date and shall not relate to or be available as security in relation to any part of the assets of the Transferee Company, save to the extent warranted by the terms of the existing security arrangements to which the Transferor Company and the Transferee Company are party, and consistent with the joint obligations assumed by the under such arrangement.

- (b) All debentures, bonds, notes or other securities, other than equity share capital, issued by the Transferor Company, if any, either before or after the Appointed Date until the Effective Date (hereinafter referred to as "Transferor's Securities") shall without any further act, instrument or deed become securities of the Transferee Company and all rights, powers, duties and obligations in relation thereto shall be and stand vested in and shall be exercised by or against the Transferee Company as if it were the respective Transferor Company in respect of the Transferor's Securities so transferred.
- (c) Loans, advances, including capital advances, and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future becomes due between the Transferor Company and the Transferee Company shall stand discharged and there shall be no liability in that behalf of either party.
- (d) The investment of the Transferor Company in the equity share capital of the Transferee Company shall stand cancelled against the reduction of share capital of the same amount, being the paid up equity share capital of the Transferee Company held by the Transferor Company as a consequence of merger/amalgamation of the Transferor Company with the Transferee Company and the respective Transferor Company and the Transferee Company shall have no further obligation in that behalf. The cancellation of investment as above as a consequence of merger/amalgamation is in accordance with law and that with effect from the Effective Date the share certificate(s) for the amount of investment of the Transferor Company in the equity capital of the Transferee Company shall be cancelled and the equity capital of the Transferee Company shall be deemed to be reduced to that extent. Similarly, all the loans and advances extended by any of the Transferor Company to the Transferee Company and/or vice versa shall stand cancelled and the respective Transferor Company and the Transferee Company, as the case may be, shall have no further obligation in that behalf.

- (e) All the loans, advances, bonds, debentures, debit note, credit note or any other obligations (including any guarantees, bonds, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to any contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Company and the Transferee Company shall without any further act, instrument or deed, be and stand discharged and there shall be no liability in that behalf on any of the Transferor Company or the Transferee Company.
- 4.10 Where any of the liabilities and obligations, if any, of the Transferor Company, as on the Appointed Date, transferred to the Transferee Company have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 4.11 All loans raised and utilized and all debts, duties, undertakings, liabilities and obligations, if any, incurred or undertaken by the Transferor Company after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall upon the coming into effect of this Scheme, pursuant to the provisions of section 232 of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company.
- 4.12.(a) With effect from the Appointed Date up to and including the Effective Date:
- (i) the Transferor Company shall carry on and shall be deemed to have carried on all its business and activities and shall hold and stand possessed of and shall be deemed to have held and stood possessed of all the said Assets for and on account of, and in trust for, the Transferee Company;
 - (ii) the Transferor Company shall carry on its business and activities with reasonable diligence and business prudence.
- (b) All profits or incomes accruing or arising to the Transferor Company or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Company on and after the Appointed Date shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses of the Transferee Company, as the case may be.
- 4.13. (a) Upon the coming into effect of this Scheme, all suits, actions and legal proceedings, if any, by or against any of the Transferor Company pending and/or arising on or before the Effective Date shall be continued and be enforced by or against the Transferee Company as effective as if the same had been pending and/or arising by or against the Transferee Company.

- (b) The Transferee Company undertakes to have all legal or other proceedings initiated by or against any of the Transferor Company referred to in sub-clause (a) above transferred to its name and to have the same continued, prosecuted and enforced by or against the Transferee Company.
- 4.14 Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments (including all tenancies, leases, licenses and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date , shall be in full force and effect against or in favour of the Transferee Company as the case may be and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or oblige there to. The Transferee Company shall, wherever necessary, enter into and/or issue and/or execute deeds, writings or confirmations, enter into any tripartite arrangement, confirmation or novations to which the Transferor Company will, if necessary, also be a party in order to give formal effect to the provisions of this Clause.
- 4.15 Upon the coming into effect of this Scheme:
 - (a) All the employees in the service of the Transferor Company, if any immediately preceding the Effective Date shall become employees of the Transferee Company on the basis that:
 - (i) their services shall be deemed to have been continuous and not have been interrupted by reasons of the said transfer.
 - (ii) the terms and conditions of service applicable to employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately preceding the transfer.
 - (b) It is expressly provided that as far as the provident fund, gratuity scheme, superannuation scheme or any other special scheme(s) or fund(s) created or existing, if any, for the benefit of the employees of the Transferor Company are concerned, upon the coming into effect of this scheme, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever, related to the administration or operations of such schemes and intent that all the rights, duties, powers and obligation of the Transferor Company in relation to such schemes shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Company will be treated as having been continuous for the purpose of the aforesaid schemes.
 - (c) The Transferee Company, if required, will file the relevant intimations to the statutory authorities concerned who shall take the same on record and endorse the name of the Transferee Company for the respective Transferor Company.

PART C – ISSUANCE OF SHARES AND CLUBBING OF AUTHORISED SHARE CAPITAL

5. ISSUANCE OF SHARES TOWARDS CONSIDERATION FOR AMALGAMATION

- 5.1 Upon the Scheme becoming effective, all the assets and liabilities forming part of the Transferor Company shall stand vested to the Transferee Company at the values as appearing in the balance sheet of the Transferor Company, as on the Appointed Date.
- 5.2 Upon the Scheme becoming effective and without any further applications, act or deed, the Transferee Company, in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company in the Transferee Company, the Transferee Company without any further application or deed shall issue and allot 1 (one) - 7% Non-Cumulative Non-Participating Optionally Convertible Redeemable Preference Share (OCRPS) of Rs. 10/- each by the Transferee Company, on the terms and conditions given hereunder, for every 1 (one) equity share of Rs. 10/- each held by all the shareholders of the Transferor Company, whose names appear in the Register of Members of the Transferor Company as on the Record Date fixed for the purpose, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title, as may be recognized by the Board of the Transferee Company.
- 5.3 The terms and conditions for issue of 7% Optionally Convertible Redeemable Preference Shares (“OCRPS”) shall be as under:-

(i) Nature of the share	Non-Cumulative, Non Participating, Optionally Convertible Redeemable Preference Shares of INR 10/- each
(ii) Tenure of OCRPS	Tenure of OCRPS shall not exceed 6 (Six) months from the date of allotment of OCRPS
(iii) Dividend on OCRPS	The OCRPS shall bear non-cumulative dividend of 7% per annum payable on yearly basis till the date of conversion of the OCRPS into equity shares or redemption of OCRPS. The dividend shall be calculated on pro-rata basis i.e. from the date of allotment of the OCRPS.
(iv) Listing of OCRPS	The OCRPS shall not be listed on any Stock Exchange.
(v) Terms of conversion and/or redemption of OCRPS	(a) The OCRPS will be convertible into two (2) equity share of INR 10/- each fully paid-up of the Transferee Company for every twenty three (23) OCRPS held by the shareholders, in one tranche at the option of the allottees

	<p>within a period not exceeding 6 (six) months from the date of allotment of OCRPS, as may be decided by the Transferee Company.</p> <p>(b)(i) In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period not exceeding 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.</p> <p>(b)(ii) Redemption shall be in accordance with the Companies Act, 2013.</p>
(vi) Other terms of issue of OCRPS	<p>(a) OCRPS shall be issued in dematerialization form and the equity shares arising on conversion shall also be issued in dematerialization form;</p> <p>(b) The holder of OCRPS shall not have the option to opt for part conversion. It shall be entitled to opt only for conversion of all the OCRPS into equity shares of INR 10/- each in a single tranche only;</p> <p>(c) The OCRPS shall not be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid;</p> <p>(d) OCRPS shall be unsecured;</p> <p>(e) The equity shares to be allotted on conversion of the OCRPS shall rank pari-passu in all respects, including with respect to dividend with the then fully paid-up equity shares;</p> <p>(f) The claims of the holder of OCRPS shall be subordinated to the claims of all secured/unsecured/subordinated creditors of the Company but shall rank senior to the claims of the equity shareholders of the Transferee Company;</p>

	(g) The voting rights of the persons holding the OCRPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.
--	--

- 5.4 The fractional entitlements arising on account of conversion of OCRPS into equity shares shall be consolidated and allotted to a nominee of the Transferee Company upon trust to sell the equity shares representing such fractions at not less than the fair value of INR 73.60 per OCRPS as determined by Valuer, CA Tejas J. Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) and to distribute the sale proceeds to those shareholders of the Transferee Company who are entitled to such fractions in the proportion to which they are so entitled. Any fractional part remaining after such consolidation and disposal shall be ignored.
- 5.5 The said OCRPS to be issued by the Transferee Company in terms hereof shall be subject to the Memorandum and Articles of Association of the Transferee Company and other relevant provisions of the Act.
- 5.6 Upon the OCRPS in the Transferee Company being issued and allotted in terms of clause 5.2, hereinabove, the equity shares held by the Members in the Transferor Company shall automatically become invalid and cancelled. Consequently, the share certificates representing such equity shares in the Transferor Company shall automatically stand cancelled, invalid and non-transferable.
- 5.7 The exchange ratio for conversion of OCRPS into equity shares of Transferee Company and the redemption price of INR 73.60 per OCRPS of INR 10/- each is the fair value of the equity shares of INR 10/- each of the Transferor Company determined by Valuer, CA Tejas J. Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201).

6. CLUBBING OF AUTHORIZED SHARE CAPITAL

- 6.1 Upon coming into effect of the Scheme, the Authorized Share Capital the Transferor Company which is INR 11,50,00,000/- (Rupees Eleven Crore Fifty Lakh) consisting of 1,00,00,000 (One Crore) equity shares of INR 10/- (Rupees Ten) each and 15,00,000 (Fifteen Lakh) 7% Redeemable preference Shares of INR 10/- (Rupees Ten) each or such Authorised Share Capital as on the Effective Date, shall, without any further act or deed, stand clubbed with the Authorized Share Capital of the Transferee Company.
- 6.2 Consequently, upon the Scheme becoming effective, the Authorised Share Capital of the combined entity i.e. Transferee Company will be INR 36,50,00,000/- (Rupees Thirty Six Crore Fifty Lakh) divided into 3,00,00,000 (Three Crore) equity shares of INR 10/- (Rupees Ten) each and 65,00,000 (Sixty Five Lakh) 7%-Redeemable Preference Shares of INR 10/- (Rupees Ten) each or such Authorised

Share Capital as is derived after clubbing the Authorised Share Capital of both the Transferor and Transferee Companies as on the Effective Date and consequent changes will be made in Clause V of the Memorandum of Association and clause 5(a) of the Articles of Association of the Company.

- 6.3 Any filing fee and/or stamp duty already paid by the Transferor Company in respect of their respective Authorized Share Capital shall be deemed to have paid by the Transferee Company and accordingly, the Transferee Company shall not be required to pay any fee / stamp duty on the increase of Authorized Share Capital to that extent.
- 6.4 Further, the Transferee Company shall file the amended copy of its Memorandum and Articles of Association and requisite documents for amendment of Memorandum and Articles of Association with the Registrar of Companies, Uttar Pradesh, Kanpur, within 30 days from the Effective Date and the Registrar of Companies shall take the same on record.

PART D – ACCOUNTING TREATMENT

7. ACCOUNTING TREATMENT

- 7.1 Upon the Scheme becoming effective, the Transferee Company shall incorporate the assets and liabilities of the Transferor Company in accordance with the treatment provided in the “Indian Accounting Standard (Ind AS) 103 for Business Combination” prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015 and amended by the Central Government and more particularly as specified hereunder:
 - (a) All the assets and the liabilities recorded in the books of the Transferor Company shall stand transferred to and vested in the Transferee Company at the values appearing in the books of the Transferor Company, on the Appointed Date, pursuant to the Scheme.
 - (b) An amount equal to the balance lying in the “Statement of Profit and Loss” as appearing in the balance sheet of the Transferor Company shall be taken over by the Transferee Company and included in the balance of its Statement of Profit and Loss of the Transferee Company.
 - (c) As on the Appointed Date, and subject to any corrections and adjustments as may, in the opinion of the Board of the Transferee Company be required, the securities premium account, general reserve, lying in the books of the Transferor Company will be merged with those of the Transferee Company in the same form as appeared in the financial statements of the Transferor Company.
 - (d) Upon the Scheme becoming effective, any reserves maintained by the Transferor Company, which are mandatorily required to be continued with under any statute, would continue to be mandatorily maintained by the Transferee Company as such only, for the statutory period specified in the respective statute.

- (e) Further, in case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact on account of change in the accounting policy to achieve uniformity on account of amalgamation will be quantified and adjusted in the revenue reserve(s) to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistency in the accounting policy.
- (f) The excess, if any, of the aggregate value of the assets reduced by the aggregate value of the liabilities and the statement of profit & loss over the aggregate value of the shares issued and allotted in terms of clause 5 of the Scheme by the Transferee Company to the shareholders of the Transferor Company and reserves of the Transferor Company after adjustment of inter-se loans and investments, share application money, if any, pursuant to the Scheme, recorded by the Transferee Company upon their transfer to and vesting in the Transferee Company under the Scheme shall be credited to an “Amalgamation Reserve Account” and the same shall not be treated as free reserve forming part of the net worth of the Transferee Company. However, in case of shortfall, after recording the necessary entries as envisaged in para (a) to (c) hereinabove, the difference shall be adjusted first from the capital reserve and the balance, if any, from the security premium account and/or the general reserve of the Transferee Company, pursuant to the Scheme becoming effective. If still there is any deficit, then the same will be adjusted against the statement of profit & loss of the Transferee Company, pursuant to the Scheme becoming effective.
- (g) The aforesaid utilization of capital reserve account, security premium account, if required, and reduction of paid-up share capital of the Transferee Company on account of cancellation of shares held by the Transferor Company in the Transferee Company, and issue and allotment of Redeemable Preference Shares to the public shareholders of the Transferor Company shall be effected as a part of this Scheme itself and not under a separate process in terms of section 52 and 66 of the Companies Act, 2013 and other applicable provisions of the Act and order of the Tribunal sanctioning the Scheme shall be deemed to be a due compliance of the provisions of sections 52 and 66 of the Companies Act, 2013 and any other applicable provisions of the Act and rules and regulations made there under. Consequently, Transferee Company shall not be required to use the words “and reduced” as part of its corporate name.
- (h) For removal of doubt, it is clarified that to the extent that there are inter-company investments and loans, balances or other outstanding as between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of such assets or liabilities as the case may be and there would be no accrual of interest or any charges in respect of such inter company loans or balances with effect from the Appointed Date.

PART E– OTHER CONDITIONS APPLICABLE TO THE SCHEME

8. OTHER CONDITIONS

- 8.1 With effect from the date of filing of this Scheme with the Tribunal and up to and including the Effective Date:
- (a) The Transferor Company and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period after the Appointed Date and prior to the Effective Date.
 - (b) Until the coming into effect of this Scheme, the shareholders of the Transferor Company and the Transferee Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective Articles of Association including the rights to receive dividends.
 - (c) It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any shareholder of any of the Transferor Company and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of Directors of the Transferor Company and/or the Transferee Company and subject, wherever necessary, to the approval of the shareholders of the Transferor Company and the Transferee Company, respectively.
- 8.2 Upon the coming into effect of this Scheme:
- (a) the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.
 - (b) The borrowing limits of the Transferee Company, shall without further act or deed stand enhanced by an amount being the aggregate liabilities of the Transferor Company which are being transferred to the Transferee Company pursuant to this Scheme and the Transferee Company will not be required to pass any fresh resolution(s) in this regard.
- 8.3 The Transferor Company and the Transferee Company shall with the reasonable dispatch, make all applications/petitions under section 230 and 232 and other applicable provisions of the Act to the Tribunal for sanctioning of this Scheme and the dissolution of the Transferor Company without winding up under the provisions of law, and obtain all approvals as may be required under law.

- 8.4(a) The Transferor Company and the Transferee Company (acting through their respective Board or through such persons as may be authorized by Board in this regard) may assent from time to time on behalf of all persons concerned to any modifications or amendments or addition to this Scheme or to any conditions or limitations which either the Board of Directors of the Transferor Company and the Transferee Company deem fit, and/or which the Tribunal and/or any other authorities under law may deem fit to approve of or impose and which the Transferor Company and the Transferee Company may in their discretion deem fit and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for bringing the Scheme into effect, or to review the position relating to the satisfaction of the conditions to this Scheme and if necessary, to waive any of those (to the extent permissible under law) for bringing this Scheme into effect.
- (b) Transferor Company and the Transferee Company shall have the discretion to withdraw their application/petition from the Hon'ble Tribunal, if any onerous terms or other terms not acceptable to them are introduced in the Scheme whether at the meetings of shareholders/creditors or at the time of sanction of the Scheme or as otherwise deem fit by the Board of the Transferor Company and/or the Transferee Company. They shall also be at liberty to render the Scheme ineffective by not filing the certified order of the sanctions of the Scheme with ROC.
- (c) For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Board of Transferor Company and Transferee Company may give and are authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
- 8.5 This Scheme is conditional upon and subject to:
- (a) The consents by the requisite majority of the shareholders and creditors, if any, of the Transferor Company and the Transferee Company to the Scheme, if required and the requisite orders of the Hon'ble Tribunal sanctioning the Scheme in exercise of the powers vested in it under the Act; and
- (b) The certified copy of the Hon'ble Tribunal order being filed with ROC.
- 8.6 In the event this Scheme fails to take effect then it shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person. In such case each Company shall bear its own costs or as may be mutually agreed.
- 8.7 If any part of this Scheme hereof is ruled illegal or invalid by, or is not sanctioned by the Tribunal, or is unenforceable under present or future laws, or which

otherwise is considered unnecessary, undesirable or inappropriate at any stage by the Board of Directors of the Transferor Company and the Transferee Company, then it is the intention of the parties that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the Scheme, as will best preserve for the parties the benefits and obligations of the Scheme, including but not limited to such part.

- 8.8 The Transferor Company shall be dissolved without winding up with effect from the date on which the certified copy of the Order, under section 232 of the Act, of the Tribunal sanctioning the Scheme is filed with the ROC.
- 8.9 The approval to this Scheme under section 230 and 232 read with Sections 66 of the Act by the shareholders and/or creditors of the Transferor and Transferee Companies, shall be deemed to have the approval of the shareholders and/or creditors, as the case may be under the applicable provisions of the Act, rules and regulations made there under, including but not limited to section 13, 14, 52, 61, 62 & 66 of the Companies Act, 2013.
- 8.10 The provisions of this Scheme as they relate to the amalgamation of the Transferor Company into the Transferee Company have been drawn up to comply with the conditions relating to “amalgamation” as defined under Section 2 (1B) of the Income Tax Act, 1961 (‘IT Act’). If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of IT Act, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2 (1B) of the IT Act. Such modification will, however, not affect the other parts of the Scheme.
- 8.11 All costs, charges, and expenses, including any taxes and duties of the Transferor Company and Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Company in pursuance of this Scheme shall be borne and paid by the Transferee Company.

.....

THIS PAGE IS INTENTIONALLY LEFT BLANK

Tejas Jatin Parikh**Registered Valuer**

Registration Number: IBBI/RV/06/2018/10201

Correspondence Address: 308/309 Udyog Mandir No 1, 7-C BhagojiKeer Marg, Mahim, Mumbai -400016

Tel: 022-43484242 Cell: 9920048384 Email: tejas2704@gmail.com

STRICTLY PRIVATE & CONFIDENTIAL

September 11, 2023

To
The Board of Directors
Amrit Agro Industries Limited
CM-28 First Floor,
Gagan Enclave Amrit Nagar, G T Road,
Ghaziabad – 201 009

To
The Board of Directors
Amrit Corp. Limited
CM-28 First Floor,
Gagan Enclave Amrit Nagar, G T Road,
Ghaziabad – 201 009

Dear Sir(s),

Sub: Recommendation of fair equity share exchange ratio for the proposed amalgamation of Amrit Agro Industries Limited with Amrit Corp. Limited

I refer to the engagement letter dated August 14, 2023 whereby I, Tejas Jatin Parikh (hereinafter referred to as 'Valuer' or 'I'), have been appointed by the management of Amrit Agro Industries Limited and Amrit Corp. Limited to issue a report containing recommendation of fair share exchange ratio for the proposed amalgamation of Amrit Agro Industries Limited (hereinafter referred to as 'AAIL' or the 'Transferor Company') with Amrit Corp. Limited (hereinafter referred to as 'ACL' or the 'Transferee Company') ('hereinafter referred to as 'Proposed Amalgamation').

AAIL and ACL are hereinafter collectively referred to as the 'Companies'.

1. SCOPE AND PURPOSE OF THIS REPORT

1.1 I have been informed by the management of AAIL and ACL (hereinafter collectively referred to as the 'Management') that they are considering a proposal for the Proposed Amalgamation, pursuant to a scheme of amalgamation under sections 230 to 232 and other applicable provisions of the Companies Act, 2013, including rules made thereunder, as may be applicable (hereinafter referred to as the 'Scheme').

Subject to necessary approvals, AAIL would be amalgamated with ACL, with effect from the appointed date of April 01, 2023 ('Appointed Date').

1.2 In consideration for the proposed amalgamation of AAIL with ACL, 7% Optionally Convertible Redeemable Preference Shares ('OCRPS') of ACL would be issued to the equity shareholders of AAIL.

1.3 In this regard, I have been appointed by Management to carry out the relative valuation of equity shares of the Companies to recommend the fair share exchange ratio for the Proposed



Tejas Jatin Parikh

Registered Valuer

Registration Number: IBBI/RV/06/2018/10201

Correspondence Address: 308/309 Udyog Mandir No 1, 7-C BhagojiKeer Marg, Mahim, Mumbai -400016

Tel: 022-43484242 Cell: 9920048384 Email: tejas2704@gmail.com

Amalgamation and redemption value.

- 1.4 For the purpose of this valuation, the bases of value is 'Relative Value' and the valuation is based on 'Going Concern' premise. For the purpose of this valuation, March 31, 2023 has been considered as the valuation date ('Valuation Date').
- 1.5 The report sets out our recommendation of the fair share exchange ratio and discusses the approach and methodologies considered for arriving at relative value of the equity shares of the Companies for the purpose of recommendation of fair share exchange ratio.

2. BRIEF BACKGROUND

2.1. AMRIT CORP. LIMITED ('ACL')

ACL is primarily engaged in producing and distribution of UHT dairy milk, flavoured- milk, dairy mixes and milk and milk based products. ACL is also engaged in activities which comprise of investing in listed and unlisted equity shares, debt instruments of companies, alternate investment funds and mutual funds. The equity shares of ACL are not listed on any stock exchanges.

As per the audited financial statements for the financial year ('FY') 2022-23, the revenue from operations of Transferee Company for FY 2022-23 is INR 107.65 crores.

2.2. AMRIT AGRO INDUSTRIES LIMITED ('AAIL')

AAIL is engaged in the business of trading in various agri and other products. The equity shares of AAIL are not listed on any stock exchanges.

As per the audited financial statements for the FY 2022-23, the loss before tax of Transferor Company for FY 2022-23 is (-) INR 1.37 crores.

3. IDENTIFICATION AS A REGISTERED VALUER

I am practicing Chartered Accountants registered with The Institute of Chartered Accountants of India ('ICAI'). I am also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class – 'Securities or Financial Assets' with Registration No. IBBI/RV/06/2018/10201.



Tejas Jatin Parikh

Registered Valuer

Registration Number: IBBI/RV/06/2018/10201

Correspondence Address: 308/309 Udyog Mandir No 1, 7-C BhagojiKeer Marg, Mahim, Mumbai -400016

Tel: 022-43484242 Cell: 9920048384 Email: tejas2704@gmail.com

4. SOURCES OF INFORMATION

For the purpose of the valuation exercise, I have relied upon the following information, as provided to us by the Management and on information available in public domain:

- (a) Audited financial statements of the Companies for the FY ended March 31, 2023.
- (b) Such other information and explanations as required and which have been provided by the Management.

5. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- 5.1. This report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. Further, my report on recommendation of fair share exchange ratio for the Proposed Amalgamation is in accordance with ICAI Valuation Standards 2018 issued by The Institute of Chartered Accountants of India.
- 5.2. Valuation is not a precise science and the conclusions arrived at will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While I have provided an assessment of value by applying certain formulae which are based on the information available, others may place a different value.
- 5.3. The report assumes that the Companies comply fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet provided to me.
- 5.4. The draft of the present report was circulated to the Management (excluding the recommended fair share exchange ratio) for confirming the facts stated in the report and to confirm that the information or facts stated are not erroneous.
- 5.5. Valuation analysis and results are specific to the purpose of valuation and the Valuation Date mentioned in the report and is as per agreed terms of my engagement.
- 5.6. For the purpose of this exercise, I was provided with both written and verbal information including information detailed hereinabove in para 'Sources of Information'. Also, with respect to explanations and information sought from the Management, I have been given to understand by the Management that they have not omitted any relevant and material information about the



Tejas Jatin Parikh

Registered Valuer

Registration Number: IBBI/RV/06/2018/10201

Correspondence Address: 308/309 Udyog Mandir No 1, 7-C BhagojiKeer Marg, Mahim, Mumbai -400016

Tel: 022-43484242 Cell: 9920048384 Email: tejas2704@gmail.com

Companies. The Management have indicated to me that they have understood that any omissions, inaccuracies or misstatements may materially affect my valuation analysis/conclusions.

- 5.7. My work does not constitute an audit, due diligence or certification of these information referred to in this report including information sourced from public domain. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report and consequential impact on the present exercise. However, I have evaluated the information provided to me by the Management through broad inquiry, analysis and review. However, nothing has come to my attention to indicate that the information provided / obtained was materially misstated / incorrect or would not afford reasonable grounds upon which to base the report.
- 5.8. A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn my attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on my opinion, on the value of the shares of the Companies including any significant changes that have taken place or are likely to take place in the financial position of the Companies. Events and transactions occurring after the date of this report may affect the report and assumptions used in preparing it and I do not assume any obligation to update, revise or reaffirm this report.
- 5.9. I am independent of the Companies and have no current or expected interest in the Companies or its assets. The fee paid for my services in no way influenced the results of my analysis.
- 5.10. Any person/party intending to provide finance/divest/invest in the shares/convertible instruments/business of the Companies shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 5.11. The decision to carry out the Proposed Amalgamation (including consideration thereof) lies entirely with the parties concerned and my work and my finding shall not constitute a recommendation as to whether or not the parties should carry out the Proposed Amalgamation.
- 5.12. My Report is meant for the purpose mentioned in Para 1 only and should not be used for any purpose other than the purpose mentioned therein. It is exclusively for the use of the Companies and may be submitted to regulatory/statutory authority for obtaining requisite approvals.



Tejas Jatin Parikh

Registered Valuer

Registration Number: IBBI/RV/06/2018/10201

Correspondence Address: 308/309 Udyog Mandir No 1, 7-C BhagojiKeer Marg, Mahim, Mumbai -400016

Tel: 022-43484242 Cell: 9920048384 Email: tejas2704@gmail.com

5.13. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.

5.14. I don't make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. I owe responsibility only to the Companies that has appointed me under the terms of the Engagement Letter. I will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall I be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the client or companies, their directors, employees or agents.

6. VALUATION APPROACH AND METHODOLOGIES

6.1. For the purpose of valuation, generally following approaches can be considered, viz,

- (a) the 'Cost' Approach;
- (b) the 'Market' Approach; and
- (c) the 'Income' Approach

Each of the aforesaid approaches proceeds on different fundamental assumptions which have greater or lesser relevance and at times even no relevance, to a given situation. Thus, the approach to be adopted for a particular valuation exercise must be judiciously chosen.

6.2. In the present case, the equity shares of the Companies are not listed on any stock exchange. Therefore, the Market Price Method is not adopted. Also, dividend and income from sale of shares and securities being the primary source of income, it is difficult to ascertain the maintainable earnings level of the Companies. Therefore, we have thought fit not to consider 'Market' Approach and 'Income' Approach for the purpose of valuation exercise.

6.3. Considering the above, I have valued the Companies by considering the Net Asset Value method under 'Cost' Approach for valuation of equity shares of AAIL and ACL.

6.4. COST APPROACH

6.4.1. Under 'Cost' Approach, the value of equity shares of a company is determined by dividing the net assets of a company by the outstanding number of equity shares.

6.4.2. The net assets of the company are adjusted for the appreciation in the value of investments and contingent liabilities.



Tejas Jatin Parikh

Registered Valuer

Registration Number: IBBI/RV/06/2018/10201

Correspondence Address: 308/309 Udyog Mandir No 1, 7-C BhagojiKeer Marg, Mahim, Mumbai -400016

Tel: 022-43484242 Cell: 9920048384 Email: tejas2704@gmail.com

6.4.3. The value as arrived above is divided by the outstanding number of equity shares to arrive at the value per share.

7. RECOMMENDATION OF FAIR SHARE EXCHANGE RATIO

7.1. The fair basis of amalgamation of AAIL with ACL would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove.

7.2. As mentioned above, I have considered 'Cost' Approach for arriving at the value per share of the Companies.

7.3. The fair share exchange ratio has been arrived on the basis of a relative valuation of equity shares of AAIL and ACL based on the approaches explained herein earlier and various qualitative factors relevant to the companies, having regard to information base, key underlying assumptions and limitations.

7.4. It is settled law that the assets can be transferred at the book values. In *M.A. Limited And another Vs. Union of India and others [1996] 86 CompCas 725 the Hon'ble High Court of Delhi held that:*

"The book value method which was made the basis for determining the valuation of shares in the present case, is one of the recognized methods for calculating the value of assets. Such valuation of shares following the book value method has been accepted as a proper and valid mode of valuation of shares in Tinsukia Electric Co. Limited v. State of Assam (AIR1990SC123) wherein it was been held by the Supreme Court that the concept of book value is an accepted accountancy concept of valuation and that it cannot be said to be illusory. Therefore, the aforesaid calculation of the share value after ascertaining the net asset value on the basis of the book value could be accepted as a proper mode of valuation of the shares.



Tejas Jatin Parikh

Registered Valuer

Registration Number: IBBI/RV/06/2018/10201

Correspondence Address: 308/309 Udyog Mandir No 1, 7-C BhagojiKeer Marg, Mahim, Mumbai -4000016

Tel: 022-43484242 Cell: 9920048384 Email: tejas2704@gmail.com

- 7.5. **In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove earlier in this report, in my opinion, a fair share exchange ratio for the Proposed Amalgamation of AAIL with ACL is as under:**
1 (One) 7% OCRPS of ACL of INR 10 each fully paid up for every 1 (One) equity shares of AAIL of INR 10 each fully paid up.
- 7.6. **Considering the relative values of shares of AAIL and ACL, the conversion ratio of OCRPS into Equity shares of ACL for those shareholders who exercise the option to convert OCRPS into Equity shares of ACL would be as under:**
2 (Two) Equity share of ACL of INR 10 each fully paid up for every 23 (Twenty Three) 7% OCRPS of ACL of INR 10 each fully paid up.
- 7.7. **Redemption value for those shareholders who do not exercise the option to convert OCRPS into Equity Shares of ACL would be INR.73.60 per OCRPS.**

Thanking you,
Yours faithfully,



Tejas Jatin Parikh

Registered Valuer No.: IBBI/RV/06/2018/10201

ICAI Membership No. 123215

UDIN: 23123215BGQLGL6723

Date : 11 September 2023 .

Place: Mumbai

THIS PAGE IS INTENTIONALLY LEFT BLANK

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF AMRIT AGRO INDUSTRIES LTD. AT ITS MEETING HELD ON SEPTEMBER 15, 2023 AS PER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF AMRIT AGRO INDUSTRIES LTD. WITH AMRIT CORP. LIMITED ON EACH CLASS OF SHAREHOLDERS (PROMOTERS AND NON-PROMOTERS), CREDITORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES OF AMRIT AGRO INDUSTRIES LIMITED AND LAYING DOWN IN PARTICULAR THE SHARE EXCHANGE RATIO, VALUATION ETC.

1. The Board of Directors (“Board”) of Amrit Agro Industries Ltd. (“Transferor Company”) at its meeting held on September 15, 2023 approved the Scheme of Amalgamation involving Amrit Corp. Ltd. (“Transferee Company”) and Amrit Agro Industries Ltd. (“Transferor Company”) and their respective shareholders (“Scheme”), wherein the Transferor Company shall amalgamate into and with the Transferee Company in terms of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment or other amendment(s) thereof for the time being in force.
2. In terms of Section 232(2)(c) of the Act, a Report from the Board of Directors of the Transferor Company, explaining the effect of the Scheme on each class of shareholders (promoters and non-promoter shareholders), creditors, key managerial personnel (“KMP”), and employees of the Transferor Company, setting out, among other things, the Share Exchange Ratio (as defined in the Scheme), specifying any special valuation difficulties, is required to be adopted by the Board. Such report is then required to be appended with the Notice of the meeting of shareholders and creditors, if such meeting is ordered by the Hon’ble National Company Law Tribunal, Allahabad Bench (“Hon’ble Tribunal” or “NCLT”).
3. Accordingly, this Report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board, inter-alia, considered and took on record the following documents:
 - a) A draft of the proposed Scheme;
 - b) Valuation Report issued by CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) (“**Valuation Report**”) who in his report has recommended the share exchange ratio;
 - c) Auditor’s Certificates dated September 18, 2023 issued by the Statutory Auditors of the Company i.e. M/s Mukesh Aggarwal & Co., Chartered Accountants, New Delhi in terms of proviso to sub-clause (h) of Section 232(3) of the Act, to the effect that the Scheme is

in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Act;

5. The Scheme, amongst others, contemplates the following arrangements:

- (a) Amalgamation of the Transferor Company with the Transferee Company in accordance with the provisions of Sections 230 to 232 of the Act, Section 2(1B) and other provisions of the Income Tax Act and other applicable laws;
- (b) The Scheme shall take effect from the Appointed Date i.e. 1st April, 2023 or such other date as the National Company Law Tribunal, Allahabad Bench, U.P. (“NCLT”) may direct;
- (c) With effect from the Appointed Date and upon the Scheme becoming effective, the entire business of the Transferor Company including inter alia all movable/ immovable properties, tangible/intangible properties, if any, and all secured and unsecured debts, liabilities, including contingent liabilities and taxation obligations of the Transferor Company in the Transferee Company shall stand transferred to and vested in the Company, in the manner provided in the Scheme;
- (d) Issue and allotment of One (1) Optionally Convertible Redeemable Preference Shares (“OCRPS”) of INR 10 each fully paid-up by the Transferee Company for every one (1) equity share of INR 10 each of the Transferor Company in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company with the Transferee Company with an option to convert the OCRPS into two (2) equity shares of INR 10/- each fully paid-up of the Transferee Company for every twenty three (23) OCRPS of INR 10 each fully paid-up held by the shareholders of the Transferor Company, in one tranche, within a period not exceeding six (6) months from the date of allotment of OCRPS, as may be decided by the Transferee Company;

In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period of 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.

- (e) Cancellation of the investment held by the Transferor Company in the form of equity shares of the Transferee Company;
- (f) Transfer of the Authorized Share Capital of the Transferor Company to the Transferee Company and consequential increase in the Authorized Share Capital of the Transferee Company as provided in Part C of the Scheme;
- (g) Dissolution of the Transferor Company without winding-up.

6. Effectiveness of the Scheme

The effectiveness of the Scheme is conditional upon fulfilment of the actions specified in the Scheme, which *inter alia* include:

- (a) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the shareholders and creditors of the Companies as required under the Act;
- (b) the Scheme being sanctioned by the Hon'ble NCLT under Sections 230 to 232 of the Companies Act.

Upon the fulfilment of the aforementioned conditions, the Scheme shall become effective:

- i) On the date or last of the dates on which the certified copies of the order of the Hon'ble NCLT sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with the Registrar of Companies ("Effective Date");
- ii) On the date on which last of the consents, approvals, sanctions and/or orders as are provided in the Scheme have been obtained.

7. Need, Rationale and Benefits of the Scheme:

Both the Transferor Company and the Transferee Company have been promoted by the same promoters and belong to the same group. Both the companies were listed public companies and have now been delisted under and in accordance with SEBI regulations. The Scheme proposes to consolidate the Transferor Company with the Transferee Company and scale down the number of companies so as to create a large unified entity to achieve optimal and efficient utilization of resources, avoid overlap of compliance related costs and enhance operational and management efficiencies. The merger of the Transferor Company with the Transferee Company pursuant to this Scheme would have, inter-alia, the following benefits:

- (i) The consolidation of the Group companies as a single entity will lead to efficient utilization of the capital and financial resources and will provide several benefits including streamlined group structure by reducing number of entities, reducing the multiplicity of legal and regulatory compliances and rationalization of cost;
- (ii) Lead to the creation of a larger unified entity with a wider and stronger capital and asset base, having greater capacity for conducting its operations more efficiently and competitively;
- (iii) Result in reduction in fixed expenses, overheads, administrative and other expenditure of the group companies and eliminate multi-layer structure, managerial overlaps and cost duplication;
- (iv) Consolidation of managerial expertise of the companies will facilitate greater focus and utilization of resources;

- (v) Provide exit opportunity to the shareholders of the Transferor Company at a Fair Value of their equity shares.

8. Valuation Report:

As per Valuation Report dated September 11, 2023 issued by Valuer, CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201):

- (i) Fair exchange ratio for the proposed amalgamation of AAIL with ACL is as under:

“One (1) 7% Optionally Convertible Redeemable Preference Share (OCRPS) of ACL of INR 10 each fully paid up for every 1 (One) equity shares of AAIL of INR 10 each fully paid up”;

- (ii) Conversion ratio of OCRPS into equity shares of ACL for those shareholders who exercise the option to convert OCRPS into equity shares of ACL would be as under:

“2 (two) equity shares of ACL of INR 10 each fully paid up for every twenty three (23) 7% OCRPS of ACL of INR 10 each fully paid-up”;

- (iii) Redemption value for those shareholders who do not exercise the option to convert OCRPS into equity shares of ACL would be:

“INR 73.60 per OCRPS”.

Valuation Report dated September 11, 2023 issued by Valuer, CA Tejas J.Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) was placed on the table.

The Board of Directors of the Transferor Company took into account the recommendations in relation to Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS provided in the Valuation Report dated September 11, 2023 issued by the Independent Registered Valuer.

Based on the aforesaid, the Board of Directors of the Transferor Company has come to conclusion that the Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS provided in the Valuation Report are fair and reasonable and accordingly approved the same at its meeting held on September 15, 2023.

No special valuation difficulties were reported by the Valuer.

9. Effect of the Scheme

Effect of Scheme on Directors, Promoters, KMPs, Non-promoter members, Creditor and employees of the Transferor Company

1. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):

- (a) The equity shares of the Transferee Company held by the Transferor Company shall stand cancelled in their entirety, which shall be effected as part of the Scheme and not in accordance with Section 66 of the Companies Act, 2013.
- (b) As far as the equity shareholders of the Transferor Company i.e. both promoter shareholders as well as non-promoter shareholders, are concerned, the amalgamation of the Transferor Company with the Transferee Company as per the Scheme will result in all such shareholders of the Transferor Company, as on the Record Date, receiving Non-Cumulative, Non Participating, Optionally Convertible Redeemable Preference Shares (OCPRS) in the manner as stipulated in Part C of the Scheme.
- (c) Upon the Scheme becoming effective, the Transferee Company shall without any further application, act or deed, issue and allot One (1) 7% Non-Cumulative, Non Participating, Optionally Convertible Redeemable Preference Shares (OCPRS) of INR 10/- each on the terms & conditions given in the Scheme for every one (1) equity share of INR 10/- held by all the shareholders of the Transferor Company, whose name(s) appear(s) in the register of members of the Transferor Company as on the Record Date fixed for the purpose or to such all other respective heirs, executors, administrators or other legal representatives or other successors and titles as may be recognized by the Board of Directors of the Transferee Company. The issuance of OCRPS in terms of the Scheme, will have no significant impact on the shareholders of the Transferee Company, except consequent dilution upon issuance of the New Shares.
- (d) The terms of OCRPS interalia provide that:
 - i. the OCRPS will be convertible into two (2) equity share of INR 10/- each fully paid-up of the Transferee Company for every 23 (twenty three) OCRPS held by the shareholders, in one tranche at the option of the allottees within a period not exceeding 6 (six) months from the date of allotment of OCRPS, as may be decided by the Transferee Company;
 - ii. In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period not exceeding 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.

2. Effect on the Directors and Key Managerial Personnel:

The Board of Directors of the Transferor Company shall stand dissolved upon the Scheme coming into effect.

Pursuant to the Scheme, the Transferor Company shall be dissolved without winding up and therefore current KMPs of the Transferor Company shall cease to hold their positions and cease to be the KMPs of the Transferor Company.

Further, the Board of Directors and/or KMPs shall also be affected to the extent of the equity shares (if any) held by them or their relatives in the Transferor Company. The effect of the Scheme on the interests of the Board of Directors and/or KMPs and their relatives holding shares (if any) in the Transferor Company, is not different from the effect of the Scheme on other shareholders of the Transferor Company

3. Effect on the creditors:

There are no unsecured creditors in the Transferor Company. As regards the secured creditors, there is only one secured creditor of one car loan, the outstanding amount of which is Rs.0.98 lakhs, obtained by the Transferor Company for funding the car pertaining to the Company.

Under the Scheme no arrangement or compromise is being proposed with the creditors of the Transferor Company. The liability of the creditors of the Transferor Company, under the Scheme, is neither being reduced nor being extinguished.

4. Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Transferor Company) are being affected. The services of the staff and employees of the Transferor Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the staff and employees of the Transferor Company will be deemed to have become employees of the Transferee Company pursuant to the Scheme with effect from the Effective Date.

All such Employees shall be deemed to have become employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company, shall not be less favorable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

10. Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoters and non-promoter shareholders), KMPs, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the

shareholders (promoters and non-promoter shareholders), KMPs, creditors and employees of the Transferor Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferor Company to comply with the requirements of extant regulations applicable to companies undertaking any scheme of amalgamation, this report of the Board may please be taken on record while considering the Scheme.

By order of the Board of Directors of Amrit Agro Industries Limited

Sd/-

N.K.Bajaj

Chairman

Date: September 15, 2023

Place: Ghaziabad

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF AMRIT CORP. LTD. AT ITS MEETING HELD ON SEPTEMBER 15, 2023 AS PER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF AMRIT AGRO INDUSTRIES LTD. WITH AMRIT CORP. LIMITED ON EACH CLASS OF SHAREHOLDERS (PROMOTERS AND NON-PROMOTERS), CREDITORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES OF AMRIT CORP. LIMITED AND LAYING DOWN IN PARTICULAR THE SHARE EXCHANGE RATIO, VALUATION ETC.

1. Based on the recommendations of the Audit Committee, the Board of Directors (“Board”) of Amrit Corp. Ltd. (“Transferee Company” or “Company”) at its meeting held on September 15, 2023 approved the Scheme of Amalgamation involving the Company and Amrit Agro Industries Ltd. (“Transferor Company”) and their respective shareholders (“Scheme”), wherein the Transferor Company shall amalgamate into and with the Transferee Company in terms of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment or other amendment(s) thereof for the time being in force.
2. In terms of Section 232(2)(c) of the Act, a Report from the Board of Directors of the Company, explaining the effect of the Scheme on each class of shareholders (promoters and non-promoter shareholders), creditors, key managerial personnel (“KMP”), and employees of the Company, setting out, among other things, the Share Exchange Ratio (as defined in the Scheme), specifying any special valuation difficulties, is required to be adopted by the Board. Such report is then required to be appended with the Notice of the meeting of shareholders and creditors, if such meeting is ordered by the Hon’ble National Company Law Tribunal, Allahabad Bench (“Hon’ble Tribunal” or “NCLT”).
3. Accordingly, this Report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board, inter-alia, considered and took on record the following documents:
 - a) A draft of the proposed Scheme;
 - b) Valuation Report issued by CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) (“**Valuation Report**”) who in his report has recommended the share exchange ratio;
 - c) Auditor’s Certificates dated September 18, 2023 issued by the Statutory Auditors of the Company i.e. M/s Mukesh Aggarwal & Co., Chartered Accountants, New Delhi in terms of proviso to sub-clause (h) of Section 232(3) of the Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Act;

d) Report of the Audit Committee of the Company dated September 15, 2023 recommending the Scheme, taking into consideration *inter alia*, the valuation report, and commenting on the need for the Scheme, rationale of the Scheme, cost benefit analysis of the Scheme and impact of the Scheme on the various stakeholders of the Company.

5. The Scheme, amongst others, contemplates the following arrangements:

- (a) Amalgamation of the Transferor Company with the Transferee Company in accordance with the provisions of Sections 230 to 232 of the Act, Section 2(1B) and other provisions of the Income Tax Act and other applicable laws;
- (b) The Scheme shall take effect from the Appointed Date i.e. 1st April, 2023 or such other date as the National Company Law Tribunal, Allahabad Bench, U.P. (“NCLT”) may direct;
- (c) With effect from the Appointed Date and upon the Scheme becoming effective, the entire business of the Transferor Company including *inter alia* all movable/immovable properties, tangible/intangible properties, if any, and all secured and unsecured debts, liabilities, including contingent liabilities and taxation obligations of the Transferor Company in the Transferee Company shall stand transferred to and vested in the Company, in the manner provided in the Scheme;
- (d) Issue and allotment of One (1) Optionally Convertible Redeemable Preference Shares (“OCRPS”) of INR 10 each fully paid-up by the Transferee Company for every one (1) equity share of INR 10 each of the Transferor Company in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company with the Transferee Company with an option to convert the OCRPS into two (2) equity shares of INR 10/- each fully paid-up of the Transferee Company for every twenty three (23) OCRPS of INR 10 each fully paid-up held by the shareholders of the Transferor Company, in one tranche, within a period not exceeding six (6) months from the date of allotment of OCRPS, as may be decided by the Transferee Company;

In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period of 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.

- (e) Cancellation of the investment held by the Transferor Company in the form of equity shares of the Transferee Company;
- (f) Transfer of the Authorized Share Capital of the Transferor Company to the Transferee Company and consequential increase in the Authorized Share Capital of the Transferee Company as provided in Part C of the Scheme;
- (g) Dissolution of the Transferor Company without winding-up.

6. Effectiveness of the Scheme

The effectiveness of the Scheme is conditional upon fulfilment of the actions specified in the Scheme, which *inter alia* include:

- (a) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the shareholders and creditors of the Companies as required under the Act;
- (b) the Scheme being sanctioned by the Hon'ble NCLT under Sections 230 to 232 of the Companies Act.

Upon the fulfilment of the aforementioned conditions, the Scheme shall become effective:

- i) On the date or last of the dates on which the certified copies of the order of the Hon'ble NCLT sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with the Registrar of Companies ("Effective Date");
- ii) On the date on which last of the consents, approvals, sanctions and/or orders as are provided in the Scheme have been obtained.

7. Need, Rationale and Benefits of the Scheme:

Both the Transferor Company and the Transferee Company have been promoted by the same promoters and belong to the same group. Both the companies were listed public companies and have now been delisted under and in accordance with SEBI regulations. The Scheme proposes to consolidate the Transferor Company with the Transferee Company and scale down the number of companies so as to create a large unified entity to achieve optimal and efficient utilization of resources, avoid overlap of compliance related costs and enhance operational and management efficiencies. The merger of the Transferor Company with the Transferee Company pursuant to this Scheme would have, inter-alia, the following benefits:

- (i) The consolidation of the Group companies as a single entity will lead to efficient utilization of the capital and financial resources and will provide several benefits including streamlined group structure by reducing number of entities, reducing the multiplicity of legal and regulatory compliances and rationalization of cost;
- (ii) Lead to the creation of a larger unified entity with a wider and stronger capital and asset base, having greater capacity for conducting its operations more efficiently and competitively;
- (iii) Result in reduction in fixed expenses, overheads, administrative and other expenditure of the group companies and eliminate multi-layer structure, managerial overlaps and cost duplication;
- (iv) Consolidation of managerial expertise of the companies will facilitate greater focus and utilization of resources;
- (v) Provide exit opportunity to the shareholders of the Transferor Company at a Fair Value of their equity shares.

8. Valuation Report:

As per Valuation Report dated September 11, 2023 issued by Valuer, CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201):

- (i) Fair exchange ratio for the proposed amalgamation of AAIL with ACL is as under:

“One (1) 7% Optionally Convertible Redeemable Preference Share (OCRPS) of ACL of INR 10 each fully paid up for every 1 (One) equity shares of AAIL of INR 10 each fully paid up”;

- (ii) Conversion ratio of OCRPS into equity shares of ACL for those shareholders who exercise the option to convert OCRPS into equity shares of ACL would be as under:

“2 (two) equity shares of ACL of INR 10 each fully paid up for every twenty three (23) 7% OCRPS of ACL of INR 10 each fully paid-up”;

- (iii) Redemption value for those shareholders who do not exercise the option to convert OCRPS into equity shares of ACL would be:

“INR 73.60 per OCRPS”.

Valuation Report dated September 11, 2023 issued by Valuer, CA Tejas J.Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) was placed on the table.

The proposed Scheme was placed before the Audit Committee of Amrit Corp. Ltd. at its meeting held on September 15, 2023. The Audit Committee took into account the Valuation Report provided by the Valuers and recommended the proposed Scheme to the Board of Directors of the Company.

The Board of Directors of the Company took into account the recommendations of the Audit Committee, Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS provided in the Valuation Report dated September 11, 2023 issued by the Independent Registered Valuer.

Based on the aforesaid, the Board of Directors of the Company has come to conclusion that the Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS provided in the Valuation Report are fair and reasonable and accordingly approved the same at its meeting held on September 15, 2023.

No special valuation difficulties were reported by the Valuer.

9. Effect of the Scheme

Effect of Scheme on Directors, Promoters, KMPs, Non-promoter members, Creditor and employees of the Transferee Company

1. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):

As far as the equity shareholders of the Transferee Company i.e. both promoter shareholders as well as non-promoter shareholders, are concerned, the amalgamation of the Transferor Company with the Company will result in (i) increase of the public shareholding in the Transferee Company by 1.57% (i.e. from 6.28% to 7.85%) and in turn reduce the promoter group shareholding of the Transferee Company to that extent in case all the equity shareholders of the Transferor Company opt for conversion of OCRPS into equity shares and (ii) dilution of the public shareholding in the Transferee Company's shares by 0.45% and in turn will increase the promoter group shareholding of the Transferee Company's shares to that extent in case all the public shareholders of the Transferor Company chose not to convert OCRPS into equity shares but to redeem the OCRPS.

Further, the Transferee Company shall without any further application, act or deed, issue and allot One (1) 7% Non-Cumulative, Non Participating, Optionally Convertible Redeemable Preference Shares (OCRPS) of INR 10/- each on the terms & conditions given in the Scheme for every one (1) equity share of INR 10/- held by all the shareholders of the Transferor Company, whose name(s) appear(s) in the register of members of the Transferor Company as on the Record Date fixed for the purpose or to such all other respective heirs, executors, administrators or other legal representatives or other successors and titles as may be recognized by the Board of Directors of the Transferee Company. The issuance of OCRPS in terms of the Scheme, will have no significant impact on the shareholders of the Transferee Company, except consequent dilution upon issuance of the New Shares.

The terms of OCRPS interalia provide that:

- (a) the OCRPS will be convertible into two (2) equity share of INR 10/- each fully paid-up of the Transferee Company for every 23 (twenty three) OCRPS held by the shareholders, in one tranche at the option of the allottees within a period not exceeding 6 (six) months from the date of allotment of OCRPS, as may be decided by the Transferee Company;
- (b) In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period not exceeding 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.

2. Effect on the Directors and Key Managerial Personnel:

There shall be no effect on the Board of Directors and/or KMPs of the Transferee Company except to the extent that Mr. Jagdish Chand Rana, Executive Director of the Company, currently holding directorship in the Transferor Company, shall cease to be director of the Transferor Company and except to the extent of the equity shares held (if any) by the directors/KMPs and their relatives in the Transferor Company.

The effect of the Scheme on the interests of the Board of Directors and/or KMPs and their relatives holding shares in the Transferee Company, is not different from the effect of the Scheme on other shareholders of the Transferee Company.

3. Effect on the creditors:

In the Transferee Company, the outstanding amounts of the secured and unsecured creditors are Rs.152.43 lakhs and Rs.58.78 lakhs respectively as on 15.09.2023. Under the Scheme no arrangement or compromise is being proposed with the creditors (secured or unsecured) of the Transferee Company. The Transferee Company is a continuing company and the liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

4. Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Transferee Company) are being affected. The services of the staff and employees of the Transferee Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company ('Employees') will be deemed to have become employees of the Transferee Company pursuant to the Scheme with effect from the Effective Date.

All such Employees shall be deemed to have become employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company, shall not be less favorable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

5. Effect on the deposit holders:

As on date of this notice, the Transferee Company has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders does not arise.

10. Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoters and non-promoter shareholders), KMPs, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the shareholders (promoters and non-promoter shareholders), KMPs, creditors and employees of the Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferee Company to comply with the requirements of extant regulations applicable to companies undertaking any scheme of amalgamation, this report of the Board may please be taken on record while considering the Scheme.

By order of the Board of Directors of Amrit Corp. Limited

S/d-
N.K.Bajaj
Chairman

Date: September 15, 2023

Place: Ghaziabad

REPORT ADOPTED BY THE AUDIT COMMITTEE OF AMRIT CORP. LTD. AT ITS MEETING HELD ON SEPTEMBER 15, 2023 IN RELATION TO THE PROPOSED SCHEME OF AMALGAMATION OF AMRIT AGRO INDUSTRIES LTD. WITH AMRIT CORP. LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

1. The Audit Committee of Amrit Corp. Ltd. (“Transferee Company” or “Company”) at its meeting held on September 15, 2023, in which all the members of the Audit Committee, namely, Shri K.R.Ramamoorthy, Chairman, Shri N.K.Bajaj, Member, Shri Mohit Satyanand, Member and Shri Sujal Anil Shah, Member, were present, was requested to consider, and if thought fit, recommend to the Board of Directors of Amrit Corp. Ltd. a draft of the proposed Scheme of Amalgamation involving the Company and Amrit Agro Industries Ltd. (“Transferor Company”) and their respective shareholders (“Scheme”), wherein the Transferor Company shall amalgamate into and with the Transferee Company in terms of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment or other amendment(s) thereof for the time being in force.
2. The Scheme is subject to the receipt of approvals from the Board of Directors and requisite majority of the shareholders and creditors of the respective Transferor Company and Transferee Company (collectively "**Companies**"), Hon’ble National Company Law Tribunal (“Hon’ble Tribunal” or “NCLT”), and such other approvals, permissions and sanctions of regulatory and other statutory authorities, as may be necessary as per applicable laws.
3. Accordingly, this Report of the Audit Committee is made to the Board of Directors of Amrit Corp. Ltd. to take this Report on record while considering the Scheme for approval.
4. The following documents were placed before the Audit Committee and while deliberating on the Scheme, the Audit Committee, inter-alia, considered and took on record these documents:
 - a) A draft of the proposed Scheme;
 - b) Valuation Report issued by CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) (“**Valuation Report**”) who in his report has recommended the share exchange ratio;
 - c) Auditor’s Certificates dated September 18, 2023 issued by the Statutory Auditors of the Company i.e. M/s Mukesh Aggarwal & Co., Chartered Accountants, New Delhi in terms of proviso to sub-clause (h) of Section 232(3) of the Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Act;

5. The Scheme, amongst others, contemplates the following arrangements:

- (a) Amalgamation of the Transferor Company with the Transferee Company in accordance with the provisions of Sections 230 to 232 of the Act, Section 2(1B) and other provisions of the Income Tax Act and other applicable laws;
- (b) The Scheme shall take effect from the Appointed Date i.e. 1st April, 2023 or such other date as the National Company Law Tribunal, Allahabad Bench, U.P. (“NCLT”) may direct;
- (c) With effect from the Appointed Date and upon the Scheme becoming effective, the entire business of the Transferor Company including inter alia all movable/ immovable properties, tangible/intangible properties, if any, and all secured and unsecured debts, liabilities, including contingent liabilities and taxation obligations of the Transferor Company in the Transferee Company shall stand transferred to and vested in the Company, in the manner provided in the Scheme;
- (d) Issue and allotment of One (1) Optionally Convertible Redeemable Preference Shares (“OCRPS”) of INR 10 each fully paid-up by the Transferee Company for every one (1) equity share of INR 10 each of the Transferor Company in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company with the Transferee Company with an option to convert the OCRPS into two (2) equity shares of INR 10/- each fully paid-up of the Transferee Company for every twenty three (23) OCRPS of INR 10 each fully paid-up held by the shareholders of the Transferor Company, in one tranche, within a period not exceeding six (6) months from the date of allotment of OCRPS, as may be decided by the Transferee Company;

In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period of 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.

- (e) Cancellation of the investment held by the Transferor Company in the form of equity shares of the Transferee Company;
- (f) Transfer of the Authorized Share Capital of the Transferor Company to the Transferee Company and consequential increase in the Authorized Share Capital of the Transferee Company as provided in Part C of the Scheme;
- (g) Dissolution of the Transferor Company without winding-up.

6. Effectiveness of the Scheme

The effectiveness of the Scheme is conditional upon fulfilment of the actions specified in the Scheme, which *inter alia* include:

- (a) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the shareholders and creditors of the Companies as required under the Act;
- (b) the Scheme being sanctioned by the Hon'ble NCLT under Sections 230 to 232 of the Companies Act.

Upon the fulfilment of the aforementioned conditions, the Scheme shall become effective:

- i) On the date or last of the dates on which the certified copies of the order of the Hon'ble NCLT sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with the Registrar of Companies ("Effective Date");
- ii) On the date on which last of the consents, approvals, sanctions and/or orders as are provided in the Scheme have been obtained.

7. Need, Rationale and Benefits of the Scheme:

Both the Transferor Company and the Transferee Company have been promoted by the same promoters and belong to the same group. Both the companies were listed public companies and have now been delisted under and in accordance with SEBI regulations. The Scheme proposes to consolidate the Transferor Company with the Transferee Company and scale down the number of companies so as to create a large unified entity to achieve optimal and efficient utilization of resources, avoid overlap of compliance related costs and enhance operational and management efficiencies. The merger of the Transferor Company with the Transferee Company pursuant to this Scheme would have, inter-alia, the following benefits:

- (i) The consolidation of the Group companies as a single entity will lead to efficient utilization of the capital and financial resources and will provide several benefits including streamlined group structure by reducing number of entities, reducing the multiplicity of legal and regulatory compliances and rationalization of cost;
- (ii) Lead to the creation of a larger unified entity with a wider and stronger capital and asset base, having greater capacity for conducting its operations more efficiently and competitively;
- (iii) Result in reduction in fixed expenses, overheads, administrative and other expenditure of the group companies and eliminate multi-layer structure, managerial overlaps and cost duplication;
- (iv) Consolidation of managerial expertise of the companies will facilitate greater focus and utilization of resources;

- (v) Provide exit opportunity to the shareholders of the Transferor Company at a Fair Value of their equity shares.

8. Valuation Report:

As per Valuation Report dated September 11, 2023 issued by Valuer, CA Tejas Jatin Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201):

- (i) Fair exchange ratio for the proposed amalgamation of AAIL with ACL is as under:

“One (1) 7% Optionally Convertible Redeemable Preference Share (OCRPS) of ACL of INR 10 each fully paid up for every 1 (One) equity shares of AAIL of INR 10 each fully paid up”;

- (ii) Conversion ratio of OCRPS into equity shares of ACL for those shareholders who exercise the option to convert OCRPS into equity shares of ACL would be as under:

“2 (two) equity shares of ACL of INR 10 each fully paid up for every twenty three (23) 7% OCRPS of ACL of INR 10 each fully paid-up”;

- (iii) Redemption value for those shareholders who do not exercise the option to convert OCRPS into equity shares of ACL would be:

“INR 73.60 per OCRPS”.

Valuation Report dated September 11, 2023 issued by Valuer, CA Tejas J.Parikh, Partner, Gokhale & Sathe, Chartered Accountants, Mumbai, registered with Insolvency and Bankruptcy Board of India (Registration No. IBBI/RV/06/2018/10201) was placed on the table.

The Audit Committee of the Company took into account the recommendations of the Valuer on the Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS provided in the Valuation Report dated September 11, 2023 issued by him.

Based on the review of the Valuation Report and other documents placed at the meeting, the Audit Committee is of the view that the Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS is fair to the shareholders of the Company.

9. Impact of the Scheme on the Shareholders

Based on the review of the documents placed at the meeting, Committee's deliberations and consideration of various factors including but not limited to the need, rationale and benefits for the Scheme, salient features of the Scheme, Valuation Report of the Independent Registered Valuer determining the Share Exchange Ratio, Conversion Ratio of OCRPS into Equity Shares and Redemption Value of OCRPS, the Committee concluded that the proposed Scheme is fair and in the best interest of the shareholders, as the proposed amalgamation will

create a large unified entity to achieve optimal and efficient utilization of resources, avoid overlap of compliance related costs and enhance operational and management efficiencies.

Further, the Audit Committee noted that, upon the Scheme coming into effect, the Transferee Company shall without any further application, act, instrument or deed, issue and allot One (1) Optionally Convertible Redeemable Preference Shares (“OCRPS”) of INR 10 each fully paid-up by the Transferee Company for every one (1) equity share of INR 10 each of the Transferor Company in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company with the Transferee Company with an option to convert the OCRPS into two (2) equity shares of INR 10/- each fully paid-up of the Transferee Company for every twenty three (23) OCRPS of INR 10 each fully paid-up held by the shareholders of the Transferor Company, in one tranche, within a period not exceeding six (6) months from the date of allotment of OCRPS, as may be decided by the Transferee Company.

In the event the allottees of OCRPS choose not to convert the OCRPS, they will be compulsorily redeemed by the Transferee Company at the price of INR 73.60 per OCRPS of INR 10/- each including premium of INR 63.60 per OCRPS together with the cumulative dividend within a period of 6 (six) months from the date of allotment of such OCRPS, as may be decided by the Transferee Company.

In the light of the above, Audit Committee considered the impact of issuance of New Shares on the shareholders of the Transferee Company and after due deliberations, unanimously concluded that the issuance of New Shares in terms of the Scheme will have no significant impact on the shareholders of the Transferee Company.

Further, the redemption of OCRPS to the shareholders of the Transferor Company will provide liquidity/marketability since its existing equity shares are not traded at the stock exchanges and it is difficult for the public shareholders to find any buyers for their equity shares and neither buyers nor sellers have reference to fair value/price of the equity shares at which they may buy or sell the shares. This will also reduce the cost of the Transferee Company involved in handling and servicing the large number of shareholders.

10. Recommendation of the Audit Committee

The Audit Committee, after taking into consideration the Valuation Report and after reviewing the documents placed at the meeting, recommended the draft Scheme in its present form for favourable consideration by the Board of Directors of the Company.

For and on behalf of the Audit Committee of Amrit Corp. Limited

**Sd/-
N.K.Bajaj
Chairman of the Board &
Member of the Audit Committee**

Date: September 15, 2023

Place: Ghaziabad

THIS PAGE IS INTENTIONALLY LEFT BLANK

Merger of Amrit Agro Industries Ltd. with Amrit Corp. Ltd.

Shareholding Pattern - Pre and Post Merger

Sl. No.	Category of Shareholder	Pre-merger Shareholding				Post-merger Shareholding (after conversion/redemption)	
		ACL (Transferee Company)		AAIL (Transferor Company)		ACL (Transferee Company)	
		No. of Shares	Holding %	No. of Shares	Holding %	No. of Shares	Holding %
1	Promoters						
(a)	Core Promoter						
	Naresh Kumar Bajaj	61,447	2.02	43,311	0.68	65,213	1.95
	Ashwini Kumar Bajaj	1,54,086	5.07	3,79,914	5.96	1,87,122	5.60
	Vikram Kumar Bajaj	1,54,238	5.08	2,58,075	4.05	1,76,679	5.29
(b)	Other Promoters (Individual)						
	Vandana Bajaj	1,21,271	3.99	40,200	0.63	1,24,766	3.74
	Jaya Bajaj	1,21,119	3.99	2,22,600	3.49	1,40,475	4.21
	Radhika Jatia	13,659	0.45	-	-	13,659	0.41
	Sneha Jatia	12,546	0.41	-	-	12,546	0.38
	Varun Bajaj	2,295	0.08	-	-	2,295	0.07
	Arnav Bajaj	3,814	0.13	-	-	3,814	0.11
	Sunita Mor	1,189	0.04	-	-	1,189	0.04
	Anuradha Gupta	1,545	0.05	-	-	1,545	0.05
(c)	Other Promoters (Corporate)						
	Amrit Banaspati Co. Pvt. Ltd.	17,40,527	57.29	39,92,460	62.65	20,87,697	62.50
	AK Bajaj Investment Pvt. Ltd.	2,07,693	6.84	6,11,840	9.60	2,60,896	7.81
	Amrit Agro Industries Ltd.	2,52,127	8.30	-	-	-	0.00
	Sub-Total	28,47,556	93.72	55,48,400	87.07	30,77,896	92.15
2	Public Shareholder						
(a)	Amrit Corp. Limited	1,90,675	6.28	-	-	1,90,675	5.71
(b)	Amrit Agro Industries Ltd.	-	-	8,23,865	12.93	71,640	2.14
	Sub-Total	1,90,675	6.28	8,23,865	12.93	2,62,315	7.85
	Grand Total	30,38,231	100.00	63,72,265	100.00	33,40,211	100.00

Notes:

- The Scheme provides for:
 - Issue and allotment of one (1) 7% Non-Cumulative, Non Participating, Optionally Convertible Redeemable Preference Shares ("OCRPS") of Rs.10/- each by the Transferee Company for every one (1) equity share of Rs.10/- each held by the shareholders of the Transferor Company;
 - Conversion of OCRPS into equity shares at the option of the shareholders and in case of non-exercise of option, to redeem the OCRPS at a price of Rs.73.60 per OCRPS of Rs.10/- each i.e. at a premium of Rs.63.60 per OCRPS.
- In case all the public shareholders of the Transferor Company opt for conversion of OCRPS into equity shares, the equity holding of the public shareholders in the Transferee Company will increase by 1.57% (i.e. from 6.28% to 7.85%) and reduction of promoter group shareholding in the Transferee Company to that extent;
- In case all the public shareholders of the Transferor Company choose not to convert the OCRPS into equity shares but to redeem the same, there would be dilution of the public shareholding in the Transferee Company by 0.45% and, in turn, increase in promoter group shareholding in the Transferee Company to that extent;
- The existing shareholding of the Transferor Company in the equity shares of the Transferee Company shall stand cancelled in terms of the Scheme;
- Fractions arising out of conversion of OCRPS into equity shares will be consolidated into equity shares and the redemption proceeds will be distributed proportionately.

THIS PAGE IS INTENTIONALLY LEFT BLANK



MUKESH AGGARWAL & CO. CHARTERED ACCOUNTANTS

102-103, IJS Palace, X-320, Delhi Gate Bazar,
Asaf Ali Road, New Delhi- 110002
Tel : 011- 43028025

The Board of Directors
Amrit Agro Industries Limited
CM-28, Ist Floor, Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad-201 009 (U.P.)

We, the Statutory Auditors of Amrit Agro Industries Limited (the "Company") have examined the proposed accounting treatment specified in Clause 7 of Part D of the draft Scheme of Amalgamation of M/s. Amrit Agro Industries Limited ("Transferor Company") with M/s. Amrit Corp. Limited ("Transferee Company") and their respective shareholders (hereinafter referred to as 'the Scheme') in terms of the provisions of section(s) 230 & 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards prescribed u/s 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the companies involved. Our responsibility is only to examine and report whether the Scheme complies with the applicable Accounting Standards as specified u/s 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles in India. Nothing contained in this Certificate nor anything said or done in the course of or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the Statutory Auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Notes on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, in our opinion, the accounting treatment specified in Clause 7 of Part D in the aforesaid draft Scheme of Amalgamation is in compliance with Indian Accounting Standards (Ind - AS) prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) rules, 2014 and Other Generally Accepted Accounting Principles in India.



This Certificate is issued at the request of M/s. Amrit Agro Industries Limited pursuant to the requirements of filing of Scheme of Amalgamation before National Company Law Tribunal, Allahabad Bench, Allahabad.

For Mukesh Aggarwal & Co.
Chartered Accountants
Firm's Registration Number : 011393N

Place : New Delhi
Dated: September 18, 2023



Rishi Mittal
(Rishi Mittal)
Partner
M.No. 521860



MUKESH AGGARWAL & CO.
CHARTERED ACCOUNTANTS

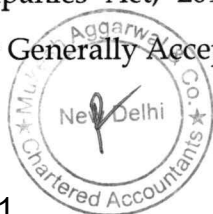
102-103, IJS Palace, X-320, Delhi Gate Bazar,
Asaf Ali Road, New Delhi- 110002
Tel : 011- 43028025

The Board of Directors
Amrit Corp. Limited.
CM-28, 1st Floor, Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad-201 009 (U.P.)

We, the Statutory Auditors of Amrit Corp. Ltd. (the "Company") have examined the proposed accounting treatment specified in Clause 7 of Part D of the draft Scheme of Amalgamation of M/s. Amrit Agro Industries Limited ("Transferor Company") with M/s. Amrit Corp. Limited ("Transferee Company") and their respective shareholders (hereinafter referred to as 'the Scheme') in terms of the provisions of section(s) 230 & 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards prescribed u/s 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the companies involved. Our responsibility is only to examine and report whether the Scheme complies with the applicable Accounting Standards as specified u/s 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles in India. Nothing contained in this Certificate nor anything said or done in the course of or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the Statutory Auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Notes on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, in our opinion, the accounting treatment specified in Clause 7 of Part D in the aforesaid Scheme of Amalgamation is in compliance with Indian Accounting Standards (Ind -AS) prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) rules, 2014 and Other Generally Accepted Accounting Principles in India.



This Certificate is issued at the request of M/s. Amrit Corp. Limited pursuant to the requirements of filing of Scheme of Amalgamation before National Company Law Tribunal, Allahabad Bench, Allahabad.

For Mukesh Aggarwal & Co.
Chartered Accountants
Firm's Registration Number : 011393N

Place : New Delhi
Dated: September 18, 2023



(Rishi Mittal)
Partner
M.No. 521860

UDIN: 23521860 B4XSAV5888