



KRANTI INDUSTRIES LIMITED

Date: May 27, 2023

To,
The Manager,
BSE Limited.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

Script Code: 542459
Script Symbol: KRANTI

Subject: Intimation of Approval of Scheme of Merger by Absorption under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Board of Directors of the Company, as its meeting held on 27th May, 2023 has considered and approved the scheme of Merger by Absorption of Wonder Precision Private Limited (WPPL or "Transferor Company") a wholly owned subsidiary Company of the Kranti Industries Limited (KIL or "Transferee Company") and their shareholders, under section 230 to 232 of the Companies Act, 2013 and the respective rules made thereunder.

The above Scheme of Arrangement shall be subject to the approval of National Company Law Tribunal (NCLT) of relevant jurisdiction, Shareholders and Creditors of Transferor Company and Transferee Company, if applicable.

Further, informed that the Wholly owned subsidiary Company does not fall in the definition of "Material Subsidiary" within the meaning of Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR), Regulations 2015) as on 31st March, 2023.

Further, the details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015 dated 9th September, 2015 are enclosed as **Annexure 1**.

You are requested to take the same on your record.

Thank You.
For and on behalf of
KRANTI INDUSTRIES LIMITED

BHAVESH SELARKA
(Company Secretary & Compliance officer)
Membership No.: A42734



KRANTI INDUSTRIES LIMITED

Annexure-1

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 read with the SEBI Circular No. CIR / CFD / CMD / 4 / 2015 dated 9th September, 2015

Merger by Absorption of Wonder Precision Private Limited (Transferor Company) into and with Kranti Industries Limited, the requisite detail as appended below table:

Sl. No.	Particulars									
a.	<p>Name of the entity (ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.</p> <ul style="list-style-type: none"> ➤ Transferor Company: -Wonder Precision Private Limited (WPPL) is a private limited company having corporate identity number U27109PN1986PTC039913, incorporated under the Companies Act, 1956 on 27th day of May, 1986 under the name and style of 'Utsav Steelkrafts Pvt. Ltd.', in the State of Maharashtra under the jurisdiction of Registrar of Companies, Maharashtra. Subsequently name was changed from 'Utsav Steelkrafts Pvt. Ltd' to 'Wonder Precision Private Limited' and a fresh Certificate of Incorporation consequent to change of name was issued by the Registrar of Companies, Maharashtra, Mumbai vide its certificate of change of name dated 05th day of September 2007. The registered office of Wonder Precision Private Limited is situated at CTS 39/4 Santosh Heights Flat No 602, Building No. I, Shankar Seth Road, Gultekadi Pune City-411037, Maharashtra, India. ➤ Transferee Company: Kranti Industries Limited is a public limited company, having corporate identity number L29299PN1995PLC095016, incorporated under the Companies Act, 1956 on 05th day of December 1995 under the name and style of 'Kranti Precision Tools Private Limited under the Companies Act 1956, and subsequently changed the name from Kranti Precision Tools Private Limited to Kranti Industries Private Limited pursuant to the shareholders resolution passed at the EOGM dated February 08,2002. Subsequently, 'Kranti Industries Limited' was converted from Private Company to Public Company under the provisions of the Companies Act, 2013 and a Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company was issued by the Registrar of Companies, Maharashtra, Pune dated 17th day of August, 2015. The equity shares of the Transferee Company are listed on BSE Limited ("BSE") <p>Set out below are brief details of the net worth and total revenue of the Transferor Company and the Transferee Company:</p> <p style="text-align: right;">(Rs in Lakhs)</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 40%;">Particulars</th> <th style="width: 30%;">Net-Worth</th> <th style="width: 30%;">Total Revenue</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;">As at 31st, March 2023</td> <td style="text-align: center;">As at 31st, March 2023</td> </tr> <tr> <td>Transferor Company (WPPL)</td> <td style="text-align: center;">269.77</td> <td style="text-align: center;">639.25</td> </tr> </tbody> </table>	Particulars	Net-Worth	Total Revenue		As at 31 st , March 2023	As at 31 st , March 2023	Transferor Company (WPPL)	269.77	639.25
Particulars	Net-Worth	Total Revenue								
	As at 31 st , March 2023	As at 31 st , March 2023								
Transferor Company (WPPL)	269.77	639.25								



KRANTI INDUSTRIES LIMITED

	Transferee Company (KIL)	2431.17	9152.51
b.	<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;</p> <p>➤ Yes, the Subsidiaries are covered under the definition of related party as per the Section 2(76) of the Companies Act, 2013 and thus, the aforesaid transaction will fall under “Related Party Transaction”. However, as per the Circular No. 30/2014, dated 17th July, 2014, issued by Ministry of Corporate Affairs it is clarified that transactions arising out of Compromises, Arrangements and Amalgamations under the Companies Act, 2013, will not attract the requirements of Section 188 of the Companies Act, 2013.</p>		
c.	<p>Area of business of the entity(ies) :-</p> <p>Wonder Precision Private Limited (Transferor company) and Kranti Industries Limited (Transferee Company) both are engaged in the similar business operations i.e precision machining of Auto ancillary and allied sectors.</p>		
d.	<p>Rationale for amalgamation/ merger:-</p> <p>This Scheme is expected, inter alia, to result in the following benefits:</p> <ul style="list-style-type: none"> • Consolidation and simplification of group structure; • Achieving operational and management efficiencies; • Elimination of multiple entities independently undertaking various projects and thereby eliminating duplication of administrative functions and reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies; • Enable pooling of resources of Transferor and Transferee Company to their common advantage, resulting in more productive utilisation of resources and achieving economies of scale. • Reduction in compliances and statutory filings with various government departments. • Achieving economies of scale. • Combined capital resources would strengthen the financial position of the merged entity and result in increasing leveraging capacity of the merged entity i.e. its capacity to borrow funds for business purposes. • Synchronizing of efforts to achieve uniform corporate policy. • Ease in decision making. • To reflect the consolidated net worth of these companies in one balance sheet. 		
e.	<p>In case of cash consideration – amount or otherwise share exchange ratio; :-</p> <p>Since the Transferor Company is a wholly-owned subsidiary of the Transferee Company, no consideration shall be payable pursuant to the Merger of the Transferor Company with the Transferee Company and therefore no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company (held directly and jointly with the nominee shareholders), and the shares held by the Transferee</p>		



KRANTI INDUSTRIES LIMITED

	Company in the Transferor Company shall stand cancelled on the Effective Date without any further act, application or deed.
f.	Brief details of change in shareholding pattern (if any) of listed entity. :- There will be no change in the shareholding pattern of the Transferee Company pursuant to the Scheme as no shares are being issued by the Transferee Company in connection with the Scheme.

