

**KRANTI INDUSTRIES LIMITED**

Date: March 12, 2025

To,
The Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Scrip Code: 542459
Scrip Symbol: KRANTI

Subject: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Effectiveness of Scheme of Merger by Absorption between Wonder Precision Private Limited ("Transferor Company") with Kranti Industries Limited ("Company"/ "Transferee Company") and their respective shareholders.

Respected Sir/Madam,

In continuation to the disclosure dated February 28, 2025 and pursuant to Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant amendments thereto from time to time, we had informed that, the Company has received the Certified True Copy of Order from the Hon'ble NCLT, Mumbai Bench on February 28, 2025 in the matter of Scheme of Merger by Absorption of Wonder Precision Private Limited ("Transferor Company") with Kranti Industries Limited ("Transferee Company") and their respective shareholders, under section 230 to 232 of the Companies Act, 2013 and the respective rules made thereunder ("the Scheme of Merger by Absorption").

We hereby inform that, pursuant to the applicable provisions of the Companies Act, 2013 and provisions of the Scheme, the filing of the Certified Copy of the Order of the Hon'ble NCLT, Mumbai Bench sanctioning the Scheme from April 01, 2023 being the Appointed Date with the Registrar of Companies, Maharashtra at Pune in form INC-28 by the Transferor Company and the Transferee Company respectively has been completed on March 12, 2025.

Consequent to the effectiveness of the Scheme and in terms of the Scheme, the authorised share capital of the Transferor Company get merged to form new Authorised Share Capital of the Transferee Company and thereafter, the Authorised Share Capital of the Transferee Company shall stand increased to that extent without any further act, deed and without payment of any fees or charges or stamp duty to the registrar of companies.

Accordingly, the existing Clause 5th of the Memorandum of Association (MOA) of the Transferee Company automatically stands altered, modified, reclassified & amended as follows:

'(a) The Authorised Share Capital of the Company is ₹ 25,01,00,000/- (Rupees Twenty-Five Crore One Lakh only) divided into 2,50,10,000 (Two Crore Fifty Lakh and Ten Thousand only) Shares of ₹10/- (Rupees Ten only) each.'



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Accordingly, the Merger by Absorption of the Transferor Company with the Company stands completed and the Transferor Company have ceased to be the wholly-owned subsidiary of the Company from March 12, 2025 upon the Scheme becoming effective.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 for cessation of the Transferor Company as the wholly-owned subsidiary of the Company are given in **Annexure 1** to this letter.

We request you to take the above information on record.

For and on Behalf of
KRANTI INDUSTRIES LIMITED

SHRADDHA NANDKUMAR PHULE
Company Secretary & Compliance Officer
(Membership No: ACS 67126)

Encl: a/a



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Annexure 1

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023.

(Cessation of Wholly-Owned Subsidiary of the Company upon the Scheme of Merger by Absorption of Wonder Precision Private Limited (WPPL) with Kranti Industries Limited and their respective shareholders becoming effective)

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 Scheme of Merger by absorption of Wonder Precision Private Limited (WPPL) (“Transferor Company”) with Kranti Industries Limited (“Transferee Company”) and their respective shareholders (“Scheme”) under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 has become effective from March 12, 2025 i.e. the date on which the Certified Copy of the Order of the NCLT sanctioning the Scheme has been filed (Form INC-28) with the Registrar of Companies, Maharashtra at Pune, being the last of the dates on which the conditionality to the effectiveness of the Scheme has been fulfilled.</p> <p>The Transferor Company is ceased to be the wholly-owned subsidiary of the Company from March 12, 2025 upon the Scheme becoming effective.</p> <p>The details of Wonder Precision Private Limited (WPPL) “Transferor Company” and the Company are as under:</p> <p style="text-align: right;">As on March 31, 2024 (Rs. In Lakhs)</p> <table border="1" style="margin-left: auto; margin-right: auto; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th style="width: 20%;">WPPL</th> <th style="width: 50%;">Company</th> </tr> </thead> <tbody> <tr> <td>Net-Worth * (Standalone)</td> <td style="text-align: center;">306.74</td> <td style="text-align: center;">3,288.78</td> </tr> <tr> <td>Turnover ** (Standalone)</td> <td style="text-align: center;">166.96</td> <td style="text-align: center;">8,166.18</td> </tr> </tbody> </table> <p><small>* Net worth as per Companies Act, 2013 **Revenue from Operations</small></p>	Particulars	WPPL	Company	Net-Worth * (Standalone)	306.74	3,288.78	Turnover ** (Standalone)	166.96	8,166.18
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b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms-length”	<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”.</p> <p>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>									



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c)	Area of business of the entity(ies)	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.
d)	Rationale for amalgamation/ merger	<p>Managements of both the companies believed that it was in the best interest of all the stakeholders to consolidate the group companies.</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 Company; • 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)	In case of cash consideration – amount or otherwise share exchange ratio	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 Company in the Transferor Company shall stand cancelled on the Effective Date i.e. March 12, 2025 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.