

## **ANNEXURE VIII**

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ <del>Demerged</del> Company
Name of the company	AGRIBIO SPIRITS LIMITED	AGRIBIOTECH INDUSTRIES LIMITED
Date of Incorporation & details of name changes, if any	Date of Incorporation: 06 <sup>th</sup> June, 1975	Date of Incorporation: 11 <sup>th</sup> November, 2004
	1	name of "AGRIBIOTECH INDUSTRIES

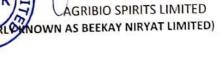
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	The name of the company has been further changed from Beekay Niryat Limited to its present name, Agribio Spirits Limited and a fresh Certificate of Incorporation consequent on change of name dated 15th November, 2024 was issued by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon, Haryana.	
Registered Office	111, Signatur Tower, DC-2, Lalkothi Scheme, Tonk Road, Jaipur- 302015 Rajasthan.	111, Signatur Tower, DC-2, Lalkothi Scheme, Tonk Road, Jaipur- 302015 Rajasthan.
Brief particulars of the scheme	The Scheme provides for Merge Industries Limited ("ABIL" or Transfere Spirits Limited ("ASL" or "Transfere	er by Absorption of Agribiotech ansferor Company") with Agribio ee Company").
Rationale for the scheme	ASL holds 29.76% in ABIL and both same management with common puthe respective business activities of will enable following:	n ABIL and ASL are under the romoters, it is proposed to integrate both entities in a single entity. This
	manufacturing, selling and has recently changed its business of alcohol / liquor and the Transferee Combusiness. Hence, the amalg into Transferee Company the Scheme entities to bet	ed in the business inter alia trading in alcohol / liquor. ASL object clause to engage in the r. Thus, the Transferor Company apany are engaged in similar gamation of Transferor Company shall provide an opportunity to the consolidate their assets and ently which will be in the interest

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- ➤ The integration of ABIL's liquor business into ASL will result into the inorganic acquisition of business of liquor under a single entity thus the Transferee company will have off the rack manufacturing set up as well as foray into a marketing through Government agency M/s Rajasthan State Ganganagar Sugar mills Ltd. Thus, the combined entity can deal into Neutral Alcohol (Spirit for Liquor and Bottling of liquor under various brands), Rectified Spirit and Country Liquor of various brands.
- ➤ The Shareholders of the Transferee Company will directly participate in the assets / business / profits of the Transferor Company and are expected to benefit from business expansion, reduced finance cost, improved profitability and additional resources to fund business growth.
- Simplify group and business structure and achieve operational synergies;
- Focused and holistic approach of the management towards combined business operations and integration of business operations would enable the Transferee Company to provide significant impetus to its growth;
- The combined entity on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz. partnerships, acquisitions and market expansion thereby enhancing financial prospects. It will also strengthen the transferee company's market presence in the liquor production industry.
- The amalgamation will result inter alia in focused management attention, operational efficiencies, revenue and cost synergies including from commonality of customers, sales and supply chain opportunities through enhanced geographical reach with a wider variety of product offerings which will help in gaining market share, optimization of capital, operational (including promotion) expenditure,





leveraging sales and distribution network and simplification of overlapping infrastructure.

- Create value for stakeholders, including respective shareholders, customers, lenders and employees as the combined business would benefit from increased scale, innovations in technology and expanded market reach with increased growth opportunities, higher cross selling opportunities to a larger base of customers, improvement in productivity and operational efficiencies, amongst others;
- Upon merger, the combined entity would have improved financial health and better ability to also raise finances with the larger asset base and customer network to boost its future growth
- Reduced operational costs due to combined efforts, eliminating duplication of administrative work, communications / coordination efforts across the group entities, multiplicity of legal and regulatory compliances thereby ensuring optimum utilization of available resources and integrated management focus which will enable a structured, sharper and better management focusing on holistic growth of the businesses;

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

Date of resolution passed by the Board of Director of the company approving the scheme

31.12.2024

31.12.2024

SPIRITS JAIPUR MI

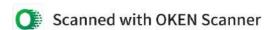
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		AURIDIO SPIKI
Date of meeting of the Audit Committee in which the draft scheme has been approved	31.12.2024	31.12.2024
Appointed Date	1 <sup>st</sup> October, 2024	1 <sup>st</sup> October, 2024
Name of Exchanges where securities of the company are listed	BSE Limited	Not Listed
Nature of Business	ASL was initially engaged in the business financing but later on it has changed its business as traders, exporters, agents, representatives, dealers, producers, stockists, importers, or distributors of industrial, commercial, agriculture, scientific, household, domestic, farm and forest product, goods, plants, machineries, equipment's, apparatus, gadgets, appliances, accessories, spare parts or other merchandise etc.	ABIL is primarily engaged in the business of manufacturing of Extra Neutral Alcohol (Spirit for Liquor and Bottling of liquor under various brands), Rectified Spirit, Country Liquor, Rajasthan Made liquor and Indian Made Liquor for sale in open market through Government agency M/s Rajasthan State Ganganagar Sugar mills Ltd. The group has strong and diversified portfolio of brands in various liquor category including Brandy, Whisky, Vodka, Gin, and Rum.
	ASL recently changed its object clause having object: To enter with and carry on in India or elsewhere the business as manufactures, distillers, compounder, rectifier, blender, brewer, processors, importers, exporters, agents, brokers, suppliers, whole sellers, retailers, distributors, stockists, dealers, godown keepers, C and F agents, del-creder agents, developers and to ferment, extract, prepare, manipulate, mix, clean, pack,	GENETAL STATES OF THE STATES O

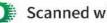
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		Will all the second of the sec
	repack, protect, purchase, sell,	
	trade, provide, promote, sponsor,	
	market, modify, produce, bottle,	
	pressure and crush all sorts of	
	liquors, beverages, alcohol, wines	
	and other similar products such as	
	brandy, whisky, rum, gin, beer, or	
	derivatives, non-alcoholic drink,	
	soft drink, aerated water, mineral	
	water, fruit juices, pulps and	
	extracts, combinations, solvents,	
	mixtures and formulas of every	
	kind and descriptions and all	
	products and by-products thereof	
	whether made of malt, molasses,	
	barley, sorgum, bajra, wheat, rice	
	or any other grain, syrup,	
	sugarcane, melada, jaggery,	
	grapes, fruits, vegetables, herbs	
	and plants, or any other natural or	
	synthetic materials.	
Capital before the	Authorised capital -	A sall assign d assistal
scheme	MARIE ANDRESSANDO INTERNACIONALIA	Authorised capital-
(N) f 't l	Rs. 11,00,00,000/-	Rs. 18,50,00,000/-
(No. of equity shares as		
well as capital in		
rupees)	Issued, Subscribed & Paid-up	Issued, Subscribed & Paid-up
	share capital -	share capital -
	•	
	Rs. 9,98,42,370/- divided into	Rs. 17,63,76,960/-divided into
	99,84,237 equity shares of face	1,76,37,696 equity shares of face
	value of INR 10/- (Indian Rupees	value of INR 10/- (Indian Rupees
	Ten) each.	Ten) each.
	Carl Cucit.	SPIRITS
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		(SAIPUR) (W)
		87
		*

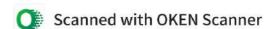
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No. of shares to be issued	"Eighty-Five (85) fully paid-up Equ Transferee Company shall be issued Hundred (100) fully paid-up Equity Transferor Company." ("Share Entit AN	I and allotted for every One Shares of Rs. 10/- each held in the tlement Ratio")
	"Ninety-Seven (97) 0.01% fully paid Preference Shares of Rs. 10/- each a Hundred Twenty-Six and paise Twe Transferee Company shall be issued Hundred (100) fully paid-up Equity Transferor Company." ("Share Entitlement Rate	I-up Non-Convertible Redeemable t a redemption price of Rupees One enty only (Rs 126.20) of the l and allotted for every One Shares of Rs. 10/- each held in the tlement Ratio") the Transferor
Cancellation of shares	52,49,230 shares (29.76%) Equity share	es of Rs.10/- each fully paid up held by
on account of cross holding, if any		L shall stand Cancelled pursuant to the
Capital after the scheme  (No. of equity shares as well as capital in rupees)	Authorised capital –  Rs. 42,00,00,000/-  Issued, Subscribed & Paid-up share capital –  Rs. 32,53,12,450/-	NA
	Rs. 20,51,44,330/- divided into 2,05,14,433 equity shares of face value of INR 10/- (Indian Rupees Ten) each.	
	And	SPIRITS LINE OF THE PROPERTY O
	Rs. 12,01,68,120/- divided into	*

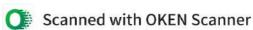
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						DIO SFIKI
	1,20,16,812 - Redeemable Pre face value of I Rupees Ten) each	ference NR 10/				
Net Worth Pre Post	Particulars  Pre-Net Worth  Post- Net Wortl	1	Rs. In Lakhs 636.95	Pre-Net Wort Post - Net Wo		07.94 Lakhs
Valuation by independent Chartered Accountant –  Name of the valuer/valuer firm and Regn no.	The Valuation of Chartered Accour proprietress M/s. and Registered Valuer with IBBI R at S-15, Sej Plaza Mumbai 400 064,	ntants, i Payal Ga aluer, (F egistration, 2nd flo	.e., CA Pay ada & Co., a irm Regn. I on Number. oor, Near N	yal Gada (Mem an Independent No. 148529 W) : IBBI/RV/06/202	bership No Chartered and also a 19/11170 h	o. 110424), Accountant Registered aving office
Methods of valuation and value per share arrived under each method with weight	Valuation Approach	AS Value	SL Weight	Valuation Approach	Value	BIL Weight
given to each method, if any.		per Share 123.40	50%	Market Approach - Market Price	per Share (iv)	
SPIRITS LAMITON OF THE PROPERTY OF THE PROPERT	Market Approach - CCM	(ii)		Market Approach -	278.44	45.00%

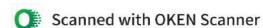
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	Income Approach - DCF	129.01	50%	Income Approach - DCF	127.07	22.50%
	Income Approach - PECV	(iii)		Income Approach - PECV	277.91	22.50%
	Asset Approach	130.96	-	Asset Approach	135.84	10.00%
	(i) Higher of average pa and 10 exc as of 30 preceding per ICDR	rice ("VWA change trac 1.12.24, be the releva	AP") of 90 ding days, eing date nt date as	\$200 m 200	orice metho , as ABI oublic Com	IL is an
	(ii) CCM medused as a mainly operating there are Companie be directly	ASL derive from oth income and no liste s that can	es its PAT ner non- d also that d Indian be said to			
	used as A	SL derive from oth income an ntainable l	ner non- id as such			
Fair value per shares	Rs. 126.20/-			Rs. 230/-	SPIR	UTS)

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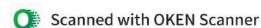
	"Eighty-Five (85) fully paid-up Equity Shares of Rs. 10/- each of the Transferee Company shall be issued and allotted for every One Hundred (100) fully paid-up Equity Shares of Rs. 10/- each held in the Transferor Company." ("Share Entitlement Ratio")				
		A	ND		
	Preference Share Hundred Twenty Transferee Comp Hundred (100) for Transferor Comp Company." ("Sh	s of Rs. 10/- each a y-Six and paise Two pany shall be issue ally paid-up Equit pany." ("Share Ent are Entitlement Ra	venty only (Rs 126. ed and allotted for y Shares of Rs. 10/ hitlement Ratio") the hito")	rice of Rupees One 20) of the every One - each held in the ne Transferor	
Name of Merchant Banker giving fairness opinion				y M/s. Swaraj Shares egory -1 Merchant	
	P	re	Pos	st (**)	
Shareholding pattern of ASL – Transferee (*)	No. of Shares	% of holding	No. of Shares	% of holding	
Promoter	47,34,567	47.42	1,52,64,763	74.41	
Public	52,49,670	52.58	52,49,670	25.59	
Custodian	0	0	0	0	
TOTAL	99,84,237	100	2,05,14,433	100	
(*) Excluding 9,00,000 W  (**) Preference Shares n					
Shareholding pattern of ABIL- Transferor (*)	No. of Shares	% of holding	No. of Shares	% of holding	

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Promoter	17636896	99.99	NA	NA
Public	800	0.01	NA	NA
Custodian	0	0	NA	NA
TOTAL	17637696	100	NA	NA
(*) before cancellation of	cross holding of 52	2,49,230 Equity sha	ares held by ASL in t	o ABIL
No of shareholders	Pre: 2238		Pre: 12	
	Post: 2246		Post: NA	
Names of the				
Promoters (with PAN	Name	PAN	Name	PAN
nos.)	Mr. Ashutosh Bajoria	ADZPB2291A	Mr. Ashutosh Bajoria	ADZPB2291A
	Mrs. Puja Bajoria	АНКРЈ8526Н	Mrs. Puja Bajoria	АНКРЈ8526Н
	Mr. Avinash Bajoria	AECPB4242F	Rigmadirappa Investments AABCR4145D	
	Mr. Preetanjali Bajoria	AFYPB0141A	Private Limited	
	Rigmadirappa Investments Private Limited	AABCR4145D	Agribio Spirits Limited	AAACG9331M
	Rajasthan Cylinders & Containers Limited	AABCR1526J		
Names of the Board of				
Directors (with DIN and PAN nos.)	Name	DIN	Name	DIN
O pro	Mr. Ratan Singh	06818520	Mr. Ashutosh Bajoria	01399944
SPIRITS LINE SPIRITS AND	Mr. Ashutosh Bajoria	01399944	Mrs. Puja Bajoria	07018123

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Mrs. Puja Bajoria	07018123
Mr. Pankaj Sharma	09512492
Mr. Nitin Hotchandani	08569325
Mr. Kamal Kishor Sharma	10611254

Name	PAN
Mr. Ratan Singh	EAPPS9802D
Mr. Ashutosh Bajoria	ADZPB2291A
Mrs. Puja Bajoria	АНКРЈ8526Н
Mr. Pankaj Sharma	AULPS6168E
Mr. Nitin Hotchandani	ACFPH5621M
Mr. Kamal Kishor Sharma	KTVPS8526M

Mr. Sourabh Sharma	03310383
Mr. Pratap Kumar Mondal	06730854
Mr. Shailesh Goyal	06839183

Name	PAN
Mr. Ashutosh Bajoria	ADZPB2291A
Mrs. Puja Bajoria	АНКРЈ8526Н
Mr. Sourabh Sharma	ADPPS2335E
Mr. Pratap Kumar Mondal	AMUPM2760P
Mr. Shailesh Goyal	AEEPG9622A

Please specify relation among the companies involved in the scheme, if any

The Transferee Company, i.e., ASL holds 52,49,230 Equity shares (29.76%) in the share capital of Transferor Company i.e. "ABIL". The Transferee Company and Transferor Company have common promoters.

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Details regarding change in management control in listed or resulting company seeking listing if any

There is no change in management control in listed company i.e. Agribio Spirits Limited.

The pre and post Scheme Shareholding pattern is given hereinabove.

For Agribio Spirits Limited

Pankaj Sharma Director

DIN: 09512492

Place: Jaipur

Date: 13-01-2025

