

RRIL Limited

[Formerly Known as S R K Industries Limited]

March 05, 2020

To,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Scrip ID: RRIL/ Scrip Code: 531307

SUB. : Disclosure pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Re: Scheme of Amalgamation of KRKumar Industries Limited with RRIL Limited (the Company).

Dear Sir,

We would like to inform you that pursuant to recommendation of the Audit Committee of the Company, the Board of Directors at their meeting held today i.e. March 05, 2020 has *interalia* considered and approved the draft Scheme of Amalgamation of KRKumar Industries Limited with RRIL Limited.

The proposed Scheme of Amalgamation is subject to further approvals of the BSE Limited (stock exchanges), SEBI, NCLT and other competent authorities.

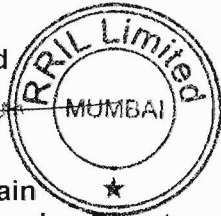
The relevant details of the Scheme of Amalgamation as per SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015, as amended, are enclosed herewith.

The meeting of the Board of Directors commenced at **4.00PM** and concluded at **5.30PM**.

The aforesaid is for your information and record please. We will file the application for in-principle approval of the stock exchange in due course.

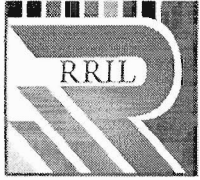
Thanking you

Yours faithfully,
For RRIL Limited



Ratanchand D Jain
Chairman & Managing Director

Encl. As above



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ANNEXURE – “DETAILS OF DISCLOSURE REQUIRED UNDER REGULATION 30 OF SEBI (LODR) REGULATIONS 2015”

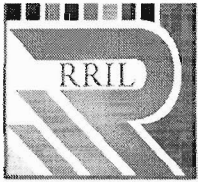
Scheme: Scheme of Amalgamation of KRKumar Industries Limited with RRIL Limited.

Appointed Date: 1st April, 2020

Effective Date: This Scheme shall be effective from the last of the dates on which certified copies of order of the National Company Law Tribunal (NCLT) under Sections 230 and 232 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies.

| Sr. No. | Particulars | Details | | | | | | | | | | | | | | | | | | | | |
|-------------------------|---|---|-------------|----------------------------|--------------|--------------------|--------------------|------------------------|--------|---------|--------------------|--------|--------|----------|--------|---------|----------|-------|---------|-------------------------|------|---------|
| 01. | Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.; | <p>Transferor Company:</p> <p>KRKumar Industries Limited (Corporate Identification No. U45203MH1987PLC042969) is Company incorporated under the provisions of the Companies Act, 1956 and having registered office situated at 101, Raj Bhavan, Daulat Nagar Road No. 9, Borivali (East) Mumbai - 400066, Maharashtra.</p> <p>The Transferor Company is Unlisted Public Company.</p> <p>Transferee Company:</p> <p>RRIL Limited (formerly known as S R K Industries Limited) (Corporate Identification No. L17121MH1991PLC257750) is Company incorporated under the provisions of the Companies Act, 1956 and having registered office situated at A-325, Hari Om Plaza, M.G. Road, Near Omkareshwar Temple, Borivali (East), Mumbai - 400066, Maharashtra.</p> <p>The Transferee Company is Listed Company on BSE Limited.</p> <p>Brief financial of Companies: The brief financials of the transferor Company & the transferee Company as per the Audited Financial Statement for the period ended on December 31, 2019 are as below:</p> <p style="text-align: right;">(Rs. In Lakhs)</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th>KRKumar Industries Limited</th> <th>RRIL Limited</th> </tr> <tr> <th>Transferor Company</th> <th>Transferee Company</th> </tr> </thead> <tbody> <tr> <td>Equity Paid-up Capital</td> <td style="text-align: right;">308.00</td> <td style="text-align: right;">3922.67</td> </tr> <tr> <td>Reserves & Surplus</td> <td style="text-align: right;">401.25</td> <td style="text-align: right;">180.51</td> </tr> <tr> <td>Networth</td> <td style="text-align: right;">709.25</td> <td style="text-align: right;">4103.18</td> </tr> <tr> <td>Turnover</td> <td style="text-align: right;">13.63</td> <td style="text-align: right;">8758.20</td> </tr> <tr> <td>Profit / Loss after Tax</td> <td style="text-align: right;">0.33</td> <td style="text-align: right;">(65.03)</td> </tr> </tbody> </table> | Particulars | KRKumar Industries Limited | RRIL Limited | Transferor Company | Transferee Company | Equity Paid-up Capital | 308.00 | 3922.67 | Reserves & Surplus | 401.25 | 180.51 | Networth | 709.25 | 4103.18 | Turnover | 13.63 | 8758.20 | Profit / Loss after Tax | 0.33 | (65.03) |
| Particulars | KRKumar Industries Limited | RRIL Limited | | | | | | | | | | | | | | | | | | | | |
| | Transferor Company | Transferee Company | | | | | | | | | | | | | | | | | | | | |
| Equity Paid-up Capital | 308.00 | 3922.67 | | | | | | | | | | | | | | | | | | | | |
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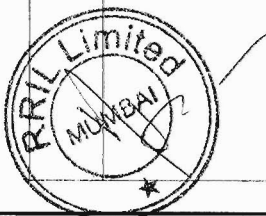


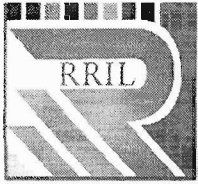


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| 02. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"; | <p>The Transferor Company and the Transferee Company are related with each other.</p> <p>The proposed scheme of Amalgamation, is subject to the approval of the SEBI, Stock Exchange, NCLT and other competent authority would be implemented on arm's length basis.</p> |
| 03. | Area of business of the entity(ies); | <p>The Transferor Company – KRKumar Industries Limited is engaged in the activities pertaining to Construction and Textile activities.</p> <p>The Transferee Company – RRIL Limited is engaged in the business of Trading in Textile products in fabrics and Yarn and also intend to re-develop housing society in western suburbs of Mumbai to achieve its objective of venturing into the business of real estate / re-development.</p> |
| 04. | Rationale for amalgamation / merger; | <p>Both the Transferor and Transferee Companies are under common control and it would be advantageous to combine the activities and operations in a single Company and to build strong capability to effectively meet future challenges in competitive business environment.</p> <p>The proposed Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.</p> <p>Presently, the Transferor Company is engaged in the business pertaining to Construction and Textile activities. Whereas, the Transferee Company is engaged in the business of Trading in Textile products in fabrics and Yarn and also intend to re-develop housing society in western suburbs of Mumbai to achieve its objective of venturing into the business of real estate / re-development. The proposed amalgamation will enable the integration of the business activities of the Transferor Company with the Transferee Company.</p> <p>The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.</p> <p>The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances, which at present are required to be made separately by the Transferee Company as well as by the Transferor Company.</p> <p>The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.</p> <p>The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders,</p> |





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|-----------------------------------|--|---|---|---------------|
| | | employees and other stakeholders and all concerned. | | |
| 05. | In case of cash consideration – amount or otherwise share exchange ratio; | The Share Swap Ratio for the proposed amalgamation would be as below: Against 1 (One) Equity Share of the face value of Rs.10/- of the KRK, 14 (Fourteen) Equity Shares of the face value of Rs.5/- of the RRIL shall be issued to the shareholders of KRK. | | |
| 06. | Brief details of change in shareholding pattern (if any) of listed entity. | | | |
| KRKumar Industries Limited | | | | |
| Particulars | No. of Equity Shares of Rs.10 each | % | No. of Equity Shares of Rs.10 each | % |
| | Pre-Scheme | | Post Scheme | |
| Promoter | 30,80,000 | 100 | 0 | 0 |
| Public | 0 | 0 | 0 | 0 |
| Total | 30,80,000 | 100 | 0 | 0 |
| RRIL Limited | | | | |
| Particulars | No. of Equity Shares of Rs. 5 each | % | No. of Equity Shares of Rs. 5 each | % |
| | Pre-Scheme | | Post Scheme | |
| Promoter | 3,84,36,873 | 48.99 | 8,11,97,783* | 66.99 |
| Public | 4,00,16,507 | 51.01 | 4,00,16,507 | 33.01 |
| Total | 7,84,53,380 | 100.00 | 12,12,14,290 | 100.00 |

*3,59,090 (0.46%) Equity Shares held by KRK in RRIL shall be cancelled pursuant to the Scheme of Amalgamation by absorption.

