

# AMRIT AGRO INDUSTRIES LTD.

(CIN: U01111UP1985PLC010776)

**Regd. Office:** CM/28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road,  
Ghaziabad-201 009 (U.P.)

**Phone:** 0120-4506900, **Fax No.:** 0120-4506910

**E-mail:** info@amritagro.com, **Website:** www.amritagro.com

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**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF AMRIT AGRO INDUSTRIES LIMITED PURSUANT TO THE ORDER DATED 23RD APRIL, 2019 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH, ALLAHABAD**

<b>Day</b>	:	<b>Tuesday</b>
<b>Date</b>	:	<b>25th June, 2019</b>
<b>Time</b>	:	<b>10.30 a.m.</b>
<b>Venue</b>	:	<b>Gagan Enclave (Community Centre), Amrit Nagar, G.T. Road, Ghaziabad – 201 009, Uttar Pradesh</b>

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH, ALLAHABAD  
COMPANY APPLICATION NO. 96 OF 2019  
IN THE MATTER OF THE COMPANIES ACT, 2013**

**AND**

**APPLICATION UNDER SECTION 230 TO 232, SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT,  
2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS & AMALGAMATIONS) RULES, 2016.**

**AND**

**IN THE MATTER OF SCHEME OF ARRANGEMENT**

**BETWEEN**

**M/S. AMRIT AGRO INDUSTRIES LIMITED, (Transferor Company/ Applicant Company-I)**

**AND**

**M/S. AMRIT BANASPATI COMPANY PRIVATE LIMITED, (Transferee Company/ Applicant Company-II)**

**And**

**THEIR RESPECTIVE SHAREHOLDERS**

**AMRIT AGRO INDUSTRIES LIMITED** (CIN: U01111UP1985PLC010776), a limited company incorporated under the provisions of the Companies Act, 1956, having its Registered Office CM/28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.)

--- (**"APPLICANT COMPANY"**)

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF AMRIT AGRO INDUSTRIES LIMITED PURSUANT TO THE ORDER DATED 23RD APRIL, 2019 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH, ALLAHABAD**

To,

All the Equity Shareholders of Amrit Agro Industries Limited,

**NOTICE** is hereby given that by an Order dated 23rd April, 2019, the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad has directed that a meeting of the Equity Shareholders of the Applicant Transferor Company, AMRIT AGRO INDUSTRIES LIMITED, be held at Community Centre, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.) on Tuesday, the 25th day of June, 2019 at 10.30 a.m. to consider, and if thought fit, to approve, with or without modification(s), the proposed Scheme of Arrangement between Amrit Agro Industries Limited ("Transferor Company" or "AAIL") and Amrit Banaspati Company Private Limited ("Transferee Company" or "ABCPL") and their respective shareholders ("the Scheme") pursuant to Sections 230, 232 and 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 and to pass with or without modifications, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time-being in force), the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016 and subject to the sanction of the Scheme of Arrangement between Amrit Agro Industries Limited ("Transferor Company" or "AAIL") and Amrit Banaspati Company Private Limited ("Transferee Company" or "ABCPL") and their respective shareholders (the "Scheme") by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad and subject to such other approvals, permissions and sanctions of the regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad or by any other regulatory or other authorities while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted by the Board to exercise its powers or any Director or individuals delegated with the powers necessary for the purpose, including the powers conferred by this Resolution), the proposed Scheme placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, 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 may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad while sanctioning the

Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

**Take further notice** that in pursuance of the said Order, a meeting of the Equity Shareholders of the Applicant Transferor Company, Amrit Agro Industries Limited, will be held at Community Centre, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.) on Tuesday, the 25th day of June, 2019 at 10.30 a.m. at which place, date & time, you are requested to attend.

**Take further notice** that you may attend and vote at the said meeting in person or by Proxy provided that a Proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the Registered Office of the Applicant Company at CM-28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.), not later than 48 hours before the time of the aforesaid meeting.

The Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad has appointed Shri Diptiman Singh, Advocate, as Chairman, Dr. Pawan Jaiswal, PCMA, as Alternate Chairman and Mr. Ram Kumar Mishra, Chartered Accountant, as Scrutinizer of the said meeting.

A copy each of the Scheme of Arrangement, the Explanatory Statement under Section 230(3) read with section 102 of the Companies Act, 2013, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with Attendance Slip and Form of Proxy are enclosed. Copy of the Scheme and the statement under Section 230(3) can also be obtained free of charge from the Registered Office of the Applicant Company at CM-28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.) or at the office of its Authorized Representative, Anil Kumar, Company Secretary in Practice, U-21, Ground Floor, Sangam Place, Civil Lines, Allahabad-211001 (U.P.).

In compliance with the provisions of (a) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (b) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (c) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Applicant Company has provided the facility of voting by postal ballot and e-voting so as to enable all the equity shareholders of the Company, to consider and approve the Scheme by way of the aforesaid resolution. The Applicant Company has also provided the facility of ballot/polling paper at the venue of the meeting.

Accordingly, you may cast your vote either through postal ballot or through e-voting or through ballot/polling paper at the venue of the meeting. It is clarified that casting of votes by e-voting or postal ballot does not disentitle members from attending the meeting. However, the members who have cast their votes by e-voting or postal ballot will not be eligible to cast their votes at the meeting. The shareholders may refer to the Notes to this Notice for further details on postal ballot and e-voting. It is further clarified that votes may be cast personally or by proxy at the meeting as provided in the notice. The shareholders desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed in the enclosed postal ballot form and return the postal ballot form duly completed in the attached self-addressed postage prepaid Business Reply Envelope, so as to reach the Scrutinizer for the meeting appointed by NCLT, Shri Ram Kumar Mishra, Chartered Accountant, not later than 5:00 p.m. on Monday, 24th June, 2019. If any postal ballot is received after 5:00 p.m. on Monday, 24th June, 2019, it will be considered that no reply from the equity shareholder has been received.

The scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of NCLT.

Dated this 10th day of May, 2019

Registered Office:

CM/28, 1st Floor, Gagan Enclave,  
Amrit Nagar, G.T. Road,  
Ghaziabad-201 009 (U.P.)



**(Diptiman Singh), Advocate**

Chairperson appointed for the meeting

**NOTES**

1. All alterations made in the Form of Proxy should be initialed.
2. Only registered Equity Shareholders of the Applicant Company may attend and vote (either in person or by proxy or by authorized representative under Sections 112 and 113 of the Companies Act, 2013) at the Equity Shareholders' meeting. The authorized representative of a body corporate which is a registered Equity Shareholder of the Applicant Company may attend and vote at the Equity Shareholders' meeting provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the Equity Shareholders' meeting, is deposited at the Registered Office of the Applicant Company not later than 48 hours before the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and such Proxy need not be a member of the Applicant Company. The instrument appointing a proxy, in order to be effective, must be

deposited at the registered office of the Company, duly completed, stamped and signed, not less than 48 (forty – eight) hours before the scheduled time for holding the meeting. A blank proxy form is annexed to this Notice and can also be obtained free of charge from the registered office of the Company or at the office of its Authorised Representative, Anil Kumar, Company Secretary in Practice, U-21, Ground Floor, Sangam Place, Civil Lines, Allahabad-211001 (U.P.).

4. A person can act as a proxy on behalf of shareholders not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Applicant Company carrying voting rights. A shareholder holding more than 10% of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The Proxy(ies) should carry any of their identity proof i.e. a Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card or such other proof at the venue of the Meeting.
6. A registered equity shareholder or his Proxy or authorized representative is requested to bring copy of the notice to the Meeting and produce the attendance slip duly completed and signed at the entrance of the Meeting venue.
7. Shareholders who hold shares in dematerialized form are requested to produce their Client ID and DP ID for easy identification of attendance at the Meeting.
8. Shareholders are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
9. The notice is being sent to all equity shareholders, whose name appeared in the register of members/beneficial owners as on date of order i.e. 23rd April, 2019 as well as to those equity shareholders, whose name appeared in the register of members/beneficial owners as on the cut-off date i.e. 15th May, 2019. This notice of the meeting of the equity shareholders of the Applicant Company is also displayed / posted on the website of the Applicant Company [www.amritagro.com](http://www.amritagro.com) and on website of NSDL at [www.nSDL.com](http://www.nSDL.com).
10. The equity shareholders of the Applicant Company to whom the notice is sent (as mentioned above) and whose names appear in the records of the Applicant Company as on 15th May, 2019 shall be eligible to attend and vote at the meeting of the equity shareholders of the Applicant Company either in person or by proxies or cast their votes either through postal ballot or by using e-voting facility.
11. In compliance with the NCLT Order, the provisions of Section 230(4) read with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Applicant Company has provided the facility to the shareholders to cast their votes either by way of remote e-voting facility or postal ballot, prior to the Meeting or by way of ballot paper at the venue of the Meeting.
12. The equity shareholders holding equity shares as on 15th May, 2019, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
13. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders as on 15th May, 2019. Persons who are not equity shareholders of the Applicant Company as on the cut-off date i.e. 15th May, 2019 should treat this notice for information purposes only.
14. In accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013, the Scheme of Arrangement shall be acted upon only if a majority in number representing three fourths in value of the equity shareholders of the Applicant Company, voting in person or by proxy or by authorized representative, agree to the Scheme of Arrangement.
15. The Voting period for remote e-voting shall commence on and from **Sunday, 26th May, 2019 at 9:00 a.m. IST and shall end on Monday, 24th June, 2019 at 5:00 p.m. IST (Inclusive of both the days).**
16. It is clarified that votes may be cast by shareholders by remote e-voting and casting of votes by remote e-voting does not disentitle them or their proxies or authorized representatives from attending the Meeting. The shareholder or his/her proxy or its authorized representatives shall not be allowed to vote again at the Meeting, if such shareholder has exercised his/her right to vote through remote e-voting.
17. The Hon’ble National Company Law Tribunal, Allahabad Bench, Allahabad has appointed Shri Diptiman Singh, Advocate, as Chairman, Dr. Pawan Jaiswal, PCMA, as Alternate Chairman and Mr. Ram Kumar Mishra, Chartered Accountant, as scrutinizer of the said meeting. The NCLT appointed Scrutinizer will scrutinize the voting by postal ballot, remote e-voting and ballot paper at the venue of the Meeting.
18. The shareholders desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed in the enclosed postal ballot form and return the postal ballot form duly completed in the attached self-addressed postage prepaid Business Reply Envelope, so as to reach the Scrutinizer for the meeting appointed by NCLT, Shri Ram Kumar Mishra, Chartered Accountant, not later than 5:00 p.m. on Monday, 24th June, 2019 at the following address:

Mr. Ram Kumar Mishra,  
Scrutinizer, (Amrit Agro Industries Limited)

C/o – MAS Services Limited  
T-34, 2nd Floor, Okhla Industrial Area  
Phase – II, New Delhi – 110 020

19. The Scrutinizer will submit his consolidated report to the Chairman of the Meeting after scrutinizing the voting made by members/proxies through postal ballot, remote e-voting and ballot paper at the venue of the Meeting. The result of the voting on the above Resolution shall be announced by the Chairman of the Meeting or any person authorized by him within forty eight hours of the conclusion of the Meeting. The results will be posted on the website of the Applicant Company at [www.amritagro.com](http://www.amritagro.com) and on the notice board of the Applicant Company at its Registered Office.
20. Relevant documents referred in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Applicant Company on all working days, except Saturdays and Sundays, between 11:00 a.m. IST and 1:00 p.m. IST upto the date of the Meeting and at the Meeting during the Meeting hours.
21. Any queries/grievances pertaining to voting by remote e-voting process can be addressed to Mr. P. K. Das, Authorised Representative of the Applicant Company, at CM-28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.) or by sending an e-mail at [info@amritagro.com](mailto:info@amritagro.com).
22. **Voting through Remote E-voting:**
  - A. In accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Applicant Company is pleased to provide facility to its members, to cast their vote electronically for the resolution proposed at the NCLT Convened Meeting of equity shareholders of the Applicant Company. The Applicant Company has appointed NSDL to provide remote e-voting to its shareholders.
  - B. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Applicant Company held by them as on May 15, 2019, being the cut-off date.
  - C. The remote e-voting period commences on Sunday, 26th May, 2019 at 9:00 a.m. IST and shall end on Monday, 24th June, 2019 at 05:00 pm. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 15, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - D. The instructions for shareholders voting through remote e-voting are as under:
    - I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
      - a. Open e-mail and open PDF file viz."AAIL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
      - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
      - c. Click on Shareholder-Login.
      - d. Put user ID and password as initial password noted in step (a) above. Click Login.
      - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
      - g. Select "EVEN" of "**Amrit Agro Industries Limited**".
      - h. Now you are ready for remote e-voting as Cast Vote page opens.
      - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
      - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
      - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
      - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cqramkumarmishra@gmail.com](mailto:cqramkumarmishra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
    - II. **In case of Members receiving Physical copy of Notice (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
      - a. User ID and initial password are provided at the bottom of Postal Ballot Form.
      - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
  - E. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- F. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- G. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- H. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of May 15, 2019.
- I. Shareholders who forgot the User Details/ Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - a. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
  - b. In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- J. A member may participate in the NCLT convened Meeting of the Shareholders even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the said meeting.
- K. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.
- L. Mr. Ram Kumar Mishra, Chartered Accountant has been appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- M. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH, ALLAHABAD  
COMPANY APPLICATION NO. 96 OF 2019  
IN THE MATTER OF THE COMPANIES ACT, 2013  
AND**

**APPLICATION UNDER SECTION 230 TO 232, SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT,  
2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS & AMALGAMATIONS) RULES, 2016.**

AND  
IN THE MATTER OF SCHEME OF ARRANGEMENT  
BETWEEN

**M/S. AMRIT AGRO INDUSTRIES LIMITED, (Transferor Company/ Applicant Company-I)**

AND

**M/S. AMRIT BANASPATI COMPANY PRIVATE LIMITED, (Transferee Company/ Applicant Company-II)**

And

**THEIR RESPECTIVE SHAREHOLDERS**

**AMRIT AGRO INDUSTRIES LIMITED** (CIN: U01111UP1985PLC010776), a limited company incorporated under the provisions of the Companies Act, 1956, having its Registered Office CM/28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.)

--- (“**APPLICANT COMPANY**”)

**EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 102 OF THE COMPANIES ACT, 2013 AND READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF AMRIT AGRO INDUSTRIES LIMITED**

1. Pursuant to an Order dated 23rd April, 2019 passed by the Hon’ble National Company Law Tribunal, Allahabad Bench, Allahabad, in the Company Application referred to hereinabove, a meeting of the Equity Shareholders of Amrit Agro Industries Limited is being convened and held at Gagan Enclave, (Community Centre), Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.) on Tuesday, the 25th day of June, 2019 at 10.30 a.m. for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Amrit Agro Industries Limited (“Transferor Company” or “Applicant Company - I”) and Amrit Banaspati Company Private Limited (“Transferee Company” or “Applicant Company - II”) and their respective Shareholders (“the Scheme”). The other definitions contained in the Scheme will also apply to the Explanatory Statement.

2. A copy of the Scheme setting out in detail the terms and conditions of the amalgamation and other arrangements, which has been duly approved by all the Directors in the meeting of the Board of Directors of the Applicant Company held on 18th March, 2019 is attached to this Explanatory Statement.

**3. Background of the Companies:**

**3.1 Amrit Agro Industries Ltd.**

- (a) Amrit Agro Industries Limited, the Transferor Company/Applicant Company – I, having CIN: U01111UP1985PLC010776 and PAN: AAACA0374N was incorporated on 09.09.1985 as a limited company under the name and style “Hindustan Proteins Ltd.”. The name of the Company was changed to “Amrit Agro Industries Ltd.” on 7th January, 1988, to “Uncle Chipps Company Ltd.” on 4th October, 1986, again to “Amrit Agro Industries Ltd.” from 17th October, 2000.
- (b) The Registered Office of the Transferor Company is situated at CM-28, 1st Floor, Gagan Enclave, Amrit Nagar, GT Road, Ghaziabad, 201009, in the State of Uttar Pradesh.
- (c) The Authorized, Issued, Subscribed and Paid up Share Capital of the Transferor Company as on 30.04.2019 is as under:

Particulars	Rs.	Rs.
<b><u>Authorised Share Capital</u></b>		
70,00,000 Equity Shares of Rs. 10/- each	7,00,00,000	
15,00,000 - 7% Redeemable Preference Shares of Rs. 10/- each.	<u>1,50,00,000</u>	<b>8,50,00,000</b>
<b><u>Issued, Subscribed and Paid-up Share Capital:</u></b>		
30,00,000 Equity Shares of Rs. 10/- each	<u>3,00,00,000</u>	<b>3,00,00,000</b>

There has been no changes in the Authorized, Issued, Subscribed and Paid up Share Capital after 30.04.2019.



- (d) The Transferor Company is an unlisted company. The Shareholding Pattern of the Transferor Company as on 30.04.2019 is as follows:

S. No.	Category of Shareholders	No. of Shareholders	No. of Shares	% of Shares
1.	Promoters	9	22,52,110	75.07
2.	Others – Public Shareholders	2798	7,47,890	24.93
<b>TOTAL</b>		<b>2807</b>	<b>30,00,000</b>	<b>100.00</b>

- (e) Details of Promoters and Directors of Applicant Company:

**Details of the Promoters**

S. No.	Name of Promoters & Address
1.	<b>Shri Naresh Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
2.	<b>Shri Vikram Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
3.	<b>Smt. Jaya Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
4.	<b>M/s Amrit Banaspati Company Private Limited</b> A-95, Sector-65, Noida – 201309 (UP)
5.	<b>M/s V.K.Bajaj Investment Private Limited</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
6.	<b>M/s A.K.Bajaj Investment Private Limited</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
7.	<b>M/s Olympus Overseas Limited</b> CM- 28, First Floor, Gagan Enclave, Amrit Nagar, G. T. Road, Ghaziabad – 201009 (U.P.)
8.	<b>Smt. Vandana Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
9.	<b>Shri Ashwini Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)

**Directors**

S. No.	Name of Directors & Address	DIN
1.	<b>Shri Naresh Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)	00026221
2.	<b>Shri Vikram Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)	00026236
3.	<b>Shri Alok Mathur</b> C/O Bansilal & Sons, 3, G. T. Road, Sahibabad, Ghaziabad- 201005 (UP)	00034815
4.	<b>Shri Sundeep Aggarwal</b> 23, Loni Road, Mohan Nagar, Ghaziabad – 201 007 (UP)	00056690
5.	<b>Smt. Jaya Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)	03341936

- (f) The equity shares of the Transferor Company were listed with Delhi Stock Exchange Ltd., U.P. Stock Exchange Ltd. and Ludhiana Stock Exchange Ltd. All the above three stock exchanges have become non-operational and are derecognized now in terms of Securities & Exchange Board of India (SEBI) circular dated May 30, 2012. SEBI, vide its circulars No. CIR/MRD/DSA/14/2012 dated May 30, 2012, No. CIR/MRD/DSA/18/2014 dated May 22, 2014, No. CIR/MRD/DSA/05/2015 dated April 17, 2015 and No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 inter-alia, stated that the companies exclusively listed on the non-operational/de-recognized stock exchanges which fail to obtain listing in any other nationwide stock exchange will cease to be listed companies and will be moved to the Dissemination Board. Consequently, the Transferor Company was moved to the Dissemination Board of NSE Limited. The above circulars also provide that an exit opportunity be given to the shareholders. In accordance with the provisions of SEBI Circular dated October 10, 2016, one of the Promoters of the Company, Amrit Banaspati Company Private Limited (ABCPL) provided Exit Offer to buy back the equity shares from the public shareholders of the Company, at the fair value of Rs.67/- per equity share of Rs.10/- each. The fair value was determined by the NSE empanelled Independent Valuer, M/s SSPA & Co., Chartered Accountants, Mumbai. The exit offer opened on June 08, 2017 and closed on June 17, 2017. Thereafter the exit window of one year was provided to the shareholders for tendering their shares for buy-back. The exit window closed on June 16, 2018. Pursuant to the exit offer and subsequently, the Public Shareholders tendered 3,26,113 Equity Shares of the Company for buy-back and ABCPL paid Rs. 218.50 lakhs towards purchase consideration for the same.

- (g) In terms of circular no. 1237/2017 dated 28.12.2017 issued by National Stock Exchange of India Limited (NSE), the name of the Company has been removed from the Dissemination Board of NSE w.e.f. 02.01.2018 and, therefore, the status of the Company changed to “**Unlisted Public Company**”.
- (h) The Applicant Company-/ Transferor Company does not have any unsecured creditor as on March 18, 2019.
- (i) The Transferor Company is carrying on the business of trading in commodities and other food/industrial items and holding investment in the Group companies. The main objects of AAIL as set out in its Memorandum of Association are as under:
1. 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.
  2. 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, emulsy fites, oiled, de-oiled cakes, refined oil, hydrogenated oils (vanaspati).
  3. 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.
  4. 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.

### 3.2 Amrit Banaspati Company Private Limited

- (a) Amrit Banaspati Company Private Limited, the Transferee Company/Applicant Company – II, having CIN: U51909UP1985PTC056366 and PAN: AABCA6485H was incorporated on 28.03.1985 under the name and style Amrit Enterprises Ltd. as a limited Company vide certificate of incorporation issued by the Registrar of Companies, Punjab, H.P. & Haryana at Jalandhar, Punjab. The name of the Transferee Company was later on changed to Amrit Banaspati Company Limited vide fresh certificate of incorporation dated 02.08.2007 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. The Applicant Company No. – II was converted into a private limited company and fresh certificate of Incorporation was issued by the registrar of Companies, Kanpur on 01.11.2017.
- (b) The Registered Office of the Transferee Company is situated at A-95, Sector-65, Noida – 201 309 , in the State of Uttar Pradesh.
- (c) The Authorized, Issued, Subscribed and Paid up Share Capital of the Transferee Company as on 30.04.2019 is as under:

Particulars	Rs.	Rs.
<b>Authorised Share Capital</b>		
2,25,20,000 Equity Shares of Rs. 10/- each	22,52,00,000	
30,00,000 - 7% Redeemable Preference Shares of Rs. 10/- each.	<u>3,00,00,000</u>	<b>25,52,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital:</b>		
95,51,687 Equity Shares of Rs. 10/- each	<u>9,55,16,870</u>	<b>9,55,16,870</b>

There has been no changes in the Authorized, Issued, Subscribed and Paid up Share Capital after 30.04.2019.

- (d) The Transferee Company is not listed on any stock exchange. The Shareholding Pattern of the Transferee Company as on 30.04.2019 is as follows:

S. No.	Category of Shareholders	No. of Shareholders	No. of Shares	% of Shares
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1.	Promoters-Equity Shareholder	17	95,51,687	100.00%
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(e) Details of Promoters and Directors of Transferee Company:

**Details of the Promoters**

S. No.	Name of Promoters & Address
1.	<b>Shri Naresh Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
2.	<b>Shri Ashwini Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
3.	<b>Shri Vikram Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
4.	<b>Smt. Vandana Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
5.	<b>Smt. Jaya Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)
6.	<b>M/s Amrit Corp. Limited</b> CM- 28, First Floor, Gagan Enclave, Amrit Nagar, G. T. Road, Ghaziabad – 201009 (U.P.)

**Directors**

S. No.	Name of Directors & Address	DIN
1.	<b>Shri Naresh Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)	00026221
2.	<b>Shri Ashwini Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)	00026247
3.	<b>Shri Vikram Kumar Bajaj</b> 56, Model Town, G.T. Road, Ghaziabad- 201001 (UP)	00026236
4.	<b>Shri Jagdish Chand Rana</b> B-1701, 17th Floor, Prateek Stylome, T-B, Pl. GH-04/B, Sector-45, Noida-201301 (UP)	00026190

(f) The Transferee Company has one unsecured creditor amounting to Rs. 4,65,00,000 as on 18.03.2019.

(g) The Transferee Company is carrying on the business of trading in commodities and other food/industrial items and holding investment in the Group companies. The main objects of ABCPL as set out in its Memorandum of Association are as under:

- To carry on the business of and dealers in chemicals, fertilisers, pesticides, heavy chemicals, alkalies, acids, essences, pharmaceutical, medicine, chemicals, industrial alcohols, acetones, and other organic compounds of carbon and hydrogen (Hydro Carbons), dyes and dye intermediates, drugs and drug 'Intermediates, cosmetic products, non-edible oil products, mineral and other waters, organic or mineral intermediates for paints and colour grinders, makers of and dealers in salts and marine minerals and their derivatives, hocculants and polymers of all kinds and description and/or their compounds and derivatives of all kinds and description.
- To manufacture, refine, prepare, treat, purchase, sell, import, export, store, distribute or otherwise deal in either as principals or as agents or in collaboration with others all or any of followings, viz., rice bran, oils, cakes and seeds, nuts, soyabean and its products, soaps, deoiled brans and cakes.
- To carry on the business of manufacturers, importers, exporters and dealers in all kinds and classes of paper, board, Husk board, corrugating medium and pulp including writing paper, printing, absorbent tissue, newsprint paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank and bond paper, badami, brown or buff paper, bible paper, cartridge paper, cloth lined paper, azurelaid and wove paper, cream laid and wove paper, grease proof paper, gummed paper, handmade paper parchment paper, drawing paper, kraft paper, manila paper, envelope paper, sensitised paper, chemically treated paper, paste board, duplex and triplex board, hard board, ply wood board, post cards, visiting cards, soda pulp, sulphite pulp, semi-chemical pulp and all kinds of articles in the manufacture of which in any form paper, board or pulp is used and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and to purchase or otherwise acquire, settle, or improve and cultivate, forests, lands and properties of any tenure whatsoever with a view to producing, cultivating, growing timber, bamboo and other wood.
- To carry on business of civil, mechanical, electrical and consulting engineers, agricultural engineers, aeronautical engineers, aviation engineers, construction engineers and engineers in all branches of work whatsoever known to engineering, erectors, mechanics, manufacturers of agricultural implements and any other kind of machinery which is used for the purpose of agriculture or for any other purpose whatsoever and/or any part thereof or accessories thereto; founders; manufacturers of welding appliances and of all or any parts thereof or accessories thereto; boiler makers; millwrights; wire drawers, tube makers, iron and steel converters; smiths, wheelwrights, wood workers, metallurgists, galvanizers, japanners, enamellers, electroplaters, silver-platers, nickelplaters, varnishers, vulcanisers water supply

and hydraulic engineers, marine engineers, -motor engineers, painters and packing case makers; manufacturers of all other instruments used in or in connection with any of the above business: and of motors, machinery and scientific appliances, apparatus and devices of every description whatsoever: rolling stock, timber goods, iron, steel and other metal implements, tools, utensils.

5. To manufacture, deal, buy, sell, trade on lease or otherwise acquire, import, export, exchange or otherwise deals in all kinds of vegetable ghee, vegetable oils including all kinds of refined & filtered oils & fats, oil-cakes, chemicals, soaps, cattle feed and to carry on any other business (manufacturing or otherwise) or which may seem to the company 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 or to increase the profit of the company.
6. 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 of material as may be permissible under trade policy and to act as a recognized trading house and/or export house.

#### **4. Background of the Scheme**

The proposed Scheme provides for:

- (a) Reorganization of the Share Capital of the Transferor Company by providing second exit opportunity to the remaining Public Shareholders, who could not avail the first exit opportunity provided by the promoters of the Transferor Company for one reason or another, by way of issue and allotment of 7% Redeemable Preference Shares ('RPS') to the remaining Public Shareholders of the Transferor Company and redemption thereof as provided in the Scheme;
- (b) Issue and allotment of shares by the Transferee Company to the shareholders of the Transferor Company as per fair exchange ratio in consideration of the transfer and vesting of the assets and liabilities of the transferor Company with the Transferee Company;
- (c) Cancellation of (i) the investments held by the Transferee Company and the Transferor Company in the form of equity shares of Transferor Company and Transferee Company respectively and (ii) unsecured loan given by the Transferor Company to the Transferee Company;
- (d) Conversion of the Transferee Company into public company and consequent change of the name of the Transferee Company by deleting the word 'Private' from its name;
- (e) Dissolution of the Transferor Company without winding-up; and
- (f) Various other matters, consequential, supplemental and/or otherwise integrally connected herewith.

#### **5. Rationale of the Scheme**

- A. Both the Transferor and the Transferee Companies are engaged in the same business activities i.e. trading of commodities & other products and holding of investments in Group companies as well as in other financial instruments. Both the companies have been promoted by the same promoters. The merger of AAIL with ABCPL would result in following benefits:
  - i) Enable the two companies to consolidate their business operations and provide significant impetus to their growth since both the companies are engaged in the similar areas of business;
  - ii) Result in enhancing the scale of operations and reduction in overheads, administrative, managerial and other expenditure, operational rationalization, organizational efficiency, and optimal utilization of various resources;
  - iii) Result in improved shareholder value for both the companies by way of improved financial structure and cash flows, increased asset base and stronger consolidated revenue and profitability;
  - iv) Consolidation of managerial expertise of the companies will facilitate greater focus and utilization of resources.
- B. The equity shares of the Transferor Company were listed with Delhi Stock Exchange Ltd., U.P. Stock Exchange Ltd. and Ludhiana Stock Exchange Ltd. All the above three stock exchanges have become non-operational and are derecognized now in terms of Securities & Exchange Board of India (SEBI) circular dated May 30, 2012. SEBI, vide its circulars No. CIR/MRD/DSA/14/2012 dated May 30, 2012, No. CIR/MRD/DSA/18/2014 dated May 22, 2014, No. CIR/MRD/DSA/05/2015 dated April 17, 2015 and No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 inter-alia, stated that the companies exclusively listed on the non-operational/de-recognized stock exchanges which fail to obtain listing in any other nationwide stock exchange will cease to be listed companies and will be moved to the Dissemination Board. Consequently, the Transferor Company was moved to the Dissemination Board of NSE Limited. The above circulars also provide that an exit opportunity be given to the shareholders. In accordance with the provisions of SEBI Circular dated October 10, 2016, one of the Promoters of the Company, Amrit Banaspati Company Private Limited (ABCPL) provided Exit Offer to buy back the equity shares from the public shareholders of the Company, at the fair value of Rs.67/- per equity share of Rs.10/- each.

The fair value was determined by the NSE empanelled Independent Valuer, M/s SSPA & Co., Chartered Accountants, Mumbai. The exit offer opened on June 08, 2017 and closed on June 17, 2017. Thereafter the exit window of one year was provided to the shareholders for tendering their shares for buy-back. The exit window closed on June 16, 2018. Pursuant to the exit offer and subsequently, the Public Shareholders tendered 3,26,113 Equity Shares of the Company for buy-back and ABCPL paid Rs. 218.50 lakhs towards purchase consideration for the same.

- C. In terms of circular no. 1237/2017 dated 28.12.2017 issued by National Stock Exchange of India Limited (NSE), the name of the Company has been removed from the Dissemination Board of NSE w.e.f. 02.01.2018 and, therefore, the status of the Company changed to **“Unlisted Public Company”**.
- D. Presently, 75.07% of the paid-up equity share capital of the Transferor Company is held by the promoters and balance 24.93% is held by 2,798 numbers of public shareholders. Majority of the public shareholders hold 100/200 shares each. Since all the public shareholders of the Transferor Company could not tender their equity shares for buy-back, it is proposed through this scheme to provide another opportunity to the said remaining public shareholders. The equity shares of the Transferor Company are not traded in the stock exchanges and, therefore, it is difficult for such public shareholders to find buyers for their equity shares and neither buyer nor seller have reference of fair price/value per equity share at which they may buy or sell the shares.
- E. Under the Scheme, it is proposed to issue Redeemable Preference Shares to the Public Shareholders of the Transferor Company equivalent to the Fair Value of the equity shares of the Transferor Company as determined by an Independent Valuer, M/s SSPA & Co., Chartered Accountants, Mumbai based on the latest financials of the Transferor Company. On the basis of the fair value per equity share of the Transferor Company, the Valuer has recommended that, 8 Nos. – 7% Redeemable Preference Shares be issued to Public Shareholders of the Transferor Company for every 1 (one) fully Paid-Up Equity Share of the face value of Rs.10/- each held by the Public Shareholders on the Record Date for reorganization of the share capital of the Transferor Company. These preference shares will be redeemed at par not later than one year from the date of allotment. The Public Shareholders will thus get a Fair Value of their equity shares and the reduction in the number of shareholders of the Transferee Company will also reduce the cost involved in handling and servicing large number of Public Shareholders.
- F. In view of the above, the Board of Directors of both the Transferee and the Transferor 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.

## 6. Salient features of the Scheme

The salient features of the Scheme are as follows:

- (a) The Scheme shall take effect from 1st April, 2019 or such other date as the National Company Law Tribunal may direct (the “Appointed Date”);
- (b) **“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 9.5, 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;

- (c) 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.
- (d) 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, act or deed shall
  - (i) issue and allot 25 (Twenty Five) equity shares of Rs. 10/- each fully paid up of the Transferee Company for every 64 (Sixty Four) equity shares of Rs. 10/- each fully paid up of the Transferor Company held by the equity shareholders (i.e. Promoters of the Company, other than the Public Shareholders), 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, as per the “Share Exchange Ratio” determined by SSPA & Co., Chartered Accountants, Mumbai; and

- (ii) issue and allot - 7% Redeemable Preference Share of Rs. 10/- each, on the terms and conditions given hereunder, to the Public Shareholders of the Transferor Company, other than the Promoters issued by the Transferor Company i.e. for 1 (one) equity share of Rs. 10/- each of the Transferor Company, the Transferee Company will eventually issue and allot 8 (eight) – 7 % preference Shares of Rs. 10/- each, to the public shareholders 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.

The terms and conditions for issue of 7% Redeemable Preference Shares (“RPS”) shall be as under:-

Dividend Rate of RPS	7% on RPS of the face value of Rs. 10/- each.
Tenure of RPS	Not later than 1 (one) Year from the date of allotment, at the discretion of ABCPL
Listing of RPS	The RPS shall not be listed on any Stock Exchange.
Redemption terms of RPS	The Redeemable Preference Shares would be redeemed at par. The redemption proceeds together with dividend @ 7% will be given to all the preference shareholders not later than one (1) year from the date of allotment, as the Board of Directors may decide.

- (e) Upon coming into effect of the Scheme, all the employees of the Transferor Company shall become the employees of the Transferee Company without interruption in their services and on terms not less favourable to them as applicable before such transfer;
- (f) All proceedings pending by or against the Transferor Company shall be transferred to and vested in the Transferee Company and may be enforceable by or against the Transferee Company only.
- (g) With effect from the Appointed Date and until the Scheme is sanctioned and transfers effected as aforesaid, the Transferor Company shall carry on its businesses in usual course and shall be deemed to be carrying the said business for and on behalf of ABCPL, the Transferee Company, with effect from the Appointed Date.

**Please note that the features set out above are only the salient features of the Scheme. The Shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.**

## 7. Board Meeting, Valuation Report and Exchange Ratio

- (a) The proposed Scheme has been approved by the Board of Directors of the Applicant Company at the meeting held on 18.03.2019. The Board of Directors took into account the recommendations on the Share Exchange Ratio given by M/s SSPA & Co., Chartered Accountants, Mumbai;
- (b) Upon the Scheme becoming operative and before giving effect to the other parts of the Scheme, an exit opportunity will be provided to the Public Shareholders by way of re-organization of Transferor Company's share capital by way of deemed issue and allotment of redeemable preference shares to the Public Shareholders equivalent to the Fair Value of the equity shares of the Transferor Company as determined by an Independent Valuer, M/s. SSPA & Co., Chartered Accountants, Mumbai based on the latest financials of the Transferor Company. On the basis of the Fair Value of each equity share of the Transferor Company, the Independent Valuer has recommended that 8 Nos. – 7% Redeemable Preference Shares be issued to Public Shareholders of the Transferor Company for every 1 (one) fully Paid-Up Equity Share of the face value of Rs.10/- held by the Public Shareholders on the Record Date for reorganization of the share capital of the Transferor Company by way of deemed allotment. These preference shares will be redeemed at par not later than one year from the date of allotment. The redemption proceeds reflect the fair value of the equity shares held by the Public Shareholders and the same together with dividend @ 7% will be sent to all the preference shareholders of the Transferor Company after the Record Date for redemption of preference shares without any further application, act or deed on the part of the preference shareholder.
- (c) 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, act or deed shall
- (i) issue and allot 25 (Twenty Five) equity shares of Rs. 10/- each fully paid up of the Transferee Company for every 64 (Sixty Four) equity shares of Rs. 10/- each fully paid up of the Transferor Company held by the equity shareholders (i.e. Promoters of the Company, other than the Public Shareholders), 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, as per the “Share Exchange Ratio” determined by SSPA & Co., Chartered Accountants, Mumbai; and
- (ii) issue and allot 1 (one) - 7% Redeemable Preference Share of Rs. 10/- each fully paid-up, on the terms and conditions given hereunder, to the Public Shareholders of the Transferor Company, other than the Promoters, for every 1

(one) – 7% Redeemable Preference Share of Transferor Company of Rs. 10/- each fully paid up issued to the public shareholders by way of re-organisation of its share capital i.e. for 1 (one) equity share of Rs. 10/- each of the Transferor Company, the Transferee Company will eventually issue and allot 8 (eight) – 7 % preference Shares of Rs. 10/- each, to the public shareholders 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.

- (d) Based on the aforesaid advice/opinion and on the basis of the independent judgment and evaluation, the Board of Directors of the Applicant Company has come to the conclusion that Share Exchange Ratio recommended by the independent valuer are fair and reasonable.

## 8. Conversion of Transferee Company into Public company

Upon issue and allotment of 7% RPS to the public shareholders of the Transferor Company by the Transferee Company, the number of members of the Transferee Company will increase beyond the maximum number of members prescribed for a private company under the Act. The Transferee Company shall, therefore, become public company for the purpose of compliance of the provisions of the Act and the Rules made thereunder.

## 9. Capital Structure Pre and Post Amalgamation

Pre and Post amalgamation capital structure of ABCPL is as follows:

S. No.	Particulars	Pre-Amalgamation as on March 31, 2019		Post-Amalgamation	
		No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
A.	<b>*Authorized Share Capital</b>				
	Equity shares of Rs.10/- each	2,25,20,000	22,52,00,000	2,95,20,000	29,52,00,000
	7% Redeemable Preference Shares of Rs.10/- each	30,00,000	3,00,00,000	90,00,000	9,00,00,000
	<b>Total Authorized Share Capital</b>		<b>25,52,00,000</b>		<b>38,52,00,000</b>
B.	<b>Issued, Subscribed &amp; Paid Up Share Capital</b>				
	Equity shares of Rs.10/- each	95,51,687	9,55,16,870	96,76,425	9,67,64,250
	7% Redeemable Preference Shares of Rs.10/- each	-	-	59,83,120	5,98,31,200
	<b>Total Issued, Subscribed &amp; Paid Up Share Capital</b>		<b>9,55,16,870</b>		<b>15,65,95,450</b>

\* Authorised Share Capital - The preference Share Capital of the Transferor Company is being raised to Rs. 6,00,00,000/- by creation of 45,00,000, - 7% Redeemable Preference Share of Rs. 10/- each to facilitate re-organisation of the share capital, as provided in the Scheme.

## 10. Extent of shareholding of Directors and Key Managerial Personnel

- (a) Mr. Naresh Kumar Bajaj, and Mr. Vikram Kumar Bajaj are the common Directors in the Applicant Company and the Transferee Company.
- (b) None of the Directors or Key Managerial Personnel (KMPs) of the Applicant Company and the Transferee Company or their relatives have any material interest in the Scheme except to the extent of shares held by them in the Applicant Company and the Transferee Company. The shareholding of the present Directors of the Applicant Company and the Transferee Company is as under:

### (i) Transferor/Applicant Company-I (“AAIL”)

Shareholding – Equity Shares of Rs. 10/- each				
S. No.	Name of Director	Designation	In Transferee Company	In Transferor Company
1	Shri Naresh Kumar Bajaj	Director	12,99,075	14,437
2	Shri Vikram Kumar Bajaj	Director	12,80,103	86,025
3	Smt. Jaya Bajaj	Managing Director	12,50,788	74,200
4	Shri Alok Mathur	Director	-	-
5	Shri Sundeep Agrawal	Director	-	-

(ii) Transferee/Applicant Company-II (“ABCPL”)

Shareholding – Equity Shares of Rs. 10/- each				
S. No.	Name of Director	Designation	In Transferee Company	In Transferor Company
1	Shri Naresh Kumar Bajaj	Chairman & Managing Director	12,99,075	14,437
2	Shri Ashwini Kumar Bajaj	Director	12,79,940	1,26,638
3	Shri Vikram Kumar Bajaj	Managing Director	12,80,103	86,025
4	Shri Jagdish Chand Rana	Director	-	-

**11. General**

- (a) The Scheme is not prejudicial to the interest of the shareholders of the Applicant Company. Pursuant to this Scheme becoming effective, the Transferor Company will stand dissolved without winding-up. By virtue of this Scheme becoming effective, there would be no change in control of the Transferee Company or in the constitution of its Board of Directors.
- (b) The financial position of the Transferee Company will not be adversely affected by this Scheme. Further, the rights and interests of the shareholders and creditors (secured and unsecured) of either of the companies will not be prejudicially affected by this Scheme as the Transferee Company, post this Scheme, will be able to meet its liabilities as they arise in the ordinary course of business.
- (c) There are no winding up proceedings pending against the Applicant Company as of date.
- (d) No investigation proceedings are pending under the provisions of Chapter XIV of the Companies Act, 2013 in respect of the Applicant Company.
- (e) Inspection of the following documents may be had by the Equity Shareholders at the Registered Office of the Applicant Company on any working day (except Saturdays and Sundays) prior to the date of the meeting, between 11:00 a.m. to 01:00 p.m.:
- Copy of the Order dated 23rd April, 2019 of the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad in the Company Application No. 96 of 2019 directing the convening of the meeting of the Equity Shareholders of AAIL;
  - Copy of the Company Application No. 96 of 2019;
  - Memorandum and Articles of Association of ABCPL and AAIL;
  - Audited Financial Statements of ABCPL and AAIL for last three financial years ended 31.03.2018, 31.03.2017 and 31.03.2016;
  - Register of Directors' shareholding of AAIL;
  - Valuation Report dated March 13, 2019 of M/s SSPA & Co., Chartered Accountants, Mumbai;
  - Copy of Scheme; and
  - Auditor certificate under Section 133 of the Companies Act, 2013.
- (f) This statement may be treated as an Explanatory Statement pursuant to Section 230(3) of the Companies Act, 2013;
- (g) A copy of the Scheme, Explanatory Statement, Form of Proxy and Attendance Slip may be obtained free of charge on any working day (except Saturdays and Sundays) prior to the date of the meeting from the Registered Office of the Applicant Company situated at CM/28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.) and/ or at the Counsel, Anil Kumar, Company Secretary in Practice, U-21, Ground Floor, Sangam Place, Civil Lines, Allahabad-211001 (U.P.).

Registered Office:  
CM/28, 1st Floor, Gagan Enclave,  
Amrit Nagar, G.T. Road,  
Ghaziabad-201 009 (U.P.)



(Diptiman Singh), Advocate  
Chairperson appointed for the meeting



**SCHEME OF ARRANGEMENT  
BETWEEN  
AMRIT AGRO INDUSTRIES LIMITED (“AAIL”)  
AND  
AMRIT BANASPATI COMPANY PRIVATE LIMITED (“ABCPL”)  
AND THEIR RESPECTIVE SHAREHOLDERS**

<b>GENERAL</b>
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**I PURPOSE OF SCHEME**

1. This Scheme of Arrangement provides for the amalgamation of Amrit Agro Industries Limited (CIN: U01111UP1985PLC010776), 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 (hereinafter referred to as the “**Transferor Company**”) with Amrit Banaspati Company Private Limited (CIN: U51909UP1985PTC056366), a private limited company within the meaning of Companies Act, 2013 having its registered office at A-95, Sector – 65, Noida – 201 309, Uttar Pradesh (hereinafter referred to as the “**Transferee Company**”) pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Companies, (Compromises, Arrangements and Amalgamations) Rules, 2016 and National Company Law Tribunal Rules, 2016, to the extent applicable.
2. The Scheme also provides for the reorganization of the Share Capital of the Transferor Company by providing second exit opportunity to the remaining Public Shareholders, who could not avail the first exit opportunity provided by the promoters of the Transferor Company for one reason or another, by way of issue and allotment of 7% Redeemable Preference Shares (‘RPS’) to the remaining Public Shareholders of the Transferor Company and redemption thereof as provided in the Scheme;
3. The Scheme also provides for:
  - (a) Issue and allotment of shares by the Transferee Company to the shareholders of the Transferor Company as per fair exchange ratio in consideration of the transfer and vesting of the assets and liabilities of the transferor Company with the Transferee Company;
  - (b) Cancellation of (i) the investments held by the Transferee Company and the Transferor Company in the form of equity shares of Transferor Company and Transferee Company respectively and (ii) unsecured loan given by the Transferor Company to the Transferee Company;
  - (c) Conversion of the Transferee Company into public company and consequent change of the name of the Transferee Company by deleting the word ‘Private’ from its name;
  - (d) Dissolution of the Transferor Company without winding-up; and
  - (e) Various other matters, consequential, supplemental and/or otherwise integrally connected herewith.

**II RATIONALE FOR THE SCHEME**

1. Both the Transferor and the Transferee Companies are engaged in the same business activities i.e. trading of commodities & other products and holding of investments in Group companies as well as in other financial instruments. Both the companies have been promoted by the same promoters. The merger of AAIL with ABCPL would result in following benefits:
  - i) Enable the two companies to consolidate their business operations and provide significant impetus to their growth since both the companies are engaged in the similar areas of business;
  - ii) Result in enhancing the scale of operations and reduction in overheads, administrative, managerial and other expenditure, operational rationalization, organizational efficiency, and optimal utilization of various resources;
  - iii) Result in improved shareholder value for both the companies by way of improved financial structure and cash flows, increased asset base and stronger consolidated revenue and profitability;
  - iv) Consolidation of managerial expertise of the companies will facilitate greater focus and utilization of resources.
2. The equity shares of the Transferor Company were listed with Delhi Stock Exchange Ltd., U.P. Stock Exchange Ltd. and Ludhiana Stock Exchange Ltd. All the above three stock exchanges have become non-operational and are derecognized now in terms of Securities & Exchange Board of India (SEBI) circular dated May 30, 2012. SEBI, vide its circulars No. CIR/

MRD/DSA/14/2012 dated May 30, 2012, No. CIR/MRD/DSA/18/2014 dated May 22, 2014, No. CIR/MRD/DSA/05/2015 dated April 17, 2015 and No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 inter-alia, stated that the companies exclusively listed on the non-operational/de-recognized stock exchanges which fail to obtain listing in any other nationwide stock exchange will cease to be listed companies and will be moved to the Dissemination Board. Consequently, the Transferor Company was moved to the Dissemination Board of NSE Limited. The above circulars also provide that an exit opportunity be given to the shareholders. In accordance with the provisions of SEBI Circular dated October 10, 2016, one of the Promoters of the Company, Amrit Banaspati Company Private Limited (ABCPL) provided Exit Offer to buy back the equity shares from the public shareholders of the Company, at the fair value of Rs.67/- per equity share of Rs.10/- each. The fair value was determined by the NSE empanelled Independent Valuer, M/s SSPA & Co., Chartered Accountants, Mumbai. The exit offer opened on June 08, 2017 and closed on June 17, 2017. Thereafter the exit window of one year was provided to the shareholders for tendering their shares for buy-back. The exit window closed on June 16, 2018. Pursuant to the exit offer and subsequently, the Public Shareholders tendered 3,26,113 Equity Shares of the Company for buy-back and ABCPL paid Rs. 218.50 lakhs towards purchase consideration for the same.

3. In terms of circular no. 1237/2017 dated 28.12.2017 issued by National Stock Exchange of India Limited (NSE), the name of the Company has been removed from the Dissemination Board of NSE w.e.f. 02.01.2018 and, therefore, the status of the Company changed to **“Unlisted Public Company”**.
4. Presently, 75.07% of the paid-up equity share capital of the Transferor Company is held by the promoters and balance 24.93% is held by 2,798 numbers of public shareholders. Majority of the public shareholders hold 100/200 shares each. Since all the public shareholders of the Transferor Company could not tender their equity shares for buy-back, it is proposed through this scheme to provide another opportunity to the said remaining public shareholders. The equity shares of the Transferor Company are not traded in the stock exchanges and, therefore, it is difficult for such public shareholders to find buyers for their equity shares and neither buyer nor seller have reference of fair price/value per equity share at which they may buy or sell the shares.
5. Under the Scheme, it is proposed to issue Redeemable Preference Shares to the Public Shareholders of the Transferor Company equivalent to the Fair Value of the equity shares of the Transferor Company as determined by an Independent Valuer, M/s SSPA & Co., Chartered Accountants, Mumbai based on the latest financials of the Transferor Company. On the basis of the fair value per equity share of the Transferor Company, the Valuer has recommended that, 8 Nos. – 7% Redeemable Preference Shares be issued to Public Shareholders of the Transferor Company for every 1 (one) fully Paid-Up Equity Share of the face value of Rs.10/- each held by the Public Shareholders on the Record Date for reorganization of the share capital of the Transferor Company. These preference shares will be redeemed at par not later than one year from the date of allotment. The Public Shareholders will thus get a Fair Value of their equity shares and the reduction in the number of shareholders of the Transferee Company will also reduce the cost involved in handling and servicing large number of Public Shareholders.
6. In view of the above, the Board of Directors of both the Transferee and the Transferor 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.

### III 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 re-organisation of the Share Capital of the Transferor Company;
- (iii) Part C – dealing with the transfer and vesting of the Undertaking of the Transferor Company with and into the Transferee Company;
- (iv) Part D – dealing with the issuance of shares and clubbing of Authorized Share Capital;
- (v) Part E – dealing with the accounting treatment in the books of the Transferee Company;
- (vi) Part F – dealing with conversion of the Transferee Company into public company and consequent change of name of the Transferee Company by deleting the word ‘Private’ from its name; and
- (vii) Part G – dealing with the other conditions applicable to the Scheme and other matters consequential and integrally connected thereto.

<b>PART A – DEFINITIONS/INTERPRETATION AND SHARE CAPITAL</b>
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#### 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) **“Appointed Date”** for the purpose of this Scheme means 01.04.2019 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;
  - (c) **“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;
  - (d) **“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 9.5, 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;

- (e) **“Public Shareholders”** means the 2,798 shareholders (other than the Promoters) holding 24.93% of the paid up equity share capital of the Transferor Company (or such number of shareholders as on the Record Date).
- (f) **“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 of the Transferee Company.
- (g) **“ROC”** means Registrar of Companies, Kanpur, in respect of both the Transferor and the Transferee Companies.
- (h) **“Scheme”** means the Scheme of Amalgamation of Amrit Agro Industries Limited with Amrit Banaspati Company Private Limited in its present form, with or without any amendment or modifications, as approved and sanctioned by the National Company Law Tribunal (NCLT);
- (i) **“SEBI”** means Securities and Exchange Board of India;
- (j) **“Transferee Company”** or **“ABCPL”** means Amrit Banaspati Company Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at A-95, Sector-65, Noida – 201309, Uttar Pradesh; and wherever the reference so requires, shall include its successors;
- (k) **“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.
- (l) **“The Tribunal”** means the Hon'ble National Company Law Tribunal (NCLT) at Allahabad.

## 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 each other gender;
  - 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 31st December, 2018 are as follows:

Name of the Company	Authorized Share Capital	Issued, Subscribed and Paid Up Capital
Amrit Agro Industries Limited (“Transferor Company”)	Rs. 8,50,00,000/- (Rupees Eight Crore Fifty Lakh) consisting of 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- (Rupees Ten) each and 15,00,000 (Fifteen Lakh) 7% Redeemable preference Shares of Rs. 10/- each.	Rs. 3,00,00,000/- (Rupees Three Crore) consisting of 30,00,000 (Thirty Lakh) equity shares of Rs. 10/- (Rupees Ten) each.
Amrit Banaspati Company Private Limited (“Transferee Company”)	Rs. 25,52,00,000/- (Rupees Twenty five crores and fifty two lakh) consisting of 2,25,20,000 (Two crores, twenty five lacs and twenty thousand) equity shares of Rs. 10/- (Rupees Ten) each and 30,00,000 (Thirty Lakh) –7% Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each.	Rs. 9,55,16,870/- (Rupees Nine crore, fifty five lakh sixteen thousand eight hundred and seventy only) consisting of 95,51,687 (Ninety five lakh fifty one thousand six hundred & eighty seven) equity shares of Rs. 10/- (Rupees Ten) each

- 2.2 There is no change in the capital structure of the Transferor Company or the Transferee Company after 31st December, 2018 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 Transferor Company from the public shareholders under the exit offer.
- 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 – RE-ORGANIZATION OF SHARE CAPITAL OF TRANSFEROR COMPANY

- 3.1 The Transferor Company, in the past, had been engaged in the business of manufacture and distribution of potato wafers and namkeens and had the manufacturing facilities at Noida (U.P.) and Silvassa (Dadra and Nagar Haveli). The Transferor Company sold/transferred the said business and the manufacturing facility to M/s Frito-Lay India. The Transferor Company made initial public offering of equity shares in the year 1990 which were listed with stock exchange at Delhi Stock Exchange Ltd. Subsequently, the shares were also listed with the U.P. Stock Exchange Ltd. and Ludhiana Stock Exchange Ltd. All the above three stock exchanges have become non-operational and are derecognized now in terms of SEBI circular dated May 30, 2012. SEBI vide its circulars No. CIR/MRD/DSA/14/2012 dated May 30, 2012, No. CIR/MRD/DSA/18/2014 dated May 22, 2014, No. CIR/MRD/DSA/05/2015 dated April 17, 2015 and Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016, inter-alia, stated that the companies exclusively listed on the non-operational/de-recognized stock exchanges which fail to obtain listing in any other nationwide stock exchange will cease to be listed companies and will be moved to the dissemination board. Consequently, the Transferor Company has been moved to the Dissemination Board of NSE Limited.
- 3.2 The above SEBI circulars also provide that an exit opportunity be given to the public shareholders. In accordance with said SEBI circular dated October 10, 2016, one of the Promoters of the Company, Amrit Banaspati Company Private Limited (ABCPL), the Transferee Company, provided Exit Offer to buy back the equity shares from the public shareholders of the Company, at the fair value of Rs.67/- per equity share of Rs.10/- each. The fair value was determined by the NSE empanelled Independent Valuer, M/s SSPA & Co., Chartered Accountants, Mumbai. The exit offer opened on June 08, 2017 and closed on June 17, 2017. Thereafter the exit window of one year was provided to the shareholders for tendering their shares for buy-back. The exit window closed on June 16, 2018. Pursuant to the exit offer and subsequently till date, the Public Shareholders tendered 3,26,113 Equity Shares of the Company for buy-back and ABCPL paid Rs. 218.50 lakhs towards purchase consideration for the same. Presently, the Promoters of the Transferor Company hold 22,52,110 equity shares of Rs. 10/- each constituting 75.07% of the paid up share capital and the remaining Public Shareholders numbering 2,798 hold 7,47,890 equity shares of Rs. 10/- each constituting 24.93% of the paid up share capital of the Transferor Company.
- 3.3 Through the Scheme, it is proposed to provide another exit opportunity to the Public Shareholders of the Transferor Company so that the Public Shareholders who could not avail the exit opportunity for one reason or the other are paid Fair Value of the equity shares held by them in the Transferor Company.
- 3.4 Upon the Scheme becoming operative and before giving effect to the other parts of the Scheme, an exit opportunity will be provided to the Public Shareholders through re-organization of Transferor Company’s share capital by way of deemed issue and allotment of redeemable preference shares to the Public Shareholders as under :
- (i) The Public Shareholders of the Transferor Company will be issued Redeemable Preference Shares equivalent to the Fair

Value of the equity shares of the Transferor Company as determined by an Independent Valuer, M/s SSPA & Co., Chartered Accountants, Mumbai based on the latest financials of the Transferor Company. On the basis of the fair value per equity share of the Transferor Company, the Independent Valuer has recommended that, 8 Nos. – 7% Redeemable Preference Shares of Rs. 10/- each be issued to Public Shareholders of the Transferor Company for every 1 (one) fully Paid-Up Equity Share of the face value of Rs.10/- held by the Public Shareholders on the Record Date for reorganization of the share capital of the Transferor Company by way of deemed allotment. These preference shares will be redeemed at par not later than one year from the date of allotment. The redemption proceeds reflect the fair value of the equity shares held by the Public Shareholders and the same together with dividend @ 7% will be sent to all the preference shareholders of the Transferor Company after the Record Date for redemption of preference shares without any further application, act or deed.

- (ii) The terms and conditions for issue of 7% Redeemable Preference Shares (“RPS”) shall be as under :-

Dividend Rate of RPS	7% on RPS of the face value of Rs. 10/- each.
Tenure of RPS	Not later than 1 (one) Year from the date of allotment, at the discretion of ABCPL
Listing of RPS	The RPS shall not be listed on any Stock Exchange.
Redemption terms of RPS	The Redeemable Preference Shares would be redeemed at par. The redemption proceeds together with dividend @ 7% will be given to all the preference shareholders not later than one (1) year from the date of allotment, as the Board of Directors may decide.

- (iii) The share certificates of the Transferor Company in relation to the equity shares held by the Public Shareholders shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to the reorganization of the share capital as above and new share certificates for 7% Redeemable Preference Shares will be issued.
- (iv) The re-organization of the paid-up equity share capital and issuance of 7% Redeemable Preference Shares to the public shareholders, which constitutes reduction of capital, shall be effected as a part of the Scheme only as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital, and the order of the Tribunal sanctioning the Scheme shall be deemed to be an order under Sections 66 of the Act confirming the reduction.

**PART C – TRANSFER AND VESTING OF UNDERTAKING OF TRANSFEROR COMPANY WITH THE TRANSFEREE 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, 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 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, 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, 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 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.
- (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 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 Sales Tax or Value Added Tax (VAT), 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 or 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 the Appointed Date 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 any of the Transferor Company and the Transferee Company shall stand discharged and there shall be no liability in that behalf on 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 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 obligee 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 Transferor Company.

**PART D – 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
- (i) issue and allot 25 (Twenty Five) equity shares of Rs. 10/- each fully paid up of the Transferee Company for every 64 (Sixty Four) equity shares of Rs. 10/- each fully paid up of the Transferor Company held by the equity shareholders (i.e. Promoters of the Company, other than the Public Shareholders), 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, as per the "Share Exchange Ratio" determined by SSPA & Co., Chartered Accountants, Mumbai; and
- (ii) issue and allot 1 (one) - 7% Redeemable Preference Share of Rs. 10/- each, on the terms and conditions given hereunder, to the Public Shareholders of the Transferor Company, other than the Promoters issued by the Transferor Company i.e. for 1 (one) equity share of Rs. 10/- each of the Transferor Company, the Transferee Company will eventually issue and allot 8 (eight) – 7 % preference Shares of Rs. 10/- each, to the public shareholders 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% Redeemable Preference Shares ("RPS") shall be as under :-

Dividend Rate of RPS	7% on RPS of the face value of Rs. 10/- each.
Tenure of RPS	Not later than 1 (one) Year from the date of allotment, at the discretion of ABCPL
Listing of RPS	The RPS shall not be listed on any Stock Exchange.



Redemption terms of RPS	The Redeemable Preference Shares would be redeemed at par. The redemption proceeds together with dividend @ 7% will be given to all the preference shareholders not later than one (1) year from the date of allotment, as the Board of Directors may decide.
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- 5.4 The said 7% redeemable preference shares will be redeemed at par as provided in Part III of the Scheme.
- 5.5 Any fractional entitlement arising on account of issuance of equity shares in terms of Clause 5.2(i) above shall be rounded off to nearest one share.
- 5.6 The equity shares of the Transferee Company, to be issued and allotted in terms of clause 5.2(i), hereinabove, shall rank pari passu in all respects with the existing equity shares of the Transferee Company.
- 5.7 The said equity shares 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.
- 5.8 Upon the equity shares in the Transferee Company being issued and allotted in terms of clause 5.2(i), hereinabove, the equity shares held by the Members in the Transferor Company shall automatically stand invalid and cancelled. Consequently, the share certificates representing such equity shares in the Transferor Company shall automatically stand cancelled, invalid and non-transferable.

## 6. CLUBBING OF AUTHORIZED SHARE CAPITAL

- 6.1 Upon coming into effect of the Scheme, the Authorized Share Capital the Transferor Company which is Rs. 8,50,00,000/- (Rupees Eight Crore Fifty Lakh) consisting of 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- (Rupees Ten) each and 15,00,000 (Fifteen Lakh) 7% Redeemable preference Shares of Rs. 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 Rs. 34,02,00,000/- (Rupees Thirty Four Crore Two Lakh) divided into 2,95,20,000 (Two Crore Ninety Five Lakh and Twenty Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 45,00,000 (Forty Five Lakh) 7%-Redeemable Preference Shares of Rs. 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 E – 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 equity 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 F – CONVERSION OF TRANSFEREE COMPANY AS PUBLIC COMPANY AND CHANGE OF NAME**

**8. CONVERSION OF TRANSFEREE COMPANY AS PUBLIC COMPANY**

- 8.1 Upon issue and allotment of 7% RPS to the public shareholders of the Transferor Company by the Transferee Company, the number of members of the Transferee Company will increase beyond the maximum number of members prescribed for a private company under the Act. The Transferee Company shall, therefore, become public company for the purpose of compliance of the provisions of the Act and the Rules made thereunder.
- 8.2 Consequent to conversion of the Transferee Company into a public company as per clause 8.1 above and on the Scheme becoming effective, the name of the Transferee Company shall stand changed to "**Amrit Banaspati Company Limited**" and the same shall be substituted for the existing name wherever it appears in the Memorandum and Article of Association of the Transferee Company.
- 8.3 The approval of the Scheme by the Tribunal shall be deemed to be due compliance of the provisions of the Act for the change of name as provided in clause 8.2 above.

**PART G – OTHER CONDITIONS APPLICABLE TO THE SCHEME**

**9. OTHER CONDITIONS**

- 9.1 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.
- 9.2 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.
- 9.3 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.
- 9.4 (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.
- 9.5 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 Tribunal order being filed with ROC.
- 9.6 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.
- 9.7 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.
- 9.8 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.
- 9.9 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.
- 9.10 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 of 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.
- 9.11 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.

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# AMRIT AGRO INDUSTRIES LTD.

(CIN: U01111UP1985PLC010776)

**Regd. Office:** CM/28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.)

**Phone:** 0120-4506900, **Fax No.:** 0120-4506910

**E-mail:** info@amritagro.com, **Website:** www.amritagro.com

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## ATTENDANCE SLIP

**NCLT CONVENED MEETING OF EQUITY SHAREHOLDERS**

**ON TUESDAY, 25th JUNE, 2019 AT 10.30 A.M.**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Name	
Address	
Folio No./DP ID & Client ID No.#	
No. of equity shares held	
Name of the proxy holders/ Authorized Representative*	

# Applicable for shareholders holding shares in dematerialized form.

\*To be filled in by proxy in case he/she attends instead of the equity shareholder.

I/We hereby record my/our presence at the NCLT convened meeting of the Equity Shareholder(s) of Amrit Agro Industries Limited, convened pursuant to the order dated April 23, 2019 of the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad on Tuesday, the 25th June, 2019 at Gagan Enclave, (Community Centre), Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.).

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**Signature of the Shareholder/Proxy holder/Authorized Representative**

### NOTES:

1. Equity Shareholder(s)/Proxies are requested to bring this slip with them when they come to the meeting and hand it over at the entrance of the meeting hall after affixing their signature on it.
2. Shareholders who come to attend the meeting are requested to bring with them a copy of the Notice and Scheme of Arrangement.
3. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
4. In case of Joint holders attending the meeting, only such joint shareholder whose name stands first in the Register of Members of the Applicant Company, in respect of such holding will be entitled to vote.

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# AMRIT AGRO INDUSTRIES LTD.

(CIN: U01111UP1985PLC010776)

Regd. Office: CM/28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.)

Phone: 0120-4506900, Fax No.: 0120-4506910

E-mail: info@amritagro.com, Website: www.amritagro.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

ALLAHABAD BENCH, ALLAHABAD

COMPANY APPLICATION NO. 96 OF 2019

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

APPLICATION UNDER SECTION 230 TO 232, SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS & AMALGAMATIONS) RULES, 2016.

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

BETWEEN

M/S. AMRIT AGRO INDUSTRIES LIMITED, (Transferor Company/ Applicant Company-I)

AND

M/S. AMRIT BANASPATI COMPANY PRIVATE LIMITED, (Transferee Company/ Applicant Company-II)

And

THEIR RESPECTIVE SHAREHOLDERS

AMRIT AGRO INDUSTRIES LIMITED (CIN: U01111UP1985PLC010776), a limited company incorporated under the provisions of the Companies Act, 1956, having its Registered Office CM/28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.)

--- ("APPLICANT COMPANY")

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-mail id	
Folio No./DP ID & Client ID No.#	

I/We, being the member (s) of ..... shares of Amrit Agro Industries Ltd., hereby appoint:

1. Name ..... E-mail Id .....  
Address .....  
Signature ..... or failing him/her

2. Name ..... E-mail Id .....  
Address .....  
Signature ..... or failing him/her

3. Name ..... E-mail Id .....  
Address .....  
Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the NCLT convened meeting of the equity shareholders of the Company, to be held on **Tuesday, the 25th day of June, 2019 at 10.30 a.m. at Community Centre, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad – 201 009, Uttar Pradesh** for the purpose of considering and if thought fit, approving with or without modification the Scheme of Arrangement between Amrit Agro Industries Limited and Amrit Banaspati Company Private Limited and their respective shareholders (“Scheme of Arrangement”) at such Meeting and any adjournment or adjournments thereof and to vote, for me/us and in my/our name(s) \_\_\_\_\_ (here, if for, insert ‘FOR’, or if against, insert ‘AGAINST’) the said Scheme of Arrangement as my/our proxy.

(Strike out what is not necessary)

Dated \_\_\_\_\_ this day of \_\_\_\_\_ 2019.

\_\_\_\_\_  
Signature of Members (s)

\_\_\_\_\_  
Signature of Proxy Holder(s)

Signature \_\_\_\_\_ 

Affix 1 Rupee Revenue Stamp
--------------------------------------

 \_\_\_\_\_

**NOTES:**

1. All alterations made in the Form of Proxy should be initialed.
2. Proxy must be deposited at the Registered Office of the Applicant Company, not later than FORTY EIGHT hours before the meeting.
3. In case of multiple proxies, proxy later in time shall be accepted.
4. Proxy need not be shareholder of Applicant Company.



# AMRIT AGRO INDUSTRIES LTD.

(CIN: U01111UP1985PLC010776)

Regd. Office: CM/28, 1<sup>st</sup> Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.)

Phone: +91-120-4506900, Fax: +91-120-4506910

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## POSTAL BALLOT FORM

(To be returned to the Scrutinizer of the Company)

Serial No.:

1. Name & address of the Sole First :  
named shareholder as registered :  
with the company

2. Name(s) of the joint Shareholders  
if any, registered with the  
company

3. Registered Folio no./DP ID\*  
/Client ID\* (\*applicable to  
investors holding shares in  
dematerialized form)

4. No. of share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the businesses stated in the Notice of NCLT convened meeting of the Equity Shareholders of the Company dated May 10, 2019 by sending my/our assent/dissent to the said Special Resolution by placing the tick mark (✓) in the appropriate column below:

Item No.	Description	No. of Shares for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1.	Resolution approving the Scheme of Arrangement between Amrit Agro Industries Limited and Amrit Banaspati Company Private Limited and their respective shareholders ("Scheme of Arrangement").			

Place:

Date:

\_\_\_\_\_  
(Signature of the Member/Beneficial Owner)

### ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: 1. Kindly read the instructions printed overleaf before filling the form

2. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Monday, 24<sup>th</sup> June, 2019

## **INSTRUCTIONS TO POSTAL BALLOT**

1. Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated May 10, 2019 of the Meeting of Equity Shareholders of Amrit Agro Industries Limited convened as per directions of Allahabad Bench of Hon'ble National Company Law Tribunal, on Tuesday, 25<sup>th</sup> June, 2019 at 10.30 a.m. at Gagan Enclave (Community Centre), Amrit Nagar, G.T. Road, Ghaziabad – 201 009, Uttar Pradesh is being additionally sought through Postal Ballot process/e-voting.
2. A member desiring to exercise vote(s) by postal ballot, may send duly completed form in the enclosed self-addressed postage prepaid envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member by using the postage pre-paid envelope will also be accepted.
3. The voting period commences on and from Sunday 26<sup>th</sup> May, 2019 at 9:00 a.m. and shall end on Monday 24<sup>th</sup> June, 2019 at 5:00 p.m. The envelope(s) containing the Postal Ballot should reach the Scrutinizer not later than 5.00 p.m. on Monday 24<sup>th</sup> June, 2019. The Postal Ballot Form received after this date and time, will be strictly treated as if reply from the Member has not been received.
4. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
5. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company /Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every registered folio/Client ID irrespective of the number of joint Member(s). The vote on postal ballot cannot be exercised through proxy.
6. In case of equity shares held by Body Corporate, Companies, Trusts, Societies, Institutions etc., a duly completed Postal Ballot Form should be signed by its Authorised Signatories. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board resolution/Authority letter/Power of Attorney together with the specimen signature(s) of the Authorised Signatory(ies) duly verified.
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form(s) will be rejected.
8. The voting rights of the equity shareholders of the Applicant Company shall be in proportion to their shareholding in the paid up equity share capital of the Applicant Company as on the cut-off date i.e. 15<sup>th</sup> May, 2019
9. A member may request for duplicate Postal Ballot Form, if required or may download from the Company's website [www.amritagro.com](http://www.amritagro.com). However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified above.
10. Members are requested not to send any other paper (other than the Board Resolution/Authority Letter/Power of Attorney) along with the Postal Ballot Form as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper would be destroyed by the Scrutinizer.
11. E-VOTING: The Company is pleased to provide E-Voting facility as an alternative for the Members of the Company to enable them to cast their votes electronically instead of Physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he/she does not need to send a physical Postal Ballot Form. In case a Member votes through E-Voting facility as well as sends his/her vote through postal ballot, vote casted through e-voting shall only be considered and the voting through Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.
12. Mr. Ram Kumar Mishra, Chartered Accountant, has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of Postal Ballot Form(s) will be final.
13. For any query connected with the Resolution proposed to be passed, contact Mr. P. K. Das, Authorized Representative of the Applicant Company, at CM-28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.) or by sending an e-mail at [info@amritagro.com](mailto:info@amritagro.com).