

November 17, 2025

To,

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code (BSE): 544203	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: ABDL
Our Reference No. 92/2025-26	Our Reference No. 92/2025-26

Sub: Intimation under Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Scheme of Amalgamation

Ref: Our Letter with Reference No.79 /2025-26 dated November 04, 2025

Dear Sir/Ma'am,

We refer to our letter dated **November 04, 2025**, wherein it was intimated to the Stock Exchanges that the Board of Directors of the Company at its Meeting held on **November 04, 2025**, had, inter alia, approved the **Scheme of Amalgamation (Merger by Absorption) of Deccan Star Distilleries India Private Limited ("DDPL"/"Transferor Company 1") and Sarthak Blenders & Bottlers Private Limited ("SBBPL"/"Transferor Company 2")** (hereinafter collectively referred to as the **"Transferor Companies"**), **Wholly-Owned Subsidiaries of the Company, with and into Allied Blenders and Distillers Limited (hereinafter referred to as the "Transferee Company" or the "Company" or "ABDL") ("Scheme")** under Section 230 to 232 of the Companies Act, 2013.

In terms of Regulations 37(6) of the SEBI Listing Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/POD-2 P/CIR/2023/93 dated 20th June, 2023 ("SEBI Circular"), the requirement of obtaining **'No-Objection Letter'** or **'Observation Letter'** to the Scheme from the Stock Exchanges is not applicable to this draft Scheme as it solely provides for the Merger of Wholly Owned Subsidiaries with its Holding Company.

Further, in accordance with the provisions of Regulation 37(6) of the SEBI Listing Regulations read with the SEBI Circular, we hereby enclose the below mentioned documents for the purpose of disclosure:

- Certified True Copy of the draft Scheme of Amalgamation (Merger by Absorption) of Deccan Star Distilleries India Private Limited ("DDPL"/"Transferor Company 1") and Sarthak Blenders & Bottlers Private Limited ("SBBPL"/"Transferor Company 2"), Wholly-Owned Subsidiaries of the Company, with and into Allied Blenders and Distillers Limited (**Annexure A**); and
- Certified True Copy of the Resolutions passed by the Board of Directors of the Company, Deccan Star Distilleries India Private Limited and Sarthak Blenders & Bottlers Private Limited, dated November 4, 2025 approving the said Draft Scheme (**Annexure B**).

Please take the above on your records.

Thanking you.

Yours sincerely,

For **Allied Blenders and Distillers Limited**

Sumeet Maheshwari
Company Secretary and Compliance Officer
Membership No. A15145

Encl:- As above

Allied Blenders and Distillers Limited

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Registered Office: 394/C, Ground Floor, Lamington Chambers, Lamington Road, Mumbai – 400004, India. T.: +91-22 6777 9777. F.: + 91-22 67779725
www.abdindia.com CIN No: L15511MH2008PLC187368

**SCHEME OF AMALGAMATION
(MERGER BY ABSORPTION)**

UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

OF

**DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED
("TRANSFEROR COMPANY 1" OR "DDPL")**

AND

**SARTHAK BLENDERS & BOTTLERS PRIVATE LIMITED
("TRANSFEROR COMPANY 2" OR "SBBPL")**

WITH AND INTO

**ALLIED BLENDERS AND DISTILLERS LIMITED
("TRANSFeree COMPANY" OR "ABDL")**

AND

THEIR RESPECTIVE SHAREHOLDERS



A. PREAMBLE

This Scheme of Amalgamation (Merger by Absorption) is presented under the provisions of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and rules made thereunder for amalgamation of Deccan Star Distilleries India Private Limited (referred to as the 'Transferor Company 1') and Sarthak Blenders & Bottlers Private Limited (referred to as the 'Transferor Company 2', collectively referred to as the 'Transferor Companies') with and into Allied Blenders and Distillers Limited (referred to as the 'Transferee Company').

B. BACKGROUND AND DESCRIPTION OF COMPANIES

I. Deccan Star Distilleries India Private Limited (hereinafter referred to as 'DDPL' or 'Transferor Company 1') bearing CIN: U15492TG2013PTC090743, is a private limited company incorporated under the provisions of Companies Act, 1956 on 29th October 2013 (now deemed to be incorporated and registered under the Companies Act, 2013) in the state of Telangana under the Registrar of Companies, Hyderabad. The registered office of the Transferor Company 1 was changed from 8-2-684/4/13/1, Road No. 12, Banjara Hills, Hyderabad, Telangana-500034, India to H.No. 1-11-220/2, Sreenivasam, First Floor, Brundavan Colony, Begumpet, Hyderabad – 500016, Telangana, India. Transferor Company 1 is the wholly owned subsidiary of Transferee Company.

II. The main objects of Transferor Company 1 are as under:

- a. To carry on the business of manufacturers, brewers, malsters, compounders, processors, rectifiers, merchants, exporters, importers, brokers, bottlers, buyers, sellers, agents and dealers in all types of spirits, alcohols, wines, liquors, such as gin, rum, whisky, brandy, beer, ale, stout, porter or such other products, and all kinds of aerated, mineral, artificial and medicated waters and drinks and all products or by products thereof.
- b. To carry on the business of bottling, packing, sealing, labeling, in relation to the above stated activities.
- c. To carry on the business of manufacturers, buying, selling, trading, Stocking, distributing or otherwise dealing in potable spirits, wineries, beers, alcohols, spirits, wines,



liquors, brewery, distillery, or any other product in this line of business in India or abroad and to act as supplier, agent, broker, dealer, liaisoner, facilitator of chemicals, organic/inorganic materials, raw materials, intermediaries, required for manufacturing/production or dealing of the above.

III. Sarthak Blenders & Bottlers Private Limited (hereinafter referred to as '**SBBPL**' or '**Transferor Company 2**') bearing CIN: U15311MH2011PTC337649, is a private limited company incorporated under the provisions of Companies Act, 1956 on 09th May 2011 (now deemed to be incorporated and registered under the Companies Act, 2013) in the state of Uttar Pradesh under the Registrar of Companies, Kanpur. With effect from 13th February 2020, the registered office of the Transferor Company 2 was changed from the state of Uttar Pradesh to the state of Maharashtra. Presently, the registered office of SBBPL is situated at 394-C, Lamington Chambers Near Naaz Cinema, Lamington Road, Mumbai, Maharashtra-400004, India. Transferor Company 2 is the wholly owned subsidiary of Transferee Company.

IV. The main object of Transferor Company 2 are as under:

a. To carry on the business of manufacturers, brewers, malsters, compounders, processors, rectifiers, merchants, exporters, importers, brokers, bottlers, buyers, sellers, agents and dealers in all types of sprits, alcohols, wines, liquors, such as gin, rum, whisky, brandy, beer, vodka, stout, porter etc. and all kinds of aerated, mineral, artificial and medicated waters and drinks and all products or by products thereof and food products.

V. Allied Blenders and Distillers Limited (hereinafter referred to as 'Transferee Company' or 'ABDL') bearing CIN: L15511MH2008PLC187368, is a public limited company incorporated under the provisions of Companies Act, 1956 on 8th October 2008 (now deemed to be incorporated and registered under the Companies Act, 2013) in the state of Maharashtra, under the name and style "You and Me Properties Private Limited". Subsequently, the name of the Transferee Company was changed to Moonlight Blenders and Distillers Private Limited with effect from 22nd July, 2009 vide a fresh Certificate of Incorporation issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently pursuant to an order of the Bombay High Court dated 5th February, 2010 in scheme of amalgamation between Allied Blenders and Distillers Private Limited, Our



Own Properties Private Limited and the Transferee Company, the erstwhile name of which was Moonlight Blenders and Distillers Private Limited, the entire business undertaking of Allied Blenders and Distillers Private Limited and Our Own Properties Private Limited were transferred to the Transferee Company. Consequently, the name of the Transferee Company was changed to 'Allied Blenders and Distillers Private Limited' and a fresh certificate of incorporation dated 30th April, 2010 was issued by the Registrar of Companies, Mumbai, Maharashtra. The Transferee Company was converted into a public limited company with effect from 8th June, 2022 and accordingly its name was changed to "Allied Blenders and Distillers Limited" vide a fresh Certificate of Incorporation issued by the Registrar of Companies, Mumbai, Maharashtra. The registered office of the Transferee Company was changed from Office No.1 & 2, 1st Floor, Fine Mansion, 203, D.N. Road, Opposite Suvidha Restaurant, Fort, Mumbai 400 001, Maharashtra, India to 394-C, Lamington Chambers, Lamington Road, Mumbai 400 004, Maharashtra, India. The Transferee Company is the holding company of the Transferor Companies. The equity shares of the Transferee Company are listed over the BSE Limited and the National Stock Exchange of India Limited.

VI. The main object of Transferee Company are as under:

- a. To process manufacture, distill, prepare, refine, blend, store, mature, produce, import, export and generally to deal in wines, spirits, liquors, country liquors, whisky, gin, rum, brandy, spirits, liquors, beer, aerated, mineral and medicated waters and to carry on the business of marketing of liquor and other allied products in any part of India and abroad and all types of selling and purchasing activities directly (both in internal and external markets on its own or as sales, purchase or commission agents and brokers) for liquor and other allied products.

C. RATIONALE FOR THE SCHEME

The Transferor Companies are the wholly owned subsidiaries of the Transferee Company. With the objective of reducing the number of entities and to have administratively efficient structure, the management of respective companies are contemplating to amalgamate the wholly owned Transferor Companies with and into the Transferee Company, which inter alia would have the following benefits:



- i. Reducing the number of entities, simplification of group structure and thereby reducing the legal and regulatory compliances required at present to be carried out by both the Transferor Companies and the Transferee Company. The proposed amalgamation will also reduce the managerial overlaps, which are necessarily involved in running multiple entities.
- ii. Consolidation would provide economies in costs by combining the functions and related operations and activities.
- iii. The proposed amalgamation will result in elimination of administrative duplications of multiple record keeping and other functions involved in maintaining separate companies, thus economizing and reducing administrative, managerial and other common cost.

Accordingly, the Scheme is in the interest of the companies involved as part of the Scheme and their respective stakeholders

D. TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME-TAX ACT, 1961

The provisions of this Scheme have been drawn up to comply with the conditions relating to "Amalgamation" as defined under Section 2(1B) of the Income-tax Act, 1961 as may be amended or supplemented or replaced from time to time. If any of the terms or provisions of the Scheme are found or interpreted to be in-consistent with the provisions of the said Section at a later date, including resulting from an amendment of law or the existing law being supplemented or replaced or for any other reason whatsoever, the provisions of the said Sections of the Income-tax Act, 1961 as may be amended or supplemented or replaced from time to time, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961 as may be amended or supplemented or replaced from time to time. Such modifications will, however, not affect the other provisions of the Scheme.



E. TREATMENT OF THE SCHEME FOR THE PURPOSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ('SEBI') ACT, 1992 AND THE RULES AND REGULATIONS MADE THEREUNDER

- a. The Transferor Companies are wholly owned subsidiaries of the Transferee Company
- b. The Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 including any amendments thereof states that in case of a scheme providing solely for merger of a wholly owned subsidiary with its parent company, the draft scheme is required to be filed with the Stock Exchanges for the purpose of disclosure and the Stock Exchanges shall, thereafter disseminate the scheme documents on their website.
- c. Accordingly, this Scheme shall be filed with the Stock Exchanges, where the equity shares of the Transferee Company are listed. However, no specific approval of the Stock Exchanges or SEBI is required in case of merger of wholly owned subsidiaries into its holding company.

F. PARTS OF THE SCHEME

This Scheme is divided into following sections:

- i. **Part I** deals with definitions and interpretations of the terms used in this Scheme and sets out the share capital of the Transferor Companies and the Transferee Company.
- ii. **Part II** deals with amalgamation of the Transferor Companies with and into the Transferee Company.
- iii. **Part III** deals with the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.



PART I
DEFINITIONS, INTERPRETATIONS, DATE OF TAKING EFFECT AND
SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- 1.1. **“Act”** shall mean the Companies Act, 2013 as amended from time to time, and shall include any other statutory re-enactment thereof, read with all surviving and applicable provisions of the Companies Act, 1956 and shall include all rules, regulations, circulars, notifications, guidelines made or issued in relation thereto, from time to time;
- 1.2. **“Appointed Date”** for the purpose of this Scheme, means 1st April 2025;
- 1.3. **“Applicable Law”** shall mean any applicable law, statute, ordinance, rule, regulation, guideline or policy having the force of law;
- 1.4. **“Board of Directors”** or **“Board”** in relation to the Transferor Companies or Transferee Company, as the case may be, means the board of directors of such company and shall include a duly constituted committee thereof and authorized thereby for the purpose of matters pertaining to the Scheme and/or any other consequential or incidental matter in relation thereto;
- 1.5. **“Effective Date”** or **“coming into effect of this Scheme”** or **“upon this Scheme becoming effective”** or **“effectiveness of this Scheme”** means the last date of the dates on which all the conditions and matters referred to in Clause 22 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme;
- 1.6. **“Governmental Authority”** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction over the territory of India including but not limited to Registrar of Companies, Official Liquidator and the NCLT;



- 1.7. **"IT Act"** shall mean the Income Tax Act, 1961 as may be amended or supplemented or replaced from time to time together with all applicable by-laws, rules, regulations, circulars, notifications, orders, ordinances, policies, directions or supplements issued thereunder;
- 1.8. **"INR"** means Indian Rupees;
- 1.9. **"NCLT"** means the National Company Law Tribunal, Mumbai Bench and National Company Law Tribunal, Hyderabad Bench as constituted under the provisions of the Act having jurisdiction over the Transferor Companies and the Transferee Company;
- 1.10. **"Registrar of Companies" or "ROC"** means the Registrar of Companies, Mumbai, and the Registrar of Companies, Hyderabad, having jurisdiction over the Transferor Companies and the Transferee Company;
- 1.11. **"Scheme"** means this scheme of amalgamation of Transferor Companies with and into the Transferee Company and their respective shareholders in its present form as submitted to the NCLT together with any modification(s) and amendments made under Clause 20 of this Scheme from time to time and with appropriate approvals and sanctions as imposed or directed by the NCLT;
- 1.12. **"Stock Exchanges"** means the BSE Limited and the National Stock Exchange of India Limited;
- 1.13. **"Tax" or "Taxes"** means all forms of taxes (direct or indirect), surcharges, duties, tariffs, fees, premiums, assessments, levies, imports and other charges of any kind whatsoever imposed by any Government Authority, including, without limitation, goods and services tax, corporate income tax, minimum alternate tax, withholding tax, value added tax, service tax, professional tax, customs and excise duties, CENVAT, capital tax and other transaction taxes, stamp duty, dividend withholding tax, real estate taxes, municipal taxes and duties, and environmental taxes and duties, together with all interest, penalties, fines, additions to tax, surcharges, cess or other additional amounts imposed in respect or relating thereto that may be payable, due or levied, imposed upon or claimed to be owed in any relevant jurisdiction;



- 1.14. “Transferee Company” or “ABDL”** means Allied Blenders and Distillers Limited bearing CIN: L15511MH2008PLC187368 being a Public limited company incorporated under the provisions of Companies Act, 1956 on 8th October 2008 having its registered office at 394-C Lamington Chambers Lamington Road, Mumbai, Maharashtra - 400004, India;
- 1.15. “Transferor Company 1” or “DDPL”** means Deccan Star Distilleries India Private Limited bearing CIN: U15492TG2013PTC090743, being a private limited company incorporated under the provisions of Companies Act, 1956 on 29th October 2013 having its registered office at H.No. 1-11-220/2, Sreenivasam, First Floor, Brundavan Colony, Begumpet, Hyderabad – 500016, Telangana, India;
- 1.16. “Transferor Company 2” or “SBBPL”** means Sarthak Blenders & Bottlers Private Limited bearing CIN: U15311MH2011PTC337649, being a private limited company incorporated under the provisions of Companies Act, 1956 on 09th May 2011 having its registered office at 394-C, Lamington Chambers Near Naaz Cinema, Lamington Road, Mumbai, Maharashtra - 400004, India;
- 1.17. “Transferor Companies”** means Deccan Star Distilleries India Private Limited (“Transferor Company 1” or “DDPL”) and Sarthak Blenders & Bottlers Private Limited (“Transferor Company 2” or “SBBPL”) collectively.
- 1.18. “Undertaking”** means the whole of the undertaking and entire business of the Transferor Companies as a going concern, including (without limitation) specifically the following:
- All the assets and properties of the Transferor Companies (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent), including the assets and properties which are recorded or not recorded in the books of the Transferor Companies, including but not limited to, plant and machinery, equipment, buildings and structures (including freehold land and factory building in Uttarakhand), offices, residential and other premises, sundry debtors, unbilled receivables, furniture, fixtures, office equipment, appliances, accessories, depots, deposits including security deposit, all stocks, assets, investments of all kinds (including shares, scrips, stocks, bonds, debenture stocks, units including units of mutual funds), and interests in its subsidiaries, cash balances or deposits with banks, loans including inter corporate loan, employee loan,



interest accrued on loan, interest accrued on deposits, lease receivables, advances including advances to employees, balance with government authorities, disbursements, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, prepaid expenses, advances or deposits paid by the Transferor Companies, financial assets, leases (including lease rights), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, right of use assets, capital work in progress, goodwill, benefit of any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, all kinds of licenses (including but not limited licenses related to business activities and operations whether allotted or applied for subject to necessary compliances), fixed and other assets, trade and service names and marks, patents, copyrights, and other intellectual property rights of any nature whatsoever, know-how, goodwill, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including, title, interests, other benefits (including tax benefits), easements, privileges, liberties, mortgages, hypothecations, pledges or other security interests created in favour of the Transferor Companies and advantages of whatsoever nature and wheresoever situated in India or abroad, 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 Companies or in connection with or relating to the Transferor Companies and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies, whether in India or abroad;

- ii. all liabilities, both present and future, whether provided for or not in the books of accounts or disclosed in the balance sheet of Transferor Companies, including but not limited to, secured and unsecured debts (whether in INRs or foreign currency), sundry creditors, liabilities (including contingent liabilities), provisional liabilities, borrowings, retentions, employee liabilities, provisions including provisions for compensated absence, provision for gratuity, statutory liabilities, deferred revenue,



lease liabilities, bills payable, interest accrued and all other debts, statutory dues, duties, undertakings, contractual obligations, guarantees given and obligations of Transferor Companies of every kind, nature and description, whether fixed, contingent or absolute, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whatsoever or howsoever or whensoever arising, raised or incurred or utilized (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability) pertaining to Transferor Companies;

- iii. all agreements (including any rights, protections, indemnities, guarantees granted to or by, warranties and representations made to or by Transferor Companies under such agreements), permits, licenses (including but not limited to related business activities and operations license, rights, contracts, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, entitlements, permits, licenses (whether allotted or applied for subject to necessary compliances), approvals, authorizations, concessions, consents, quota rights, engagements, arrangements, authorities, allotments, registrations including import/export registrations, security arrangements (to the extent provided herein), credits, certificates, awards, sanctions, no objection certificates, exemptions, advantages (including those granted/issued/given by any governmental, statutory or regulatory or local or administrative bodies for the purpose of carrying on the business of Transferor Companies) benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Companies;
- iv. all records, files, papers, computer programs, software, manuals, data including personal and confidential data of employees, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the business activities and operations of the Transferor Companies;
- v. all employees of the Transferor Companies;



- vi. all insurance policies of the Transferor Companies;
- vii. all quotas, rights, entitlements, export/import incentives and benefits including advance licenses, bids, tenders (at any stage as it may be), letters of intent, expressions of interest, development rights (whatever vested or potential and whether under agreements or otherwise), subsidies, tenancies in relation to office, benefit of any deposits privileges, all other rights, receivables, powers and facilities of every kind, nature and description whatsoever, provisions and benefits of all agreements, contracts and arrangements, including technological licensing agreements, and all other interests in connection with or relating thereto;
- viii. all brand names, trademarks, trade names, patents and domain names, intellectual property rights, registrations; applications and authorizations with governmental authorities in any jurisdiction, dossiers copyrights, industrial designs, trade secrets, know-how; data, formulations, technology, methodology, manufacturing procedures and techniques, test procedures, product registrations, applications and authorizations and other intellectual property rights and all other interests exclusively relating to the goods or services being dealt with by Transferor Companies;
- ix. all intellectual property rights created, developed or invented by employees concentrated on the research, development or marketing of products (including process development or enhancement) in connection with Transferor Companies;
- x. all deposits and balances with government, quasi-government, local and other authorities and bodies, customers, and other persons, earnest monies and/or security deposits paid or received by the Transferor Companies, directly or indirectly;
- xi. all book, records, files, papers, engineering and process information, application, software, software licenses (whether proprietary or otherwise), test reports, computer programs, drawing manuals, data, databases including databases for procurement, commercial or management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, list of present and former borrowers, lenders and suppliers including service providers, other borrower information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form;



- xii. all legal, taxation and other proceedings of whatsoever nature viz. both existing and future proceedings, including all pending direct tax and indirect tax litigations; and
- xiii. all tax credits, including but not limited to CENVAT credits, excise credits, GST credits, refunds, TDS credits, reimbursements, claims, exemptions, benefits under service tax laws, value added tax, purchase tax, sales tax or any other duty or tax or cess or imposts under central or state law including sales tax deferrals, deferred tax assets and liabilities, advance taxes, tax deducted at source, tax collected at source, foreign tax credit, wealth tax, property tax, credits of minimum alternate tax, right to carry forward and set-off unabsorbed business losses and unabsorbed depreciation, if any, and deductions and benefits under the IT Act.

All terms and words not defined but used in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules, regulations and byelaws as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. INTERPRETATION

In this Scheme, unless the context otherwise requires:

- a) references to “coming into effect of this Scheme” or “upon this Scheme becoming effective” or “effectiveness of this Scheme” shall mean the Effective Date of the Scheme;
- b) references to the singular include a reference to the plural and vice-versa and reference to any gender includes a reference to all other genders;
- c) reference to persons shall include individuals, bodies corporate [wherever incorporated or unincorporated], associations and partnerships;
- d) headings are inserted for the ease of reference and shall not affect the construction or interpretation of the Scheme;
- e) the Schedules to this Scheme shall form an integral and inseparable part of the Scheme;



- f) references to the words “including”, “inter-alia” or any other similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- g) all terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules, regulations and by-laws as the case may be, including any statutory modification or re-enactment thereof from time to time.
- h) any reference to any section of the Act shall be deemed to be a reference to that Section of the Companies Act, 2013.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form with/without any modification(s) approved or directed by the NCLT shall be effective from the Appointed Date but shall be operative from the Effective Date.

4. SHARE CAPITAL

4.1. Transferor Company 1:

The Authorized, Issued, Subscribed and Paid-up share capital of the Transferor Company 1 as on 30th September 2025 is as under:

Particulars	Amount in INR
Authorised:	
10,000 Equity shares of INR 10/- each	1,00,000
Total	1,00,000
Issued, Subscribed and Fully Paid-up:	
10,000 Equity shares of INR 10/- each	1,00,000
Total	1,00,000

Subsequent to 30th September 2025 and until the date of filing of this Scheme with the NCLT, there has been no change in the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company 1.



4.2. Transferor Company 2:

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company 2 as on 30th September 2025 is as under:

Particulars	Amount in INR
Authorised:	
13,00,000 Equity shares of INR 10/- each	1,30,00,000
Total	1,30,00,000
Issued, Subscribed and Fully Paid-up:	
5,22,100 Equity shares of INR 10/- each	52,21,000
Total	52,21,000

Subsequent to 30th September 2025 and until the date of filing of this Scheme with the NCLT, there has been no change in the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company 2.

4.3. Transferee Company:

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company as on 30th September 2025 is as under:

Particulars	Amount in INR
Authorised:	
36,21,50,000 equity shares of INR 2/- each	72,43,00,000
Total	72,43,00,000
Issued, Subscribed and Fully Paid-up:	
27,97,10,151 Equity shares of INR 2/- each	55,94,20,302
Total	55,94,20,302

Subsequent to 30th September 2025 and until the date of filing of this Scheme with the NCLT, there has been no change in the Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company.



PART II

AMALGAMATION OF THE TRANSFEROR COMPANIES WITH AND INTO TRANSFeree COMPANY

5. TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANIES IN THE TRANSFeree COMPANY

- 5.1. Upon coming into effect of this Scheme and with effect from the Appointed Date, and subject to the provisions of this Scheme in relation to the mode of transfer and vesting, the Undertaking shall, pursuant to the provisions of Sections 230 - 232 and other applicable provisions 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 and stand transferred to and vested in the Transferee Company so as to become the undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme.
- 5.2. All assets, estate, rights (including intellectual property rights), title, interest, permits, license (including but not limited to related business activities and operations licenses whether allotted or applied for subject to necessary compliances) and authorities acquired by the Transferor Companies on or after the Appointed Date and prior to the Effective Date for operation of the Transferor Companies or pertaining to or relating to the Transferor Companies shall also stand transferred to and vested in the Transferee Company upon the coming into effect of this Scheme.
- 5.3. All assets of the Transferor Companies that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery, novation and/or endorsement and delivery or by operation of law, pursuant to order of the NCLT, shall be vested in the Transferee Company. Upon this Scheme becoming effective, the title of such property shall be deemed to have been mutated and recognised as that of the Transferee Company.
- 5.4. In respect of such of the assets of the Transferor Companies other than those referred to in Clause 5.3 above, including sundry debtors, receivables, bills, credits (including Tax credits pertaining to direct and indirect tax), investment in shares, investment in units of mutual funds, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits, if any,



with Government, semi-Government, local and other authorities and bodies, shall, without any further act, instrument or deed, be and stand transferred to and vested in the Transferee Company and/or be deemed to be transferred to and vested in Transferee Company on the Appointed Date pursuant to the provisions of Sections 230-232 of the Act upon effectiveness of this Scheme. Transferee Company shall upon sanction of the Scheme be entitled to the delivery and possession of all documents of title of such movable property in this regard. All cheques or negotiable instruments, payment orders etc., received in the name of the Transferor Companies on or after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company.

All cheques or negotiable instruments, payment orders, etc., issued by the Transferor Companies prior to the Effective Date, shall be, on or after the Effective Date, dealt with by the bankers of the Transferee Company and debited from the account of the Transferee Company. Similarly, the bankers to the Transferor Companies shall honour and accept cheques and all requests issued by the Transferee Company for payment or otherwise on or after the Effective Date.

- 5.5. All immovable properties of the Transferor Companies, including land together with the buildings and structures standing thereon (freehold land and manufacturing facility in Uttarakhand and others, if any) and rights and interests in immovable properties of the Transferor Companies, whether freehold or leasehold or otherwise and all documents of title, rights and easements in relation thereto shall, without any further act, instrument or deed, stand vested in and/or be deemed to have been vested in the Transferee Company, by operation of law pursuant to the sanctioning of this Scheme and upon this Scheme becoming effective. Such assets shall stand vested in the Transferee Company and shall be deemed to have become the property of the Transferee Company by operation of law. Transferee Company shall upon the order of the NCLT sanctioning this Scheme and upon this Scheme becoming effective, be always entitled to all the rights and privileges attached in relation to such immovable properties and shall be liable to pay appropriate rent, rates and Taxes and fulfill all obligations in relation thereto or as applicable to such immovable properties. Upon this Scheme becoming effective, the title to such properties shall be deemed to have been mutated and recognized as that of the Transferee Company and the mere filing of the Scheme with the appropriate Registrar or Sub-Registrar or with



the relevant Government agencies shall suffice as record of continuing titles with the Transferee Company and shall be constituted as a deemed mutation and substitution thereof. Transferee Company shall, subsequent to the Scheme becoming effective, be entitled to the delivery and possession of all documents of title to such immovable property in this regard. It is hereby clarified that all the rights (including right of use assets), title and interest of the Transferor Companies in any leasehold properties shall, pursuant to the provisions of Sections 230 - 232 of the Act and the provisions of this Scheme, without any further act, instrument or deed, be vested in or be deemed to have been vested in the Transferee Company.

- 5.6. Upon this Scheme coming into effect and with effect from the Appointed Date, all debts, liabilities (including contingent liabilities), duties and obligations of every kind, nature and description of the Transferor Companies shall, pursuant to the provisions of Sections 230 - 232 and other applicable provisions 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 and stand transferred to and vested in, the Transferee Company, so as to become on and from the Appointed Date, the debts, liabilities (including contingent liabilities), duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies, and further that it shall not be necessary to obtain the consent of any person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this clause.
- 5.7. Upon the coming into effect of this Scheme, the Transferee Company shall be liable to perform all obligations in respect of the liabilities which have been transferred to it in terms of this Scheme.
- 5.8. It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is amended by virtue of this Scheme except to the extent that such amendment is required statutorily.
- 5.9. Without prejudice to the provisions of the foregoing clauses, the Transferee Company shall execute any instrument/s and/or document/s and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the jurisdictional registrar of companies to give formal effect to the above provisions, if required.



- 5.10.** Any statutory licenses (including but not limited to related business activities and operations licenses whether allotted or applied for subject to necessary compliances), authorizations, statutory rights, permissions, approvals, or other registrations, provident fund, Employee State Insurance, or other registrations, no objection certificates, or any consents to carry on the operations of the Transferor Companies shall stand transferred to and vested in the Transferee Company without any further act or deed and shall be appropriately mutated / facilitated by the statutory authorities concerned therewith in favour of the Transferee Company so as to empower and facilitate the continuation of the operations of the Transferee Company.
- 5.11.** The resolutions, if any, as approved and passed from time to time, under the Act, by the Board of Directors and shareholders of the Transferor Companies, that are valid and subsisting on the Effective Date, shall be continued to be valid and subsisting and be considered as resolutions of the Transferee Company.
- 5.12.** All applicable Taxes payable by or refundable to the Transferor Companies with effect from the Appointed Date, including all or any refunds or claims shall be treated as the Tax liability or refunds/claims, etc. as the case may be, of the Transferee Company.
- 5.13.** Any third party or authority required to give effect to any provisions of this Scheme, shall take on record the order of the NCLT sanctioning this Scheme on its file and duly record the necessary substitution or endorsement in the name of the Transferee Company as successor in interest, pursuant to the sanction of this Scheme by the NCLT, and upon this Scheme becoming effective. For this purpose, the Transferee Company shall file certified copies of such NCLT order and if required file appropriate applications or forms with relevant authorities concerned for statistical and information purposes only and there shall be no break in the validity and enforceability of approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, (including licenses granted by any Governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), and certificates of every kind and description of whatsoever nature.



- 5.14. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, certificates, clearances, authorities, power of attorneys given by, issued to or in favour of the Transferor Companies in relation to Undertaking shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the Transferee Company.
- 5.15. Transferee Company shall, at any time after this Scheme coming into effect, in accordance with the provisions hereof, if so, required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Transferor Companies has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. Transferee Company shall for this purpose, under the provisions hereof, be deemed to have been authorized to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Companies.
- 5.16. In so far as various incentives, subsidies, exemptions, remissions, reductions, export benefits, direct tax related deductions, allowances, tax credits, including MAT and foreign tax credits, all indirect tax related benefits, including GST benefits, service tax benefits, all indirect tax related assets / credits, including but not limited to goods and service tax input credits, service tax input credits, value added / sales tax / entry tax credits or set-off, income tax holiday / benefit / tax business losses and unabsorbed depreciation / minimum alternative tax and other benefits or exemptions or privileges enjoyed, granted by any Government Authority or by any other person, or availed of by the Transferor Companies is concerned, the same shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of Applicable Law, without any further act or deed, in so far as they relate to Undertaking, vest with and be available to the Transferee Company on the same terms and conditions as were available with the Transferor Companies as if the same had been allotted and/ or granted and/or sanctioned and/or allowed to the Transferee Company.



6. LEGAL PROCEEDINGS

If any suit, appeal or other proceedings including legal and taxation proceedings of whatsoever nature by or against the Transferor Companies whether pending and/or arising on or before the Effective Date, shall not abate or be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking or anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Companies, if this Scheme had not been made.

7. CONTRACTS, DEEDS ETC.

7.1. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements (including any rights, protections, indemnities, guarantees granted to or by, warranties and representations made to or by the Transferor Companies under such agreements), understandings whether written or oral and other instruments, if any, of whatsoever nature to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible and which are subsisting or having effect on the Effective Date, without any further act, instrument or deed, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectively as if, instead of the Transferor Companies, Transferee Company had been a party or beneficiary or oblige thereto.

7.2. Without prejudice to other provisions of this Scheme and notwithstanding the fact that the vesting of the Undertaking occurs by virtue of this Scheme itself, Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Companies is a party as may be necessary to be executed in order to give formal effect to the above provisions. Transferee Company shall be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to carry out or perform all formalities or compliances required for the purposes referred to above on the part of Transferor Companies.



8. EMPLOYEES

Upon the coming into effect of this Scheme:

- 8.1. All the employees of the Transferor Companies as on the Effective Date shall stand transferred to the Transferee Company on the same terms and conditions on which they are engaged by the Transferor Companies, (including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident fund plans, superannuation plans and any other retirement benefits) without any interruption in service as a result of transfer of Undertaking to the Transferee Company.
- 8.2. Transferee Company agrees that the services of all such employees (as mentioned in Clause 8.1 above) with the Transferor Companies prior to the transfer, as aforesaid, shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident fund plans, superannuation plans and any other retirement benefits and accordingly, shall be reckoned therefore from the date of their respective appointment in the Transferor Companies.
- 8.3. It is expressly provided that, on this Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund, employee stock options, or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of the Transferor Companies are concerned, such proportion of the investments made in the funds and liabilities which are attributable/referable to the transferred employees engaged by the Transferor Companies (collectively referred to as the "**Funds**") shall be transferred to the similar Funds created and/or nominated by the Transferee Company and shall be held for their benefit pursuant to this Scheme, or at the sole discretion of the Transferee Company, maintained as separate funds by the Transferee Company. Pending the transfer as aforesaid, the Funds of the Transferor Companies' employees may be continued to be deposited in the existing relevant Funds of the Transferor Companies. Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to: (a) retain separate trusts or funds within the Transferee Company for the erstwhile Fund(s) of the Transferor Companies; or (b) merge the pre-existing Funds of the Transferor Companies with other similar funds of



the Transferee Company.

- 8.4. In relation to any other Fund (including any Funds set up by the government for employee benefits) created or existing for the benefit of the employees, the Transferee Company shall stand substituted for the Transferor Companies, for all purposes whatsoever, including relating to the obligation to make contributions to the said Funds in accordance with the provisions of such Scheme, Funds, bye laws, etc. in respect of such transferred employees.

9. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the assets, liabilities and obligations of the Transferor Companies as per this Scheme and the continuance of the proceedings by or against the Transferee Company under Clause 6 hereof shall not affect any transaction or proceedings already completed by the Transferor Companies on or before the Effective Date and intent that the Transferee Company accepts all acts, deeds and things done and executed by the Transferor Companies as acts deeds and things done and executed by and on behalf of the Transferee Company.

10. CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE

- 10.1. With effect from the Appointed Date and up to and including the Effective Date, the Transferor Companies shall be deemed to have been carrying on all business on account of and in trust for the Transferee Company. All profits accruing to the Transferor Companies or losses, including tax business losses, arising or incurred by the Transferor Companies for the period commencing from the Appointed Date to the Effective Date shall, for all purposes, be treated as the profits or losses, as the case may be, of the Transferee Company.
- 10.2. The Transferor Companies hereby confirms that it has, and shall continue up to the Effective Date, to preserve and carry on the business with due diligence, prudence and that it will not, without the prior consultation with the Transferee Company, alienate, or otherwise deal with or dispose of the Undertaking or any part thereof or recruit any new employees (in each case except in the ordinary course of business) or undertake substantial expansion of the Undertaking, other than expansions which have already commenced prior to the Appointed Date.



11. TAXATION

- 11.1. It is expressly clarified that, upon this Scheme becoming effective, all Taxes payable by the Transferor Companies on and after the Appointed Date shall be treated as the Tax liability of the Transferee Company. Similarly, all credits for Taxes, including but not limited to tax deduction at source and advance taxes of the Transferor Companies, shall be treated as credits for Taxes of the Transferee Company.
- 11.2. All Taxes of any nature, surcharge, duties, cess or any other like payment or deductions made by the Transferor Companies to any statutory authorities or any tax deduction or collection at source, or foreign tax credits relating to the period after the Appointed Date but up to the Effective Date shall be deemed to have been on account of or paid on behalf of the Transferee Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Transferee Company upon the sanction of this Scheme and upon relevant proof and documents being provided to the said authorities.
- 11.3. Upon this Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax, withholding tax and any other statutory returns and filings under the tax laws, notwithstanding that the period of filing / revising such return may have lapsed and period to claim refund / advance tax and withholding tax / any other tax credit etc. also elapsed pursuant to the provisions of this Scheme. The Transferee Company shall be entitled to refund and/or set off all amounts paid by the Transferor Companies under income tax or any other tax etc. or any other disputed amount under appeal, if any, upon this Scheme becoming effective.
- 11.4. Upon this Scheme becoming effective and with effect from the Appointed Date, all unavailed credits, exemptions, deductions (including Chapter VIA deductions), tax holidays and other statutory benefits, including in respect of Income Tax (viz. Tax deducted at source, Advance tax, Self-Assessment Tax etc.), brought forward unabsorbed business losses and unabsorbed depreciation, taxes withheld/paid in a foreign country, CENVAT, Excise Duty, Customs, VAT, Sales Tax, Service Tax, Entry Tax, and Goods and Service Tax entitled to/enjoyed/availed/brought forward by the Transferor Companies shall stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company and be entitled to/enjoyed/availed/utilized/carried forward by the Transferee



Company on and from the Appointed Date in the same manner as would have been entitled to/enjoyed/availed/utilized/carried forward by the Transferor Companies before implementation of this Scheme in accordance with the relevant statutes.

11.5. All Taxes, where applicable, (including but not limited to advance Income Tax, Tax Deducted at Source, Taxes withheld/paid in a foreign country, Indirect Taxes, Excise Duty, VAT, Custom Duty, Service Tax, Goods and Service Tax, Income-Tax refunds, Service Tax refunds, Goods and Service Tax refunds), Stamp Duty and Registration Charges, paid or payable by the Transferor Companies, including all or any Tax refunds or Tax liabilities or Tax claims arising from pending Tax proceedings, under any law, before the Appointed Date, shall be on account of the Transferor Companies, and, insofar as it relates to the Tax payment (including, without limitation, Income Tax, Stamp Duty, Sales Tax, Service Tax, excise duty, Goods and Service Tax refunds, VAT, etc.), whether by way of Deduction at Source, Advance Tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the Transferor Companies, with effect from the Appointed Date, shall be treated as or deemed to be treated as the Tax liability or Tax refunds / Tax claims as the case may be (whether or not recorded in the books of the Transferor Companies), of the Transferee Company, and any Advance Income Tax, Tax Deducted at Source, Income-Tax refunds, Service Tax refunds, Goods and Service Tax refunds, Deferred Tax Assets, etc., as would have been available to the Transferor Companies on or before the Effective Date, shall be available to the Transferee Company upon this Scheme coming into effect.

11.6. With effect from the Appointed Date and upon this Scheme becoming effective, all taxes, duties, cess receivable/payable by the Transferor Companies, including all or any refunds / credit / claims / tax business losses / unabsorbed depreciation relating thereto shall be treated as the asset / liability or refunds / credit / claims / tax business losses / unabsorbed depreciation, as the case may be, of the Transferee Company.

12. INTER SE TRANSACTIONS

Upon the coming into effect of this Scheme and with effect from the Appointed Date, all inter-se contracts between the Transferor Companies and the Transferee Company, including inter-se loans & advances between the Transferor Companies and the Transferee Company, from time to time, shall stand cancelled and cease to operate, and appropriate



effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company.

13. DISSOLUTION OF THE TRANSFEROR COMPANIES

Upon this Scheme becoming effective, the Transferor Companies shall be dissolved without winding up pursuant to the provisions of Sections 230 - 232 of the Act.

14. CANCELLATION OF EQUITY SHARES

14.1. Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company and the entire issued, subscribed and paid up share capital of the Transferor Companies is held by the Transferee Company and its nominee, upon coming into effect of this Scheme, it is clarified that no new shares shall be issued, nor any payment shall be made in cash whatsoever by the Transferee Company in lieu of cancellation of shares held by the Transferee Company in the Transferor Companies .

14.2. Also, all shares of the Transferor Companies held by the Transferee Company (either held directly or through nominee shareholders) as on the Effective Date shall stand extinguished and cancelled without any further application, act or deed.

15. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEE COMPANY

Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation of Transferor Companies with the Transferee Company, in its books of accounts in accordance with the 'pooling of interest method' of accounting as prescribed under Appendix C – "Business combination of entities under common control" of the Indian Accounting Standard (Ind AS) 103, 'Business combinations' as notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standard), Rules, 2015, as amended, and other accounting principles generally accepted in India, in the following manner:

15.1. All the assets, liabilities and reserves pertaining to the Transferor Companies shall stand transferred to and vested in the Transferee Company pursuant to this Scheme and shall be recorded by the Transferee Company at their respective carrying values and in the same form and manner as appearing in the consolidated financial statements of the



Transferee Company.

- 15.2.** The identity of the reserves pertaining to the Transferor Companies shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner as appearing in the consolidated financial statements of the Transferee Company, prior to this Scheme becoming effective.
- 15.3.** Intercompany balances, if any, between the Transferor Companies and the Transferee Company shall stand cancelled and there shall be no further obligation in that behalf.
- 15.4.** The investments in the equity share capital of the Transferor Companies as appearing in the books of accounts of the Transferee Company shall stand cancelled and there shall be no further right or obligation in that behalf.
- 15.5.** The difference, arising between the (i) carrying value of assets, liabilities and reserves pertaining to the Transferor Companies along with intercompany cancellation recorded as per clauses 15.1, 15.2, 15.3 and 15.7 contained in this section of the Scheme and (ii) carrying value of investment in equity shares of Transferor Companies in the books of Transferee Company as per clause 15.4 above shall be credited to "Capital Reserve" (if surplus) or recorded as "Amalgamation Reserve" (if aforesaid difference is a deficit then after having utilized the existing capital reserves and revenue reserves of Transferee Company, in that order). Further, such capital reserve or amalgamation reserve will be presented separately from other reserves with disclosure of its nature and purpose in notes to the financial statements of the Transferee Company.
- 15.6.** The comparative financial information presented in the standalone financial statements of the Transferee Company shall be restated as if the merger had occurred from the beginning of the comparative period in the standalone financial statements or from the time when the entities came under common control, whichever is later.
- 15.7.** In case of any difference in the accounting policy amongst the Transferee Company and the Transferor Companies, the accounting policies followed by the Transferee Company shall prevail and the difference shall be adjusted in the revenue reserves of the Transferee Company to ensure that the merged financial statements of the Transferee Company reflect the financial position based on consistent accounting policies.



PART III
GENERAL TERMS AND CONDITIONS

16. MERGER OF AUTHORISED SHARE CAPITAL OF THE TRANSFEROR COMPANIES

- 16.1.** Upon this Scheme coming into effect and with effect from the Appointed Date, the Authorised Share Capital of the Transferor Companies shall stand transferred, merged and combined with the Transferee Company in such manner as may be deemed expedient by the Board of Directors of the Transferee Company.
- 16.2.** The resolution approving this Scheme shall be deemed to be the approval for increase of the Authorized Share Capital of the Transferee Company under Section 61 and other applicable provisions of the Act. Clause 5(a) of the Memorandum of Association of the Transferee Company relating to the Authorised Share Capital shall respectively, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to the provisions of Sections 13, 14, 61 of the Act, and Sections 230 - 232 of the Act and other applicable provisions of the Act, as the case may be and be replaced by the following clause:

"Clause 5 of Memorandum of Association of ABDL

"The Authorised Share Capital of the Company shall be Rs. 73,74,00,000/- (Rupees Seventy-three Crores Seventy-Four Lakhs only) divided into 36,87,00,000 (Thirty-Six Crores and Eighty-seven lakhs only) Equity Shares of Rs. 2/- (Rupees Two only) "

17. VALIDITY OF EXISTING RESOLUTIONS, ETC.

Upon coming into effect of this Scheme, the resolutions, if any, of the Transferor Companies, 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 any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.



18. DIVIDEND

- 18.1. The Transferor Companies may declare and pay dividend, whether interim or final, subject to the provisions of the Act, to their equity shareholders for the period commencing from the Appointed Date until the Effective Date provided that the Board of Directors of the Transferor Companies shall have obtained the prior consent and approval of the Board of Directors of the Transferee Company before making such recommendation to the shareholders of the Transferor Companies.
- 18.2. The Transferee Company may declare and pay dividend, whether interim or final, subject to the provisions of the Act, to their equity shareholders for the period commencing from the Appointed Date until the Effective Date and no such dividend shall be payable to the shareholders of the Transferor Companies in respect of their shareholding in the Transferor Companies or their entitlement to the new equity shares pursuant to this Scheme, if such dividend is declared prior to the Effective Date.
- 18.3. It is clarified that the provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholders of the Transferor Companies and/or Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Board of Directors of the Transferee Company, subject to such approval of the shareholders, as may be required.

19. APPLICATION TO NCLT

The Transferor Companies and the Transferee Company, with all reasonable dispatch, shall make an application and/or petition to the NCLT under whose jurisdiction the registered office of the Transferor Companies and the Transferee Company are situated, for sanctioning this Scheme and all matters ancillary or incidental thereto under the provisions of Sections 230 to 232 of the Act and other applicable provisions of the Act.

20. MODIFICATION OF SCHEME

Subject to approval of NCLT, the shareholders of the Transferor Companies and of the Transferee Company empower their respective Board of Directors or a person authorized by the Board of Directors of the Transferor Companies and of the Transferee Company,



respectively, may assent to/make and/or consent to any modifications/amendments of any kind to this Scheme or to any conditions or limitations that the NCLT, as the case may be, as applicable and/or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate as a result of subsequent events, and the Transferor Companies and the Transferee Company by their Board of Directors are hereby authorized to take such steps and do all such acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and resolve any doubts, difficulties or questions whether by reason of any orders of the NCLT or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or virtue of this Scheme and/or any matters concerning or connected therewith.

21. WITHDRAWAL OF SCHEME

The Transferor Companies and the Transferee Company shall be at liberty to withdraw this Scheme at any time as may be mutually agreed through the Board of Directors of the Transferor Companies and the Transferee Company. In such a case, each company shall bear its own cost or as may be mutually agreed.

22. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

This Scheme is and shall be conditional upon and subject to:

- 22.1.** the Scheme being approved by the respective requisite majorities of the members and creditors (where applicable) of the Transferor Companies and the Transferee Company in accordance with the Act or dispensation having been received from the NCLT in relation to obtaining such approval from the shareholders and/or creditors or any law permitting the respective companies not to convene the meetings of its shareholders and/or creditors;
- 22.2.** this Scheme being sanctioned by the NCLT in terms of the provisions of Sections 230 to 232 and other relevant provisions of the Act, and the requisite orders of the NCLT hereof being obtained.
- 22.3.** Certified Copies of the order of the NCLT or such other competent authority, as may be applicable, sanctioning this Scheme being filed with the Registrar of Companies.



23. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the approvals or conditions enumerated in this Scheme not being obtained or complied with, or for any other reason, this Scheme cannot be implemented, then the Board of Directors of the Transferor Companies and the Transferee Company each shall mutually waive such conditions as they may consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, this Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with this Scheme.

24. SEVERABILITY

If any clause of this Scheme hereof is invalid, ruled illegal by the NCLT, or unenforceable under present or future laws, then it is the intention of each of the Transferor Companies and the Transferee Company that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to either the Transferor Companies and the Transferee Company then in such case, attempts shall be made to bring about a modification in the Scheme as will best preserve for the Transferor Companies and the Transferee Company the benefits and obligations of the Scheme, including but not limited to such part.

25. POST SCHEME CONDUCT OF OPERATIONS

25.1. After this Scheme becomes effective, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Companies and realize all monies and complete and enforce all pending contracts and transactions of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary until the transfer of rights and obligations of the Transferor Companies to the Transferee Company under this Scheme is formally accepted by the Transferor Companies and the Transferee Company concerned. For avoidance of doubt, it is hereby clarified that with effect from the Effective Date and until such time that the name of the bank accounts of the Transferor Companies have been replaced with that of the Transferee Company, Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary.



25.2. Transferee Company shall, at any time after this Scheme becoming effective in accordance with the provisions hereof, if so required under applicable law or otherwise, do all such acts or things as may be necessary to either surrender/convert or transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (whether allotted or applied for subject to necessary compliances) and certificates which were held or enjoyed by the Transferor Companies. It is hereby clarified that if the consent of any third party or Governmental Authority, if any, is required to give effect to the provisions of this clause, said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme, and upon this Scheme becoming effective in accordance with the provisions of the Act and with the terms hereof. For this purpose, the Transferee Company shall file applications/documents, as applicable, with relevant authorities concerned for information and record purposes.

25.3. It is hereby clarified that any actions required to be taken by the Transferor Companies under this Scheme pursuant to the amalgamation and dissolution of the Transferor Companies shall be discharged by the Transferee Company as its successor.

26. BINDING EFFECT

Upon this Scheme becoming effective it shall be binding on the Transferor Companies and the Transferee Company, their respective shareholders, creditors and all other stakeholders.

27. BOARD OF DIRECTORS OF TRANSFEROR COMPANIES

The Board of Directors (or any committee/sub-committee thereof) of the Transferor Companies, upon this Scheme becoming effective, shall without any further act, instrument and deed stand dissolved. All the directors of the Transferor Companies shall cease to be directors of the Transferor Companies on coming into effect of this Scheme and may be appointed as directors of the Transferee Company if required, however, if any such director is a director of the Transferee Company, he would continue to hold his office in the Transferee Company.



28. COSTS, CHARGES, EXPENSES AND STAMP DUTY

All costs, charges and expenses (including any taxes and duties) incurred or payable by the Transferor Companies and Transferee Company in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Companies with and into Transferee Company in pursuance of this Scheme, including stamp duty on the orders of NCLT, if any and to the extent applicable and payable, shall be borne and paid by the Transferee Company.





**Allied Blenders
& Distillers**

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS OF THE ALLIED BLENDERS AND DISTILLERS LIMITED HELD ON TUESDAY, NOVEMBER 04, 2025 THROUGH VIDEO CONFERENCE FACILITY

APPROVAL OF SCHEME OF AMALGAMATION OF DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED AND SARTHAK BLENDERS & BOTTLERS PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARIES) WITH AND INTO ALLIED BLENDERS AND DISTILLERS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS ("THE SCHEME"):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, ("Act"), read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); as amended from time to time, the enabling provisions of the Memorandum and Articles of Association of the Company, and other applicable laws, rules, regulations, bye-laws, as the case may be; and subject to requisite approval(s) of the Members and/or Creditors (secured and unsecured), as may be applicable, of the Company and such necessary sanctions, consents, observations, no-objections, permissions and approvals of the jurisdictional Hon'ble National Company Law Tribunal ("NCLT"), and other statutory, regulatory and government authorities; and all such terms, conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting approvals, permissions and sanctions, the consent of the Board (which expression shall be deemed to include any committees constituted/to be constituted or any other person authorized/to be authorized by the Board/committee to exercise its powers including the powers conferred by this Resolution), be and is hereby accorded to the Scheme of Amalgamation (merger by absorption) of Deccan Star Distilleries India Private Limited ("DDPL" or "Transferor Company 1") and Sarthak Blenders & Bottlers Private Limited ("SBBPL" or "Transferor Company 2") (hereinafter collectively referred to as the "Transferor Companies") with and into Allied Blenders and Distillers Limited ("ABDL" or "Transferee Company") and their respective shareholders ("the Scheme") draft of which as required under the applicable laws was tabled at this Meeting and was duly initialed by the Chairman for the purpose of identification. As per the said Scheme, with effect from April 01, 2025 ("Appointed Date"), the following shall take effect:

- a) amalgamation of the Transferor Companies with and into the Transferee Company in accordance with Sections 230 to 232 of the Act and other applicable laws.
- b) the entire Undertaking of the Transferor Companies shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company to become Undertaking of the Transferee Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Act and other applicable laws.
- c) Transferor Companies are wholly owned subsidiaries of the Transferee Company and accordingly there shall be no issue of shares nor any other consideration be paid to the shareholders of the Transferor Companies for the Scheme.

Allied Blenders And Distillers Limited
(Formerly known as Allied Blenders And Distillers Private Limited)

Ashford Centre, 3rd & 4th Floor, Shankarrao Naram Marg, Lower Parel (W), Mumbai - 400013. Tel : +91 22-43001111 E. : info@abdindia.com

Registered Office : 394 -C, Lamington Chambers, Lamington Road, Mumbai - 400004, India. T. : +91-22-6777 9777

www.abdindia.com, CIN No. : L15511MH2008PLC187368



- d) authorized share capital of Transferor Companies shall stand merged with the Transferee Company and consequential increase of the authorized share capital of Transferee Company as provided in Part III of the Scheme.
- e) Transferor Companies shall stand dissolved without being wound up.

RESOLVED FURTHER THAT the Report of the Audit Committee dated November 04, 2025, recommending the Scheme be and are hereby taken on record, and in the opinion of the Board, the proposed Scheme will be advantageous and beneficial to the Company and its Shareholders, Creditors and all other Stakeholders of the Company and that the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT the disclosure required to be submitted to the Stock Exchanges in connection with the approval of the Scheme, for and on behalf of the Company, under Regulation 30 of the SEBI Listing Regulations, a copy of which is tabled and duly initialled by the Company Secretary for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT draft certificate from M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), Statutory Auditors of the Company, in terms of the proviso to Section 230(7) of the Act confirming that the accounting treatment outlined in the Scheme is in compliance with the applicable Indian Accounting Standards notified under section 133 of the Act and the rules made thereunder and Generally Accepted Accounting Principles in India, as placed before the Board be and is hereby approved and taken on record.

RESOLVED FURTHER THAT the Board takes note that valuation certificate would not be required in connection with the Scheme since there is no issuance of shares/securities as the Transferor Companies are wholly owned subsidiaries of the Transferee Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 232(2)(c) of the Act, the Report of Board of Directors explaining the effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and Non-Promoter Shareholders of the Company as placed before the Meeting be and is hereby noted and approved.

RESOLVED FURTHER THAT the any Director of the Company or Mr. Jayant Manmadkar- Chief Financial Officer or Mr. Sumeet Maheshwari - Company Secretary and Compliance Officer or Mr. Ramakrishnan Ramaswamy - Senior Vice President, acting as Authorized Signatories, be and are hereby authorized severally to take all the necessary steps either jointly or severally to file all such applications, notices, certificates, documents and other instruments as shall appear to be necessary or appropriate with the NCLT and any governmental or regulatory authorities in connection with the Scheme (collectively the "Approvals") and to seek such Approvals from, and to give such notices to, any private persons or entities as are necessary, or are reasonably deemed necessary or appropriate in relation to the Scheme and are authorized to sign the relevant applications with or without amendments, modifications or alterations for Approvals on behalf of the Company and do all such other acts, deeds, matters and things and to finalize and execute all such deeds documents and writings as they consider necessary, desirable or expedient, and in connection with the following:



- i. Filing of the said Scheme along with requisite annexures thereto with the Stock Exchanges in terms of provisions of Regulation 37(6) of the SEBI Listing Regulations;
- ii. Verifying, signing, dealing, swearing, affirming, declaring, delivering, executing, entering into, making, acknowledging, recording and perfecting the Scheme, all deeds, declarations, applications, petitions, instruments, affidavits, objections, notices, documents relating to the Scheme or delegating such authority to another person;
- iii. Making appropriate applications, filings (as applicable) and to notify, obtain approval from and/or represent before the office of the concerned Registrar of Companies, office of the relevant Regional Director, or any other court, tribunal, regulatory authority(ies) for approval and for the purpose of carrying into effect the Scheme;
- iv. Filing of applications(s)/ summon(s)/ affidavits/ petition(s)/ consent(s) and documents in connection with the same, if required, with the NCLT or such other authorities and seek directions on convening Meetings of the shareholders/creditors of the Company or if necessary to make applications for dispensation/waiver of the requirement of holding of Meetings and filing necessary affidavits, pleadings and undertakings and all paper and documents in connection with the same, as may be directed by the NCLT to give effect to the Scheme;
- v. Finalising, settling, modifying or amending the draft of the notices for convening the Meeting(s), if required, of the shareholders and/or the creditors and the draft of the explanatory statement(s) under Sections 230-232 of the Act and provisions of SEBI Listing Regulations, with such modifications as may be deemed fit;
- vi. Convening/ dispensing Meetings of the shareholders and/or creditors (both secured and unsecured) of the Company basis directions received from the NCLT;
- vii. Filing of Petitions, if required, for confirmation and sanction of the Scheme by the NCLT or such other competent authority(ies);
- viii. Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- ix. Obtaining approval for implementation and consummation of the Scheme from and represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities, Goods and Service Tax department, and such other authorities and parties including the shareholders, Bankers, financial institution(s), etc. as may be considered necessary;
- x. Signing and executing request letters/no-objection/sanction letters for dispensation of the Meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;



- xi. Settling any questions or doubts or any difficulties that may arise with regards to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this Resolution;
- xii. Making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations the NCLT or any other statutory authority(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including for giving effect to the outcome of any proposed corporate actions which have commenced but not yet completed solving all difficulties that may arise for carrying out the Scheme and do all acts deeds and things necessary for putting the Scheme into effect or make any modifications / amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with prior approval of the Board of Directors;
- xiii. Accepting services of notices or other processes which may from time to time be issued in connection with the aforesaid matter and also serve any such notices or other processes to parties or person concerned;
- xiv. Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;
- xv. Signing all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements, notices, reports, e-forms to be filed with the Registrar of Companies, during the process, documents etc., which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the NCLT) and for this purpose, to appear in person and/or represent the Company before the NCLT or any other authority and to deliver a certified copy of this Resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the relevant NCLT or any other authority;
- xvi. To make and agree to such consequential changes to the draft Scheme;
- xvii. Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- xviii. To withdraw the Scheme, if required at any point of time; and
- xix. Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Common Seal of the Company, if any be affixed on such agreements, undertakings, deeds, documents, declarations, etc., as may be required, (including on any modifications or amendments or alterations thereto as may be required from time to time), in accordance with the provisions of the Articles of Association of the Company.



RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded to authorize the Company, in its capacity as Equity Shareholder of the Transferor Companies, wherever applicable, to convey its consent, support and no objection to any application for seeking dispensation of Meeting of the Equity Shareholders of the Transferor Companies, wherever applicable, and/or providing consent where a NCLT convened Meeting of such Equity Shareholders of the Transferor Companies, has been directed by NCLT for approving the Scheme as may be filed with the NCLT and/or any person or other regulatory authority as may be relevant and that anyone of the Directors or Mr. Jayant Manmadkar- Chief Financial Officer or Mr. Sumeet Maheshwari - Company Secretary and Compliance Officer or Mr. Ramakrishnan Ramaswamy - Senior Vice President, as Authorized Representatives of the Company, be and are hereby severally authorized to take all actions, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto, including but not limited to executing necessary documents, affidavits or making appropriate filings with the Stock Exchanges, NCLT, jurisdictional Registrar of Companies or any other regulatory authority, as may be required.

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded to authorize the Company, in its capacity as unsecured creditor, if any of the Transferor Companies, wherever applicable, to convey its consent, support and no objection to any application for seeking dispensation of meeting of the unsecured creditors of the Transferor Companies, and/or providing consent where a NCLT convened meeting of such unsecured creditors of the Transferor Companies, has been directed by NCLT for approving the Scheme, as may be filed with the NCLT and/or any person or other regulatory authority as may be relevant and, that anyone of the Directors or Mr. Jayant Manmadkar- Chief Financial Officer or Mr. Sumeet Maheshwari - Company Secretary and Compliance Officer or Mr. Ramakrishnan Ramaswamy - Senior Vice President, as Authorized Representatives of the Company, be and are hereby severally authorized to take all actions, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to executing necessary documents, affidavits or making appropriate filings with the Stock Exchanges, NCLT, jurisdictional Registrar of Companies or any other regulatory authority, as may be required.

RESOLVED FURTHER THAT the copies of the foregoing Resolutions certified to be true copies by a Director or Company Secretary or Authorised Representative of the Company be furnished to all concerned as may be necessary."

//Certified True Copy//

For ALLIED BLENTERS AND DISTILLERS LIMITED



Sumeet Maheshwari
Company Secretary and Compliance Officer
Membership No. A15145



Date of Issue: November 13, 2025

Place: Ashford Centre, 4th floor, Shankar Rao Naram Marg,
Lower Parel (West), Mumbai- 400 013, Maharashtra, India

DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED

CIN: U15492TG2013PTC090743

Reg. Office: H.No.1-11-220/2, Sreenivasam, First Floor, Brundavan Colony Begumpet, Hyderabad – 500016

Contact No. 022-6777977; Email ID: info@krcgroup.in

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED ("THE COMPANY") HELD ON TUESDAY, NOVEMBER 4, 2025, AT 394-C LAMINGTON CHAMBERS, LAMINGTON ROAD, MUMBAI – 400004.

APPROVAL OF SCHEME OF AMALGAMATION OF DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED AND SARTHAK BLENDERS & BOTTLERS PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARIES) WITH AND INTO ALLIED BLENDERS AND DISTILLERS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS ("THE SCHEME")

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, (**"Act"**), read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, and other applicable laws, rules, regulations, bye-laws, as the case may be; and subject to requisite approval(s) of the members and/or creditors (secured and unsecured), as may be applicable, of the Company and such necessary sanctions, consents, observations, no-objections, permissions and approvals of the jurisdictional Hon'ble National Company Law Tribunal (**"NCLT"**) and other statutory, regulatory and government authorities; and all such terms, conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting approvals, permissions and sanctions, the consent of the Board (which expression shall be deemed to include any committees constituted/to be constituted or any other person authorized/to be authorized by the Board/committee to exercise its powers including the powers conferred by this resolution), be and is hereby accorded to the Scheme of Amalgamation (merger by absorption) of Deccan Star Distilleries India Private Limited (**"DDPL"** or **"Transferor Company 1"**) and Sarthak Blenders & Bottlers Private Limited (**"SBBPL"** or **"Transferor Company 2"**) (hereinafter collectively referred to as the **"Transferor Companies"**) with and into Allied Blenders and Distillers Limited (**"ABDL"** or **"Transferee Company"**) and their respective shareholders (**"the Scheme"**) draft of which as required under the applicable laws was tabled at this meeting and was duly initialed by the Chairman for the purpose of identification. As per the said Scheme, with effect from April 01, 2025 (**"Appointed Date"**), the following shall take effect:

- a) amalgamation of the Transferor Companies with and into the Transferee Company in accordance with Sections 230 to 232 of the Act and other applicable laws.
- b) the entire Undertaking of the Transferor Companies shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company to become Undertaking of the Transferee Company,



DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED

CIN: U15492TG2013PTC090743

Reg. Office: H.No.1-11-220/2, Sreenivasam, First Floor, Brundavan Colony Begumpet, Hyderabad – 500016

Contact No. 022-6777977; Email ID: info@krcgroup.in

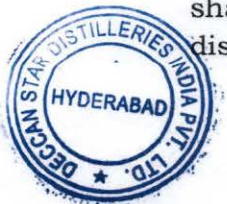
in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Act and other applicable laws.

- c) Transferor Companies are wholly owned subsidiaries of the Transferee Company and accordingly there shall be no issue of shares, nor any other consideration be paid to the shareholders of the Transferor Companies for the Scheme.
- d) Transferor Companies shall stand dissolved without being wound up.

RESOLVED FURTHER THAT the Board takes note that valuation certificate would not be required in connection with the Scheme since there is no issuance of shares/securities as the Transferor Companies are wholly owned subsidiaries of the Transferee Company.

RESOLVED FURTHER THAT the any Director of the Company or Mr. Jayant Manmadkar or Mr. Sumeet Maheshwari or Mr. Ramakrishnan Ramaswamy, acting as Authorized Signatories, acting as Authorized Signatories, be and are hereby authorized severally to take all the necessary steps either jointly or severally to file all such applications, notices, certificates, documents and other instruments as shall appear to be necessary or appropriate with the NCLT and any governmental or regulatory authorities in connection with the Scheme (collectively the “Approvals”) and to seek such Approvals from, and to give such notices to, any private persons or entities as are necessary, or are reasonably deemed necessary or appropriate in relation to the Scheme and are authorized to sign the relevant applications with or without amendments, modifications or alterations for Approvals on behalf of the Company and do all such other acts, deeds, matters and things and to finalize and execute all such deeds documents and writings as they consider necessary, desirable or expedient, and in connection with the following:

- i. Verifying, signing, dealing, swearing, affirming, declaring, delivering, executing, entering into, making, acknowledging, recording and perfecting the Scheme, all deeds, declarations, applications, petitions, instruments, affidavits, objections, notices, documents relating to the Scheme or delegating such authority to another person;
- ii. Making appropriate applications, filings (as applicable) and to notify, obtain approval from and/or represent before the office of the concerned Registrar of Companies, office of the relevant Regional Director, office of the concerned Official Liquidator, or any other court, tribunal, regulatory authority(ies) for approval and for the purpose of carrying into effect the Scheme;
- iii. Filing of applications(s)/ summon(s)/ affidavits/ petition(s)/ consent(s) and documents in connection with the same, if required, with the NCLT or such other authorities and seek directions on convening meetings of the shareholders/creditors of the Company or if necessary to make applications for dispensation/waiver of the requirement of holding of meetings and filing



DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED

CIN: U15492TG2013PTC090743

Reg. Office: H.No.1-11-220/2, Sreenivasam, First Floor, Brundavan Colony Begumpet, Hyderabad – 500016

Contact No. 022-6777977; Email ID: info@krcgroup.in

necessary affidavits, pleadings and undertakings and all paper and documents in connection with the same, as may be directed by the NCLT to give effect to the Scheme;

- iv. Finalising, settling, modifying or amending the draft of the notices for convening the meeting(s), if required, of the shareholders and/or the creditors and the draft of the explanatory statement(s) under Sections 230-232 of the Act, with such modifications as may be deemed fit;
- v. Convening/ dispensing meetings of the shareholders and/or creditors (both secured and unsecured) of the Company basis directions received from the NCLT;
- vi. Filing of Petitions, if required, for confirmation and sanction of the Scheme by the NCLT or such other competent authority(ies);
- vii. Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- viii. Obtaining approval for implementation and consummation of the Scheme from and represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Official Liquidator, Income Tax authorities, Goods and Service Tax department and such other authorities and parties including the shareholders, Bankers, financial institution(s), etc. as may be considered necessary;
- ix. Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;
- x. Settling any questions or doubts or any difficulties that may arise with regards to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;
- xi. Making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations the NCLT or any other statutory authority(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including for giving effect to the outcome of any proposed corporate actions which have commenced but not yet completed solving all difficulties that may arise for carrying out the Scheme and do all acts deeds and things necessary for putting the Scheme into effect or make



DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED

CIN: U15492TG2013PTC090743

Reg. Office: H.No.1-11-220/2, Sreenivasam, First Floor, Brundavan Colony Begumpet, Hyderabad – 500016

Contact No. 022-6777977; Email ID: info@krcgroup.in

any modifications / amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with prior approval of the Board of Directors.

- xii. Accepting services of notices or other processes which may from time to time be issued in connection with the aforesaid matter and also serve any such notices or other processes to parties or person concerned;
- xiii. Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;
- xiv. Signing all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements, notices, reports, e-forms to be filed with the Registrar of Companies, during the process, documents etc., which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the NCLT) and for this purpose, to appear in person and/or represent the Company before the NCLT or any other authority and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the relevant NCLT or any other authority;
- xv. To make and agree to such consequential changes to the draft Scheme;
- xvi. Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- xvii. To withdraw the Scheme, if required at any point of time; and
- xviii. Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Common Seal of the Company, if any be affixed on such agreements, undertakings, deeds, documents, declarations, etc., as may be required, (including on any modifications or amendments or alterations thereto as may be required from time to time), in accordance with the provisions of the Articles of Association of the Company.



DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED

CIN: U15492TG2013PTC090743

Reg. Office: H.No.1-11-220/2, Sreenivasam, First Floor, Brundavan Colony Begumpet, Hyderabad – 500016

Contact No. 022-6777977; Email ID: info@krcgroup.in

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by a director or Authorised Representative of the Company be furnished to all concerned as may be necessary.”

//Certified True Copy//

For DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED



Ratan Lal Jain

Director

DIN: 00030299



Date: November 12, 2025

**Place: 7th floor, Shankarrao Naram Marg,
Lower Parel (W), Mumbai – 400013**

SARTHAK BLENDERS & BOTTLERS PRIVATE LIMITED

CIN: U15311MH2011PTC337649

Regd. Office: 394-C, Lamington Chambers, Near Naaz Cinema, Lamington Road, Mumbai - 400004.

Tel: +91-22-6777 9777 • Fax: +91-22-6777 9725

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SARTHAK BLENDERS AND BOTTLERS PRIVATE LIMITED ("THE COMPANY") HELD ON TUESDAY, NOVEMBER 4, 2025 AT REGISTERED OFFICE OF THE COMPANY

APPROVAL OF SCHEME OF AMALGAMATION OF DECCAN STAR DISTILLERIES INDIA PRIVATE LIMITED AND SARTHAK BLENDERS & BOTTLERS PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARIES) WITH AND INTO ALLIED BLENDERS AND DISTILLERS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS ("THE SCHEME")

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, (**"Act"**), read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, and other applicable laws, rules, regulations, bye-laws, as the case may be; and subject to requisite approval(s) of the members and/or creditors (secured and unsecured), as may be applicable, of the Company and such necessary sanctions, consents, observations, no-objections, permissions and approvals of the jurisdictional Hon'ble National Company Law Tribunal (**"NCLT"**) and other statutory, regulatory and government authorities; and all such terms, conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting approvals, permissions and sanctions, the consent of the Board (which expression shall be deemed to include any committees constituted/to be constituted or any other person authorized/to be authorized by the Board/committee to exercise its powers including the powers conferred by this Resolution), be and is hereby accorded to the Scheme of Amalgamation (merger by absorption) of Deccan Star Distilleries India Private Limited (**"DDPL"** or **"Transferor Company 1"**) and Sarthak Blenders & Bottlers Private Limited (**"SBBPL"** or **"Transferor Company 2"**) (hereinafter collectively referred to as the **"Transferor Companies"**) with and into Allied Blenders and Distillers Limited (**"ABDL"** or **"Transferee Company"**) and their respective shareholders (**"the Scheme"**) draft of which as required under the applicable laws was tabled at this Meeting and was duly initialed by the Chairman for the purpose of identification. As per the said Scheme, with effect from April 01, 2025 (**"Appointed Date"**), the following shall take effect:

- a) amalgamation of the Transferor Companies with and into the Transferee Company in accordance with Sections 230 to 232 of the Act and other applicable laws.



SARTHAK BLENTERS & BOTTLERS PRIVATE LIMITED

CIN: U15311MH2011PTC337649

Regd. Office: 394-C, Lamington Chambers, Near Naaz Cinema, Lamington Road, Mumbai - 400004.

Tel: +91-22-6777 9777 • Fax: +91-22-6777 9725

- b) the entire Undertaking of the Transferor Companies shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company to become Undertaking of the Transferee Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Act and other applicable laws.
- c) Transferor Companies are wholly owned subsidiaries of the Transferee Company and accordingly there shall be no issue of shares nor shall be any other consideration be paid to the shareholders of the Transferor Companies for the Scheme.
- d) Transferor Companies shall stand dissolved without being wound up.

RESOLVED FURTHER THAT the Board takes note that valuation certificate would not be required in connection with the Scheme since there is no issuance of shares/securities as the Transferor Companies are wholly owned subsidiaries of the Transferee Company.

RESOLVED FURTHER THAT the any Director of the Company or Mr. Jayant Manmadkar or Mr. Sumeet Maheshwari or Mr. Ramakrishnan Ramaswamy, acting as Authorized Signatories, be and are hereby authorized severally to take all the necessary steps either jointly or severally to file all such applications, notices, certificates, documents and other instruments as shall appear to be necessary or appropriate with the NCLT and any governmental or regulatory authorities in connection with the Scheme (collectively the "**Approvals**") and to seek such Approvals from, and to give such notices to, any private persons or entities as are necessary, or are reasonably deemed necessary or appropriate in relation to the Scheme and are authorized to sign the relevant applications with or without amendments, modifications or alterations for Approvals on behalf of the Company and do all such other acts, deeds, matters and things and to finalize and execute all such deeds documents and writings as they consider necessary, desirable or expedient, and in connection with the following:

- i. Verifying, signing, dealing, swearing, affirming, declaring, delivering, executing, entering into, making, acknowledging, recording and perfecting the Scheme, all deeds, declarations, applications, petitions, instruments, affidavits, objections, notices, documents relating to the Scheme or delegating such authority to another person;
- ii. Making appropriate applications, filings (as applicable) and to notify, obtain approval from and/or represent before the concerned office of the Registrar of Companies, office of the relevant Regional Director, office of the concerned official liquidator or any other court, tribunal, regulatory authority(ies) for approval and for the purpose of carrying into effect the Scheme;



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- iii. Filing of applications(s)/ summon(s)/ affidavits/ petition(s)/ consent(s) and documents in connection with the same, if required, with the NCLT or such other authorities and seek directions on convening Meetings of the shareholders/creditors of the Company or if necessary to make applications for dispensation/waiver of the requirement of holding of Meetings and filing necessary affidavits, pleadings and undertakings and all paper and documents in connection with the same, as may be directed by the NCLT to give effect to the Scheme;
- iv. Finalising, settling, modifying or amending the draft of the notices for convening the Meeting(s), if required, of the shareholders and/or the creditors and the draft of the explanatory statement(s) under Sections 230-232 of the Act, with such modifications as may be deemed fit;
- v. Convening/ dispensing Meetings of the shareholders and/or creditors (both secured and unsecured) of the Company basis directions received from the NCLT;
- vi. Filing of Petitions, if required, for confirmation and sanction of the Scheme by the NCLT or such other competent authority(ies);
- vii. Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- viii. Obtaining approval for implementation and consummation of the Scheme from and represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Official Liquidator, Income Tax authorities, Goods and Service Tax department and such other authorities and parties including the shareholders, Bankers, financial institution(s), etc. as may be considered necessary;
- ix. Signing and executing request letters/no-objection/sanction letters for dispensation of the Meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;
- x. Settling any questions or doubts or any difficulties that may arise with regards to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this Resolution;

Making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations the NCLT or any other statutory authority(ies)



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may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including for giving effect to the outcome of any proposed corporate actions which have commenced but not yet completed solving all difficulties that may arise for carrying out the Scheme and do all acts deeds and things necessary for putting the Scheme into effect or make any modifications / amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with prior approval of the Board of Directors.

- xii. Accepting services of notices or other processes which may from time to time be issued in connection with the aforesaid matter and also serve any such notices or other processes to parties or person concerned;
- xiii. Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;
- xiv. Signing all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements, notices, reports, e-forms to be filed with the Registrar of Companies, during the process, documents etc., which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the NCLT) and for this purpose, to appear in person and/or represent the Company before the NCLT or any other authority and to deliver a certified copy of this Resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the relevant NCLT or any other authority;
- xv. To make and agree to such consequential changes to the draft Scheme;
- xvi. Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- xvii. To withdraw the Scheme, if required at any point of time; and
- xviii. Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.



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RESOLVED FURTHER THAT the Common Seal of the Company, if any be affixed on such agreements, undertakings, deeds, documents, declarations, etc., as may be required, (including on any modifications or amendments or alterations thereto as may be required from time to time), in accordance with the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT the copies of the foregoing Resolutions certified to be true copies by a director or Authorised Representative of the Company be furnished to all concerned as may be necessary.”

//Certified True Copy//

For SARTHAK BLENDERS & BOTTLERS PRIVATE LIMITED



Ratan Lal Jain

Director

DIN: 00030299



Date: November 12, 2025

**Place: 7th floor, Shankarrao Naram Marg,
Lower Parel (W), Mumbai – 400013**

Annexure C

November 17, 2025

To,
The General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, P.J.Towers,
Dalal Street, Mumbai – 400 001.

Dear Sir,

Sub: Scheme of Amalgamation (Merger by Absorption) of Deccan Star Distilleries India Private Limited ("DDPL"/"Transferor Company 1") and Sarthak Blenders & Bottlers Private Limited ("SBBPL"/"Transferor Company 2") (hereinafter collectively referred to as the "Transferor Companies"), Wholly-Owned Subsidiaries of the Company, with and into Allied Blenders and Distillers Limited (hereinafter referred to as the "Transferee Company" or the "Company" or "ABDL") ("Scheme") under Section 230 to 232 of the Companies Act, 2013

The details of the processing fees paid for filing the above-mentioned Scheme with BSE, pursuant to the Scheme of Amalgamation (Merger by Absorption) of the aforesaid companies under Sections 230 to 232 of the Companies Act, 2013, are as follows:

Particulars	Amount (In Rs.)
Processing Fee	25,000
Add : GST @18%	4,500
TDS @ 10%	2,500
Net amount remitted after TDS	27,000
UTR No./Cheque/Demand Draft No./Ref. No.	IDFBH25317149634
Dated	November 13, 2025
Bank from which payment has been made	IDFC FIRST Bank

Thanking You.

Yours sincerely,

For Allied Blenders and Distillers Limited

Sumeet Maheshwari
Company Secretary and Compliance Officer