



SHRI BAJRANG ALLIANCE LIMITED

Regd & Works Office : 521/C, Urla Industrial Complex, Urla, Raipur 493221 (C.G.), India
Phone : +91-771-4288000, Fax : +91-771-4288001
E-Mail : sales.sbal@goeltmt.com, Website : www.sbal.co.in

Addl. Place of Business : Kh. No. 521/58, Dharsiwa-Tilda Road, Vill.-Tandwa, Tehsil-Tilda,
Dist.-Raipur 493116 (C.G.)

CIN No. : L27103CT1990PLC005964



ISO 9001:2015

Date: 15/07/2024

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Ref: BSE Scrip Code- 526981

Dear Sirs/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- Scheme of Amalgamation of Popular Mercantile Private Limited with the Company and their respective shareholders.

The Board of Directors of the Company at its Meeting held on 15th July, 2024, subject to requisite approvals/consents, approved the Scheme of Amalgamation of **Popular Mercantile Private Limited** ("Popular", "Transferor Company"), a wholly owned subsidiary of the Company, having its Registered Office at C/o Suresh Goel and Brother, New Timber Market, Fafadih, Raipur (Chhattisgarh)- 492001 **with the Company** and their respective Shareholders ("the Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The salient features of the proposed Scheme are as under:

1. The Appointed Date of the Scheme would be 1st April, 2024 or such other date as may be directed or approved by the National Company Law Tribunal, Cuttack Bench ("NCLT") or any other appropriate authority.
2. The entire assets and liabilities of Popular to be transferred to and recorded by the Company at their carrying values. All inter-company balances and agreements, if any, between Transferor Companies and the Company shall come to an end and corresponding effect shall be given in the books of accounts and records of the Company for the reduction of any assets or liabilities.
3. The entire share capital of the Transferor Companies is held by the Company (directly and jointly with the nominee shareholders). Upon the Scheme becoming effective, no shares of the Company shall be allotted in lieu or exchange of the holding of the Company in the Transferor Companies (held directly and jointly with the nominee shareholders) and accordingly, equity shares held in the Transferor Companies shall stand cancelled on the Effective Date without any further act/instrument or deed.

The Meeting of the Board of Directors of the Company commenced at 03.00 p.m. and concluded at 04.30 p.m.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are given in Annexure A to this letter.

Yours faithfully,
For Shri Bajrang Alliance Limited

Anshu Dubey
Company Secretary & Compliance Officer



Encl: a/a



SHRI BAJRANG ALLIANCE LIMITED

Regd & Works Office : 521/C, Urla Industrial Complex, Urla, Raipur 493221 (C.G.), India
 Phone : +91-771-4288000, Fax : +91-771-4288001
 E-Mail : sales.sbal@goeltmt.com, Website : www.sbal.co.in

Addl. Place of Business : Kh. No. 521/58, Dharsiwa-Tilda Road, Vill.-Tandwa, Tehsil-Tilda,
 Dist.-Raipur 493116 (C.G.)

CIN No. : L27103CT1990PLC005964



Annexure A

Amalgamation/Merger

| Sr. No. | Details of Events that need to be provided | Information of such events(s) | | | | | | | | | | | | |
|----------------------------|---|--|-------------|---------|---------|-----------------|-------|--------|----------------------------|---------|---------|----------------------------|-------|----------|
| a) | name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc. | <p>The details of Popular Mercantile Private Limited (“Popular” or “Transferor Company”) and Shri Bajrang Alliance Limited (“Transferee Company” or “the Company”) are as under:</p> <p style="text-align: right;">As on 31st March, 2024 (in Lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Popular</th> <th>Company</th> </tr> </thead> <tbody> <tr> <td>Paid-up Capital</td> <td style="text-align: right;">35.10</td> <td style="text-align: right;">900.00</td> </tr> <tr> <td>Net Worth* (Standalone)</td> <td style="text-align: right;">1707.89</td> <td style="text-align: right;">5578.97</td> </tr> <tr> <td>Turnover** (Standalone)</td> <td style="text-align: right;">01.00</td> <td style="text-align: right;">56991.32</td> </tr> </tbody> </table> <p>*Net Worth as per Companies Act, 2013 **Revenue from Operations</p> | Particulars | Popular | Company | Paid-up Capital | 35.10 | 900.00 | Net Worth* (Standalone) | 1707.89 | 5578.97 | Turnover** (Standalone) | 01.00 | 56991.32 |
| Particulars | Popular | Company | | | | | | | | | | | | |
| Paid-up Capital | 35.10 | 900.00 | | | | | | | | | | | | |
| Net Worth* (Standalone) | 1707.89 | 5578.97 | | | | | | | | | | | | |
| Turnover** (Standalone) | 01.00 | 56991.32 | | | | | | | | | | | | |
| b) | whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm length”; | <p>Yes. The Transferor Company is wholly owned subsidiary of the Company and as such the said companies are related party to each other.</p> <p>However, Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated 17th July, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt under specific provisions the Companies Act, 2013, will not fall within the purview of related party transaction in terms of section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023.</p> | | | | | | | | | | | | |
| c) | area of business of the entity(ies); | <p>Popular: Popular currently engaged to carry on the business as buyers, sellers, traders, chain retailers, merchants, brokers, agents, provide membership, commission agents, assemblers, refiners, cultivators, miners, mediators, packers, stockists, distributors, advisors, hire purchasers, multi-level marketing of all other kinds of goods and merchandise, commodities and articles of consumption of all product and services in India or elsewhere</p> <p>The Company: The Company engaged in Iron & Steel, manufacturing, trading, food-processing and Agro trading.</p> | | | | | | | | | | | | |

| | | |
|----|--|--|
| d) | rationale for amalgamation/merger; | <p>Managements of both the companies believe that it is in the best interest of all the stakeholders to consolidate the group companies.</p> <p>The following benefits will accrue pursuant to the Scheme:</p> <ul style="list-style-type: none"> • Consolidation of businesses of the Transferor Companies and Transferee Company; • Reduction in number of companies and regulatory compliances thereof; • Streamlining the holding structure; Ease of management; • Reduction of operating and administrative costs; and • Leveraging on synergies on consolidation. |
| e) | in case of cash consideration-amount or otherwise share exchange ratio; | <p>The entire share capital of the Transferor Companies is held by the Company (directly and jointly with the nominee shareholders). Upon the Scheme becoming effective, no shares of the Company shall be allotted in lieu or exchange of the holding of the Company in the Transferor Companies (held directly and jointly with the nominee shareholders) and accordingly, equity shares held in the Transferor Companies shall stand cancelled on the Effective Date without any further act/instrument or deed.</p> |
| f) | Brief details of change in shareholding pattern (if any) of listed entity. | <p>There will be no change in the shareholding pattern of the Company pursuant to the merger as no shares are being issued by the Company in connection with the Scheme.</p> |

