

BIHAR HOTELS LIMITED

South Gandhi Maidan, Fraser Road, Patna:800001

+91 612 2203040

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CIN:U55101BR1964PLC000737

NOTICE OF MEETING OF SHAREHOLDERS OF

BIHAR HOTELS LIMITED

IN THE MATTER OF SECTION 233 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF MERGER/AMALGAMATION

OF

INDO BURMA AGENCIES PRIVATE LIMITED

(Transferor Company No. 1)

AND

MAURYA MANAGEMENT PRIVATE LIMITED

(Transferor Company No. 2)

WITH

BIHAR HOTELS LIMITED

(Transferee Company)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

MEETING DETAILS

S. No. of Meeting	"01 st of 2026-27" Extra-Ordinary General Meeting
Day	Saturday
Date	30 th May, 2026
Time	03:00 P. M.
Venue	Registered Office of the Company situated at South Gandhi Maidan, Patna – 800001, Bihar.

INDEX

S. No.	Contents
1.	Notice of "01 st of 2026-27" Extra-Ordinary General Meeting of Shareholders of Bihar Hotels Limited under the provisions of Sections 233 of the Companies Act, 2013 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
2.	Scheme of Merger/Amalgamation of INDO BURMA AGENCIES PRIVATE LIMITED ("Transferor Company No. 1") and MAURYA MANAGEMENT PRIVATE LIMITED ("Transferor Company No. 2") with BIHAR HOTELS LIMITED ("Transferee Company") and their respective shareholders ("Scheme") as Annexure-A .
3.	Declaration of Solvency in form CAA-10 in pursuance of clause (c) of sub-section (1) of section 233 along with the statement of Assets and Liabilities and the Independent Auditor's Report on the Statement of Assets and Liabilities as on 31 st March, 2025 as Annexure-B .

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To,
The Members of
BIHAR HOTELS LIMITED.

Notice is hereby given that the "01st of 2026-27" Extra-Ordinary General Meeting of the Shareholders of Bihar Hotels Limited (Transferee Company) will be held on Saturday, the 30th day of May, 2026, at 03:00 P.M. at the Registered Office of the Company situated at South Gandhi Maidan, Patna – 800001, Bihar, India, to transact the following **special business**:

To approve Scheme of Merger/Amalgamation of Indo Burma Agencies Private Limited ("Transferor Company No. 1") and Maurya Management Private Limited ("Transferor Company No. 2") with Bihar Hotels Limited ("Transferee Company") through fast-track route of Merger as provided under section 233 of the Companies Act, 2013 and to consider and, if thought fit, to pass, with or without modification(s), the following resolutions by the requisite majority, being members holding not less than 90% (ninety per cent) in value of the total number of shares of the Company, as required under Section 233 of the Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, in accordance with the Memorandum and Articles of Association of the Company, based on approval and recommendation of the Board of Directors at its meeting held on 26th March, 2026, and subject to the approval of the Hon'ble Regional Director, Eastern Region, Kolkata, and such other approvals, permissions and sanctions of regulatory or other authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Scheme of Merger/Amalgamation of:

- Indo Burma Agencies Private Limited ("Transferor Company No. 1"), and
 - Maurya Management Private Limited ("Transferor Company No. 2"),
- with Bihar Hotels Limited ("Transferee Company"), and their respective shareholders and creditors ("Scheme"), as placed before this meeting, with effect from the Appointed Date i.e., 1st April, 2025, or such other date as may be approved or directed by the competent authority."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the purpose of giving effect to this resolution and implementing the Scheme, including but not limited to:

- making such modifications, amendments, limitations or conditions to the Scheme as may be required or imposed by the Hon'ble Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata or any other regulatory or statutory authority;

- settling any questions, doubts or difficulties that may arise in relation to or in connection with the Scheme;
- taking all necessary steps for obtaining approvals, filing forms, and completing all legal and procedural formalities in connection with the Scheme."

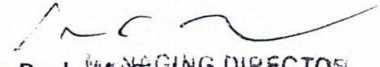
Registered Office:
South Gandhi Maidan,
Patna-800001, Bihar

Place: Patna
Date: 06.05.2026

By order of the Board of Directors

For: Bihar Hotels Limited

BIHAR HOTELS LIMITED


Aditya Prakash Sinha MANAGING DIRECTOR

(Managing Director)

DIN: 00089558



NOTES:


1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member.
2. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The proxy form for the EGM is enclosed herewith.
3. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any-time during the business hours (between 11:00 A.M. and 05:00 P.M. on all days except Sundays and public holidays) of the company.
4. The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect to special business, set out in the Notice is annexed herewith.
5. Corporate members intending to send their authorized representative to attend the meeting are requested to deposit, at the company's registered office not less than 48 hours before the commencement of meeting, a certified true copy of the board resolution authorizing their representative to attend and vote at the meeting on their behalf.
6. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the EGM.
8. A route map for easy location of venue of the meeting is enclosed herewith.

Registered Office:
South Gandhi Maidan,
Patna-800001, Bihar

Place: Patna
Date: 06.05.2026

By order of the Board of Directors

For: Bihar Hotels Limited
BIHAR HOTELS LIMITED


MANAGING DIRECTOR
Aditya Prakash Sinha
(Managing Director)
DIN: 00089558



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Indo Burma Agencies Private Limited (hereinafter referred to as the "Transferor Company No. 1"), Maurya Management Private Limited (hereinafter referred to as the "Transferor Company No. 2") and Bihar Hotels Limited (hereinafter referred to as the "Transferee Company") intend to file an application with the Hon'ble, Regional Director, Eastern Region seeking approval of the Scheme of Merger/Amalgamation (the Scheme) through Fast-track route in accordance with section 233 of the Companies Act, 2013.

The scheme was approved by the Board of Directors of the Transferor Companies and the Transferee Company on 26th March, 2026. The Company had also served Notices in Form CAA-9 along with the proposed Scheme to Registrar of Companies, Bihar, Official Liquidator, Ministry of Corporate Affairs and Income-Tax Department vide letter dated 30th March, 2026, seeking their objections / suggestions to the said scheme as required under section 233(1)(a) of the Act and rules made thereunder. The company has not received any objections and suggestions to the proposed scheme from the said authorities till the date of this Notice.

The Scheme once approved in the Meeting will be subject to approval of the Hon'ble Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata.

Statement pursuant to Section 233 read with sub rule (3) of rule 6 of the Companies (Compromises, arrangements and amalgamations) Rules, 2016: The majority of the disclosures and details as required under Section 230(3) read with sub-rule (3) of Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Section 233 of the Companies Act, 2013, Rule 25 of the said Rules, and Section 102 of the Companies Act, 2013, are already incorporated in the Scheme of Amalgamation. However, for the sake of convenience and ease of reference, the relevant details are being reproduced hereinbelow:

1. Details of the Companies

Particulars	Transferor Company No. 1	Transferor Company No. 2	Transferee Company
Name of the Company.	Indo Burma Agencies Private Limited	Maurya Management Private Limited	Bihar Hotels Limited
Corporate Identification Number (CIN).	U51909BR1943PTC051255	U08031BR1970PTC000855	U55101BR1964PLC000737
Permanent Account Number (PAN).	AAACI5693Q	AADCM4070A	AACCB0286G
Date of incorporation.	22 nd January, 1943	11 th February, 1970	22 nd April, 1964

Type of the company.	Private Limited	Private Limited	Public Limited
Registered office address and e-mail address.	<p>Address: Maurya Patna, South Gandhi Maidan, Patna – 800001, Bihar.</p> <p>E-mail Id: indoburmapat@yahoo.com</p>	<p>Address: Maurya Centre 1, Fraser Road, Patna – 800001, Bihar.</p> <p>E-mail Id: mmlpat1@gmail.com</p>	<p>Address: South Gandhi Maidan, Patna – 800001, Bihar.</p> <p>E-mail Id: rajeev@maurya.com</p>
Summary of main object as per the memorandum of association; and main business carried on by the company.	<p>Summary of main object as per the Memorandum of Association: To act as purchasing and selling agents of general produce and manufactured goods, and to carry on the business of dealing and trading, principally in sugar, cement, cycles, hardware, piece goods, and in other commodities, goods, articles and things.</p> <p>Main business carried on by the Company: The Company has remained non-operational and has not carried on any business activities for the past several years.</p>	<p>Summary of main object as per the Memorandum of Association: To carry on the business of an investment company.</p> <p>Main business carried on by the Company: The Company has remained non-operational and has not carried on any business activities for the past several years.</p>	<p>Summary of main object as per the Memorandum of Association: Hospitality Business.</p> <p>Main business carried on by the Company: At present operates a hotel – “Maurya” in the city of Patna. Also owns a wholly owned subsidiary which runs a resort in the State of Maharashtra at Tadoba near Nagpur city.</p>
Details of change of name, registered office and objects of the company during the last five years.	There has been no change in name, registered office, or objects clause during the last five (5) years.		
Name of the stock exchange (s) where securities of the company are listed, if applicable.	Not applicable as the Companies are unlisted.		

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Details of the capital structure of the company including authorized, issued, subscribed and paid-up share capital.	Particulars	Amount [Rs.]	Particulars	Amount [Rs.]	Particulars	Amount [Rs.]
	Authorized Share Capital		Authorized Share Capital		Authorized Share Capital 4,00,00,000	
	2,96,000 Equity Shares of Rs.100/-each	2,96,00,000	58,50,000 Equity Shares of Rs. 10/-each	5,85,00,000	Equity Shares of Rs.2/-each	8,00,00,000
	1,99,000 10% Non-cumulative Redeemable Preference Shares of Rs 100 each	1,99,00,000	2,000 10% Cumulative Redeemable Preference Shares of Rs 100 each	2,00,000	Issued, Subscribed and Paid-Up Share Capital 3,59,61,340	
	2,55,000 5% Non-cumulative Redeemable Preference Shares of Rs 100 each	2,55,00,000	73,000 15% Non-cumulative Redeemable Preference Shares of Rs 100 each	73,00,000	Equity Shares of Rs.2/- each fully paid up	7,19,22,680
	Issued, Subscribed and Paid-Up Share Capital		1,23,000 10% Non-cumulative Redeemable Preference Shares of Rs 100 each	1,23,00,000		
200,279 Equity Shares of Rs.						

100/- each fully paid up	2,00,27,900	7,52,000 5% Non-cumulative Redeemable Preference Shares of Rs 100 each	7,52,00,000	
		4,05,000 5% non-cumulative optionally Convertible/ Redeemable Preferences Shares of Rs 100 Each	4,05,00,000	
		45,000 unclassified Preference shares of Rs 100 each	45,00,000	
		Issued, Subscribed and Paid-Up Share Capital 18,48,500 Equity Shares of Rs. 10/- each fully paid up	1,84,85,000	



Name of the promoters and directors along with their addresses.	<u>Details of Promoters:</u>		<u>Details of Promoters:</u>		<u>Details of Promoters:</u>		
	Name	Address	Name	Address	Name	Address	
		Maurya Management Private Limited	Maurya Centre 1, Fraser Road, Patna - 800001, Bihar.	Anant Prakash Sinha	S/o Satya Deva Prakash Sinha, House No. D-87, South City 1, Farukkhnagar, Gurgaon - 122001, Haryana.	Indo Burma Agencies Private Limited	Maurya Patna, South Gandhi Maidan, Patna - 800001, Bihar.
		Hind Marketing Corporation Private Limited	Maurya Patna, South Gandhi Maidan, Patna - 800001, Bihar	Aditya Prakash Sinha	C/o Arrah Gardens Residencies, Building No. 1, Flat No. 131, Arrah Garden Road, Off Bailey Road, Rukunpura, Patna - 800014, Bihar.	Maurya Management Private Limited	Maurya Centre 1, Fraser Road, Patna - 800001, Bihar.
		Mukta Sinha	W/o Shailendra Prakash Sinha, 2, Arrah Gardens, Bailey Road, Sheikhpura, B.V. College, Patna - 800014, Bihar.	Mayank Prakash Sinha	1, Arrah Gardens, Sheikhpura, Bailey Road, Patna - 800014, Bihar.	Pranaya Prakash Sinha	Arrah Garden Residences, Bldg No. 1, Flat No. 131, Arrah Garden Rd, Bailey Road, Patna- 800014, Bihar.
	Siddharth Prakash Sinha	S/o Shailendra Prakash Sinha, C 1201, LA Lagune Apartments, Sector 54, Gurgaon - 122011, Haryana.	Mukta Sinha and	W/o Shailendra Prakash Sinha, 2,	Richa Sinha	Bldg No. 1, Flat No. 131 Arrah Garden Residences, Arrah Garden Road, DFI Bailey Road, Rukunpura, Patna- 800014, Bihar.	
					Aditya Prakash Sinha	Building No. 1, Flat No.- 131, Arrah Garden Residences, Arrah Garden Road, Off Bailey Road,	

	Ratika Sinha	W/o Sanjay Ramchandran, A - 3 1702, Uniworld City (West), Near South City 1, Sector 30, Gurgaon - 122001, Haryana.	Shailendra Prakash Sinha	Arrah Gardens, Bailey Road, Sheikhpura, B.V. College, Patna - 800014, Bihar.			Rukunpura, Patna-800014, Bihar.
	Aditya Prakash Sinha	C/o Arrah Gardens Residencies, Building No. 1, Flat No. 131, Arrah Garden Road, Off Bailey Road, Rukunpura, Patna - 800014, Bihar.	Siddharth Prakash Sinha and Mukta Sinha	S/o Shailendra Prakash Sinha, C 1201, LA Lagune Apartments, Sector 54, Gurgaon Sector - 56, Gurgaon - 122011, Haryana.		Siddharth Prakash Sinha	C 1201, LA Lagune Apartments, Sector 54, Gurgaon Sector 56, Gurgaon-122011, Haryana.
	Richa Sinha	Bldg No. 1, Flat No. 131 Arrah Garden Residences, Arrah Garden Road, DFI Bailey Road, Rukunpura, Patna-800014, Bihar.	Tanuj Prakash Sinha and Mukta Sinha	2, Arrah Gardens, Bailey Road, Sheikhpura, B.V. College, Patna - 800014, Bihar.		Ratika Sinha	A3-1702 Uniworld City West, Near South City 1, Sector 30, Gurgaon-122001, Haryana.
			Ratika Sinha and Mukta Sinha	W/o Sanjay Ramchandran, A - 3 1702, Uniworld City (West), Near South City 1, Sector 30, Gurgaon - 122001, Haryana.		Sanjay Ramchandra n	D 403, The IVY Apartment, Phase I Block A, Sushant Lok Phase I, Sector 28, Gurgaon- 122001, Haryana.

Details of Directors:

Name	Address
Binu Kakkanattu Jose	Flat No- 23, Galaxy Apartment-2, New Patliputra Colony, Patna - 800013, Bihar.
Khatib Rahman	Sabzi Mandi Road, Near Anglo Qabristan Gate, Koirpurwa, Buxar - 802101, Bihar.
Umesh Chandra Srivastava	Vinita Sadan, Maurya Vihar Colony, Ballammichak Punpun Road, Near Brahampur Village, Phulwari, Patna - 801505, Bihar

Details of Directors:

Name	Address
Khatib Rahman	Sabzi Mandi Road, Near Anglo Qabristan Gate, Koirpurwa, Buxar - 802101, Bihar.
Satish Kumar Labh	S/O Shatruhan Prasad Labh, Jaganpura Sahpur Lane, West Of Open Birla Mind School, Pragati Vihar Colony, Sampatchak, Patna - 800027, Bihar.

Details of Directors:

Name	Address
Aditya Prakash Sinha	Arrah Garden Residencies, Building No. 1, Flat No. 131, Arrah Garden Road, Off Bailey Road, Rukunpura, Patna-800014, Bihar.
Banshidhar Singh	S/O: Lalan Singh, Flat No. -402, Chandi House, Exhibition Road, Ganshi Maidan, Phulwari, Patna G.P.O Patna-800001 Bihar
Ratika Sinha	A3- 1702 Uniworld City (West), Near South City 1 Sector 30, Gurgaon-121002, Haryana.
Ajit Kumar	Flat No.-104, Ambience Park

				Apartment East Boring Canal Road, Patna G.P.O., Phulwari, Patna- 800001, Bihar.
			Shashi Bhushan Prasad	A/9, Phase-2, A, Ashiyana Nagar, Phulwari, Patna- 800025, Bihar.



2. **The fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies:** The Transferor Company No. 1 is holding company of the Transferee Company and the Transferor Company No. 2 is associate company of the Transferee Company.
3. **Date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution:** The Scheme was approved by the Board of Directors of all the Companies at its respective Board Meeting held on 26th March, 2026. All the Directors of the Companies, as mentioned above, were present at the respective board meetings and unanimously voted in favour of the resolutions approving the Scheme. No Director voted against the resolutions, and there was no Director who abstained from voting or did not participate in the deliberations or voting on the said resolutions.
4. **Explanatory statement disclosing details of the scheme of compromise or arrangement:**
- (a) **parties involved in such compromise or arrangement:** The Companies Indo Burma Agencies Private Limited, Maurya Management Private Limited, Bihar Hotels Limited and their respective creditors and shareholders.
- (b) **appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;**
- (i) **Appointment Date:** 01st April, 2025
- (ii) **Effective Date:** the date or last of the dates on which the certified copy of the order(s) of the Regional Director sanctioning the Scheme under Section 233 of the Act, is filed with the concerned Registrar of Companies by the Transferor Companies No. 1 and No. 2 and the Transferee Company.
- (iii) **Share Exchange Ratio:**
- 123 fully paid Equity shares of Rs. 2/- each of Bihar Hotels Limited (Transferee Company) in exchange of 1 fully paid Equity Shares of Rs. 100/- each of Indo Burma Agencies Private Limited (Transferor Company No.1); and
 - 6 fully paid Equity shares of Rs. 2/- each of Bihar Hotels Limited (Transferee Company) in exchange of 1 fully paid Equity Shares of Rs. 10/- each of Maurya Management Private Limited (Transferor Company No. 2)



(iv) **Other Considerations:** None

- (c) **summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company:** The Company has obtained a valuation report from a Registered Valuer in accordance with applicable provisions of the Companies Act, 2013. The valuation has been carried out on a fair and reasonable basis, and the report confirms that the proposed share exchange ratio is fair to the stakeholders of the Company. A copy of the valuation report is available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the meeting.
- (d) **details of capital/debt restructuring, if any:** There is no debt restructuring envisaged under the Scheme; however, the Scheme provides for capital restructuring whereby, upon the Scheme becoming effective, the Authorised Share Capital of the Transferor Companies (No. 1 and No. 2), comprising both equity and preference share capital, shall be deemed to be aggregated with and added to the Authorised Equity Share Capital of the Transferee Company without any further act, deed, matter or procedure, including payment of stamp duty and registration fees, if any. It is clarified that the entire Authorised Preference Share Capital of both the Transferor Companies is unissued as on the Appointed Date and shall accordingly stand reclassified into equity share capital and be added to the Authorised Equity Share Capital of the Transferee Company, and the face value of the equity shares of the Transferee Company shall remain unchanged pursuant to such increase. Further, the shareholders of the Transferor Companies shall be allotted equity shares of the Transferee Company in accordance with the share exchange ratio.
- (e) **rationale for the compromise or arrangement:** The detailed rationale is set out in the Scheme. In summary, the proposed amalgamation of the Transferor Companies No. 1 and No. 2 with the Transferee Company is intended to consolidate businesses under a single entity, simplify the group structure, and reduce the multiplicity of legal and regulatory compliances. The Scheme is expected to result in operational synergies, economies of scale, and cost efficiencies by eliminating duplication of functions and managerial overlaps. It will enable optimum utilization of resources, strengthen financial and operational capabilities, and provide a unified and focused management structure, thereby facilitating improved growth prospects and enhanced shareholder value. The amalgamation will also lead to better integration of business functions, rationalization of capital and resources, and a more efficient platform for future expansion of the Transferee Company.

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(f) **benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable):** Same as mentioned in point number (e) above.

(g) **amount due to unsecured creditors:** Rs. 1,86,10,452/- (Rupees One Crore Eight-six Lakh Ten Thousand Four Hundred and Fifty-two only) as on 25th March, 2026.

5. **Disclosure about the effect of the compromise or arrangement on:**

(a) **Key Managerial Personnel:** The Scheme is not expected to have any material adverse effect on the Key Managerial Personnel of the companies.

(b) **Directors:** No material impact is envisaged on the directors; however, upon the Scheme becoming effective, the directors of the Transferor Companies shall cease to hold office in view of dissolution of the Transferor Companies without winding up.

(c) **Promoters:** The Scheme is not expected to have any specific adverse effect on the promoters of the companies.

(d) **Non-promoter Members:** The Scheme is not expected to have any material adverse effect on the non-promoter members, except to the extent of their entitlement under the share exchange ratio as provided in the Scheme.

(e) **Depositors:** Not applicable, as there are no depositors in the companies.

(f) **Creditors:** The Scheme is not expected to have any adverse impact on the creditors of the companies and their rights and interests shall remain protected.

(g) **Debenture Holders:** Not applicable, as there are no debenture holders in the companies.

(h) **Deposit Trustee and Debenture Trustee:** Not applicable, as there are no deposit trustees or debenture trustees involved.

(i) **Employees of the Company:** The Scheme is not expected to have any adverse impact on the employees of the companies, and their employment, terms and conditions of service shall continue without interruption.

6. **Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee:** The Scheme has no impact on the



material interests of directors and Key Managerial Personnel of the Company. Further, Companies do not have debenture trustee.

7. **investigation or proceedings, if any, pending against the company under the Act:** None
8. **details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members:** The following documents shall be available for obtaining extract from or for making or obtaining copies of or for inspection by the members at the registered office of the company during business hours:
 - (a) Audited financial statements included consolidated financial statements of the Transferor Companies and Transferee Company as on 31st March 2025;
 - (b) Copy of Scheme of Arrangement;
 - (c) Certificate issued by auditors of the Companies to the effect that the accounting treatment, proposed in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

There are no other contracts or agreements that are material to the proposed Scheme.

9. **details of approvals, sanctions or no-objection(s), if any, form regulatory or any other government authorities required, received or pending for the purpose scheme of compromise or arrangement:** None of the Companies have received any objections from any statutory, regulatory, or governmental authorities in relation to the proposed Scheme as on date.
10. **The members to whom this notice is being sent may vote in the meeting either in person or by proxy.**

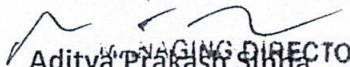
None of the Directors, key managerial personnel or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the resolution/s.

Registered Office:
South Gandhi Maidan,
Patna-800001, Bihar

Place: Patna
Date: 06.05.2026

By order of the Board of Directors

For: Bihar Hotels Limited
BIHAR HOTELS LIMITED


Aditya Prakash Sinha

(Managing Director)

DIN: 00089558



Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U55101BR1964PLC000737

Name of the company: Bihar Hotels Limited

Registered office at: South Gandhi Maidan, Patna-800001, Bihar

Name of the member (s):

Registered address:

E-mail ID:

Folio No.

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :....., or failing him

2. Name :

Address:

E-mail Id :

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the '01st of 2026-27' Extra-Ordinary General Meeting of Bihar Hotels Limited to be held on Saturday the 30th day of May, 2026 at registered office of the Company situated at South Gandhi, Patna - 800001, Bihar at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain

1	To approve Scheme of Merger/Amalgamation of Indo Burma Agencies Private Limited ("Transferor Company No. 1") and Maurya Management Private Limited ("Transferor Company No. 2") with Bihar Hotels Limited ("Transferee Company") through fast-track route of Merger as provided under section 233 of the Companies Act, 2013.			
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Signed this..... day of..... 2026

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the "for, against or abstain" column blank against the resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

ATTENDANCE SLIP

'01st of 2026-27' Extra-Ordinary General Meeting of Bihar Hotels Limited held on Saturday the 30th day of May, 2026 at registered office of the Company situated at South Gandhi, Patna – 800001, Bihar at 03:00 P.M.

Registered Folio No.: _____

Name of the *member/proxy: _____

Number of shares held: _____

I certify that I am a *member/proxy for the member of the Company.

I hereby record my presence at '01st of 2026-27' Extra-Ordinary General Meeting of Bihar Hotels Limited held on Saturday the 30th day of May, 2026 at registered office of the Company situated at South Gandhi, Patna – 800001, Bihar at 03:00 P.M.

Signature of the *member/proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice to the EGM.

*Strike-off whichever is not applicable

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SCHEME OF MERGER

of

INDO BURMA AGENCIES PRIVATE LIMITED

(TRANSFEROR COMPANY NO. 1)

AND

MAURYA MANAGEMENT PRIVATE LIMITED

(TRANSFEROR COMPANY NO. 2)

with

BIHAR HOTELS LIMITED

(TRANSFeree COMPANY)

AND

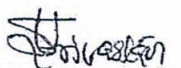
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

FOR FAST TRACK MERGER

UNDER SECTION 233 OF THE COMPANIES ACT, 2013 READ WITH RULE 25 OF
COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES,

2016

For Indo Burma Agencies Pvt. Ltd.


DIRECTOR

For MAURYA MANAGEMENT PVT. LTD.


DIRECTOR

For Bihar Hotels Ltd.


Managing Director



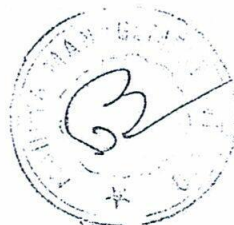
PREAMBLE

A. An overview of Scheme of Merger

- This Scheme of Merger is presented under the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 under fast-track route for amalgamation of Indo Burma Agencies Private Limited (referred to as 'Transferor Company No. 1' or 'IBAPL' or 'holding company') and Maurya Management Private Limited (referred to as 'Transferor Company No 2' or 'MMPL') with Bihar Hotels Limited (Transferee Company' or 'BHL')
- The Transferor Company No 1 is holding company of Transferee Company holding 2,43,95,679 equity shares of Rs 2 each in the Transferee Company and accordingly existing shareholding of Transferor Company No. 1 in Transferee Company gets cancelled pursuant to the scheme of Merger.
- The Transferor Company No 2 holds 81,36,860 equity shares of Rs 2 each in the Transferee Company and accordingly existing shareholding of Transferor Company No. 2 in Transferee Company gets cancelled pursuant to the scheme of Merger.
- In addition, this Scheme of Merger also provides for various other matters consequential or otherwise integrally connected herewith.

B. Background and Description of Companies

1. **INDO BURMA AGENCIES PRIVATE LIMITED or IBAPL or Transferor Company No. 1** bearing CIN U51909BR1943PTC051255 was incorporated on January 22, 1943, in accordance with the provisions of the Companies Act, 1913. The registered office of the Transferor Company No. 1 is situated at Maurya Patna, South Gandhi Maidan, Patna, Bihar, India 800001. The Permanent Account Number of the Company is AAACI5693Q. IBAPL is engaged in the business of all kinds of purchasing and selling agents of general produce and manufactured goods and deal principally in all kinds of sugar, cement, cycles, hardware, piece goods and also in all other commodities, goods, articles and things. The main objects of the Transferor Company No. 1 are set out in its Memorandum of Association. Transferor Company No 1 is the holding company of the Transferee Company by virtue of holding 2,43,95,679 equity shares of Rs 2 each in the Transferee Company. Following are present directors of the Transferor Company No. 1:



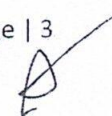
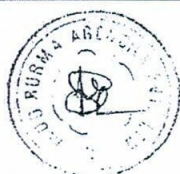
S. No.	Name	Designation	DIN
1	Binu Kakkanattu Jose	Director	08428045
2	Khatib Rahman	Director	08426348
3	Umesh Chandra Srivastava	Director	08684427

2. **MAURYA MANAGEMENT PRIVATE LIMITED or MMPL or Transferor Company No. 2** bearing CIN U08031BR1970PTC000855 was incorporated on February 11, 1970, in accordance with the provisions of the Companies Act, 1956. The registered office of the Transferor Company No, 2 is situated at Maurya Centre 1, Fraser Road, Patna, Bihar, India 800001. The Permanent Account Number of the Company is AADCM4070A. MMPL is engaged in the business of an investment company and to buy, underwrite, invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, negotiable instruments, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere. The main objects of the Transferor Company No 2. are set out in its Memorandum of Association. Transferor Company No 2 holds 81,36,860 equity shares of Rs 2 each in the Transferee Company. Following are present directors of the Transferor Company No. 2:

S. No.	Name	Designation	DIN
1	Khatib Rahman	Director	08426348
2	Satish Kumar Labh	Director	08786747

3. **Bihar Hotels Limited or BHL or the Transferee Company** bearing CIN U51909BR1943PTC051255 was incorporated on April 22, 1964, in accordance with the provisions of the Companies Act, 1956. The Registered Office of Transferee Company is situated at Maurya Patna, South Gandhi Maidan, Patna, Bihar, India 800001. The Permanent Account Number of the Company is AACCB0286G. The Transferee Company is in hospitality business and provides high-class hotel services to its customers. The Transferee Company at present operates a five-star hotel – Maurya Patna in the heart of the city of Patna. The Transferee Company also owns a wholly owned subsidiary which runs a resort in the State of Maharashtra at Tadoba near Nagpur city. The main objects of the Transferee Company are set out in its Memorandum of Association. Following are present directors of the Transferee Company:

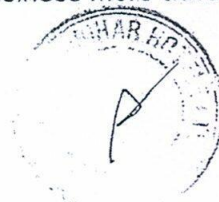
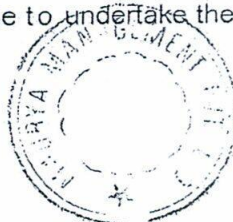
S. No.	Name	Designation	DIN
1	Aditya Prakash Sinha	Managing Director	00089558
2	Ajit Kumar	Director	01716200
3	Shashi Bhushan Prasad	Director	03596446



4	Ratika Sinha	Director	00355032
5	Banshidhar Singh	Whole-time Director	00905021

C. OBJECTS AND RATIONALE FOR THE SCHEME

- The Transferor Companies (No. 1 and No. 2) and the Transferee Company meet the threshold requirements and classifications of the provisions of section 233 of the Companies Act 2013 and their respective Board of Directors have accordingly intended to adopt the process under the said section and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, ("Rules").
- The Transferor Company No. 1 is the holding company of Transferee Company holding 2,43,95,679 equity shares of Rs 2 each constituting 67.84% of the paid-up capital of the Transferee Company while Transferor Company No. 2 holds 81,36,860 constituting 22.63% of the paid-up capital of the Transferee Company.
- In order to consolidate the similar nature of business at one place and effectively manage the Transferor Companies No. 1 and No. 2 and Transferee Company as a single entity, which will provide several benefits including streamlining the group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Companies No. 1 and No. 2 be amalgamated with Transferee Company.
- The independent operations of the Transferor Companies No. 1 and No. 2 and Transferee Company leads to incurrence of significant costs, and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and the creation of a consolidated base for future growth of the Transferee Company.
- The amalgamation will contribute to furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion, and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously.

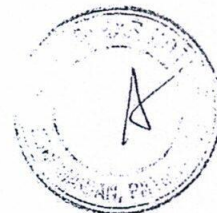
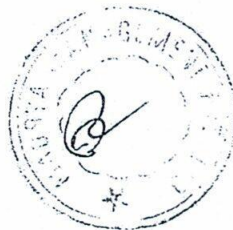


Further, this Merger would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and Transferee Company.

- The synergies created by the scheme of Merger would increase operational efficiency and integrate business functions.
- The proposed Merger will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.
- The other benefits the proposed amalgamation include:
 - (a) Optimum and efficient utilization and rationalization of capital, resources, assets and facilities.
 - (b) Enhancement of competitive strengths including financial resources.
 - (c) Obtaining synergy benefits.
 - (d) Better management and focus on growing the business.
 - (e) Reduction of overheads, administrative, managerial, and other expenditure; and
 - (f) Simplify shareholding structure and reduce shareholding tiers.

D. In view of the above, it is considered desirable and expedient to amalgamate the Transferor Companies No. 1 and No. 2 with the Transferee Company in accordance with this Scheme, pursuant to Section 233 of the Companies Act, 2013.

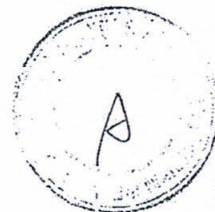
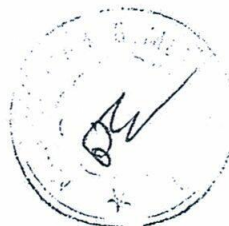
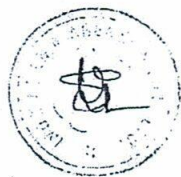
E. The amalgamation of the Transferor Companies No. 1 and No. 2 with the Transferee Company, pursuant to and in accordance with this Scheme, under Section 233 and other relevant provisions of the Companies Act, 2013, shall take place with effect from the Appointed Date and shall be in compliance with section 2(1B) and Section 72A and all other relevant provisions of the Income tax Act 1961 or any amendment or reenactment thereto.



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Parts of the Scheme:

1. **Part 1** - This part of Scheme contains Definitions and Capital Structure of the Transferor Companies No. 1 and No. 2 and Transferee Company.
2. **Part II** - This part of Scheme deals with Amalgamation of the Transferor Companies No. 1 and No. 2 with the Transferee Company in accordance with Section 233 at the Companies Act, 2013.
3. **Part III** - This part of Scheme deals with the Consideration and Accounting Methodology adopted for Amalgamation.
4. **Part IV** - This part of Scheme contains other terms and conditions applicable to the Scheme.



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PART- I
GENERAL PROVISIONS

1. Definitions

In this Scheme, unless repugnant to the subject or context or meaning thereof, the following expressions shall have the same meanings as set out herein below:

1.1. "Act" means the Companies Act, 2013 and shall include rules, any statutory modification, re-enactment or amendments thereof from time to time.

1.2. "Accounting Standard" means the Accounting Standards as notified under section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendments Rules, 2021 issued by the Ministry of Corporate Affairs and other accounting principles generally accepted in India.

1.3. "Amalgamation" means amalgamation of Transferor Companies No. 1 and No. 2 into Transferee Company.

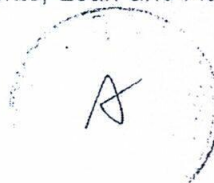
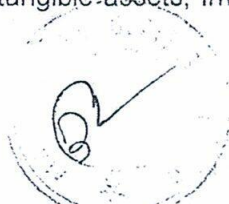
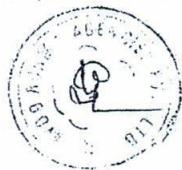
1.4. "Appointed Date" means April 01, 2025, or such other date as may be approved by the Hon'ble Office of the Regional Director, Eastern Region, Kolkata and/or Appropriate Authorities having the jurisdiction.

1.5. "Applicable laws" mean any statute, law, regulation, ordinance, rule, judgment, rule of law, order, decree, ruling, bye-law, approval of any governmental authority, directive, guideline, policy, clearance, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any governmental authority having jurisdiction over the matter in question, whether in effect as of the date of this Scheme or at any time thereafter.

1.6. "Appropriate Authorities" means any government, statutory, regulatory, departmental or public body or authority of the Relevant Jurisdiction, including Regional Director, Official Liquidator, Registrar of Companies, and the National Company Law Tribunal.

1.7. "Approval" means any permission, approval, consent, license, order, decree, authorization, authentication of, or registration, declaration or filing with or notification, exemption or ruling to or from any Governmental Authority required under any statute or regulation.

1.8. "Assets" in relation to Transferor Companies No. 1 and No. 2 means all Current and Non-Current Assets including Tangible and Intangible assets, Investments, Loan and Advances,



other Current and Non-Current Assets as per the books of the Transferor Companies No. 1 and No. 2 as at 31st March, 2025

1.9. "Board" or "Board of Directors" in relation to the Transferor Companies No. 1 and No. 2 and Transferee Company, as the case may be and means the board of directors of such company, and shall include a committee of directors, if any constituted or appointed and authorized to take all decisions for the implementation of this scheme on behalf of such Board of Directors.

1.10. "Central Government" means the government of India and vide Notification No. S.O. 4090 (E) dated 19th December, 2016 Central Government has delegated powers vested in it under Section 233 of the Companies Act, 2013 to the Regional Director, Ministry of Corporate Affairs, India having territorial jurisdiction and in this case means the Office of the Hon'ble Regional Director at Eastern Region, Kolkata covering the Jurisdiction of Bihar that has been duly convened under the Act and having jurisdiction over the Transferor Companies No 1 and No 2 and the Transferee Company.

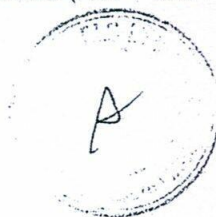
1.11. "Effective Date" means the date or last of the dates on which the certified copy of the order(s) of the Regional Director sanctioning the Scheme under Section 233 of the Act, is filed with the Registrar of Companies concerned by the Transferor Companies No. 1 and No. 2 and the Transferee Company. Any references in this Scheme to the words "upon the Scheme becoming effective" or "effectiveness of this Scheme" or "date of coming into effect of the Scheme" or "Scheme coming into effect" shall mean the Effective Date.

1.12. "Equity Share(s)" means the equity shares of the Transferor Companies No. 1 and No. 2 or Transferee Company, as the case may be.

1.13. "IT Act" means the Income Tax Act, 1961 and any other statutory modifications, amendments, restatements, or re-enactments thereof, from time to time and to the extent in force.

1.14. "Law" or "Applicable Law" includes all applicable statutes, enactments, acts of legislature or Parliament, laws, ordinances, rules, byelaws, regulations, notifications, guidelines, policies, directions, directives and orders of any government, statutory authority, Tribunal, Board, Court of India or any other country or jurisdiction as applicable.

1.15. "Official Liquidator" or "OL" means Office of the Hon'ble Official Liquidator at Patna covering the Jurisdiction of Bihar that has been duly constituted under the Act having jurisdiction over the Transferor Company and Transferee Companies (No. 1 and No. 2).



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1.16. "Proceedings" includes any suit, appeals or any legal proceedings of whatsoever nature, in any judicial or quasi body or any arbitration proceedings or before any statutory and / or regulatory authorities.

1.17. "Record Date" means the date to be fixed by the Board of Directors of the Transferee Company for the purpose of issue of shares of the Transferee Company to the shareholders of the Transferor Companies in terms of the scheme of Amalgamation

1.18. "Regional Director" means the Regional Director (Eastern Region), Ministry of Corporate Affairs, India at Kolkata, having jurisdiction over the Transferor Companies No. 1 and No. 2 and the Transferee Company.

1.19. "Registrar of Companies" or "RoC" means the Office of Hon'ble Registrar of Companies, at Patna as appointed under Section 396 of the Companies Act, 2013 covering the Jurisdiction of Bihar that has been duly constituted under the Act and having jurisdiction over the Transferor Companies No. 1 and No. 2 and the Transferee Company.

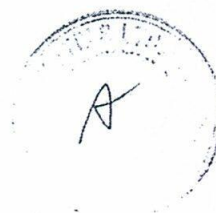
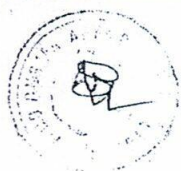
1.20. "Rules" means the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and shall include any statutory modifications, re-enactment or amendments thereof from time to time in force.

1.21. "Scheme" or "the Scheme" or "this Scheme" or "this Scheme of Merger" means this Scheme of Merger for Amalgamation of Indio Burma Agencies Private Limited ('Transferor Company No. 1') and Maurya Management Private Limited (Transferor Company No. 2) with Bihar Hotels Limited ('Transferee Company') under Section 233 of the Companies Act, 2013 as approved in its present form or with any modification(s) approved, imposed or directed by the Regional Director, Eastern Region.

1.22. "Transferor Company No. 1" means **Indo Burma Agencies Private Limited** or **IBAPL** incorporated under the provisions of the Companies Act, 2013 and having its registered office at Maurya Patna, South Gandhi Maidan, Patna, Bihar, India 800001.

1.23. "Transferor Company No. 2" means **Maurya Management Private Limited** or **MMPL** incorporated under the provisions of the Companies Act, 1956 and having its registered office at Maurya Centre 1, Fraser Road, Patna, Bihar, India 800001

1.24. "Transferee Company" means **Bihar Hotels Limited** or **BHL** incorporated under the provisions of the Companies Act, 1956 and having its registered office at Maurya Patna, South Gandhi Maidan, Patna, Bihar, India 800001.



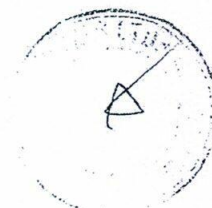
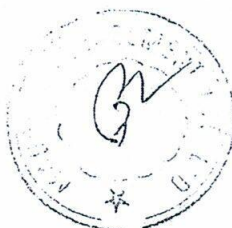
1.25. "Undertaking" shall mean and include the whole of the undertakings of the Transferor Companies, as going concerns, including their businesses, all secured and unsecured debts, liabilities, duties and obligations and all the assets, investments in Shares, Debts and Mutual Funds, properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to goods-in-transit, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses, registrations, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, licenses, tenancy rights, premises, ownership flats, hire purchase and lease Mergers, lending Mergers, benefits of security Mergers, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and Mergers, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, minimum alternate tax, fringe benefit tax, taxes withheld at source by or on behalf of the Transferor Companies, wealth tax, sales tax, value added tax, turnover tax, service tax, research and development cess etc), Software Licences, Domains / Websites etc., in connection / relating to the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date.

All other obligations of whatsoever kind, including liabilities of the Transferor Companies with regard to their employees with respect to the payment of gratuity, pension benefits and the provident fund or compensation, if any, in the event of resignation, death, voluntary retirement or retrenchment

"Undertaking of the Transferor Company" means and includes all the properties, assets, rights and powers of the Transferor Company; and all the debts, liabilities, duties and obligations of the Transferor Company.

1.26. Words denoting the singular shall include the plural and vice versa;

1.27. References to any statutory provision shall include any statutory modification to or re-enactment of such provision; and



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1.28. Clause headings are included for reference only and shall not affect the interpretation of this instrument.

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

2. Date of Effect and Operative Date

The Scheme set out herein in its present form or with any modification(s), if any made as per Clause 3 of Part - IV of this Scheme shall be effective from the Appointed Date but shall come into force from the Effective Date.

1. CAPITAL STRUCTURE

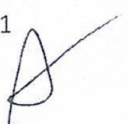
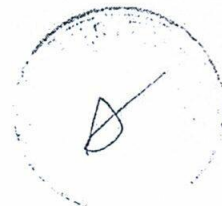
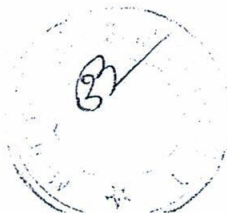
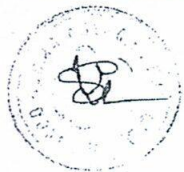
The Capital Structure of Transferor Companies No. 1 and No. 2 and Transferee Company as on date is as under:

1.1. Transferor Company No. 1

The authorised, issued, subscribed and paid-up share capital of the Transferor Company No 1 as on March 31, 2025 is as under:

Particulars	Amount [Rs.]
Authorized Share Capital	
2,96,000 Equity Shares of Rs.100/-each	2,96,00,000
1,99,000 10% Non-cumulative Redeemable Preference Shares of Rs 100 each	1,99,00,000
2,55,000 5% Non-cumulative Redeemable Preference Shares of Rs 100 each	2,55,00,000
Issued, Subscribed and Paid-Up Share Capital	
200,279 Equity Shares of Rs. 100/- each fully paid up	2,00,27,900

Subsequent to March 31, 2025, there has been no change in the capital structure of the Company. As on the date of filing of this Scheme, the Transferor Company No 1 holds 2,43,95,679 equity shares of Rs 2 each constituting 67.84% of the paid-up capital of the Transferee Company



1.2. Transferor Company No. 2

The authorised, issued, subscribed and paid-up share capital of the Transferor Company No 2 as on March 31, 2025 is as under:

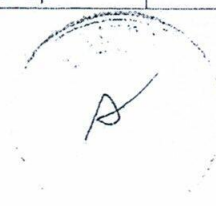
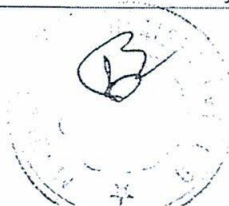
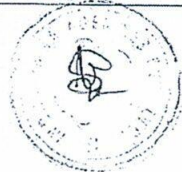
Particulars	Amount [Rs.]
Authorized Share Capital	
58,50,000 Equity Shares of Rs. 10/-each	5,85,00,000
2,000 10% Cumulative Redeemable Preference Shares of Rs 100 each	2,00,000
73,000 15% Non-cumulative Redeemable Preference Shares of Rs 100 each	73,00,000
1,23,000 10% Non-cumulative Redeemable Preference Shares of Rs 100 each	1,23,00,000
7,52,000 5% Non-cumulative Redeemable Preference Shares of Rs 100 each	7,52,00,000
4,05,000 5% non-cumulative optionally Convertible/ Redeemable Preferences Shares of Rs 100 Each	4,05,00,000
45,000 unclassified Preference shares of Rs 100 each	45,00,000
Issued, Subscribed and Paid-Up Share Capital	
18,48,500 Equity Shares of Rs. 10/- each fully paid up	1,84,85,000

Subsequent to March 31, 2025, there has been no change in the capital structure of the Company. As on the date of filing of this Scheme, the Transferor Company No 2 holds 81,36,860 equity shares of Rs 2 each constituting 22,63% of the paid-up capital of the Transferee Company

1.3. Transferee Company

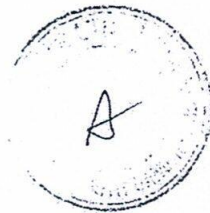
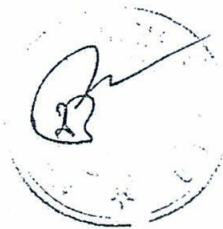
As on March 31, 2025, the authorised, issued, subscribed and paid up capital of the Transferee Company is as under:

Particulars	Amount [Rs.]
Authorized Share Capital	
4,00,00,000 Equity Shares of Rs.2/-each	8,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
3,59,61,340 Equity Shares of Rs.2/- each fully paid up	7,19,22,680



Subsequent to March 31, 2025, there has been no change in the capital structure of the Company.

1.4. The Transferee Company and Transferor Companies actually falls within the category of companies covered under Rule 25(1A) (iii) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with the Companies Act, 2013.



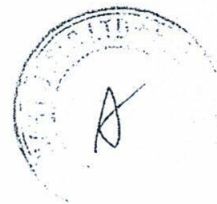
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PART- II

The provisions of Part II of the Scheme have been drawn up to comply with the conditions relating to "Amalgamation" as specified under Section 2(IB) of the Income Tax Act, 1961. If, at a later date, any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(IB) of the Income Tax Act, including as a result of amendment of law or the enactment of a new legislation or for any other reason whatsoever, the provisions of Section 2(IB) of the Income tax Act or a corresponding provision of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(IB) of the Income tax Act,. Such modification(s) shall however not affect other parts of the Scheme.

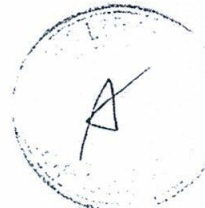
1. AMALGAMATION, TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANIES NO. 1 AND 2

- 1.1. Upon the Scheme coming into effect and with effect from the Appointed Date, the whole of the Undertaking of the Transferor Companies (No. 1 and 2), including all properties, whether movable or immovable, freehold or leasehold, real or personal, corporeal or incorporeal, material or intellectual, present, future or contingent, including but without being limited to all assets, lands, buildings, plant and machinery, furniture and fittings, capital work in progress and other fixed assets, current assets, receivables (whether in Indian Rupee or foreign currency), credits, investments, reserves, provisions, funds, and all utilities including electricity, telephones, facsimile connections, installations and utilities, benefits or agreements and Mergers, powers, authorities, allotments, approvals, authorizations, tenancies in relation to the offices and/or residential properties for the employees or other persons, guest houses, trade and service names and marks, patents, copyrights and other intellectual property rights of any nature whatsoever, registrations, consents, privileges, liberties, and all the rights, title, interest, benefits, licenses (industrial or otherwise), municipal permissions, registrations, incentives, rebates, benefits and concessions to which the Transferor Companies (No 1 and 2) are entitled to in terms of the various statutes and/or schemes of the Union and State Governments including benefit of carry forward and set off of accumulated loss, allowance of unabsorbed depreciation, minimum alternate tax credit entitlement, sale tax benefit concessions and other benefits and credits to which the Transferor Companies (No, 1 and 2) are entitled under IT Act and other laws and advantages of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies (No, 1 and 2) (hereinafter referred to as



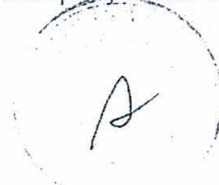
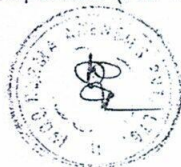
"Assets") and all secured and unsecured debts (whether undertaken in Indian Rupee or foreign currency) outstanding, liabilities (including contingent liabilities), duties and obligations shall be transferred to and vest in the Transferee Company so as to become on and from the Appointed Date the undertaking of the Transferee Company without any further act, instrument or deed.

- 1.2. Notwithstanding what is stated in Clause 1 above, it is expressly provided that such of the Assets of the Transferor Companies (No. 1 and 2) as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall be so transferred by the Transferor Companies (No. 1 and 2) to the Transferee Company without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company to the end and intent that the ownership and property therein passes to the Transferee Company on such handing over. In terms of this Scheme such transfer shall be effective from the Appointed Date.
- 1.3. In respect of such of the Assets belonging to the Transferor Companies (No 1 and 2) other than those referred to in sub-clause 1 above, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and/ or be deemed to be transferred to and vested in the Transferee Company pursuant to the provisions of section 233 of the Act shall be effective from the Appointed Date.
- 1.4. In relation to those Assets belonging to the Transferor Companies (No 1 and 2), which require separate documents of transfer, if any, the parties will execute the necessary documents, if and when required and in particular with effect from the Appointed Date and upon the Scheme becoming effective, all immovable properties including but not limited to land and buildings or any other immovable properties of Transferor Companies (No 1 and 2), whether freehold or leasehold, and any documents of title, rights and easements in relation thereto shall stand transferred to and be vested in Transferee Company, without any further instrument, deed or act or payment of any further fee, charge or securities either by the Transferor Companies (No 1 and 2) or Transferee Company. The mutation/ substitution of the title to the immovable properties shall be made and duly recorded in the name of Transferee Company by the appropriate authorities pursuant to the sanction of the Scheme by the Regional Director (Central Government) and the Scheme becoming effective in accordance with the terms hereof.



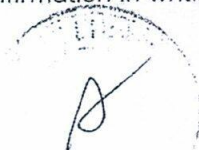
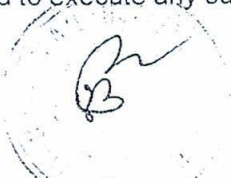
- 1.5. With effect from the Appointed Date and upon the Scheme becoming effective, all contracts, deeds, bonds, agreements, schemes, Merger and other instruments of whatsoever nature in relation to Transferor Companies (No. 1 and 2) to which the Transferor Companies (No. 1 and 2) are party thereto or to the benefit of which Transferor Companies (No. 1 and 2) may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favor of Transferee Company and may be enforced as fully and effectually as if, instead of Transferor Companies (No. 1 and 2), Transferee Company had been a party or beneficiary or obligee thereto
- 1.6. With effect from the appointed date and upon the Scheme becoming effective, all permits, quotas, rights, entitlements, licenses including those relating to trademarks, tenancies, patents, copyrights, privileges, software, powers, facilities of every kind and description of whatsoever nature in relation to Transferor Companies (No 1 and 2) to which Transferor Companies (No 1 and 2) are party thereto or to the benefit of which Transferor Companies (No 1 and 2) may be eligible and which are subsisting or having effect immediately before the effective date, shall be enforceable as fully and effectually as if, instead of Transferor Companies (No 1 and 2), Transferee Company had been a party or beneficiary or obligee thereto.
- 1.7. The transfer and vesting of all the Assets of the Transferor Companies (No 1 and 2), as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the Assets or any part thereof, provided however that such charges, mortgages and/or encumbrances shall be confined only to the relative Assets of the Transferor Companies (No 1 and 2) or part thereof on or over which they are subsisting on transfer to and vesting of such Assets in the Transferee Company (No 1 and 2) and no such charges, mortgages, and/or encumbrances shall be enlarged or extend over or apply to any other asset(s) of the Transferee Company.

Any reference in any security documents or Mergers (to which the Transferor Companies (No 1 and 2) are party thereto) to any Assets of the Transferor Companies (No 1 and 2) shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company and the Transferee Company shall not be obliged to create any further or additional security. Similarly, the Transferee Company shall not be required to create any additional security over Assets of the Transferor Companies (No 1 and 2) vested in the Transferee Company under this Scheme



for any loans, debentures, deposits or other financial assistance already availed by it and/or committed to be availed by it prior to the amalgamation and the charges, mortgages, and/or encumbrances in respect thereof shall not extend or be deemed to extend or apply to the Assets of the Transferor Companies (No 1 and 2), as the case may be, vested in the Transferee Company under this Scheme.

- 1.8. Upon the Scheme coming into effect and on and from the Appointed Date, all debts, liabilities, duties and obligations of every kind, nature and description of the Transferor Companies (No 1 and 2) shall also be transferred to and deemed to stand transferred to the Transferee Company without any further act, instrument or deed so as to become the debts, liabilities, duties and obligations of the Transferee Company pursuant to the provisions of section 233 of the Act. In respect of the debts, liabilities, duties and obligations of the Transferor Companies (No 1 and 2), it is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or Merger by virtue of which such debts, liabilities, duties and obligations have arisen (though the Transferee Company may, if it deems appropriate, give notice to the creditors that the debts stand transferred to and assumed by the Transferee Company).
- 1.9. For the removal of doubts, it is clarified that to the extent that there are inter-company loans, deposits, obligations, balances or other outstanding as between the Transferor Companies (No 1 and 2) and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.
- 1.10. The Transferee Company may at any time after the coming into effect of the Scheme, if so required under the provisions of any law for the time being in force or otherwise at its discretion, execute deeds of confirmation, in favour of secured creditors of the Transferor Companies (No 1 and 2) or in favour of any other party as directed by the Transferor Companies (No 1 and 2) with regard to any contract or Merger to which the Transferor Companies (No 1 and 2) are party thereto or any other writings that may be necessary to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such confirmation in writing on behalf



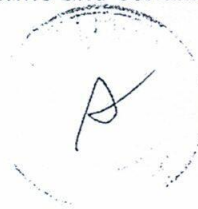
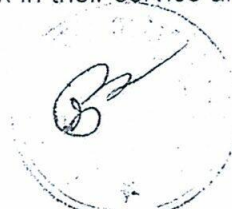
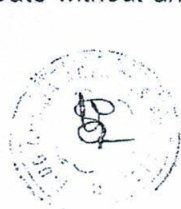
of the Transferor Companies (No 1 and 2) and to implement or carry out all such formalities or compliance referred to above on behalf of the Transferor Companies (No 1 and 2)

2. LEGAL PROCEEDINGS

- 2.1. With effect from the Appointed Date, Transferee Company shall bear the burden and the benefits of any legal or other proceedings initiated by or against Transferor Companies (No 1 and 2). Provided however, all legal, administrative and other proceedings of whatsoever nature by or against Transferor Companies (No 1 and 2) pending in any court or before any authority, judicial, quasi-judicial or administrative, any adjudicating authority and/or arising after the Appointed Date and relating to Transferor Companies (No 1 and 2) or its respective properties, assets, liabilities, duties and obligations shall be continued and/or enforced until the Effective Date by or against Transferor Companies (No 1 and 2) and from the Effective Date, shall be continued and enforced by or against Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against Transferor Companies (No 1 and 2)
- 2.2. On and from the Effective Date, the Transferee Company shall and may, if required, initiate any legal proceedings in relation to the Transferor Companies (No 1 and 2) in the same manner and to the same extent as it would or might have been initiated by the Transferor Companies (No 1 and 2)
- 2.3. If any suit, appeal or other proceedings of whatever nature by or against Transferor Companies (No 1 and 2) be pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the transfer of the Transferor Companies (No 1 and 2) businesses and undertakings or of anything contained in this scheme but the proceedings may be continued, prosecuted and enforced by or against Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Transferor Companies (No 1 and 2) as if this Scheme had not been made.

3. EMPLOYEE MATTERS

- 3.1. On the Scheme coming into effect, all staff, workmen and employees of the Transferor Companies (No 1 and 2) in service on the Effective Date shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Effective Date without any break in their service and the terms and conditions of their




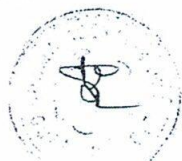
employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Companies (No 1 and 2) on the Effective Date.

It is expressly provided that, in so far as the Gratuity Fund, Provident Fund, Superannuation Fund, if applicable, Employee's State Insurance Corporation Contribution, Labour Welfare Fund or any other Fund created or existing for the benefit of the staff, workmen and employees of the Transferor Companies (No 1 and 2) are concerned, upon the Scheme coming into effect, the Transferee Company shall stand substituted for the Transferor Companies (No 1 and 2) for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Companies (No 1 and 2) in relation to such fund or funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees of the Transferor Companies (No 1 and 2) under such Funds and Trusts shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of Transferor Companies (No 1 and 2) will be treated as having been continuous for the purpose of the said Fund or Funds.

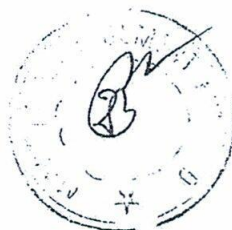
- 3.2. In so far as the Provident Fund, Gratuity Fund, Superannuation Fund, if applicable or other Special Scheme(s) Fund(s) created or existing for the benefit of the employees of the Transferor Companies (No 1 and 2) are concerned upon the coming into effect of this Scheme, balances lying in the accounts of the employees and workmen of the Transferor Companies (No 1 and 2) in the said funds as on the Effective Date shall stand transferred from the trusts/funds of the Transferor Companies (No 1 and 2) to the corresponding trust/ funds set up by the Transferee Company.

4. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, leave and license agreements, licenses, engagements, certificates, benefits, privileges, entitlements, grants, sanctions, permissions, consents, approvals, concessions, any schemes under which the Transferor companies (No 1 and 2) is registered with the government or any other authorities and incentives (including but not limited to the benefits under the IT Act, service tax, Goods and Service Tax and other laws), remissions, remedies, subsidies, guarantees, licenses and other instruments, if any, of whatsoever nature to which the Transferor Companies (No 1 and 2) are a party thereto

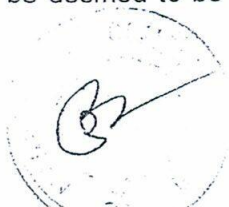


and which have not lapsed and are subsisting or having effect on Effective Date shall be in full force, and be effective against or in favour of the Transferee Company as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies (No 1 and 2), the Transferee Company had been a party thereto. The Transferee Company may enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite restructurings, confirmations, or novation, to which the Transferee Company will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if so required or considered necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, writings, or confirmations on behalf of the Transferor Companies (No 1 and 2) and to implement and/or carry out all formalities required on the part of the Transferor Companies (No 1 and 2) to give effect to the provisions of this Scheme.



5. TAXATION AND OTHER MATTERS

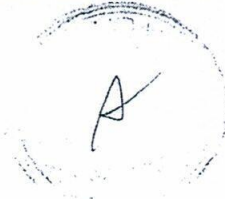
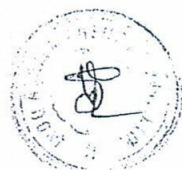
- 5.1. With effect from the Appointed Date, all the profits or income accruing or arising to Transferor Companies (No 1 and 2), and all expenditure or losses arising or incurred by Transferor Companies (No 1 and 2) shall, for all purposes, be treated (including all taxes, if any, paid or accruing in respect of any profits and income) and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of Transferee Company. Moreover, Transferee Company shall be entitled to revise its statutory returns relating to indirect taxes like sales tax, service tax/excise, goods and service tax, etc. and to claim refund/credits and/or set off all amounts under the relevant laws towards the transactions entered into by Transferee Company and Transferor Companies (No 1 and 2) which may occur between the Appointed Date and the Effective Date. The rights to make such revisions in the sales tax/goods and service tax returns and to claim refunds/credits are expressly reserved in favour of Transferee Company.
- 5.2. Upon the Scheme becoming effective, the Transferor Companies (No 1 and 2) and the Transferee Company shall be entitled, wherever necessary and pursuant to the provisions of this Scheme, to file or revise their financial statements, tax returns, tax deduction at source certificates, tax deduction at source returns, and other statutory returns, and shall have the right to claim refunds, advance tax credits, credit for Minimum Alternate Tax, carry forward of losses and unabsorbed depreciation, deductions, tax holiday benefits, deductions or any other credits and /or set off of all amounts paid by the Transferor Companies (No 1 and 2) or the Transferee Company under the relevant laws relating to Income Tax, Value Added Tax, Service Tax, Central Sales Tax, Goods and service Tax or any other tax, as may be required consequent to the implementation of the Scheme
- 5.3. On or after the Effective Date, all rights, entitlements, and powers to revise returns and filings of the Transferor Companies (No 1 and 2) under the IT Act, service tax laws, Goods and Service Tax and other laws, and to claim refunds and / or credits for taxes paid, etc. and for matters incidental thereto, shall be available to, and vest with the Transferee Company and its rights to make such revisions in the statutory returns and to claim refunds, advance tax credits and/or set off the tax liabilities is expressly granted.
- 5.4. The accumulated losses and unabsorbed depreciation (if any) of the Transferor Companies (No 1 and 2) shall be deemed to be the losses and depreciation of the



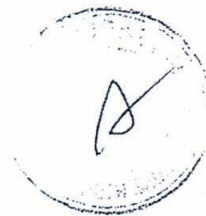
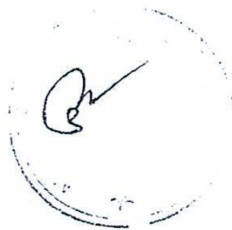
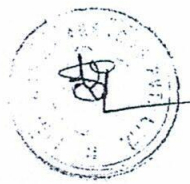
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transferee Company for the previous year in which the amalgamation is effected as per the provisions of Section 72A of the IT Act.

- 5.5. All the tax payments (including, without limitation payments under the IT Act, Goods and Service Tax and other laws) whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies (No 1 and 2) in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source by Transferor Companies (No 1 and 2) on transactions with the Transferee Company, if any (from Appointed Date till Effective Date) shall be deemed to be advance taxes paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.
- 5.6. Any refund under the IT Act, service tax laws, Goods and Service Tax or other applicable laws / regulations dealing with taxes/ duties / levies tax due to Transferor Companies (No 1 and 2) consequent to the assessment made on Transferor Companies (No 1 and 2) and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 5.7. All tax assessment proceedings / appeals of whatsoever nature by or against the Transferor Companies (No 1 and 2) pending and/or arising at the Appointed Date and relating to the Transferor Companies (No 1 and 2) shall be continued and / or enforced until the Effective Date against the Transferor Companies (No 1 and 2) and from the Effective Date, the same shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies (No 1 and 2). Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies (No 1 and 2) into the Transferee Company or anything contained in the Scheme.
- 5.8. In accordance with the Goods and Service Tax, as are prevalent on the Effective Date, the unutilized credits relating to on inputs tax paid on inputs/ work in process /capital goods/ input services lying in the accounts of the Undertaking of the Transferor Companies (No 1 and 2) shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the Goods and service tax payable by it.



- 5.9. Any concessional or statutory forms under the laws of the Goods and Service Tax, or local levies issued or received by the Transferor Companies (1 and 2), if any, in respect of the period commencing from the Appointed Date shall be deemed to be issued or received in the name of the Transferee Company and benefit of such forms shall be allowable to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Companies (1 and 2).
- 5.10. In respect of the inter-company service transactions between the Appointed Date and the Effective Date of the Scheme of Amalgamation, Goods and Service Tax (GST) charged by the service provider to the service recipient entity would be available as Input Tax Credit (ITC) to the recipient entity, despite such transactions getting disregarded as service transactions.
- 5.11. From the Effective Date till such time as the name of the Transferee Company would get entered as the account holder in respect of all the bank accounts and demat accounts of Transferor Companies (No 1 and 2) in the relevant bank's/ Depository Participant's books and records, the Transferee Company shall be entitled to operate the bank/demat accounts of Transferor Companies (No. 1 and 2) in their existing names.
- 5.12. Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives concessions and other authorizations of Transferor Companies (No 1 and 2) shall stand transferred by the order of the Regional Director to Transferee Company, Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the orders of the sanctioning Regional Director (Central Government).

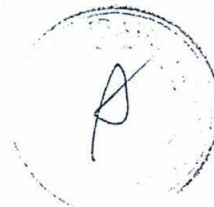
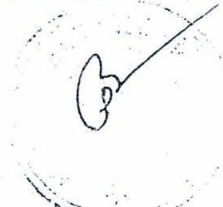
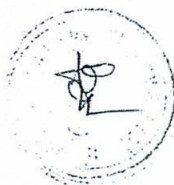


6. CONDUCT OF BUSINESS

6.1. With effect from the Appointed Date and till the Scheme come into effect:

- (a) Transferor Companies (No 1 and 2) shall be deemed to carry on all their businesses and activities and stand possessed of their properties and assets for and on account of and in trust for Transferee Company; and all the profits accruing to Transferor Companies (No 1 and 2) and all taxes thereon or gains or losses arising or incurred by them shall, for all purposes, be treated as and deemed to be the profits or losses, as the case may be, of Transferee Company.
- (b) Transferor Companies (No 1 and 2) shall carry on its business with reasonable diligence and in the same manner as they had been doing hitherto, and Transferor Companies (No 1 and 2) shall not alter or substantially expand its businesses except with the concurrence of Transferee Company.
- (c) Transferor Companies (No 1 and 2) shall not, without the written concurrence of Transferee Company, alienate, charge, or encumber any of their properties except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of Transferee Company, as the case may be.
- (d) Transferor Companies (No 1 and 2) shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of Transferee Company the terms and conditions of employment of any of its employees, nor shall it conclude settlement with any union or its employees except with the written concurrence of Transferee Company.
- (e) With effect from the Appointed Date, all debts, liabilities duties and obligations of Transferor Companies (No 1 and 2) as on the close of business on the date preceding the Appointed Date, whether or not provided in their books and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of Transferee Company.

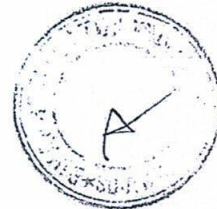
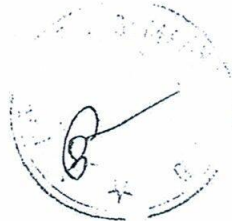
6.2. Upon the Scheme coming into effect, the Transferee Company shall commence and carry on and shall be authorized to carry on the business carried on by Transferor Companies (No 1 and 2). It is clarified that the approval of the members of the



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Transferee Company to the Scheme shall be deemed to be their consent of approval also to the ancillary and incidental alterations, if any, to be carried out to the Memorandum of Association of the Company as may be required under the Act and there would be no further requirement of obtaining the members approval for such alterations arising pursuant to the sanctioned Scheme.

- 6.3. For the purpose of giving effect to the vesting order passed under Sections 233 of the Companies Act, 2013 and Rule 25 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016 in respect of this Scheme by the Regional Director (Central Government), Transferee Company shall, at any time pursuant to the orders on this Scheme, be entitled to get the record of the change in the legal right(s) upon the vesting of the business and undertaking of the Transferor Companies (No. 1 and 2) in accordance with the provisions of Section 233 of the Companies Act, 2013. Transferee Company shall be authorized to execute any pleadings; applications, forms, etc., as are required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.



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PART – III

CONSIDERATION AND ACCOUNTING TREATMENT

1. CONSIDERATION

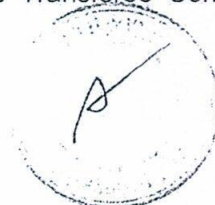
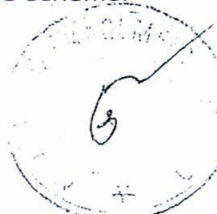
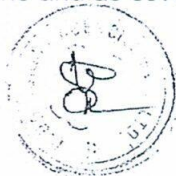
(a) Upon the Scheme coming into effect 2,43,95,679 equity shares of Rs.2 each constituting 67.84% of the paid-up capital of the Transferee Company held by the Transferor Company No 1 and 81,36,860 equity shares of Rs,2 each constituting 22.63% of the paid-up capital of the Transferee Company held by the Transferor Company No 2 shall stand cancelled without any further application, act or deed. Upon coming into effect of this scheme, the share certificates of the Transferee Company in relation to the shares held by the Transferor Companies (No 1 and 2) as aforesaid shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect without any necessity of them being surrendered.

(b) Issue of equity shares to the shareholders of IBAPL (Transferor Company 1) and MMPL (Transferor Company 2): Upon the scheme becoming operative and sanctioned by the Regional Director, the Transferee Company shall without any further application and in consideration of transfer and vesting of undertaking etc. of the Transferor Companies, issue and allot on proportionate basis (excluding cross holding) equity shares to the members of the Transferor Companies in the ratio of exchange as arrived on the basis of report obtained from the Registered Valuer as follows

- 123 fully paid Equity shares of Rs. 2/- each of BIHAR HOTELS LIMITED (Transferee Company) in exchange of 1 fully paid Equity Shares of Rs. 100/- each of INDO BURMA AGENCIES PVT LTD (Transferor Company No.1); and

- 6 fully paid Equity shares of Rs. 2/- each of BIHAR HOTELS LIMITED (Transferee Company) in exchange of 1 fully paid Equity Shares of Rs. 10/- each of MAURYA MANAGEMENT PRIVATE LIMITED (Transferor Company No. 2)

may be allotted to the shareholders of the Transferor Companies (No.1 and 2) holding shares in respective Transferor Companies (No.1 and 2) on the Effective Date on the terms and conditions as the Board of Directors of the Transferee Company may determine and as covered in the scheme.



(c) In case the Transferor Companies (No. 1 and No. 2) make any allotment of shares between the Appointed Date and the Effective Date, the said allottees shall also upon the Scheme becoming operative, in consideration of the transfer and vesting of Transferor Companies (No 1 and 2) in Transferee Company in terms of this Scheme, shall without any further application or deed be issued and allotted Equity shares in Transferee Company, credited as fully paid-up in the same ratio as are allotted to the other equity shareholders of the Transferor Companies (No. 1 and 2).

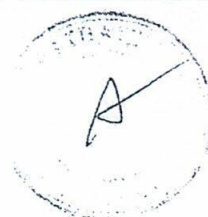
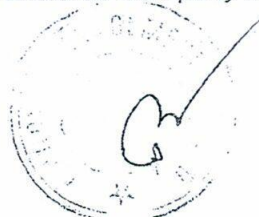
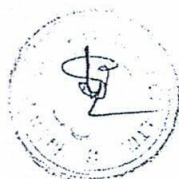
(d) No shareholder of Transferor Companies (No. 1 and 2) shall be allotted any fractional shares in the Transferee Company. All fractional entitlements of the shareholders of the Transferor Companies (No 1 and 2) in so far as they exceed 0.5 shall be rounded to off to one and in so far as they are equal to or less than 0.5 shall be ignored, so that finally the share will be adjusted in such a way that the share in final sheet do not exceed as per the ratio.

(f) The new Shares to be issued and allotted in terms hereof will be subject to Memorandum and Articles of Association of Transferee Company and shall rank pari-passu in all respects with the existing equity shares of the Transferee Company and shall be entitled to pro-rata dividend, if any, from the Effective Date.

(g) As required under Section 247 read with Section 230 of the Companies Act, 2013, the valuation of the shares of the Companies involved in the scheme has been conducted by a Registered Valuer registered with the Insolvency and Bankruptcy Board of India (IBBI). The Valuer has adopted appropriate methodologies, including the Income, Market, and Asset-Based approaches, Discounted Flow method, Net Assets Value method, Book Value Method etc as deemed suitable, to ensure that the valuation is fair, transparent, and equitable for all stakeholders, including shareholders and creditors, in compliance with applicable regulatory standards

(h) The approval of this scheme by the shareholders of the Transferee Company shall be deemed to be due compliance of Section 62 and other relevant and applicable provisions of the Companies Act, 2013 for issue and allotment of equity shares to the shareholders of the Transferor Companies under the scheme.

(i) All the shares held by the Transferee Company in the Transferor Companies or by the Transferor Companies in the Transferee Company inter-se shall stand cancelled;



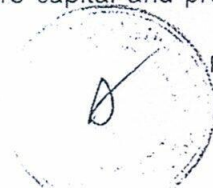
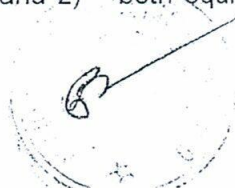
- (j) The shareholders of the Transferor Companies (No 1 and 2) need not surrender their existing share certificate for getting shares of the Transferee Company. The Transferee Company shares shall be issued in dematerialized form to all eligible shareholders holding the Transferor Companies (No 1 and 2) shares, in accordance with the applicable law.
- (k) All the shareholders of the Transferor Companies (No 1 and 2) shall accept the share(s) of the Transferee Company to be allotted in terms of this scheme as sanctioned by the Central Government, power vested with Regional Director, Eastern Region, in lieu of their existing shareholdings in the Transferor Companies.

2. CHANGE IN OBJECT CLAUSE

- (a) In order to carry on the activities currently being carried out by the Transferor Companies (No. 1 and 2) in relation to the Undertaking, upon coming into effect of the Scheme, the applicable main objects in the memorandum of association of the Transferor Companies (No 1 and 2) shall be added to the matters which are necessary for the furtherance of the objects of the Memorandum of Association of the Transferee Company, to the extent such objects are not already covered in the memorandum of association of the Transferee Company, pursuant to applicable provisions of the Act.
- (b) Under the accepted principle of single window clearance, it is hereby provided that the amendments pursuant to this Clause 2(a) shall become operative on the scheme becoming effective by virtue of the fact that the shareholders of the Transferee Company, while approving the Scheme as a whole, have approved and accorded the relevant consents as required under the Act for amendment of the memorandum of association of the Transferee Company and shall not be required to pass separate resolutions under the applicable provisions of this Act.

3. INCREASE IN AUTHROISED SHARE CAPITAL AND AMENDMENT TO MEMORANDUM OF THE TRANSFEREE COMPANY

- (a) Upon the Scheme becoming effective, the Authorized Share Capital of the Transferor Companies (No 1 and 2) – both equity share capital and preference



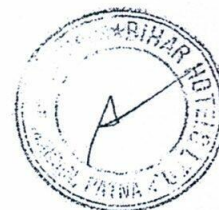
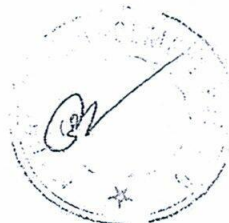
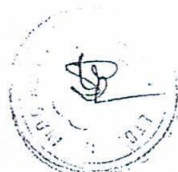
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share capital shall be deemed to be added to the Authorized Equity Share Capital of the Transferee Company without any further act, deed or procedure, formalities or payment of any stamp duty and registration fees, if any. It is hereby clarified that the entire Authorized Preference Share Capital of both the Transferor Companies are unissued as on Date and, accordingly, such amount shall stand reclassified into equity share capital and added to the Authorized Equity Share Capital of the Transferee Company. The Face Value of equity shares shall remain same as of the Transferee Company after increase of the Authorized Capital.

- (b) The transferee company shall file an application with the Registrar of Companies along with the scheme registered, indicating the revised authorized capital and pay the prescribed fees due on revised capital, if any, as per the provisions of section 233(11) of the Companies Act 2013 read with relevant applicable rules and other applicable provisions of the Act; Provided that the fee, if any, paid by the Transferor Companies (No 1 and 2) on its authorized capital prior to its merger or amalgamation with the transferee company shall be set-off against the fees payable by the transferee company on its authorized capital enhanced by the merger or amalgamation as per the provisions of section 233(11) of the Companies Act 2013 read with relevant applicable rules and other applicable provisions of the Act;
- (c) Upon coming into effect of the Scheme, Clause V of the Memorandum of Association of the Transferee Company shall without any further act, deed or instrument be substituted as follows:

The Authorised Share Capital of the company is Rs. 35,35,00,000 (Rupees Thirty-Five Crores and Thirty-Five Lakhs Only) divided into 17,67,50,000 (Seventeen Crores Sixty-Seven Lakhs and Fifty Thousand Only) Equity Shares of Rs. 2/-each.

- (d) On approval of the Scheme by the members of Transferee Company pursuant to Section 233 of the Act, it shall be deemed that the said members have also accorded all relevant consents under Sections 13, 14, 61 and other applicable provisions of Companies Act, 2013 as may be applicable for the purpose of amendment of the Memorandum of Association of the Transferee Company as above.

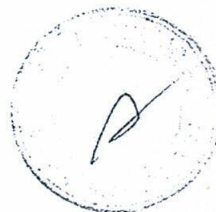


(e) Under the accepted principle of single window clearance, it is hereby provided that the amendments pursuant to this Clause 2(a) shall become operative on the scheme becoming effective by virtue of the fact that the shareholders of the Transferee Company, while approving the Scheme as a whole, have approved and accorded the relevant consents as required under the Act for amendment of the memorandum of association of the Transferee Company and shall not be required to pass separate resolutions under the applicable provisions of this Act under Sections 13, 14 and 61 of the Act for amendment of the Memorandum of Association of the Transferee Company.

4. ACCOUNTING TREATMENT FOR AMALGAMATION

4.1. Recording of Assets and Liabilities: All the assets and liabilities of the Transferor Companies (No 1 and 2) will be recorded at their respective book values and in the same form as appearing in the respective books of the Transferor Companies (No 1 and 2). The identity of the reserve and surplus, if any, and debit balance in the Profit and Loss account, if any of the Transferor Companies (No 1 and 2) will be preserved and shall be transferred to the Transferee Company in the same manner in which it appears in the books of Transferor Companies (No 1 and 2) as on the Appointed Date. The difference between the amount recorded as share capital issued and the amount of share capital of the Transferor Companies (No 1 and 2) shall be adjusted in reserves. For this purpose, reserves include capital reserve and goodwill, depending on whether the net assets exceed or fall short of the liabilities and share capital of the Transferor Companies. The amalgamation shall be classified as a merger and will be accounted for in the books of the Transferee Company in compliance with in accordance with the "Pooling of interests Method" of accounting as per Accounting Standard (AS) 14 – Accounting for Amalgamations as notified by the Companies (Accounting Standards) Rules, 2021, as amended from time to time and adjustments shall be made wherever necessary to conform to the accounting policies and methods adopted by the Transferee Company.

4.2. Inter-corporate deposits/loans and advances, if any, outstanding between the Transferee Company and the Transferor Companies (No 1 and 2) inter-se shall stand cancelled and there shall be no further obligation / outstanding in that behalf. Any difference arising on such cancellation should be adjusted in the reserves of the Transferee Company.

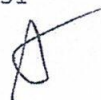
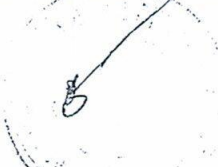
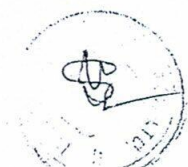


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- 4.3. All the assets and liabilities in the books of the Transferor Companies (No 1 and 2) shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company in accordance with the applicable accounting standard.
- 4.4. Upon the Scheme being effective, and in consideration of the transfer of and vesting of the undertaking of the Transferor Companies (No 1 and 2) in the Transferee Company in terms of the Scheme, all the equity shares issued by the Transferee Company and held by the Transferor Companies (No 1 and 2) and/or its nominees, shall stand cancelled and extinguished, and in lieu thereof, no allotment of any shares in the transferee Company shall be made to any person whatsoever.
- 4.5. The difference, if any, of the value of the assets over the value of the liabilities and reserves of the Transferor Companies (No 1 and 2) being vested in the Transferee Company pursuant to this Scheme and recorded in the books of account of the Transferee Company shall be adjusted in the Reserves in the Balance Sheet of the Transferee Company. In terms of the provisions of the Accounting Standard 14 – Accounting for Amalgamations any surplus/deficit arising out of Amalgamation shall be adjusted in the Reserves of the Transferee Company.
- 4.6. Upon the coming into effect of this Scheme, the resolutions, and other actions undertaken by the Transferor Companies (No 1 and 2) including the approvals that may have been obtained by the Transferor Companies (No 1 and 2) from its shareholders under provisions of Section 180, Section 185, Section 186 and Section 188, approvals that may be obtained under the Act and which are valid and subsisting and be considered as resolutions of the Transferee Company and if any resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

5. SAVING OF CONCLUDED TRANSACTIONS

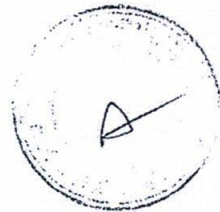
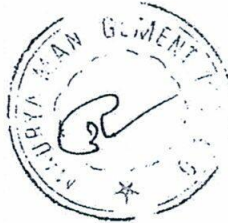
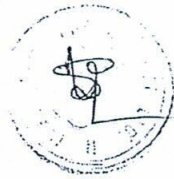
The transfer of properties and liabilities and the continuance of proceedings by or against Transferor Companies (No 1 and 2) as envisaged in above shall not affect any transaction or proceedings already concluded by Transferee Company on or before the Appointed Date and after the Appointed Date till the Effective Date,



to the end and intent that Transferor Companies (No 1 and 2) accept and adopts all acts, deeds and things done and executed by Transferee Company in respect thereto as done and executed by Transferee Company in respect thereto as done and executed on behalf of itself.

6. DISSOLUTION OF TRANSFEROR COMPANIES

On occurrence of the Effective Date, Transferor Companies (No. 1 and 2) namely Indo Burma Agencies Private Limited and Maurya Management Private Limited shall, without any further act or deed, shall stand dissolved without going through the winding - up process.



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PART -IV
OTHER PROVISIONS

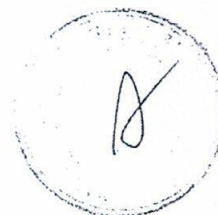
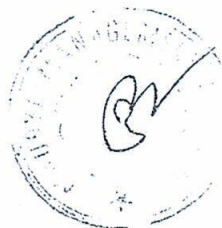
1. Application to the Regional Director

- 1.1. On the Scheme being agreed to by the requisite majorities of all the classes of the members and/or creditors of Transferor Companies (No 1 and 2) and Transferee Company, the Transferor Companies (No 1 and 2) and Transferee Company shall, jointly or severally, with all reasonable dispatch, make application to the "Regional Director (Central Government) of relevant jurisdiction" under Section 233 and other applicable provisions of the Act read with Rule 25 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016, for sanctioning the Scheme with such modifications and for such other orders, as the said Regional Director (Central Government) may deem fit for carrying this Scheme into effect and for dissolution of Transferor Companies (No. 1 and 2) without winding-up.

2. Conditionality of Scheme:

The Scheme is conditional upon and subject to:

- 2.1. The observations/objections of Registrar of Companies and Official Liquidator in terms of Section 233 of the Act.
- 2.2. The Scheme being agreed to by the requisite majority of members of the Transferor Companies (No.1 and 2) and the Transferee Company.
- 2.3. The Scheme being approved by the Regional Director (Central Government) at Kolkata/Regional Director (Central Government) of Relevant Jurisdiction.
- 2.4. The Confirmation Order of the Regional Director (Central Government) sanctioning this Scheme being filed with the Registrar of Companies having jurisdiction over the Transferee Company and the Transferor Companies (No.1 and 2).
- 2.5. All other sanctions and approvals, as may be required by law, in respect of this Scheme being obtained.



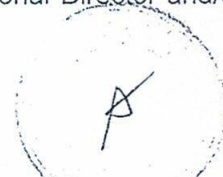
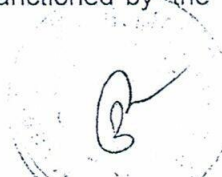
2.6. It is clarified that on the approval of the Scheme by the requisite majority of members and creditors of the Transferor Companies (No 1 and 2) and the Transferee Company pursuant to Section 233 of the Act as aforesaid, it shall be deemed that the said members and creditors have also resolved and accorded all relevant consents under any other provisions of the Act to the extent the same may be considered applicable. It is further clarified that there will be no need to pass any separate shareholders' resolution(s) under such other provisions of the Act. Without prejudice to the generality of the foregoing, such single window approval of the shareholders pursuant to Section 233 of the Act shall include approvals under Sections 13, 14, and 61 of the Companies Act, 2013 to the extent considered applicable.

3. Modification or Amendment of the Scheme and Revocation of the Scheme

3.1. The Transferee Companies and the Transferor Companies (No 1 and 2) by 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 make and/or consent to any modifications or amendments to the Scheme or to any conditions or limitations that the Regional Director/Registrar of Companies/ Official Liquidator and/or other authority may deem fit to direct or impose or which may otherwise be considered necessary or desirable. The Transferee Company and the Transferor Companies (No 1 and 2), by their respective Board of Directors, or such other person or persons, the respective Board of Directors may authorize, including any committee or sub-committee thereof, shall be authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt, difficulties or questions whether by reason of any order(s) of the Regional Director or of any directive or order(s) of any other authority or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

3.2. Transferor Companies (No 1 and 2) and Transferee Company shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by the Regional Director or any other authority is not on terms acceptable to them.

3.3. In the event of any of the said sanctions/approvals/conditions referred hereinabove not being obtained and/or complied with and/or satisfied and/ or this Scheme not being sanctioned by the Regional Director and/or order or

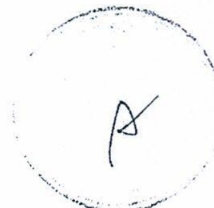
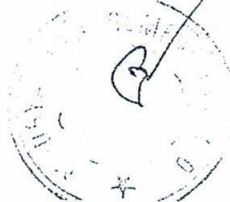
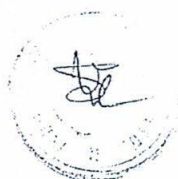


orders not being passed as aforesaid and/or the Scheme failing to be made effective, this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Transferor Companies (No 1 and 2) and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each company shall bear its own costs unless otherwise mutually agreed. Further, the Board of Directors of the Transferor Companies (No 1 and 2) and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme to be of no effect if such boards are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the drawn-up orders with any authority could have adverse implication on all/any of the company.

- 3.4. If any part of the Scheme is found to be unworkable for any reason whatsoever, the same shall subject to the decision of the Transferor Companies (No 1 and 2) and the Transferee Company, not affect the validity or implementation of the other parts and/or provisions of this Scheme.

4. POST SCHEME CONDUCT OF OPERATIONS

Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all Bank Accounts of the Transferor Companies (No 1 and 2) and realize all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Companies (No 1 and 2) in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Companies (No 1 and 2) to the Transferee Company under this Scheme is formally accepted by the Transferor Companies (No 1 and 2) and the Transferee Company concerned. Pursuant to the Scheme becoming effective the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961 (including for minimum alternate tax purposes and tax benefits), service tax 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 said tax laws, and for matters incidental thereto, if required to give effect to the provisions of this Scheme.

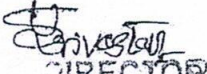


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5. Costs

All costs, charges, fees, taxes including duties (including the stamp duty, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in relation to or in connection with negotiations leading to the Scheme or carrying out and implementing the terms and conditions or provisions of this Scheme in relation to Transferor Companies (No. 1 and 2) and matters incidental thereto shall be borne and paid by Transferee Company.

For Indo Dining Agencies Pvt. Ltd.


DIRECTOR

For MAURYA MANAGEMENT PVT. LTD.


DIRECTOR

For Bihar Hotels Ltd.


Managing Director





Prohibition Excise & Registration Department, Government of Bihar



INDIA NON JUDICIAL



Other

First Party Name * : Not Applicable

Second Party Name * : INDO BURMA AGENCIES PVT LTD

Purchased By * : INDO BURMA AGENCIES PVT LTD

Certificate Number : BR038156541775814537681

Consideration Price : ₹0.00/-

Stamp Duty Paid : ₹1000.00/-

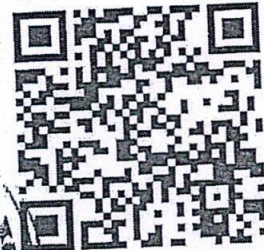
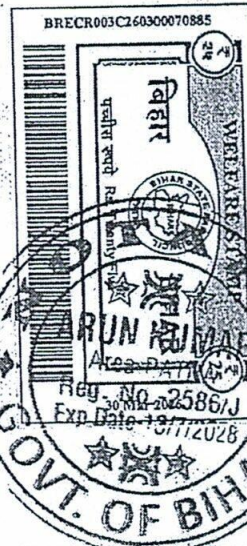
Registration Fee & Other Fees : ₹0.00/-

LLR & Proc Fee : ₹0.00/-

Miscellaneous Fees : ₹0.00/-

Discore SC : ₹0.00/-

Total Amount : ₹1000.00/- (One Thousand)



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Phone No: _____

Sold To/Issued To: INDO BURMA AGENCIES

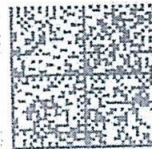
For Whom/ID Proof: INDO BURMA AGENCIES

भारत INDIA
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D S R OFFICE
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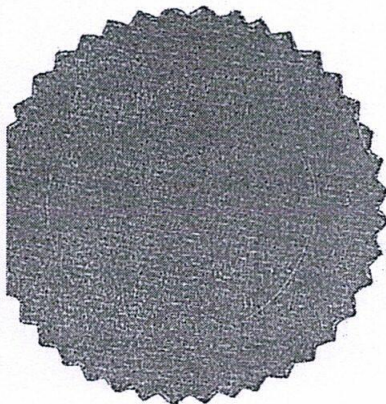
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No 1140 Date 10/4/2026

ARUN KUMAR
Collectorate PATNA (Bihar), INDIA
NOTARY
Reg. No. 2586/J

THIS STAMP PAPER IS INTEGRAL PART OF
THE DECLARATION OF SOLVENCY
SIGNED ON BEHALF OF
INDO BURMA AGENCIES PRIVATE
LIMITED

BY BINU KAKKANATTU JOSE AND UMESH
CHANDRA SRIVASTAVA



Smt. Umesh chandra Srivastava
Binu Kakkanattu Jose

Deponent's Signature/L. T.I.

Identified by... K.M. Gadhvi
Advocate, Solmenly affirmed and
declared before me

10.4.2026
ARUN KUMAR
NOTARY PATNA

FORM NO. CAA.10

[Pursuant to section 233(1)(c) of the Companies Act, 2013 and rule 25(2)]

Declaration of Solvency

1. a. Corporate Identity Number (CIN) of company : U51909BR1943PTC051255
b. Global location number (GLN) of company : NA
2. a. Name of the company : Indo Burma Agencies Private Limited
b. Address of the registered office of the company : Maurya Patna, South Gandhi Maidan, Patna - 800001, Bihar
c. E-mail ID of the company : indoburmapat@yahoo.com
3. a. Whether the company is listed : No
b. If listed, please specify the name(s) of the stock exchange(s) where listed: : NA
4. Date of Board of Directors' resolution approving the scheme : 26th March, 2026

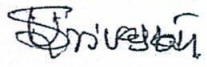
DECLARATION OF SOLVENCY

We, the Directors of Indo Burma Agencies Private Limited, do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31.03.2025, being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies, Patna.

Signed for and behalf of the Board of Directors:

Signature: For INDO BURMA AGENCIES PVT. LTD. 	Signature: For INDO BURMA AGENCIES PVT. LTD. 
Name: Umesh Chandra Srivastava <i>Director / Authorised Signatory</i>	Name: Binu Kakkannattu Jose <i>Director / Authorised Signatory</i>
Designation: Director	Designation: Director
DIN:- 08684427	DIN:- 08428045

Date: 10th April, 2026

Place: Patna

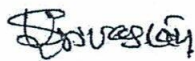


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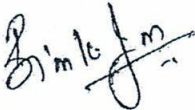
Verification:

We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between Indo Burma Agencies Private Limited (Transferor Company No.1) and Maurya Management Private Limited (Transferor Company No.2) with Bihar Hotels Limited (Transferee Company) is proposed to be placed before the shareholders and creditors of the Company for approval as per the provisions of sub-section (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 10th Day of April 2026

(1) Signature : 

Name : Umesh Chandra Srivastava
Designation : Director (DIN:08684427)

(2) Signature : 

Name : Binu Kakkanattu Jose
Designation : Director (DIN:08428045)

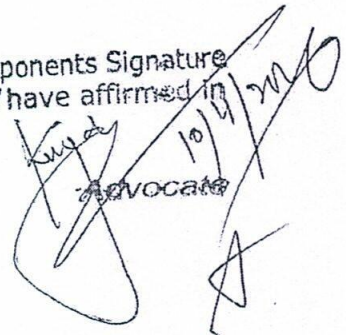
Solemnly affirmed and declared at Patna the 10th day of April 2026 before me
Commissioner of Oaths and Notary Public

Attachments:

1. Copy of board resolution
2. Statement of assets and liabilities
3. Auditors report on the statement of assets and liabilities



I Identify the deponents Signature
L.T.I. who has/have affirmed in
my presence.


Advocate



INDO BURMA AGENCIES (P) LTD.

CIN : U51909BR1943PTC051255

CERTIFIED TRUE COPY OF EXTRACT OF RESOLUTIONS PASSED AT "06TH OF 2025-26" MEETING OF BOARD OF DIRECTORS OF INDO BURMA AGENCIES PRIVATE LIMITED HELD ON THURSDAY, THE 26TH DAY OF MARCH, 2026 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT: MAURYA PATNA, SOUTH GANDHI MAIDAN, PATNA-800001, BIHAR AT 11:00 A.M.

Approval of Declaration of Solvency pursuant to Scheme of Amalgamation:

"RESOLVED THAT pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions of the Companies Act 2013 and rules framed thereunder, including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force, and in view of the proposed amalgamation of INDO BURMA AGENCIES PVT LTD (TRANSFEROR COMPANY 1) and MAURYA MANAGEMENT PRIVATE LIMITED (TRANSFEROR COMPANY 2) WITH BIHAR HOTELS LIMITED (TRANSFeree COMPANY), the Board of Directors herewith declare that we have made a full enquiry into the affairs of the Company and have formed the opinion that the Company is capable of meeting its liabilities as and when they fall due and that the Company will not be rendered insolvent within a period of one year from the date of making this declaration".

"RESOLVED FURTHER THAT in view of the above, the Declaration of Solvency along with the Statement of Assets and Liabilities as placed before this meeting be and are hereby approved and taken on record and the same be signed by Mr. Umesh Chandra Srivasata (DIN: 08684427), director and Mr. Binu Kakkanattu Jose (DIN: 08428045), director along with any Affidavit as may be required".

"RESOLVED FURTHER THAT any Director of the Company be and is hereby jointly and/or severally authorised to act and take such steps and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

For Indo Burma Agencies Pvt. Ltd.

For Indo Burma Agencies Pvt. Ltd.

For Indo Burma Agencies Pvt. Ltd.

(Binu Kakkanattu Jose)
Director ~~DIRECTOR~~
DIN: 08428045

Address: Flat No. - 23, Galaxy
Apartment-2, New Patliputra
Colony, Patna - 800013, Bihar

(Khatib Rahman)
Director ~~DIRECTOR~~
DIN: 08426348

Address: Sabzi Mandi
Road, Near Anglo
Qabristan Gate,
Koirpurwa, Buxar -
802101, Bihar.

(Umesh Chandra Srivastava)
Director ~~DIRECTOR~~
DIN: 08684427

Address: Vinita Sadan, Maurya Vihar
Colony, Ballammichak Punpun Road,
Near Brahampur Village, Phulwari,
Patna - 801505, Bihar

Registered Office : Maurya Patna, South Gandhi Maidan, Patna - 800 001

E-mail.id.-indoburmapat@yahoo.com, Phone : (0612) 2224481

ANNEXURE

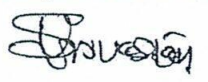
Statement of assets and liabilities as at 31.03.2025

Name of the Company: Indo Burma Agencies Private Limited

CIN: U51909BR1943PTC051255

	Particulars	Book-Value (amount in Rupees Thousand)	Estimated- Realizable value (amount in Rupees Thousand)
1.	Balance at Bank	353.52	353.52
2.	Cash in hand	107.04	107.04
3.	Marketable securities	NIL	NIL
4.	Bills receivables	NIL	NIL
5.	Trade debtors	NIL	NIL
6.	Loans & advances	731.87	731.87
7.	Unpaid calls	NIL	NIL
8.	Stock-in-trade	NIL	NIL
9.	Capital Work in progress	NIL	NIL
10.	Freehold property	NIL	NIL
11.	Leasehold property	NIL	NIL
12.	Plant and machinery	NIL	NIL
13.	Furniture, fittings, utensils, etc.	NIL	NIL
14.	Patents, trademarks, etc.	NIL	NIL
15.	Investments other than marketable securities	61728.01	52425.46
16.	Other property	NIL	NIL
	Total (A)	62919.44	62919.44

For Indo Burma Agencies Pvt. Ltd.


DIRECTOR

For Indo Burma Agencies Pvt. Ltd.


DIRECTOR



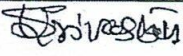
Liabilities

Estimated to rank for payment


		Amount in Rupees Thousand
1.	Secured on specific assets	NIL
2.	Secured by floating charge(s)	NIL
3.	Estimated cost of Amalgamation and other expense including interest accruing until payment of debts in full.	NIL
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a) Trade accounts	NIL
	(b) Bills payable	NIL
	(c) Accrued expense	NIL
	(d) Other liabilities	398.08
	(e) Contingent liabilities	NIL
	Total (B)	398.08
	Total estimated value of assets (A)	53616.89
	Total liabilities (B)	398.08
	Estimated surplus after paying debts in full (A-B)	53218.81

Signed for and behalf of the Board of Directors

For Indo Burma Agencies Pvt. Ltd.

Signature: 
Name: Umesh Chandra Srivastava
Designation: Director **DIRECTOR**
DIN:- 08684427

For Indo Burma Agencies Pvt. Ltd.

Signature: 
Name: Binu Kakkanattu Jose
Designation: Director **DIRECTOR**
DIN:- 08428045

Date: 10th April, 2026

Place: Patna



APT and Co LLP

Chartered Accountants

CA

To,
Indo Burma Agencies Pvt. Ltd
Maurya Patna,
South Gandhi Maidan,
Patna – 800001, Bihar

Subject: Auditor's Certificate in respect of Statement of Assets and Liabilities

Dear Sir/Madam,

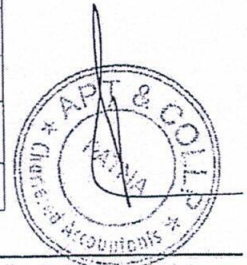
We, APT and Co LLP, Chartered Accountants, having office at 311, Ashoka Place, 3rd Floor, Exhibition Road, Patna – 800 001, Bihar are the statutory auditors of Indo Burma Agencies Pvt. Ltd ("the Company") as on 31.03.2025.

Based on the Books of Accounts received as on 31st March, 2025, we certify that the Statement of Assets and Liabilities of the Company as of 31.03.2025 is as follows:

Statement of Assets and Liabilities

Name of the Company: INDO BURMA AGENCIES PRIVATE LIMITED
ASSETS:

	Particulars	Book-Value (Amount in Rupees Thousand)	Estimated- Realizable value (Amount in Rupees Thousand)
1.	Balance at Bank	352.52	352.52
2.	Cash in hand	107.04	107.04
3.	Marketable securities	-	-
4.	Bills receivables	-	-
5.	Trade debtors	-	-
6.	Loans & advances	731.87	731.87
7.	Unpaid calls	-	-
8.	Stock-in-trade	-	-
9.	Capital Work in progress	-	-
10.	Freehold property	-	-
11.	Leasehold property	-	-
12.	Plant and machinery	-	-
13.	Furniture, fittings, utensils, etc.	-	-
14.	Patents, trademarks, etc.	-	-
15.	Non-current Investments	61728.01	52425.46
16.	Other property	-	-
	Total	62919.44	53616.89



APT & CO (a Partnership Firm) converted into APT and Co LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAI-8025) with effect from 23-01-2018

Office : 311, Ashoka Place, 3rd Floor, Exhibition Road, Patna-800 001
Tel : 0612-2501838 | Mon.: +91 99 39 58 0000 | E-mail : rsrivastava311@yahoo.com | Website : www.aptilp.com
Head Office : A-2/36, Third Floor, Safdarjung Enclave, New Delhi-110029

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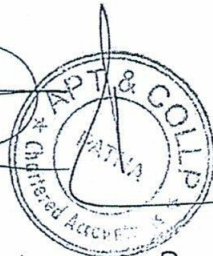
Liabilities

Estimated to rank for payment

Sl. No.	Particulars	Amount in Rupees Thousand
1.	Secured on specific assets	-
2.	Secured by floating charge(s)	-
3.	Estimated cost of Amalgamation and other expense including interest accruing until payment of debts in full.	-
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a) Trade accounts	-
	(b) Bills payable	-
	(c) Accrued expense	-
	(d) Other liabilities	398.08
	(e) Contingent liabilities	-
	Total	398.08
	Total estimated value of assets	53616.89
	Total liabilities	398.08
	Estimated surplus after paying debts in full	53218.81

For APT and Co LLP
Chartered Accountants
E. R. No. 014621C/N50088

(CA Rakesh Srivastava)
Partner
M. No. 073798



UDIN: 26073798WEEVXP8704

Date: 10.04.2026

Place: Patna



Prohibition Excise &
Registration Department,
Government of Bihar



INDIA NON JUDICIAL



Other

First Party Name * : Not Applicable
 Second Party Name * : MAURYA MANAGEMENT PVT LTD
 Purchased By * : MAURYA MANAGEMENT PVT LTD
 Certificate Number : BR038156541775814504177
 Consideration Price : ₹0.00/-
 Stamp Duty Paid : ₹1000.00/-
 Registration Fee & Other Fees : ₹0.00/-
 LLR & Proc Fee : ₹0.00/-
 Miscellaneous Fees : ₹0.00/-
 Discore SC : ₹0.00/-
 Total Amount : ₹1000.00/- (One Thousand)

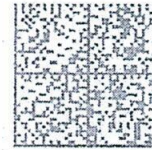


This stamp paper will only be valid if embossed below with special RED ink impression

(Handwritten signature)

Phone No:
 Sold To/Issued To: MAURYA MANAGEMENT PV
 For Whom/ID Proof: MAURYA MANAGEMENT PV

भारत INDIA
 INDIA NON JUDICIAL
 D S R OFFICE
 PATNA SADAR
 800001
 BIHAR
 भारतीय गैर न्यायिक



APR-10-2026 16:22:01
 ₹ 0001000/-
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 Other
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 3816204 0369

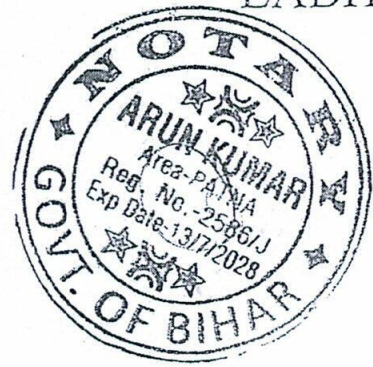
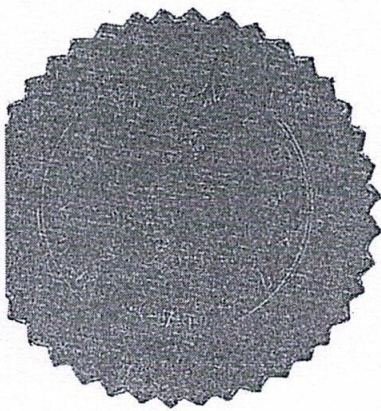
No 1138 Date 10/4/2026

Collectorate Patna
 PATNA (BIHAR) INDIA
 Reg. No. - 2586/J

THIS STAMP PAPER IS INTEGRAL PART OF
 THE DECLARATION OF SOLVENCY
 SIGNED ON BEHALF OF
 MAURYA MANAGEMENT PRIVATE
 LIMITED

BY KHATIB RAHMAN AND SATISH KUMAR

LABH



Khatib Rahman
Satish Kumar Labh
 Smt. Deponent's Signature/L. T. P.
 Identified by *K.M. Gandhi*
 Advocate, Solmenly affirmed and
 declared before me

(Handwritten signature)
 ARUN KUMAR,
 NOTARY PATNA

FORM NO. CAA.10

[Pursuant to section 233(1)(c) of the Companies Act, 2013 and rule 25(2)]

Declaration of Solvency

1. a. Corporate Identity Number (CIN) of company : U08031BR1970PTC000855
b. Global location number (GLN) of company : NA
2. a. Name of the company : Maurya Management Private Limited
b. Address of the registered office of the company : Maurya Centre 1, Fraser Road, Patna - 800001, Bihar
c. E-mail ID of the company : mmlpat@gmail.com
3. a. Whether the company is listed : No
b. If listed, please specify the name(s) of the stock exchange(s) where listed: : NA
4. Date of Board of Directors' resolution approving the scheme : 26th March, 2026

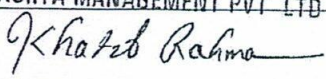
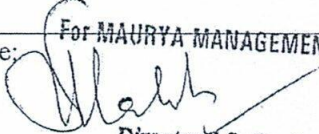
DECLARATION OF SOLVENCY

We, the Directors of Maurya Management Private Limited, do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31.03.2025, being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies, Patna.

Signed for and behalf of the Board of Directors:

For MAURYA MANAGEMENT PVT LTD	
Signature:  Director / Authorised Signatory	Signature:  Director / Authorised Signatory
Name: Khatib Rahman	Name: Satish Kumar Labh
Designation: Director	Designation: Director
DIN:- 08426348	DIN:- 08786747

Date: 10th April, 2026

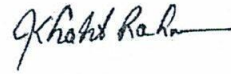
Place: Patna



Verification:

We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between Indo Burma Agencies Private Limited (**Transferor Company No.1**) and Maurya Management Private Limited (**Transferor Company No.2**) with Bihar Hotels Limited (**Transferee Company**) is proposed to be placed before the shareholders and creditors of the Company for approval as per the provisions of sub-section (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 10th Day of April.....2026

(1) Signature : 

Name : Khatib Rahman
Designation : Director (DIN:08426348)

(2) Signature : 

Name : Satish Kumar Labh
Designation : Director (DIN:08786747)

Solemnly affirmed and declared at Patna.....the 10th day of April.....2026 before me

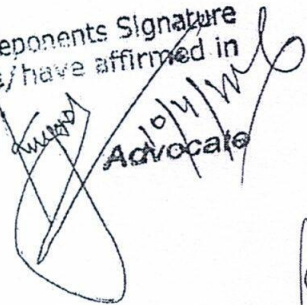
Commissioner of Oaths and Notary Public

Attachments:

1. Copy of board resolution
2. Statement of assets and liabilities
3. Auditors report on the statement of assets and liabilities



I Identify the deponents Signature
L.T.I. who has/ have affirmed in
my presence


Advocate



"MAURYA"

Management Private Limited

CIN : U08031BR1970PTC000855

Regd. Office :- Maurya Centre, 1, Fraser Road,
Patna - 800 001 (India), Email : mmlpat1@gmail.com

Phone : (0612) 2224481

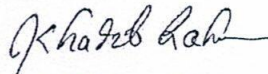
CERTIFIED TRUE COPY OF EXTRACT OF RESOLUTIONS PASSED AT "06TH OF 2025-26" MEETING OF BOARD OF DIRECTORS OF MAURYA MANAGEMENT PRIVATE LIMITED HELD ON THURSDAY, THE 26TH DAY OF MARCH, 2026 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT: MAURYA CENTRE 1, FRASER ROAD, PATNA-800001, BIHAR AT 12:00 P.M.

Approval of Declaration of Solvency pursuant to Scheme of Amalgamation:

"RESOLVED THAT pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions of the Companies Act 2013 and rules framed thereunder, including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force, and in view of the proposed amalgamation of INDO BURMA AGENCIES PVT LTD (TRANSFEROR COMPANY 1) and MAURYA MANAGEMENT PRIVATE LIMITED (TRANSFEROR COMPANY 2) WITH BIHAR HOTELS LIMITED (TRANSFeree COMPANY), the Board of Directors herewith declare that we have made a full enquiry into the affairs of the Company and have formed the opinion that the Company is capable of meeting its liabilities as and when they fall due and that the Company will not be rendered insolvent within a period of one year from the date of making this declaration".

"RESOLVED FURTHER THAT in view of the above, the Declaration of Solvency along with the Statement of Assets and Liabilities as placed before this meeting be and are hereby approved and taken on record and the same be signed by Mr. Khatib Rahman (DIN:08426348), director and Mr. Satish Kumar Labh (DIN:08786747), director along with any Affidavit as may be required".

"RESOLVED FURTHER THAT any Director of the Company be and is hereby jointly and/or severally authorised to act and take such steps and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."
For MAURYA MANAGEMENT PVT. LTD.



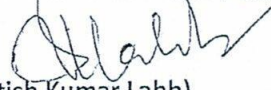
(Khatib Rahman)

Director DIRECTOR

DIN: 08426348

Address: Sabzi Mandi Road,
Near Anglo Qabristan Gate,
Koirpurwa, Buxar - 802101,
Bihar.

For MAURYA MANAGEMENT PVT. LTD.



(Satish Kumar Labh)

Director DIRECTOR

DIN: 08786747

Address: S/O Shatruhan Prasad Labh,
Jaganpura Sahpur Lane, West Of Open
Birla Mind School, Pragati Vihar Colony,
Sampatchak, Patna - 800027, Bihar.



ANNEXURE

Statement of assets and liabilities as at 31.03.2025

Name of the Company: Maurya Management Private Limited

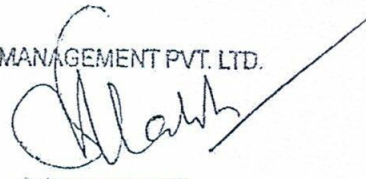
CIN: U08031BR1970PTC000855

	Particulars	Book-Value (amount in Rupees Thousand)	Estimated- Realizable value (amount in Rupees Thousand)
1.	Balance at Bank	447.25	447.25
2.	Cash in hand	0.06	0.06
3.	Marketable securities	NIL	NIL
4.	Bills receivables	NIL	NIL
5.	Trade debtors	NIL	NIL
6.	Loans & advances	1021.52	1021.52
7.	Unpaid calls	NIL	NIL
8.	Stock-in-trade	NIL	NIL
9.	Capital Work in progress	NIL	NIL
10.	Freehold property	NIL	NIL
11.	Leasehold property	NIL	NIL
12.	Plant and machinery	NIL	NIL
13.	Furniture, fittings, utensils, etc.	NIL	NIL
14.	Patents, trademarks, etc.	NIL	NIL
15.	Investments other than marketable securities	15077.10	15077.10
16.	Other property	NIL	NIL
	Total (A)	16545.93	16545.93

For MAURYA MANAGEMENT PVT. LTD.


DIRECTOR

For MAURYA MANAGEMENT PVT. LTD.


DIRECTOR



Liabilities

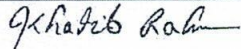

Estimated to rank for payment

		Amount in Rupees Thousand
1.	Secured on specific assets	NIL
2.	Secured by floating charge(s)	NIL
3.	Estimated cost of Amalgamation and other expense including interest accruing until payment of debts in full.	NIL
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a) Trade accounts	NIL
	(b) Bills payable	NIL
	(c) Accrued expense	NIL
	(d) Other liabilities	51.96
	(e) Contingent liabilities	NIL
	Total (B)	51.96
	Total estimated value of assets (A)	16545.93
	Total liabilities (B)	51.96
	Estimated surplus after paying debts in full (A-B)	16493.97

Signed for and behalf of the Board of Directors

For MAURYA MANAGEMENT PVT. LTD.

For MAURYA MANAGEMENT PVT. LTD.

Signature: 	Signature: 
Name: Khatib Rahman	Name: Satish Kumar Labh
Designation: Director DIRECTOR	Designation: Director DIRECTOR
DIN:- 08426348	DIN:- 08786747

Date: 10th April, 2026

Place: Patna



To,
Maurya Management Pvt. Ltd
Maurya Centre 1,
Fraser Road,
Patna – 800001, Bihar

Subject: Auditor's Certificate in respect of Statement of Assets and Liabilities

Dear Sir/Madam,

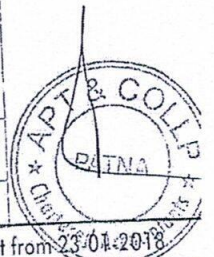
We, APT and Co LLP, Chartered Accountants, having office at 311, Ashoka Place, 3rd Floor, Exhibition Road, Patna – 800 001, Bihar are the statutory auditors of Maurya Management Pvt. Ltd ("the Company") as on 31.03.2025.

Based on the Books of Accounts received as on 31st March, 2025, we certify that the Statement of Assets and Liabilities of the Company as of 31.03.2025 is as follows:

Statement of Assets and Liabilities

Name of the Company: MAURYA MANAGEMENT PRIVATE LIMITED
ASSETS:

	Particulars	Book-Value (Amount in Rupees Thousand)	Estimated- Realizable value (Amount in Rupees Thousand)
1.	Balance at Bank	447.25	447.25
2.	Cash in hand	0.06	0.06
3.	Marketable securities	-	-
4.	Bills receivables	-	-
5.	Trade debtors	-	-
6.	Loans & advances	1021.52	1021.52
7.	Unpaid calls	-	-
8.	Stock-in-trade	-	-
9.	Capital Work in progress	-	-
10.	Freehold property	-	-
11.	Leasehold property	-	-
12.	Plant and machinery	-	-
13.	Furniture, fittings, utensils, etc.	-	-
14.	Patents, trademarks, etc.	-	-
15.	Non-current investments	15077.10	15077.10
16.	Other property	-	-
	Total	16545.93	16545.93



APT & CO (a Partnership Firm) converted into APT and Co LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAI-8025) with effect from 23-04-2018.

Office : 311, Ashoka Place, 3rd Floor, Exhibition Road, Patna-800 001
Tel : 0612-2501838 | Mon.: +91 99 39 58 0000 | E-mail : rsrivastava311@yahoo.com | Website : www.aptilp.com
Head Office : A-2/36, Third Floor, Safdarjung Enclave, New Delhi-110029

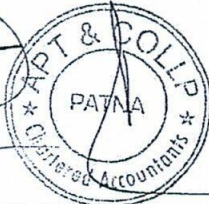
Liabilities

Estimated to rank for payment

Sl. No.	Particulars	Amount in Rupees Thousand
1.	Secured on specific assets	-
2.	Secured by floating charge(s)	-
3.	Estimated cost of Amalgamation and other expense including interest accruing until payment of debts in full.	-
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a) Trade accounts	-
	(b) Bills payable	-
	(c) Accrued expense	-
	(d) Other liabilities	51.96
	(e) Contingent liabilities	-
	Total	51.96
	Total estimated value of assets	16545.93
	Total liabilities	51.96
	Estimated surplus after paying debts in full	16493.97

For APT and Co LLP
Chartered Accountants
F. R. No.: 014621 CA/500088

(CA Rakesh Srivastava)
Partner
M. No. 073798



UDIN: 26073798IQZCPUS743

Date: 10.04.2026

Place: Patna



Prohibition Excise &
Registration Department,
Government of Bihar

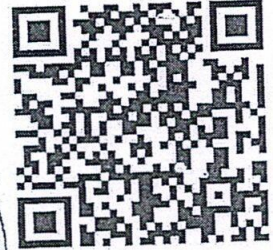


INDIA NON JUDICIAL



Other

First Party Name * : Not Applicable
 Second Party Name * : BIHAR HOTELS LTD
 Purchased By * : BIHAR HOTELS LTD
 Certificate Number : BR038156541775814460630
 Consideration Price : ₹0.00/-
 Stamp Duty Paid : ₹1000.00/-
 Registration Fee & Other Fees : ₹0.00/-
 LLR & Proc Fee : ₹0.00/-
 Miscellaneous Fees : ₹0.00/-
 Discore SC : ₹0.00/-
 Total Amount : ₹1000.00/- (One Thousand)

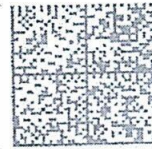


----- This stamp paper will only be valid if embossed below with special RED ink impression -----



Phone No:
Sold To/Issued To:
BIHAR HOTELS LTD
For Whom/ID Proof:
BIHAR HOTELS LTD

भारत INDIA
INDIA NON JUDICIAL
D S R OFFICE
PATNA SADAR
800001
BIHAR
बिहार



APR-10-2026 15:22:17

₹ 0001000/-
ZERO ZERO ZERO ONE ZERO ZERO ZERO

Other:
38162041775834527313-00193087
3816204 0369

No 1139 Date 10/4/2026

THIS STAMP PAPER IS INTEGRAL PART OF

THE DECLARATION OF SOLVENCY

SIGNED ON BEHALF OF

BIHAR HOTELS LIMITED

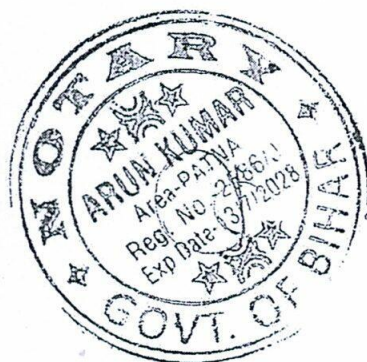
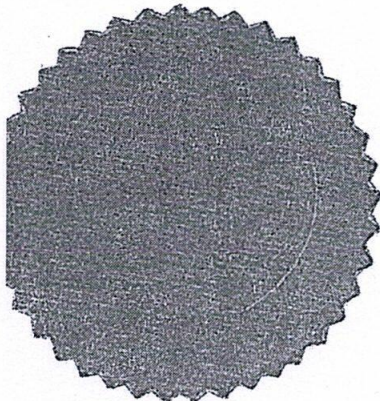
BY ADITYA PRAKASH SINHA AND

BANSIDHAR SINGH

ARUN KUMAR, NOTARY
Collector Patna Bar Association
PATNA (BIHAR), INDIA
Reg. No - 2586J

2 Aditya Prakash Sinha
Bansidhar Singh
Sri/Smt. Deponent's Signature/L. T.I.

Identified by... K.M. Gaudin
Advocate, solemnly affirmed and
declared before me.



ARUN KUMAR
NOTARY PATNA

FORM NO. CAA.10

[Pursuant to section 233(1)(c) of the Companies Act, 2013 and rule 25(2)]

Declaration of Solvency

1. a. Corporate Identity Number (CIN) of company : U55101BR1964PLC000737
b. Global location number (GLN) of company : NA
2. a. Name of the company : Bihar Hotels Limited
b. Address of the registered office of the company : South Gandhi Maidan, Patna – 800001, Bihar
c. E-mail ID of the company : rajeev@maurya.com
3. a. Whether the company is listed : No
b. If listed, please specify the name(s) of the stock exchange(s) where listed: : NA
4. Date of Board of Directors' resolution approving the scheme : 26th March, 2026

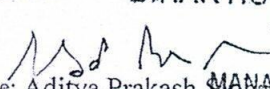
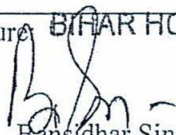
DECLARATION OF SOLVENCY

We, the Directors of Bihar Hotels Limited, do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31.03.2025, being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies, Patna.

Signed for and behalf of the Board of Directors:

Signature: BIHAR HOTELS LIMITED 	Signature: BIHAR HOTELS LIMITED 
Name: Aditya Prakash Singh MANAGING DIRECTOR	Name: Bansidhar Singh DIRECTOR
Designation: Managing Director	Designation: Whole-time Director
DIN:- 00089558	DIN:- 00905021

Date: 10th April, 2026

Place: Patna



A

Verification:

We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between Indo Burma Agencies Private Limited (**Transferor Company No.1**) and Maurya Management Private Limited (**Transferor Company No.2**) with Bihar Hotels Limited (**Transferee Company**) is proposed to be placed before the shareholders and creditors of the Company for approval as per the provisions of sub-section (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 10th Day of April 2026

(1) Signature : 

Name : Aditya Prakash Sinha
Designation : Managing Director (DIN:00089558)

(2) Signature : 

Name : Bansidhar Singh
Designation : Whole-time Director (DIN:00905021)

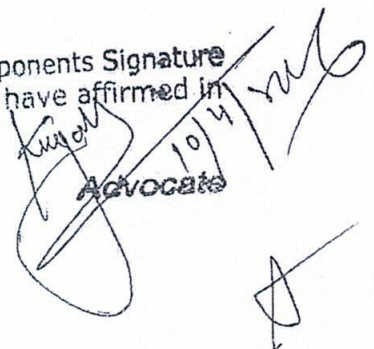
Solemnly affirmed and declared at ... Patna ... the 10th day of April 2026 before me
Commissioner of Oaths and Notary Public

Attachments:

1. Copy of board resolution
2. Statement of assets and liabilities
3. Auditors report on the statement of assets and liabilities



I Identify the deponents Signature
L.T.I. who has/have affirmed in
my presence.


10/4/2026
Advocate

BIHAR HOTELS LIMITED

South Gandhi Maidan, Fraser Road, Patna:800001

+91 612 2203040

maurya@maurya.com | www.maurya.com

CIN:U55101BR1964PLC000737

CERTIFIED TRUE COPY OF EXTRACT OF RESOLUTIONS PASSED AT 289TH MEETING OF BOARD OF DIRECTORS OF BIHAR HOTELS LIMITED HELD ON THURSDAY, THE 26TH DAY OF MARCH, 2026 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT: SOUTH GANDHI MAIDAN, PATNA-800001, BIHAR AT 01:00 P.M.

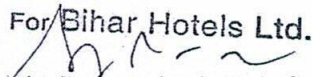
Approval of Declaration of Solvency pursuant to Scheme of Amalgamation:

“RESOLVED THAT pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions of the Companies Act 2013 and rules framed thereunder, including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force, and in view of the proposed amalgamation of INDO BURMA AGENCIES PVT LTD (TRANSFEROR COMPANY 1) and MAURYA MANAGEMENT PRIVATE LIMITED (TRANSFEROR COMPANY 2) WITH BIHAR HOTELS LIMITED (TRANSFEREE COMPANY), the Board of Directors herewith declare that we have made a full enquiry into the affairs of the Company and have formed the opinion that the Company is capable of meeting its liabilities as and when they fall due and that the Company will not be rendered insolvent within a period of one year from the date of making this declaration”.

“RESOLVED FURTHER THAT in view of the above, the Declaration of Solvency along with the Statement of Assets and Liabilities as placed before this meeting be and are hereby approved and taken on record and the same be signed by Mr. Aditya Prakash Sinha (DIN: 00089558), Managing Director and Mr. Bansidhar Singh (DIN:00905021), Whole-time Director along with any Affidavit as may be required”.

“RESOLVED FURTHER THAT any Director of the Company be and is hereby jointly and/or severally authorised to act and take such steps and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

For Bihar Hotels Ltd.


(Aditya Prakash Sinha)
Managing Director
Managing Director

DIN: 00089558

Address: Arrah Garden Residencies, Building No 1,

F. No. -131, Arrah Garden Road, Off Bailey Road,

Rukanpura, Patna-800014, Bihar.

For Bihar Hotels Ltd.


DIRECTOR



ANNEXURE

Statement of assets and liabilities as at 31.03.2025

Name of the Company: Bihar Hotels Limited

CIN: U55101BR1964PLC000737

	Particulars	Book-Value (amount in Rupees Thousand)	Estimated- Realizable value (amount in Rupees Thousand)
1.	Balance at Bank	17320.01	17320.01
2.	Cash in hand	1699.27	1699.27
3.	Marketable securities	334330.51	341498.45
4.	Bills receivables	NIL	NIL
5.	Trade debtors	60759.79	60759.79
6.	Loans & advances	7363.59	7363.59
7.	Unpaid calls	NIL	NIL
8.	Stock-in-trade	6415.47	6415.47
9.	Capital Work in progress	5638.35	5638.35
10.	Freehold property	NIL	NIL
11.	Leasehold property	71429.73	71429.73
12.	Plant and machinery	55723.43	55723.43
13.	Furniture, fittings, utensils, etc.	2879.70	2879.70
14.	Patents, trademarks, etc.	NIL	NIL
15.	Investments other than marketable securities	60000.00	60000.00
16.	Other property	8202.31	8202.31
	Total (A)	631762.16	638930.10

For Bihar Hotels Ltd.


Managing Director

For Bihar Hotels Ltd



DIRECTOR

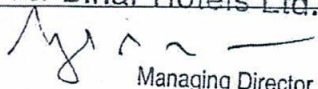



Liabilities

Estimated to rank for payment

		Amount in Rupees Thousand
1.	Secured on specific assets	16208.98
2.	Secured by floating charge(s)	NIL
3.	Estimated cost of Amalgamation and other expense including interest accruing until payment of debts in full.	NIL
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a) Trade accounts	39057.09
	(b) Bills payable	NIL
	(c) Accrued expense	23896.65
	(d) Other liabilities	40297.36
	(e) Contingent liabilities	2662.16
	Total (B)	122122.24
	Total estimated value of assets (A)	638930.10
	Total liabilities (B)	122122.24
	Estimated surplus after paying debts in full (A-B)	516807.86

Signed for and behalf of the Board of Directors

For Bihar Hotels Ltd.	
Signature:  Name: Aditya Prakash Sinha Designation: Managing Director DIN:- 00089558	Signature:  Name: Bansidhar Singh Designation: Whole-time Director DIN:- 00905021

Date: 10th April, 2026

Place: Patna



**KISHOR & ASSOCIATES
CHARTERED ACCOUNTANTS**

To,
Bihar Hotels Limited
South Gandhi Maidan,
Patna – 800001, Bihar

Subject: Auditor's Certificate in respect of Statement of Assets and Liabilities

Dear Sir/Madam,

We, Kishor & Associates, Chartered Accountants, having office at Vitt Vibhag Colony, Phase 2, Khajpura, Patna – 800 014, Bihar are the statutory auditors of Bihar Hotels Limited ("the Company") as on 31.03.2025.

Based on the Books of Accounts received as on 31st March, 2025, we certify that the Statement of Assets and Liabilities of the Company as of 31.03.2025 is as follows:

Statement of Assets and Liabilities

Name of the Company: BIHAR HOTELS LIMITED

ASSETS:

Particulars	Book Value (Amount in Rupees Thousand)	Estimated-Realizable value (Amount in Rupees Thousand)
1. Balance at Bank	17320.01	17320.01
2. Cash in hand	1699.27	1699.27
3. Marketable securities	334330.51	341498.45
4. Bills receivables	NIL	NIL
5. Trade debtors	60759.79	60759.79
6. Loans & advances	7363.59	7363.59
7. Unpaid calls	NIL	NIL
8. Stock-in-trade	6415.47	6415.47
9. Capital Work in progress	5638.35	5638.35
10. Freehold property	NIL	NIL
11. Leasehold property	71429.73	71429.73
12. Plant and machinery	55723.43	55723.43
13. Furniture, fittings, utensils, etc.	2879.70	2879.70
14. Patents, trademarks, etc.	NIL	NIL
15. Non current Investments	60000.00	60000.00
16. Other property	8202.31	8202.31
Total	631762.16	638930.10



A

KISHOR & ASSOCIATES
CHARTERED ACCOUNTANTS

Liabilities

Estimated to rank for payment

Sl. No.	Particulars	Amount in Rupees Thousand
1.	Secured on specific assets	16208.98
2.	Secured by floating charge(s)	NIL
3.	Estimated cost of Amalgamation and other expense including interest accruing until payment of debts in full.	NIL
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a) Trade accounts	39057.09
	(b) Bills payable	NIL
	(c) Accrued expense	23896.65
	(d) Other liabilities	40297.36
	(e) Contingent liabilities	2662.16
	Total	122122.24
	Total estimated value of assets	638930.10
	Total liabilities	122122.24
	Estimated surplus after paying debts in full	516807.86

For Kishor & Associates
Chartered Accountants
Firm Registration Number: 025602C

R Singh

(CA Rahul Kishor Singh)
Proprietor
Membership Number: 534043



UDIN: 26534043GRRYPH4803
Date: 10.04.2026
Place: PATNA

[Handwritten mark]