

SCHEME OF AMALGAMATION

OF

ATVO AGROCHEM LIMITED

(Transferor Company -1)

AND

SHUBHSHREE HEALTH CARE PRIVATE LIMITED

(Transferor Company -2)

AND

SHORYA BUSINESS (INDIA) LIMITED

(Transferor Company -3)

WITH

ATVO ENTERPRISES LIMITED

[Formerly known as 'Vandana Knitwear Limited']

("Transferee Company")

(Under Section 230 To 232 and other Applicable Provisions
of the Companies Act, 2013 and Rules made thereunder)

1) Preamble

This scheme of Arrangement ("Scheme") pursuant to sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) or amendment(s) thereof for the time being in force) for Atvo Agrochem Limited, Shubshree Health Care Private Limited and Shorya Business (India) Limited (*Transferor Companies*) with Atvo Enterprises Limited [formerly known as Vandana Knitwear Limited] (*Transferee Company*)

2) Description of the Companies

<u>Companies involved in Scheme of Amalgamation:</u> Name of Company	Transferor Company/ Transferee Company
1. Atvo Enterprises Limited [formerly known as Vandana Knitwear Limited] (AEL)	Transferee Company
2. Atvo Agrochem Limited (ATVOAL)	Transferor Company No. 1

For-Shubhshree Health Care Pvt. Ltd.

1

For ATVO ENTERPRISES LIMITED

For ATVO AGROCHEM LIMITED

Director

For Shorya Business (I) Ltd.

Director

3. Shubshree Healthcare Private Limited (SHPL)	Transferor Company No. 2
4. Shorya Business (India) Limited (SBIL)	Transferor Company No. 3

Brief Information of the Companies

TRANSFeree COMPANY:

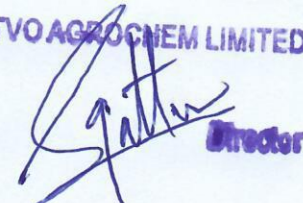
ATVO ENTERPRISES LIMITED [formerly known as Vandana Knitwear Limited] (hereinafter referred to as “**Transferee Company /Applicant Company**”) bearing CIN: L46411RJ1995PLC072122 is a public limited company incorporated under the provisions of the Companies Act, 1956 on 22nd March, 1995, under the name and style of “Trendy Knitwear Limited” with the Registrar of Companies, Andhra Pradesh and thereafter the name has changed to “Vandana Knitwear Limited” on 30th July, 2012. The name of the company has been changed to “Atvo Enterprises Limited” on 26th March, 2025. At present, the Transferee Company /Applicant Company is having its registered office at Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg, Bhilwara-311001, Rajasthan within the jurisdiction of the Hon’ble NCLT, Jaipur.

TRANSFEROR COMPANIES:

1. **ATVO AGROCHEM LIMITED** (hereinafter referred to as “**Transferor Company No. 1**”) bearing CIN: U46610RJ2023PLC088305 is a public limited company incorporated under the provisions of the Companies Act, 2013 on 13th June, 2023 under the name and style of “**ATVO Agrochem Limited**” with the Registrar of Companies, Jaipur. At present, the Transferor Company No. 1 is having its registered office at 2nd Floor, Bhandari Plaza, Opp. Nagar Parishad, Rajendra Marg, Bhilwara- 311001 Rajasthan within the jurisdiction of the Hon’ble NCLT, Jaipur. The Company is a grain-based fuel ethanol manufacturing company being commissioned at Bundi, Rajasthan, with an installed capacity of 120 KLPD (kiloliters per day) using maize as the primary feedstock.

For ATVO ENTERPRISES LIMITED

 DIRECTOR

For ATVO AGROCHEM LIMITED

 Director

For-Shubshree Health Care Pvt. Ltd.


 Director

2

For Shorya Business (I) Ltd.


 Director

2. **SHUBHSHREE HEALTHCARE PRIVATE LIMITED** (hereinafter referred to as **"Transferor Company No. 2"**) bearing CIN: U11011RJ2013PTC067004 is a private limited company incorporated under the provisions of the Companies Act, 1956 on 08th February, 2012 under the name and style of **"Shubhshree Agricom Private Limited"** with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli and thereafter the name of the Company changed to Shubhshree Health Care Private Limited on 04th December, 2019. At present, the Transferor Company No. 2 is having its registered office at 03, Main Sector, Opp. NCC House, Shastri Nagar, Bhilwara- 311001, Rajasthan within the jurisdiction of the Hon'ble NCLT, Jaipur. The Company is a grain-based alco-beverage manufacturing platform located at Talera, Bundi (Rajasthan), anchored around Extra Neutral Alcohol (ENA) production with integrated bottling capacity, and licensed for future expansion into brewing and heritage country liquor.

3. **SHORYA BUSINESS (INDIA) LIMITED** (hereinafter referred to as **"Transferor Company No. 3"**) bearing CIN: U17214RJ2006PLC022326 is a public limited company incorporated under the provisions of the Companies Act, 1956 on 31st March, 2006 under the name and style of **"Shorya Buildcon (India) Limited"** with the Registrar of Companies, Jaipur and thereafter name of the Company changed to Shorya Business (India) Limited on 10th August, 2011. At present, the Transferor Company No. 3 is having its registered office at 2nd Floor, Bhandari Plaza, Rajendra Marg, Opp. Nagar Parishad, Bhilwara-311001 Rajasthan within the jurisdiction of the Hon'ble NCLT, Jaipur. The company is a real estate development company undertaking a residential and commercial plotted development — "Ananda Residency" — at Tonk, Rajasthan. The project spans approximately 13.33 hectares (≈ 33 acres) across the revenue villages of Sewarampura and District Tonk with direct frontage on NH-52 and a 60-metre Master Plan Road.

NONE OF THE TRANSFEROR COMPANIES ARE LISTED ON ANY STOCK EXCHANGE.

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For-Shubhshree Health Care Pvt. Ltd.

Director 3

For Shorya Business (I) Ltd.

Director

THE TRANSFEREE IS LISTED ON THE BSE LIMITED.

MAIN OBJECTS OF THE COMPANIES

TRANSFEREE COMPANY:

The main objects of the **Atvo Enterprises Limited** [formerly known as Vandana Knitwear Limited] (Transferee Company/ Applicant Company) as set out in its Memorandum of Association are:

1. To carry on the business of manufacturers, importers and exporters, indenting agents, Wholesale and retail dealers of hosiery goods of every kind, nature and description for Men, women and children including socks, shirts, stockings, sweaters, laces, vests, Underwears and so on and of all or anything which is used in hosiery goods, readymade garments, hosiery and textile fabrics of all kinds.
2. To comb, prepare, spin, dye, twist, weave, bleach, print and deal in cotton, waste cotton, Staple fibre, artificial silk, rayon, nylon, polyester linen, flax, hemp, worsted, wool and Other natural and synthetic fibrous substances to weave or otherwise manufacture cloth, Silk, linen, mercerised yarn and other goods, fabrics, whether textile, felted, netted, or looped. To produce, manufacture, process or prepare and deal in yarns, threads, cloth of all kinds, knitted wear, hosiery, linen, readymade dress articles and other textile goods. And sell any such goods whether in wholesale or retail.
3. To cultivate cotton and other natural fibres, to prepare, gin, clean, press and pack the same. To buy, sell and deal in raw or finished cotton, wool, jute, silk artificial silk, staple fibre, nylon, polyster and other natural and synthetic fibre, yarn, threads, cloth, knittedware, hosiery, readymade articles and other textile goods, in wholesale or in retail, either in on own accounts on commission basis.
4. To carry on the business as dealers, imports., indenting, agent of machineries, equipments, plant, and all kind of assets required for the manufacture of the products of the company.

For ATVO ENTERPRISES LIMITED

09.2.9.
DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For-Shubhshree Health Care Pvt. Ltd.

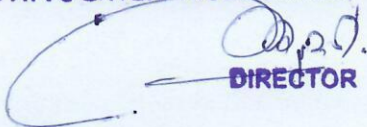
Director

For Shorya Business (I) Ltd.

Director

5. To carry on the business of ginners of kappas, spinners, doublers, twistors, combers, weavers, knitters, finishers, bleachers, dyers, printers, mercers, processors, manufacturers, traders, importers and exporters of cotton, waste cotton, staple fibre, silk, artificial silk, rayon, nylon.
6. To carry on business as manufacturers, producers, processors, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, stockiest, agents, subagents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of fuel ethanol, and to deal in the by-products and joint products of fuel ethanol in India or elsewhere in the world.
7. To carry on the business of manufacturers, producers, processors, millers, preparators, dealers, exporters, importers of all varieties of pulses, paddy rice, bran, wheat, wheat products and all other kinds and types of agricultural produce whether commercial crops, food grains, oil seeds or otherwise, directly as principals or as agents representatives, commission agents and with a view there to acquire, construct and erect integrated pulses and paddy processing project with facilities to produce pulses, rice, rice bran, oil, vanaspatti ghee, cattle feed, husk and all other products of backward and forward integration and factory or factories for other products.
8. To undertakes commercial agricultural activities including raising of crops and plantation and to process and manufacture all types of agro based products and to deal in, trade, export and import such agricultural products including crops, vegetable and dairy products.
9. To generate power by traditional and/or using, any latest technology for the captive consumption and also to distribute, sell such surplus generation if necessary to outsiders liquid, solid or gaseous, and petrochemicals of all kinds and to provide consultancy in respect of all or any of the aforesaid
10. Wholesale of solid, liquid and gaseous fuels and related products.

For ATVO ENTERPRISES LIMITED


DIRECTOR

For ATVO AGROCHEM LIMITED


Director

For-Shubhshree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.


Director

11. To carry on the business of spinners, weavers, manufactures, producers, ginnerers, pressures, packers, balers, liners, cleaners, processors, doublers, combers, woolcombers, worsted spinners, woolenspinners, knitters, dyers, bleachers, calanderers, sellers, buyers, traders, brokers, stockists, importers, traders, mercirisers, distributors, barterers, shippers and dealers in waste threads, yarn fibres, fibres, suitings, shirting, including wastecotton, sarees, all kinds of dress materials, ready made garments including all fabrica linen, jute, hemp, wool, polyester, acrylics, silk, artificial silk, rayon, manmade synthetic fibre, fibre, staple synthetic yarn any other fibrous material, allied products by products and to treat and use any waste arising from any and manufacturing, production, processes and to carry bon the business of manufacturers, processors, pro jobbers, Including doing the job work for others for others and getting the job work done from other designers, distributors, stockists, Importers, exporters, buyers, sellers and dealers of all of any of the products of fabrics and textiles, industrial fabrics, non wovenfabrics, sheets, tapes, ropes, cords, twines, canvas, territowels, durries, newar, parachutes, carpets, rugs, blankets, namdas/terapaulines, lines worsted stuff, and other products, as are prepared of manufactured from nylon, polyesters, acrylics, rayon, silk, artificial silk linen, cotton wool, foam and any other synthetic, artificial and natural fibres and intermediates of all types, grades and formulations and including specifically lasticsp, polyester fibres, polyacronitrile, polyvinyl acetate, polypropelene nylon and rayon.
12. To deal in immovable properties such as land and buildings or otherwise and to purchase, acquire, take on lease or in exchange or in any other lawful manner in India or abroad any area, land including agriculture land, plot, buildings, structures, factories, farm houses and estates, real estates or interest therein and any rights over or connected with them and to develop the same for sale on installments or otherwise, or for any other purpose by preparing building sites and by constructing, altering, improving, developing, promoting, decorating, furnishing, maintaining of heritage spots, hotels, resorts, malls, plazas, shopping malls, farm houses, complexes, commercial and residential buildings, colonization, multi storey offices, multiplex, amusement park, flats, gardens, houses, shops, showrooms and townships

For ATVO ENTERPRISES LIMITED


DIRECTOR

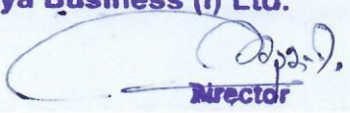
For ATVO AGROCHEM LIMITED


Director

For Shubhshree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.


Director

and to equip them or any part thereof with all or any amenities or conveniences thereon and by consolidating or connecting or subdividing properties and leasing or disposing of the same and to manage such land and buildings and to carry on the business as colonizers, developers to act as civil engineers, managers, advisers, consultants, planners, architects, designers, buildings experts, promoters, contractors, subcontractors of government, semi government, general contractors in the field of real estate in India or abroad and To carry on the business of apply, acquire, maintain any type of civil construction work viz roads, canals, dams, bridges, infrastructure items with any government or any authority, supreme, municipal, local or otherwise or from private sector by way of bid or tender.

13. To carry on the business of manufacture, trade, buy, sell, import, export, agent, distributor, C and F agent, processor, packer, consignor, contractor, turnkey contractor, consultants, liaison, quarry and deal in all and every kind of building materials, including gitty concrete, bajri, stones, cement, bricks, lime, tiles, earthen, kiln owner, ceramic wares, wall coverings, mud articles, paper machine articles, stones, cement, rods, bajri.
14. To buy take on lease, sub lease or under licence, contract, concession, grant or otherwise acquire mines and mining rights any land or other place and metalliferous land and interest therein and explore, work, export, develop for the purpose of mining and minerals, minerals of economic, industrial importance in any part of the world.
15. To carry on the business as exporters, importers, buyers, purchase, sellers, traders, distributors, stockiest, franchise commission agents and agents, for all type of marketing and services, brokers, C and F agents, education, jewelry items, agency business industrial and consumer goods, provisions and foodstuffs, ceramic and ceramic items, glass, china wares, glass ware, porcelain wares, crockery wares, pottery, tableware, hotel wares, glass wares, sanitary wares, sanitary systems, decorative wares, earth wares, earth ware, cement glaze, tiles, FMCG, dry fruits, pharmaceutical, stationary, gift items, handicraft paper and paper products, paintings, computers, ceramics, sanitary

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

Director

items, medicine, books, optical items, readymade garments, woolen suits, men and women wear, kids wear, textiles, fabrics, hosiery goods handicrafts, cotton, scarves, sarees, woolen items, pillow cover, bed cover, fibers of textile material whether agriculture or animal or natural products of manmade and other synthetic fibers and filaments and all kinds of textile machines, textile substances, handloom and power loom products, carpet, floor covering, furnishings, fabrics, durries all kinds of precious and semi precious stones, marbles, granites, glass, plywood, furniture, wood and wooden items, cement, steel, pipes, gem and jewelers, curious, plastic and plastic products toys, leather and leather goods, rice and other food grains and processed and preserved food, fresh food, plant seed dry fruits, eatable, all kinds of edible and non-edible oils, oil seed and their products, vegetables, vegetables products, dairy products, brewer, horticultural products, flowers, marine products and sea food, tea, tobacco and tobacco products, all kinds of electrical and electrical products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, software, hardware, all kinds of cosmetic and toiletries items, all kind of shoe, chapels, ladies sandal , footwars, all kinds of iron, scalp salt and chemicals.

16. To do and carry on the business In India and elsewhere as manufacturers Producers, processors, formulators, Purchasers and sellers, exporters, and importers, merchants, distributors, traders, marketing and dealing in chemicals and basic drugs, drug intermediates, fine chemicals intermediates disinfectants, insecticides, pesticides, germicides, deodorants, detergents, cosmetics, petro- chemicals, Bio- chemicals preparations and elements, agricultural chemicals, organic- inorganic chemical, dyes and dyes intermediates varnishes, resins, essence, perfumes, plastic To spirit, sprays, alkalis, acids and salts.
17. To carry on the business of buying, selling, reselling, importing, transporting, Storing, developing, promoting, marketing or supplying, trading, dealing in any Manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere. To Import and exports and manufacturing of all

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

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For Shorya Business (I) Ltd.

DIRECTOR

type of Items as Bicycle tyres and tubes, solid tyres, bicycle parts, rims, bicycle chains, Saddles, rubber solutions, rubber of all kinds and all rubber products, motorcycle Tyres and tubes, motor cycles parts, off highway tyres and tubes, Agricultural tyres, ATV tyres, lawn and mining tyres, passengers Vehicle tyres and tubes, truck tyres and tubes, radial tyres of all kinds, Nylon cord, steel wires, Rubber chemicals, import and export of all machines, equipment for any industry.

18. To construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, reconstruct, develop, set up, turn to account, maintain, keep, operate and run multiple food processing units for manufacturing, processing, preparing, preserving, refining, buying, selling and otherwise dealing in any manner in all type of food and food related products including cereals, spices, masala, beverages, dairy products, milk products, convenience foods and processed foods of all kind and every description and providing incidental and ancillary services in relation thereto, and to act as buyer, seller, stockiest, distributors, importer, exporter, or otherwise to deal in all sorts of food grains, commodities, vegetables, fruits, edibles, vegetarian and non-vegetarian food products and similar goods and to establish, promote, develop, manage multiple brands, trade name and trademarks in relation to the business of the Company for dealing in food articles, food products, fast moving consumer goods and other consumer products and for such purpose to act as a brand owner, licensee, franchisee, representative or distributor and/ or otherwise.

TRANSFEROR COMPANIES:

1. That main objects of the **Transferor Company No. 1** as set out in its Memorandum of Association are:

1. To carry on business as manufacturers, producers, processors, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, stockiest, agents, subagents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of fuel ethanol, and to deal in the by-products and joint products of fuel ethanol in India or elsewhere in the world.

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

Director

2. To carry on the business of manufacturers, producers, processors, millers, preparators, dealers, exporters, importers of all varieties of pulses, paddy rice, bran, wheat, wheat products and all other kinds and types of agricultural produce whether commercial crops, food grains, oil seeds or otherwise, directly as principals or as agents, representatives, commission agents and with a view there to acquire, construct and erect integrated pulses and paddy processing project with facilities to produce pulses, rice, rice bran, oil, vanaspatti ghee, cattle feed, husk and all other products of backward and forward integration and factory or factories for other product.
3. To undertake commercial agricultural activities including raising of crops and plantation and to process and manufacture all types of agro based products and to deal in, trade, export and import such agricultural products including crops, vegetable, and dairy products.
4. To generate power by traditional and/or using, any latest technology for the captive consumption and also to distribute, sell such surplus generation if necessary to outsiders liquid, solid or gaseous, and petrochemicals of all kinds and to provide consultancy in respect of all or any of the aforesaid.
5. Wholesale of solid, liquid and gaseous fuels and related products.

2. That main objects of the **Transferor Company No. 2** as set out in its Memorandum of Association are:

1. To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, medicate, daycare, diagnostic, healthcare centers, nursing homes, clinics for in-door and outdoor patients and facilities for reception and treatment of persons suffering from injuries and illness, disabilities and deficiencies of any kind or nature whatsoever, contagious or otherwise and treatment of persons during convalescence or of persons requiring medical attention or rehabilitation.
2. To carry out medical and clinical research by engaging in the research and development of all medical sciences, and therapies. To undertake, promote or engage in all kinds of research including clinical research and development work required to promote, assist or engage in setting up

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

DIRECTOR

hospitals, Healthcare Centres and facilities for manufacturing medical equipment's and other related equipment's.

3. To establish, run, promote and make investment in, educational institutions, schools, colleges, technical educational institutes for imparting medical and healthcare education and management training including in the fields of medicine, nursing, physical medicine and rehabilitative medicine, pharmacy and allied medical administration and management of such medical institutions including Health and Hospital Management Training and Development, Pharmaceutical Management, Hospitality, Programmes for skills and competency development, Training and certification of professionals.
4. To carry on the business as distillers, manufacturers, procurers, importers, exporters, agents, brokers, suppliers, wholesalers of all types of spirits, whether rectified or otherwise.
5. To carry on the business as manufacturers, processors, vendors, importers, exporters, bottlers of all kinds of alcoholic spirits, including India Made Foreign Liquor, Foreign Made Foreign Liquor as well as Country Liquor, Beverages, Wines and Others similar products, such as brandy, whisky, rum, gin, beer etc., whether made of natural or synthetic materials.
6. To carry on business as wholesaler, retailers, distributors, stockiest, dealers, godown keepers, C&F Agents, delcredere agents, marketers, merchandiser of all kinds of alcoholic spirits, including, foreign liquor, country liquor, beer, wine, rum, brandy etc.
7. To Carry on business as manufacturers, importers, exporters, agents of bottles, cartons, labels and other packing materials to be used for the purpose of pursuing the main objects mentioned at paragraphs 4,5 and 6 above.
8. To carry on all or any of the businesses of hope merchants and growers, malt factors corn merchants, wine and spirit merchants and importers , and distillers, coopers and bottlers, bottle makers, bottle stopper makers, potters, manufacturers of and dealers in aerated and mineral waters, and other drinks, licensed victuallers, hotel keepers , beer-house keepers, restaurants keepers, lodging house keepers, ice manufacturers and merchants, tobaccoconists, farmers, dairymen, yeast dealers, grain sellers and

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROPHEM LIMITED

Director

For-Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

Director

drinkers, timber merchants, brick makers, finings manufacturers and isinglass merchants.

3. That main objects of the **Transferor Company No. 3** as set out in its Memorandum of Association are:

1. To carry on the business of spinners, weavers, manufactures, producers, ginners, pressures, packers, balers, liners, cleaners, processors, doublers, combers, woolcombers, worsted spinners, woolen spinners, knitters, dyers, bleachers, calanderers, sellers, buyers, traders, brokers, stockists, importers, traders, mercirisers, distributors, barterers, shippers and dealers in all kinds of waste threads, yarn fibres, fibers, suitings, shirting, sarees, dress materials, readymade garments including all fabrics including wastecotton, linen, jute, hemp, wool, polyester, acrylics, silk, artificial silk, rayon, manmade synthetic fibre, fibre, staple synthetic yarn any other fibrous material, allied products by products and to treat and use any waste arising from any manufacturing, production, processes and to carry bon the business of manufacturers, processors, jobbers, including doing the job work for others and getting the job work done from other designers, distributors, stockists, importers, exporters, buyers, sellers and dealers of all or any of the products of fabrics and textiles, industrial fabrics, non-woven fabrics, sheets, tapes, ropes, cords, twines, canvas, territowels, durries, newar, parachutes, carpets, rugs, blankets, namdas/terapaulines, lines worsted stuff, and other products, as are prepared of manufactured from nylon, polyesters, acrylics, rayon, silk, artificial silk, linen, cotton , wool, foam and any other synthetic, artificial and natural fibres and intermediates of all types, grades and formulations and including specifically lasticsp, polyester fibres, polyacronitrile, polyvinyl aetate, polypropelene nylon and rayon.
2. To deal in immovable properties such as land and buildings or otherwise and to purchase, acquire, take on lease or in exchange or in any other lawful manner in India or abroad any area, land including agriculture land, plot, buildings, structures, factories, farm houses and estates, real estates or interest therein and any rights over or connected with them and to develop

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Neeraj Dax Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

Director

the same for sale on instalments or otherwise, or for any other purpose by preparing building sites and by constructing, altering, improving, developing, promoting, decorating, furnishing, maintaining of heritage spots, hotels, resorts, malls, plazas, shopping malls, farm houses, complexes, commercial and residential buildings, colonization, multi-story offices, multiplex, amusement park, flats, gardens, houses, shops, showrooms and townships and to equip them or any part thereof with all or any amenities or conveniences thereon and by consolidating or connecting or subdividing properties and leasing or disposing of the same and to manage such land and buildings and to carry on the business as colonizers, developers to act as civil engineers, managers, advisers, consultants, planners, architects, designers, buildings experts, promoters, contractors, subcontractors of government, semi government, general contractors in the field of real estate in India or abroad and To carry on the business of apply, acquire, maintain any type of civil construction work viz roads, canals, dams, bridges, infrastructure items with any government or any authority, supreme, municipal, local or otherwise or from private sector by way of bid or tender.

3. To carry on the business of manufacture, trade, buy, sell, import, export, agent, distributor, C and F agent, processor, packer, consignor, contractor, turnkey contractor, consultants, liasion, quarry and deal in all and every kind of building materials, including gitty concrete, bajri, stones, cement, bricks, lime, tiles, earthen, kilin owner, ceramic wares, wall coverings, mud articles, paper machine articles, stones, cement, rodi, bajri.

3) Rationale of the Scheme:

The following benefits accrue to the resulting amalgamated entity on consolidation of the Transferee Company and Transferor Companies:

- A. Provide a simple corporate structure and eliminate duplicate corporate procedures.

For ATVO ENTERPRISES LIMITED


DIRECTOR

For ATVO AGROCHEM LIMITED

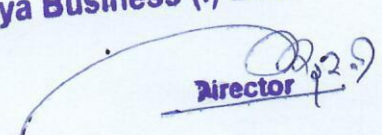

Director

For Shubhshree Health Care Pvt. Ltd.


Director

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For Shorya Business (I) Ltd.


Director

- B. Reduction in the multiplicity of legal & regulatory compliances and would create economies in administrative costs.
- C. Greater integration and financial strength and flexibility for the combined entity, which would result in maximizing overall shareholder value and will improve the economic and competitive position of the combined entity.
- D. Greater combination of all the present and proposed business/ manufacturing units under one Company for maximizing the future growth of the group.
- E. Opportunities to strengthen leverage for raising resources to business needs and strengthen the financial position of the combined entity for future growth and expansion and to create a business structure, which is geared to take advantage of possible growth opportunities
- F. Achieve greater efficiencies in operations with optimum utilization of resources, reduced costs and economies of scale.
- G. Enable effective management and improve organizational capability.
- H. Additional thrust to the combined entity in terms of offering an optimum financial and capital structure resulting in better ability to leverage resources for growth and expansion.

The amalgamation will result in restructuring of the cross investments and inter corporate loans between the transferor companies and consolidation of the Shareholdings of the Transferor companies, being there are investments made by the common shareholders in these Transferor companies and Transferee Company.

This Scheme does not affect the rights and interests of the shareholders of the Transferor Companies and the Transferee Company. The shareholders of Transferor Companies will be allotted the shares of Transferee Company in lieu of shares of Transferor Companies.

Assets and Liabilities of the Respective Transferor Companies will be transferred to the Transferee Company without affecting interest of any of the creditors. There is no compromise or arrangement with any of the creditors of the Transferor Companies and

For ATVO ENTERPRISES LIMITED


DIRECTOR

For ATVO AGROCHEM LIMITED


Director

For Shubbshree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.


Director

the Transferee Company and the rights of the creditors are not affected, all the Secured and Unsecured Creditors would be paid off in the ordinary course of business.

The net worth of the Transferee Company is and will remain positive post the merger.

This Scheme is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, if any, for amalgamation of the Transferor Companies with the Transferee Company; and

Accordingly, this Scheme provides for the amalgamation of the Transferor Companies with the Transferee Company.

For ATVO ENTERPRISES LIMITED
12.9.
DIRECTOR

For ATVO AGROCHEM LIMITED
Sathu
Director

For Shubhshree Health Care Pvt. Ltd.
Shorya
Director

For Shorya Business (I) Ltd.
12.9.
Director

PARTS OF THE SCHEME

The Scheme of Amalgamation by absorption is divided into following three parts:

Part I - Deals with the definitions, interpretations and share capital;

Part II - Deals with Amalgamation of Atvo Agrochem Limited, Shubhshree Healthcare Private Limited, Shorya Business (India) Limited (*Transferor Companies*) with Atvo Enterprises Limited [formerly known as Vandana Knitwear Limited] (*Transferee Company*)

Part III - Deals with the other terms and Conditions applicable to the Scheme.

PART I

DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

1. Definitions and Interpretation

In this Scheme, unless repugnant to the meaning or context thereof, (i) terms defined in the introductory paragraphs and recitals shall have the same meanings throughout this Scheme and (ii) the following words and expressions, wherever used (including in the recitals and the introductory paragraphs above), shall have the following meanings:

1.1 '**Act**' or '**the Act**' means the Companies Act, 2013 of India and Rules issued thereunder, including any statutory modification(s), re-enactment(s) or amendments, thereof, for the time being in force.

1.2 '**Applicable Law(s)**' means any statute, notification, bye laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions law enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree HealthCare Pvt. Ltd.

Director

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For Shorya Business (I) Ltd.

Director

1.3 '**Appointed Date**' For the purpose of this Scheme and for Income Tax Act, 1961 and/or Income Tax Act, 2025, the "Appointed Date" means **1st April, 2027** or such other date as may be approved by the National Company Law Tribunal.

1.4 '**Appropriate Authority**' means any governmental, statutory, regulatory, departmental or public body or authority of India including Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator and the National Company Law Tribunal.

1.5 '**Board of Directors**' or '**Board**' in relation to the Transferor Companies and the Transferee Company, as the case may be, means the Board of Directors of such company, and shall include a committee duly constituted and authorised or individuals authorised for the purposes of matters pertaining to the amalgamation, this Scheme and/or any other matter relating thereto;

1.6 '**Effective Date**' means the last of the following dates, namely:

- a) That on which the last of the aforesaid consents, approvals, permissions, resolutions and orders as mentioned in Clause 16 shall be obtained or passed; or
- b) That on which all necessary certified copies of orders under the applicable Section(s) of the Act shall be duly filed with the concerned Registrar of Companies, Jaipur at Rajasthan.

1.7 '**Governmental Authority**' means (i) a national government, political sub-division thereof; (ii) an instrumentality, board, commission, court, or agency, whether civilian or military, of any of the above, however constituted; and (iii) a government-owned/ government-controlled association, organization in the Republic of India;

1.8 '**Scheme**' or '**the Scheme**' or '**this Scheme**' means this Scheme of Amalgamation in its present form as submitted to the Tribunal or any

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

DIRECTOR

other appropriate authority in relevant jurisdictions with any modification(s) thereof as approved or directed by the Tribunal or such other competent authority, as may be applicable.

1.9 **'NCLT' or 'Tribunal'** means the National Company Law Tribunal, Jaipur Bench as constituted and authorized as per the applicable provisions of the Companies Act, 2013 for approving any scheme of arrangement, compromise or reconstruction of companies under Section 230 to 232 of the Companies Act, 2013, if applicable.

1.10 **"Record Date"** shall mean the date to be fixed by the Board of Directors of the Transferor Companies and Transferee Company for reckoning the names of the equity shareholders who shall be entitled to equity shares of the Transferee Company on coming into effect of the Scheme;

1.11 **"Share Exchange Ratio"** means in relation to the Scheme, the ratio in which the equity shares of the Transferee Company are to be issued and allotted to the shareholders of the Transferor Companies;

1.12 **"Tax Laws"** means all Applicable Laws dealing with Taxes including but not limited to income-tax, wealth tax, sales tax / value added tax, service tax, goods and service tax, excise duty, customs duty or any other levy of similar nature;

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 prescribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof for the time being in force.

References to clauses and recitals, unless otherwise provided, are to clauses and recitals of and to this Scheme. The headings herein shall not affect the construction of this Scheme.

For ATVO ENTERPRISES LIMITED
22.9.
DIRECTOR

For ATVO AGRICHEM LIMITED
Director

For Shubhshree Health Care Pvt. Ltd.

18
Director

For Shorya Business (I) Ltd.

Director

Unless the context otherwise requires:

- i. the singular shall include the plural and vice versa, and references to one gender include all genders.
- ii. references to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives' body (whether or not having separate legal personality).
- iii. reference to any law or to any provision thereof or to any rule or regulation promulgated thereunder includes a reference to such law, provision, rule or regulation as it may, from time to time, be amended, supplemented or re-enacted, or to any law, provision, rule or regulation that replaces it.

2. Date of Taking Effect and Operative Date

The Scheme set out herein in its present form with or without any modification(s) approved or imposed or directed by the Tribunal or made as per the Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date.

Any references in the Scheme to 'upon the Scheme becoming effective' or 'effectiveness of the Scheme' shall mean the Effective Date.

3. Share Capital

TRANSFeree COMPANY:

That the authorized issued, subscribed and paid-up share capital of the Transferee Company /Applicant Company as on 30th June, 2026 are:

Particulars	Amount (Rs.)
Authorized Capital	
20,00,00,000 Equity shares of Re.1 each	20,00,00,000
Total	20,00,00,000
Issued, subscribed and Paid-up Share Capital	10,69,85,070
10,69,85,070 Equity shares of Re. 1 each	
Total	10,69,85,070

For ATVO ENTERPRISES LIMITED
DIRECTOR

For ATVO AGROCHEM LIMITED
Director

For Shubhshree Health Care Pvt. Ltd.

Director
For Shorya Business (I) Ltd.

Subsequent to March 31, 2026 and till date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferee Company /Applicant Company.

TRANSFEROR COMPANIES

1. **Transferor Company No. 1:** The authorized, issued, subscribed and paid-up share capital of Atvo Agrochem Limited as on 30th June, 2026 are-

Particulars	Amount (Rs.)
Authorized Capital	
3,00,00,000 Equity shares of Rs. 10 each	30,00,00,000
Total	30,00,00,000
Issued, subscribed and Paid-up Share Capital	
2,52,35,000 Equity shares of Rs. 10 each	25,23,50,000
Total	25,23,50,000

Subsequent to March 31, 2026 and till date of filing of this application, the Company has issued 1,11,80,000 Equity Shares of Rs. 10/- each hence there was change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company No. 1.

2. **Transferor Company No. 2:** The authorized, issued, subscribed and paid-up share capital of Shubhshree Healthcare Private Limited as on 30th June 2026 are-

Particulars	Amount (Rs.)
Authorized Capital	
6,00,000 Equity shares of Rs. 10 each	60,00,000
Total	60,00,000
Issued, subscribed and Paid-up Share Capital	
5,10,000 Equity shares of Rs. 10 each	51,00,000
Total	51,00,000

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED


Director

For-Shubhshree Health Care Pvt. Ltd.


Director²⁰

For Shorya Business (I) Ltd.


Director

Subsequent to March 31, 2026 and till date of filing of this application, the Company has issued 5,00,000 Equity Shares of Rs. 10/- each hence there was change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company No. 2.

3. **Transferor Company No. 3:**

The authorized, issued, subscribed and paid-up share capital of Shorya Business (India) Limited as on 30th June 2026 are-

Particulars	Amount (Rs.)
Authorized Capital	
4,00,000 Equity shares of Rs.10 each	40,00,000
Total	40,00,000
Issued, subscribed and Paid-up Share Capital	
3,17,250 Equity shares of Rs. 10 each	31,72,500
Total	31,72,500

Subsequent to March 31, 2026 and till date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company No. 3.

For-Shubhshree Health Care Pvt. Ltd.

[Signature]
Director

For TVO ENTERPRISES LIMITED
[Signature]
DIRECTOR

For ATVO AGROCHEM LIMITED

[Signature]
Director

For Shorya Business (I) Ltd.

[Signature]
Director

PART II

AMALGAMATION OF

Atvo Agrochem Limited, Shubhshree Healthcare Private Limited and
Shorya Business (India) Limited (*Transferor Companies*)

WITH

Atvo Enterprises Limited [formerly known as Vandana Knitwear Limited]
(*Transferee Company*)

SECTION 1 - NAME, MAIN OBJECTS & AUTHORISED CAPITAL, COMPOSITION OF BOARD OF DIRECTORS & PROMOTERS

4.1 Name of Transferee Company with effective date

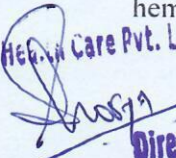
Upon coming into effect of this Scheme, the Name of the Transferee Company or Amalgamated Company shall be "ATVO ENTERPRISES LIMITED".

4.2 Main Objects of the Transferee Company with effective date

The main objects of both the companies Transferor & Transferee companies shall be merged and Objects in the Memorandum of Association of the Transferee Company shall be as under:

"3. (a) THE MAIN OBJECTS TO BE PURSUED ON ITS INCORPORATION ARE: -

1. To carry on the business of manufacturers, importers and exporters, indenting agents, Wholesale and retail dealers of hosiery goods of every kind, nature and description for Men, women and children including socks, shirts, stockings, sweaters, laces, vests, Underwears and so on and of all or anything which is used in hosiery goods, readymade garments, hosiery and textile fabrics of all kinds.
2. To comb, prepare, spin, dye, twist, weave, bleach, print and deal in cotton, waste cotton, Staple fibre, artificial silk, rayon, nylon, polyester linen, flax, hemp, worsted, wool and Other natural and synthetic fibrous substances to

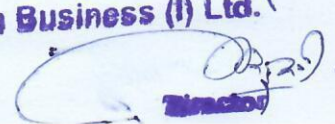
For-Shubhshree Healthcare Pvt. Ltd.

Director

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shorya Business (I) Ltd.

Director

weave or otherwise manufacture cloth, Silk, linen, mercerised yarn and other goods, fabrics, whether textile, felted, netted, or looped. To produce, manufacture, process or prepare and deal in yarns, threads, cloth of all kinds, knitted wear, hosiery, linen, readymade dress articles and other textile goods. And sell any such goods whether in wholesale or retail.

3. To cultivate cotton and other natural fibres, to prepare, gin, clean, press and pack the same. To buy, sell and deal in raw or finished cotton, wool, jute, silk artificial silk, staple fibre, nylon, polyester and other natural and synthetic fibre, yarn, threads, cloth, knittedware, hosiery, readymade articles and other textile goods, in wholesale or in retail, either in on own accounts on commission basis.
4. To carry on the business as dealers, imports., indenting, agent of machineries, equipments, plant, and all kind of assets required for the manufacture of the products of the company.
5. To carry on the business of ginner of kappas, spinners, doublers, twistors, combers, weavers, knitters, finishers, bleachers, dyers, printers, mercers, processors, manufacturers, traders, importers and exporters of cotton, waste cotton, staple fibre, silk, artificial silk, rayon, nylon.
6. To carry on business as manufacturers, producers, processors, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, stockiest, agents, subagents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of fuel ethanol, and to deal in the by-products and joint products of fuel ethanol in India or elsewhere in the world.
7. To carry on the business of manufacturers, producers, processors, millers, preparators, dealers, exporters, importers of all varieties of pulses, paddy rice, bran, wheat, wheat products and all other kinds and types of agricultural produce whether commercial crops, food grains, oil seeds or otherwise, directly as principals or as agents representatives, commission agents and

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

Director

with a view there to acquire, construct and erect integrated pulses and paddy processing project with facilities to produce pulses, rice, rice bran, oil, vanaspatti ghee, cattle feed, husk and all other products of backward and forward integration and factory or factories for other products.

8. To undertakes commercial agricultural activities including raising of crops and plantation and to process and manufacture all types of agro based products and to deal in, trade, export and import such agricultural products including crops, vegetable and dairy products.
9. To generate power by traditional and/or using, any latest technology for the captive consumption and also to distribute, sell such surplus generation if necessary to outsiders liquid, solid or gaseous, and petrochemicals of all kinds and to provide consultancy in respect of all or any of the aforesaid
10. Wholesale of solid, liquid and gaseous fuels and related products.
11. To carry on the business of spinners, weavers, manufactures, producers, ginner, pressures, packers, balers, liners, cleaners, processors, doublers, combers, woolcombers, worsted spinners, woolenspinners, knitters, dyers, bleachers, calanderers, sellers, buyers, traders, brokers, stockists, importers, traders, mercirisers, distributors, barterers, shippers and dealers in waste threads, yarn fibres, fibres, suitings, shirting, including wastecotton, sarees, all kinds of dress materials, ready made garments including all fabrica linen, jute, hemp, wool, polyester, acrylics, silk, artificial silk, rayon, manmade synthetic fibre, fibre, staple synthetic yarn any other fibrous material, allied products by products and to treat and use any waste arising from any and manufacturing, production, processes and to carry bon the business of manufacturers, processors, pro jobbers, Including doing the job work for others for others and getting the job work done from other designers, distributors, stockists, Importers, exporters, buyers. sellers and dealers of all of any of the products of fabrics and textiles, industrial fabrics, non wovenfabrics, sheets, tapes, ropes, cords, twines, canvas, territowels, durries, newar, parachutes, carpets, rugs, blankets, namdas/terapaulines, lines worsted

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGRICHEM LIMITED

DIRECTOR

For Shubhshree Health Care Pvt. Ltd.

DIRECTOR

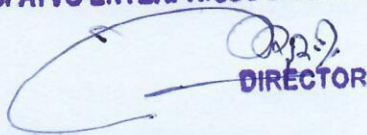
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For Shorya Business (I) Ltd.

stuff, and other products, as are prepared or manufactured from nylon, polyesters, acrylics, rayon, silk, artificial silk linen, cotton wool, foam and any other synthetic, artificial and natural fibres and intermediates of all types, grades and formulations and including specifically lasticsp, polyester fibres, polyacronitrile, polyvinyl acetate, polypropelene nylon and rayon.

12. To deal in immovable properties such as land and buildings or otherwise and to purchase, acquire, take on lease or in exchange or in any other lawful manner in India or abroad any area, land including agriculture land, plot, buildings, structures, factories, farm houses and estates, real estates or interest therein and any rights over or connected with them and to develop the same for sale on installments or otherwise, or for any other purpose by preparing building sites and by constructing, altering, improving, developing, promoting, decorating, furnishing, maintaining of heritage spots, hotels, resorts, malls, plazas, shopping malls, farm houses, complexes, commercial and residential buildings, colonization, multi storey offices, multiplex, amusement park, flats, gardens, houses, shops, showrooms and townships and to equip them or any part thereof with all or any amentites or conveniences thereon and by consolidating or connecting or subdividing properties and leasing or disposing of the same and to manage such land and buildings and to carry on the business as colonizers, developers to act as civil engineers, managers, advisers, consultants, planners, architects, designers, buildings experts, promoters, contractors, subcontractors of government, semi government, general contractors in the field of real estate in India or abroad and To carry on the business of apply, acquire, maintain any type of civil construction work viz roads, canells, dams, bridges, infrastructure items with any government or any authority, supreme , municipal, local or otherwise or from private sector by way of bid or tender.
13. To carry on the business of manufacture, trade, buy, sell, import, export, agent, distributor, C and F agent, processor, packer, consignor, contractor, turnkey contractor, consultants, liasion, quarry and deal in all and every kind of building materials, including gitty concrete, bajri, stones, cement, bricks,

For ATVO ENTERPRISES LIMITED


DIRECTOR

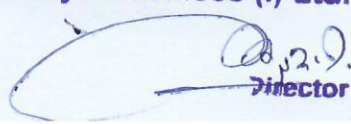
For ATVO AGROCHEM LIMITED


Director

For-Shubhshree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.


Director

lime, tiles, earthen, killin owner, ceramic wares, wall coverings, mud articles, paper machine articles, stones, cement, rodi, bajri.

14. To buy take on lease, sub lease or under licence, contract, concession, grant or otherwise acquire mines and mining rights any land or other place and metalliferous land and interest therein and explore, work, export, develop for the purpose of mining and minerals, minerals of economic, industrial importance in any part of the world.
15. To carry on the business as exporters, importers, buyers, purchase, sellers, traders, distributors, stockiest, franchise commission agents and agents, for all type of marketing and services, brokers, C and F agents, education, jewelry items, agency business industrial and consumer goods, provisions and foodstuffs, ceramic and ceramic items, glass, china wares, glass ware, porcelain wares, crockery wares, pottery, tableware, hotel wares, glass wares, sanitary wares, sanitary systems, decorative wares, earth wares, earth ware, cement glaze, tiles, FMCG, dry fruits, pharmaceutical, stationary, gift items, handicraft paper and paper products, paintings, computers, ceramics, sanitary items, medicine, books, optical items, readymade garments, woolen suits, men and women wear, kids wear, textiles, fabrics, hosiery goods handicrafts, cotton, scarves, sarees, woolen items, pillow cover, bed cover, fibers of textile material whether agriculture or animal or natural products of manmade and other synthetic fibers and filaments and all kinds of textile machines, textile substances, handloom and power loom products, carpet, floor covering, furnishings, fabrics, durries all kinds of precious and semi precious stones, marbles, granites, glass, plywood, furniture, wood and wooden items, cement, steel, pipes, gem and jewelers, curious, plastic and plastic products toys, leather and leather goods, rice and other food grains and processed and preserved food, fresh food, plant seed dry fruits, eatable, all kinds of edible and non-edible oils, oil seed and their products, vegetables, vegetables products, dairy products, brewer, horticultural products, flowers, marine products and sea food, tea, tobacco and tobacco products, all kinds of electrical and electrical products, wires and cables, goods, appliances, engineering goods, auto parts and machinery parts.

For ATVO ENTERPRISES LIMITED
DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

software, hardware, all kinds of cosmetic and toiletries items, all kind of shoe, chapels, ladies sandal , footwars, all kinds of iron, scalp salt and chemicals.

16. To do and carry on the business In India and elsewhere as manufacturers Producers, processors, formulators, Purchasers and sellers, exporters, and importers, merchants, distributors, traders, marketing and dealing in chemicals and basic drugs, drug intermediates, fine chemicals intermediates disinfectants, insecticides, pesticides, germicides, deodorants, detergents, cosmetics, petro- chemicals, Bio- chemicals preparations and elements, agricultural chemicals, organic- inorganic chemical, dyes and dyes intermediates varnishes, resins, essence, perfumes, plastic To spirit, sprays, alkalis, acids and salts.
17. To carry on the business of buying, selling, reselling, importing, transporting, Storing, developing, promoting, marketing or supplying, trading, dealing in any Manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere. To Import and exports and manufacturing of all type of Items as Bicycle tyres and tubes, solid tyres, bicycle parts, rims, bicycle chains, Saddles, rubber solutions, rubber of all kinds and all rubber products, motorcycle Tyres and tubes, motor cycles parts, off highway tyres and tubes, Agricultural tyres, ATV tyres, lawn and mining tyres, passengers Vehicle tyres and tubes, truck tyres and tubes, radial tyres of all kinds, Nylon cord, steel wires, Rubber chemicals, import and export of all machines, equipment for any industry.
18. To construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, reconstruct, develop, set up, turn to account, maintain, keep, operate and run multiple food processing units for manufacturing, processing, preparing, preserving, refining, buying, selling and otherwise dealing in any manner in all type of food and food related products including cereals, spices, masala, beverages, dairy products, milk products, convenience foods and processed foods of all kind and every description and providing incidental and ancillary services in relation thereto.

For ATVO ENTERPRISES LIMITED


DIRECTOR

For ATVO AGROCHEM LIMITED


Director

For Shubhshree Health Care Pvt. Ltd,

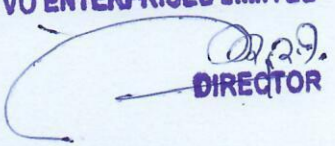

For Shorya Business (I) Ltd.


DIRECTOR

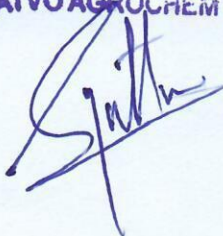
and to act as buyer, seller, stockiest, distributors, importer, exporter, or otherwise to deal in all sorts of food grains, commodities, vegetables, fruits, edibles, vegetarian and non-vegetarian food products and similar goods and to establish, promote, develop, manage multiple brands, trade name and trademarks in relation to the business of the Company for dealing in food articles, food products, fast moving consumer goods and other consumer products and for such purpose to act as a brand owner, licensee, franchisee, representative or distributor and/ or otherwise.

19. To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, medicate, daycare, diagnostic, healthcare centers, nursing homes, clinics for in-door and outdoor patients and facilities for reception and treatment of persons suffering from injuries and illness, disabilities and deficiencies of any kind or nature whatsoever, contagious or otherwise and treatment of persons during convalescence or of persons requiring medical attention or rehabilitation.
20. To carry out medical and clinical research by engaging in the research and development of all medical sciences, and therapies. To undertake, promote or engage in all kinds of research including clinical research and development work required to promote, assist or engage in setting up hospitals, Healthcare Centres and facilities for manufacturing medical equipment's and other related equipment's.
21. To establish, run, promote and make investment in, educational institutions, schools, colleges, technical educational institutes for imparting medical and healthcare education and management training including in the fields of medicine, nursing, physical medicine and rehabilitative medicine, pharmacy and allied medical administration and management of such medical institutions including Health and Hospital Management Training and Development, Pharmaceutical Management, Hospitality, Programmes for skills and competency development, Training and certification of professionals.

For ATVO ENTERPRISES LIMITED


DIRECTOR

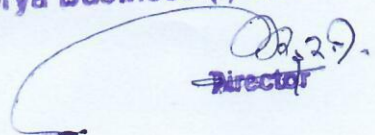
For ATVO AGRUCHEM LIMITED


Director

For Shubhshree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.


Director

22. To carry on the business as distillers, manufacturers, procurers, importers, exporters, agents, brokers, suppliers, wholesalers of all types of spirits, whether rectified or otherwise.
23. To carry on the business as manufacturers, processors, vendors, importers, exporters, bottlers of all kinds of alcoholic spirits, including India Made Foreign Liquor, Foreign Made Foreign Liquor as well as Country Liquor, Beverages, Wines and Others similar products, such as brandy, whisky, rum, gin, beer etc., whether made of natural or synthetic materials.
24. To carry on business as wholesaler, retailers, distributors, stockiest, dealers, godown keepers, C&F Agents, delcredere agents, marketers, merchandiser of all kinds of alcoholic spirits, including, foreign liquor, country liquor, beer, wine, rum, brandy etc.
25. To Carry on business as manufacturers, importers, exporters, agents of bottles, cartons, labels and other packing materials to be used for the purpose of pursuing the main objects mentioned at paragraphs 22, 23 and 24 above.
26. To carry on all or any of the businesses of hope merchants and growers, malt factors corn merchants, wine and spirit merchants and importers , and distillers, coopers and bottlers, bottle makers, bottle stopper makers, potters, manufacturers of and dealers in aerated and mineral waters, and other drinks, licensed victuallers, hotel keepers , beer-house keepers, restaurants keepers, lodging house keepers, ice manufacturers and merchants, tobacconists, farmers, dairymen, yeast dealers, grain sellers and drinkers, timber merchants, brick makers, finings manufacturers and isinglass merchants.

4.3 Authorised Share Capital of Transferee Company with effective date

The Authorised share capital of the Transferee Company shall be increased by adding the Authorized share capital of Transferor Companies with effective date of the Scheme. The Capital Clause of the Memorandum of Association of the

For ATVO ENTERPRISES LIMITED

[Signature]
DIRECTOR

For ATVO AGROCHEM LIMITED

[Signature]
Director

For Shubhshree Health Care Pvt. Ltd.

[Signature]
Director

For Shorya Business (I) Ltd.

[Signature]
Director

Transferee Company with effective date of the Scheme shall be as under:

“The share capital of the company is Rs. 51,00,00,000 (Rupees Fifty One Crore) divided into 51,00,00,000 (Fifty One Crore) shares of Re. 1/- (Rupee One) each.”

4.4 Composition of Board of Directors of Transferee Company with effective date

The Board of Directors of Transferee Company with effective date shall comprise of:

- i. Mr. Naresh Kumar Gattani (DIN: 00125231)
- ii. Mr. Siddharth Gattani (DIN: 07418858)
- iii. Mr. Shorya Gattani (DIN: 06597345)
- iv. Ms. Chitra Naraniwal (DIN: 09077116)
- v. Mr. Arpit Jain (DIN: 10166012)
- vi. Mr. Siddharth Jain (DIN: 10164421)

4.5 Promoters of Transferee Company with effective date

Upon the Scheme being effective, the list of promoters of the Transferee Company shall stand the same and list of Promoters of Transferee Company is as follows:

- i. Mr. Siddharth Gattani
- ii. Mr. Shorya Gattani
- iii. Ms. Charul Ajmera
- iv. Mr. Naresh Kumar Gattani
- v. Mrs. Ranjana Gattani
- vi. Ms. Mansi Aggarwal
- vii. Iota Exports Pvt Ltd
- viii. Naresh Gattani HUF
- ix. Ladu Lal Gattani HUF

For ATVO ENTERPRISES LIMITED
DIRECTOR

For ATVO AGROCHEM LIMITED
Director

For Shubhshree Health Care Pvt. Ltd.
30
Director

For Shorya Business (I) Ltd.

Director

SECTION 2 – TRANSFER AND VESTING

5.1 Transfer and Vesting of Business

Upon coming into effect of this Scheme and with effect from the Appointed Date, pursuant to the sanction of this Scheme by the Tribunal and pursuant to the provisions of Section(s) 230 to 232 and other applicable provisions, if any, of the Act, the entire business of the Transferor Companies including all its properties and assets (whether movable or immovable, tangible or intangible including development rights, if any), land and building, leasehold assets and other properties, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, all receivables, advances, deposits, etc., including, without limitation all the movables and immovable properties and assets of the Transferor Companies comprising amongst other business licenses, permits, authorizations, if any, right and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, advance and other taxes paid to the authorities, lease, tenancy rights, statutory permissions, consents and registrations or approvals received from any authorities including but not limited to approvals from any Chief Fire officer, environment Clearance Certificates, all rights and /or titles and /or interest in properties by virtue of any order, all records files, papers, contracts, Intimation of Disapproval (IOD), Approved Building Plan, Development Right Certificate (DRC) and any amendments thereto, No-objection certificate from any authority, including Municipal Authorities, competent authority under the Urban Land Ceiling Act, 1976, letters of intents, including Development Agreements, Conveyance, etc., in accordance with the provisions of the Act and pursuant to the Order of the Tribunal sanctioning this Scheme, shall be transferred and /or deemed to be transferred to and stand vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, as and from the Appointed Date, the business of the Transferee Company by virtue of and in the manner provided in this Scheme.

For ATVO ENTERPRISES LIMITED

2.2.9.
DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (II) Ltd.

Director

5.2 Transfer and Vesting of Assets

- a. Without prejudice to the generality of Clause 5.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date, all the estate, assets, properties, rights, claims, title, interest and authorities including accretions and appurtenances comprised in the Transferor Companies, of whatsoever nature and where so ever situate shall, under the provisions of Sections 230 to 232 of the Act and allot the applicable provisions of Applicable Law, if any, without any further act or deed, be and stand transferred to and vested in the Transferee Company and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, as and from the Appointed Date, the estate, assets, properties, rights, claims, title, interest and authorities of the Transferee Company.
- b. Without prejudice to the provisions of Clause 5.2(a) above, in respect of such of the assets and properties of the Transferor Companies as are movable in nature or incorporeal property or are otherwise capable of vesting or transfer by delivery or possession, or by endorsement and/or delivery, the same shall stand so transferred or vested by the Transferor Companies upon the coming into effect of this Scheme, and shall, become the assets and property of the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act, without requiring any deed or instrument of conveyance for transfer or vesting of the same.
- c. In respect of such of the assets and properties belonging to the Transferor Companies (other than those referred to in Clause (b) above) including sundry debtors, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any government, quasi government, local or other authority or body or with any company or other person, the same shall stand transferred to and vested in the Transferee Company and/or be deemed to have been transferred to and

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

Director

vested in the Transferee Company, without any further act, instrument or deed, cost or charge and without any notice or other intimation to any third party, upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act.

- d. All assets, rights, trade mark, copyrights, other intellectual property rights, title, interest, investments and properties of the Transferor Companies as on the Appointed Date, whether or not included in the books of the Transferor Companies, and all assets, rights, title, interest, investments and properties, which are acquired by the Transferor Companies on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets, rights, title, interest, investments and properties of the Transferee Company, and shall under the provisions of Sections 230 to 234 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act.
- e. All the profits or income taxes, GST, any other taxes, or any costs, charges, expenditure accruing to the Transferor Companies or expenditure or losses arising or incurred or suffered by the Transferor Companies shall for all purpose be treated and be deemed to be and accrue as the profits, taxes (namely Advance tax, Tax deducted at source & Foreign Tax Credits), tax losses, MAT Credit, income costs, charges, expenditure or losses of Transferee Company, as the case may be.
- f. All the licenses, permits, registrations, quotas, entitlements, approvals, permissions, registrations, incentives, tax deferrals, exemptions and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the

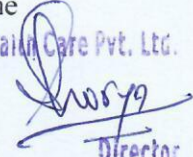
For ATVO ENTERPRISES LIMITED


DIRECTOR

For ATVO AGROCHEM LIMITED


Director

For Shubhshree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.

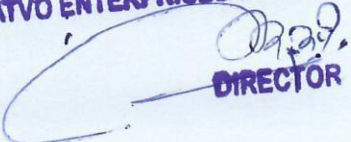

Director

Transferor Companies, whether on, before or after the Appointed Date, including income tax benefits and exemptions, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in and/or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become the licenses, permits, registrations, quotas, entitlements, approvals, permissions, registrations, incentives, tax deferrals, exemptions and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

- g. In so far as the various incentives, entertainment tax exemption and benefits, service tax benefits, subsidies, grants, special status and other benefits or privileges enjoyed, granted by any Appropriate Authority, or availed of by Transferor Companies are concerned, the same shall, without any further act or deed, vest with and be available to Transferee Company on the same terms and conditions on and from the Effective Date.

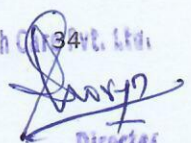
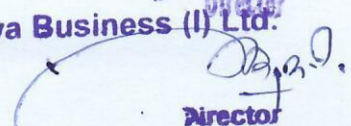
5.3 Transfer and Vesting of Liabilities

Upon the coming into effect of this Scheme and with effect from the Appointed Date all debts and liabilities of the Transferor Companies including all secured and unsecured debts (in whatsoever currency), liabilities (including contingent liabilities), duties and obligations of the Transferor Companies of every kind, nature and description whatsoever whether present or future, and howsoever arising, along with any charge, encumbrance, lien or security thereon (herein referred to as the "Liabilities") shall, pursuant to the sanction of this Scheme by the Tribunal and under the provisions of Sections 230 to 232 of the Act and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

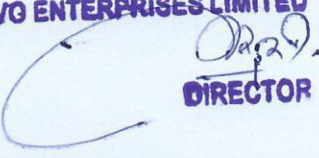
Director

For Shubbshree Health Care Pvt. Ltd.

Director
For Shorya Business (I) Ltd.

Director

Transferee Company, to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date the Liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to this Scheme.

- a. Where any such debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date have been discharged by such Transferor Companies on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to be for and on account of the Transferee Company upon the coming into effect of this Scheme.
- b. All loans raised and utilized and all liabilities, duties and obligations incurred or undertaken by the Transferor Companies on or after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed be stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.
- c. Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time from the Appointed Date to the Effective Date become due between the Transferor Companies and the Transferee Company shall, ipso facto, stand discharged and come to an end and

For ATVO ENTERPRISES LIMITED


DIRECTOR

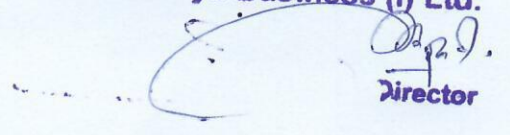
For ATVO AGROCHEM LIMITED


Director

For Shubhshree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.

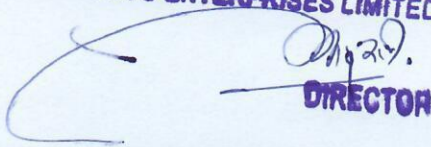

Director

there shall be no liability in that behalf on any party and the appropriate effect shall be given in the books of accounts and records of the Transferee Company.

5.4 Contracts, Deeds, etc.

- a. Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, insurance, letters of Intent, undertaking, policies and other instruments of whatsoever nature, to which the Transferor Companies are a party or to the benefit of which Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies concerned, the Transferee Company had been a party or beneficiary or oblige thereto or thereunder.
- b. Without prejudice to the other provisions of this Scheme and notwithstanding that vesting of the assets occur by virtue of this Scheme itself, the 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, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Companies is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, after the Effective Date, under the provisions of this Scheme, be deemed to be authorised 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 to be carried out or performed.

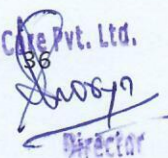
For ATVO ENTERPRISES LIMITED


DIRECTOR

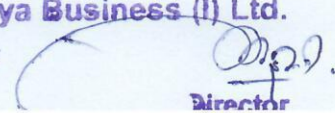
For ATVO AGROCHEM LIMITED


Director

For Shubhshree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.


Director

- c. Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme and with effect from the Appointed Date, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies 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 thereunder, and the rights and benefits under the same shall be available to the Transferee Company.

6. Legal, Taxation and other Proceedings

- a. Upon the coming into effect of this Scheme, all suits, actions, and other proceedings including legal and taxation proceedings, (including before any statutory or quasi-judicial authority or tribunal) by or against the Transferor Companies pending on the Effective Date shall be continued and/ or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been instituted by or against the Transferee Company.
- b. If any suit, appeal or other proceeding of whatever nature by or against the Transferor Companies is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against Transferee Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made.
- c. In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Companies, Transferee Company shall be made party thereto and any payment and

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubbshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

DIRECTOR

expenses made thereto shall be the liability of Transferee Company.

- d. Without prejudice to other clauses within this Scheme, with effect from the Appointed Date, all inter-party transactions between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes from the Appointed Date.

7. Savings of Concluded Transactions

The transfer and vesting of assets and liabilities under Clauses 5 above and the continuance of proceedings by or against the Transferee Company under Clause 6 above shall not affect any transaction or proceedings already concluded by the Transferor Companies on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto, as if done and executed on its behalf.

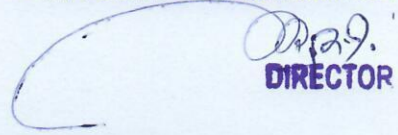
SECTION 3 – CONDUCT OF BUSINESS

8. Conduct of Business till effective date

8.1 From the date on which the Board of Directors of the Transferor Companies and the Transferee Company approve this Scheme until the Effective Date:

- a. The Transferor Companies shall carry on and be deemed to have carried on all business and activities and shall hold and stand possessed of and shall be deemed to hold, and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts and investments for and on account of, and in trust for, the Transferee Company;
- b. The Transferor Companies shall carry on their business and activities with due business prudence and diligence and shall not, without prior written consent of the Transferee Company or

For ATVO ENTERPRISES LIMITED


DIRECTOR

For ATVO AGROCHEM LIMITED


Director

For Shubhshree Health Care Pvt. Ltd.

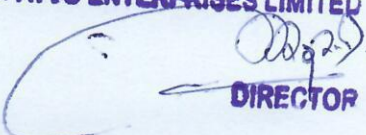

Director

For Shorya Business (I) Ltd.


Director

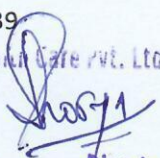
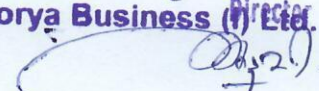
pursuant to any pre-existing obligation, sell transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with any part of its assets nor incur or accept or acknowledge any debt, obligation or liability except as is necessary in the ordinary course of business.

- c. All profits and income accruing or arising to the Transferor Companies, and losses and expenditure arising or incurred by them (including taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of the Transferee Company;
- d. any of the rights, powers, authorities or privileges exercised by the Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken nor discharged by the Transferor Companies shall be deemed to have been undertaken for and on behalf of and as an agent for the Transferee Company; and
- e. all taxes (including, without limitation, income tax, GST or any other taxes) paid or payable by the Transferor Companies in respect of the operations and/or the profits of the Transferor Companies before the Appointed Date, shall be on account of the Transferor Companies and, in so far as it relates to the tax payment (including, without limitation, income tax or any other taxes), 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 Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and,

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

39
For Shubbshree Health Care Pvt. Ltd.

For Shorya Business (P) Ltd.

Director

shall, in all proceedings, be dealt with accordingly.

- f. Pending sanction of the Scheme, the Transferor Companies shall not, except by way of issue of shares / convertible debentures to the Transferee Company, increase their capital (by fresh issue of shares, convertible debentures or otherwise).

9. Consideration and Cancellation of Share Capital of Transferor Companies

9.1 Upon this Scheme becoming effective, Transferee Company would require to allot shares in exchange ratio to the shareholders of Transferor Companies.

9.2 Exchange ratios for allotment of shares of Transferee Company to the shareholders of Transferor Companies are mentioned below:

The Share Exchange Ratios shall be as under: -

The Transferee Company (AEL) shall allot the following number of Equity Shares in lieu or exchange of the Equity shares of Transferor Companies to its shareholders:

- 58 (Fifty-Eight) Equity shares of face value of Rs.1/- (Rupee One) each in ATVO Enterprises Limited for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each of ATVO Agrochem Limited.
- 5,202 (Five Thousand Two Hundred Two) Equity shares of face value of Re.1/- (Rupee One) each in ATVO Enterprises Limited for every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each of Shubhshree Health Care Private Limited.
- 4,160 (Four Thousand One Hundred Sixty) Equity shares of face value of Re.1/- (Rupee One) each in ATVO Enterprises Limited for

For ATVO ENTERPRISES LIMITED
Director

For ATVO AGROCHEM LIMITED
Director

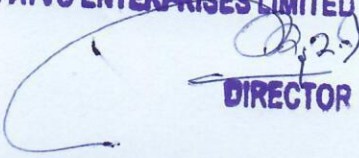
For Shubhshree Health Care Pvt. Ltd.
Director

For Shorya Business (I) Ltd.

every 100 (One Hundred) Equity shares of face value of Rs.10/- (Rupee Ten) each of Shorya Business (India) Limited.

9.3 For the purpose of the allotment of the Consideration Shares pursuant to this Scheme, in case any shareholder's holding in the Transferor Company is such that the shareholder becomes entitled to a fraction of a share of the Transferee Company pursuant to the issue and allotment of the Consideration Shares, the Transferee Company shall not issue fractional shares to such shareholder but shall consolidate all such fractions and round up the aggregate of such fractions to the next whole number and issue such consolidated shares to a trustee of the Transferee Company who shall hold such shares, with all additions or accretions thereto, in trust for the benefit of the respective shareholders to whom they belong for the specific purpose of selling such shares in the market at such price or prices and at any time within a period of 90 days from the date of allotment of the Consideration Shares, as the trustee may, in its sole discretion, decide and distribute the net sale proceeds (after deduction of the expenses incurred and applicable Tax) to the respective shareholders in the same proportion of their fractional entitlements. The amount payable to the shareholders shall be rounded off to the next Rupee. Such distribution shall take place only on the sale of all the shares of the Transferee Company pertaining to the fractional entitlements.

9.4 Upon coming into effect of this Scheme, all the shares of the Transferor Companies held by the Transferee Company and/or shares of the Transferee Company held by Transferor Companies and/or shares of Transferor Company held by another Transferor Company, either directly or through nominees, on the Effective Date shall stand cancelled without any further application, act or deed. Further, the investment appearing in the said shares in the books of accounts shall, without any further act or deed, stand cancelled. It is clarified that no new shares shall be issued nor payments shall be made whatsoever in lieu of cancellation of such shares.

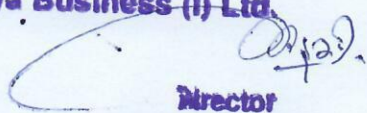
For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

Director

- 9.5 In the event that the Transferee Company restructures its equity share capital by way of share split/consolidation/issue of bonus or right shares/ further issue of shares during the pendency of the Scheme, the Share Exchange Ratio as defined in Clause 9.2 above, shall be adjusted accordingly to take into account the effect of such corporate actions.
- 9.6 The said new Equity Shares shall rank for voting rights and all other respects pari-passu with the existing Equity Shares of the Transferee Company, save and except that the owners of such Equity Shares shall be entitled to dividend declared and paid by the Transferee Company only after the Record Date for the purpose of allotment of the Transferee Company's shares to the members of the Transferor Companies pursuant to the approval of the Scheme.
- 9.7 Unless otherwise determined by the Board of Directors or any committee thereof of the Transferee Company, issuance of Equity shares in terms of Clause 9.1 herein shall be done within 90 days from the date of sanction of this scheme by the Hon'ble NCLT or such other extended period as may be determined by the Board of Directors or any Committee of the Transferee Company.
- 9.8 The issue and allotment of Equity Shares by the Transferee Company as provided in the Scheme shall be deemed to have been carried out by following the procedure laid down under sections 62(1)(c), 61(1)(a) and 61 of the Companies Act, 2013 and any other relevant and applicable provisions of the Act.
- 9.9 With regard to the matter of treatment of shares in abeyance of the Transferor Companies are concerned, there are no shares being held in abeyance in the Transferor Company 1, Transferor Company 2 and the Transferor Company 3.

For ATVO ENTERPRISES LIMITED
42.9
DIRECTOR

For ATVO AGROCHEM LIMITED
Director

For Shubbsree Health Care Pvt. Ltd.
42.9
Director

For Shorya Business (I) Ltd.
42.9
Director

9.10 With regard to the matter of pending share transfer in Transferor Companies is concerned, no transfer of shares is pending in the Transferor Company 1, Transferor Company 2 and the Transferor Company 3.

9.11 The treatment of any kind of corporate actions in both the Transferor Companies will be undertaken in accordance with the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder.

9.12 There are no shares in any suspense account of the Transferor Companies.

9.13 Since the Transferee Company is a listed company, the issuance of equity shares of the Transferee Company to the shareholders of Transferor Companies under the scheme will be done compulsorily in dematerialized form.

9.14 The Shares issued by the Transferee company to the shareholders of Transferor Companies shall be listed on BSE Limited as per the in-principle approval given by the Exchange and shall be lock-in period as per requirements of the SEBI (ICDR) Regulations, 2018 and other applicable provisions of the SEBI Regulations, Rules, Master Circular, Guidelines, etc.

10. Dividends

- a. Transferor Companies and Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date but only consistent with the past practice, or in the ordinary course.
- b. On and from the Effective Date, the profits of Transferor Companies, for the period beginning from the Appointed Date, shall belong to and be the profits of Transferee Company and will be available to the Transferee Company for being disposed of in any manner as it thinks fit.

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

43 Director

For Shorya Business (I) Ltd.

Director

- c. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of Transferor Companies and/or Transferee Company to demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Directors of Transferee Company, subject to such approval of the shareholders, as may be required.

For ATVO ENTERPRISES LIMITED
P. S. S.
DIRECTOR

For ATVO AGROCHEM LIMITED
Director

For Shubhshree Health Care Pvt. Ltd.
44
Director

For Shorya Business (I) Ltd.
P. S. S.
Director

PART III

Other Terms and Conditions applicable to the Scheme

11. Accounting and Tax Treatment

11.1 Tax Treatment

11.1.1 The Scheme has been drawn up to comply with and fall within the definition and conditions relating to "Amalgamation" as specified u/s 2 (6) and other applicable provision of Income Tax Act, 2025, as amended. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 2025, at a later date, including resulting from an amendment of law or for any other reason whatsoever, the Scheme shall stand modified/ amended/ altered to the extent determined necessary to comply with and fall within definition and conditions relating to "Amalgamation" as specified in Income Tax Act, 2025. In such an event, the Clauses which are inconsistent shall be read down or if the need arises, be deemed to be deleted and such modification/ reading down or deemed deletion shall however not affect the other parts of the Scheme. For the avoidance of doubt, any reference in this Scheme to any provision of the **Income-tax Act, 1961**, or to any rule, notification, circular, order, approval, proceeding, assessment, tax credit, loss, deduction, allowance or other matter arising thereunder, shall, where applicable to any period, transaction, proceeding, right, obligation or benefit governed by the transitional or saving provisions of the Income-tax Act, 2025, continue to have effect to the extent preserved by such transitional or saving provisions.

11.1.2 Upon the Scheme becoming effective, the Transferee Company is expressly permitted and shall be titled to revise its financial Statements and Returns along with prescribed Forms, filings and annexure under the Income Tax Act, 1961 and/or Income Tax

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

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Director

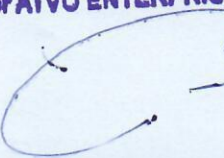
For Shorya Business (I) Ltd.

Director

Act, 2025 , as amended, (including for minimum alternate tax purposes and tax benefits,) GST law and other tax laws, and to claim refunds and/or credits for taxes paid (including minimum alternate tax), and to claim tax benefits under the Income Tax Act, 1961 and/or Income Tax Act, 2025 and other tax laws etc. and for matters incidental thereto, if required to give effect to the provisions of this Scheme.

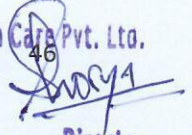
11.1.3 The withholding tax/ advance tax/ minimum alternate tax, if any, paid by the Transferor Companies under the Income Tax Act, 1961 and/or Income Tax Act, 2025 or any other statute in respect of income of the Transferor Companies assessable for the period commencing from the Appointed Date shall be deemed to be the tax deducted from /advance tax paid by the Transferee Company and credit for such withholding tax/advance tax/minimum alternate tax shall be allowed to the Transferee Company notwithstanding that certificates or challans for withholding tax/advance tax are in the name of the Transferor Companies and not in the name of the Transferee Company.

11.1.4 The Transferor Companies and Transferee Company shall be entitled to, amongst others, file/ or revise its income tax returns, TDS/TCS returns, GST returns or any other statutory returns, if required, credit for advance tax paid, TDS, claim for sum prescribed u/s 438 of the Income Tax Act on payment basis, claim for deduction of provision written back which was previously disallowed, credit for tax u/s 115JA read with section 115JAA of the Income Tax Act, 1961 credit of foreign taxes paid/ withheld etc., if any, as may be required consequent to implementation of this Scheme and wherever necessary to give effect to this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty or any other sum. The Transferee Company shall have right to claim refunds, tax

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubbshree Health Care Pvt. Ltd.
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Director
For Shorya Business (I) Ltd.

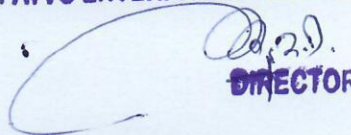

credits, set-offs and/or adjustments relating to its income or transactions entered into by it by virtue of this Scheme with effect from Appointed Date.

11.2 Accounting Treatment

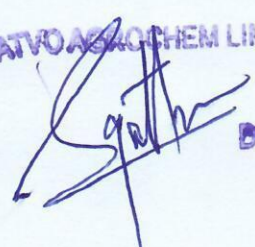
Notwithstanding anything to the contrary herein, upon 'this Scheme' becoming effective, the Transferee Company shall give effect to the accounting treatment in the books of accounts in accordance with the Appendix C to Indian Accounting Standards – 103 specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Act, as applicable on the Appointed Date.

- a. The Transferee Company shall account for the amalgamation in its books in accordance with applicable Accounting Standards and generally accepted accounting principles adopted in India to reflect the substance of the transaction.
- b. The merger and amalgamation of the Transferor Companies will be accounted for in the books of the Transferee Company by adoption of "Pooling of Interest Method" of accounting in accordance with the Ind Appendix C to Indian Accounting Standards – 103 issued by the Institute of Chartered Accountants of India, as may be applicable.
- c. The difference between the amount recorded as Share Capital issued by the Transferee Company and the amount of the Share Capital of the Transferor Companies will be adjusted from Reserves, and the remaining amount if any shall be recorded as Goodwill or Capital Reserves on Amalgamation as the case may arise out of the amalgamation by way of merger.
- d. The Transferee Company shall, upon the Scheme coming into effect, record all the assets, liabilities, retained earnings and liabilities, if any, of the Transferor Companies vested in it pursuant to this Scheme, at their respective values as appearing in the books of the Transferor Companies at the close of business on the day immediately preceding the Appointed Date.

For ATVO ENTERPRISES LIMITED


DIRECTOR

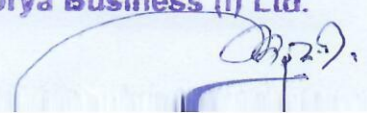
For ATVO AROMA CHEM LIMITED


Director

For Shubhshree Health Cafe Pvt. Ltd.


Director

For Shorya Business (I) Ltd.


DIRECTOR

- e. Pursuant to the amalgamation of the Transferor Companies with the Transferee Company, the inter-company balances between the Transferee Company and the Transferor Companies, if any, appearing in the books of the Transferee Company shall stand cancelled and corresponding effect shall be given in the books of account and records of the Transferee Company.

12. Resolutions

Upon the 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.

Upon the coming into effect of this Scheme, the borrowing limits of the Transferee Company in terms of Section 180 of the Act shall be deemed, without any further act or deed, to have been enhanced by the aggregate limits of the Transferor Companies which are being transferred to the Transferee Company pursuant to the Scheme, such limits being incremental to the existing limits of the Transferee Company, with effect from the Appointed Date.

13. Dissolution of the Transferor Companies

- a. Upon the coming into effect of this Scheme, the Transferor Companies shall stand dissolved without winding-up without any further act or deed.
- b. Even after the Scheme becoming effective, the Transferee Company shall be entitled to operate all bank accounts relating to Transferor Companies and realize all monies and complete and enforce all pending contracts and transactions in the name of Transferor Companies in so far as may be necessary until the transfer and vesting of rights and

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Healthcare Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

DIRECTOR

obligations of the Transferor Companies to the Transferee Company under this scheme is formally effected by the parties concerned.

On the Scheme becoming effective, the Transferor Companies will be struck off from the register maintained by the Registrar of Companies, Jaipur at Rajasthan and shall stand dissolved without any further act or deed or without being wound - up.

14. Employees of Transferor Companies

- a. Upon the coming into effect of this Scheme, all Employees of the Transferor Companies shall, become the employees of the Transferee Company, on same terms and conditions and shall not be less favorable than those on which they are engaged by the Transferor Companies and without any interruption of or break in service as a result of the amalgamation of the Transferor Companies with the Transferee Company. For the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of such Employees with the Transferor Companies and such benefits to which the Employees are entitled in the Transferor Companies shall also be taken into account, and paid (as and when payable) by the Transferee Company.
- b. The Board of Directors of the Transferor Companies and the Transferee Company shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the permissions of this Clause.

15. Directors of the Transferor Companies

The Directors of the Transferor Companies shall cease to hold office as Directors thereof with effect from the Effective Date of this Scheme and consequently, the Board of Directors of Transferor Companies shall stand dissolved.

For ATVO ENTERPRISES LIMITED


DIRECTOR

For ATVO AGROCHEM LIMITED


Director

For Shubbsree Health Care Pvt. Ltd.


Director

For Shorya Business (I) Ltd.


Director

16. Conditionality

The effectiveness of the Scheme is conditional upon and subject to:

- i. The requisite sanction or approval of the Appropriate Regulatory Authorities from India being obtained and/or granted in relation to any of the matters in respect of which such sanction or approval is required.
- ii. this Scheme being approved by the respective requisite majorities of shareholders of the Transferor Companies and the Transferee Company (as may be required and/or to the extent not dispensed with by the Appropriate Authorities) and the requisite orders of the Tribunal being obtained;
- iii. The certified copy of the order of the Tribunal under Sections 230 to 232 and other applicable provisions of the Act sanctioning the Scheme being filed with the Registrar of Companies, Jaipur by the Transferor Companies and the Transferee Company;
- iv. such other approvals and sanctions as may be required by Applicable Law in respect of this Scheme being obtained.

17. Effect of Non-Receipt of Approvals/Sanctions

In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by the Appropriate Authority and / or the Order not being passed as aforesaid within such period or periods as may be agreed upon between the Transferor Companies and the Transferee Company by their Board of Directors (and which the Board of Directors of the Transferor Companies and Transferee Company are hereby empowered and authorized to agree to and extend the Scheme from time to time without any limitation) failing which this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as it is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed

For ATVO ENTERPRISES LIMITED

DIRECTOR

For ATVO AGROCHEM LIMITED

Director

For Shubhshree Health Care Pvt. Ltd.

Director

For Shorya Business (I) Ltd.

Director

and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

The Board of Directors of the Transferor Companies and Transferee Company shall be entitled to withdraw this Scheme prior to the Effective Date.

The Board of Directors of the Transferor Companies and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if they are of the view that the coming into effect of the Scheme with effect from the Appointed Date could have adverse implications on the combined entity post-amalgamation.

18. Applications/Petitions

Transferor Companies and the Transferee Company, if required shall, with all reasonable dispatch, make applications/ petitions to the Tribunal under Section 230 to 232 and other applicable provisions, of the Act, for sanctioning of this Scheme.

19. Modifications or amendments to the Scheme

19.1 Subject to approval of NCLT, the Transferor Companies and the Transferee Company, through their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, may assent from time to time on behalf of all the persons concerned to any modifications or amendments or additions to this Scheme subject to approval of the Tribunal or to any conditions or limitations which the Tribunal and/or any other competent authorities, if any, under the law may deem fit and approve of or impose and which the Transferor Companies and the Transferee Company may in their discretion deem fit and may resolve all doubts or difficulties that may arise for carrying out this scheme and do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect.

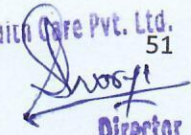
For ATVO ENTERPRISES LIMITED


DIRECTOR

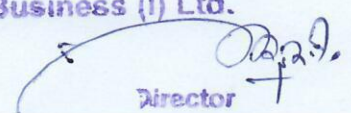
For ATVO AGROCHEM LIMITED


Director

For Shubbsree Health Care Pvt. Ltd. 51


Director

For Shorya Business (I) Ltd.


Director

19.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate of the Transferor Companies or the Transferee Company may give and is hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties in the same manner as if the same were specifically incorporated in this Scheme.

20. Cost, Charges and Expenses

All costs, charges, taxes, including stamp duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Companies and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.

Transferor Companies and Transferee Company acting through their respective Board of Directors shall each be at liberty to withdraw from this Scheme in case any condition or alteration imposed by any authority/person is unacceptable to any of them.

21. Severability

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the mutual agreement of the Transferor Companies and the Transferee Company, affect the validity or implementation of other parts and/or provisions of this Scheme.

22. Miscellaneous

If any part of this Scheme hereof is invalid, ruled illegal by any Tribunal of competent jurisdiction or unenforceable under present or future laws, then it is the intention of the Parties to the Scheme that such part shall be severable

FOR ATVO ENTERPRISES LIMITED

28.2.20
DIRECTOR

FOR ATVO AGROCHEM LIMITED

Director

For Shubbshree Health Care Pvt. Ltd. 52

Shorya
DIRECTOR

For Shorya Business (II) Ltd.

28.2.20
DIRECTOR

from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties to the Scheme shall attempt to bring about modification in the Scheme, as will best preserve for such parties the benefits and obligations of the Scheme, including but not limited to such part.

23. Details of the Availability of the Documents of the Transferee Company and the Transferor Companies

Members and/or Creditors of the Transferee Company and the Transferor Companies may obtain the following documents or its extracts or copies there from or may make inspection of the same at the Registered Office of the Transferee Company situated at Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg Road, Bhilwara-311001, Rajasthan on all working days from 10:00 AM to 5:00 PM which are as follows: -

- (1) Latest Audited Financial Statements as at 31st March 2026 of all the companies and the Auditors report thereon;
- (2) Copy of the Scheme of Merger and Amalgamation;
- (3) The Certificate issued by the Auditor of the Transferee Company to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards;
- (4) The Valuation Report of the Registered Valuer for the Equity Shares and the Share Exchange/ Swap Ratio;
- (5) List of Shareholders and the List of Creditors of the Transferee Company and Transferor Companies;
- (6) Such other information or documents as the Board of Directors believes necessary and relevant for making decision for or against the Scheme.

For ATVO ENTERPRISES LIMITED

[Signature]
DIRECTOR

For ATVO AGROCHEM LIMITED

[Signature]
Director

For Shubhshree Health Care Pvt. Ltd.

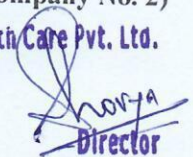
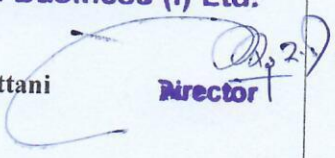
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[Signature]
Director

For Shorya Business (I) Ltd.

[Signature]
Director

Signatory of all the Companies involved in the Scheme of Merger:

For Atvo Enterprises Limited [formerly known as Vandana Knitwear Limited] (Transferee Company) For ATVO ENTERPRISES LIMITED  DIRECTOR Naresh Kumar Gattani Managing Director DIN: 00125231 Place: Bhilwara Date: 26.08.2026	For Atvo Agrochem Limited (Transferor Company No. 1) For ATVO AGROCHEM LIMITED  Director Siddharth Gattani Director DIN: 07418858 Place: Bhilwara Date: 26.08.2026
For Shubhshree Healthcare Private Limited (Transferor Company No. 2) For-Shubhshree Health Care Pvt. Ltd.  Director Shorya Gattani Director DIN: 06597345 Place: Bhilwara Date: 26.08.2026	For Shorya Business (India) Limited (Transferor Company No. 3) For Shorya Business (I) Ltd.  Director Naresh Kumar Gattani Director DIN: 00125231 Place: Bhilwara Date: 26.08.2026