

S.J.S. Enterprises Limited
(Formerly known as S.J.S. Enterprises Private Limited)
Sy No 28/P16 of Agra Village and Sy No 85/P6
of B.M Kaval Village Kengeri Hobli Bangalore 560082
P: +91 80 6194 0777 F: +91 80 28425110
Email Id: info@sjsindia.com, compliance@sjsindia.com

ISO 14001 ISO 45001
ISO 9001 IATF 16949
Certified

CIN: L51909KA2005PLC036601

www.sjsindia.com



Creating Possibilities

November 02, 2023

To,

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai -400 051 Symbol: SJS	BSE Limited Corporate Relationship Department, 2 nd Floor, New Trading Wing, Rotunda Building, P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 543387
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ISIN: INE284S01014

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Scheme of amalgamation between two subsidiaries Companies

In reference to above mentioned captioned subject, it is hereby inform that Walter Pack Automotive Products India Private Limited (“Subsidiary of the Company”) and Plastoranger Advanced Technologies Private Limited (“Step down Subsidiary”/ “Wholly Owned Subsidiary of Subsidiary”) (hereinafter collectively referred to as “Subsidiary Companies”) in their respective meetings held on November 02, 2023, have considered and approved the Scheme of Amalgamation of Plastoranger Advanced Technologies Private Limited (“Transferor Company”) with Walter Pack Automotive Products India Private Limited (“Transferee Company”) on a going concern basis under the provisions of Section 233 of Companies Act, 2013 and the rules made thereunder.

The above scheme of Amalgamation will be effective subject to the approval of the Regional Director of the relevant jurisdiction, shareholders and creditors of subsidiary Companies and other regulatory authorities, if any.

The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure 1**.

The aforesaid information is also being placed on the website of the Company <https://www.sjsindia.com/>

You are requested to kindly take the same on record.

Thank you.

Yours faithfully,

For S.J.S. Enterprises Limited

Thabraz Hushain W.

Company Secretary and Compliance Officer

Membership No.: A51119

Annexure 1

No.	Particulars	Details												
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	<p>Plastoranger Advanced Technologies Private Limited (“Transferor Company”) proposes to merge with Walter Pack Automotive Products India Private Limited (“Transferee Company”)</p> <table border="1" data-bbox="587 507 1559 800"> <thead> <tr> <th data-bbox="587 507 1106 643" rowspan="2">Name of Companies</th> <th data-bbox="1106 507 1333 561">Turnover</th> <th data-bbox="1333 507 1559 561">Networth</th> </tr> <tr> <th data-bbox="1106 561 1333 643">As on March 31, 2023</th> <th data-bbox="1333 561 1559 643">As on March 31, 2023</th> </tr> </thead> <tbody> <tr> <td data-bbox="587 643 1106 721">Walter pack Automotive Products India Private Limited</td> <td data-bbox="1106 643 1333 721">1,19,12,58,628</td> <td data-bbox="1333 643 1559 721">35,02,71,531</td> </tr> <tr> <td data-bbox="587 721 1106 800">Plastoranger Advanced Technologies Private Limited</td> <td data-bbox="1106 721 1333 800">3,78,08,528.57</td> <td data-bbox="1333 721 1559 800">3,03,19,745.86</td> </tr> </tbody> </table>		Name of Companies	Turnover	Networth	As on March 31, 2023	As on March 31, 2023	Walter pack Automotive Products India Private Limited	1,19,12,58,628	35,02,71,531	Plastoranger Advanced Technologies Private Limited	3,78,08,528.57	3,03,19,745.86
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2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Yes, the Subsidiaries are related parties to each other within the meaning of Section 2(76) of the Companies Act, 2013 and the aforesaid transaction will fall under “Related Party Transaction”. However, as per the MCA Circular No. 30/2014, dated 17.07.2014, 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.												
3.	Area of business of the entity(ies)	<table border="1" data-bbox="587 1116 1559 1976"> <thead> <tr> <th data-bbox="587 1116 821 1195">Name of Companies</th> <th data-bbox="821 1116 1559 1195">Area of Business</th> </tr> </thead> <tbody> <tr> <td data-bbox="587 1195 821 1547">Walter pack Automotive Products India Private Limited</td> <td data-bbox="821 1195 1559 1547">Presently engaged in the business of to manufacture, buy, sell, export, import, dispose of and or deal in either directly or as clearing and forwarding agents a) in the parts and or components, made of plastic and or any similar resin either by thermoforming, injection or process and b) in the tools and moulds necessary to manufacture parts and or components, made of plastic and or any similar resin either by thermoforming, injection or process.</td> </tr> <tr> <td data-bbox="587 1547 821 1976">Plastoranger Advanced Technologies Private Limited</td> <td data-bbox="821 1547 1559 1976">Presently carries on the business as, moulders, producers, refiners, fabricators, assemblers, suppliers, and dealers in all kinds of plastic materials, articles, goods including products made from plastic compounds, for industrials, commercial, household and any other use and to buy, sell, prepare, market, import, export and deal in all types of plastics and plastic articles, goods, and products including products made from plastic compounds and to act as plastic contractors, merchants, dealers and agents in India and around the world.</td> </tr> </tbody> </table>		Name of Companies	Area of Business	Walter pack Automotive Products India Private Limited	Presently engaged in the business of to manufacture, buy, sell, export, import, dispose of and or deal in either directly or as clearing and forwarding agents a) in the parts and or components, made of plastic and or any similar resin either by thermoforming, injection or process and b) in the tools and moulds necessary to manufacture parts and or components, made of plastic and or any similar resin either by thermoforming, injection or process.	Plastoranger Advanced Technologies Private Limited	Presently carries on the business as, moulders, producers, refiners, fabricators, assemblers, suppliers, and dealers in all kinds of plastic materials, articles, goods including products made from plastic compounds, for industrials, commercial, household and any other use and to buy, sell, prepare, market, import, export and deal in all types of plastics and plastic articles, goods, and products including products made from plastic compounds and to act as plastic contractors, merchants, dealers and agents in India and around the world.					
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4.	Rationale for amalgamation/ merger	<p>(i) Synergies in manufacturing, administration and marketing and business operations.</p> <p>(ii) Achieving economies of scale.</p>												

No.	Particulars	Details
		<ul style="list-style-type: none"> (iii) Pooling of the human talents in terms of manpower, management, administration and marketing which would result in saving of costs. (iv) 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. (v) Lesser regulatory / procedural compliance. (vi) Integrate, rationalize and streamline the management structure of the merged business. (vii) Amalgamation of the companies would eliminate duplication of work, administrative services, and will result in cost savings. (viii) Cost saving in fees/ duties payable on statutory and procedural compliance. (ix) Facilitate inter transfer of resources and costs and optimum utilization of assets. (x) Synchronizing of efforts to achieve uniform corporate policy. (xi) Reflection of the consolidated net worth of these companies in one balance sheet.
5.	In case of cash consideration – amount or otherwise share exchange ratio	Not Applicable
6.	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 to the Transferor Company in connection with the Scheme.