



February 8, 2024

Department of Corporate Services  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Steet, Mumbai – 400001  
**BSE Scrip Code : 500460**

Listing Department  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400051  
**NSE Scrip Name : MUKAND LTD.**

Dear Sir/ Madam,

**Sub: Intimation of the outcome of the meeting of the Board of Directors of Mukand Limited (“Company” or “Resulting Company”) held on February 8, 2024 and disclosure under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”)**

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We would like to inform the Stock exchanges, that the Board of Directors of the Company (“**the Board**”) at its meeting held today, i.e. **February 8, 2024** has *inter alia* considered and approved the Draft Scheme of Arrangement (“**the Scheme**”) between Mukand Sumi Metal Processing Limited (“**Demerged Company**” or “**MSMPL**”), wholly owned subsidiary of the Company, with the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Act**”) the rules and/ or regulations made thereunder.

The Scheme *inter alia* provides for the Demerger, transfer and vesting of the Stainless Steel Cold Finished Bars and Wires Undertaking (“**Demerged Undertaking**”) from the Demerged Company into the Resulting Company, on a going concern basis.

Since all the shares in the share capital of the Demerged Company are held by the Resulting Company and the Resulting Company, being the holding Company, cannot issue or allot any shares to itself, no new shares whatsoever shall be issued by the Resulting Company in consideration of the Demerger.

The Scheme is subject to receipt of necessary statutory and regulatory approvals, including approvals from the National Company Law Tribunal under Section 230-232 of the Act.

The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 as modified by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as **Annexure - A**.

The Meeting of the Board commenced at 11.00 a.m. and concluded at 1.25 p.m.

We request you to kindly take the note of above on your record, and to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking You,

Yours faithfully,

For **Mukand Limited**

**Rajendra Sawant**

**Company Secretary**

**Annexure – A**  
**Brief details of Demerger**

| S No. | Particulars  | Details  |
|-------|--|--|
| 1.    | Brief details of the division(s) to be demerged  | The Scheme provides for demerger of Stainless Steel Cold Finished Bars And Wires Undertaking of the Demerged Company, which is predominantly involved in the business of manufacturing and selling of stainless steel cold finished bars and wires, including inter alia all downstream operations for manufacturing of cold finished bars and wires, the processes of normalizing, annealing, drawing, peeling, grinding, pickling, coating and other processes in connection therewith.  |
| 2.    | Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year/ based on financials of the last financial year | The turnover of the Demerged Undertaking as on March 31, 2023 was INR 603.37 Crores which constitutes 10.74 % of the total turnover of the Resulting Company in the immediately preceding financial year / based on financials of the last financial year (year ended March 31, 2023).<br><i>[The turnover represents revenue from operations]</i>   |
| 3.    | Rationale for Demerger   | As part of an overall strategy for the optimum running, value creation, growth and development of the business of the Demerged Company, it is considered desirable and expedient to reorganize and reconstruct the Demerged Company by demerging its Demerged Undertaking, the ‘Stainless Steel Cold Finished Bars and Wires Undertaking’, to the Resulting Company.<br>The Scheme is expected, <i>inter alia</i> , to result in the following benefits:<br>(i) Consolidation of Stainless Steel Cold Finished Bars and Wires Business in a single entity i.e Resulting Company that will result in alignment of interest of all shareholders, concentrated management focus, integration of business operations, greater financial strength and maximise overall shareholders’ value; |

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|    |  | <p>(ii) Streamline the business process and eliminate complexities and redundancy of transactions between the Demerged Company and the Resulting Company;</p> <p>(iii) Facilitates development of internal core competencies of the company in the long term;</p> <p>(iv) Provide synergies in operational processes and greater productivity &amp; cost savings in marketing, selling &amp; distribution expenses, thereby leading to economies of scale to the Company.</p>   |
| 4. | Brief details of change in shareholding pattern (if any) of all entities | <p>The Demerged Company is a Wholly Owned Subsidiary of the Resulting Company. Accordingly, upon the proposed Scheme coming into effect, the Resulting Company will not issue any shares in the form of consideration for the demerger and hence there will be no change in the shareholding pattern of the Resulting Company.</p> <p>Further, there shall be no change in shareholding pattern of Demerged Company, as it shall continue to remain a Wholly Owned Subsidiary of Resulting Company after the proposed Scheme comes into effect.</p> |
| 5. | In case of cash consideration – amount or otherwise share exchange ratio | <p>The Demerged Company is a Wholly Owned Subsidiary of the Resulting Company. Accordingly, upon the proposed draft Scheme coming into effect, no new shares will be allotted by the Resulting Company and/or no cash consideration will be discharged.</p>   |
| 6. | Whether listing would be sought for the resulting entity                 | <p>The equity shares of the Resulting Company are already listed on the Stock Exchanges.</p> <p>Further, the Demerged Company is a Wholly Owned Subsidiary of the Resulting Company. Accordingly, upon the proposed Scheme coming into effect, the Demerged Company shall continue as an unlisted company &amp; will remain a Wholly Owned Subsidiary of the Resulting Company.</p>   |