



KRITI INDUSTRIES (INDIA) LIMITED

BRILLIANT SAPPHIRE, 801-804, 8th FLOOR, PLOT NO. 10, SCHEME 78-II, VIJAY NAGAR,
INDORE - 452 010 (M.P.) INDIA. PHONE No.: (+91-731) 2719100.
REGD. OFF.: "MEHTA CHAMBERS", 34, SIYAGANJ, INDORE - 452007 Phone: (+91-731) 2540963
E-mail: info@kritiindia.com Website: http://www.kritiindia.com

CIN : L25206MP1990PLC005732

KIIL/SE/2024-25

9th November, 2024

Online filing at: www.listing.bseindia.com and
<https://neaps.nseindia.com/NEWLISTINGCORP/login.jsp>

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001(M.H.)
BSE Script ID: KRITIIND, BSE CODE: 526423

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051(M.H.)
Symbol: KRITI

Subject: Intimation of Outcome of the meeting of Board of Directors under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulation)

Dear Sir/ma'am,

Pursuant to the provisions of Regulation 30(2) read with clause 7 of Para A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and in continuation of our letter vide no. KIIL/SE/2024-25 dated 03rd May, 2024 informing about in-principal approval by the Board, we wish to inform you that the Board of Directors on recommendation of audit committee, in its meeting held on Saturday, 9th November, 2024 has considered and approved the draft Scheme of Amalgamation of Kriti Auto & Engineering Plastics Private Limited ("**Transferor Company**", with the Company and their respective shareholders ("**Scheme**") pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").

The Scheme inter alia provides for the amalgamation of the Transferor Company with the Company. The Transferor Companies is wholly owned subsidiary of the Company.

The Scheme is subject to necessary statutory and regulatory approvals under the applicable laws, including approval of the jurisdictional National Company Law Tribunal.

The meeting of the board of directors commenced at 11.00 A.M. and concluded at 2:15 P.M.



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We submit the following information as required under SEBI (LODR) Regulations, 2015.

S. No.	Particulars	Disclosures									
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>Details of Transferor Company: Kriti Auto & Engineering Plastics Private Limited (CIN: U25206MP2007PTC019323) is an unlisted public limited Company incorporated under the provisions of the Companies Act, 2013, having registered office situated at Mehta Chamber, 34, Siyaganj, Indore, Madhya Pradesh, 452007, India.</p> <p>The Transferor Company is a wholly owned subsidiary of Transferee Company and is not listed on any stock exchange in India or abroad.</p> <p>Details of Transferee Company: Kriti Industries (India) Limited (CIN: L25206MP1990PLC005732) is a listed public company incorporated under the provisions of the Companies Act, 2013, having registered office situated at Mehta Chamber, 34, Siyaganj, Indore, Madhya Pradesh, 452007, India.</p> <p>The Transferee Company's equity shares are listed on BSE Limited and the National Stock Exchange of India Limited.</p> <p>Details of net worth and turnover of the Transferee Company and the Transferor Companies as of March 31, 2024: (Amount in Lacs)</p> <table border="1"><thead><tr><th>Name of companies</th><th>Net Worth</th><th>Total Turnover</th></tr></thead><tbody><tr><td>Kriti Auto & Engineering Plastics Private Limited</td><td>894.84</td><td>0.00</td></tr><tr><td>Kriti Industries (India) Limited</td><td>15041.61</td><td>86662.61</td></tr></tbody></table>	Name of companies	Net Worth	Total Turnover	Kriti Auto & Engineering Plastics Private Limited	894.84	0.00	Kriti Industries (India) Limited	15041.61	86662.61
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Kriti Auto & Engineering Plastics Private Limited	894.84	0.00									
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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";	The Transferor Company is a wholly owned subsidiary of the Transferee Company. The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of the National Company Law Tribunal. Further, pursuant to Regulation 23(5)(b) of the Listing Regulation, the related party transaction provisions are not applicable to the scheme as the same is between the holding company and its wholly owned subsidiary company and the Scheme is also exempted from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.
3.	area of business of the entity(ies);	Kriti Industries (India) Limited is engaged in the manufacture of polymer pipes. These comprise Poly Vinyl Chloride (PVC) and Poly Ethylene (PE) pipes used in the downstream applications of potable water supply, irrigation, building construction and infrastructure. Kriti Auto & Engineering Plastics Private Limited has discontinued its business operations and is not going concern.
4.	rationale for amalgamation/merger	Consolidation and simplification of the group structure, cost savings resulting from rationalization, standardization and simplification of business processes; Avoiding un-necessary duplication of costs of administration, distribution, selling and marketing and reduction in legal and regulatory compliances; Achieving economies of scale; Simplification of group structure by eliminating multiple companies within the group.
5.	in case of cash consideration – amount or otherwise share exchange ratio;	The Transferor Company is a wholly-owned subsidiary of the Transferee Company. Thus, no cash consideration is involved.
6.	brief details of change in shareholding pattern (if any) of listed entity.	Not Applicable since no shares are being issued by transferee company.

This is for your information and record.

Thanking you
Yours Faithfully,

FOR, KRITI INDUSTRIES (INDIA) LIMITED

TANUJ SETHI
COMPANY SECRETARY & COMPLIANCE OFFICER