



SIMBHAOLI SUGARS

Simbhaoli Sugars Limited

CIN-L24231UP1936PLC000740

(An FSSC 22000 : 2011, ISO 9001 : 2008
& 14001 : 2004 Certified Company)

Corporate Office :

A-112, Sector-63, Noida-201301(Delhi NCR) INDIA

Tel. : +91-120-480 6666, 242 4145

Fax : +91-120-2427166

E-mail : info@simbhaolisugars.com

www.simbhaolisugars.com

Annexure-V

Synopsis of the Scheme of Amalgamation between the Company and M/s Simbhaoli Spirits Limited (hereinafter referred as "the Scheme")

Simbhaoli group has business interests in sugar, renewable power, potable alcohol and bulk spirits. It has planned to enlarge its alcohol portfolio, by increasing its presence in the premium, semi-premium, regular, medium and economy segments. The product mix has been enlarged to include IMFL products viz Whiskey, Rum, Vodka, Pre-Mix and Brandy in all the size points (Quart, pint and nips) and bulk spirit products viz Rectified Spirit, Ethanol, Extra-Neutral Alcohol and IMIL. The Company has made three exclusive tie-ups with world's leading liquor manufacturers for sale of their products in India as Bottled in Origin (BIO) category with a definite time frame to convert them into Bottled in India (BII) category. The Company also has its own distillery, bottling plants and tie-ups with the third party manufacturers/vendors.

Erstwhile Simbhaoli Sugars Limited was the flagship Company of the Group and Simbhaoli Spirits Limited was a wholly-owned subsidiary of Simbhaoli Sugars Limited and according to the Scheme, Simbhaoli Sugars Limited has been amalgamated in its wholly-owned subsidiary, inter-alia, with the objective of maximizing overall Shareholders value and improving the competitive position of the combined entity.

Pursuant to the Scheme, the Shareholders of the Amalgamating Company will get the shares of the Amalgamated Company in the following manner:

- (a) "117 (One Hundred and Seventeen) fully paid-up Equity Shares of INR 10 (Rupees Ten) at a premium of INR 62 (Rupees Sixty Two) each of Amalgamated Company shall be issued and allotted for every 100 (One Hundred) fully paid-up Equity Shares of INR 10 (Rupees Ten) each held in Amalgamating Company"
- (b) "139 (One Hundred and Thirty Nine) fully paid-up Equity Shares of INR 10 (Rupees Ten) at a premium of INR 62 (Rupees Sixty Two) each of Amalgamated Company shall be issued and allotted for every 100 (One Hundred) fully paid-up Cumulative Redeemable Preference Shares of 100 (One Hundred) each held in Amalgamating Company"

*M/s Simbhaoli Spirits Limited to be known as M/s Simbhaoli Sugars Limited upon coming into effect of the Scheme of Amalgamation as sanctioned by the Hon'ble High Court of Judicature at Allahabad.

Specialty Sugars

Potable Alcohol

Ethanol

Power

REG. OFFICE : SIMBHAOLI, DISTT HAPUR, UTTAR PRADESH, 245207





SIMBHAOLI SUGARS

Simbhaoli Sugars Limited

CIN-L24231UP1936PLC000740

(An FSSC 22000 : 2011, ISO 9001 : 2008
& 14001 : 2004 Certified Company)

Corporate Office :

A-112, Sector-63, Noida-201301 (Delhi NCR) INDIA

Tel. : +91-120-480 6666, 242 4145

Fax : +91-120-2427166

E-mail : info@simbhaolisugars.com

www.simbhaolisugars.com

Upon coming into effect of the Scheme, the Authorized Share Capital, including the Equity Share Capital and the Preference Share Capital of the Amalgamating Company shall stand combined with the Authorized Share Capital of the Amalgamated Company and accordingly, the Memorandum of Association of the Amalgamated Company shall automatically stand amended and the words and figures in Clause V of the Memorandum of Association shall be substituted to read as follows:

"The Authorised Share Capital of the Company is Rupees 108,00,00,000/- (One Hundred and Eight Crores Only) divided into 68,000,000 (Six Crores and Eighty Lakhs) Equity Shares of Rs.10 each and 40,00,000. (Forty Lakhs) Preference Shares of Rs.100 each"

Further, with effect from the Effective Date on filing the certified true copy of the order with the Registrar of Companies, Uttar Pradesh the name of the Amalgamated Company shall be changed to "Simbhaoli Sugars Limited" and shall be effected as an integral part of this Scheme. Further, without any act or deed, the name of the Amalgamated Company wherever it occurs in its Memorandum and Articles of Association shall be substituted by "Simbhaoli Sugars Limited".

For Simbhaoli Sugars Limited

Kamal Samtani
Company Secretary



Date: Nov 14, 2015

Place: Noida

**M/s Simbhaoli Spirits Limited to be known as M/s Simbhaoli Sugars Limited upon coming into effect of the Scheme of Amalgamation as sanctioned by the Hon'ble High Court of Judicature at Allahabad.*

Specialty Sugars

Potable Alcohol

Ethanol

Power

REG. OFFICE : SIMBHAOLI, DISTT. HAPUR, UTTAR PRADESH, 245207