

KIRAN VYAPAR
LIMITED

Date: 11.12.2024

To
The Corporate Relationship Department
BSE Limited
25th Floor, Phiroz Jeejeebhoy Towers,
Fort, Dalal Street
Mumbai – 400 001

Company Code: 537750

Subject: Cessation of Step Down Subsidiaries of the Company pursuant to the Sanction of Scheme of Amalgamation

Ref: Regulation 30 and other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations),

Dear Sir/Madam,

The Company has received an intimation on 11th December, 2024 from its subsidiary Shree Krishna Agency Limited and step down Subsidiary Iota Mtech Power LLP whereby it has been informed that:

- (a) the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide its order dated 23rd October, 2024 has sanctioned the Scheme of Amalgamation wherein Four (4) step down subsidiaries of the Company namely Amritpay Greenfield Private Limited, Divyay Greeneries Private Limited, Sarvay Greenhub Private Limited (Subsidiaries of Shree Krishna Agency Limited) and Basbey Greenview Private Limited (Subsidiary of Iota Mtech Power LLP) ('Collectively referred as Transferor Companies') along with other companies were proposed to be merged with Maharaja Shree Umaid Mills Limited ('Transferee Company').
- (b) a Certified Copy of the Order of NCLT under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 sanctioning the above Scheme was issued on 2nd December, 2024, which has been filed by the respective Transferor Companies on 10th December, 2024 with the Registrar of Companies, West Bengal ("ROC"). Accordingly, in terms of the definition of 'effective date' provided in the approved Scheme, the above Scheme has become effective from 10th December, 2024.

Consequent to the Scheme being effective:

- I. Four (4) step down subsidiaries of the Company, namely Amritpay Greenfield Private Limited, Divyay Greeneries Private Limited, Sarvay Greenhub Private Limited and Basbey Greenview Private Limited being the Transferor Companies stands dissolved and ceased to be the step down subsidiaries of the Company with effect from 10th December, 2024; and
- II. Maharaja Shree Umaid Mills Limited being the Transferee Company, will discharge the consideration as mentioned in the approved Scheme, by way of issuance and allotment of equity shares of Rs. 10 each to Shree Krishna Agency Ltd (Subsidiary of the Company) in lieu of its shareholding held in the Amritpay Greenfield Private Limited, Divyay Greeneries Private Limited, Sarvay



L N B A N G U R G R O U P O F C O M P A N I E S

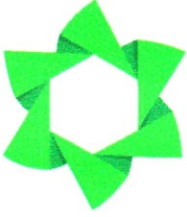
CORPORATE ADDRESS

Athiva, Plot No. C2, Sector - III, HUDA Techno Enclave,
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Greenhub Private Limited and to Iota Mtech Power LLP (Step down Subsidiary of the Company) in lieu of its shareholding held in the Basbey Greenview Private Limited as detailed herein below:

- (i) 163 (One Hundred Sixty Three) Equity Shares of Rs. 10/- each in the MAHARAJA SHREE UMAID MILLS LIMITED("New Shares"), credited as fully paid up, for every 100 (One Hundred) Non-Cumulative Participating Compulsorily Convertible Preference Share of Rs. 100/- each fully paid up held by Shree Krishna Agency Ltd (Subsidiary of the Company) in AMRITPAY GREENFIELD PRIVATE LIMITED .
- (ii) 7 (Seven) Equity Shares of Rs. 10/- each credited as fully paid-up in the MAHARAJA SHREE UMAID MILLS LIMITED ("New Shares") for every 100 (One Hundred) Equity Shares of Rs.10/- each fully paid-up held by Shree Krishna Agency Ltd (Subsidiary of the Company) in DIVYAY GREENERIES PRIVATE LIMITED.
- (iii) 189 (One Hundred Eighty Nine) Equity Shares of Rs. 10/- each in the MAHARAJA SHREE UMAID MILLS LIMITED("New Shares"), credited as fully paid up, for every 100 (One Hundred) Non-Cumulative Participating Compulsorily Convertible Preference Share of Rs. 100/- each fully paid up held by Shree Krishna Agency Ltd (Subsidiary of the Company) in SARVAY GREENHUB PRIVATE LIMITED.
- (iv) 195 (One Hundred Ninety Five) Equity Shares of Rs. 10/- each in the MAHARAJA SHREE UMAID MILLS LIMITED("New Shares"), credited as fully paid up, for every 100 (One Hundred) Non-Cumulative Participating Compulsorily Convertible Preference Share of Rs. 100/- each fully paid up held by Iota Mtech Power LLP (Step down Subsidiary of the Company) in BASBEY GREENVIEW PRIVATE LIMITED.

Please further note that SHREE KRISHNA AGENCY LTD will continue to be Subsidiary of the Company and IOTA MTECH POWER LLP will continue to be Step down Subsidiary of the Company.

Details as required under Regulation 30 of the LODR Regulations read with SEBI Master Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/0155 dated 11th November, 2024 are enclosed herewith as **Annexure – A2**.

Request you to kindly take the same on record.

Thanking you,

For Kiran Vyapar Limited

(Pradip Kumar Ojha)
Company Secretary
Membership No. F8857



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email: kvl@lnbgroup.com

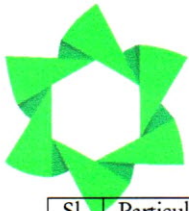


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Annexure A2

Sl No.	Particulars	Transfer and Merger of step down subsidiary AMRITPAY GREENFIELD PRIVATE LIMITED (in which the subsidiary of the Company namely SHREE KRISHNA AGENCY LIMITED is holding 99.53% of total Paid-up Share Capital) through Scheme of Amalgamation .	Transfer and Merger of step down subsidiary DIVYAY GREENERIES PRIVATE LIMITED (in which the subsidiary of the Company namely SHREE KRISHNA AGENCY LIMITED is holding 100% of total Paid-up Share Capital) through Scheme of Amalgamation .	Transfer and Merger of step down subsidiary SARVAY GREENHUB PRIVATE LIMITED (in which the subsidiary of the Company namely SHREE KRISHNA AGENCY LIMITED is holding 99.75% of total Paid-up Share Capital) through Scheme of Amalgamation .	Transfer and Merger of step down subsidiary BASBEY GREENVIEW PRIVATE LIMITED (in which the step down subsidiary of the Company namely IOTA MTECH POWER LLP is holding 99.77% of total Paid-up Share Capital) through Scheme of Amalgamation .
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	As on March, 2024 The amount of the turnover or revenue or income - Rs.(2.42) Lakhs The percentage of the turnover or revenue or income - (0.008)% Net worth amount: Rs.(23.56) lakhs. Net worth percentage: (0.013) %	As on March, 2024 The amount of the turnover or revenue or income - Rs.0.60 Lakhs The percentage of the turnover or revenue or income - 0.002% Net worth amount: Rs. (82.92) lakhs. Net worth percentage: (0.045) %	As on March, 2024 The amount of the turnover or revenue or income - Rs.11.83 Lakhs The percentage of the turnover or revenue or income - 0.037% Net worth amount: Rs. 94.21 lakhs. Net worth percentage: 0.051 %	As on March, 2024 The amount of the turnover or revenue or income - Rs.18.62 Lakhs The percentage of the turnover or revenue or income - 0.058% Net worth amount: Rs. 169.92 lakhs. Net worth percentage: 0.093 %
b)	Date on which the agreement for sale has been entered into;	The Appointed Date of the Scheme is 1 st April 2023 and the Scheme has been made effective upon filing of the Certified Copy of the Order of NCLT under Section 230 to 232 and other applicable provisions of the Act sanctioning the Scheme of Amalgamation, with the Registrar of Companies, West Bengal, by the Transferor Companies and the Transferee Company on 10 th December, 2024, respectively as per the definition of 'Effective date' mentioned in the approved Scheme.. Consequently, the Transferor Company have ceased to be the step down subsidiary of the Company with effect from 10 th December 2024.	The Appointed Date of the Scheme is 1 st April 2023 and the Scheme has been made effective upon filing of the Certified Copy of the Order of NCLT under Section 230 to 232 and other applicable provisions of the Act sanctioning the Scheme of Amalgamation, with the Registrar of Companies, West Bengal, by the Transferor Companies and the Transferee Company on 10 th December, 2024, respectively as per the definition of 'Effective date' mentioned in the approved Scheme... Consequently, the Transferor Company have ceased to be the step down subsidiary of the Company with effect from 10 th December, 2024.	The Appointed Date of the Scheme is 1 st April 2023 and the Scheme has been made effective upon filing of the Certified Copy of the Order of NCLT under Section 230 to 232 and other applicable provisions of the Act sanctioning the Scheme of Amalgamation, with the Registrar of Companies, West Bengal, by the Transferor Companies and the Transferee Company on 10 th December, 2024, respectively as per the definition of 'Effective date' mentioned in the approved Scheme... Consequently, the Transferor Company have ceased to be the step down subsidiary of the Company with effect from 10 th December 2024.	The Appointed Date of the Scheme is 1 st April 2023 and the Scheme has been made effective upon filing of the Certified Copy of the Order of NCLT under Section 230 to 232 and other applicable provisions of the Act sanctioning the Scheme of Amalgamation, with the Registrar of Companies, West Bengal, by the Transferor Companies and the Transferee Company on 10 th December 2024, respectively as per the definition of 'Effective date' mentioned in the approved Scheme... Consequently, the Transferor Company have ceased to be the step down subsidiary of the Company with effect from 10 th December 2024. P

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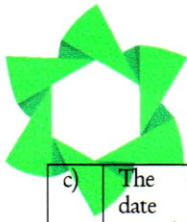
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c)	The expected date of completion of sale/disposal;	10 th December 2024.	10 th December 2024.	10 th December 2024.	10 th December 2024.
d)	Consideration received from such sale/disposal;	163 (One Hundred Sixty Three) Equity Shares of Rs. 10/- each in the MAHARAJA SHREE UMAID MILLS LIMITED("New Shares"), credited as fully paid up, for every 100 (One Hundred) Non-Cumulative Participating Compulsorily Convertible Preference Share of Rs. 100/- each fully paid up held by Shree Krishna Agency Ltd (Subsidiary of the Company) in AMRITPAY GREENFIELD PRIVATE LIMITED .	7 (Seven) Equity Shares of Rs. 10/- each credited as fully paid-up in the MAHARAJA SHREE UMAID MILLS LIMITED ("New Shares") for every 100 (One Hundred) Equity Shares of Rs.10/- each fully paid-up held by Shree Krishna Agency Ltd (Subsidiary of the Company) in DIVYAY GREENERIES PRIVATE LIMITED.	189 (One Hundred Eighty Nine) Equity Shares of Rs. 10/- each in the MAHARAJA SHREE UMAID MILLS LIMITED("New Shares"), credited as fully paid up, for every 100 (One Hundred) Non-Cumulative Participating Compulsorily Convertible Preference Share of Rs. 100/- each fully paid up held by Shree Krishna Agency Ltd (Subsidiary of the Company) in SARVAY GREENHUB PRIVATE LIMITED.	195 (One Hundred Ninety Five) Equity Shares of Rs. 10/- each in the MAHARAJA SHREE UMAID MILLS LIMITED("New Shares"), credited as fully paid up, for every 100 (One Hundred) Non-Cumulative Participating Compulsorily Convertible Preference Share of Rs. 100/- each fully paid up held by Iota Mtech Power LLP (Step down Subsidiary of the Company) in BASBEY GREENVIEW PRIVATE LIMITED.
e)	Brief details of buyers	MAHARAJA SHREE UMAID MILLS LIMITED CIN:U17124WB1939PL C128650 Registered Office Address: 7, Munshi Premchand Sarani, Hastings, Kolkata-700022 Email id: kolkata.msum@lnbgroup.com	MAHARAJA SHREE UMAID MILLS LIMITED CIN:U17124WB1939PL C128650 Registered Office Address: 7, Munshi Premchand Sarani, Hastings, Kolkata-700022 Email id: kolkata.msum@lnbgroup.com	MAHARAJA SHREE UMAID MILLS LIMITED CIN:U17124WB1939PL C128650 Registered Office Address: 7, Munshi Premchand Sarani, Hastings, Kolkata-700022 Email id: kolkata.msum@lnbgroup.com	MAHARAJA SHREE UMAID MILLS LIMITED CIN:U17124WB1939PL C128650 Registered Office Address: 7, Munshi Premchand Sarani, Hastings, Kolkata-700022 Email id: kolkata.msum@lnbgroup.com
f)	Whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Yes, Promoter Group Company	Yes, Promoter Group Company	Yes, Promoter Group Company	Yes, Promoter Group Company
g)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	No, since the Company is not a party to the transaction.	No, since the Company is not a party to the transaction.	No, since the Company is not a party to the transaction.	No, since the Company is not a party to the transaction.

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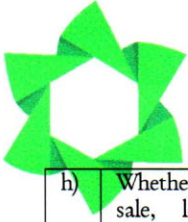
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h)	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
i)	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable	Not Applicable	Not Applicable	Not Applicable



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email: kv@lnbgroup.com



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