



Ref: KSM/CM-6

August 07, 2024

Listing Department
The Bombay Stock Exchange Limited,
Phiroze jeejeebhoy Towers
Dalal Street, Mumbai- 400023
[Scrip Code- 505720]

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (East), Mumbai-400051
[Scrip Code-HERCULES EQ]

Sub: Intimation under Regulation 30 of the SEBI (LODR) Regulations, 2015

Ref: Intimation regarding the NCLT order on scheme of demerger between Hercules Hoists Limited (Demerged Company) and Indef Manufacturing Limited (Resulting Company)

Dear Sir/Madam,

We are pleased to inform you that the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal"), vide their order dated August 02, 2024, has sanctioned the scheme of demerger. The order was received today i.e. August 07, 2024 and the same has been enclosed herewith for reference.

We request you to take the above on record and that the same be treated as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking you.

For Hercules Hoists Limited

Girish Jethmalani
Chief Financial Officer

Company: HERCULES HOISTS LIMITED

T: +91 22 45417301 | F: +91 2192 274125 | E: indef@indef.com | U: www.indef.com

Corporate Office: 501-504, Shelton Cubix, Sector 15, Plot #87, CBD Belapur, Navi Mumbai 400614, INDIA

Works: Khalapur, Chakan | **Regional Offices:** Pune, Delhi, Chennai, Kolkata

Registered Office: Bajaj Bhawan, 2nd Floor, 226, Jamnalal Bajaj Marg, Mumbai 400 021, INDIA

CIN: L45400MH1962PLC012385

**THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT I**

C.P. (CAA) 78/MB/2024

C/w

C.A.(CAA)/181/MB/2023

In the matter of

The Companies Act, 2013 (18 of 2013);

And

In the matter of

*Section 232 r/w Section 230 and other applicable
provisions of the Companies Act, 2013 and Rules
framed thereunder as in force from time to time;*

and

In the matter of

Scheme of Demerger & Arrangement

Between

Hercules Hoists Limited

CIN L45400MH1962PLC012385

...Petitioner Company 1/

Demerged Company

INDEF Manufacturing Limited

CIN U29308MH2022PLC390286

...Petitioner Company 2/

Resulting Company

Order delivered on 02.08.2024

Coram:

Shri Prabhat Kumar

Hon'ble Member (Technical)

Justice V.G. Bisht (Retd.)

Hon'ble Member (Judicial)

Appearances (through)

THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT I

C.P. (CAA) 78/MB/2024
C/w
C.A.(CAA)/181/MB/2023

For the Petitioner Companies : Mr. Ninad Sahasrabuddhe,
PCS

For the Regional Director : Mr. Bhagwati Prasad,
Assistant Registrar, Office of
Regional Director, Western
Region, Mumbai

ORDER

1. Heard the learned Authorized Representative for the for the Petitioner Companies. Neither any objector has come before the Tribunal to oppose the Petition and nor any party has controverted any averments made in the Petition.
2. The sanction of this Tribunal is sought under Sections 232 r/w Section 230 and other applicable provisions of the Companies Act, 2013 ('Act') and in the matter of Scheme of Demerger and Arrangement between **Hercules Hoists Limited** ('Demerged Company') and **Indef Manufacturing Limited** ('Resulting Company') and their respective shareholders.
3. The Demerged Company is a listed public limited company and is engaged in the business of manufacturing, sales, distribution and marketing of mechanical hoists, electric chains hoists, wire rope hoists and other material handling equipment and other business by way of investments in various mutual funds schemes and equity instruments.
4. The Resulting Company is an unlisted public limited company incorporated with a view to undertake the businesses of manufacturing

of hoists, cranes and other material handling equipment i.e. the business of the Demerged Company and specifically the Manufacturing Business.

5. The Petitioner Companies submits that the entire issued, subscribed and paid up share capital of the Resulting Company is currently held by the Demerged Company along with nominees.
6. The Board of Directors of the Petitioner Companies passed a Resolution in the respective Board meetings dated 23rd September 2022 approving the draft scheme of Demerger and Arrangement between the Petitioner Companies. The appointed date for the Scheme is 1st October 2022 or such other date as the Tribunal may direct or fix for the purpose of the Scheme.
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7. The management of the Petitioner Companies believe that the scheme of Demerger and Arrangement between the Petitioner Companies shall result in:
 - a) Splitting of manufacturing business and investment business of the Demerged Company with a view to unlocking value, enhance the scope of work of both, the Demerged Company and the Resulting Company, and further to draw new investors, JV, bringing technology partner, merger & acquisition for exploring other growth potential in it.
 - b) Increased flexibility and enhance the ability of Petitioner Companies to undertake their respective businesses, thereby contributing to enhancement of future business potential.

- c) Allowing the respective management to pursue independent growth strategies. The Scheme will also provide scope of separate companies for independent collaboration and expansion.
- d) Focused management attention, resources and skill set allocation of both the Petitioner Companies with a view to rationalize and simplify the structure of the Demerged Undertaking.
- e) Facilitating focused management attention, provide leadership vision, facilitate efficiency in operations due to individual specialization, provide greater leveraging due to financial independence and facilitate strategic financial investment to the Demerged Undertaking and enabling the management of Demerged Company to focus on the Remaining Undertaking and allow it to grow aggressively.
- f) The transfer and vesting of the Demerged Undertaking along with assets and liabilities relating to the Demerged Undertaking into IML, will benefit IML and its members.
- g) In consideration of the Demerger, the Shareholders of the Demerged Company will receive equity shares in the Resulting Company, which will be listed on Stock Exchange(s). The Shares held by the Demerged Company in the Resulting Company (if any) will be cancelled upon the effectiveness of the Scheme as the shareholding pattern of the Demerged Company and the Resulting Company will be exactly the same (i.e. mirror shareholding pattern).
- h) The Demerger and the consequent issue of equity shares by the Resulting Company are proposed to allow shareholders of the

Demerged Company and the Resulting Company and the investors to invest in the distinct key businesses and allow shareholders of the Demerged Company and the Resulting Company unlock the value of their investments.

- i) The proposed demerger will assist in the potential of the respective businesses being realized more fully and will have beneficial results for the said companies and their shareholders.
- j) The Scheme is in the interest of shareholders, creditors and there is no likelihood that any shareholder or creditor of either Demerged Company or Resulting Company would be prejudiced as a result of the Scheme of Arrangement. The Scheme will neither impose any additional burden on the shareholders of the Demerged Company, nor will it adversely affect the interests of any of the shareholders or creditors of the Demerged Company and the Resulting Company. Further, the Scheme is only for the transfer and vesting of the Demerged Undertaking by way of an arrangement from the Demerged Company into the Resulting Company and is not an arrangement or compromise with the creditors of any of the entities involved in the Scheme.

8. Consideration:

Upon the Scheme coming into effect, in consideration of the demerger of the Demerged Undertaking into Resulting Company pursuant to provisions of this Scheme, and without any further application, act, deed payment, consent acts, instruments or deed, Resulting Company will issue and allot fully paid-up equity shares of Re. 1 each (the "New Shares") to shareholders of Demerged Company in accordance with the

terms of the Scheme. The New Shares will be issued by Resulting Company to such equity shareholders of Demerged Company whose names are recorded in the register of members of Demerged Company as on the Record Date in the ratio of 1:1, i.e. ***“1 (One) equity share of INDEF MANUFACTURING LIMITED of Face Value of INR 1 each fully paid up shall be issued for every 1 (One) equity share of Face Value of INR 1 each fully paid up held in HERCULES HOISTS LIMITED”***.

9. The valuation report recommending share entitlement ratio for the Scheme of Arrangement (Demerger) dated 22nd September 2022 is issued by Paras K. Savla, IBBI Registered Valuer (IBBI/RV/06/2018/10102).
10. The Demerged Company is listed with the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). Pursuant to the Securities and Exchange Board of India ('SEBI') Circular CFD/DIL3/CIR/P/2021/0000000665 dated 23.11.2021, as amended from time to time and read with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Demerged Company had applied to BSE and NSE for their Observation Letter / No Objection Letter to file the Scheme for sanction of the Tribunal. BSE and NSE vide their respective letters dated 23rd May 2023 and 24th May 2023 respectively have provided their No Adverse Observation Letter / No Objection Letter to the Scheme.
11. The Company Petition has been filed in consonance with the Order passed in the C.A.(CAA) No. 181 of 2023 of the Tribunal and the Petitioner Companies have complied with all requirements as per directions of the National Company Law Tribunal, Mumbai Bench and they have filed necessary affidavits of compliance.

12. The Regional Director has filed his Report dated 15.07.2024 making certain observations and the Petitioner Companies have undertaken/made following submission that :

- i. The Petitioner Companies shall comply with all the applicable Accounting Standard and pass such entries which are necessary in connection with the scheme, including AS-14 or IND-AS 103, AS-5 or IND-AS 8 etc;
- ii. The Scheme enclosed with the Company Scheme Petition and Company Scheme Application are one and the same and there is no discrepancy or no change is made;
- iii. The Scheme is in compliance with Section 232(6) of the Companies Act, 2013 and in compliance of the circular No. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs;
- iv. The present scheme is in compliance with Section 2(19AA) of the Income Tax Act, 1961;
- v. The interest of creditors will be protected;
- vi. Indef Manufacturing Limited (Resulting Company) is Wholly Owned Subsidiary of the Hercules Hoists Limited (Demerged Company), the filing of form BEN-2, as per the provisions of Section 90 of the Companies Act, 2013, is not applicable to the Resulting Company.

13. Mr. Bhagwati Prasad, Assistant Director for the Office of Regional Director (WR), Mumbai appeared on the date of hearing and submits that above explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objection to the Scheme.

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14. From the material on record, the Scheme annexed to the Company Scheme Petition appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, CP (CAA)/78/MB/2024 is made absolute in terms of the prayer clauses of the said Company Scheme Petition.
15. The Scheme is hereby sanctioned with the Appointed Date of 1st October 2022. It shall be binding on the Petitioner Companies involved in the Scheme and all concerned including their respective Equity Shareholders, Preference Shareholders, Secured Creditors, Unsecured Creditors/Trade Creditors, Employees and/or any other stakeholders concerned.
16. The creditors of undertaking, being demerged, shall be entitled to make claim against the Resulting Company as well as Demerged Company in relation to their debt up to the date of demerger. In case the Resulting Company is made to pay the debt of such undertaking, it shall be entitled to seek reimbursement of the amount so paid from the Demerged Company.
17. The Petitioner Companies are directed to file a copy of this Order along with a copy of the Scheme with the concerned Registrar of Companies electronically along with e-form INC-28 within 30 days from the date of receipt of the certified copy of Order by the Petitioner Companies. The Scheme will become effective on filing of the copy of this order with the concerned Registrar of Companies.
18. The Petitioner Companies to lodge a copy of this Order along with the Scheme duly authenticated/ certified by the Joint or the Assistant

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Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, within 60 days from the date of receipt of the certified Order from the Registry of this Tribunal.

19. All concerned regulatory authorities to act on a copy of this Order along with Scheme duly certified by the Joint or the Assistant Registrar, National Company Law Tribunal, Mumbai Bench.

20. Ordered accordingly.

Sd/-

Prabhat Kumar
Member (Technical)

Sd/-

Justice V.G. Bisht
Member (Judicial)