



**INTEGRA
ESSENTIA
LIMITED**

CIN: L74110DL2007PLC396238

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Date: July 5, 2024

To

**Listing Department
BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Scrip Code: 535958**

**The Listing Department
NSE Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051
Trading Symbol: ESSENTIA**

Media Release

Integra Essentia Limited proposed Amalgamation of G G Engineering Limited

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Media Release being made by the Company today titled "Integra Essentia Limited proposed Amalgamation of G G Engineering Limited" for the purpose detailed therein.

Disclosure under Regulation 30 of SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFDPoD- 1/P/CIR/2023/123 dated July 13, 2023 are provided in Annexure I:

You are requested to take the information on record and oblige.

Thanking You.

Yours faithfully,

for & on behalf of
Integra Essentia Limited

**Arijit Kumar Ojha
Director
DIN: 10265020**



Integra Essentia Limited proposed Amalgamation of G G Engineering Limited

New Delhi, July 05, 2024; Integra Essentia Limited is pleased to announce that the board of directors have approved the scheme of amalgamation of Integra Essentia Limited (transferee company) and G G Engineering Limited (transferor company).

The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

The amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects. Further it will provide a complete solution of Life Essential items and enhance its core objectives.

The consideration in respect of such transfer be paid and satisfied by the transferee company as follows:

Integra Essentia Limited” (Transferee Company) shall issue and allot 48 (Forty-Eight) Equity Shares of Face Value of INR 1/- (Rupees One Each) each to Equity Shareholders of “G G Engineering Limited” (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupees One Each) each held by them in the Transferor Company.

The said scheme of amalgamation is being finalized after obtaining due diligence and rationale by M/s Price Waterhouse & Co LLP , Chartered Accountants.

About Integra Essentia Limited:

IEL is a company engaged in business of Life Essentials i.e. Food (Agro Products), Clothing (Textiles and Garments), Infrastructure (Materials and Services for Construction and Infrastructure Development) and Energy (Materials, Products and Services for the Renewable Energy Equipment and Projects) and many more Products and Services required to sustain the modern life.

To serve the society, nation and global requirement by exploring and utilising their available resources, deliverable at minimum cost to end users, the Company is committing significant investments in Food Essentials and remains focused on establishing itself as the leading player in the foods industry. Besides food essentials and other businesses, the Company is presently emphasising supplying bulk and speciality materials and services for Infrastructure needs of the nation.

Integra Essentia Limited is a business with a substantial role to play both in creating and providing effective basic life materials and services, and on the other hand to enhance aspiring living standards, opulent lifestyle through its wide offering of Agro, Health & Nutrition, Clothing, Energy & Infrastructure, Bulk Materials and other lifestyle related products.

Marching ahead on the fast-growth track, Integra Essentia Limited recently acquired the CHATEAU INDAGE Winery, as a part of its long-term business growth strategy and to strengthen its presence in entire supply chain spectrum of consumable goods. With the rise in disposable incomes, rapid urbanization, access to reasonably priced domestic wines, the perceived health benefits of consuming low alcohol beverages, and changing consumer attitudes have led to a significant increase in wine consumption.

The company is promoted and managed by a core team of experts of diverse experience relevant to the company businesses. The securities of the Company are listed on both the nationwide Stock Exchanges, BSE (Scrip Code: 535958), and NSE (Scrip Code: ESSENTIA)

Disclaimer: Certain statements, words in this document that are not historical facts are forward looking statements. Such forward looking statements are subject to certain risks and uncertainties like government actions, local, political or economic developments, technological risks and many other factors that could cause actual result to differ materially from those contemplated by these forward-looking statements. Integra Essentia Limited shall not be in any way responsible for any action taken based on such statement.

ANNEXURE - I

Details of the Scheme in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the scheme provides for Amalgamation of G G Engineering Limited (“Transferor Company”) with Integra Essentia Limited (“Transferee Company”).

1. Name of the entity(ies) forming a part of the Scheme, details in brief such as, size, turnover, etc.

1.1 Transferor Company:

G G Engineering Limited (hereinafter also referred to as ‘GGEL’ or ‘Transferor Company’), bearing CIN L28900MH2006PLC159174 was incorporated on 23rd January 2006, under the provisions of Companies Act 1956, having its registered office at Office No. 203, 2nd Floor, Shivam Chambers Coop Soc Ltd. S.V Road, Goregaon West, Near Sahara Apartment, Mumbai, Maharashtra - 400104. The Transferor Company is engaged in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others.

1.2 Transferee Company:

Integra Essentia Limited (hereinafter also referred to as ‘IEL’ or ‘Transferee Company’) bearing CIN L74110DL2007PLC396238 was incorporated on 06th August 2007, under the provisions of Companies Act 1956, having its registered office at 607, 6th Floor, Pearls Best Height -II, Netaji Subhash Place, Maurya Enclave, Northwest Delhi, New Delhi - 110034. The Transferee Company operates in four business segments namely agro products, clothing, infrastructure, and energy. It is mainly engaged in the business of trading agricultural commodities, life necessities, items of basic human needs, organic and natural products, and processed foods etc. and other essential goods, infrastructural products among others.

1.3 The paid-up share capital, net worth, and turnover the companies involved in the Scheme are as follows:

(Amount in Crores)

Name of the Companies	Latest Paid-Up Share Capital (As on date)	Turnover As on 31 st March, 2024	Net Worth As on 31 st March, 2024
G G Engineering Limited ("Transferor Company")	158.45	212.11	204.38
Integra Essentia Limited ("Transferee Company")	106.77	277.27	116.90

2. Whether the transaction would fall within related party transactions? and if yes, whether the same is done at "arm's length"?

No, the transaction would not fall within related party transaction.

3. Areas of Business of the Entities

Please refer Paragraph 1, mentioned above.

4. Rationale for amalgamation/merger:

This Scheme of Amalgamation would result, inter-alia, in the following synergies for both the Transferor and Transferee companies and thereby preserving and creating value for its shareholders, creditors and various other stakeholders:

4.1 Consolidating strengths:

The Transferor Company is in the business of superior infrastructure Infrastructural & Structural Steel, and Engineering products which are used for diverse applications in various industries, like infrastructure, construction, mega projects, modern buildings, high-rise residential and commercial projects, engineering set-ups among others. The merger will enhance and strengthen the Transferee Company's infrastructure division, improving its operational capabilities and market competitiveness. It aims to enrich the combined product offerings and expand the customer base both locally and globally.

4.2 Value creation for shareholders:

The proposed amalgamation is expected to create economic value for both the Transferor and Transferee companies. Shareholders of the Transferor company will benefit from reduced finance costs, improved profitability, and additional resources to fund business growth. Shareholders of the Transferee company are expected to benefit from business expansion. Shareholders of both companies are also likely to benefit from increased value created through business synergies, cost savings, reduced administrative/operating costs, and improved financial performance of the merged entity.

4.3 Focused management, synergies, and growth prospects:

The Proposed Amalgamation would not only create economies of scale but also simplify management and strategic focus, leading to improved long-term performance. It will facilitate better and more efficient control over the business and financial conduct of the merged company, allowing for a more streamlined and coordinated approach to governance and strategic decision-making.

4.4 The combined entity, on the back of its financial stability is likely to attract more opportunities for organic and inorganic growth viz., partnerships, acquisitions, and market expansion, translating into enhanced financial prospects.

In summary, the amalgamation of the Transferor Company with the Transferee Company is driven by strategic business objectives of preserving businesses of both companies, build strong foundation and achieve market competitiveness by combing the collective strength of both the companies, achieving business and operational synergies & efficiencies, improved financial stability and performance, and thereby preserving and creating long-term value for its various stakeholders.

5. In case of cash consideration- amount or otherwise share exchange ratio:

As per the Valuation Report issued by the Registered valuer for the Scheme, the share exchange ratio which was approved by the Board of Directors of Transferor Company and Transferee Company is as under -

“Integra Essentia Limited” (Transferee Company) shall issue and allot 48 (Forty-Eight) Equity Shares of Face Value of INR 1/- (Rupees One Each) each to Equity Shareholders of “G G Engineering Limited” (Transferor Company) for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (Rupees One Each) each held by them in the Transferor Company.

6. Brief details of change in shareholding pattern of listed entities

Pre - Arrangement Shareholding of G G Engineering Limited (“Transferor Company”)

Particulars	Pre- Arrangement (No. of shares)	Pre- Arrangement (Percentage)
Promoters	2,00,00,000	1.26
Public	1,56,44,98,800	98.74
Total	1,58,44,98,800	100.00

In the transferor Company, as on date, there are 4,50,00,000 warrants are outstanding for conversion.

Post - Arrangement Shareholding of G G Engineering Limited (“Transferor Company”)

Particulars	Post- Arrangement (No. of shares)	Post- Arrangement (Percentage)
Promoters	-	-
Public	-	-
Total	-	-

Pre – Arrangement Shareholding of the Integra Essentia Limited (“Transferee Company”)

Particulars	Pre- Arrangement (No. of shares)	Pre- Arrangement (Percentage)
Promoters	22,22,19,757	20.81
Public	84,54,70,787	79.19
Total	1,06,76,90,544	100.00

Post – Arrangement Shareholding of the Integra Essentia Limited (“Transferee Company”)

Particulars	Post- Arrangement* (No. of shares)	Post- Arrangement* (Percentage)
Promoters	22,22,19,757	12.01
Public	1,62,76,30,212	87.99
Total	1,84,98,49,969	100.00

* The post- arrangement shareholding is calculated without considering any cross holding. It is also assumed that the outstanding warrants of the Transferor Company have been converted into the equity shares.
