

Pitti Engineering Limited

(Formerly Pitti Laminations Limited)

ISO 9001:2015 ISO 14001:2015

www.pitti.in



5th February 2026

To,
BSE Limited
Floor 25, P J Towers, Dalal Street
Mumbai – 400 001
Scrip Code: 513519

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Scrip Code: PITTIENG

Dear Sirs,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Scheme of Amalgamation

We wish to inform you that Board of Directors of the Company at its meeting held today i.e. 5th February 2026 had *inter alia* approved a Scheme of Amalgamation of Pitti Industries Private Limited (formerly Bagadia Chaitra Industries Private Limited) (“PIPL” or the “Amalgamating Company 1”), Dakshin Foundry Private Limited (“DFPL” or the “Amalgamating Company 2”) with Pitti Engineering Limited (“PEL” or the “Company” or the “Amalgamated Company”) and their respective shareholders and creditors (the “Scheme”) under Sections 230 to 232 of the Companies Act, 2013 read with other applicable provisions and the rules framed thereunder. The Scheme is subject to requisite statutory and regulatory approvals, including approval of the Hon’ble National Company Law Tribunal, Hyderabad Bench.

PIPL and DFPL are wholly owned subsidiaries of the Company and, accordingly, in terms of Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement to obtain a No Objection Letter from the Stock Exchanges is not applicable. In accordance with Regulation 37(6) of the Listing Regulations, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, the Company shall file the Scheme with the Stock Exchanges for disclosure purposes, in compliance with applicable regulatory requirements.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026, are enclosed as Annexure-1.

The meeting of the Board of Directors of the Company commenced at 4:30 PM and concluded at 5:30 PM.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For Pitti Engineering Limited

Mary Monica Braganza
Company Secretary & Chief Compliance Officer
FCS: 5532

CIN: L29253TG1983PLC004141

Registered Office

6-3-648/401, 4th Floor
Padmaja Landmark, Somajiguda
Hyderabad – 500 082
Telangana, India
T: +91 40 2331 2774 / 2331 2770
F: +91 40 2339 3985
info@pitti.in

Scheme of Amalgamation of Pitti Industries Private Limited, Dakshin Foundry Private Limited with Pitti Engineering Limited

Sno.	Particulars	Details												
a)	Name of the entity (ies) forming part of the amalgamation/merger., details in brief such as size, turnover etc.	<p>Amalgamated Company - Pitti Engineering Limited ("PEL" or the "Company") listed on BSE Limited and National Stock Exchange of India Limited.</p> <p>Amalgamating Company 1 - Pitti Industries Private Limited (formerly Bagadia Chaitra Industries Private Limited) ("PIPL") (unlisted)</p> <p>Amalgamating Company 2 - Dakshin Foundry Private Limited ("DFPL") (unlisted)</p> <p>The brief financials for the period ending 31st March 2025, is as under:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>PEL (Standalone)</th> <th>PIPL</th> <th>DFPL</th> </tr> </thead> <tbody> <tr> <td>Turnover (in INR Cr)</td> <td>1,511.87</td> <td>240.84</td> <td>67.80</td> </tr> <tr> <td>Net Worth (in INR Cr)</td> <td>762.69</td> <td>38.63</td> <td>71.06</td> </tr> </tbody> </table>	Particulars	PEL (Standalone)	PIPL	DFPL	Turnover (in INR Cr)	1,511.87	240.84	67.80	Net Worth (in INR Cr)	762.69	38.63	71.06
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b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>PIPL and DFPL are Wholly Owned Subsidiaries of PEL and, as such, are related parties.</p> <p>The proposed Scheme of Amalgamation does not fall within the purview of related party transactions, as per the General Circular No. 30/2014 dated 17th July 2014 issued by the Ministry of Corporate Affairs. Further, in accordance with the Regulation 23(5)(b) of the Listing Regulations, the provisions relating to related party transactions under the Listing Regulations are not applicable to the proposed Scheme of Amalgamation.</p>												
c)	Area of business of the entity (ies)	<p>PEL is engaged in manufacturing engineering products of iron and steel including electrical steel laminations, castings, stator and rotor core assemblies, sub-assemblies, pole assemblies, die-cast rotors, press tools and high precision machining of various metal components.</p> <p>PIPL is engaged inter-alia in manufacturing of electrical steel laminations, assemblies, and die-cast rotors.</p> <p>DFPL is engaged inter-alia in manufacturing high quality casting in ductile iron, grey iron, low carbon, alloy steel grades and simo iron castings along with value added services like pattern making.</p>												

Registered Office

Sno.	Particulars	Details
d)	Rationale for Amalgamation/Merger	<p>PIPL, DFPL and PEL are engaged in similar businesses. PIPL and DFPL were acquired by PEL from their earlier promoters and have since become wholly owned subsidiaries of PEL. The business of PIPL, DFPL and PEL can be combined and carried on in conjunction with the business of PEL more conveniently and advantageously. Further, this Scheme would also enable to simplify the management, operational and corporate structures of the companies to increase efficiencies and generate synergies.</p> <p>The amalgamation will integrate the businesses of PIPL and DFPL with that of PEL, enabling carrying on the businesses more effectively and beneficially and deriving the utmost value therefrom. Consolidation of business would therefore lead to a more efficient utilization of resources, cashflows and assets of the PIPL and DFPL and create stronger base for future growth.</p> <p>The combined businesses of PEL will be carried on more efficiently and economically pursuant to the amalgamation as a result, inter alia, of pooling and more effective utilization of the combined resources of the said companies, reduction in overheads, costs and expenses, economies of scale, elimination of duplication of work and rationalization and reduction of compliance requirements which will be facilitated by and from the amalgamation.</p> <p>The amalgamation will lead to reduction and rationalization of multiple entities in the group and result in a more simplified corporate structure of PEL and its business, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of PEL.</p>
e)	In case of cash consideration - amount or otherwise share exchange ratio;	<p>There is no cash consideration involved in the Scheme.</p> <p>PIPL and DFPL are Wholly Owned Subsidiaries of PEL. The entire share capital of PIPL and DFPL is held by PEL and its nominees. Accordingly, upon the Scheme of Amalgamation becoming effective, all equity shares issued by PIPL and DFPL shall stand cancelled and extinguished.</p>
f)	Brief details of change in shareholding pattern (if any) of listed entity.	<p>There will be no change in the shareholding pattern of PEL pursuant to the aforesaid Scheme of Amalgamation, as no shares would be issued by the Company in consideration for the amalgamation.</p>

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