

# INDO MAN STRUCTURALS PRIVATE LIMITED

Regd. Off: Near Loco Colony, Jaipur, Rajasthan, India, 302006

(CIN: U27109RJ2008PTC027800) Tel: +91 141 2222221

Email Id-indomanstructurals@gmail.com

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## REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INDO MAN STRUCTURALS PRIVATE LIMITED UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013

The Board of Directors ("Board") of Indo Man Structurals Private Limited ("Resulting Company" or "Company") at its Board meeting held on 16.09.2025 has approved the Scheme Of Arrangement pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ("Act") and other applicable laws between the Company and Man Structurals Private Limited("Demerged Company") (the "Scheme").

This Report as per the provisions of Section 232(2)(c) of the Act, sets out the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company and laying out in particular if applicable, the share exchange ratio (specifying any special valuation difficulties)

- 1. Scheme:** Upon the Scheme coming into effect and with effect from the Appointed Date i.e 01.04.2025, the Demerged Undertaking of the Demerged Company, shall, without any further act or deed be transferred to and vested in and/or be deemed to have been transferred to and vested in the Resulting Company so as to become the business, assets, investments and properties of the Resulting Company as a part of and consequent upon the approval of the Scheme as a 'going concern' basis for the consideration as set out hereinafter .

### 2. Effect of the Scheme

- (a) The Scheme is in the interest of the companies, their promoter and non-promoter shareholders, employees, creditors, and all other stakeholders. It is designed to promote efficiency, transparency, and growth of the manufacturing business while ensuring statutory compliance under the Companies Act, 2013.
- (b) Upon this Scheme becoming effective and upon vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in terms of this Scheme, the Resulting Company shall without any further application or deed, issue and allot Equity Shares,



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credited as fully paid up, to the extent indicated below, to the members of the Demerged Company holding fully paid up Equity Shares in the Demerged Company and whose name appear in the Register of Members of the Demerged Company on the Effective Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as may be recognized by the Board of Directors of the Resulting Company in the following manner:

1 (One Only) Fully paid-up Equity Share of Rs. 10/- each of the Resulting Company shall be issued for every 1 (One Only) Fully Paid-up Equity Share of Rs. 10/- each held in the Demerged Company ("Entitlement Ratio")

- (c) **Key managerial personnel:** No material interests of the directors, Key Managerial Personnel will be affected from the Arrangement of the Demerged Company and the Resulting Company.
- (d) **Creditors:** No rights of the creditors of the Transferor Company are being affected pursuant to the scheme.
- (e) **Employees:** There will be no adverse effect of the Scheme on the employees.

The Resulting Company undertakes to engage those Employees of the Demerged Company who are employed in or in relation to the Demerged Undertaking on the date immediately preceding the Effective Date, on the same terms and conditions on which they are engaged by the Demerged Company, including salary, retirement benefits and the like and, without interruption of service as a result of the transfer of the Demerged Undertaking to the Resulting Company. The Resulting Company agrees that the services of all such employees with the Demerged Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits.



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### **3. Share Exchange Ratio:**

1 (One Only) Fully paid-up Equity Share of Rs. 10/- each of the Resulting Company shall be issued for every 1 (One Only) Fully Paid-up Equity Share of Rs. 10/- each held in the Demerged Company ("Entitlement Ratio")

For and on behalf of

Indo Man Structurals Private Limited

CIN: U27109RJ2008PTC027800



Gaurav Rungta

Director (DIN: 00681676)

Date: 16.09.2025