

Sec/Share/047/FY 2024-25

Date: 26.03.2025

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001
Scrip code: 532932

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
Symbol: MANAKSIA

Dear Sir/Madam,

Ref: Disclosure in terms of Regulation 30 and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Outcome of Board Meeting held on 26th March, 2025

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III, kindly take note that the Board of Directors (the "Board") of Manaksia Limited (the "Company") at its meeting held today i.e. 26th March, 2025 which commenced at 12:30 P.M. and concluded at 02:15 P.M., on the basis of recommendation of Audit Committee and Committee of Independent Directors, has approved the draft Scheme of Arrangement between Manaksia Limited ("ML" or the "Demerged Company") and Manaksia Ferro Industries Limited ("MFIL" or the "Resulting Company") and their respective shareholders providing for the demerger of the Company's Metal Products Business undertaking (hereinafter referred to as the "Scheme"), under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

The Scheme would be subject to requisite approvals of shareholders and creditors of the Demerged Company and Resulting Company, approval of the National Company Law Tribunal (the "NCLT" / "Tribunal"), Stock Exchanges, Securities and Exchange Board of India (the "SEBI") and such other approvals/ permissions as may be required under the applicable law.

Upon demerger of Metal Products Business undertaking (**i.e. the Demerged Undertaking**), the Resulting Company will issue 1 (One) fully paid up equity share of the face value of INR 1 (Indian Rupee One) each of the Resulting Company for every 1 (One) equity share of the face value of INR 2 (Indian Rupees Two) each in the Demerged Company.

The equity shares of MFIL to be issued to the shareholders of ML pursuant to the Scheme shall be listed on the BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (BSE and NSE collectively hereinafter referred to as the "Stock Exchanges") (subject to receipt of requisite approvals from statutory and regulatory authorities and in compliance with SEBI circulars).



The Demerged Company and the Resulting Company will have a mirror image/identical shareholding upon the Scheme becoming effective and allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company in proportion to their shareholding on the record date to be fixed.

The Appointed Date for the Scheme is the Effective Date. The Scheme would become effective upon filing of the certified copies of the order approving the Scheme by the National Company Law Tribunal with the concerned Registrar of Companies, with effect from the Appointed Date.

The Board / Restructuring Committee/ Authorised Persons are duly authorized by the Board to take necessary actions for completing the requirements in this regards and to do all such acts and deeds as may be necessary.

The Scheme along with all other details will be filed in due course with the Stock Exchange(s) pursuant to the provisions of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") read with SEBI Master Circular No SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Further, the details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is annexed as **Annexure - A.**

You are requested to take the above on record.

Thanking You.

Yours faithfully,

For **Manaksia Limited**



Anatha Bandhaba Chakrabartty
Company Secretary and Compliance Officer
M.No. F7184

Date: March 26, 2025

Place: Kolkata

Encl: As above

Annexure - A

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Manaksia Limited makes the following disclosures as prescribed in Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

Disclosure requirement	Details
a) Brief details of the division(s) to be demerged	<p>The Scheme provides for demerger, transfer and vesting of the Demerged Undertaking (<i>as defined in the Scheme</i>) from the Demerged Company into the Resulting Company on a <i>going concern</i> basis, in accordance with the provisions of Section 2(19AA) of the Income Tax Act.</p> <p>"Demerged Undertaking" or "Metal Product Business" means the metal products business conducted directly and through domestic step-down subsidiary, namely Mark Steels Limited, and ancillary and support services in relation thereto of the Demerged Company, and all assets, all investments including investment in Manaksia Ferro Industries Limited and liabilities relating thereto.</p>
b) 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	<ul style="list-style-type: none"> ▪ Turnover of the Demerged Undertaking for the year ended March 31, 2024: <ul style="list-style-type: none"> ○ On Standalone basis: Rs. 159.86 crore; ○ On Consolidated basis: Rs. 329.47 crore ▪ % of turnover of the Demerged Undertaking to the turnover of the listed entity for the year ended March 31, 2024: <ul style="list-style-type: none"> ○ On Standalone basis: 99.41% ○ On Consolidated basis: 46.96%
c) Rationale for demerger	<p>The different / independent businesses of the Demerged Company have different industry specific risks, business cycles and operate, <i>inter alia</i>, under different market dynamics and thus can attract different</p>



types of investors as well as management teams for their respective businesses and follow different and independent strategies, even as they all have a significant potential for growth and profitability.

Given its diversified business portfolio, it has become imperative for the Demerged Company to re-orient and re-organize itself in a manner that allows it to impart greater focus, management alignment and growth for each of its independent business lines. The Demerged Company is also desirous of enhancing its operational efficiency, flexibility in attracting capital through a restructuring.

The Scheme, therefore, proposes to re-organise and segregate the interest of the Demerged Company primarily in the Metal Products Business and thus proposes demerger of the Metal Products Business to the Resulting Company.

The Demerged Company will continue to conduct the Remaining Business.

The proposed restructuring pursuant to this Scheme is expected, *inter alia*, to result in following benefits:

- (i) segregation and unbundling of the Metal Products Business into the Resulting Company;
- (ii) unlocking of value for the shareholders of the Demerged Company;
- (iii) emergence of the Demerged Company mainly as a predominantly focused company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialisation for sustained growth for the Remaining Business;
- (iv) creation of a listed company predominantly focused on Metal Products Business with ability to achieve valuation based on metal industry related risk return profile and cash flows, attracting the right investors and thus enhancing flexibility in accessing capital as well as attracting right talent;
- (v) achieve cost optimisation and specialisation for sustained growth;



	<p>(vi) allowing the management of the Resulting Company to pursue independent growth strategies in regional, national and overseas markets;</p> <p>(vii) augmenting the infrastructural capability of the Resulting Company to effectively meet future challenges in their businesses;</p> <p>(viii) enhancing operational efficiencies, ensuring synergies through pooling of the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies.</p> <p>The proposed restructuring is in the interest of the shareholders, creditors, employees and other stakeholders in each of the companies.</p>
d) Brief details of change in shareholding pattern (if any) of all entities;	<p>There will be no change in the shareholding pattern of Manaksia Limited.</p> <p>Upon the Scheme becoming effective, the entire pre-Scheme equity share capital of MFIL held by ML and its nominees will stand cancelled and reduced.</p> <p>Further, the Demerged Company and the Resulting Company will have mirror image/identical shareholding upon the Scheme becoming effective and allotment of equity shares by the Resulting Company as per the share entitlement ratio provided in the Scheme, to the shareholders of the Demerged Company in proportion to their shareholding on the record date to be fixed.</p>
e) In case of cash consideration – amount or otherwise share exchange ratio;	<p>There is no cash consideration being discharged under the Scheme.</p> <p>Upon the Scheme becoming effective, in consideration of the demerger of the Metal Products Undertaking, MFIL shall issue and allot to the shareholders of ML whose names are recorded in the register of members and records of the depository as shareholders of the Company as on the Record Date, as under:</p> <p>"1 (One) fully paid up equity share of the face value of INR 1 (Indian Rupee One) each of the Resulting</p>



	Company for every 1 (One) equity share of the face value of INR 2 (Indian Rupees Two) each in the Demerged Company"
f) Whether listing would be sought for the resulting entity.	Yes. The equity shares of MFIL shall be listed and admitted to trading on BSE and NSE (having nationwide terminal) pursuant to the Scheme subject to receipt of requisite approvals from statutory and regulatory authorities and in compliance with SEBI circulars.

