

**SHALIMAR PELLET FEEDS LIMITED**  
**Registered Office:** 46/C Chowringhee Road, Kolkata- 700071  
**CIN:** U15339WB1994PLC062811  
**Phone no.** 033 4017 9000 | **Email:** [info@shalimarcorp.in](mailto:info@shalimarcorp.in)

**NOTICE OF THE NCLT CONVENED MEETING OF THE SECURED CREDITORS OF SHALIMAR PELLET FEEDS LIMITED CONVENED AS PER THE ORDER DATED 8<sup>TH</sup> MAY, 2026 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH II IN COMPANY APPLICATION (CAA) NO. 198/KB/2025.**

<b>MEETING OF SECURED CREDITORS OF SHALIMAR PELLET FEEDS LIMITED</b>	
DAY	Monday
DATE	June 22, 2026
TIME	2:00 P.M.
VENUE	46/C Chowringhee Road, Kolkata- 700071, West Bengal, India
Mode	Virtual Mode

<b>SL. NO.</b>	<b>CONTENTS</b>
1.	Notice of NCLT convened meeting of the Secured Creditors of Shalimar Pellet Feeds Limited (Applicant Company No.1/ Transferor Company No. 1)
2.	Explanatory Statement under section 102, section 230(3) read with other applicable provisions of the Companies Act, 2013 read with Rules 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 forming part of the Notice
3.	Copy of Scheme of Amalgamation between the Applicant Companies under Section 230 -232 of the Companies Act, 2013
4.	Copy of Valuation Report
5.	Proxy Form
6.	Attendance Slip
7.	Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2025

**SHALIMAR PELLET FEEDS LIMITED**  
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**FORM NO. CAA.2**  
**[Pursuant to section 230(3) and rule 6 and 7]**  
**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**  
**KOLKATA BENCH II**  
**C.A. (CAA) No. 198/KB/2025**

In the matter of:

The Companies Act, 2013 (“the Act”)

And

In the matter of:

Section 230-232 of the Act

And

In the matter of:

Shalimar Pellet Feeds Limited

..... Applicant Company No. 1/ Transferor Company No. 1

Shalimar Nutrients Private Limited

..... Applicant Company No. 2/ Transferor Company No. 2

Nivritti Foods Private Limited

..... Applicant Company No. 3/ Transferor Company No. 3

C L Enterprises Private Limited

..... Applicant Company No. 4/ Transferor Company No. 4

Utkal Feeds Private Limited

..... Non-Applciant Company/ Transferor Company No. 5

Contai Golden Hatcherics (Eastern)  
Private Limited

.....Applicant Company No. 5/ Transferor Company No. 6

Sona Vets Private Limited

.....Applicant Company No. 6/ Transferee Company

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**Notice of Meeting of Secured Creditors of the Applicant Company No. 1/ Transferor Company No. 1 namely, Shalimar Pellet Feeds Limited**

To,

All the Secured Creditors of Shalimar Pellet Feeds Limited (“the Company”)

**NOTICE** is hereby given that pursuant to an Order dated 8<sup>th</sup> May, 2026 of the Kolkata Bench II of the Hon’ble National Company Law Tribunal (‘NCLT’ or ‘Tribunal’) has directed a meeting to be held of the Secured Creditors of the Company for the purpose of considering, and if thought fit, approving, the Amalgamation embodied in the Scheme of Amalgamation between all the Applicant Companies and their respective shareholders and creditors.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the Secured Creditors of the Company will be held at 46/C Chowringhee Road, Kolkata- 700071, West Bengal, India, on Monday, the 22<sup>nd</sup> day of June, 2026 at 2:00 p.m. at which time and place the said Secured Creditors are requested to attend, for the purpose of considering, and if thought fit, approving the Scheme of Amalgamation, under Section 230 and 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and in connection therewith it is hereby proposed that the Secured Creditors of the Company may consider, and, if thought fit, to pass, the following resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable and subject to approval of the Hon’ble NCLT with such conditions and modifications as may be prescribed or imposed by the Hon’ble NCLT or by any other statutory authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’), the proposed Scheme of Amalgamation of Shalimar Pellet Feeds Limited, Shalimar Nutrients Private Limited, Nivritti Foods Private Limited, C L Enterprises Private Limited, Utkal Feeds Private Limited, Contai Golden Hatcheries (Eastern) Private Limited (“Transferor Companies”), with Sona Vets Private Limited (“Transferee Company”) and their respective shareholders and creditors (“Scheme of Amalgamation”) is placed before the meeting and intialed by the Chairperson for the purpose of identification, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation

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embodied in the Scheme of Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the Scheme of Amalgamation or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Copies of the said Scheme of Amalgamation under Section 230 to 232 of the statement required to be furnished pursuant to sec 102 read with Section 230(3) of the Companies Act, 2013 can be obtained free of charge at the registered office of the Company or at the office of its authorized representative, Mrs. Ankita Dutta, Practicing Company Secretary at Mamta Binani and Associates having office at 3<sup>rd</sup> Floor, Nicco House, 2 Hare Street, Kolkata-700001, West Bengal. Persons entitled to attend and vote at the meeting may vote in person or by proxy, provided that all proxies in the prescribed forms are deposited at the registered office of the Company as stated above not later than 48 hours before the meeting.

Forms of proxy can be obtained free of charge at the registered office of the Company.

The Tribunal has appointed Mr. Jiyan Shah, as Chairperson for the meeting of Secured Creditors of the Applicant Company No. 1/ Transferor Company No. 1. The above-mentioned Scheme of Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal Kolkata, Bench II.

Dated this  
Kolkata

Sd/-  
Mr. Jiyan Shah  
Chairperson appointed for the meeting

*Encl:*

- i) Explanatory Statement under section 102, section 230(3) read with other applicable provisions of the Companies Act, 2013 read with Rules 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 forming part of the Notice
- ii) Copy of Scheme of Amalgamation.
- iii) Copy of Valuation Report.
- iv) Form of Proxy
- v) Attendance Slip
- vi) Audited Financial Statements for the year ended 31<sup>st</sup> March, 2025

**SHALIMAR PELLET FEEDS LIMITED**  
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**EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTION 230(3) & 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 FORMING PART OF THIS NOTICE.**

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Pursuant to an Order dated 8<sup>th</sup> May, 2026 passed by the Hon'ble National Company Law Tribunal ('NCLT' or 'Tribunal') in the Company Application (CAA) No. 198/KB/2025, a meeting of the Secured Creditors of Shalimar Pellet Feeds Limited is being convened and held at 46/C Chowringhee Road, Kolkata- 700071, West Bengal, India, on Monday, the 22<sup>nd</sup> day of June, 2026 at 2:00 p.m. through virtual mode for the purpose of considering and if thought fit, approving the proposed Scheme of Amalgamation between all the Applicant Companies as stated herein above and their respective shareholders and creditors.

**I. BRIEF BACKGROUND OF THE SCHEME**

1. A Scheme of Amalgamation (hereinafter referred to as the "Scheme") is presented pursuant to provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable, forth:
  - (a) Amalgamation of Shalimar Pellet Feeds Limited, Shalimar Nutrients Private Limited, Nivritti Foods Private Limited, C L Enterprises Private Limited, Utkal Feeds Private Limited, Contai Golden Hatcheries (Eastern) Private Limited ("Transferor Companies"), with Sona Vets Private Limited ("Transferee Company")
2. A copy of the Scheme of Amalgamation setting out details of parties involved in the proposed scheme, appointed date, effective date, share exchange ratio and other relevant particulars are attached herewith and forms part of the Notice as well as this Explanatory Statement thereto.
3. In accordance with the provisions of Sections 230-232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme of Amalgamation shall be acted upon only if majority in number representing three fourth in value of the Secured Creditors of the Company, voting in person or by proxy agree to the Scheme of Amalgamation

**II. SUMMARY OF THE ORDER**

Pursuant to an Order dated 8<sup>th</sup> May, 2026 the Kolkata Bench II of the Hon'ble National Company Law Tribunal ('NCLT'/'Tribunal') in Company Application (CAA) No. 198/KB/2025, has inter-alia passed the following order:

**SHALIMAR PELLET FEEDS LIMITED**  
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**Shalimar Pellet Feeds Limited**

1. Meeting of Equity Shareholders has been dispensed with.
2. There are no Preference Shares in the Company. Hence, the question of holding meeting of Preference Shares does not arise.
3. Meeting of Unsecured Creditors has been dispensed with.
4. Meeting of Secured Creditors shall be convened and held, at 46/C Chowringhee Road, Kolkata- 700071, West Bengal, India, on Monday, the 22<sup>nd</sup> day of June, 2026 at 2:00 p.m. through virtual mode for the purpose of consenting and if thought fit, approving, the amalgamation embodied in the Scheme.

**Shalimar Nutrients Private Limited**

1. Meeting of Equity Shareholders has been dispensed with.
2. There are no Preference Shares in the Company. Hence, the question of holding meeting of Preference Shares does not arise.
3. Meeting of Unsecured Creditors has been dispensed with.
4. Meeting of Secured Creditors has been dispensed with.

**Nivritti Foods Private Limited**

1. Meeting of Equity Shareholders has been dispensed with.
2. There are no Preference Shares in the Company. Hence, the question of holding meeting of Preference Shares does not arise.
3. Meeting of Unsecured Creditors has been dispensed with.
4. Meeting of Secured Creditors has been dispensed with.

**C L Enterprises Private Limited**

1. Meeting of Equity Shareholders has been dispensed with.
2. There are no Preference Shares in the Company. Hence, the question of holding meeting of Preference Shares does not arise.
3. Meeting of Unsecured Creditors has been dispensed with
4. Meeting of Secured Creditors has been dispensed with.

**Utkal Feeds Private Limited**

1. Meeting of Equity Shareholders has been dispensed with.
2. There are no Preference Shares in the Company. Hence, the question of holding meeting of Preference Shares does not arise.

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3. Meeting of Unsecured Creditors has been dispensed with
4. Meeting of Secured Creditors has been dispensed with.

**Contai Golden Hatcheries (Eastern) Private Limited**

1. Meeting of Equity Shareholders has been dispensed with.
2. There are no Preference Shares in the Company. Hence, the question of holding meeting of Preference Shares does not arise.
3. Meeting of Unsecured Creditors has been dispensed with.
4. There are no Secured Creditors in the Company. Hence, the question of holding meeting of Secured Creditors does not arise.

**Sona Vets Private Limited**

1. Meeting of Equity Shareholders has been dispensed with.
2. Meeting of Preference Shareholders has been dispensed with.
3. Meeting of Unsecured Shareholders has been dispensed with.
4. Meeting of Secured Creditors shall be convened and held at 46/C Chowringhee Road 17 B & C Everest, Kolkata- 700071, West Bengal, India, on Monday, the 22<sup>nd</sup> day of June, 2026 at 3:00 p.m through virtual mode for the purpose of consenting and if thought fit, approving, the amalgamation embodied in the Scheme.

**III. BACKGROUND AND DESCRIPTION OF THE APPLICANT COMPANIES:**

**1. Shalimar Pellet Feeds Limited**

- Shalimar Pellet Feeds Limited (hereinafter referred to as the “Applicant Company No. 1 / Transferor Company No. 1”) having Corporate Identity Number U15339WB1994PLC062811 and PAN AADCS8617H is a private company limited by shares incorporated under the provisions of the Companies Act, 1956 and is validly subsisting under the Company Act 2013, on 31<sup>st</sup> day of March, 1994 and having its registered office situated at 46/C Chowringhee Road, Kolkata- 700071, State of West Bengal, India.
- The objects for which the company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:

*“III. (A) 1. To become vested with and continues the business being carried on by the partnership under the name and style Shalimar Food Products including all its assets, rights, benefit,. titles, interests, approvals, registrations, permits, facilities, concessions, sanctions, privileges, licences, debts, liabilities and*

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*obligations and the rights and liabilities of the partners hereto in the said partnership business and in connection therewith.”*

*2. “To carry on the business of manufacturers, dealers, sellers, buyers, importers, exporters, distributors, agents, stockists, factors, commission agents of live stock feeds of all kinds, cattle feed, poultry feed, poultry feed supplements for live stock, vitamins, Coccl-Dio-Stat, anti- biotics, trace minerals and all other kinds of residual and by-products thereof and any materials used in the manufacture thereof.”*

*3. “To carry on the business of poultry farmers and producers of agricultural products, cow-keepers, dairy farm, garden produce of all kinds and in particular chicks, milk, cream, butter, cheese, meal, fruits, vegetables and all kinds of goods and feeds whatsoever and to establish farms for the development of poultry industries in different parts of India and to set up hatcheries, sheds, processing units for all or any of these purposes and to grow poultry and live stocks of all genres.”*

*4. “To carry on the business in the area of information technology and Information technology enabled Services which include running the business of developing software, networking, web linking, web designing, data processing, management information system, supply chain management, e-commerce, accounting, back office operation computer aided designing, computer aided manufacturing, security, internet and internet portals, e-mail and all types of information technology business, printing, publishing and catering to the clients with all types of information technology business besides trading, purchasing, selling importing, exporting and dealing in information technology, computers and computer peripherals, stationary, printer, ribbon, magnetic tapes and other allied components for attainment of the business of information technology and to carry on any other business or activity which can be conveniently carried on in this connection and to carry on the business of running institute of learning computer software and hardware technologies and running computer educational institute and cyber cafes”*

- The Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant Company No. 1/ Transferor Company No. 1 as on 31<sup>st</sup> March 2025, are as follows:

<b>Authorized Share Capital</b>	<b>Amount (INR)</b>
50,00,000 Equity Shares of INR 10 each	5,00,00,000
<b>Total</b>	<b>5,00,00,000</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>Amount (INR)</b>
39,32,024 Equity Shares of INR 10 each, fully paid up	3,93,20,240
<b>Total</b>	<b>3,93,20,240</b>



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- Subsequent to 31<sup>st</sup> March, 2025 till the date of sending this notice there has been no change in Authorized, Issued, Subscribed and Paid-up share capital of the aforementioned Company.
- The email id of the Applicant Company No.1/ Transferor Company No. 1 is info@shalimarcorp.in

### 2. Shalimar Nutrients Private Limited

- **Shalimar Nutrients Private Limited** (hereinafter referred to as the “Applicant Company No. 2/ Transferor Company No. 2”) having Corporate Identity Number U15139WB2010PTC156025 and PAN AAPCS1419M is a private company limited by shares incorporated under the provisions of the Companies Act, 1956, and is validly subsisting under the Company Act 2013 on 21<sup>st</sup> day of December, 2010 and having its registered office situated at 46C Chowringhee Road, Everest House 17<sup>th</sup> Floor, Suite No. 17 A, B &C, Kolkata- 700071, in the State of West Bengal, India.
- The objects for which the Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:

*“III. (A) 1. To acquire, promote, establish and carry on business of manufacturers, importers, exporters, traders dealers and processing of high protein soybean meal, high protein foods, Soya flour, soyamilk, textured proteins protein concentrates, protein, isolates, lectithing, glycerin, emulsifiers, oils, deoiled cakes, refined oil, hydrogenated oils (Vanaspati), argarin, peanut butter, peanut milk, refined oil from or out of cottonseeds, castor, linseeds, sunflower, soyabean, rice bran, ground nut and other types of edible and non-edible essential and non essential, oil seeds, and vegetable seeds of all kinds by any type of processing viz, ordinary crushing, solvent extraction, chemical or any other process and to utilise the oils & cakes and proteins to be produced there from.*

*2. “To carry on the business of manufacture and processing of nutrition foods, poultry feeds, cattle feeds, manure, fatty acids, soaps perfumes, chemicals and other products in which such oils seeds, oils cakes, and proteins are utilised and of making, preparing and processing of formulations and by-products of oil seeds, oils, proteins, from the products aforesaid.”*

*3. “To act dealers, whole-sellers, retailers, stockiest, commission agents, representatives, selling agents, purchasing agents, distributors and brokers, exporters, importers manufactures, cultivator farmers, processors, refiners of soyabean, ground nut, sesame seeds, all other oil seeds edible and non-edible. oils, vanaspati, oll cakes, proteins and protein foods.”*

- The Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant Company No. 2/ Transferor Company No. 2 as on 31<sup>st</sup> March 2025, are as follows:

Authorized Share Capital	Amount (INR)
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4,00,00,000 Equity Shares of INR 10 each	40,00,00,000
<b>Total</b>	<b>40,00,00,000</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>Amount (INR)</b>
3,00,00,000 Equity Shares of INR 10 each, fully paid up	30,00,00,000
<b>Total</b>	<b>30,00,00,000</b>

- Subsequent to 31<sup>st</sup> March 2025 till the date of sending this notice there has been no change in Authorized, Issued, Subscribed and Paid-up share capital of the aforementioned Company.
- The email id of the Applicant Company No.2/ Transferor Company No. 2 is info@shalimarcorp.in

### 3. Nivritti Foods Private Limited

- **Nivritti Foods Private Limited** (hereinafter referred to as the Applicant Company No. 3/ Transferor Company No. 3”) having Corporate Identity Number U15122WB2014PTC203467 and PAN AAECN7355A is a private company limited by shares incorporated under the provisions of the Companies Act, 2013 on 8<sup>th</sup> day of September, 2014 and having its registered office situated at 17A, B&C Everest 46C Chowringhee Road, Kolkata-700071, State of West Bengal, India.
- The objects for which the Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:

*“III. (A) 1. To carry on the business of process, produce, mix, pack, preserve, freeze, extract, refine, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, tea, coffee and all other non-alcoholic beverages, energy drinks, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrients, health and diet foods / drinks, extruded foods, sweets, cereals products and any other food products in and outside India.”*

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant Company No. 3/ Transferor Company No. 3 as on 31<sup>st</sup> March 2025, are as follows:

<b>Authorised Share Capital</b>	<b>Amount (INR)</b>
10,00,000 Equity Shares of INR 10 each	1,00,00,000
<b>Total</b>	<b>1,00,00,000</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>Amount (INR)</b>

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3,85,000 Equity Shares of INR 10 each, fully paid up	38,50,000
<b>Total</b>	<b>38,50,000</b>

- Subsequent to 31<sup>st</sup> March 2025 till the date of sending this notice there has been no change in Authorized, Issued, Subscribed and Paid-up share capital of the aforementioned Company.
- The email id of the Applicant Company No.3/ Transferor Company No. 3 is [info@shalimarcorp.in](mailto:info@shalimarcorp.in)

#### 4. C L Enterprises Private Limited

- **C L Enterprises Private Limited** (hereinafter referred to as the “Applicant Company No. 4/ Transferor Company No. 4”) having Corporate Identity Number U15339WB1990PTC049990 and PAN AABCC0497P is a private company limited by shares incorporated under the provisions of the Companies Act, 1956 and is validly subsisting under the Companies Act 2013 on 10<sup>th</sup> day of October 1990 and having its registered office situated at 17 B&C Everest 46/C Chowringhee Road, Kolkata- 700071, in the State of West Bengal, India.
- The objects for which the Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:

*“III. (A) 1 To carry on the business of manufacturers buyers, sellers, importers, exporters, distributors, agents, stockists, factors, commission agents, of live stock feeds, cattle feed poultry feed and products, herbs, food gains and other agricultural products, fresh and preservable products and to extract by products and derivatives, edibles, food preparation of every kind and description and generally the business of or manufacture of and trading in preserved dehydrated, canned or converted agricultural products, vegetables, foods, other dairy and poultry products and articles and other derivatives of all kinds and description and to set up and run machinery for processing and preserving the same to establish experimental farm and research stations for conducting experiments, tests and research for developing better qualities of products and increasing egg laying capacity in poultry and to carry on the business of hatchery, agriculturists, agronomists, horticulturists, agro biologists, live stock breeders and fisheries etc..”*

*2. “To carry on the business of buyers, sellers, importers, exporters, brokers, stockists, distributors of industrial components, spare parts, tools and accessories stores, raw materials, minerals, metals, industrial and other waste and by products, hardware, commercial and man-made fibres, yarn, fabrics, cloth, readymade garments, textiles, all kinds of wool, silk, textiles, fast food, timber, timber products, utensils, paper, paper products, straw board, plastic and rubber goods, electric and electronic goods and components, cables, cement, chemicals, vehicles, building materials all kind of solar celis, solar modules, systems and other related accessories and spares.”*

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3. "To acquire by purchase, lease, exchange, hire or otherwise and deal in land building, estates, and hereditaments, of any tenure or description and to develop and turn to account, any land acquired by the company or in which the company is interested and laying out and preparing the same for building purposes, constructing re-constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and estates, planting paving, draining, farming, cultivating land and enter into building agreement, financing agreement, contract/and/or agreements of all kinds with builders, tenants, subtenants and others and to construct, maintain, improve, develop, work control and manage any roads and conveniences which the company may think directly or indirectly conclusive to these objects and to contribute or otherwise assist or take part in the construction, maintenance, development, working control and management thereof, and to acquire by purchase, lease, exchange, hire or otherwise and deal in buildings, estates, workshops, mills, factories farms tea and coffee estates, plantations, mines, quarries, dairies or other interest in real estate and sale, lease, let on hire, sublease, sublet, mortgage or otherwise dispose of and to make advance upon them or on other property and interest thereon."

- The Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant Company No. 4/ Transferor Company No. 4 as on 31<sup>st</sup> March 2025, are as follows:

<b>Authorized Share Capital</b>	<b>Amount (INR)</b>
20,00,000 Equity Shares of INR 10 each	2,00,00,000
<b>Total</b>	<b>2,00,00,000</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>Amount (INR)</b>
19,77,360 Equity Shares of INR 10 each, fully paid up	1,97,73,600
<b>Total</b>	<b>1,97,73,600</b>

- Subsequent to 31<sup>st</sup> March 2025 till the date of sending this notice there has been no change in Authorized, Issued, Subscribed and Paid-up share capital of the aforementioned Company.
- The email id of the Applicant Company No.4/ Transferor Company No. 4 is [info@shalimarcop.in](mailto:info@shalimarcop.in)

**5. Utkal Feeds Private Limited**

- **Utkal Feeds Private Limited** (hereinafter referred to as the "Non Applicant Company / Transferor Company No. 5) having Corporate Identity Number U15339OR1990PTC002607 and PAN AAACU3964G is a private company limited by shares incorporated under the provisions of the Companies Act, 1956 and is validly subsisting under the Companies Act 2013 on 12<sup>th</sup> day of September, 1990 and having its registered office situated at Shed No.167, Sector A, Zone-A, Mancheswar Industrial Estate, Khurda- 751010, in the State of Orrisa, India.
- The objects for which the Company has been established are set out in its

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**CIN:** U15339WB1994PLC062811  
**Phone no.** 033 4017 9000 | **Email:** [info@shalimarcorp.in](mailto:info@shalimarcorp.in)

Memorandum of Association. The main objects are set out hereunder:

*“III. (A) 1. To carry on the business of producers, makers, growers, processors, manufacturers, importers, exporters, indentors, principals, agents, dealers, distributors, stockists, buyers, sellers, suppliers, merchants, brokers, factors and concessionaries of or otherwise deal of traffic, in all kinds of agricultural and forest products, farm products, horticulture products, food products, vegetables, fruit, juice, spices, sweet and sweet products, drinks, beverages, ice-cream and ice products, drug and pharmaceuticals, animal feed, cattle feed, fish feed, dairies and dairy products, hatcheries, poultry and poultry products including poultry medicines feeds and other ingredients, and to prepare or do all such things as are necessary useful incidental and/or conducive to carrying on all or any of aforesaid business.”*

- The Authorized, Issued, Subscribed and Paid-up Share Capital of the Non Applicant Company / Transferor Company No. 5 as on 31<sup>st</sup> March 2025, are as follows:

<b>Authorized Share Capital</b>	<b>Amount (INR)</b>
12,50,000 Equity Shares of INR 10 each	1,25,00,000
<b>Total</b>	<b>1,25,00,000</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>Amount (INR)</b>
8,42,000 Equity Shares of INR 10 each, fully paid up	84,20,000
<b>Total</b>	<b>84,20,000</b>

- Subsequent to 31<sup>st</sup> March 2025 till the date of sending this notice there has been no change in Authorized, Issued, Subscribed and Paid-up share capital of the aforementioned Company.
- The email id of the Non Applicant Company/ Transferor Company No. 5 is [info@shalimarcorp.int](mailto:info@shalimarcorp.int)

**6. Contai Golden Hatcheries (Eastern) Private Limited**

- **Contai Golden Hatcheries (Eastern) Private Limited** (hereinafter referred to as the Applicant Company No. 5/ Transferor Company No. 6”) having Corporate Identity Number U01409WB1983PTC040499 and PAN AABCC0165E is a private company limited by shares incorporated under the provisions of the Companies Act, 1956 and is validly subsisting under the Companies Act 2013, on 24<sup>th</sup> day of December 1983 and having its registered office situated at 17 B &C Everest 46/C Chowringhee Road, Kolkata- 700071, in the State of West Bengal, India.
- The objects for which the Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:

*“III. (A) 1. To carry on the business of Poultry farmers and producers of agricultural products, cow keepers, dairy farm, garden produce of all kinds and in particular poultry, eggs including hatching of eggs & raising chicks, milk,*

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*cream, butter, cheese, meat, fruits, vegetables and all kinds of goods and feeds whatsoever and to establish farms for the development of poultry Industry in difference parts of India and to set up hatcheries, sheds, processing units for all or any of these purposes to grow poultry and livestock of all genres.”*

2. *“To carry on all or any of the business whether as wholesalers or retailers of all kinds of poultry products, meat, vegetables, sheep, cattle, chicks, pigs and other livestock and the business of poulterers, farmers grocers, dairymen, fishmongers, preserved and potted product manufacturers, canners of meat and other poultry produce, fats, hides, tallows, grease, offal and other animal produce.”*

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant Company No. 5 / Transferor Company No.6 as on 31<sup>st</sup> March 2025, are as follows:

<b>Authorized Share Capital</b>	<b>Amount (INR)</b>
1,00,000 Equity Shares of INR 10 each	10,00,000
1,50,000 15% Cumulative Redeemable Preference Shares of INR 10 each	15,00,000
<b>Total</b>	<b>25,00,000</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>Amount (INR)</b>
37,156 Equity Shares of INR 10 each, fully paid up	3,71,560
<b>Total</b>	<b>3,71,560</b>

- Subsequent to 31<sup>st</sup> March 2025 till the date of sending this notice there has been no change in Authorized, Issued, Subscribed and Paid-up share capital of the aforementioned Company.
- The email id of the Applicant Company No.5/ Transferor Company No. 6 is [info@shalimarcorp.in](mailto:info@shalimarcorp.in)

### 7. **Sona Vets Private Limited**

- **Sona Vets Private Limited** (“hereinafter referred to as the “Applicant Company No. 6/ Transferee Company”) having Corporate Identity Number U10802WB1992PTC054083 and PAN AA ECS0908G is a private company limited by shares incorporated under the provisions of the Companies Act, 1956 and is validly subsisting under the Companies Act, 2013 on 9<sup>th</sup> day of January, 1992 having its registered office at 46/C Chowringhee Road, 17 B & C, Everest, Kolkata-700071 in the State of West Bengal, India.
- The objects for which the Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:

*“III. (A) 1. To Carry on the business of manufactures, dealers, sellers, buyers, importers, exporters, distributors, agents, stockists, factors, commission agents of*

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*livestock feeds of all kinds, cattle feed, poultry feed, poultry feed supplements for livestock, vitamins, Cocci-dio-stat, antibiotics, trace minerals and all other kinds of residual and by products thereof and any material used in manufacture thereof.*

2. *“To establish poultry farms and hatcheries, layer farms, table egg Units, poultry feed manufacturing unit and to engage in the purchase, manufacture and sale of poultry outputs, poultry farm needs, chicks, eggs, poultry feeds and birds and To carry on the business of agents, dealers, distributors, brokers, factors, representatives, importers and/or exporters of all types of poultry farm related products and To carry on the business of manufacture, produce, prepare, procure, process, prepare, grow, cultivate, grade, pack, skin, bake, salt, chop, clean, cure, smoke, cut, pasteurize, de-hydrate, de-fat, saturate, dry, distill, refine, improve, blend, churn, toast, drift, saute, fry, tone, mix, separate, air-condition, moisture balance, do any or all kind(s) of processing of all types, kinds, and descriptions of foods and food stuff, food products, live and dead-stock including poultry, hatchery, chicks, broiler and other birds, eggs, meats, ham, steak, fish, sea and marine products, ready-to-cook, ready-to-serve items and other related items.”*

3. *“To carry on the business of hatchery agriculturists, agronomists, horticulturists, agro-biologists, livestock breeders and fisheries.”*

4. *“To carry on the business of dealers, distributors, agents, stockists, commission agents of the plants, machinery accessories, spares and parts used in manufacture of cattle feed, poultry feed, poultry feed supplements for livestock and other materials used in their manufacture.”*

5. *“To carry on the business in the area of information technology and Information technology enabled Services which include running the business of developing software, networking, web linking, web designing, data processing, management information system, supply chain management, e-commerce, accounting, back office operation, computer aided designing, computer aided manufacturing, security, internet and internet portals, e-mail and all types of information technology business, printing, publishing and catering to the clients with all types of information technology business besides trading, purchasing, selling importing, exporting and dealing in information technology, computers and computer peripherals, stationary, printer, ribbon, magnetic tapes and other allied components for attainment of the business of information technology and to carry on any other business or activity which can be conveniently carried on in this connection and to carry on the business of running institute of 2 learning computer software and hardware technologies and running computer educational institute and cyber cafes.”*

6. *“To carry all or any of the business as buyers, Sellers, suppliers, growers, traders, merchants, indentures brokers, agents, assemblers, stockiest of goods and commodities of any kind to work as brokers, contractors, commission agents, processors order suppliers and dealing agents.”*

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7. "To carry on business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and article of all kinds including clearing agent, freight contractors, forwarding agents, licensing agents, general brokers and to carry on any kind of commercial business."

8. "To carry on the business as buyers, sellers, traders, merchants, indenters, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, packers, stockists, broker and + subbroker, distributors, advisors, hire purchasers of and in all kinds of rubberised cloth, food grains, dairy products, soap detergents, biscuits, surgical diagnostics medical pulses, leather and finished eather goods, leather garments, leather products, all related item in leather, electric and electronic components and goods, iron and steel, aluminum, minerals and non-ferrous metal, stainless steel, jute and jute products, textiles, cotton, synthetic fibre, silk, yarn, wool and woollen goods, handicrafts and silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, wood and wood products, timber cosmetics, stationary, tools and hardware, plastics and plastic goods, sugar, tea, coffee, paper packing material, chemicals, cement, spices, grain, factory materials, house equipment, rubber and rubber products, fertilizers, agriculture fruit products, industrial products, computer data materials, software, paints, industrial & other gases, alcohol, liquor, edible & non-edible oils & fats, marine products, drugs, plants & machinery goods, engineering goods & equipment, office equipment, hospital equipment, railway accessories, medicine, sugar & sugarcane, automobile parts, building construction & materials, wood & furniture made items, toys, building plans, consumer products, consumer durables, dry flowers, shares & securities and plants, printing, transportation, & all other kinds of foods and merchandise, commodities and articles of consumption of all kinds in India."

9. "To carry on business of rendering consultancy and advisory services in respect of Foreign Exchange, International Financial Services and all related aspects thereof, to act as financial intermediaries to organise and provide syndicated financial arrangements whether in domestic or in international markets and whether by way of loans or guarantees or credit in exports and acceptances, co-acceptance and discounting of international bills, to act as representative in India for any persons, association, bank, financial institution or a company established in India or abroad, to advise on mobilise and manage off shore funds both in India and abroad, to arrange placements of funds by Indians or non-resident Indians in connection with any public or private issue of securities in India and to undertake business of rendering consultancy services, data processors, relating to finance, investments, corporate affairs, management services, banking services in all its aspects to any company, body corporate, fim, trust, associates of persons, individuals."

- The Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant Company No. 6/ Transferee Company as on 31<sup>st</sup> March, 2025, are as follows:

Authorized Share Capital	Amount (INR)
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50,70,000 Equity Shares of INR 10 each	5,07,00,000
2,00,000 Preference Shares of INR 100 each	2,00,00,000
<b>Total</b>	<b>7,07,00,000</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>	<b>Amount (INR)</b>
4,00,020 Equity Shares of INR 10 each	40,00,200
1,91,842 Preference Shares of INR 100 each	1,91,84,200
<b>Total</b>	<b>2,31,84,400</b>

- Subsequent to 31<sup>st</sup> March 2025 till the date of sending this notice there has been no change in Authorized, Issued, Subscribed and Paid-up share capital of the aforementioned Company.
- The email id of Applicant Company No. 6/Transferee Company is teamcompliance.bg@gmail.com

**IV. DETAILS OF DIRECTORS OF THE COMPANIES**

**1. Shalimar Pellet Feeds Limited**

Names	Designation	Address	DIN
Sameer Agarwal	Whole-Time Director	53, Haraprasad Sastri Sarani, Block- E, New Alipore, Kolkata- 700053	00129529
Shivaji Dey	Director	HIG 2A-7/14, 1050/2 Survey Park, Calcutta Greens II, Kolkata- 700075	05266327
Anup Agarwal	Director	Regent Court, Phase-II, Block-E, 2nd Floor, Flat No- 2Q, VIP Court, Raghunathpur, Rajarhat, Gopalpur (M), North 24 Parganas, Kolkata- 700059	00080109
Pramod Singh	Director	Shreedhar Apartment, 602, Congress Nagar Road, Dhantoli, Nagpur, Patwardhan ground, Maharashtra- 440012	07849743
Honey Sethi	Additional Director	Amardeep Building, 1D, 1, Sarat Bose Road, Minto Park Po- L.R. Sarani, Kolkata - 700020	10721537

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**2. Shalimar Nutrients Private Limited**

Name	Designation	Address	DIN
Sameer Agarwal	Director	53, Haraprasad Sastri Sarani, Block- E, New Alipore, Kolkata- 700053	00129529
Shivaji Dey	Director	HIG 2A-7/14, 1050/2 Survey Park, Calcutta Greens II, Kolkata- 700075	05266327

**3. Nivritti Foods Private Limited**

Name	Designation	Address	DIN
Sameer Agarwal	Director	53, Haraprasad Sastri Sarani, Block- E, New Alipore, Kolkata- 700053	00129529
Pramod Singh	Director	Shreedhar Apartment, 602, Congress Nagar Road, Dhantoli, Nagpur, Patwardhan ground, Maharashtra- 440012	07849743

**4. C L Enterprises Private Limited**

Name	Designation	Address	DIN
Sameer Agarwal	Director	53, Haraprasad Sastri Sarani, Block- E, New Alipore, Kolkata- 700053	00129529
Pramod Singh	Director	Shreedhar Apartment, 602, Congress Nagar Road, Dhantoli, Nagpur, Patwardhan ground,	07849743

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		Maharashtra- 440012	
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**5. Utkal Feeds Private Limited**

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Sameer Agarwal	Director	53, Haraprasad Sastri Sarani, Block- E, New Alipore, Kolkata- 700053	00129529
Pramod Singh	Director	Shreedhar Apartment, 602, Congress Nagar Road, Dhantoli, Nagpur, Patwardhan ground, Maharashtra- 440012	07849743
Shivaji Dey	Director	HIG 2A-7/14, 1050/2 Survey Park, Calcutta Greens II, Kolkata- 700075	05266327

**6. Contai Golden Hatcherries (Eastern) Private Limited**

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Sameer Agarwal	Director	53, Haraprasad Sastri Sarani, Block- E, New Alipore, Kolkata- 700053	00129529
Pramod Singh	Director	Shreedhar Apartment, 602, Congress Nagar Road, Dhantoli, Nagpur, Patwardhan ground, Maharashtra- 440012	07849743

**7. Sona Vets Private Limited**

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Sameer Agarwal	Director	53, Haraprasad Sastri Sarani, Block- E, New Alipore, Kolkata- 700053	00129529

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Pramod Singh	Director	Shreedhar Apartment, 602, Congress Nagar Road, Dhantoli, Nagpur, Patwardhan ground, Maharashtra- 440012	07849743
Shivaji Dey	Director	HIG 2A-7/14, 1050/2 Survey Park, Calcutta Greens II, Kolkata- 700075	05266327

### V. RATIONALE FOR THE SCHEME

Amalgamation of Shalimar Pellet Feeds Limited, Shalimar Nutrients Private Limited, Nivritti Foods Private Limited, C L Enterprises Private Limited, Utkal Feeds Private Limited, Contai Golden Hatcheries (Eastern) Private Limited (“Transferor Companies”), with and into Sona Vets Private Limited (“Transferee Company”) result into the following benefits to the Applicant Companies and all other stakeholders including the shareholders, creditors and employees and will be in the long-term interest of the Companies, employees, and other stakeholders:

- a) Streamlining the current organization structure, achieving administrative and operational convenience and to realign the shareholding;
- b) Strengthening of financial position with a wider capital base and increased leverage capacity of the Merged/combined entity;
- c) Optimum utilization of various resources of the group;
- d) Synergies such as enhancement of net-worth of the combined entities/businesses which shall lead to better ability to leverage the business including a reduction in the cost of capital;
- e) Greater administrative efficiency & enhanced productivity and reduction in multiplicity of legal and regulatory compliances and reduction of fixed costs.
- f) Reduction in multiplicity of legal and regulatory compliances and reduction of fixed costs.

### VI. VALUATION

For the purpose of the Scheme, Ms. Pritha Sarkar, a Registered Valuer having IBBI Regn. No. IBBI/RV/07/2020/13629 have recommended share exchange ratio for the Scheme of Amalgamation. The copy of the Valuation Report is attached herewith.

### VII. GENERAL

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Details of Secured and Unsecured Creditors of all the Applicant Companies as on 31<sup>st</sup> August, 2025.

1. Shalimar Pellet Feeds Limited has 6 Secured and 268 Unsecured Creditors.
2. Shalimar Nutrients Private Limited has 3 Secured and 327 Unsecured Creditors.
3. Nivritti Foods Private Limited has 2 Secured and 107 Unsecured Creditors.
4. C L Enterprises Private Limited has 2 Secured and 57 Unsecured Creditor.
5. Utkal Feeds Private Limited has 4 Secured and 237 Unsecured Creditors.
6. Contai Golden Hatcheries (Eastern) Private Limited has NIL Secured and 5 Unsecured Creditors.
7. Sona Vets Private Limited has 6 Secured and 998 Unsecured Creditors.

In relation to the meeting of the Applicant Company No.1/ Transferor Company No. 1, Secured Creditors of the Company whose names are appearing in the records of the Company as on 31<sup>st</sup> August, 2025 shall be eligible to attend and vote at the meeting either in person or by proxies convened as per the directions of the Tribunal.

The Directors of the respective Applicant Companies may be deemed to be concerned and/or interested in the Scheme of Amalgamation only to the extent of their shareholding if they hold any in the respective Applicant Companies, or to the extent the said directors are common Directors in the Companies, or to the extent the said directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that holds shares in any of these Companies.

None of the Directors and Key Managerial Personnel, if any, of the Applicant Companies have any material interest in the Scheme of Amalgamation except as shareholders to the extent, which will appear from the Register of Director's shareholding maintained by the Applicant Companies. Additionally, the Scheme does not have any effect on the Directors/ Key Managerial Personnel/Promoters/Non-promoter Members, if any/Creditors/, if any/, if any/Employees of the Applicant Companies.

The financial position of the Applicant Companies will not be adversely affected by the Scheme.

No Inquiry, Inspection and Investigation proceedings have been initiated or are pending against any of the Applicant Companies under the Companies Act, 1956 or the Companies Act, 2013, whichever applicable.

The following documents will be open for obtaining extract from or for

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making/obtaining copies of or for inspection by the Creditors:

- a. Copy of order of the Tribunal dated 8<sup>th</sup> May, 2026 passed by the Kolkata Bench II of the Hon'ble National Company Law Tribunal ('NCLT'/ 'Tribunal') in Company Application (CAA) No. 198/KB/2025.
- b. Memorandum and Articles of Association of all the Applicant Companies;
- c. Audited Financial Statements for the year ended 31<sup>st</sup> March, 2025.
- d. Copy of Scheme of Amalgamation.
- e. Certificate issued by Statutory Auditors of the respective Applicant Companies to the effect that the accounting treatment if any proposed in the scheme of Amalgamation is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013.
- f. Copy of Valuation Report.
- g. There are no contracts or agreements material in the instant Scheme of Amalgamation

This Statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016. A copy of this Scheme of Amalgamation, Explanatory Statement and Form of Proxy may be obtained free of charge on any working day (except Saturdays, Sundays and public holidays) prior to the date of the meeting, from the Registered Office of the Company.

## NOTES

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated May 08, 2026, the Meeting of the Secured Creditors of the Company is being conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the business set out in the Notice convening this Meeting. The deemed venue for the Meeting shall be the Registered Office of the Company i.e, 46/C Chowringhee Road, Kolkata- 700071.
2. The Statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. National Securities Depositories Limited ("NSDL"), will provide the facility for voting by the Secured Creditors through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting during the Meeting.
4. A person, whose name appears in the list of Secured Creditors of the Company as on the cut-off date, i.e., August 31, 2025 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not a Secured Creditor as on the cut-off date, should treat the Notice for information purpose only.
5. The voting rights shall be in proportion to the outstanding amount due by the Company as on the Cut-off Date (specified in the Notice). The value and number of Secured Creditors shall be in accordance with the books/ records maintained by the Company.
6. Since this Meeting is being held through VC / OAVM, physical attendance of Secured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Secured Creditors will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
7. Secured Creditors other than individuals are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing its representative to attend the Meeting through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sharmabhagwati5@yahoo.co.in with a copy marked to evoting@nsdl.com. Alternatively, they can also upload their Resolution/Authorization etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
8. No route map of the venue of the Meeting is annexed hereto since this Meeting is being held through VC / OAVM.
9. Secured Creditors attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum. As per the directions in the NCLT Order, the quorum for the Meeting of Secured creditors is 5 (five).
10. As per directions of the NCLT Order, the Notice of the Meeting and the accompanying documents mentioned in the Index are being sent only through electronic mail to those Secured Creditors whose email addresses are registered with the Company.
11. Secured Creditors whose email addresses are not available in the records of the Company may exercise their voting rights through e-voting and attend the meeting by following the instructions provided in the notice of the meeting.

12. The Secured Creditors may note that Notice and the accompanying documents, i.e., Scheme and the Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules etc., are also available on the website of the Company at: <https://shalimarcorp.in/> and on, National Securities Depository Limited at <https://www.evoting.nsdl.com>, being the agency appointed by the Company to provide e-voting and other facilities for the Meeting.

If so desired, Secured Creditor may obtain a physical copy of the aforesaid documents free of charge from the registered office of the Company, during office hours between 10:00 AM and 06:00 PM on all working days till the date of this Meeting. Alternatively, the Secured Creditors may also send a request in this regard mentioning details of their value in the Company at [info@shalimarcorp.in](mailto:info@shalimarcorp.in).

Secured Creditors seeking any information with regard to the Scheme to be considered at the aforesaid meeting, are requested to write an application to the Company at least seven days before the date of the meeting through email on [info@shalimarcorp.in](mailto:info@shalimarcorp.in) so as to enable the management to keep the same ready on the date of the meeting and to reply suitably.

13. The Scheme shall be considered approved by the Secured Creditors of the Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Secured Creditors, voting at the Meeting through VC/OAVM and by remote e-voting, in terms of the provisions of Section 230-232 of the Act.

**14. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

**A. INSTRUCTIONS RELATING TO E-VOTING:**

- i. Pursuant to the directions of the NCLT given in the NCLT order, the Company is providing its Secured Creditors the facility of casting votes using remote e-voting system as well as e-voting on the date of the Meeting in respect of the resolution proposed to be passed at the Meeting for which the Company has engaged the services of National Securities Depository Limited (NSDL). The Secured Creditors desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
- ii. A Secured Creditor, whose name appears in the list of Secured Creditors as on August 31, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not an Secured Creditor as on cut-off date should treat this notice for information purpose only.
- iii. The voting rights shall be in proportion to the outstanding amount due the Company as on the Cut-off Date (specified in the Notice). The value and number of Secured creditors shall be in accordance with the books / records maintained by the Company.
- iv. The remote e-voting period will commence at 09:00 A.M. on June 18, 2026, and will end at 05:00 P.M. on June 21, 2026. The remote e-voting shall not be allowed beyond 05:00 P.M. on June 21, 2026. At the end of remote e-voting, the remote e-voting module shall be disabled by NSDL for voting thereafter. Secured Creditors have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during remote e-voting period or e-voting during the Meeting. Once the vote on a resolution is cast by a Secured Creditor, the Secured Creditor shall not be allowed to change it subsequently.
- v. Secured creditors attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote at the Meeting. The Secured Creditors who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.



- vi. Ms. Bhagwati Sharma, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting during the e-voting at the Meeting and remote e-voting process and ensure that the same is carried out in a fair and transparent manner.
- vii. The Scrutinizer, after scrutinizing the votes cast during the Meeting and through remote e-voting, will within 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairperson of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company at <https://shalimarcorp.in/> and that of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), besides being displayed on the Notice Board of the Company at its Registered Office.

## **B. PROCEDURE FOR E-VOTING:**

The detailed procedure and manner for voting electronically on NSDL e-voting system are explained herein below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system**

**Details on Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders/ Member" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. The User ID and Password for joining the Meeting through VC / OAVM and casting votes through e-voting are given in the e-mail communication.
5. The User ID and Password are sent to all the Secured Creditors whose email addresses are available with the Company.
6. A Secured Creditor who cannot retrieve or has not received the User ID and Password or have forgotten your password can go through the "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Those Secured Creditors whose e-mail addresses are not available with the Company and as a result have not received the e-mail communication, may obtain the User ID and Password by writing to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com). Such Secured Creditor is requested to provide his / her / its name, address, PAN, mobile number and email address along with the request.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-voting will open.

## **Details on Step 2: Cast your vote electronically on NSDL e-Voting system**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the “EVEN” in which you are eligible to vote.
3. Select “EVEN” of the Company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **C. PROCESS FOR THOSE SECURED CREDITORS WHOSE E-MAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:**

- a) Those Secured Creditors, who have not registered their email address with the Company and who wish to participate in the Meeting or cast their vote through remote E-Voting or through the E-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of the following documents to the Company at [info@shalimarcorp.in](mailto:info@shalimarcorp.in)
  - i. a signed request letter mentioning your name and complete address;
  - ii. self-attested scanned copy of the PAN Card; and
  - iii. a self-attested document supporting the address.
- b) Alternatively, Secured Creditors may send an email request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for obtaining User ID and Password by providing the details mentioned in point (a) above.

### **D. INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:**

1. The procedure for e-voting at the Meeting is same as the procedure outlined above for remote e-voting.
2. Only those Secured Creditors, who are present in the Meeting through VC/OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available at the Meeting.
3. The Secured Creditors who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

**E. PROCEDURE FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

- a) Secured Creditors can attend the Meeting through VC / OAVM after following the steps for ‘Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>’ as outlined above in the procedure for remote e-voting.
- b) After successful login, Secured Creditors will be able to see the VC / OAVM link placed under ‘Join meeting’ menu against the Company’s name. Secured creditors are requested to click on the VC / OAVM link placed under ‘Join meeting’ menu.
- c) Secured creditors can join the Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- d) Secured creditors are encouraged to join the Meeting through Laptops for better experience. Secured Creditors will be required to allow the camera and use internet with good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e) Secured Creditors who need assistance before or during the Meeting, can contact Mr. Amit Vishal, Deputy Vice President-NSDL and/or Ms. Pallavi Mhatre, Asst Vice President – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 4886 7000.
- f) Secured creditors who would like to express their views / ask questions during the Meeting may register themselves as speaker by sending their request from Thursday, June 18, 2026 to Saturday, June 20, 2026 (till 5:00 p.m. IST), mentioning their name, address, Permanent Account Number (PAN), mobile number and email address at [info@shalimarcorp.in](mailto:info@shalimarcorp.in). The Secured Creditors who do not wish to speak during the Meeting but have queries, may send their queries from Thursday, June 18, 2026 to Saturday, June 20, 2026 (till 5:00 p.m. IST) mentioning their name, address, Permanent Account Number (PAN), mobile number and email address at [info@shalimarcorp.in](mailto:info@shalimarcorp.in). These queries will be addressed by the Company suitably. The Company reserves the right to restrict number of questions and number of speakers, as appropriate for smooth conduct of Meeting. Secured creditors are requested to restrict their questions only to matters pertaining to the business set out in the Notice convening this Meeting.
- g) Those Secured Creditors who have registered themselves as speaker will only be allowed to express their views / ask questions during the Meeting.

**F. GENERAL GUIDELINES FOR SECURED CREDITORS:**

1. Secured Creditors other than individuals are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / appropriate authorisation, together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: [sharmabhagwati5@yahoo.co.in](mailto:sharmabhagwati5@yahoo.co.in), with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs and e-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). In case of any grievances connected with facility for e-voting, please contact to Mr. Amit Vishal, Deputy Vice President-NSDL and /or Ms. Pallavi Mhatre, Asst Vice President- NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)