




**AGRIBIO SPIRITS**

**ANNEXURE VIII**

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

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	AGRIBIO SPIRITS LIMITED	AGRIBIOTECH INDUSTRIES LIMITED
Date of Incorporation & details of name changes, if any	<p>Date of Incorporation: 06<sup>th</sup> June, 1975</p> <p>Agribio Spirits Limited having Certificate of Incorporation No. 30052 of 1975, was originally incorporated as a company under the name of "Giri Finance &amp; Trading Limited" under the provisions of the Companies Act, 1956 on 6<sup>th</sup> June, 1975 from the Registrar of Companies, West Bengal, Kolkata.</p> <p>ASL has obtained a Certificate for Commencement of Business dated 27<sup>th</sup> June, 1975 from the Registrar of Companies, West Bengal, Kolkata.</p> <p>The name of the Company has been changed from Giri Finance &amp; Trading Limited to Beekay Niryat Limited and a fresh Certificate of Incorporation consequent on change of name dated 4<sup>th</sup> May, 2001 was issued by the Registrar of Companies, West Bengal, Kolkata.</p>	<p>Date of Incorporation: 11<sup>th</sup> November, 2004</p> <p>There was no change in the name of the Company. The Company was originally incorporated under the name of "AGRIBIOTECH INDUSTRIES LIMITED".</p> <p> <i>Signature</i></p>





## AGRIBIO SPIRITS

	<p>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 15<sup>th</sup> November, 2024 was issued by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon, Haryana.</p>	
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 Merger by Absorption of Agribiotech Industries Limited ("ABIL" or Transferor Company") with Agribio Spirits Limited ("ASL" or "Transferee Company").	
Rationale for the scheme	<p>ASL holds 29.76% in ABIL and both ABIL and ASL are under the same management with common promoters, it is proposed to integrate the respective business activities of both entities in a single entity. This will enable following:</p> <ul style="list-style-type: none"><li>➤ ABIL is primarily engaged in the business inter alia manufacturing, selling and trading in alcohol / liquor. ASL has recently changed its object clause to engage in the business of alcohol / liquor. Thus, the Transferor Company and the Transferee Company are engaged in similar business. Hence, the amalgamation of Transferor Company into Transferee Company shall provide an opportunity to the Scheme entities to better consolidate their assets and utilize the same more efficiently which will be in the interest of all stakeholders.</li></ul>	

REGD./CORP.OFFICE – 111, SIGNATURE TOWER DC-2 LALKOTHI SCHEME, TONK ROAD, JAIPUR-15  
141-4006454/5/6 | INFO@ABIL.CO.IN | WWW.ABIL.CO.IN | CIN NO.L11010RJ1975PLC045573



AGRIBIO SPIRITS LIMITED  
(FORMERLY KNOWN AS BEEKAY NIRYAT LIMITED)







## AGRIBIO SPIRITS

- 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,







## AGRIBIO SPIRITS

	<p>leveraging sales and distribution network and simplification of overlapping infrastructure.</p> <ul style="list-style-type: none"> <li>➤ 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;</li> <li>➤ 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</li> <li>➤ 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;</li> </ul> <p>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.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	31.12.2024	31.12.2024  





## AGRIBIO SPIRITS

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	<p>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.</p> <p>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,</p>	<p>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.</p> <p> </p>






## AGRIBIO SPIRITS

	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 scheme (No. of equity shares as well as capital in rupees)	<b>Authorised capital -</b> Rs. 11,00,00,000/-  <b>Issued, Subscribed &amp; Paid-up share capital -</b>  Rs. 9,98,42,370/- divided into 99,84,237 equity shares of face value of INR 10/- (Indian Rupees Ten) each.	<b>Authorised capital-</b> Rs. 18,50,00,000/-  <b>Issued, Subscribed &amp; Paid-up share capital -</b>  Rs. 17,63,76,960/-divided into 1,76,37,696 equity shares of face value of INR 10/- (Indian Rupees Ten) each.   



## AGRIBIO SPIRITS

No. of shares to be issued	<p>"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")</p> <p style="text-align: center;">AND</p> <p>"Ninety-Seven (97) 0.01% fully paid-up Non-Convertible Redeemable Preference Shares of Rs. 10/- each at a redemption price of Rupees One Hundred Twenty-Six and paise Twenty only (Rs 126.20) 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") the Transferor Company." ("Share Entitlement Ratio")</p>	
Cancellation of shares on account of cross holding, if any	52,49,230 shares (29.76%) Equity shares of Rs.10/- each fully paid up held by ASL in the Paid-Up Share Capital of ABIL shall stand Cancelled pursuant to the Merger.	
Capital after the scheme (No. of equity shares as well as capital in rupees)	<p><b>Authorised capital -</b></p> <p><b>Rs. 42,00,00,000/-</b></p> <p><b>Issued, Subscribed &amp; Paid-up share capital -</b></p> <p><b>Rs.32,53,12,450/-</b></p> <p>Rs. 20,51,44,330/- divided into 2,05,14,433 equity shares of face value of INR 10/- (Indian Rupees Ten) each.</p> <p>And</p> <p>Rs. 12,01,68,120/- divided into</p>	<p style="text-align: center;">NA</p> <div style="text-align: right;"></div>



## AGRIBIO SPIRITS

		1,20,16,812 - Non-Convertible Redeemable Preference Shares of face value of INR 10/- (Indian Rupees Ten) each.				
Net Worth	Pre	<b>Particulars</b>	<b>Rs. In Lakhs</b>	Pre-Net Worth - Rs. 5107.94 Lakhs		
	Post	<b>Pre-Net Worth</b>	1636.95	Post - Net Worth - Nil		
		<b>Post- Net Worth</b>	7202.97			
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	The Valuation of ABIL and ASL has been done by an independent firm of Chartered Accountants, i.e., CA Payal Gada (Membership No. 110424), proprietress M/s. Payal Gada & Co., an Independent Chartered Accountant and Registered Valuer, (Firm Regn. No. 148529 W) and also a Registered Valuer with IBBI Registration Number.: IBBI/RV/06/2019/11170 having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra.					
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Valuation Approach	ASL		Valuation Approach	ABIL	
		Value per Share	Weight		Value per Share	Weight
	Market Approach - Market Price	123.40	50%	Market Approach - Market Price	(iv)	
	Market Approach - CCM	(ii)		Market Approach - CCM	278.44	45.00%







## AGRIBIO SPIRITS

	<table border="1"><tr><td>Income Approach - DCF</td><td>129.01</td><td>50%</td></tr><tr><td>Income Approach - PECV</td><td>(iii)</td><td></td></tr><tr><td>Asset Approach</td><td>130.96</td><td>-</td></tr></table>	Income Approach - DCF	129.01	50%	Income Approach - PECV	(iii)		Asset Approach	130.96	-	<table border="1"><tr><td>Income Approach - DCF</td><td>127.07</td><td>22.50%</td></tr><tr><td>Income Approach - PECV</td><td>277.91</td><td>22.50%</td></tr><tr><td>Asset Approach</td><td>135.84</td><td>10.00%</td></tr></table>	Income Approach - DCF	127.07	22.50%	Income Approach - PECV	277.91	22.50%	Asset Approach	135.84	10.00%
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	<p>(i) Higher of Volume weighted average price ("VWAP") of 90 and 10 exchange trading days, as of 30.12.24, being date preceding the relevant date as per ICDR Regulations</p> <p>(ii) CCM method could not be used as ASL derives its PAT mainly from other non-operating income and also that there are no listed Indian Companies that can be said to be directly comparable to ASL</p> <p>(iii) PECV method could not be used as ASL derives its PAT mainly from other non-operating income and as such future maintainable PAT is not readily ascertainable</p>	<p>(iv) Market price method cannot be used, as ABIL is an unlisted public Company</p>																		
Fair value per shares	Rs. 126.20/-	Rs. 230/-																		



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## AGRIBIO SPIRITS

Exchange ratio	"Eighty-Five (85) fully paid-up Equity Shares of Rs. 10/- each of the Transferee Company shall be issued and allotted for every One Hundred (100) fully paid-up Equity Shares of Rs. 10/- each held in the Transferor Company." ("Share Entitlement Ratio")  AND  "Ninety-Seven (97) 0.01% fully paid-up Non-Convertible Redeemable Preference Shares of Rs. 10/- each at a redemption price of Rupees One Hundred Twenty-Six and paise Twenty only (Rs 126.20) 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") the Transferor Company." ("Share Entitlement Ratio")			
Name of Merchant Banker giving fairness opinion	The Fairness Opinion on the Valuation Report is issued by M/s. Swaraj Shares and Securities Private Limited; a SEBI registered Category -1 Merchant Banker, Mumbai.			
	Pre		Post (**)	
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
<b>TOTAL</b>	<b>99,84,237</b>	<b>100</b>	<b>2,05,14,433</b>	<b>100</b>
(*) Excluding 9,00,000 Warrants – pending for conversion. (**) Preference Shares not considered as they are unlisted.				
Shareholding pattern of ABIL- Transferor (*)	No. of Shares	% of holding	No. of Shares	% of holding





## AGRIBIO SPIRITS

Promoter	17636896	99.99	NA	NA
Public	800	0.01	NA	NA
Custodian	0	0	NA	NA
<b>TOTAL</b>	<b>17637696</b>	<b>100</b>	<b>NA</b>	<b>NA</b>

(\* ) before cancellation of cross holding of 52,49,230 Equity shares held by ASL in to ABIL

No of shareholders	Pre: 2238 Post: 2246	Pre: 12 Post: NA																								
Names of the Promoters (with PAN nos.)	<table border="1"><thead><tr><th>Name</th><th>PAN</th></tr></thead><tbody><tr><td>Mr. Ashutosh Bajoria</td><td>ADZPB2291A</td></tr><tr><td>Mrs. Puja Bajoria</td><td>AHKPJ8526H</td></tr><tr><td>Mr. Avinash Bajoria</td><td>AECPB4242F</td></tr><tr><td>Mr. Preetanjali Bajoria</td><td>AFYPB0141A</td></tr><tr><td>Rigmadirappa Investments Private Limited</td><td>AABCR4145D</td></tr><tr><td>Rajasthan Cylinders &amp; Containers Limited</td><td>AABCR1526J</td></tr></tbody></table>	Name	PAN	Mr. Ashutosh Bajoria	ADZPB2291A	Mrs. Puja Bajoria	AHKPJ8526H	Mr. Avinash Bajoria	AECPB4242F	Mr. Preetanjali Bajoria	AFYPB0141A	Rigmadirappa Investments Private Limited	AABCR4145D	Rajasthan Cylinders & Containers Limited	AABCR1526J	<table border="1"><thead><tr><th>Name</th><th>PAN</th></tr></thead><tbody><tr><td>Mr. Ashutosh Bajoria</td><td>ADZPB2291A</td></tr><tr><td>Mrs. Puja Bajoria</td><td>AHKPJ8526H</td></tr><tr><td>Rigmadirappa Investments Private Limited</td><td>AABCR4145D</td></tr><tr><td>Agribio Spirits Limited</td><td>AAACG9331M</td></tr></tbody></table>	Name	PAN	Mr. Ashutosh Bajoria	ADZPB2291A	Mrs. Puja Bajoria	AHKPJ8526H	Rigmadirappa Investments Private Limited	AABCR4145D	Agribio Spirits Limited	AAACG9331M
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Names of the Board of Directors (with DIN and PAN nos.)	<table border="1"><thead><tr><th>Name</th><th>DIN</th></tr></thead><tbody><tr><td>Mr. Ratan Singh</td><td>06818520</td></tr><tr><td>Mr. Ashutosh Bajoria</td><td>01399944</td></tr></tbody></table>	Name	DIN	Mr. Ratan Singh	06818520	Mr. Ashutosh Bajoria	01399944	<table border="1"><thead><tr><th>Name</th><th>DIN</th></tr></thead><tbody><tr><td>Mr. Ashutosh Bajoria</td><td>01399944</td></tr><tr><td>Mrs. Puja Bajoria</td><td>07018123</td></tr></tbody></table>	Name	DIN	Mr. Ashutosh Bajoria	01399944	Mrs. Puja Bajoria	07018123												
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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.																												



*[Handwritten Signature]*



**AGRIBIO SPIRITS**

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.
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For Agribio Spirits Limited

Pankaj Sharma  
Director  
DIN: 09512492



Place: Jaipur

Date: 13-01-2025

