

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH-V, NEW DELHI
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. (CAA) 79 (ND) OF 2025
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)
SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AND

IN THE MATTER OF

INDO BEVS PRIVATE LIMITED

APPLICANT NO. 1/TRANSFEROR COMPANY

AND

INDOSPIRIT BEVERAGES PRIVATE LIMITED

APPLICANT NO. 2/TRANSFeree COMPANY

NOTICE CONVENING MEETING

To
The Secured Creditor
of Indospirit Beverages Private Limited

Take Notice that the Hon'ble National Company Law Tribunal, New Delhi Bench-V, New Delhi vide its Order dated 16th October, 2025 (date of pronouncement), inter alia, directed for convening of a meeting of Secured Creditors of Indospirit Beverages Private Limited (the Transferee Company/the Company) for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Indo Bevs Private Limited with Indospirit Beverages Private Limited, their respective shareholders and creditors and other connected matters, if any. The following Special Business will be transacted in the said meeting:

To consider and, if thought fit, to pass, the following resolution with specific majority as provided under Sections 230 & 232 of the Companies Act, 2013, and other applicable provisions, if any:

"Resolved that pursuant to the provisions of Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, consent of the meeting be and is hereby accorded for the proposed Scheme of Amalgamation of Indo Bevs Private Limited with Indospirit Beverages Private Limited, and their respective shareholders

and creditors; and various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation, if any.

Resolved further that *the Report on Valuation of Shares & Share Exchange Ratio issued by CA Punam Singal, Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI), as circulated with the meeting papers, be and is hereby received, considered and taken on record.*

Resolved further that *the Share Exchange Ratio as recommended by the IBBI Registered Valuer for the proposed Scheme of Amalgamation, being fair and reasonable to the Shareholders and other stakeholders of both the Applicant Companies, be and is hereby considered, accepted and approved.*

Resolved further that *the salient features/terms and conditions of the proposed Scheme of Amalgamation which, inter-alia, include the following:*

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company as a going concern.*
- ii. All the employees of the Transferor Company in service on the Effective Date, shall become employees of the Transferee Company on such date without any break or interruption in their service and upon terms and conditions not less favorable than those applicable to them in the Transferor Company on the Effective Date.*
- iii. Appointed Date for the Scheme will be 1st April, 2025, or such other date as may be fixed or approved by the Board of Directors of the Transferor Company and the Transferee Company.*
- iv. The Share Exchange Ratio for Amalgamation will be as mentioned below:*
 - 97 (Ninety-seven) fully paid-up equity shares of the Transferee Company of INR 1/- (Rupee One) each for every 33 (Thirty-Three) fully paid-up equity shares of the Transferor Company of INR 10/- (Rupees Ten) each fully paid up.*

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

Resolved further that *subject to the approval of the Hon'ble National Company Law Tribunal and other Competent Authorities, if any, the Scheme of Amalgamation of Indo Bevs Private Limited with Indospirit Beverages Private Limited; and their respective Shareholders and Creditors, as circulated with the meeting papers, be and is hereby approved.*

Resolved further that *the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share exchange ratio, etc.,] that may be imposed, required or suggested by the Hon'ble*

National Company Law Tribunal, New Delhi Bench-V, New Delhi or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme.”

Take Further Notice that in pursuance of the said order, a meeting of **Secured Creditors of Indospirit Beverages Private Limited is scheduled to be held on Friday, 28th November, 2025 at 3:00 P.M. at B-230, Ground Floor, Okhla Industrial Area Phase-I, New Delhi-110020**, at which time and place you are requested to attend.

Take Further Notice that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the registered office of the Company as mentioned above not later than 48 hours before the time fixed for the meeting.

The Hon'ble Tribunal has appointed Mr Rahul Bhatnagar, IAS (Retd.) as the Chairperson and Mr Abhishek Varma, Advocate, as the Scrutinizer of the aforesaid meeting.

A copy each of the Explanatory Statement [under Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Amalgamation, Form of Proxy, Attendance Slip and other documents, if any, are enclosed.

The proposed Scheme of Amalgamation, if approved in the meeting(s), will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-V, New Delhi.

Dated this 22nd October, 2025

Sd/-
Rahul Bhatnagar, IAS (Retd.)
Chairperson of the meeting

Through

Sd/-
Kartikeya Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi-Meerut Expressway/NH-9
Delhi 110 091
e-mail: info@rgalegal.in
Website: www.rgalegal.in

Notes:

- 1.** Only Secured Creditors of the Company may attend and vote (either in person or by proxy or by authorised representative as per Section 113 of the Companies Act, 2013) at the meeting of Secured Creditors. The authorised representative of a body corporate which is a Secured Creditor of the Applicant Company may attend and vote at the Secured Creditors’ meeting, provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate is deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the meeting authorising such representative to attend and vote at the meeting; or appropriate authorisation for such purpose is produced at the time of attending the meeting.

- 2. A Secured Creditor of the Company, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself/itself and such proxy need not be a member/creditor of the Applicant Company. The Form of Proxy duly completed and signed should, however, be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for convening the meeting.**

- 3.** Please note that a person can act as a proxy on behalf of Secured Creditors not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total value of Secured debt/votes in the Company. Further, a Secured Creditor holding more than 10 (ten) percent of the total value of Secured debt/votes in the Company may appoint a single person as proxy and such person shall not act as proxy for any other Secured Creditor.

- 4.** All the alterations, made in the Proxy Form, must be initialed.

- 5.** All the persons attending the meeting are requested to hand over the enclosed Attendance Slip, duly signed, for admission to the meeting hall.

- 6. All the persons attending the meeting are advised to carry their original photo identity proof for verification.**

- 7. Explanatory Statement Under Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, in respect of Special Business to be transacted is annexed hereto.**

- 8. For any clarification/assistance, the following person may be contacted:**

Ms Tarveen Kaur Deputy General Manager Indospirit Beverages Private Limited	tarveen.kaur@indobevs.com 99141 04167
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Enclosure(s): As above